



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Monde Nissin Corporation's ("MONDE's") 2022 Annual Stockholders' Meeting ("ASM") will be held on **June 24, 2022 (Friday) at 10:00 a.m. Philippines Time (PHT)** via the AGM@Convene virtual online platform accessible at <https://conveneagm.com/ph/MONDE2022ASM>.

AGENDA¹

1. Call to Order
2. Certification of Notice and Quorum
3. Instructions on Rules of Conduct and Voting Procedures
4. Approval of Minutes of Previous Stockholders' Meeting Held on November 23, 2021
5. Management Report
 - a. Message of the Chairperson
 - b. Report of the Chief Executive Officer
 - c. Report of the Chief Financial Officer
6. Ratification of the 2021 Audited Financial Statements
7. Ratification of All Acts of the Board of Directors, Board Committees, Officers, and Management for the Period of November 23, 2021 to June 24, 2022
8. Election of Directors (Including 3 Independent Directors) for the Ensuing Year
9. Appointment of External Auditor
10. Other Business
11. Adjournment

Only stockholders of record as of May 27, 2022 ("**Record Date**") are entitled to receive a notice of, and to vote at, the ASM.

Stockholders who wish to participate in the ASM must register through the AGM@Convene online portal ("**Portal**") accessible at <https://conveneagm.com/ph/MONDE2022ASM>. Registration begins at 9:00 a.m. PHT of June 3, 2022 and closes at 5:00 p.m. PHT of June 15, 2022 ("**Registration Period**").

Stockholders may vote by appointing MONDE's Chief Executive Officer as their proxy, by remote communication, or by voting *in absentia* through the Portal. Proxies may be submitted even pending authentication and approval of the registration application, but may only be considered, changed, or revoked during the Registration Period. The option to vote by remote communication or *in absentia* will be made available after a stockholder's registration application has been authenticated and approved. Stockholders are allowed to cast their votes *in absentia* until 5:00 p.m. PHT on June 23, 2022. Live voting will also be available during the ASM.

Duly accomplished proxies should be submitted to MONDE on or before June 15, 2022 at 5:00 p.m. PHT through the Portal or via email to corporate.secretary@mondennisin.com. Proxies will be validated upon their submission and until June 17, 2022.

For additional details regarding ASM registration and voting, stockholders may refer to MONDE's Information Statement, which will be accessible starting June 3, 2022 at: www.mondennisin.com and

¹ See next section for the explanation and rationale for each agenda item.

<https://conveneagm.com/ph/MONDE2022ASM>. Stockholders who encounter registration issues may contact AGM@Convene at support@conveneagm.com for technical support.

In accordance with the Securities and Exchange Commission's ("SEC's") Notice dated March 16, 2021, the Information Statement and its attachments, and other documents related to the meeting may be accessed starting June 3, 2022 at www.mondenissin.com, and also through <https://conveneagm.com/ph/MONDE2022ASM>. The Information Statement will be accessible as well in MONDE's PSE EDGE webpage. The ASM proceedings will be recorded in audio and video formats.

Stockholders of record as of Record Date owning (alone or together with other stockholders) at least 5% of MONDE's total outstanding capital stock may submit proposals on items for inclusion in the ASM's Agenda on or before June 15, 2022.²

All other communications should be sent via email to investor_relations@mondenissin.com, cc: corporate.secretary@mondenissin.com.

This notice supersedes the disclosure notice filed with the SEC and the Philippine Stock Exchange on May 13, 2022.

Makati City, May 30, 2022.



ATTY. HELEN G. TIU
Corporate Secretary and
Chief Legal Officer

²The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and MONDE's internal guidelines.

EXPLANATION AND RATIONALE OF AGENDA ITEMS

1. Call to Order

The Chairperson will call the ASM to order at approximately 10:00 a.m. PHT.

2. Certification of Notice and Quorum

The Corporate Secretary will certify that: (a) written notice for the ASM was duly sent to MONDE's stockholders through the notice's publication in two newspapers of general circulation, in print and online formats, for two consecutive days pursuant to SEC Notice dated March 16, 2021, and (b) that a quorum exists for the transaction of business.

