



JOLLIBEE FOODS CORPORATION

(a company incorporated under the laws of the Republic of the Philippines)

OFFER SUPPLEMENT

**Offer of 8,000,000 Preferred Shares
with an Oversubscription Option of up to 4,000,000 Preferred Shares
under its 20,000,000 Preferred Shares Shelf Registration**

consisting of:

up to 3,000,000 Series A Preferred Shares with a dividend rate of: 3.2821% p.a.
up to 9,000,000 Series B Preferred Shares with a dividend rate of: 4.2405% p.a.

at an Offer Price of ₱1,000.00 per Preferred Share

**To be listed and traded on the
Main Board of The Philippine Stock Exchange, Inc.**

Issue Manager



Joint Lead Underwriters and Bookrunners



Selling Agents

The Trading Participants of The Philippine Stock Exchange, Inc.

THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS OFFER SUPPLEMENT IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION.

The date of this Offer Supplement is September 23, 2021.

JOLLIBEE FOODS CORPORATION

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10 F. Ortigas Jr. Avenue, Ortigas Center
Pasig City, Philippines
Telephone Number: 02-8634-1111
<https://jollibeeigroup.com/>

This Offer Supplement relates to the offer and sale (the “**Offer**”) by Jollibee Foods Corporation (“**JFC**” “**Jollibee**”, the “**Company**” or the “**Issuer**”) of up to 12,000,000 cumulative, non-voting, non-participating, non-convertible, redeemable, peso-denominated perpetual preferred shares, with a par value of ₱1.00 per share (the “**Initial Offer Shares**”), at an offer price of ₱1,000.00 per share (the “**Offer Price**”). The offer and sale of the Initial Offer Shares shall be by way of an offer of 8,000,000 Preferred Shares (the “**Base Offer**”) and an oversubscription option of up to 4,000,000 Preferred Shares (the “**Oversubscription Option**”). The Initial Offer Shares shall consist of the following series: Series A Preferred Shares and Series B Preferred Shares.

In the event that the Oversubscription Option is exercised, the Issue Manager, and the Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, have the discretion to allocate the Oversubscription Option of up to 4,000,000 Preferred Shares at the end of the Offer Period. In case the Oversubscription Option is partly exercised or not exercised at all at the end of the Offer Period for the Initial Offer Shares, the unissued portion of the Preferred Shares under shelf registration will automatically be increased by such principal amount of Oversubscription Option shares that will not be taken up or exercised.

The Initial Offer Shares shall be issued under the 20,000,000 Preferred Shares Shelf Registration of the Company (the “**Shelf Registration**”), at an offer price of ₱1,000.00 per share. The Shelf Registration was rendered effective by the Securities and Exchange Commission (the “**SEC**”) on or about September 24, 2021. The Preferred Shares may be sold and issued in tranches within a period of three (3) years from the effective date of the registration statement under which such Offer Shares are being offered and sold.

An application to list the Preferred Shares has been filed with The Philippine Stock Exchange, Inc. (“**PSE**”) and has been approved by the Board of Directors of the PSE on September 22, 2021. The PSE assumes no responsibility for the correctness of any statements made or opinions expressed in this Offer Supplement. The PSE makes no representation as to its completeness and expressly disclaims any liability whatsoever for any loss arising from reliance on the entire or any part of the Offer Supplement. Such approval for listing is permissive only and does not constitute a recommendation or endorsement of the Initial Offer Shares by the PSE.

The Initial Offer Shares are being offered for subscription solely in the Philippines through BPI Capital Corporation, as Issue Manager; BDO Capital & Investment Corporation; BPI Capital Corporation; China Bank Capital Corporation; and SB Capital Investment Corporation as Joint Lead Underwriters and Bookrunners; and the selling agents named herein.

The Initial Offer Shares will be listed and traded on the Main Board of the PSE. The Initial Offer Shares will be issued and listed on October 14, 2021 (the “**Issue Date**”) under the trading symbol JFCPA for the Series A Preferred Shares and JFCPB for the Series B Preferred Shares.

This Offer Supplement contains the final terms of the Initial Offer Shares and must be read in conjunction with the Prospectus dated June 28, 2021 (the “**Prospectus**”). Unless defined in this Offer Supplement, terms used herein shall be deemed to be defined as set forth in the Prospectus. Full information on the Issuer and the Offer is only available on the basis of the combination of the Offer Supplement and the Prospectus. All information contained in the Prospectus are deemed incorporated by reference in this Offer Supplement.

On May 11, 2021 the Board of Directors of the Company (the “**Board of Directors**”) approved the amendment of the Articles of Incorporation of the Company to reclassify and divide the authorized capital stock into: (i) 1,430,000,000 common shares with a par value of ₱1.00 per share; and (ii) 20,000,000 cumulative, non-voting, non-participating, non-convertible, redeemable preferred shares with a par value of ₱1.00 per share (the “**Preferred Shares Amendment**”). On June 25, 2021, the stockholders of the Company approved the Preferred Shares Amendment during the Annual Stockholders’ Meeting. On August 11, 2021, the SEC approved the Preferred Shares Amendment.

Following the Offer, assuming the Oversubscription Option is exercised in full, the Company will have the following issued and outstanding shares: (i) 1,109,566,917 common shares; and (ii) 12,000,000 Preferred Shares.

The holders of Preferred Shares do not have identical rights and privileges with holders of the existing common shares of the Company. Any and all preferred shares of the Company shall have preference over common shares in dividend distribution and in case of liquidation or dissolution. For further discussion on the rights and privileges of the Preferred Shares, please refer to the section on “*Description of the Offer Shares*” of the Prospectus.

Dividends may be declared at the discretion of the Board of Directors and will depend upon the future results of operations and general financial condition and capital requirements of Jollibee; its ability to receive dividends and other distributions and payments from its subsidiaries; foreign exchange rates; legal, regulatory and contractual restrictions; loan obligations (both at the parent and subsidiary levels); and other factors the Board of Directors may deem relevant. While there is no assurance that Jollibee will declare dividends on the Initial Offer Shares in the future, Jollibee has consistently paid semi-annual cash dividends to its common shareholders, details of which are found on page 125 of the Prospectus.

The date of declaration of cash dividends on the Initial Offer Shares will be subject to the discretion of the Board of Directors, to the extent permitted by law. The declaration and payment of dividends (except stock dividends) do not require any further approval from the shareholders of the Company.

As and if cash dividends are declared by the Board on the Preferred Shares, cash dividends shall be as follows:

Series A Preferred Shares shall be at the fixed rate of 3.2821% per annum; and

Series B Preferred Shares shall be at the fixed rate of 4.2405% per annum

calculated for each share by reference to the Offer Price thereof in respect of each Dividend Period (each, the “**Initial Dividend Rate**” for the relevant series). The dividends on the Initial Offer Shares will be calculated on a 30/360-day basis.

Subject to the limitations described in the Prospectus, cash dividends on the Series A Preferred Shares and the Series B Preferred Shares will be payable quarterly in arrears on January 14, April 14, July 14, and October 14 of each year (each a “**Dividend Payment Date**”) being the last day of each 3-month period (a “**Dividend Period**”) following the Listing Date. If the Dividend Payment Date is not a Banking Day, dividends will be paid on the next succeeding Banking Day, without adjustment on the amount of dividends to be paid.

Dividend Rate means (a) from the Issue Date up to the Step-Up Date, the Initial Dividend Rate; and (b) from the Step-Up Date, until the date the Series A Preferred Shares or Series B Preferred Shares are redeemed, the higher of the Initial Dividend Rate and the Step-Up Rate. Please see below relevant definitions.

Unless the Preferred Shares are redeemed by the Issuer on, in respect of the Series A Preferred Shares, the third (3rd) anniversary of the Listing Date (the “**Series A First Optional Redemption Date**”) and in respect of the Series B Preferred Shares, on the fifth (5th) anniversary of the Listing Date (the “**Series B First Optional Redemption Date**”) or in either case, on the next Banking Day in case the redemption date falls on a non-Banking Day, the dividends on each series will be adjusted to as follows:

- (a) For the Series A Preferred Shares: to the higher of the (a) applicable Initial Dividend Rate; or (b) the simple average of the closing per annum rates of the 7-year BVAL (or if the 7-year BVAL is not available or cannot be determined, any such successor rate as determined by the Bankers Association of the Philippines (“**BAP**”) or the Bangko Sentral ng Pilipinas (“**BSP**”)), as shown on the relevant page (or such successor page) of the PDS Group (or its successor) for three consecutive Banking Days ending on (and including) the third (3rd) anniversary from Listing Date, plus 4.00% (the “**Series A Step-Up Rate**”);
- (b) For the Series B Preferred Shares: to the higher of the (a) applicable Initial Dividend Rate; or (b) the simple average of the closing per annum rates of the 10-year BVAL (or if the 10-year BVAL is not available or cannot be determined, any such successor rate as determined by the BAP or the BSP), as shown on the relevant page (or such successor page) of the PDS Group (or its successor) for three (3) consecutive Banking Days ending on (and including) the fifth (5th) anniversary from the Listing Date, plus 4.00% (the “**Series B Step-Up Rate**”);

provided, that in the event the relevant Series A First Optional Redemption Date or Series B First Optional Redemption Date falls on a day that is not a Banking Day:

- (a) the rate setting will be done on the immediately succeeding Banking Day using the average of the relevant BVAL rates for the three (3) consecutive Banking Days preceding and inclusive of the said rate setting date; and
- (b) the higher of the applicable initial Dividend Rate and the applicable Step-Up Rate will be applied commencing on the Series A First Optional Redemption Date for the Series A Preferred Shares and on the Series B First Optional Redemption Date for the Series B Preferred Shares;

(each of the Series A Step-Up Rate and the Series B Step-Up Rate being a “**Step-Up Rate**”) See “*Summary of the Offering*”.

Cash dividends on the Initial Offer Shares will be cumulative. If for any reason the Board of Directors does not declare a cash dividend on the Initial Offer Shares for a Dividend Period, Jollibee will not pay a cash dividend on the Dividend Payment Date for that Dividend Period. However, on any future Dividend Payment Date on which cash dividends are declared, holders of the Initial Offer Shares will receive the accrued and unpaid cash dividends due them on such Dividend Payment Date as well as all Arrears of Dividends to the holders of the Initial Offer Shares prior to such Dividend Payment Date.

