

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

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

By Videoconference

**DATE:** Thursday, 1 December 2022  
**TIME:** 1:45 p.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 Chairman and the Corporate Secretary in advance of their intention to participate in the meeting through remote communication.

On the Chairman's request, the Corporate Secretary made a roll call in accordance with SEC Memorandum Circular No. 6, Series of 2020 and noted that a quorum was present for the transaction of business by the Board and by the stockholders. The Corporate Secretary noted that each of the directors and other attendees confirmed her/his full name and position, location, the device being used for the videoconference, that she/he had received notice and agenda of the meeting and the materials beforehand, and that she/he could clearly hear or see and hear the other attendees. The Chairman then declared the meeting open.

**2. PROPOSED AMENDMENT OF THE ARTICLES OF INCORPORATION TO ADD TO THE COMPANY'S PURPOSES**

Management proposed to amend the Articles of Incorporation of the Company to include in the purpose clause certain activities that the Company has been undertaking. After some discussion, upon motion duly made and seconded, the Board and stockholders unanimously approved the following resolutions:

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

SECONDLY: That the purpose for which the corporation is formed is to develop and cultivate agricultural lands and to plant, cultivate, harvest, preserve, refine, pack, and sell the products of such lands; and in furtherance thereof, to lease and use<sup>1</sup> agricultural lands within the limits prescribed by law and the purpose for which the corporation is formed<sup>2</sup>;

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<sup>1</sup> As amended on July 7, 2021 by the Board of Directors and on July 8, 2021 by the stockholders.

<sup>2</sup> As amended on November 12, 2001 by the Board of Directors and on November 22, 2001 by the stockholders.



to buy, sell, preserve by freezing or otherwise, export, import and deal in, and with all kinds of fish, sea foods, and products of the sea and of lakes and rivers; to acquire, hold, own, lease, charter, maintain and operate such vessels, cold storage, refrigerators, and refrigerator cars and vessels as may be necessary for the proper conduct of such business; to carry on the business of preserving fish and other classes of sea food in wooden, tin, glass or any other kind of containers; to preserve by evaporating, dehydrating, freezing, canning, pickling or otherwise, fish and other sea foods; to buy and sell the same; to manufacture and sell fish oil, fish meat, fertilizer, and other products of fish, or other aquatic animals; and to acquire, own, hold, erect, establish and operate such factories and plants as may be necessary for the proper conduct of such business; to acquire, construct, maintain and operate hatcheries, ponds and pools, with all the necessary and convenient appurtenances and equipment in and about which to conduct the business of producing spawn, and hatching, raising and propagating fish; to conduct a store or stores for the buying, selling, importing and exporting, and dealing with and in fish products, sea food, meat, groceries and provisions within the limits prescribed by law;<sup>3</sup> to raise animals such as but not limited to livestock and poultry, process animal products and by-products, operate dairy farms, meat processing plants, feedmills and slaughterhouses, and otherwise engage in livestock operations;<sup>4</sup> to carry on the business of storage, cold storage, refrigeration, freezing and icemaking, manufacturing, producing, and supplying in any manner cold air, refrigeration, ice, and freezing compounds in any form, for use, distribution, and application for any and all purposes; to engage in any manufacturing operations for the purpose of converting raw materials into finished and manufactured products with a view to enhancing their commercial value; to construct, purchase, acquire, hold, use, sell, lease, let, equip, maintain, operate, manage or otherwise deal in or dispose of machinery, shops, factories, buildings, and other structures, means of transportation, motive power, locomotion, communication, irrigation, cultivation, and such materials, tools, implements, apparatus, equipment, and other articles as may be necessary or useful; to establish and maintain factories, agencies, and depots for the manufacture, storage, and sale of any of the above-named or other merchantable products; to conduct, purchase, acquire, equip, own, operate, sell and lease plants, machinery, equipment, and general supplies; to do a general commission merchants' and selling agents' business; to buy, hold, own, manufacture, produce, sell, export, import and otherwise dispose of either as principal or agent, and on commission or otherwise, all kinds of personal

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<sup>3</sup> As amended on November 12, 2001 by the Board of Directors and on November 22, 2001 by the stockholders.

