

# 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)  
Sep 26, 2018
2. SEC Identification Number  
9170
3. BIR Tax Identification No.  
040-000-400-016
4. Exact name of issuer as specified in its charter  
UNIVERSAL ROBINA CORPORATION
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte,  
Quezon City, Metro Manila  
Postal Code  
1110
8. Issuer's telephone number, including area code  
(632) 633-7631 to 40
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	2,204,161,868
11. Indicate the item numbers reported herein  
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*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.*



# Universal Robina Corporation

## URC

**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

Purchase of Calbee-Universal Robina Corporation, Inc (CURC) shares by Universal Robina Corporation (URC) from Calbee, Inc.(Calbee)

### Background/Description of the Disclosure

URC will purchase fifty percent (50%) of the outstanding shares of CURC from its joint venture partner Calbee through a Share Purchase Agreement signed on September 25, 2018.

### Date of Approval by Board of Directors

Sep 14, 2018

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

The purchase will allow URC to have full control of CURC, consistent with its agenda of driving an aligned and scalable Snacking category growth. Notwithstanding the signing of the Share Purchase Agreement, Calbee agreed to enter into a licensing agreement with URC. The licensing agreement will further promote URC's agility and nimbleness both in decision-making and in day-to-day business transactions.

### Details of the acquisition or disposition

#### Date

Sep 30, 2018

### Manner

The transaction shall be consummated by September 30, 2018 through a Deed of Assignment of Sale Shares where URC will purchase the fifty percent (50%) share ownership of Calbee in CURC. The purchase price is based on CURC's agreed book value as of September 30, 2018.

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

CURC was incorporated last April 29, 2014 as an equally shared joint venture between URC, a company established under Philippines laws, and Calbee, a Japan-based company. The primary purpose of the Company is to engage in, operate, conduct and maintain the business of manufacturing, marketing, importing, exporting, buying, distributing, selling or otherwise dealing in, at wholesale, various savory snack products, and any and all equipment, materials, supplies used or employed in or related to the manufacture of such finished products. CURC has its registered office located in Quezon City.

**The terms and conditions of the transaction**

<b>Number of shares to be acquired or disposed</b>	32,700,000 shares
<b>Percentage to the total outstanding shares of the company subject of the transaction</b>	50
<b>Price per share</b>	Php5.217/share (estimated)

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

The total consideration for the CURC shares is estimated to be Php170,603,049.

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

Net Book Value as of September 30, 2018, as mutually agreed by both parties

**Terms of payment**

URC shall pay the agreed consideration in full.

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

The transaction is subject to the fulfillment of agreed closing conditions.

**Any other salient terms**

Not applicable

**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>
Calbee, Inc.	Joint venture partner

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

This purchase will result in CURC becoming a wholly owned subsidiary of URC.

**Other Relevant Information**

N/A

**Filed on behalf by:**

<b>Name</b>	Rosalinda Rivera
<b>Designation</b>	Corporate Secretary