As and if approved by the Board of Directors, the Issuer may redeem the Preferred Shares as follows:

- (a) in whole but not in part the Series A Preferred Shares on the Series A First Optional Redemption Date or on any Dividend Payment Date thereafter (each of the Series A First Optional Redemption Date and the Dividend Payment Dates thereafter, a “**Series A Optional Redemption Date**”); and
- (b) in whole but not in part, the Series B Preferred Shares on the Series B First Optional Redemption Date or on any Dividend Payment Date thereafter (each of the Series B First Optional Redemption Date and the Dividend Payment Dates thereafter, a “**Series B Optional Redemption Date**”);

(each Series A Optional Redemption Date and Series B Optional Redemption Date, an “**Optional Redemption Date**”), after giving not less than 30 nor more than 60 calendar days’ prior written notice to the intended date of redemption (the “**Notice of Redemption**”), at a redemption price (the “**Redemption Price**”) equal to the Offer Price of the Preferred Shares, which is ₱1,000.00, plus all dividends due them on such Optional Redemption Date, and all Arrears of Dividends after deduction of all taxes and transfer costs customarily chargeable to stockholders, as applicable, to effect the redemption. For the avoidance of doubt, the Redemption Price will not be subject to, and independent from, the prevailing share price of the Preferred Shares at the time of redemption. Such notice to redeem shall be deemed irrevocable upon issuance thereof. The Notice of Redemption shall likewise indicate the Record Date for the Optional Redemption of the relevant Redeemed Shares, the payment mode of the Redemption Price to the relevant shareholders, and the general terms, among others. Moreover, the Company shall request for voluntary trading suspension of the relevant Redeemed Shares effective on Record Date until the Optional Redemption Date.

For the avoidance of doubt, on the applicable Optional Redemption Date, the Issuer has the option to redeem, in whole but not in part, any or both of the Series A Preferred Shares and Series B Preferred Shares.

In the event an Optional Redemption Date which the Issuer has chosen as the date to redeem any or both of the series falls on a day that is not a Banking Day, the redemption shall be made on the next succeeding day that is a Banking Day, without adjustment as to the Redemption Price and the amount of dividends to be paid.

The Issuer may also redeem any or both series of the Preferred Shares, in whole but not in part, at any time prior to any Optional Redemption Date if an Accounting Event or a Tax Event (each as defined below) has occurred and is continuing, having given not less than 30 nor more than 60 calendar days’ written notice prior to the intended date of redemption. The redemption due to an Accounting Event or a Tax Event shall be made by the Issuer at the Redemption Price which shall be paid within five (5) Banking Days of the exercise of the right to redeem the Preferred Shares.

A tax event (“**Tax Event**”) shall occur if dividend payments become subject to higher withholding tax or any new tax (including a higher rate of an existing tax) as a result of certain changes in law, rule or regulation, or in the interpretation thereof, and such tax cannot be avoided by use of reasonable measures available to Jollibee.

An accounting event (“**Accounting Event**”) shall occur if in the opinion of Jollibee, with due consultation with its external auditor authorized to perform auditing services in the Republic of the Philippines, there is more than an insubstantial risk that the funds raised through the issuance of the Initial Offer Shares may no longer be recorded as “equity” pursuant to PFRS, or such other accounting standards which succeed PFRS, as adopted by the Republic of the Philippines, and applied by Jollibee for drawing up its consolidated financial statements for the relevant financial year and such event cannot be avoided by Jollibee taking reasonable measures available to it.

Upon listing of the Initial Offer Shares on the PSE, Jollibee may purchase the Initial Offer Shares which are then currently tradeable at any time in the open market or by public tender or by private contract at any price through the PSE, without any obligation to purchase or redeem the other outstanding preferred shares of the Company. The Initial Offer Shares so purchased may be redeemed (pursuant to their terms and conditions as set out in the Prospectus and this Offer Supplement) and cancelled or kept as treasury shares, as applicable. The Preferred Shares kept as treasury shares are re-issuable.

Documentary stamp tax for the issuance of the Initial Offer Shares and the documentation thereof, if any, shall be for the account of Jollibee. The holder of the Initial Offer Shares shall be liable for the following taxes: (a) any withholding tax applicable on dividends earned or on any amounts payable to the holders of the Preferred Shares, including any additional tax on such dividends imposed by changes in law, rule, or regulation; (b) any income tax, including capital gains tax, (whether or not subject to withholding); percentage tax (such as stock transaction tax), any documentary stamp tax or other applicable taxes on the redemption (or receipt of the redemption price) of the Preferred Shares or on the liquidating distributions as may be received by a holder of the Preferred Shares; (c) any value added tax which may be payable by any holder of the Preferred Shares on any amount to be received from the Issuer under the terms and conditions of the Preferred Shares; (d) any withholding tax, including any additional tax imposed by change in law, rules, or regulation, on any dividend payable to any holder of the Preferred Shares or any entity which is a U.S. Person under the Foreign Account Tax Compliance Act of the United States (“**FATCA**”) or is otherwise a non-resident foreign corporation; and (e) any applicable taxes on any subsequent sale or transfer or redemption of the Preferred Shares by any holder of the Preferred Shares which shall be for the account of the said holder (or the buyer in case such buyer shall have agreed to be responsible for the payment of such taxes).

The Preferred Shares will constitute the direct and unsecured subordinated obligations of the Company ranking at least *pari passu* in all respects and ratably without preference or priority among themselves. The Company’s obligations on the Preferred Shares are subordinate to all of the Company’s indebtedness and the Company shall not make payments under the Preferred Shares unless it can satisfy in full all of its obligations that rank senior to the Preferred Shares.

The Company’s obligations under the Preferred Shares are unsecured and will, in the event of the winding-up of the Company, rank junior in right of payment to all indebtedness of the Company and junior in right of payment to securities of, or claims against, the Company which rank or are expressed to rank senior to the Preferred Shares. Accordingly, the Company’s obligations under the Preferred Shares will not be satisfied unless Jollibee can satisfy in full all of its other obligations ranking senior to the Preferred Shares.

The Company is at liberty from time to time without the consent of the holders of the Preferred Shares to create and issue additional preferred shares or securities either: (a) ranking at least *pari passu* in all respects with the Preferred Shares, or (b) upon such terms as to ranking, distributions, conversion, redemption and otherwise as the Company may determine at the time of the issue.

The Initial Offer Shares will be issued in scripless form through the electronic book-entry system of Stock Transfer Service, Inc. as Registrar, and lodged with the Philippine Depository & Trust Corp. (“**PDTC**”) as depository agent on the Listing Date through PSE Trading Participants nominated by the applicants. Settlement of the Initial Offer Shares in respect of any transfer or change of title, including the settlement of documentary stamp taxes, if any, arising from subsequent transfers, shall be similar to the transfer of title and settlement procedures for listed securities on the PSE. If the Initial Offer Shares are subsequently uplifted and issued in certificated form, title to the shares shall pass by endorsement and delivery to the transferee and registration in the registry of shareholders to be maintained by Stock Transfer Service, Inc., the Registrar and Stock Transfer Agent. See “*Summary of the Offering*” in this Offer Supplement.

The gross proceeds from the Base Offer shall be ₱8,000,000,000.00. Should the Issue Manager and Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, exercise in full the Oversubscription Option, the gross proceeds from the Offer shall be ₱12,000,000,000.00. The net proceeds from the Base Offer, after deducting from the gross proceeds the total issue management, underwriting and selling fees, listing fees, taxes and other related fees and out-of-pocket expenses, is estimated to be ₱7,922,381,875.00. The net proceeds from the Oversubscription Option should the Issue Manager and Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, exercise in full the Oversubscription Option, after deducting gross proceeds, underwriting and selling fees, listing fees, and taxes is estimated to be ₱11,900,341,875.00. The Company will use the net proceeds for the partial buyback of Senior Perpetual Securities and for general corporate purposes. See “*Use of Proceeds*” in this Offer Supplement.

The Issue Manager and the Joint Lead Underwriters and Bookrunners, shall receive an estimated fee of up to 0.55% of the gross proceeds of the Offer, inclusive of amounts to be paid to the Selling Agents.

The Company reserves the right to withdraw any offer and sale of the Initial Offer Shares at any time, and the Issue Manager and Joint Lead Underwriters and Bookrunners reserve the right to reject any application to purchase the Initial Offer Shares whether in whole or in part, and to allot to any prospective purchaser less than the full amount of the Initial Offer Shares sought by such purchaser. If an offer of the Initial Offer Shares is withdrawn or discontinued, the Company shall subsequently notify the SEC and the PSE thereof. The Issue Manager and the Joint Lead Underwriters and Bookrunners, any participating underwriter, co-manager and selling agent for any particular offer of the Initial Offer Shares may acquire for their own account a portion of the Initial Offer Shares.

The Initial Offer Shares are being offered for subscription solely in the Philippines. The distribution of this Offer Supplement and the offer and sale of the Initial Offer Shares may, in certain jurisdictions, be restricted by law. The Company, the Issue Manager and Joint Lead Underwriters and Bookrunners require persons into whose possession this Offer Supplement comes, to inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. This Offer Supplement does not constitute an offer of any securities, or any offer to sell, or a solicitation of any offer to buy any securities of the Company in any jurisdiction, to or from any person for whom it is unlawful to make such offer in such jurisdiction.

The price of securities, such as the Initial Offer Shares, can and does fluctuate, and any individual security may experience upward or downward movements, and may even become valueless. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling securities. An investment in the Initial Offer Shares described in the Prospectus and this Offer Supplement involves a certain degree of risk. A prospective purchaser of the Initial Offer Shares should carefully consider several risk factors, including but not limited to, risks relating to the Company’s business and operations, risks relating to the Philippines and risks relating to the Initial Offer Shares, as set out in “*Risk Factors*” found on page 32 of the Prospectus, in addition to the other information contained in this Offer Supplement, in deciding whether to invest in the Initial Offer Shares. The risk disclosure discussion does not purport to disclose all the risks and other significant aspects of investing in the Initial Offer Shares. A person contemplating an investment in the Initial Offer Shares should seek professional advice if he or she is uncertain of, or has not understood any aspect of the securities to invest in or the nature of risks involved in trading of securities. Investing in the Initial Offer Shares involves a higher degree of risk compared to debt instruments.

The Company and the Underwriters have exercised the required due diligence in ascertaining that all material representations contained in this Offer Supplement, and any amendment or supplement thereto, are true and correct and that no material information was omitted, which was necessary in order to make the statements contained in said documents not misleading in any material respect.

This Offer Supplement is not intended to provide the basis of any credit or other evaluation nor should it be considered as a recommendation by either the Issuer, the Issue Manager, and the Joint Lead Underwriters and Bookrunners or their respective affiliates or legal advisers that any recipient of this Offer Supplement should purchase the Initial Offer Shares. Each person contemplating an investment in the Initial Offer Shares should conduct its own due diligence on the Issuer, make his own analysis of the creditworthiness of Jollibee, and arrive at its own determination of the suitability of any such investment.

Unless otherwise stated, the information contained in this Offer Supplement has been supplied by the Company. The Company (which has taken all reasonable care to ensure that such is the case) confirms that the information contained in this Offer Supplement is correct, and that there is no material misstatement or omission of fact which would make any statement in this Offer Supplement misleading in any material respect.

No dealer, salesman or any other person has been authorized to give any information or to make any representation not contained in this Offer Supplement. If given or made, any such information or representation must not be relied upon as having been authorized by the Company or the Issue Manager or any of the Joint Lead Underwriters and Bookrunners.