3. Instructions on Rules of Conduct and Voting Procedures

Pursuant to the Revised Corporation Code's Sections 23 and 57 which allow participation and voting *in absentia* by the stockholders, MONDE has set up the designated online web address <https://conveneagm.com/ph/MONDE2022ASM> which may be accessed by the stockholders to register for the ASM. Registrants who have submitted complete requirements within the Registration Period will receive an email notice prompting them to verify their email address, and to nominate a password for their account. After verifying their email, the registrants' stockholder status will be authenticated. Pending authentication and approval of the registration application, registrants may already submit questions ahead of the ASM and appoint MONDE's CEO as proxy, subject to authentication and approval of the registration application. Registrants whose stockholder status have been authenticated will receive an email confirming that their registration application has been approved ("**Confirmation Email**"). Registrants who do not receive a Confirmation Email within three (3) business days from submission of complete requirements should email support@conveneagm.com, copying MONDE's Corporate Secretary at corporate.secretary@mondenissin.com. A stockholder who votes *in absentia* or participates through remote communication shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for voting and participation in the ASM through remote communication:

- a. Stockholders may attend the meeting remotely through <https://conveneagm.com/ph/MONDE2022ASM>. Questions and comments pertaining to any item on the agenda may be sent during the Registration Period and during the ASM through the Portal. Questions submitted during the Registration Period will be given priority.
- b. Each of the proposed resolutions will be shown on the screen during the livestreaming as the same is taken up at the ASM. Stockholders may also vote as each of the agenda items submitted for voting are taken up during the ASM.
- c. Stockholders intending to participate in the ASM by remote communication are required to register during the Registration Period at the Portal. The requirements for participating and voting are set forth in the Information Statement. Only successful registrants will be counted for purposes of determining the existence of a quorum.
- d. Upon receipt of the Confirmation Email, successful registrants may vote through the Portal or through the appointment of MONDE's CEO as proxy. Those choosing to participate by remote communication may also vote during the ASM.

- e. A stockholder who registers by 5:00 p.m. PHT on June 15, 2022 may still vote by proxy or submit questions even pending validation of his/her registration application. Proxies will be validated from their submission until June 17, 2022.
 - f. A stockholder may also submit his/her/its proxy to MONDE's Corporate Secretary at corporate.secretary@mondenissin.com not later than 5:00 p.m. PHT on June 15, 2022 ("**Proxy Deadline**").
 - g. Stockholders may revoke a proxy submitted through the Portal or to MONDE's Corporate Secretary via email at any time before the Proxy Deadline. Proxies will be locked in and may no longer be revoked or changed after the Proxy Deadline. Stockholders who submit proxies and do not revoke such proxies by the end of the Proxy Deadline will not be able to vote live during the ASM but may submit questions and watch the ASM live.
 - h. Stockholders voting *in absentia* may cast their votes electronically through the Portal at any time from the receipt of the Confirmation Email until June 23, 2022 at 5:00 p.m. PHT.
 - i. All the items in the agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting. Except as provided in paragraph (i) below, each outstanding share of stock entitles the registered stockholder to one vote.
 - j. Election of directors will be by plurality of votes, and cumulative voting is allowed. Each outstanding share of stock entitles the registered stockholder to one vote per board seat to be filled.
 - k. The Corporate Secretary and her designated assistants will tabulate all votes received. MONDE's external auditor will validate the voting results. The Corporate Secretary shall report the preliminary results of voting during the meeting. The final results as certified by the external auditor, will be indicated in the minutes of the ASM.
 - l. The meeting proceedings shall be recorded in audio and video formats.
4. Approval of Minutes of Previous Stockholders' Meeting Held on November 23, 2021

A copy of the minutes of the annual stockholders' meeting held on November 23, 2021 is available at www.mondenissin.com and at the Portal. This agenda item requires the affirmative vote of stockholders representing at least a majority of the outstanding capital stock voting through remote communication or *in absentia*, or through the appointment of the CEO as proxy, to be approved. The minutes of the November 23, 2021 regular stockholders' meeting covers the following items:

- a. approval of the minutes of the special stockholders' meeting held on May 28, 2021
- b. management report;
- c. ratification of the 2020 audited financial statements;
- d. the amendment of MONDE's By-Laws, particularly Article IV, Section 4, changing the date of the annual or regular stockholders' meeting from the "Fourth Tuesday of November" to the "last Friday of June", and Article III, Section 11.1, with respect to the Chief Financial Officer, removing the second sentence "He/she shall be elected by the Board and shall hold office at the pleasure of the Board.";
- e. the ratification of acts of the Board and of MONDE officers from May 28, 2021 to November 23, 2021 (including the appointment of corporate officers (i.e., Company Information Officer and lead independent director); approval to open (i) other bank accounts to deposit IPO proceeds and invest IPO proceeds in low-risk short-term derivative investments and trust fund, reallocation of use of IPO proceeds, (ii) standby letters of credit, authority to avail of online banking facilities, and (iii) accounts with banks and non-bank financial intermediaries; approval of new signatories for transactions with banks, financial intermediaries, and trust investment companies, approval of amendment of existing bank

