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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, 2025

Description of the Disclosure

Attached is MONDE'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, 2025 Distributorship Agreement ("Agreement") between MONDE and its wholly owned subsidiary, Monde M.Y. San Corporation ("MMYSC"), for MONDE's distribution of products manufactured by MMYSC.

It is expected that the total contract price/aggregated price of all transactions under the Agreement during its Term may breach the 10% materiality threshold set by MC 10-2019 sometime in Q3 or Q4 2025.

Filed on behalf by:

Name	Jon Edmarc Castillo
Designation	Chief Compliance Officer

COVER SHEET

00000086335

S.E.C. Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

Atty. Helen G. Tiu
Corporate Secretary

Contact Person

7759 7595

Company Telephone Number

1	2
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Month Day
Fiscal Year

3	1
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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

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Dept. Requiring this Doc.

Amended Articles Number/Section

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Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

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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, 2025

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, 2025, is effective from	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; and MNC	Total Consolidated Assets of MNC based on its 2023 Audited Consolidated Financial Statements is PHP 84,094,659,000.	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, advertising costs,	It is expected that the total contract price/ aggregated price of all transactions under the Agreement during its Term may breach the 10% materiality threshold by Q3 or Q4 2025.	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 December 18, 2024. The following

	January 1, 2025 to December 31, 2025 (“Term”).	benefitting from the demand for products manufactured by MMYSC.		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 2025.			directors were present and voted for the approval of the Agreement: Mr. Hoediono Kweefanus; Ms. Betty T. Ang; Mr. Henry Soesanto; Ms. Monica Darmono; Ms. Nina Perpetua D. Aguas; Ms. Anabelle Lim-Chua; and Mr. Ramon M. Lopez.
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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

A handwritten signature in blue ink, appearing to read "Tiu, Helen G.", positioned above a horizontal dotted line.

MONDE M.Y. SAN CORPORATION

HENRY SOESANTO
PRESIDENT

A handwritten signature in blue ink, appearing to read "Henry Soesanto", positioned above a horizontal dotted line.

SECRETARY'S CERTIFICATE

I, **KATHERINE C. LEE-BACUS**, 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 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."

4. The foregoing resolutions are valid and subsisting and have not been amended or superseded as of the date hereof.

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




KATHERINE C. LEE-BACUS
Assistant Corporate Secretary

REPUBLIC OF THE PHILIPPINES }
MUNTINLUPA CITY }ss.

03 JAN 2025

SUBSCRIBED AND SWORN TO before me this _____ at the place stated above, affiant exhibiting to me her SSS UMID No. CRN-0111-0527800-8.

Doc. No. 18n;
Page No. ns;
Book No. V;
Series of 2025.


MICHAEL ROSS I. LIMOSNERO
NOTARY PUBLIC FOR MUNTINLUPA CITY
Rm. 309 Antonio Centre, Madrigal Business Park 2
Alabang, Muntinlupa City
Notarial Commission No. NC 24-026
Until December 31, 2025
PTR No. 10077091; Makati City; 01-03-24
IBP No. 401228; PPLM: 01-04-24
MCLE Compliance No. VII-0017001; 05-01-22
IEP No. 42106

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 **November 18, 2024**:

"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 }
MUNTINLUPA CITY } ss.

SUBSCRIBED AND SWORN TO before me this **03 JAN 2025** 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. 184;
Page No. 28;
Book No. V;
Series of 2025.



MICHAEL ROSS I. LIMOSNERO
NOTARY PUBLIC FOR MUNTINLUPA CITY
Rm. 309 Antonio Centre, Madrigal Business Park 2
Alabang, Muntinlupa City
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