Unless otherwise indicated, all information in the Offer Supplement is as of the date hereof. Neither the delivery of this Offer Supplement nor any sale made pursuant to this Offer Supplement shall, under any circumstances, create any implication that the information contained herein is correct as of any date subsequent to the date hereof or that there has been no change in the affairs of the Company and its subsidiaries since such date. Market data and certain industry forecasts used throughout this Offer Supplement were obtained from internal surveys, market research, publicly available information, and industry publications. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information are not guaranteed. Similarly, internal surveys, industry forecasts and market research, while believed to be reliable, have not been independently verified. The Company does not make any representation, undertaking or other assurance as to the accuracy or completeness of such information or that any projections will be achieved, or in relation to any other matter, information, opinion or statements in relation to the Offer. Any reliance placed on any projections or forecasts is a matter of commercial judgment. Certain agreements are referred to in this Prospectus in summary form. Any such summary does not purport to be a complete or accurate description of the agreement and prospective investors are expected to independently review such agreements in full.

THE INITIAL OFFER SHARES ARE BEING OFFERED ON THE BASIS OF THE PROSPECTUS AND THIS OFFER SUPPLEMENT ONLY. ANY DECISION TO PURCHASE THE INITIAL OFFER SHARES MUST BE BASED ONLY ON THE INFORMATION CONTAINED IN THE PROSPECTUS AND THIS OFFER SUPPLEMENT.

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ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND
ALL INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

JOLLIBEE FOODS CORPORATION

By:


ERNESTO TANMANTIONG
President and Chief Executive Officer

REPUBLIC OF THE
PHILIPPINES) MAKATI CITY,
METRO MANILA) SS.

SUBSCRIBED AND SWORN to before me this SEP 23 2021 in PASIG CITY, affiant
exhibiting to me his Passport No. P8719063A expiring on Sept. 11, 2028, as competent
evidence of identity.

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Series of 2021.


ANA ISABEL F. CASTELO
Notary Public-Pasig City
Notarial Commission No. 157 Expiring on December 2021
14/F Jollibee Plaza 10 F. Ortigas Jr. Avenue,
Ortigas Center Pasig City
PTR No. 6451026 1-16-20 / Pasig City
IGP No. 109197 1-10-20 / Pasig City
MCLE Compliance No. VI-0016861 / 3-5-19
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DEFINITION OF TERMS

In this Offer Supplement, unless the context otherwise requires, the following terms shall have the meanings set forth below.

Applicable Law	: Any statute, law, regulation, ordinance, rule, judgment, order, decree, directive, guideline, policy, requirement or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or administration of any of the foregoing by, any Governmental Authority
Applicant	: An Eligible Investor who submits a duly accomplished Application to Purchase, together with all requirements set forth therein.
Application to Purchase	: The application form accomplished and submitted by an Applicant for the purchase of a specified amount of Offer Shares, together with all the other requirements set forth in such application form
Banking Day	: A day other than a public non-working holiday, Saturday or Sunday on which the facilities of the Philippine banking system are open and available for clearing, and banks are open for business in Metro Manila
BAP	: Bankers Association of the Philippines
BIR	: Philippine Bureau of Internal Revenue.
Board or Board of Directors	: Board of Directors of Jollibee Foods Corporation
BSP	: Bangko Sentral ng Pilipinas
Dividend Payment Date	: On January 14, April 14, July 14, and October 14 of each year.
Dividend Period	: The period commencing on the relevant Issue Date, as defined in the section on “ <i>Terms of the Offer</i> ”, and having a duration of three (3) months, and thereafter, each of the successive periods of three (3) months commencing on the last day of the immediately preceding Dividend Period up to, but excluding the first day of, the immediately succeeding Dividend Period
Dividend Rate	: Series A Preferred Shares with a dividend rate of: 3.2821% p.a. Series B Preferred Shares with a dividend rate of: 4.2405% p.a.
Eligible Investor	: Any person, corporation, association or partnership, regardless of nationality, but subject to limits under Philippine law and the restrictions set out in the Prospectus and the Offer Supplement, and without prejudice to the right of the Issuer and the Joint Lead Underwriters and Bookrunners to reject an application, including the right to reject if the same will cause the Issuer to be in breach of the Philippine ownership requirements under relevant Philippine laws.
EDGE	: PSE Electronic Disclosure Generation Technology
FATCA	: Foreign Account Tax Compliance Act
Government	: The Government of the Republic of the Philippines
JFC Group or Group	: Jollibee and its subsidiaries and affiliates.
Jollibee	: Jollibee Foods Corporation

Offer	: The offer and sale to the public of up to 12,000,000 cumulative, non-voting, non-participating, non-convertible, redeemable, peso-denominated perpetual preferred shares, with a par value of ₱1.00 per share
Offer Price	: The subscription price of ₱1,000.00 per share at which the Initial Offer Shares will be sold
Offer Supplement	: The document which sets out the terms and conditions for each tranche of the Offer Shares.
PDS Group	: Philippine Dealing System Holdings Corp.
PDTC	: The Philippine Depository & Trust Corp.
Permit to Sell	: The permit to sell securities issued by the SEC in connection with the Offer.
Pesos or ₱	: Philippine Pesos, the legal currency of the Republic of the Philippines.
PFRS	: Philippine Financial Reporting Standards
Philippines	: Republic of the Philippines
Prospectus	: The prospectus dated June 28, 2021 and any amendments, supplements and addenda thereto for the offer and sale to the public of the Preferred Shares within the Shelf Period. As the context may require, the term includes the Offer Supplement.
PSE	: The Philippine Stock Exchange, Inc.
Registrar, Paying Agent	: Stock Transfer Service, Inc.
RTGS	: Real Time Gross Settlement
SEC	: Philippine Securities and Exchange Commission
Senior Perpetual Securities	: The senior perpetual securities amounting to USD600.0 million issued by the JFC Group, through JWPL, on January 23, 2020.
Shelf Period	: A period of three (3) years from the date of effectivity of the Registration Statement for the Preferred Shares, during which the Offer Shares may be offered and sold to the public
SRC	: The Securities Regulation Code of the Philippines.
Stock Transfer Agent	: Stock Transfer Service, Inc.
TP or Trading Participants	: PSE Trading Participants
Tranche	: A tranche of the Offer Shares offered and sold under the shelf registration.
Underwriting Agreement	: The Issue Management and Underwriting Agreement that the Company will enter into with the Issue Manager and Joint Lead Underwriters and Bookrunners for the initial tranche of the Offer, and its annexes and attachments, as may be modified, supplemented or amended from time to time.
USD	: U.S. Dollars, the legal currency of the United States of America

TERMS OF THE OFFER

The following do not purport to be a complete listing of all the rights, obligations, and privileges of the Initial Offer Shares. Some rights, obligations or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective shareholders are enjoined to perform their own independent investigation and analysis of the Issuer and the Initial Offer Shares. Each prospective shareholder must rely on its own appraisal of the Issuer and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to invest in the Initial Offer Shares and must not rely solely on any statement or the significance, adequacy or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective shareholder's independent evaluation and analysis.

The following terms of the offer should be read as an introduction to, and is qualified in its entirety by reference to, the more detailed information appearing elsewhere in this Offer Supplement and in the Prospectus. These terms of the offer may not contain all of the information that prospective investors should consider before deciding to invest in the Initial Offer Shares. Accordingly, any decision by a prospective investor to invest in the Initial Offer Shares should be based on a consideration of the Prospectus and this Offer Supplement as a whole. Should there be any inconsistency between the summary below and the final documentation, the final documentation shall prevail.

Issuer	:	Jollibee Foods Corporation (“ Jollibee ” or the “ Company ”)
The Offer	:	The offer and sale by Jollibee of up to 12,000,000 cumulative, non-voting, non-participating, non-convertible, redeemable, Peso-denominated perpetual preferred shares, at an offer price of ₱1,000.00 per share.
Instrument	:	Cumulative, non-voting, non-participating, non-convertible, redeemable, Peso-denominated, perpetual preferred shares (the “ Preferred Shares ”).
Par Value	:	The Preferred Shares have a par value of ₱1.00 per share.
Offer Size	:	8,000,000 Preferred Shares (the “ Base Offer ”), to be issued in two series and consisting of: 2,000,000 Series A Preferred Shares and 6,000,000 Series B Preferred Shares.
Oversubscription Option	:	<p>In the event of an oversubscription, the Issue Manager and Joint Lead Underwriters and Bookrunners, in consultation with the Company, reserve the right, but do not have the obligation, to increase the Offer size up to an additional 4,000,000 Preferred Shares consisting of 1,000,000 Series A Preferred Shares and 3,000,000 Series B Preferred Shares (the “Oversubscription Option”).</p> <p>In the event that the Oversubscription Option is exercised, the Issue Manager and the Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, have the discretion to allocate the Oversubscription Option of up to 4,000,000 Preferred Shares at the end of the Offer Period. In case the Oversubscription Option is partly exercised or not exercised at all at the end of the Offer Period for the Initial Offer Shares, the unissued portion of the Preferred Shares under shelf registration will automatically be increased by such principal amount of Oversubscription Option shares that will not be taken up or exercised.</p>
Offer Price	:	The Initial Offer Shares shall be offered at a price of ₱1,000.00 per share.
Registration and Listing	:	The Initial Offer Shares are registered with the Securities and Exchange Commission (“ SEC ”) under a shelf registration pursuant to an order of registration issued by the SEC Markets and Securities Regulation Department.

The Initial Offer Shares will be listed on The Philippine Stock Exchange, Inc. (“PSE”), subject to compliance with PSE listing rules.

The Series A Preferred Shares will be traded under the stock symbol JFCPA.

The Series B Preferred Shares will be traded under the stock symbol JFCPB.

Issue Date and Listing Date	:	October 14, 2021 or such other date when the Series A Preferred Shares and Series B Preferred Shares are listed on the PSE.
Offer Period	:	The Offer Period shall commence at 9:00 a.m. on September 28, 2021 and end at 12:00 noon on October 4, 2021. The Issuer, the Issue Manager, and the Joint Lead Underwriters and Bookrunners reserve the right to extend or terminate the Offer Period with the approval of the SEC and the PSE, as applicable.
Use of Proceeds	:	<p>The gross proceeds of the Base Offer shall be ₱8,000,000,000.00. Should the Issue Manager and Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, exercise in full the Oversubscription Option, the gross proceeds of the Offer shall be ₱12,000,000,000.00.</p> <p>The net proceeds from the Base Offer, after deducting from the gross proceeds the total issue management, underwriting and selling fees, listing fees, taxes and other related fees and out-of-pocket expenses, is estimated to be ₱7,922,381,875.00.</p> <p>The net proceeds from the Oversubscription Option should the Issue Manager and Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, exercise in full the Oversubscription Option, after deducting gross proceeds, underwriting and selling fees, listing fees, and taxes is estimated to be ₱11,900,341,875.00.</p> <p>The Company will use the said proceeds for partial buyback of the Senior Perpetual Securities and for general corporate purposes. See “<i>Use of Proceeds</i>” in this Offer Supplement.</p>
Dividend Rate	:	<p>As and if cash dividends are declared by the Board on the Preferred Shares, cash dividends shall be as follows:</p> <p>Series A Preferred Shares shall be at the fixed rate of 3.2821% per annum;</p> <p>Series B Preferred Shares shall be at the fixed rate of 4.2405% per annum</p> <p>calculated for each share by reference to the Offer Price thereof in respect of each Dividend Period (each, the “Initial Dividend Rate” for the relevant series). The dividends on the Initial Offer Shares will be calculated on a 30/360-day basis.</p> <p>Dividend Rate means (a) from the Issue Date up to the Step-Up Date, the Initial Dividend Rate, and (b) from the Step-Up Date, until the date the Series A Preferred Shares or Series B Preferred Shares are redeemed, the higher of the Initial Dividend Rate and the Step-Up Rate. Please see below relevant definitions.</p>
Dividend Payment Date	:	Subject to the limitations described in the Prospectus, cash dividends on the Series A Preferred Shares and the Series B Preferred Shares will be payable quarterly in arrears on January 14, April 14, July 14, and October 14 of each year (each a “ Dividend Payment Date ”) being the last day of each 3-month period (a “ Dividend Period ”) following the relevant Listing Date. If the Dividend Payment Date is not a Banking Day, dividends will be paid on the

next succeeding Banking Day, without adjustment on the amount of dividends to be paid.

