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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	Jan 3, 2024

Description of the Disclosure
<p>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 January 3, 2024 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.</p> <p>It is expected that the total contract price/aggregated price of all transactions in the calendar year 2024 between the Company and MMYSC may breach the 10% materiality threshold set by MC 10-2019 sometime in Q3 or Q4 2024.</p>

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 January 3, 2024

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 January 3, 2024, is effective	Part of MNC’s core business, with its wholly-owned subsidiary MMYSC benefitting from MNC’s distribution network, customer base, and commercial and logistical capabilities;	Total Consolidated Assets of MNC based on its 2022 Audited Consolidated Financial Statements is PHP 81,292,373,000.	Actual contract price for Agreement’s Term 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,	It is expected that the total contract price/aggregate price of all transactions under the Agreement during its Term may breach the 10% materiality threshold by Q3 or Q4 2024.	N/A	Unanimously approved by members of MNC’s Board of Directors present (including by its 3 independent directors), all directors present, at its meeting held on November 29, 2023. The

	from January 1, 2024 to December 31, 2024 (“Term”).	and MNC benefitting from the demand for products manufactured by MMYSC.		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 during the Agreement’s Term between MNC and MMYSC may breach the 10% materiality threshold sometime in Q3 or Q4 2024.			following directors were present and voted for the approval of the Agreement: Ms. Kataline Darmono; Mr. Hartono Kweefanus; Mr. Hoediono Kweefanus; Ms. Betty T. Ang; Mr. Henry Soesanto; Ms. Monica Darmono; Ms. Nina Perpetua D. Aguas; Ms. Elaine Teo; and Ms. Anabelle Lim-Chua.
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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



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MONDE M.Y. SAN CORPORATION

HENRY SOESANTO
PRESIDENT



.....

SECRETARY'S CERTIFICATE

I, **ANNE KATHERINE N. SANTOS**, of legal age, Filipino, and with office address at the 21st floor, 6750 Office Tower, Ayala Avenue, Makati City, after being sworn in accordance with law, hereby certify that:

1. I am an Assistant Corporate Secretary of MONDE NISSIN CORPORATION (the "Corporation"), a corporation organized and existing under the laws of the Republic of Philippines with principal place of business at Felix Reyes St., Barangay Balibago, City of Santa Rosa, Laguna.

2. In my capacity as Assistant Corporate Secretary of the Corporation, I have custody of the Corporation's books and records, including the minutes of meetings and actions of the Board of Directors and of its Board Committees.

3. The following is a true and correct copy of the resolutions unanimously adopted and approved by the Board of Directors of the Corporation at its meeting on **September 22, 2023**, at which meeting a legal quorum was present, voting and acting throughout:

"RESOLVED, that MONDE NISSIN CORPORATION (the "Corporation") be authorized, as it is hereby authorized, to file Advisement Reports, including anticipatory Advisement Reports, as well as any other related documents and papers to the Securities and Exchange Commission and The Philippine Stock Exchange, Inc. in compliance with the requirements of the Company's Material Related Party Transactions Policy and SEC Memorandum Circular No. 10, s. of 2019 ("**Advisement Report**");

RESOLVED, FURTHER, that in connection with the foregoing, **any one** of the Corporation's Corporate Secretary **ATTY. HELEN G. TIU** or any of her Assistant Corporate Secretaries, **ATTY. KATHERINE C. LEE-BACUS** and **ATTY. ANNE KATHERINE N. SANTOS**, be authorized, as she is hereby authorized, under such terms and conditions as she may consider beneficial to the Corporation, to sign, execute, and/or deliver the Advisement Report as well as any and all related papers, contracts, and documents, and to do and perform any and all acts and deeds, as may be necessary to implement these resolutions."

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

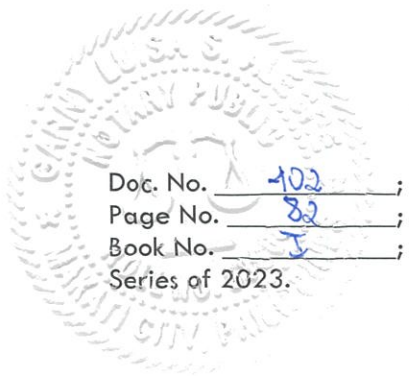


ANNE KATHERINE N. SANTOS
Assistant Corporate Secretary

REPUBLIC OF THE PHILIPPINES }
MAKATI CITY }ss.

JAN 03 2024

SUBSCRIBED AND SWORN TO before me this _____ at the place stated above, affiant exhibiting to me her Passport No. P9058327B, issued on February 24, 2022 at DFA NCR Central, and expiring on February 23, 2032.



Doc. No. 102 ;
Page No. 82 ;
Book No. I ;
Series of 2023.

ATTY. GARNY-LUISA S. ALEGRE

Notary Public for Makati City
Appointment No. M-219 until December 31, 2024
Roll of Attorneys No. 53666
PTR No. 10074759MN / 1-02-2024/Makati City
IBP No. 331554/12-19-2023
MCLE Compliance No. VII-0002539 valid until April 14, 2025
21st Floor, 6750 Office Tower, Ayala Avenue
Makati City, 1226 Metro Manila, Philippines

SECRETARY'S CERTIFICATE

I, **HELEN G. TIU**, of legal age, Filipino, and with office address at the 21st floor, 6750 Office Tower, Ayala Avenue, Makati City, after being 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 Republic of Philippines with principal place of business 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, including the minutes of meetings and actions of the Board of Directors.

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 **September 15, 2023**:

"RESOLVED, that **MONDE M.Y. SAN CORPORATION** (the "**Corporation**") be authorized, as it is hereby authorized, to file Advisement Reports, including anticipatory Advisement Reports, as well as any other related documents and papers to the Securities and Exchange Commission and The Philippine Stock Exchange, Inc. in accordance with SEC Memorandum Circular No. 10, s. of 2019 ("**Advisement Reports**");

RESOLVED, FURTHER, that in connection with the foregoing, the Corporation's President **MR. HENRY SOESANTO**, be authorized, as he is hereby authorized, under such terms and conditions as he may consider beneficial to the Corporation, to sign, execute, and/or deliver Advisement Reports as well as any and all related papers, contracts, and documents, and to do and perform any and all acts and deeds, as may be necessary to implement these resolutions."

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



HELEN GO TIU
Corporate Secretary

REPUBLIC OF THE PHILIPPINES }
MAKATI CITY }ss.

SUBSCRIBED AND SWORN TO before me this JAN 03 2024 at the place stated above, affiant exhibiting to me her Passport No. P9058327B, issued on February 24, 2022 at DFA NCR Central, and expiring on February 23, 2032.

ATTY. GARNY LUISA S. ALEGRE

Notary Public for Makati City
Appointment No. M-219 until December 31, 2024
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PTR No. 10074759MN/ 1-02-2024/Makati City
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Page No. 82 ;
Book No. I ;
Series of 2024 .