loans; approval to issue comfort letter, surety, or guarantee in connection with the obligations of its subsidiaries and affiliates; authorizing MONDE to enter into agreements needed by MONDE in the normal course of business and designating MONDE representatives and signatories regarding the same; approval of MONDE's Internal Audit Charter and Board Charter as well as amendments to MONDE's By-Laws, Manual on Corporate Governance, Executive Committee Charter, and Corporate Governance, Nomination, and Remuneration Committee Charter; designation of MONDE representatives to certain government agencies in connection with applications and actions before such government agencies; authorizing MONDE to appoint representatives in connection with court, administrative and/or other legal proceedings involving MONDE; authorizing MONDE to sell company vehicles; authorizing MONDE to make additional equity investments in, and/or lend money to MONDE's subsidiaries and affiliates; approval of guidelines and limitations on engaging external auditor for non-audit services; authorizing the postponement of MONDE's annual stockholders' meeting; authorizing the annual stockholders' meeting to be held via remote communication on November 23, 2021, setting the record date for the annual stockholders' meeting, and authorizing Chief Executive Officer to execute the information statement; approval of the agenda for the annual stockholders' meeting; approval of Corporate Governance Nomination & Remuneration Committee's recommendation regarding final list of nominees for directors for election at the Meeting; approval of MONDE's unaudited financial statements for each quarter; and the acts of the officers those taken to implement the resolutions of the Board and its Committees in the general conduct of business);

- f. election of directors (including 3 independent directors) for the ensuing year; and
- g. appointment of external auditor and fixing its remuneration.

5. Management Report

The Chairperson will deliver the message to the stockholders and the CEO, Mr. Henry Soesanto, and Chief Financial Officer, Mr. Jesse C. Teo, will report on MONDE's performance in 2021. The stockholders will be requested to note the Management Report.

6. Ratification of the 2021 Audited Financial Statements

The Audited Financial Statements ("AFS") as of December 31, 2021 will be presented to the stockholders for their approval. The AFS will be included in the Information Statement that may be accessed by the stockholders at www.mondenissin.com and at the Portal. This agenda item requires the affirmative vote of stockholders representing at least a majority of the outstanding capital stock voting through remote communication, *in absentia*, or through the appointment of the CEO as proxy, to be approved.

7. Ratification of All Acts of the Board, Board Committees, Officers, and Management for the period of November 23, 2021 to June 24, 2022

The acts of the Board and its Committees, the Officers, and Management were those adopted since the last special stockholders' meeting on November 23, 2021 until June 24, 2022. They include:

- a. the election of officers, board committee chairpersons and members, and lead independent director (including interim lead independent director, interim board committee chairperson and member);
- b. approval of the re-allocation or change in the use of IPO proceeds;

- c. approval of the amendment of the by-laws, particularly Article IV, Section 4, changing the date of the annual or regular stockholders' meeting from the "Fourth Tuesday of November" to the "last Friday of June", and Article III, Section 11.1, with respect to the Chief Financial Officer, removing the second sentence "He/she shall be elected by the Board and shall hold office at the pleasure of the Board";
- d. authorizing MONDE to enter into agreements or execute applications/forms needed by MONDE in the normal course of business (e.g., consumer insights/research-related agreements, labor-related, training, and/or recruitment related agreements, marketing-related agreements, retail electricity supply agreements, construction agreements, logistics related agreements, integrated facilities agreement, supply and equipment loan agreement, raw materials supply agreements, master buyer agreement, service agreements, advisory contracts and engagement letters, insurance contracts, lease agreements, hauling agreements, waste treatment and/or disposal agreements, accreditation forms, trade forms required by customers, trading terms agreements, credit line agreements, distributorship agreements, standby letters of credit, sustainability-related agreements, advertising contracts with print and digital media companies, corporate communications-related agreements, memorandum of agreements with MSME loan providers, and data sharing agreements) and designating MONDE representatives and signatories regarding the same;
- e. authorizing MONDE to sell company vehicles;
- f. approval of the budget for year 2022;
- g. approval and/or removal of signatories for transactions with banks, financial intermediaries, and trust investment companies;
- h. approval of certain amendments to MONDE's Insider Trading Policy;
- i. approval of the Board and Board Committee evaluation materials or forms and the results of the assessment;
- j. designation of MONDE representatives to certain government agencies (whether local or foreign) in connection with applications and actions before such government agencies including authorizing them to be signatories for related forms and/or agreements, as needed;
- k. authorizing MONDE to enter into hedging transactions with certain bank and non-bank financial institutions;
- l. authorizing MONDE to open accounts with banks and non-bank financial intermediaries and to avail of their services and/or products as well as to designate signatories for the same;
- m. approval of MONDE's 2021 audited financial statements;
- n. approval of MONDE's interim unaudited financial statements for the period ending December 31, 2021 and March 31, 2022;
- o. approval of authority to execute continuing guarantee for obligations of Monde Nissin (UK) Ltd. in favor of Citigroup Inc. & appointment of Citibank N.A. as MONDE's agent to enforce the guarantee;
- p. approval of authority to act as surety or joint and several guarantor to the obligations to be incurred by Monde Nissin (UK) Limited under an overdraft facility to be extended by HSBC UK Bank PLC;
- q. approval of authority for MONDE to issue letter of support and/or enter into a guarantee agreement for the payment of Marlow Foods Limited's obligations under a loan agreement or a refinancing facility, appoint Marlow Foods Limited as agent, and designate signatories;
- r. approval of policy promulgation guidelines;
- s. authorizing MONDE to execute amendments to joint venture agreements with Malee Group Public Company Limited et. al.;