Dividend Rate Step-Up : Unless the Initial Offer Shares are redeemed by the Issuer on, in respect of the Series A Preferred Shares the Series A First Optional Redemption Date and in respect of the Series B Preferred Shares the Series B First Optional Redemption Date or on the next Banking Day in case the redemption date falls on a non-Banking Day, the dividends on each series will be adjusted as follows:

For the Series A Preferred Shares: to the higher of the (a) applicable Initial Dividend Rate; or (b) the simple average of the closing per annum rates of the 7-year BVAL (or if the 7-year BVAL is not available or cannot be determined, any such successor rate as determined by the Bankers Association of the Philippines (“BAP”) or the Bangko Sentral ng Pilipinas (“BSP”)), as shown on the relevant page (or such successor page) of the PDS Group (or its successor) for three consecutive days ending on (and including) the third (3rd) anniversary from the Listing Date, plus 4.00% (the “**Series A Step-Up Rate**”);

For the Series B Preferred Shares: to the higher of the (a) applicable Initial Dividend Rate; or (b) the simple average of the closing per annum rates of the 10-year BVAL (or if the 10-year BVAL is not available or cannot be determined, any such successor rate as determined by the BAP or the BSP), as shown on the relevant page (or such successor page) of the PDS Group (or its successor) for three consecutive days ending on (and including) the fifth (5th) anniversary from the Listing Date, plus 4.00% (the “**Series B Step-Up Rate**”);

provided, that in the event the relevant Series A First Optional Redemption Date or Series B First Optional Redemption Date falls on a day that is not a Banking Day:

the rate setting will be done on the immediately succeeding Banking Day using the average of the relevant BVAL rates for the three (3) consecutive Banking Days preceding and inclusive of the said rate setting date; and

the higher of the applicable Initial Dividend Rate and the applicable Step-Up Rate will be applied commencing on the Series A First Optional Redemption Date for the Series A Preferred Shares and the Series B First Optional Redemption Date for the Series B Preferred Shares.

Conditions on Payment of Cash Dividends : The declaration of cash dividends will be subject to the discretion of the Board of Directors to the extent permitted by law.

The Board of Directors will not declare and pay cash dividends on any Dividend Payment Date where:

- (a) payment of the cash dividend would cause Jollibee to breach any of its financial covenants or its covenants under the Senior Perpetual Securities (for further discussion refer to section on “*Distributions*” on page 125 of the Prospectus); or
- (b) the unrestricted retained earnings available to Jollibee to distribute as cash dividends are not sufficient to enable Jollibee to pay in full both the cash dividends on the Initial Offer Shares and the dividends on all other classes of the shares of Jollibee that are scheduled to be paid on or before the same date as the cash dividends on the Initial Offer Shares and that have an equal right to dividends as the Initial Offer Shares.

Any such cash dividends deferred or not declared in accordance with the above provisions shall constitute “Arrears of Dividends” which shall accrue cash dividends at the prevailing Dividend Rate. The profits available for distribution are, in general and with some adjustments, equal to the unrestricted retained earnings of Jollibee.

Cash dividends on the Initial Offer Shares will be cumulative. If for any reason the Board of Directors of Jollibee does not declare a cash dividend on the Initial Offer Shares for a Dividend Period, Jollibee will not pay a cash dividend on the Dividend Payment Date for that Dividend Period. However, on any future Dividend Payment Date on which cash dividends are declared, holders of the Initial Offer Shares will receive the accrued and unpaid cash dividends due them on such Dividend Payment Date as well as all Arrears of Dividends to the holders of the Initial Offer Shares prior to such Dividend Payment Date.

Holders of the Initial Offer Shares shall not be entitled to participate in any other or further dividends, cash, property or stock beyond the dividends specifically payable on the Initial Offer Shares.

Jollibee will covenant that, in the event:

- (a) any cash dividends due with respect to any Preferred Shares then outstanding for any period are not declared and paid in full when due;
- (b) where there remains outstanding Arrears of Dividends; or
- (c) any other amounts payable under the terms and conditions of the Initial Offer Shares described in the Prospectus are not paid in full when due for any reason,

then it will not declare or pay any dividends or other distributions in respect of, or repurchase or redeem, securities ranking *pari passu* with, or junior to, the Initial Offer Shares (or contribute any moneys to a sinking fund for the redemption of any securities ranking *pari passu* with, or junior to, the Initial Offer Shares) until any and all Arrears of Dividends and accrued but unpaid cash dividends have been paid to the holders of the Initial Offer Shares.

**Optional Redemption
and Purchase**

: As and if approved by the Board of Directors, Jollibee may redeem the Initial Offer Shares (each an “**Optional Redemption Date**”) in whole but not in part, any series of the Preferred Shares (the “**Redeemed Shares**”) as follows:

- (a) in respect of the Series A Preferred Shares, on the third (3rd) anniversary of the Listing Date (the “**Series A First Optional Redemption Date**”) or on any Dividend Payment Date thereafter (each of the Series A First Optional Redemption Date and the Dividend Payment Dates thereafter, a “**Series A Optional Redemption Date**”), and
- (b) in respect of the Series B Preferred Shares, on the fifth (5th) anniversary of the Listing Date (the “**Series B First Optional Redemption Date**”) or on any Dividend Payment Date thereafter (each of the Series B First Optional Redemption Date and the Dividend Payment Dates thereafter, a “**Series B Optional Redemption Date**”)

(each of the Series A Optional Redemption Date and the Series B Optional Redemption Date, an “**Optional Redemption Date**”), after giving not less than 30 nor more than 60 calendar days’ prior written notice to the intended date of redemption (the “**Notice of Redemption**”), at a redemption price (the

“**Redemption Price**”) equal to the relevant Offer Price of the Preferred Shares plus all dividends due them on such Optional Redemption Date as well as all Arrears of Dividends after deduction of all taxes and transfer costs customarily chargeable to stockholders, as applicable, to effect the redemption. Such notice to redeem shall be deemed irrevocable upon issuance thereof. The Notice of Redemption shall likewise indicate the Record Date for the Optional Redemption of the Redeemed Shares, the payment mode of the Redemption Price to the relevant shareholders, and the general terms, among others. Moreover, the Company shall request for voluntary trading suspension of the relevant Redeemed Shares effective on Record Date until the Optional Redemption Date.

Jollibee has the option to redeem, without preference or priority, in whole but not in part, any or both of the Series A Preferred Shares or Series B Preferred Shares.

In the event an Optional Redemption Date which the Issuer has chosen as the date to redeem any or both of the series falls on a day that is not a Banking Day, the redemption shall be made on the next succeeding day that is a Banking Day, without adjustment as to the Redemption Price and the amount of dividends to be paid.

Jollibee may also redeem any or both of the Series A Preferred Shares or Series B Preferred Shares at the Redemption Price, in whole but not in part, at any time prior to any Optional Redemption Date if an Accounting Event or Tax Event (each as defined below) has occurred and is continuing.

No Sinking Fund	:	Jollibee has not established, and currently has no plans to establish, a sinking fund for the redemption of the Initial Offer Shares.
Accounting Event	:	An accounting event (“ Accounting Event ”) shall occur if in the opinion of Jollibee, with due consultation with its external auditor authorized to perform auditing services in the Republic of the Philippines, there is more than an insubstantial risk that the funds raised through the issuance of the Initial Offer Shares may no longer be recorded as “equity” pursuant to PFRS, or such other accounting standards which succeed PFRS, as adopted by the Republic of the Philippines, applied by Jollibee for drawing up its consolidated financial statements for the relevant financial year and such event cannot be avoided by Jollibee taking reasonable measures available to it.
Tax Event	:	A tax event (“ Tax Event ”) shall occur if dividend payments become subject to higher withholding tax or any new tax (including a higher rate of an existing tax) as a result of certain changes in law, rule or regulation, or in the interpretation thereof, and such tax cannot be avoided by use of reasonable measures available to Jollibee.
Purchase of the Offer Shares	:	Upon listing on the PSE, Jollibee may purchase the Initial Offer Shares, then tradeable at that time at any time in the open market or by public tender or by private contract at any price through the PSE without any obligation to purchase or redeem the other Initial Offer Shares.
Taxation	:	Documentary stamp tax for the issuance of the Initial Offer Shares and the documentation, if any, shall be for the account of Jollibee.

The holder of the Initial Offer Shares shall be liable for the following taxes:

- (a) any withholding tax applicable on dividends earned or on any amounts payable to the holders of the Preferred Shares, including any additional tax on such dividends imposed by changes in law, rule, or regulation;

- (b) any income tax, including capital gains tax, (whether or not subject to withholding); percentage tax (such as stock transaction tax), any documentary stamp tax or other applicable taxes on the redemption (or receipt of the redemption price) of the Preferred Shares or on the liquidating distributions as may be received by a holder of the Preferred Shares;
- (c) any value added tax which may be payable by any holder of the Preferred Shares on any amount to be received from the Issuer under the terms and conditions of the Preferred Shares;
- (d) any withholding tax, including any additional tax imposed by change in law, rules, or regulation, on any dividend payable to any holder of the Preferred Shares or any entity which is a U.S. Person under the FATCA or is otherwise a non-resident foreign corporation; and
- (e) any applicable taxes on any subsequent sale or transfer or redemption of the Preferred Shares by any holder of the Preferred Shares which shall be for the account of the said holder (or the buyer in case such buyer shall have agreed to be responsible for the payment of such taxes).

Form, Title and Registration of the Preferred Shares :

The Initial Offer Shares will be issued in scripless form through the electronic book-entry system of Stock Transfer Service, Inc. as Registrar, and lodged with the Philippine Depository & Trust Corp. (“**PDTC**”) as depository agent on Listing Date through PSE Trading Participants nominated by the applicants. For this purpose, applicants shall indicate in the proper space provided for in the Application to Purchase (as defined below) the name of a PSE Trading Participant under whose name their Initial Offer Shares will be registered. After Listing Date, shareholders may request the Registrar, through their nominated PSE Trading Participant, to (a) open a scripless registry account and have their holdings of the Initial Offer Shares registered under their name (“name-on-registry account”), or (b) issue stock certificates evidencing their investment in the Initial Offer Shares. Any expense that will be incurred in relation to such registration or issuance shall be for the account of the requesting shareholder.

