



## NOTICE OF ANNUAL STOCKHOLDERS' MEETING FOR 2023

Monde Nissin Corporation's ("MONDE's") 2023 Annual Stockholders' Meeting (the "Meeting") will be held via the AGM@Convene virtual online platform accessible at <https://conveneagm.com/ph/MONDE2023ASM> on **June 30, 2023 (Friday) at 10:00 a.m. Philippine Time (PHT)**.

### AGENDA<sup>1</sup>

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 June 24, 2022
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 2022 Annual Audited Consolidated Financial Statements
7. Ratification of All Acts of the Board of Directors, Board Committees, Officers, and Management for the Period of June 24, 2022 to June 30, 2023
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 June 2, 2023 ("Record Date") are entitled to receive notice of, and to vote at, the Meeting.

Stockholders who wish to participate in the Meeting must register through the AGM@Convene online portal ("**Portal**") accessible at <https://conveneagm.com/ph/MONDE2023ASM>. Registration begins at 9:00 a.m. PHT of June 7, 2023 and closes at 5:00 p.m. PHT of June 21, 2023 ("**Registration Period**").

Once registered through the Portal, stockholders may vote using any of the following methods:

- (a) **by appointing MONDE's Chief Executive Officer ("CEO") as their proxy through the Portal.** Duly accomplished proxies must be submitted via the Portal on or before June 21, 2023 at 5:00 p.m. PHT. Proxies will be validated upon their submission and until June 23, 2023;
- (b) **by remote communication through the Portal.** The option to vote by remote communication through the Portal will be made available after a stockholder's registration application has been

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<sup>1</sup> See next section for the explanation and rationale for each agenda item.

authenticated and approved. Stockholders voting by remote communication may do so before the Meeting, or may opt to cast their votes live during the Meeting;

- (c) **by voting *in absentia* through the Portal.** The option to vote *in absentia* through the Portal 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 June 29, 2023 at 5:00 p.m. PHT; and
- (d) **by appointing MONDE's CEO as their proxy by submitting the duly accomplished proxy form (attached to MONDE's Information Statement) via email to [corporate.secretary@mondenissin.com](mailto:corporate.secretary@mondenissin.com).** Duly accomplished proxies must be submitted to MONDE via email to [corporate.secretary@mondenissin.com](mailto:corporate.secretary@mondenissin.com) on or before June 21, 2023 at 5:00 p.m. PHT. Proxies will be validated upon their submission and until June 23, 2023.

For additional details on the Meeting registration and voting, stockholders may refer to MONDE's Information Statement, which will be accessible starting June 7, 2023 at: [www.mondenissin.com](http://www.mondenissin.com) and <https://conveneagm.com/ph/MONDE2023ASM>. Stockholders who encounter registration issues may contact AGM@Convene at [support@conveneagm.com](mailto:support@conveneagm.com) for technical support.

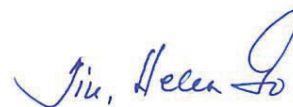
In compliance with the relevant issuances and regulations of the Securities and Exchange Commission ("SEC"), the Information Statement and its attachments, and other documents related to the Meeting may be accessed starting June 7, 2023 at [www.mondenissin.com](http://www.mondenissin.com), and also through <https://conveneagm.com/ph/MONDE2023ASM>. The Meeting 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 Meeting's Agenda on or before June 21, 2023.<sup>2</sup>

All other communications should be sent via email to [investor.relations@mondenissin.com](mailto:investor.relations@mondenissin.com), copying [corporate.secretary@mondenissin.com](mailto:corporate.secretary@mondenissin.com).

This notice supersedes the disclosure notice filed with the SEC and the Philippine Stock Exchange on May 19, 2023.

Makati City, June 1, 2023.



HELEN G. TIU  
Corporate Secretary

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<sup>2</sup> The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and relevant guidelines.

## EXPLANATION FOR AND RATIONALE OF AGENDA ITEMS

### 1. Call to Order

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

### 2. Certification of Notice and Quorum

The Corporate Secretary will certify that: (a) in compliance with the requirements of the Revised Corporation Code and the relevant issuances and regulations of the SEC, notice for the Meeting was distributed to MONDE's stockholders of record as of June 2, 2023 (including 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 13, 2023), 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 and MONDE's Amended By-Laws' Article IV, Section 8 which allow participation and voting *in absentia* by the stockholders, MONDE has set up the designated online web address <https://conveneagm.com/ph/MONDE2023ASM> which may be accessed by the stockholders to register for the Meeting. 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 Meeting 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](mailto:support@conveneagm.com), copying MONDE's Corporate Secretary at [corporate.secretary@mondennisin.com](mailto:corporate.secretary@mondennisin.com). A stockholder who votes *in absentia* or participates through remote communication (both through the Portal) shall be deemed present for purposes of quorum.

