

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2 (c) THEREUNDER**

1. 21 NOVEMBER 2024

Date of Report

2. SEC Identification Number: PW-112

3. BIR Tax Identification No: 000-291-799-000

4. DEL MONTE PHILIPPINES, INC.

Exact name of Issuer as specified in its charter

5. REPUBLIC OF THE PHILIPPINES

Country or other jurisdiction of incorporation or organization

6. (SEC Use Only) Industry Classification Code

7. JY CAMPOS CENTRE, 9TH AVENUE CORNER 30TH STREET, BONIFACIO GLOBAL CITY, TAGUIG CITY, PHILIPPINES

Address of principal office

1634

Postal Code

8. +63 2 8856 2888

Issuer's telephone number, including area code

9. SECURITIES REGISTERED PURSUANT TO SECTIONS 8 AND 12 OF THE SRC OR SECTIONS 4 AND 8 OF THE RSA

Title of Each Class	Amount (in PhP)	Rate
Series B Bonds due 2025	645,900,000	3.7563%

10. Item 9

Items reported herein

The Securities and Exchange Commission, through the Certificate of Filing of Amended Articles of Incorporation dated 14 November 2024 it had issued, approved the application of Del Monte Philippines, Inc. (the "Company") for the amendment of its Articles of Incorporation ("AOI") for (1) the inclusion of livestock and dairy operations in the Company's purpose, and (2) the creation of Redeemable Convertible Preference Shares, amending ARTICLES SECONDLY and SEVENTHLY of the

Company's AOI, respectively.

ARTICLE SECONDLY of the Company's AOI shall now read as follows:

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 agricultural lands within the limits prescribed by law and the purpose for which the corporation is formed; 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; **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;** 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 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 guarantanship or surety business.¹ 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 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.

ARTICLE SEVENTHLY of the Company's AOI shall now read as follows:

SEVENTHLY: That the authorized capital stock of the Corporation is Three Billion Pesos (P3,000,000,000.00) consisting of **Two Billion Six Hundred Thirty Six Million Three Hundred Forty Eight Thousand Four Hundred (2,636,348,400)** Common Shares **and Three Hundred Sixty Three Million Six Hundred Fifty One Thousand Six Hundred (363,651,600)** voting, non-cumulative, convertible, redeemable and

¹ As amended on March 12, 1984.

participating preferred shares (the “Redeemable Convertible Preference Shares”) with a par value of One Peso (P1.00) per share. The Common Shares shall be convertible to Redeemable Convertible Preference Shares. The Redeemable Convertible Preference Shares shall be convertible to Common Shares.

The Redeemable Convertible Preference Shares may be issued from time to time as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to determine the amount and the issue price, cash dividend rate, and period and manner of redemption, of the Redeemable Convertible Preference Shares. To the extent not set forth in this Article Seventh, the specific terms and restrictions of each issuance of the Preferred Shares shall be specified in such resolutions (the “Enabling Resolutions”) as may be adopted by the Board of Directors prior to the issuance thereof, which Enabling Resolutions shall be filed with the Securities and Exchange Commission, and thereupon be deemed a part of these Articles of Incorporation.

Without prejudice to such terms and conditions as may be set out in the Enabling Resolutions, the Redeemable Convertible Preference Shares shall have the following general rights, preferences, qualifications and limitations:

(1) *Dividends*

The holders of the Redeemable Convertible Preference Shares shall be entitled to receive dividends and distributions payable on the same basis as the Common Shares, to the extent permitted under applicable law, as and when declared by the Board. No dividends or distributions, in whatever form, shall be declared or paid to the holders of the Common Shares, without a declaration or payment of dividends on the same basis to the holders of the Redeemable Convertible Preference Shares.

(2) *Liquidation Preference*

In the event of liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary), the Redeemable Convertible Preference Shares shall have preference over the Common Shares in respect of the assets of the Corporation available for distribution after payment of the liabilities of the Corporation.

(3) *Voting Rights*

The holders of Redeemable Convertible Preference Shares then outstanding are entitled to receive notice of, and to attend and speak at, general meetings of the Corporation, and to receive a copy of any written resolution circulated to eligible stockholders on the circulation date in accordance with law. The holders of the Redeemable Convertible Preference Shares have voting rights.

(4) Conversion to Common Shares

At any time and from time to time, any holder of the Preferred Shares then outstanding shall have the right, at its option, to require the Corporation to convert all or any part of such Redeemable Convertible Preference Shares held into Common Shares, provided, however, that in the event of an initial public offering by the Corporation, all the Redeemable Convertible Preference Shares then outstanding shall be automatically converted into Common Shares subject to compliance with applicable rules and regulations on initial public offerings.

(5) Redemption

The Redeemable Convertible Preference Shares shall be redeemable in accordance with the relevant provisions in the Articles of Incorporation and the Enabling Resolutions, subject to compliance with applicable laws.

No transfer of stock or interest which will reduce the ownership of Filipino citizens to less than the required percentage of the capital stock under applicable laws shall be allowed or permitted to be recorded on the books of the Corporation.

No shareholder of any class shall be entitled to any pre-emptive right to subscribe for purchase, or receive any part of the shares of the Corporation, whether issued from its unissued capital or its treasury stock.

SIGNATURE

DEL MONTE PHILIPPINES, INC.

Issuer



By: **KATHERINE JOY F. DE JESUS-LAGAZO**

Corporate Secretary

21 November 2024