<sup>4</sup> As amended on December 1, 2022.



property; to act as agent or representative of corporation, firms, and individuals, and as such to develop and extend their business interests; to acquire by purchase, subscription, or otherwise, and to invest in, hold, sell, assign, transfer, mortgage, pledge, exchange, and otherwise dispose of stocks, or any interest in the stocks, bonds, and other obligations or evidences of indebtedness, of any other corporation or corporations, domestic or foreign, and to exercise all rights and privileges of ownership, including the right to vote thereon and consent in respect thereto, for any and all purposes; to aid in any manner, any corporation of which the stocks, bonds, and other obligations or evidences of indebtedness are owned or held by it, or in the stocks, bonds, or other obligations or evidences of indebtedness of which it is in any way interested, to purchase, or by other means acquire such freehold, leasehold or other property or any estate or interest whatever and any rights, privileges, or easement over or in respect of any property, as may be permitted by law and as may be reasonably necessary to enable it to carry out the purpose for which the Corporation is created; to design, build, construct, repair, operate, maintain, buy, sell, charter, or otherwise manage, deal, and traffic in ships, boats, and vessels of all kinds, and their equipment, furnishings, and appurtenances, together with all materials, articles, tools, machinery, docks, and appliances entering into, or suitable and convenient for, the construction, equipment, maintenance, or operation thereof; to construct, purchase, lease or otherwise acquire, maintain, operate or use wharves, warehouses, piers, docks, dry-docks, and all other structures, buildings, or works; to apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, use, own exercise, develop, operate, and introduce and to sell, assign, and grant licenses in respect to, or otherwise dispose of, any trade-marks, trade names, patents and inventions, processes, and the like, and any such property or rights; to borrow money and to issue bonds, debentures, or obligations of the Corporation, and to secure the same by mortgage or pledge of any or all of the property, rights, privileges, or franchises of the Corporation, wherever situated; to sell or otherwise dispose of any or all such bonds, debentures, or obligations, and incidental to the foregoing, to act as guarantor and/or surety for monetary obligations incurred by persons, entities and/or corporations with whom the corporation may have business dealings or in whom the corporation may have any interest whatsoever, directly or indirectly without engaging in guaranteeship or surety business.<sup>5</sup> Without in any particular limiting the powers of the Corporation, it is hereby expressly declared and provided that the Corporation shall have power to make, perform, and carry out contracts of

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<sup>5</sup> As amended on March 12, 1984.



every sort and kind with any person, firm or corporation, private, public, or municipal, or body politics, and with the Government of the United States or of any State, Territory, or Possession thereof, or any foreign government; to have one or more offices out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines or in any of its business, to do any and all acts and things and to exercise any and all powers which a natural person could do and exercise and which now or hereafter may be authorized by law.<sup>6</sup>

**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.

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

**a. 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.

**4. 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 and CEO

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

**LUIS F ALEJANDRO**  
Director, President, and COO

**CORAZON S DE LA PAZ-BERNARDO**  
Independent Director

**JOSE T PARDO**  
Independent Director

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<sup>6</sup> As amended on February 5, 2021.



**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.**  
1 December 2022

DIRECTORS AND STOCKHOLDERS PRESENT:

<b>STOCKHOLDER/DIRECTOR</b>	<b>SHARES OF STOCK HELD</b>
Central American Resources, Inc. represented by Joselito D. Campos, Jr	2,433,668,396 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
Luis F Alejandro	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
<b>Total Number of Shares Present</b>	<b>2,797,320,004</b>

**TOTAL NUMBER OF SHARES  
ISSUED AND OUTSTANDING**

**2,797,320,004**

ALSO PRESENT:

Antonio E S Ungson  
Parag Sachdeva  
Ignacio C O Sison  
Katherine Joy F de Jesus-Lagazo  
Jason Michael Rosenblatt



**Annex "A"**

<b>Name of Attendee</b>	<b>Position</b>	<b>Location</b>	<b>Device Used</b>
<i>Directors/Corporate Secretary</i>			
Mr Rolando C Gapud	Chairman of the Board	Bangkok, Thailand	Laptop
Mr Joselito D Campos, Jr	Director and CEO	Alabang, Muntinlupa City	Laptop
Mr Edgardo M Cruz, Jr	Director and Asst. Corporate Secretary	Quezon City	Laptop
Mr Luis F Alejandro	Director, President, and COO	Taguig 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	Singapore	Laptop
Mr Antonio E S Ungson	Corporate Secretary	Taguig City	Laptop
<i>By Invitation</i>			
Mr Jason Michael Rosenblatt	Board Observer/ Shareholder Representative	Indonesia	Laptop
Mr Parag Sachdeva	Treasurer and Chief Financial Officer	San Francisco, California, USA	Laptop
Mr Ignacio C O Sison	Investor Relations Officer and Chief Sustainability Officer	Taguig City	Laptop
Ms Katherine Joy F de Jesus-Lagazo	Assistant Corporate Secretary and Director, Corporate Legal and Compliance	Taguig City	Laptop