

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Mar 31, 2023
2. SEC Identification Number  
0000086335
3. BIR Tax Identification No.  
000-417-352-000
4. Exact name of issuer as specified in its charter  
Monde Nissin Corporation
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
Feix Reyes Street, Barangay Balibago, City of Santa Rosa, Laguna  
Postal Code  
4026
8. Issuer's telephone number, including area code  
+63277597595
9. Former name or former address, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	17,968,611,496

11. Indicate the item numbers reported herein  
Item 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



## Monde Nissin Corporation MONDE

### PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Update on MONDE's subscription to 665,845 Series B Preferred Stock of Terramino, Inc., a Delaware, U.S.-incorporated company.

#### Background/Description of the Disclosure

At its meeting on March 22, 2023, MONDE's Board authorized MONDE to subscribe to 665,845 Series B Preferred Stock of Terramino, Inc., a Delaware, U.S.-incorporated company engaged in research, development and commercialization of food products made from koji, representing 1.89% of Terramino, Inc.'s outstanding capital stock (including outstanding options to purchase such stock), at a subscription price of up to USD 2.0 Million. This subscription is subject to the execution of the relevant transaction documents.

On March 31, 2023, MONDE's Compliance Team was informed by MONDE's agents to the Terramino transaction that the MONDE subscription to Terramino has closed on March 24, 2023, upon the execution of the subscription documents and completion of the bank transfer of funds representing the subscription price.

#### Date of Approval by Board of Directors

Mar 22, 2023

#### Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The benefits expected to accrue to the Issuer are (i) a return on investment following the eventual public listing or sale of Terramino, Inc. and (ii) potential collaborative research, development, and commercial opportunities

#### Details of the acquisition or disposition

##### Date

Mar 24, 2023

#### Manner

Upon execution of the relevant transaction documents, MONDE shall subscribe to 665,845 Series B Preferred Stock of Terramino, Inc., representing 1.89% of Terramino, Inc.'s outstanding capital stock (including outstanding options to purchase such stock), at a subscription price of up to USD 2.0 Million.

#### Description of the company to be acquired or sold

Terramino, Inc., is based in California, USA. Terramino is at the early stage of its business lifecycle and is engaged in research, development and commercialization of food products made from koji, using fermentation technology. Koji may be similar to Mycoprotein which is the core ingredient of Marlow Foods Limited products, and therefore may provide collaboration opportunities.

**The terms and conditions of the transaction**

<b>Number of shares to be acquired or disposed</b>	665,845
<b>Percentage to the total outstanding shares of the company subject of the transaction</b>	1.89
<b>Price per share</b>	USD 3.0037

**Nature and amount of consideration given or received**

USD 1,999,998.63 cash consideration paid by Monde Nissin Corporation, by bank transfer

**Principle followed in determining the amount of consideration**

Terramino, Inc. has been valued at USD 75.0 Million for the purposes of the issuance of the Series B Preferred Stock. This valuation has been accepted by the other venture capital Series B investors, and has been used to determine the share price and amount of consideration.

**Terms of payment**

Full settlement of the subscription price by bank transfer upon execution of subscription documents

**Conditions precedent to closing of the transaction, if any**

None

**Any other salient terms**

None

**Identity of the person(s) from whom the shares were acquired or to whom they were sold**

<b>Name</b>	<b>Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates</b>
Terramino, Inc.	None

**Effect(s) on the business, financial condition and operations of the Issuer, if any**

Definitive determination is unavailable at this stage

**Other Relevant Information**

This disclosure is being amended to confirm the closing of the transaction on March 24, 2023 as advised to the disclosing officer whose name appears below on March 31, 2023.

**Filed on behalf by:**

<b>Name</b>	Jon Edmarc Castillo
<b>Designation</b>	Chief Compliance Officer