	Department/Committee: Corporate Governance, Nominations, and Remuneration Committee	
	Document Title: RULES GOVERNING NOMINATION AND ELECTION OF DIRECTORS	Document No. CG-NRC-01-2021
		Effective Date: September 10, 2021
		Owner: Nominations Secretariat

Section 1. *Period.* – All nominations for directors (and independent directors) of Monde Nissin Corporation (“MNC”) must be received by the Corporate Governance, Nominations, and Remuneration Committee (the “CG-NRC”) on or before sixty (60) calendar days prior to the annual stockholders’ meeting’s date as set out in MNC’s By-Laws¹. Nominations, in the proper form and with the proper content, must be sent to the following address:

Corporate Governance, Nominations, and Remuneration Committee
 Monde Nissin Corporation
 c/o Atty. Helen G. Tiu, Corporate Secretary and Chief Legal Officer or
 Atty. Katherine Lee-Bacus, Assistant Corporate Secretary
 21st Floor 6750 Office Tower, Ayala Avenue
 1224 Makati City, Metro Manila, Philippines

Section 2. *Form and Content.* – The nomination shall be in writing using the form prescribed in **Annex A** (including the signed Nominators’ and Nominees’ Certifications and Data Processing Consent Form), duly signed by the nominating stockholder or said stockholder’s representative duly authorized in writing, and accepted and confirmed in writing by the individual being nominated (the “Nominee”). The nomination must indicate if the Nominee is being nominated as an independent director, and shall contain the Nominee’s personal details, educational attainment, and full disclosure of work and/or business experience and affiliations.

For nominators whose shares are lodged under PCD Nominee, a certification from the relevant broker must also be submitted confirming that the nominator is a shareholder of MNC owning at least 100 shares (*i.e.*, one board lot).


A Nominee for independent directorship must submit two (2) original copies of the signed and notarized Certification of Independent Director (Annex B) on A4 sized paper to MNC’s Corporate Secretary or Assistant Corporate Secretary along with the Nomination Form in the address indicated in Section 1 hereof.

Section 3. *Qualifications.* – The directors (and independent directors) shall be elected from among MNC’s current stockholders. The principle of board diversity, as adopted in MNC’s Manual on Corporate Governance, shall also be considered.

A Nominee must:

- a. have at least one (1) share of stock in MNC in his/her name at the time of his/her nomination and at least one (1) share of stock in MNC standing in his/her name in MNC’s books at the time he/she assumes his/her role as a member of the Board of Directors of MNC;

¹ For the calendar year 2021, subject to the approval of the By-laws, this date falls on **September 24, 2021.**

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- b. have at least a college degree or its equivalent or adequate competence and understanding of the fundamentals of doing business or sufficient experience and competence in managing a business;
- c. possess relevant qualifications, such as previous business experience, membership in good standing in the relevant industry, and membership in business or professional organizations; and
- d. exercise integrity, probity, and diligence in the performance of his/her functions.

No person shall be qualified or be eligible for nomination or election as a director (or independent director) if he/she is engaged in any business that competes with or is antagonistic to that of MNC or MNC's affiliates or subsidiaries (collectively, "**Affiliates**"). Without limiting the generality of the foregoing, a person shall be deemed to be antagonistically engaged:

- a. if he/she is an employee, officer, manager, director or controlling person, or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares, of any corporation [other than one in which MNC owns at least twenty percent (20%) of the capital stock] or entity engaged in a business that MNC's Board of Directors, by at least a majority vote, determines to be competitive or antagonistic to the business of MNC or of its Affiliates;
- b. if he/she is an employee, officer, manager, director or controlling person, or the owner (either of record or beneficially) of ten percent (10%) or more of any outstanding class of shares, of any corporation or entity engaged in any line of business of MNC or of its Affiliates, when in the judgment of MNC's Board of Directors, by at least a majority vote, the laws against combinations and restraint of trade shall be violated by such person's membership in MNC's Board of Directors; or
- c. if MNC's Board of Directors, in the exercise of its judgment in good faith, determines by at least a majority vote, that he/she is a nominee of any person set forth in (a) and (b) above.

In addition to the above, a nominee for independent directorship:

- a. is not, or has not been a senior officer or employee of MNC unless there has been a change in the controlling ownership of MNC;
- b. is not, and has not been in the three (3) years immediately preceding his/her election: (i) a director of MNC; (ii) a director, officer, or employee of MNC's Affiliates; or (iii) a director, officer, or employee of MNC's substantial shareholders;
- c. has not been appointed in MNC or its Affiliates as chairperson emeritus, ex-officio director/officer or member of any advisory board, or otherwise appointed in a capacity to assist the Board of Directors in the performance of its duties and responsibilities within three (3) years immediately preceding his/her election;
- d. is not an owner of more than two (2%) percent of MNC's or its Affiliates' outstanding shares;