Legal title to the Initial Offer Shares will be shown in an electronic register of shareholders (the “**Registry of Shareholders**”) which shall be maintained by the Registrar. The Registrar shall send a transaction confirmation advice confirming every receipt or transfer of the Initial Offer Shares that is effected in the Registry of Shareholders (at the cost of the requesting shareholder). The registrar shall send (at the cost of Jollibee) quarterly a statement of account to all shareholders named in the Registry of Shareholders, except certificated shareholders and depository participants, confirming the number of shares held by each shareholder on record in the Registry of Shareholders. Such statement of account shall serve as evidence of ownership of the relevant shareholder as of the given date thereof. Any request by shareholders for certifications, reports or other documents from the Registrar, except as provided herein, shall be for the account of the requesting shareholder.

For scripless shares, the maintenance and custody fee payable to the PDTC shall be for the account of the shareholder.

Selling and Transfer Restrictions :

After listing, the subsequent transfers of interests in the Initial Offer Shares shall be subject to normal selling restrictions for listed securities as may prevail in the Philippines from time to time.

Governing Law	:	The Initial Offer Shares will be issued pursuant to the laws of the Republic of the Philippines.
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FEATURES OF THE PREFERRED SHARES

For further discussion, please refer to “Description of Offer Shares” on page 25 of the Prospectus.

Status	:	<p>The obligations of the Company under the Preferred Shares will constitute the direct and unsecured subordinated obligations of the Company, ranking at least <i>pari passu</i> in all respects and ratably without preference or priority among themselves.</p> <p>In the event of the winding-up of the Company, the Preferred Shares rank junior in right of payment to all indebtedness of the Company and junior in right of payment to securities of, or claims against, the Company which rank or are expressed to rank senior to the Preferred Shares. There is a substantial risk that an investor in the Preferred Shares will not receive any return of the principal amount or any unpaid amounts due under the terms of the Offer unless Jollibee can satisfy in full all of its other obligations ranking senior to the Preferred Shares.</p> <p>The Company is at liberty from time to time without the consent of the holders of the Preferred Shares to create and issue additional preferred shares or securities either (a) ranking at least <i>pari passu</i> in all respects with the Preferred Shares, or (b) upon such terms as to ranking, distributions, conversion, redemption and otherwise as the Company may determine at the time of the issue.</p>
Dividend Cumulative	:	Dividends on the Preferred Shares will be cumulative. If for any reason the Board of Directors of the Company does not declare a dividend on the Preferred Shares for a Dividend Period, the Company will not pay a dividend on the Dividend Payment Date for that Dividend Period. However, on any future Dividend Payment Date on which dividends are declared, holders of the Preferred Shares must receive the dividends due them on such Dividend Payment Date as well as any dividends in which the declaration and/or payment have been deferred, in respect of prior Dividend Periods (the “ Arrears of Dividends ”).
No Voting Rights	:	Holders of the Preferred Shares shall not be entitled to vote at the Company’s stockholders’ meetings, except as otherwise provided by law.
Non-Participating	:	Holders of the Preferred Shares shall not be entitled to participate in any other or future dividends beyond the dividends specifically payable on the Preferred Shares.
Non-Convertible	:	Holders of the Preferred Shares shall have no right to convert the Preferred Shares to any other preferred shares or common shares of the Company.
No Pre-emptive Rights	:	Holders of the Preferred Shares shall have no pre-emptive rights to subscribe to or to acquire any shares (including, without limitation, treasury shares) that will be issued or sold by the Company.
Liquidation Rights	:	In the event of a return of capital in respect of the liquidation, dissolution or winding up of the affairs of Jollibee but not on a redemption or purchase by Jollibee of any of its share capital, the holders of the Preferred Shares at the time outstanding will be entitled to receive, in Pesos, out of the assets of Jollibee available for distribution to shareholders, together with the holders of any other of the shares of Jollibee ranking, as regards repayment of capital, <i>pari passu</i> with the Preferred Shares and before any distribution of assets is made to holders of any class of the shares of Jollibee ranking junior to the Preferred Shares as regards repayment of capital, liquidating distributions in

an amount equal to the Redemption Price as of (and including) the date of commencement of the winding up of Jollibee or the date of any such other return of capital, as the case may be. If, upon any return of capital in the winding up of Jollibee, the amount payable with respect to the Preferred Shares and any other shares of Jollibee ranking as to any such distribution *pari passu* with the Preferred Shares are not paid in full, the holders of the Preferred Shares and of such other shares will share proportionately in any such distribution of the assets of Jollibee in proportion to the full respective preferential amounts to which they are entitled. After payment of the full amount of the liquidating distribution to which they are entitled, the holders of the Preferred Shares will have no right or claim to any of the remaining assets of Jollibee and will not be entitled to any further participation or return of capital in a winding up.

Other Terms of the Offer		
Minimum Subscription to the Preferred Shares	:	Each Application shall be for a minimum of 50 Initial Offer Shares, and thereafter, in multiples of 10 Initial Offer Shares. No Application for multiples of any other number of Initial Offer Shares will be considered.
Eligible Investors	:	<p>The Initial Offer Shares may be owned or subscribed to by any person, partnership, association or corporation regardless of nationality, subject to limits under Philippine law. However, under certain circumstances, Jollibee may reject an Application or reduce the number of the Initial Offer Shares applied for subscription.</p> <p>Subscription to the Initial Offer Shares may be restricted in certain jurisdictions. Foreign investors interested in subscribing or purchasing the Initial Offer Shares should inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally. Foreign investors, both corporate and individual, warrant that their purchase of the Initial Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase and hold the Initial Offer Shares.</p>
Procedure for Application	:	<p>Applications to Purchase the Initial Offer Shares may be obtained from any of the Joint Lead Underwriters and Bookrunners or Selling Agents. All Applications shall be evidenced by the Application to Purchase, duly executed in each case by an authorized signatory of the applicant and accompanied by two (2) completed signature cards, the corresponding proof of full payment for the Initial Offer Shares covered by the Application and all other required documents including documents required for registry with the registrar and depository agent. The duly executed Application to Purchase and required documents should be submitted to the Joint Lead Underwriters and Bookrunners or Selling Agents by the end of the Offer Period. If the applicant is a corporation, partnership, or trust account, the Application must be accompanied by the following documents:</p> <ul style="list-style-type: none"> • a certified true copy of the applicant's latest articles of incorporation and by-laws or other constitutive documents, each as amended to date, duly certified by the corporate secretary or assistant corporate secretary; • applicant's SEC certificate of registration, duly certified by the corporate secretary or assistant corporate secretary; and • a duly notarized corporate secretary's certificate setting forth the resolution of the applicant's board of directors or equivalent body authorizing (i) the purchase of the Initial Offer Shares indicated in

the application and (ii) the designated signatories for the purpose, including their respective specimen signatures.

Individual applicants must also submit a photocopy of any one (1) of the following identification cards (“ID”): passport/driver's license, company ID, Social Security System/Government Service and Insurance System ID and/or Senior Citizen's ID or such other ID and documents as may be required by or acceptable to the selling bank.

An applicant who is exempt from or is not subject to withholding tax or who claims reduced tax treaty rates must indicate such exemption or entitlement in the Application to Purchase and also submit additional documents as may be required by the Issuer, including but not limited to, the documents described on page 29 of this Offer Supplement.

Payment for the Preferred Shares	:	The proof of full payment for the Initial Offer Shares covered by the Application must be submitted together with the Application to Purchase and all other required documents.
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Payment shall be in the form of either:

- For the Trading Participants, (i) a personal or corporate check drawn against an account with a BSP authorized bank having a clearing period of no more than one (1) Banking Day; (ii) a manager's or cashier's check issued by a BSP authorized bank having a clearing period of no more than one (1) Banking Day; or (iii) a direct deposit to the designated bank account to be indicated in a notice containing the final allocation of said Trading Participant (“**Allocation Notice**”). Proof of full payment must be submitted to the Receiving Agent, together with the Application to Purchase and required attachments.

All checks should be made payable to “**JFC Preferred Shares 2021**”, crossed “Payee's Account Only”.

Payment may also be done through RTGS or fund/on-line/ATM/wire transfer to the designated bank account (at the Trading Participant's expense for additional charges, if any) with details indicated in the Allocation Notice.

- For applicants submitting their Application to Purchase to any of the Joint Lead Underwriters and Bookrunners, in accordance with the instructions to be provided by such Joint Lead Underwriter and Bookrunner.

Acceptance/Rejection of Applications	:	The actual number of the Initial Offer Shares that an applicant will be allowed to subscribe to is subject to the confirmation of the Issue Manager and Joint Lead Underwriters and Bookrunners. The Company reserves the right to accept or reject, in whole or in part, or to reduce any application due to any grounds specified in the relevant underwriting agreement to be entered into by the Company with the Issue Manager and Joint Lead Underwriters and Bookrunners. Applications which were unpaid or where payments were insufficient and those that do not comply with the terms of the Offer shall be rejected. Moreover, any payment received pursuant to the Application does not constitute as approval or acceptance by the Company of the Application.
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An Application, when accepted, shall constitute an agreement between the applicant and the Company for the subscription to the Initial Offer Shares at the time, in the manner and subject to terms and conditions set forth in the

Application to Purchase and those described in the Prospectus for the Offer and this Offer Supplement. Notwithstanding the acceptance of any Application by the Company, the actual subscription by the applicant for the Initial Offer Shares will become effective only on the relevant Issue Date.

Refunds for Rejected Applications	:	In the event that the number of the Initial Offer Shares to be allotted to an applicant, as confirmed by the Issue Manager and Joint Lead Underwriters and Bookrunners or Selling Agent, is less than the number covered by its Application, or if an Application is wholly or partially rejected by the Company, then the Company shall refund, without interest, starting on the fifth (5 th) Banking Day following the end of the Offer Period, all, or a portion of the payment corresponding to the number of the Initial Offer Shares wholly or partially rejected, as applicable. All refunds shall be made through the Joint Lead Underwriters and Bookrunners or Selling Agent with whom the applicant has filed the Application at the risk of the applicant.	
Local Small Investors	:	The Company will not allocate any Initial Offer Shares for the Local Small Investors Program of the PSE.	
Timetable	:	The timetable of the Offer is expected to be as follows:	
		SEC en Banc approval and issuance of Pre-effective letter	September 16, 2021
		PSE Board Approval	September 22, 2021
		Initial Dividend Rate Setting Date	September 22, 2021
		Issuance of Permit to Sell and Order of Registration	September 24, 2021
		Offer Period	September 28 to October 4, 2021
		Deadline for PSE Trading Participants' Submission of Firm Undertaking	September 30, 2021
		Release of Allocation Notices to PSE Trading Participants	October 1, 2021
		Listing Date and commencement of trading on the PSE	October 14, 2021
		Any change in the dates included above may be subject to approval of the SEC and PSE, as applicable, and other conditions.	
Issue Manager	:	BPI Capital Corporation	
Joint Lead Underwriters and Bookrunners	:	BDO Capital & Investment Corporation BPI Capital Corporation China Bank Capital Corporation SB Capital Investment Corporation	
Depository Agent	:	The Philippine Depository & Trust Corp.	
Receiving Agent, Registrar, and Paying Agent	:	Stock Transfer Service, Inc.	
Counsel to Jollibee	:	Picazo Buyco Tan Fider & Santos	
Counsel to the Underwriters	:	SyCip Salazar Hernandez & Gatmaitan	
Selling Agents	:	Trading Participants of The Philippine Stock Exchange, Inc.	