- t. authorizing MONDE to extend loans (including refinance existing loans) to, and/or increase equity investments in, various subsidiaries and/or affiliates;
- u. appointment of MONDE officers (i.e., Assistant Corporate Secretary, Data Protection Officer, and Deputy Compliance Officer);
- v. authorizing MONDE to charge guarantee fees for the issuance of parent guarantees/sureties;
- w. authorizing MONDE to appoint representatives in connection with court, administrative and/or other legal proceedings involving MONDE;
- x. authority to make donations to BIR-accredited donee institutions;
- y. authorizing the Meeting to be held via remote communication on June 24, 2022, setting the record date for the Meeting, and authorizing the CEO to execute the information statement;
- z. approval of the agenda for the Meeting;
- aa. approval of Corporate Governance Nomination & Remuneration Committee's recommendation regarding the final list of nominees for directors for election at the Meeting;
- bb. the acts of the officers those taken to implement the resolutions of the Board and its Committees; and
- cc. matters covered in the disclosures to the SEC and/or the PSE.

The affirmative vote of stockholders representing at least a majority of the outstanding stock voting through remote communication or *in absentia*, or through the appointment of the CEO as proxy is required for this agenda item, to be approved.

8. Election of Directors (Including 3 Independent Directors) for the Ensuing Year

Pursuant to the By-Laws, Revised Manual of Corporate Governance, and applicable SEC rules, any stockholder, including a minority stockholder, may submit nominations for the election of directors. As of April 25, 2022, the Board's Corporate Governance, Nomination, and Remuneration Committee received nominations for directors and have evaluated and determined that the nine (9) nominees to the Board, including the nominees for independent directors, have all the necessary qualifications and none of the disqualifications to serve as directors (or independent directors), and the expertise and competence, individually and collectively, to enable the Board to fulfill its roles and responsibilities and manage MONDE to achieve its objectives.

The nominees' names and their respective profiles, including directorships in listed companies, and the certifications of the nominees for independent directorship, are duly indicated in the Information Statement. The election of directors will be done by plurality of votes. Cumulative voting is allowed.

9. Appointment of External Auditor

The Board's Audit Committee will endorse to the stockholders the appointment of SyCip Gorres Velayo & Co. ("**SGV**") as the external auditor for the ensuing year. The external audit conducts an independent verification of MONDE's financial statements and provides an objective assurance on the accuracy of its financial statements.

The Information Statement contains SGV's profile.

A resolution for SGV's appointment as MONDE's external auditor for the ensuing year will be presented to the stockholders for adoption and shall require the affirmative vote of stockholders representing at least a majority of the outstanding capital stock voting through remote communication or *in absentia*, or through the appointment of the CEO as proxy, to be approved.

10. Other Business

Stockholders of record as of Record Date owning (alone or together with other stockholders) at least 5% of MONDE's total outstanding capital stock may submit proposals on items for inclusion in the ASM's Agenda.³ Such additional agenda items for the ASM must be submitted to MONDE on or before June 15, 2022 at 5:00 p.m. PHT.

The Chairperson of the meeting will open the floor for comments and questions by the stockholders with respect to the agenda items. In this connection, and subject to the foregoing guidelines, the CEO and key management officers will address stockholders' comments and questions sent in during the Registration Period and during the ASM in accordance with existing laws, rules, and SEC regulations

11. Adjournment

Upon confirmation by the Corporate Secretary that there are no other matters to be considered, the Chairperson of the meeting will declare the meeting adjourned.

³ The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and MONDE's internal guidelines.