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- e. is not a relative of a director, officer, or substantial shareholder of MNC or its Affiliates;²
- f. is not acting as a nominee or representative of any director of MNC or its Affiliates;
- g. is not a securities broker-dealer of listed companies and registered issuers of securities;³
- h. is not retained, either in his/her personal capacity or through a firm, as a professional adviser, auditor, consultant, agent or counsel of MNC, its Affiliates, or of a substantial shareholder, or is otherwise independent of management and free from any business or other relationship within the three (3) years immediately preceding his/her election;
- i. does not engage or has not engaged, whether by himself/herself or with other persons or through a firm of which he/she is a partner, director, or substantial shareholder, in any transaction with MNC, its Affiliates, or substantial shareholders, other than such transactions that are conducted at arm's length and could not materially interfere with or influence the exercise of his/her independent judgment;
- j. is not affiliated with any non-profit organization that receives significant funding from MNC, its Affiliates, or substantial shareholders; and
- k. is not employed as an executive officer of another company where any of MNC's executives serves as directors.

In addition to the foregoing, all Nominees must also possess the qualifications and none of the disqualifications prescribed in the Revised Corporation Code, the Securities Regulation Code and its implementing rules and regulations, and the Securities and Exchange Commission's and The Philippine Stock Exchange, Inc.'s relevant issuances.

Section 4. *List of Candidates*. – The CG-NRC shall pre-screen the Nominees' qualifications on the basis of the nominations and supporting papers submitted, and prepare a final list of candidates containing all relevant information about the Nominees, with the Nominees for independent directorship clearly indicated as such.

² "Relative" includes the Independent Director's spouse, parent, child, brother, sister, and the spouses of such children, brothers, or sisters unless such child, brother, sister and spouses of such children, brothers or sisters are living independently in a separate household.

³ "Securities broker-dealer" refers to any person holding any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to a stock exchange, an associated person or salesman, and an authorized clerk of the broker or dealer.

ANNEX A



NOMINATION FORM

Name of Nominee (First Name, Middle Name, Last Name):

Tick this box if the nominee is being nominated as an independent director

NOMINEE'S INFORMATION

Citizenship: Age: Gender:

Place of Birth: Date of Birth (MM/DD/YYYY): Civil Status:

Residential Address:

Tel. No.: Mobile No.:

Email Address:

Nominee's Educational Background/Attainment: (Please use separate sheet, if necessary)

Full Disclosure of Nominee's Work and/or Business Experience: (Please use separate sheet, if necessary)

Nominee's Directorship/Position in Other Corporations/Associations for the past five (5) years; indicate in parenthesis if the company is listed with the Philippine Stock Exchange: (Please use separate sheet, if necessary)

Nominee's Stockholdings/Security Ownership in Monde Nissin Corporation as of date indicated below
 Nominee's signature:

Direct: Indirect:

Does the Nominee have a broker? YES NO

If yes, please attach a certification from the Nominee's broker that the Nominee is a shareholder of Monde Nissin Corporation. State the name of the Nominee's broker:

Has the Nominee been convicted of an offense, judicial, or administrative, or been judicially declared insolvent, a spendthrift, or incapacitated to contract? YES NO

If yes, please provide details (Please use separate sheet, if necessary):

Offense Charged/Investigated or Proceeding Involved	Tribunal/Agency Involved	Status

CONFIRMED AND ACCEPTED:

NOMINEE-STOCKHOLDER

NOMINATOR-STOCKHOLDER

 Signature over Printed Name
 Date:

 Signature over Printed Name
 Date:
 Contact No.:
 Email:

NOTE: The signed Nominators' and Nominees' Certification and Data Processing Consent Form must be submitted with this Nomination Form. For Nominees whose shares are lodged with the PCD Nominee in the name of his/her broker, a certification from his/her broker stating that the Nominee is a shareholder of Monde Nissin Corporation must also be submitted. For nominators whose shares are lodged with the PCD Nominee in the name of such nominator's broker, a certification from such nominator's broker stating that the nominator is a shareholder of Monde Nissin Corporation owning at least 100 shares (*i.e.*, one board lot) must likewise be submitted.

A Nominee for independent directorship must submit two (2) originals of the executed Certification of Independent Director (Annex B) to the Corporate Secretary or Assistant Corporate Secretary along with the Nomination Form.

NOMINATOR'S CERTIFICATION AND DATA PROCESSING CONSENT FORM

I, _____, a national of _____, of legal age, with address at _____, and a voting stockholder of Monde Nissin Corporation ("**MNC**") or representing a voting stockholder of MNC, certify that:

1. I have filled out the attached Nomination Form nominating _____ (the "**Nominee**") as a director (or independent director) of MNC, and the same is true and correct to the best of my knowledge.
2. As of the date of execution of this document until the close of nominations, I am, and will continue to be, a stockholder of MNC owning at least 100 shares as evidenced by the certification issued by my broker attached hereto as **Annex 1**.
3. The Nominee meets all the qualifications for directors (or independent directors) as stated in (a) MNC's Amended By-Laws and Manual on Corporate Governance, (b) MNC's Rules Governing the Nomination and Election of Directors, and (c) the Revised Corporation Code, the Securities Regulation Code and its implementing rules and regulations, as well as the Securities and Exchange Commission's and The Philippine Stock Exchange, Inc.'s relevant issuances
4. No conflict of interest exists between the Nominee being a director (or independent director) of MNC and his/her other affiliations as defined in MNC's Amended By-Laws, Manual on Corporate Governance and Rules Governing the Nomination and Election of Directors, which we have read and understood.
5. Should a basis for disqualification be present with or a conflict of interest develop in the Nominee after submission of this Nomination, I undertake to promptly inform MNC no later than twenty-four (24) hours after personal knowledge of the Nominee's conflict of interest and/or disqualification (the "**Notification**"). I understand that the nomination is automatically withdrawn upon MNC's receipt of the Notification.

