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Monde Nissin Corporation

MONDE

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type	Advisement Report on Material Related Party Transactions
Report Period/Report Date	Oct 20, 2022

Description of the Disclosure

Attached is the Company's Advisement Report pursuant to the requirements of SEC M.C. 10, S. 2019 ("MC 10-2019"), or the Securities and Exchange Commission's Rules on Material Related Party Transactions for PLCs, involving related party transactions under the October 17, 2022 Distributorship Agreement between Monde Nissin Corporation and its wholly owned subsidiary, Monde M.Y. San Corporation ("MMYSC"), for the distribution by the Company of products manufactured by MMYSC.

It is expected that the total contract price/aggregated price of all transactions in the calendar year 2022 between the Company and MMYSC may breach the 10% materiality threshold set by MC 10-2019 sometime in December, 2022.

[Amended to indicate that the date of the Distributorship Agreement is October 17, 2022]

Filed on behalf by:

Name	Jon Edmarc Castillo
Designation	Chief Compliance Officer

COVER SHEET

0000086335

S.E.C. Registration Number

M O N D E N I S S I N C O R P O R A T I O N

(Company's Full Name)

F E L I X R E Y E S S T . ,

B A R A N G A Y B A L I B A G O , C I T Y O F

S A N T A R O S A , L A G U N A 4 0 2 6

(Business Address: No. Street City / Town / Province)

Atty. Helen G. Tiu
Corporate Secretary

Contact Person

7759 7595

Company Telephone Number

1 2 3 1

Month Day
Fiscal Year

Form Type

Month Day
Annual Meeting

ADVISEMENT REPORT ON MATERIAL RELATED PARTY TRANSACTIONS

Issuer of Securities under SEC-MSRD
No. 27, Series of 2021

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



**ADVISEMENT REPORT ON
MATERIAL RELATED PARTY TRANSACTIONS**

Reporting PLC: MONDE NISSIN CORPORATION (“MNC”)

SEC Identification Number: 0000086335

Name of Related Party: MONDE M.Y. SAN CORPORATION (“MMYSC”)

Execution Date of Transaction: Agreement signed on October 17, 2022

Relationship between the Parties including financial/non-financial interest: MMYSC is a wholly-owned subsidiary of MNC

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority
Distributorship Agreement between MNC and MMYSC for the distribution by MNC of products manufactured by MMYSC, a wholly owned subsidiary of MNC (“Agreement”).	MNC is granted the right to distribute MMYSC’s products in the Philippines. The Agreement, signed on October 17, 2022, has a	Part of MNC’s core business, with its wholly owned subsidiary MMYSC benefitting from MNC’s distribution network, customer base, and commercial and logistical	Total Consolidated Assets of MNC as of Q3 2022 is estimated at PHP 100,008,498,000.00. Total Consolidated Assets of MNC based on its 2021 Audited Consolidated Financial Statements is PHP 99.858B.	Actual contract price for calendar year 2022 is not determinable as of date hereof, as the price for the products per the Agreement shall be within arm’s length range as agreed between the parties taking into consideration factors such as quantity,	Percentage of Sales to MNC’s Consolidated Assets as of September 30, 2022 is estimated at 7.52%. It is expected that the total contract price/aggregated price of all transactions under the Agreement from January 1, 2022	N/A	Unanimously approved by members of MNC’s Board of Directors present (including by its 3 independent directors), with 7 out of 9 directors present, at its meeting held on

	retroactive Effective Date of January 1, 2022 and shall expire on October 13, 2023.	capabilities; and MNC benefitting from the demand for products manufactured by MMYSC.		<p>advertising costs, promotional campaigns, product expenses and other relevant marketing expenses, and subject to periodic review and adjustment mutually; but it is expected that the total contract price/aggregated price of all transactions in calendar year 2022 between MNC and MMYSC may breach the 10% materiality threshold sometime in December, 2022.</p> <p>Unaudited sales pursuant to the Agreement for the nine-month period ended September 30, 2022 is at PHP 7,517,634,977.00.</p>	to December 31, 2022 may breach the 10% materiality threshold by December, 2022.		<p>October 14, 2022. The following directors were present and voted for the approval of the Agreement: Ms. Kataline Darmono; Mr. Hoediono Kweefanus; Ms. Betty T. Ang; Mr. Henry Soesanto; Mr. Romeo L. Bernardo; Ms. Nina Perpetua D. Aguas; and Ms. Elaine Teo.</p>
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SIGNATURES

Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONDE NISSIN CORPORATION

HELEN G. TIU
CORPORATE SECRETARY



.....