USE OF PROCEEDS

The gross proceeds of the Base Offer shall be ₱8,000,000,000.00. Should the Issue Manager and Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, exercise in full its Oversubscription Option, the gross proceeds of the Offer shall be ₱12,000,000,000.00.

The net proceeds from the Base Offer, after deducting from the gross proceeds the total issue management, underwriting and selling fees, listing fees, taxes and other related fees and out-of-pocket expenses, is estimated to be ₱7,922,381,875.00. The net proceeds from the Oversubscription Option should the Issue Manager and Joint Lead Underwriters and Bookrunners, in consultation with the Issuer, exercise in full its Oversubscription Option, after deducting gross proceeds, underwriting and selling fees, listing fees, and taxes is estimated to be ₱11,900,341,875.00.

EXPENSES

Estimated fees, commissions and expenses relating to the Offer are as follows:

	Base Offer	Base Offer with Oversubscription Option
Estimated Gross proceeds from the sale of the Initial Offer Shares	₱8,000,000,000	₱12,000,000,000
Less:		
Underwriting fees for the Initial Offer Shares being sold by the Company	₱44,000,000	₱66,000,000
Taxes to be paid by the Company	₱80,000	₱120,000
Philippine SEC filing and legal research fee	₱3,598,155	₱3,598,155
PSE filing fee (inclusive of Value Added Tax)	₱13,440,000	₱13,440,000
Estimated legal, auditor, and receiving agent professional fees	₱15,500,000	₱15,500,000
legal fees	₱4,500,000	₱4,500,000
auditor fees	₱10,500,000	₱10,500,000
receiving agent fees	₱500,000	₱500,000
Estimated other expenses	₱1,000,000	₱1,000,000
Total Estimated Upfront Expenses	₱77,618,155	₱99,658,155
Estimated net proceeds to Jollibee	₱7,922,381,845	₱11,900,341,845

Expenses incurred in connection with the offering of the Initial Offer Shares, including documentary stamp tax, and fees of the Receiving Agent, Registrar, Paying Agent and Stock Transfer Agent will be for the account of the Company.

USE OF PROCEEDS

Details on the proposed use of net proceeds from the Offer are as follows:

Use of Proceeds	Estimated Amount (Base Offer)	Estimated Amount (With Oversubscription)	Estimated Timing of Disbursement
Partial Buyback of Senior Perpetual Securities	₱5,942 million	₱9,917 million	4Q 2021
Capital expenditures for commissary	₱1,089 million	₱1,091 million	4Q 2021 – 4Q 2023
Capital expenditures for new store expansion	₱891 million	₱893 million	4Q 2021 – 4Q 2022

Use of Proceeds	Estimated Amount (Base Offer)	Estimated Amount (With Oversubscription)	Estimated Timing of Disbursement
Estimated Net Proceeds	₱7,922 million*	₱11,901 million*	4Q 2021 – 4Q 2022

* Variance in the amount of the estimated net proceeds and use of proceeds is due to rounding.

Partial Buyback of Senior Perpetual Securities

The Company intends to use approximately ₱5,942 million, or ₱9,917 million, should the Oversubscription Option be exercised in full, from the net proceeds to buy back a portion of the outstanding USD 600 million Senior Perpetual Securities (“**Senior Perpetual Securities**”) issued by the JFC Group. The buyback will be undertaken in accordance with the terms and conditions of the Senior Perpetual Securities which permit JWPL, the Company, or their subsidiaries, in compliance with applicable laws, to purchase the Senior Perpetual Securities in any manner and at any price.

The JFC Group, through Jollibee Worldwide Pte. Ltd. (“**JWPL**”), issued the Senior Perpetual Securities amounting to USD600.0 million (₱30,588.0 million) on January 23, 2020 and was listed in the Singapore Exchange Securities Trading Limited on January 24, 2020. The Securities offered an initial distribution rate of 3.9%, noncallable in five (5) years and payable semi-annually. This offer was not registered with the Philippine SEC because the offer involved an entity outside of the Philippines and the shares were offered outside of the Philippines. The proceeds from issuance of the Senior Perpetual Securities were partially used to refinance the short-term debt from the acquisition of The Coffee Bean & Tea Leaf® (“**CBTL**”). The Securities are guaranteed by the Company.

The Senior Perpetual Securities amounting to US\$600.0 million (₱30,588.0 million) was issued by the JFC Group, through JWPL, on January 23, 2020 and was listed in the Singapore Exchange Securities Trading Limited on January 24, 2020. The Senior Perpetual Securities offered an initial distribution rate of 3.9%, noncallable in five (5) years and payable semi-annually.

Out of the US\$597.0 million net proceeds (net of bank fees) from the Senior Perpetual Securities, US\$400.0 million was used to refinance the short-term debt from the acquisition of The Coffee Bean & Tea Leaf® (CBTL). As of March 2021, US\$14.9 million were used for JWPL’s servicing of its debt obligations, US\$38.3 million was used for coupon payments on JWPL’s senior USD perpetual securities and USD senior bonds, and ~US\$65.8 million were extended as intercompany loans to JWPL’s subsidiaries to fund their working capital requirements, mainly to support general and administrative expenses during periods in 2020 of low revenues due to store temporary closures and for lease pre-termination fees incurred for the permanent closure of stores as part of the Business Transformation Program. The increase in JWPL’s participating interest in the Titan Dining LP was also funded through JWPL’s bond proceeds in the amount of US\$27.0 million. The remaining funds from proceeds from both the Senior Perpetual Bonds are earmarked for further working capital requirements of international subsidiaries, payment of JWPL’s financing obligations, capital expenditures for new stores and for the pre-payment of its subsidiaries’ US Dollar denominated short-term loans to reduce the debt to EBITDA leverage of the group before the end of 2021.

JFC shall provide the funding to JWPL through an intercompany loan which will be subsequently used for the redemption of the Senior Perpetual Securities. The intercompany loan shall be at arm’s length on commercially reasonable terms.

Capital Expenditures for commissary and new store expansion

The Company intends to use approximately ₱1,089 million or ₱1,091 million, should the Oversubscription Option be exercised in full, from the net proceeds for its capital expenditures for the commissary operations of JFC’s wholly owned subsidiary, Zenith Foods Corporation (“**ZFC**”). Apart from ZFC’s annual capital expenditures for replacements and maintenance, it is planning to build a new commissary in Cebu, Philippines which will support the growing business in Visayas and Mindanao. The new commissary will support the requirements of various brands including Jollibee, Greenwich, Chowking, and Red Ribbon. The funds shall be provided by JFC through an equity infusion. Further, approximately ₱891 million or ₱893 million, should the Oversubscription Option be exercised in full, from the net proceeds will be used by the Company for its capital expenditures for the new stores of Jollibee Foods Corporation and its wholly owned subsidiaries, namely, Fresh N’ Famous Inc., Red Ribbon Bakeshop, Inc., and PERF Restaurants, Inc. The funding shall be infused to the subsidiaries in the form of equity infusion.

The recipient subsidiary, Zenith Foods Corporation does not have a specific dividend policy. It regularly distributes cash dividends to the Company notwithstanding periods when significant capital expenditures need to be appropriated for expansion or for building additional facilities. The allowable dividend declarations of subsidiaries are dependent on the unappropriated retained earnings after appropriating for capital expenditures.

New Store Expansion

The Company intends to open new stores in the Philippines across all regions, most of which are targeted to be opened in Luzon. The timing of store openings may vary by region. In the fourth quarter of 2021, the Group targets to open between fifteen (15) to twenty-five (25) company-owned stores in Luzon, while there will be a total of between three (3) to seven (7) company-owned stores to be opened in Visayas and Mindanao. For the year 2022, about 40 to 60 company-owned stores are planned to be opened with roughly the same new store count mix by region. The Group's network development process involves the collaboration of the regional business units with the network development and real estate groups. Together, they conduct site mapping by region, by retail trade area and by specific site. A site is assessed for viability which will include estimation and reviews of potential volume and customer traffic, channel mix and store format, accessibility, visibility, investment and returns. Recent business conditions require the regional business units to keep track and incorporate the impact of the pandemic and economic recovery on the region and the specific trade area. Once a site is approved, negotiations commence to secure the site. After site acquisition, network development takes over for site construction including applications and completion of the necessary local government permits. The process can take as fast as six to eight months to as long as more than a year.

The foregoing use of proceeds represents a best estimate of the use of the net proceeds based on the Company's current plans and expenditures. The actual amount and timing of disbursement of the net proceeds for the uses stated above will depend on various factors including, the demands of the Company's business, changing market conditions or new information regarding the cost or feasibility of the Company's business plan.

Any shortfall in the net proceeds for the intended uses described above shall be funded by the Company from internal sources such as cash flows generated from operations, excess cash in its financial assets at fair value through profit & loss, and/or availments from credit facilities provided to the Company by various financial institutions.

The Company undertakes that it will not use the net proceeds from the Offer for any purpose, other than as discussed above. However, the Company's plans may change, based on factors including changing macroeconomic and market conditions, or new information regarding the cost or feasibility of these plans. The Company's cost estimates may also change as these plans are developed further, and actual costs may be different from budgeted costs. For these reasons, timing and actual use of the net proceeds may vary from the foregoing discussion and the Company's management may find it necessary or advisable to reallocate the net proceeds within the categories described above, or to alter its plans. In the event of any substantial deviation/adjustment in the planned uses of proceeds, the Company shall inform the SEC and the stockholders within thirty (30) days prior to its utilization.

UNDERTAKING ON THE USE OF PROCEEDS

No amount of the proceeds is to be used to reimburse any officer, director, employee, or shareholder for services rendered, assets previously transferred, money loaned or advanced, or otherwise.

The Company undertakes that it will not use the net proceeds from the Offer for any purpose, other than as discussed in this Offer Supplement. The Company's cost estimates may also change as these plans are developed further, and actual costs may be different from budgeted costs. For these reasons, timing and actual use of the net proceeds may vary from the foregoing discussion and the Company's management may find it necessary or advisable to alter its plans.

In the event of any substantial deviation, adjustment or reallocation in the planned use of proceeds, the Company shall inform the SEC, PSE and the holders of the Preferred Shares in writing at least 30 calendar days before such substantial deviation, adjustment or reallocation is implemented. Any material or substantial adjustments to the use of proceeds, as indicated above, should be approved by the Board or the Executive Committee, and disclosed to the PSE. In addition, the Company shall submit via the PSE's online disclosure system, the Electronic Disclosure Generation Technology ("EDGE"), the following disclosures to ensure transparency in the use of proceeds:

- i. material disbursements made in connection with the planned use of proceeds from the Offer;
- ii. quarterly progress report on the application of the proceeds from the Offer on or before the first 15 days of the following quarter;
- iii. annual summary of the application of the proceeds on or before January 31 of the following year; and
- iv. approval by the Board or the Executive Committee in line with the Company's approval limits of any reallocation on the planned use of proceeds. The actual disbursement or implementation of such reallocation must be disclosed by the Company at least 30 days prior to the said actual disbursement or implementation.