I hereby grant my consent to the collection, recording, retention, use, storage, updating, modification, disclosure, and processing by MNC, or any of its representatives and/or third-party service providers, of my personal and sensitive personal information which were provided to MNC for the sole purpose of my nomination of the Nominee as MNC's director (or independent director), and for all other purposes necessary or incidental to the same. This consent shall be effective for the nomination/election process' entire duration, and for as long as necessary for the legitimate purposes of MNC. I agree to fully indemnify and hold MNC, its directors, officers, employees, and agents, free and harmless from any damage, claim, loss, liability, or injury that I may suffer on account of any unauthorized disclosure, processing or breach of my personal and sensitive personal information.

Nominator's or Nominator's Duly Authorized Representative's Signature over Printed Name

REPUBLIC OF THE PHILIPPINES}
_____ } ss.

SUBSCRIBED AND SWORN to before me this _____ day of _____ 20__ at _____, affiant personally appeared before me and exhibited to me his/her _____ issued at _____ on _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of _____;

NOMINEE’S CERTIFICATION AND DATA PROCESSING CONSENT FORM

I, _____, a national of _____, of legal age, with address at _____, and a stockholder of Monde Nissin Corporation (“MNC”), certify that:

1. I have read the attached Nomination Form in which my name was submitted as a candidate for directorship (or independent directorship) in MNC, and I have no objection to such nomination.
2. As of the date of execution of this document and throughout the nomination and election process, I am, and will continue to be, a stockholder of MNC owning at least one (1) share as evidenced by the certification issued by my broker attached hereto.
3. The information submitted in the Nomination Form is true and correct.
4. I meet all the qualifications and have none of the disqualifications for directors (or independent directors) as stated in (a) MNC’s Amended By-Laws and Manual on Corporate Governance, (b) MNC’s Rules Governing the Nomination and Election of Directors, and (c) the Revised Corporation Code, the Securities Regulation Code and its implementing rules and regulations, as well as the Securities and Exchange Commission’s and The Philippine Stock Exchange, Inc.’s relevant issuances.
5. In accepting this nomination, I acknowledge my understanding and my willingness to accept the duties and liabilities of a director (or independent director) as provided in relevant MNC policies, laws, and government issuances.
6. No conflict of interest exists between my being a director (or independent director) of MNC and my other affiliations as stated in MNC’s Amended By-Laws, Rules Governing the Nomination and Election of Directors and Manual on Corporate Governance.
7. Should I discover a conflict of interest or become disqualified after the Nomination Form’s submission to MNC, I undertake to promptly inform MNC no later than twenty-four (24) hours after personal knowledge of the conflict of interest and/or disqualification (the “Notification”). I understand that the nomination is automatically withdrawn upon MNC’s receipt of the Notification.

I hereby grant my consent to the collection, recording, retention, use, storage, updating, modification, disclosure, and processing by MNC, or any of its representatives and/or third-party service providers, of my personal and sensitive personal information which were provided to MNC for the purpose of my nomination and/or election as MNC’s director (or independent director), and for all other purposes necessary or incidental to the same. This consent shall be effective for the nomination/election process’ entire duration, and, if elected, until the end of my term as a director (or independent director), and for as long as necessary for the legitimate purposes of MNC. I agree to fully indemnify and hold MNC, its directors, officers, employees, and agents, free and harmless from any damage, claim, loss, liability, or injury that I may suffer on account of any unauthorized disclosure, processing or breach of my personal and sensitive personal information.

Nominee’s Signature over Printed Name

REPUBLIC OF THE PHILIPPINES}
_____} ss.

SUBSCRIBED AND SWORN to before me this _____ day of _____ at _____, affiant personally appeared before me and exhibited to me his/her _____ issued at _____ on _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of _____;

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Revised Corporation Code, the Securities Regulation Code and the SRC IRR, the Code of Corporate Governance and circulars and other issuances of the Securities and Exchange Commission.
8. I shall inform the Corporate Secretary of MNC of any changes in the abovementioned information within five days from its occurrence.

Done, this _____ day of _____, at _____.

Affiant's Signature over Printed Name

REPUBLIC OF THE PHILIPPINES}
_____} ss.

SUBSCRIBED AND SWORN to before me this _____ day of _____ at _____, affiant personally appeared before me and exhibited to me his/her _____ issued at _____ on _____.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of _____;