MONDE M.Y. SAN CORPORATION

HENRY SOESANTO
PRESIDENT



.....

SECRETARY'S CERTIFICATE

I, **HELEN G. TIU**, of legal age, Filipino and with office address at 21st Flr., 6750 Office Tower, Ayala Avenue, Makati City, after having been duly sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **MONDE NISSIN CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the Philippines with principal office at Felix Reyes St., Barangay Balibago, City of Santa Rosa, Laguna.
2. In my capacity as Corporate Secretary of the Corporation, I have custody of the Corporation's books and records.
3. The following is a true and correct copy of the resolutions unanimously adopted and approved by the Board of Directors of the Corporation on **October 14, 2022** at which meeting a legal quorum was present and voting:

"RESOLVED, That the Board of Directors of MONDE NISSIN CORPORATION (the "Corporation") authorize, as it is hereby authorizes, the Corporation's Corporate Secretary **Atty. Helen G. Tiu**, to sign and deliver the Advisement Report on Material Related Party Transactions and to submit the same to the Securities and Exchange Commission and The Philippine Stock Exchange, Inc. as well as any and all other related documents and papers, and to do and perform any and all acts necessary, to give effect to these resolutions."

IN WITNESS WHEREOF, I have hereunto set my hand on the date and at the place stated below.



HELEN GO TIU

Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
Quezon City, Metro Manila) S.S.

SUBSCRIBED AND SWORN TO before me this **19th day of October 2022** at the place stated above, affiant exhibiting to me her Pag-IBIG MID No. 1212-0257-2480.

Doc. No. 47 ;
Page No. 11 ;
Book No. 11 ;
Series of 2022.



ATTY. GARNY-LUISA S. ALEGRE

Notary Public of Quezon City

Commission No. NP-035 (2021 – 2022)

IBP No. 148463 /12-08-2021

Roll No. 53666/Albay

PTR No. 2904965/1-03-2022/Parañaque City

MCLE No. VII-0002539/2-24-2020

Banawe, Quezon City

SECRETARY'S CERTIFICATE

I, **HELEN G. TIU**, of legal age, Filipino and with office address at 21st Flr., 6750 Office Tower, Ayala Avenue, Makati City, after having been duly sworn in accordance with law, hereby certify that:

1. I am the Corporate Secretary of **MONDE M.Y. SAN CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the Philippines with principal office at 534 Gracia St., Brgy. Sto. Domingo, Cainta, Rizal.
2. In my capacity as Corporate Secretary of the Corporation, I have custody of the Corporation's books and records.
3. The following is a true and correct copy of the resolutions unanimously adopted and approved by the Board of Directors of the Corporation on **October 14, 2022** at which meeting a legal quorum was present and voting:

"RESOLVED, That the Board of Directors of MONDE M.Y. SAN CORPORATION (the "Corporation") authorize, as it is hereby authorizes, the Corporation's President **Mr. Henry Soesanto**, to sign and deliver the Advisement Report on Material Related Party Transactions and to submit the same to the Securities and Exchange Commission and The Philippine Stock Exchange, Inc. as well as any and all other related documents and papers, and to do and perform any and all acts necessary, to give effect to these resolutions."

IN WITNESS WHEREOF, I have hereunto set my hand on the date and at the place stated below.



HELEN GO TIU

Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
Quezon City, Metro Manila) S.S.

SUBSCRIBED AND SWORN TO before me this **19th day of October 2022** at the place stated above, affiant exhibiting to me her Pag-IBIG MID No. 1212-0257-2480.

Doc. No. 48 ;
Page No. 11 ;
Book No. 11 ;
Series of 2022.



ATTY. GARRY LUISA S. ALEGRE

Notary Public of Quezon City

Commission No. NP-035 (2021 – 2022)

IBP No. 148463 /12-08-2021

Roll No. 53666/Albay

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