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

- a. Stockholders may attend the Meeting remotely through <https://conveneagm.com/ph/MONDE2023ASM>. Questions and comments pertaining to any item on the agenda may be sent during the Registration Period and during the Meeting 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 Meeting. Stockholders may also vote as each of the agenda items submitted for voting is taken up during the Meeting.
- c. Stockholders intending to participate in the Meeting 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 live during the Meeting.
  - e. A stockholder who registers by 5:00 p.m. PHT on June 21, 2023 may still vote by proxy through the Portal or submit questions even pending validation of his/her registration application. Proxies will be validated from their submission until June 23, 2023.
  - f. A stockholder may also submit his/her/its proxy using the prescribed form to MONDE's Corporate Secretary at [corporate.secretary@mondenissin.com](mailto:corporate.secretary@mondenissin.com) not later than 5:00 p.m. PHT on June 21, 2023 ("**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 Meeting but may submit questions and watch the Meeting 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 29, 2023 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 capital voting stock present at the Meeting. Except as provided in paragraph (j) below, each outstanding share of stock entitles the registered stockholder to one vote.
  - j. Election of directors will be by plurality of votes with provision for cumulative voting. 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 Meeting.
  - l. The meeting proceedings shall be recorded in audio and video formats.
4. Approval of Minutes of Previous Stockholders' Meeting Held on June 24, 2022

A copy of the minutes of the Previous (2022) Annual Stockholders' Meeting held on June 24, 2022 ("**Previous Minutes**") is available at [www.mondenissin.com](http://www.mondenissin.com) and at the Portal. The Previous Minutes' approval 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. The Previous Minutes covers the following items:

- a. approval of the minutes of the annual stockholders' meeting held on November 23, 2021;
- b. management report;
- c. ratification of the 2021 annual audited consolidated financial statements;
- d. the ratification of acts of the Board of Directors, the Executive Committee and other Board Committees, and of MONDE officers and management from November 23, 2021 to June 24, 2022 [including the election of officers, board committee chairpersons and members, and lead independent director (including interim lead independent director, interim board committee chairperson and member); appointment of corporate officers (*i.e.*, Assistant Corporate Secretary, Data Protection Officer, and Deputy Compliance Officer); re-allocation or change in

- the use of IPO proceeds; amendment of the by-laws; authorizing MONDE to enter into agreements or execute applications/forms needed by MONDE in the normal course of business and designating MONDE representatives and signatories regarding the same; authorizing MONDE to sell company vehicles; approval of the budget for year 2022; approval and/or removal of signatories for transactions with banks, financial intermediaries, and trust investment companies; amendments to MONDE's Insider Trading Policy; 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; authority to act as surety or guarantor and to charge guarantees fees thereof in connection with obligations of MONDE's subsidiaries; authorizing MONDE to enter into hedging transactions with certain bank and non-bank financial institutions; 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; 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; approval of the agenda for the Meeting; approval of Corporate Governance Nomination & Remuneration Committee's recommendation regarding the final list of nominees for directors for election at the Meeting; approval of MONDE's 2021 audited financial statements; approval of MONDE's interim unaudited financial statements for the period ending December 31, 2021 and March 31, 2022; approval of policy promulgation guidelines; authorizing MONDE to execute amendments to joint venture agreements with Malee Group Public Company Limited et. al.; authority to make donations to BIR-accredited donee institutions; the acts of the officers those taken to implement the resolutions of the Board and its Committees in the general conduct of business; and matters covered in the disclosures to the SEC and/or the Philippine Stock Exchange ("PSE");
- e. election of directors (including 3 independent directors) for the ensuing year; and
  - f. appointment of external auditor and the fixing of its remuneration.

5. Management Report

The Chairperson will deliver the message to the stockholders. CEO Mr. Henry Soesanto, and Chief Financial Officer Mr. Jesse C. Teo, respectively, will report on MONDE's performance in 2022. The stockholders will be requested to note the Management Report.