The Company shall submit a certification by the Company's Treasurer and external auditor on the accuracy of the information reported by the Company to the PSE, as well as a detailed explanation for any material variances between the actual disbursements and the planned use of proceeds in the Prospectus, if any, in the Company's quarterly and annual reports as required in items (ii) and (iii) above. Such detailed explanation will state the approval of the Board as required in item (iv) above.

PLAN OF DISTRIBUTION

Jollibee plans to issue the Initial Offer Shares to institutional and retail investors in the Philippines through a public offering to be conducted through the Issue Manager and the Joint Lead Underwriters and Bookrunners. The Offer does not include an international offering.

Issue Manager and Joint Lead Underwriters and Bookrunners

The Issue Manager and Joint Lead Underwriters and Bookrunners have agreed to distribute and sell the Initial Offer Shares at the Offer Price, pursuant to an Underwriting Agreement to be entered into with Jollibee (the “**Underwriting Agreement**”). Subject to the fulfillment of the conditions provided in the Underwriting Agreement, the Issue Manager, and the Joint Lead Underwriters and Bookrunners have committed to underwrite the following amounts on a firm basis:

Joint Lead Underwriter	No. of Shares	Underwriting Commitment
BDO Capital & Investment Corporation	2,000,000	2,000,000,000.00
BPI Capital Corporation	2,000,000	2,000,000,000.00
China Bank Capital Corporation	2,000,000	2,000,000,000.00
SB Capital Investment Corporation	2,000,000	2,000,000,000.00
TOTAL	8,000,000	₱8,000,000,000.00

The Underwriting Agreement may be terminated in certain circumstances prior to payment being made to Jollibee of the net proceeds of the Initial Offer Shares.

The underwriting and selling fees to be paid by the Company in relation to the Offer shall be up to 0.55% of the gross proceeds of the Offer. This shall be inclusive of fees to be paid to the Issue Manager and the Joint Lead Underwriters and Bookrunners, and commissions to be paid to the Trading Participants of the PSE (“**Trading Participant**”), which shall be equivalent to 0.125%, inclusive of value-added tax, of the total proceeds of the sale of the Initial Offer Shares by such Trading Participant. The selling fees, less the applicable withholding tax, will be paid by the Receiving Agent to the PSE Trading Participants.

The Issue Manager and the Joint Lead Underwriters and Bookrunners are duly licensed by the SEC to engage in underwriting or distribution of the Initial Offer Shares. The Issue Manager and the Joint Lead Underwriters and Bookrunners may, from time to time, engage in transactions with and perform services in the ordinary course of its business for the Company or any of its subsidiaries.

The Issue Manager and the Joint Lead Underwriters and Bookrunners have no direct relations with the Company in terms of ownership by either of their respective major stockholder/s, and have no right to designate or nominate any member of the Board of Directors of the Company.

The Issue Manager and the Joint Lead Underwriters and Bookrunners have no contract or other arrangement with the Company by which it may return any unsold Initial Offer Shares subject of the firm underwriting commitment.

BPI Capital Corporation

BPI Capital Corporation is a Philippine corporation organized in the Philippines as a wholly-owned subsidiary of the Bank of the Philippine Islands. It obtained its license to operate as an investment house in 1994 and is licensed by the SEC to engage in underwriting and distribution of securities to the public. As of March 31, 2021, its total assets amounted to ₱4.0 billion and its capital base amounted to ₱3.9 billion. It has an authorized capital stock of ₱1.0 billion of which approximately ₱506.4 million represents its paid-up capital.

BDO Capital & Investment Corporation

BDO Capital & Investment Corporation (“**BDO Capital**”) was incorporated in the Philippines in December 1998. BDO Capital is a full-service investment house primarily involved in securities underwriting and trading, loan syndication, financial advisory, private placement of debt and equity, project finance, and direct equity investment. It is duly licensed by the SEC to operate as an investment house and was licensed by the SEC to engage in underwriting or distribution of securities to the public. As of December 31, 2020, it had ₱4.36 billion

and ₱4.12 billion in assets and capital, respectively. It has an authorized capital stock of ₱1.10 billion, of which approximately ₱1.00 billion represents its paid-up capital.

China Bank Capital Corporation

China Bank Capital Corporation is the wholly-owned investment banking subsidiary of China Banking Corporation. It was registered and licensed as an investment house in 2015 as a result of the spin-off of China Bank's Investment Banking Group. The firm offers a full suite of investment banking solutions, which include arranging, managing, and underwriting bond offerings, corporate notes issuances, initial public offerings and follow-on offerings of common and preferred shares, private placement of securities, structured loans, project finance, real estate investment trusts, and asset securitizations. China Bank Capital also provides financial advisory services, such as structuring, valuation, and execution of M&A deals, joint ventures, and other corporate transactions.

SB Capital Investment Corporation

SB Capital is a Philippine corporation organized in October 1995 as a wholly-owned subsidiary of Security Bank Corporation. It obtained its license to operate as an investment house in 1996 and is licensed by the SEC to engage in underwriting and distribution of securities to the public.

SB Capital provides a wide range of investment banking services including financial advisory, underwriting of equity and debt securities, project finance, privatizations, mergers and acquisitions, loan syndications and corporate advisory services. SB Capital is also involved in equity trading through its wholly-owned stock brokerage subsidiary, SB Equities, Inc. Its senior executives have extensive experience in the capital markets and were involved in a lead role in a substantial number of major equity and debt issues, both locally and internationally.

Sale and Distribution

The distribution and sale of the Initial Offer Shares shall be undertaken by the Issue Manager and the Joint Lead Underwriters and Bookrunners who shall sell and distribute the Initial Offer Shares to third party buyers/investors. The Issue Manager and the Joint Lead Underwriters and Bookrunners are authorized to organize a syndicate of other underwriters, soliciting dealers and/or selling agents for the purpose of the Offer.

Of the 8,000,000 Preferred Shares to be offered, 6,400,000 Preferred Shares or about 80% are being offered through the Issue Manager and the Joint Lead Underwriters and Bookrunners for subscription and sale to Qualified Institutional Buyers and the general public. The Company plans to make available 1,600,000 Preferred Shares or about 20% for distribution to the respective clients of the 125 Trading Participants acting as Selling Agents. Each Trading Participant shall be allocated 12,800 Preferred Shares (the "**Allocation per TP**") (computed by dividing the Preferred Shares allocated to the Trading Participants by 125). The Allocation per TP shall be split between the Series A Preferred Shares and the Series B Preferred Shares based on the series split of the Initial Offer Shares. As such, each Trading Participant shall be allocated 3,200 Series A Preferred Shares and 9,600 Series B Preferred Shares. The Trading Participants may undertake to purchase more than the Allocation per TP per series. Any requests for shares in excess of the Allocation per TP per series may be satisfied via the reallocation of any Preferred Shares not taken up by other Trading Participants.

Any Preferred Shares allocated to the Trading Participants but not taken up by them, will be allocated first to the Trading Participants who subscribed for their full allotment and indicated additional demand, at the sole discretion of the Issue Manager and the Joint Lead Underwriters and Bookrunners.

Prior to the close of the Offer Period, any Preferred Shares not taken up by the Trading Participants shall be distributed by the Issue Manager and Joint Lead Underwriters and Bookrunners directly to their clients and the general public. All Preferred Shares not taken up by the Trading Participants, general public and the clients of the Issue Manager and the Joint Lead Underwriters and Bookrunners shall be purchased by Issue Manager and the Joint Lead Underwriters and Bookrunners pursuant to the terms and conditions of the Underwriting Agreement.

Local Small Investors

The Company will not allocate any Initial Offer Shares for the Local Small Investors Program of the PSE.

Trading Participant Allocation Process

Mechanics of Distribution

1. Upon preparation of the report on the Initial Offer Shares to be taken up by Trading Participants (“**Firm Undertaking**”) the Issue Manager shall, with guidance from the PSE Listings Department, input the number of Initial Offer Shares requested by each Trading Participant in a spreadsheet designed for the reservation and allocation of the Initial Offer Shares.
2. The spreadsheet shall distribute the total number of Initial Offer Shares to be allocated to each Trading Participant in accordance with the following process:
 - a) If the total number of Initial Offer Shares requested by a Trading Participant, based on its Firm Undertaking, does not exceed the Allocation per TP per series, the Issue Manager shall fully satisfy the request of such Trading Participant. Each Trading Participant is assured of not less than the Allocation per TP per series. The balance, if any, shall be re-distributed among those who have signified a commitment to purchase more than the Allocation per TP per series in their Firm Undertaking until all the Initial Offer Shares allotted for distribution are fully allocated subject to approval of the Joint Lead Underwriters and Bookrunners.
 - b) If the total number of Initial Offer Shares requested by a Trading Participant exceeds the Allocation per TP per series, additional shares may be sourced from the Initial Offer Shares not taken up by the other Trading Participants. The Issue Manager, with oversight from representative(s) of the other Joint Lead Underwriters and Bookrunners, and under the guidance of a representative of the PSE Listings Department, shall allocate the Initial Offer Shares to Trading Participants by: (i) fully satisfying the orders of those Trading Participants who have firm orders that are less than or equal to the Allocation per TP per series; and then (ii) distributing equitably the remaining Allocation per TP per series to other Trading Participants with orders for additional shares, but only up to their respective firm orders.
 - c) The allocation will be done based on the total number of shares.
 - d) In no case shall any Trading Participant be awarded more than the shares indicated in its Firm Undertaking.
 - e) If the aggregate number of Initial Offer Shares requested by all Trading Participants is less than the total Initial Offer Shares available to the Trading Participants, the balance shall be returned to the Issue Manager and Joint Lead Underwriters and Bookrunners.
 - f) If the total number of Initial Offer Shares requested by a TP is more than the Allocation per TP per series, the excess firm order may be awarded to such TP out of the shares not taken up by the other TPs. Should all shares be taken up by all the TPs, the TP with the excess firm order will only be awarded the Allocation per TP per series.
3. All deadlines indicated in the guidelines for Trading Participants submitted to the PSE shall be strictly followed.

Term of Appointment

The engagement of the Issue Manager and the Joint Lead Underwriters and Bookrunners shall subsist so long as the SEC Permit to Sell remains valid, unless otherwise terminated pursuant to the Underwriting Agreement.

Manner of Distribution

The Issue Manager and the Joint Lead Underwriters and Bookrunners shall, at their discretion, determine the manner by which proposals for subscriptions to, and issuances of, the Initial Offer Shares shall be solicited,

with the sale of the Initial Offer Shares to be effected only through the Issue Manager and the Joint Lead Underwriters and Bookrunners. The Issue Manager and the Joint Lead Underwriters and Bookrunners may appoint other entities, including Trading Participants, to sell on their behalf.

Offer Period

The Offer Period shall commence at 9:00 a.m. September 28, 2021 and end at 12:00 noon on October 4, 2021, or such other date as may be mutually agreed between the Company and the Issue Manager and the Joint Lead Underwriters and Bookrunners.

Application to Purchase

All applications to purchase the Initial Offer Shares shall be evidenced by a duly completed and signed Application to Purchase, together with two (2) fully executed signature cards authenticated by the Corporate Secretary with respect to corporate and institutional investors, and shall be accompanied by the proof of full payment of the corresponding purchase price of the Initial Offer Shares applied for and the required documents which must be submitted to the Receiving Agent or the Joint Lead Underwriters and Bookrunners.

Corporate and institutional purchasers must also submit the following:

- (a) a copy of the SEC Certificate of Registration, Articles of Incorporation and By-laws, or such other relevant organizational or charter documents, all of which are duly certified by the Corporate Secretary (or assistant corporate secretary) of such corporate or institutional purchasers, and
- (b) an original, notarized Secretary's Certificate confirming the resolution of the Board of Directors and/or committees or bodies authorizing the purchase of the Initial Offer Shares, and designating the authorized signatory/ies therefor.

Individual applicants must also submit a photocopy of any one of the following identification documents ("ID"): passport/driver's license, company ID, SSS/Government Service Insurance System ID and/or Senior Citizen's ID or such other ID and documents as may be required by or acceptable to the Registrar and Paying Agent.

An applicant who is exempt from or is not subject to withholding tax or who claims reduced tax treaty rates or reduced rate under the tax sparing rule, shall, in addition, must submit the following requirements to the relevant Joint Lead Underwriters and Bookrunners together with their applications who shall then forward the same to the Registrar and Paying Agent, subject to acceptance by the Company as being sufficient in form and substance:

- (a) a current and valid BIR-certified true copy of the original tax exemption certificate, ruling or opinion issued by the BIR and addressed to the applicant, confirming its exemption or preferential rate, as required under BIR Revenue Memorandum Circular No. 8-2014 including any clarification, supplement or amendment thereto,
- (b) with respect to tax treaty relief, a duly accomplished BIR Form No. 0901 or Application Form for Treaty Purposes, Tax Residency Certificate, Notarized Special Power of Attorney assigning an authorized representative to sign the Application Form and file (in case of a non-resident). In addition, specific documentary requirements mentioned in Revenue Memorandum Order No. 14-2021 applicable to the tax treaty relief applied for shall accompany the above documents (See "*Taxation*" on page 212 of the Prospectus);
- (c) with respect to the tax-sparing rule, a Certified/Authenticated copy of the foreign law of the country of the stockholder allowing it a deemed paid tax credit in an amount equivalent to the 10.0% waived by the Philippines or exempts from tax the dividends received.
- (d) an original of the duly notarized undertaking, in the prescribed form, declaring and warranting its tax exempt status, undertaking to immediately notify the Company and the Registrar and Paying Agent of any suspension or revocation of its tax exempt status and agreeing to indemnify and hold the Company, the Registrar and Paying Agent free and harmless against any claims, actions, suits, and liabilities resulting from the non-withholding or reduced withholding of the required tax, and

- (e) such other documentary requirements as may be required under the applicable regulations of the relevant taxing or other authorities.

After the submission of the Application to Purchase, the Issuer may require Holders to submit updated versions of the documents when required under the rules and regulations.

The Issue Manager and the Joint Lead Underwriters and Bookrunners shall be responsible for accepting or rejecting any application or scaling down the amount of Initial Offer Shares applied for. The Application, once accepted, shall constitute the duly executed purchase agreement covering the amount of Initial Offer Shares so accepted and shall be valid and binding on the Company and the applicant. The Receiving Agent shall advise the Selling Agents of any Applications that were rejected and/or scaled down, with copy to the Company.

Minimum Purchase

A minimum purchase of 50 Initial Offer Shares shall be considered for acceptance. Purchases in excess of the minimum shall be in multiples of 10 Initial Offer Shares.

Payment of the Initial Offer Shares

The proof of full payment for the Initial Offer Shares covered by the Application must be submitted together with the Application to Purchase and all other required documents. Payment shall be in the form of either:

- For the Trading Participants, (i) a personal or corporate check drawn against an account with a BSP authorized bank having a clearing period of no more than one (1) Banking Day; (ii) a manager's or cashier's check issued by a BSP authorized bank having a clearing period of no more than one (1) Banking Day; or (iii) a direct deposit to the designated bank account to be indicated in a notice containing the final allocation of said Trading Participant ("**Allocation Notice**"). Proof of full payment must be submitted to the Receiving Agent, together with the Application to Purchase and required attachments.

All checks should be made payable to "**JFC Preferred Shares 2021**", crossed "Payee's Account Only".

Payment may also be done through RTGS or fund/on-line/ATM/wire transfer to the designated bank account (at the Trading Participant's expense for additional charges, if any) with details indicated in the Allocation Notice.

- For applicants submitting their Application to Purchase to any of the Joint Lead Underwriters and Bookrunners, in accordance with the instructions to be provided by such Joint Lead Underwriter and Bookrunner

Refunds

In the event that the number of the Initial Offer Shares to be allotted to an applicant, as confirmed by the Issue Manager and the Joint Lead Underwriters and Bookrunners or Selling Agent, is less than the number covered by its Application, or if an Application is wholly or partially rejected by the Company, then the Company shall refund, without interest, starting on the fifth (5th) Banking Day following the end of the Offer Period, all, or a portion of the payment corresponding to the number of the Initial Offer Shares wholly or partially rejected. All refunds shall be made through the Joint Lead Underwriters and Bookrunners or Selling Agent with whom the applicant has filed the Application at the risk of the applicant.

Secondary Market

Jollibee may purchase the Initial Offer Shares, then tradeable at that time, at any time without any obligation to make pro rata purchases of Initial Offer Shares from all Shareholders.

Registry of Shareholders

The Initial Offer Shares will be issued in scripless form through the electronic book-entry system of Stock Transfer Service, Inc. as Registrar for the Offer, and lodged with The Philippine Depository & Trust Corp. (“**PDTC**”) as Depository Agent on Listing Date through PSE trading participants nominated by the applicants. Applicants shall indicate in the proper space provided for in the Application to Purchase the name of the PSE trading participant under whose name the Initial Offer Shares will be registered.

Legal title to the Initial Offer Shares will be shown in an electronic register of shareholders (the “**Registry of Shareholders**”) which shall be maintained by the Registrar. The Registrar shall send a transaction confirmation advice confirming every receipt or transfer of the Initial Offer Shares that is effected in the Registry of Shareholders (at the cost of the requesting shareholder). The Registrar shall send (at the cost of the Company) at least once every quarter a statement of account to all shareholders named in the Registry of Shareholders, except certificated shareholders and depository participants, confirming the number of Initial Offer Shares held by each shareholder on record in the Registry of Shareholders. Such statement of account shall serve as evidence of ownership of the relevant shareholder as of a given date thereof. Any request by the shareholders for certifications, reports or other documents from the Registrar, except as provided herein, shall be for the account of the requesting shareholder.

Expenses

All out-of-pocket expenses, including but not limited to, registration with the SEC, printing, publication, communication and signing expenses incurred by the Joint Lead Underwriters and Bookrunners in the negotiation and execution of the transaction will be for the account of Jollibee, irrespective of whether the transaction contemplated herein is completed. Such expenses are to be reimbursed upon presentation of a composite statement of account. See “*Use of Proceeds*” on the relevant Offer Supplement for details of expenses.

CAPITALIZATION

The following table sets forth the consolidated capitalization and indebtedness of the Group as of March 31, 2021 and as adjusted to give effect to the issue of the Initial Offer Shares. This table should be read in conjunction with the Group's unaudited interim condensed consolidated financial statements and the notes thereto, included in the Prospectus:

	As at March 31, 2021		
	Actual	As Adjusted for the Base Offer Size of 8,000,000 Preferred Shares (Unaudited) (in ₱ millions)	As Adjusted for the Maximum Offer Size of 12,000,000 Preferred Shares
Debt			
Short-term debt and current portion of long-term debt	20,516.3	20,516.3	20,516.3
Long-term debt—net of current portion	13,700.0	13,700.0	13,700.0
Total debt (a) ⁽¹⁾	34,216.3	34,216.3	34,216.3
Cash and cash equivalents	21,764.6	29,688.4	33,666.4
Short-term investments	324.3	324.3	324.3
Financial assets at fair value through profit or loss	32,584.8	32,584.8	32,584.8
Net cash ⁽²⁾	20,457.4	28,381.2	32,359.2
Equity			
Common stock—net of subscription receivable	1,105.2	1,105.2	1,105.2
Preferred Stock – net of subscription receivable	-	8.0	12.0
Additional paid-in capital	9,965.0	17,903.3	21,874.3
Other reserve	1,877.4	1,877.4	1,877.4
Cumulative translation adjustments of foreign subsidiaries and interests in joint ventures and associates	(404.6)	(404.6)	(404.6)
Remeasurement loss on net defined benefit plan – net of tax	(1,401.1)	(1,401.1)	(1,401.1)
Comprehensive loss on derivative liability	(112.1)	(112.1)	(112.1)
Excess of cost over the carrying value of non-controlling interests acquired	(2,026.3)	(2,026.3)	(2,026.3)
Retained earnings			
Appropriated for future expansion	20,000.0	20,000.0	20,000.0
Unappropriated	9,798.6	9,776.1	9,779.1
	38,802.0	46,725.8	50,703.8
Less cost of common stock held in treasury	180.5	180.5	180.5
	38,621.5	46,545.3	50,523.3
Senior Perpetual Securities	30,588.0	30,588.0	30,588.0
Non-controlling interests	(1,243.4)	(1,243.4)	(1,243.4)
Total equity (b)	67,966.1	75,889.9	79,867.8
Total capitalisation (a+b)	102,182.4	110,106.2	114,084.1

(1) Total debt includes short-term debt and current portion of long-term debt and long-term debt—net of current portion.

(2) Net cash is total cash and equivalents, short-term investments and financial assets at fair value through profit or loss (FVTPL) less total debt. Financial assets at FVTPL are liquid assets, i.e. redeemable anytime.

PARTIES TO THE OFFER

THE ISSUER

JOLLIBEE FOODS CORPORATION

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10 F. Ortigas Jr. Avenue, Ortigas Center
Pasig City, Philippines
Telephone Number: 02-8634-1111
<https://jollibee-group.com/>

ISSUE MANAGER

BPI Capital Corporation

11th Floor Tower One, Ayala North Exchange
6796 Ayala Avenue corner Salcedo
Legazpi Village, Makati City, 1229

JOINT LEAD UNDERWRITERS AND BOOKRUNNERS

BDO Capital & Investment Corporation

33rd Floor BDO Towers
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Roxas, Makati City, 1226

BPI Capital Corporation

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Ayala North Exchange
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corner Salcedo Street
Makati City, 1229

China Bank Capital Corporation

28th Floor BDO
Equitable Tower
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Makati City 1226

SB Capital Investment Corporation

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Stock Transfer Service, Inc.

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