6. Ratification of the 2022 Annual Audited Consolidated Financial Statements

The Annual Audited Consolidated Financial Statements ("AFS") as of December 31, 2022 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](http://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 June 24, 2022 to June 30, 2023

The acts of the Board and its Committees, the Officers, and Management were those adopted since the last special stockholders' meeting on June 24, 2022 until June 30, 2023. They include:

- a. election of officers, board committee chairpersons and members, and lead independent director;
- b. approval of the re-allocation or change in the use of IPO proceeds;
- c. authorizing MONDE to enter into, amend, or terminate agreements and/or or execute applications/forms needed by MONDE in the normal course of business (*e.g.*, non-disclosure or confidentiality agreements, consumer insights/research-related agreements, labor-related, training, and/or recruitment-related agreements, employee benefits-related agreements, collection servicing agreements, marketing-related agreements, retail electricity supply agreements, connection agreements, construction agreements, logistics-related agreements, supply agreements, service agreements, advisory contracts and engagement letters, lease agreements, hauling agreements, waste treatment and/or disposal agreements, credit line agreements, corporate credit card agreements, consultancy agreements, distributorship agreements, endorsement agreements, payment arrangements, refund of bill deposits, payment instructions/set-off agreements, sustainability-related agreements, licensing agreements, subscription agreements, corporate communications-related agreements, information technology-related agreements, sales-related agreements, memoranda of agreement, publishing agreements, accommodation agreements, and data sharing agreements) and designating MONDE representatives and signatories regarding the same;
- d. approval of change in designation of certain key officers (*i.e.*, Chief Risk Officer and Chief Investor Relations Officer);
- e. reversal of retained earnings appropriation and declaration of cash dividends;
- f. authorizing MONDE to appropriate retained earnings;
- g. authorizing MONDE to buy and/or sell company vehicles;
- h. approval of the budget for year 2023;
- i. approval and/or removal of signatories for transactions with banks, financial intermediaries, and trust investment companies;
- j. approval of certain amendments to MONDE's Material Related Party Transactions Policy;
- k. approval of revised policy on non-audit services;
- l. approval of MONDE's sustainability policy;
- m. approval of the Board and Board Committee evaluation materials or forms and the results of the assessment;
- n. 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;
- o. authorizing MONDE to enter into hedging transactions with certain bank and non-bank financial institutions;
- p. authorizing MONDE to open, re-activate, and/or close accounts with banks and non-bank financial intermediaries and to avail of their services, and/or products (including internet/online banking facilities, derivative transactions, supply chain financing agreements) as well as agree to operational details concerning such availments and designating signatories for the same;
- q. approval of MONDE's 2022 annual audited consolidated financial statements;

- r. approval of MONDE's interim unaudited financial statements for each quarter;
- s. authorizing MONDE to borrow from or extend loans (including refinance and guarantee and/or act as surety with respect to existing loans) to, and/or increase equity investments in, various subsidiaries and/or affiliates;
- t. appointment of MONDE officers (*i.e.*, Chief Information and Digital Officer, and Chief Strategy Officer);
- u. authorizing MONDE to appoint representatives in connection with court, administrative and/or other legal proceedings (including extrajudicial compromise agreements) involving MONDE;
- v. approval for subscription by MONDE to (i) 820,268,295 common shares of Figaro Coffee Group, Inc., and (ii) 665,845 Series B preferred shares of Terramino, Inc.;
- w. approval of investment parameters;
- x. designation of authorized signatories for endorsement of stock certificates;
- y. designation of proxies of MONDE to stockholders' meetings of its subsidiaries, affiliates, and investee-companies;
- z. authorizing MONDE to apply with the Securities and Exchange Commission for equity restructuring;
- aa. authorizing the Meeting to be held via remote communication on June 30, 2023, setting the record date for the Meeting, appointment of external auditor and the fixing of its remuneration, and authorizing the CEO to execute the information statement;
- bb. approval of the agenda for the Meeting;
- cc. approval of Corporate Governance, Nomination, and Remuneration Committee's recommendation regarding the final list of nominees for directors for election at the Meeting;
- dd. the acts of the officers those taken to implement the resolutions of the Board and its Committees; and
- ee. 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 capital 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 MONDE's 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 28, 2023, 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 those 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 govern 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 calendar year 2023. 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 calendar year 2023, and ratifying the fees 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 (*i.e.*, June 2, 2023) 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 Meeting's Agenda.<sup>3</sup> Such additional agenda items for the Meeting must be submitted to MONDE on or before June 21, 2023 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 Meeting 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.

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<sup>3</sup> 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.