

# 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)  
Jun 4, 2020
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) 8633-7631 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 4-1 - Acquisition or Disposition of Assets

*References: SRC Rule 17 (SEC Form 17-C) and  
Section 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Acquisition of assets in La Carlota City, Negros Occidental

#### Background/Description of the Disclosure

Universal Robina Corporation (“URC”) has reached an agreement with Roxas Holdings Inc. (“RHI”), together with its wholly-owned subsidiaries, Central Azucarera de la Carlota, Inc. (“CACI”) and Roxol Bioenergy Corporation (“RBC”) (collectively the “RHI Group”) to acquire the sugar mill, bio-ethanol plant and shares held by RHI in Najalin Agri-Ventures, Inc. (collectively, the “Assets”) of the RHI Group in La Carlota City, Negros Occidental (the “Proposed Sale Transaction”).

#### Date of Approval by Board of Directors

Mar 10, 2020

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

The acquisition by URC of the sugar milling and bio-ethanol distillery assets will create synergies in the sugar industry in Negros Occidental. This transaction is expected to enhance capability of URC to provide good milling services to the sugarcane planters..

Aside from the operational synergies that will be achieved between La Carlota and existing URC operations in sugar, the acquisition is also intended to help sugarcane planters increase their productivity, as well as help local communities in Negros Occidental by providing more opportunities. In addition, the acquisition will allow URC to continue in its efforts to support the development of the sugar industry in the Philippines.

#### Details of the acquisition or disposition

#### Date

TBA

#### Description of the Transaction

Under the terms of the Proposed Sale Transaction, URC will acquire buildings, improvements, machineries & equipment, and laboratory equipment, as well as the parcels of land on which these plants, buildings and equipment are located and certain investment properties of RHI (the “Assets”) that are necessary for the continuing operations of the RHI Group’s sugar milling plant located at La Carlota City, Negros Occidental.

#### Manner

Asset purchase

**Description of the assets involved**

As stated above, the Assets subject of the Proposed Sale Transaction comprise of all buildings, , improvements, machineries & equipment, laboratory equipment, as well as the land on which the aforementioned assets of CACI and RBC are located, and investment properties of RHI that are necessary for the continuing operations of the plants.

**Terms and conditions of the transaction****Nature and amount of consideration given or received**

To be determined at closing of the Proposed Sale Transaction.

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

The purchase price of the Assets shall be based on the fair market value thereof.

**Terms of payment**

TBA

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

The consummation of the Proposed Sale Transaction is subject to the following conditions precedents: obtaining regulatory approvals, RHI Group's lender consents, other third party consents, specifically approval from the Philippine Competition Commission ("PCC"), the payment by the RHI Group of its existing debt and receipt of proof thereof, the execution of corresponding Deeds of Absolute Sale, and the receipt of the applicable tax clearances and Certificates Authorizing Approval of Registration.

**Any other salient terms**

None

**Identity of the person(s) from whom the assets were acquired or to whom they were sold**

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Central Azucarera de la Carlota, Inc.	None
Roxol Bioenergy Corporation	None
Roxas Holdings Inc.	None

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

This transaction is expected to enhance the capability of URC to provide good milling services to the sugarcane planters.

**Other Relevant Information**

The Proposed Sale Transaction is conditioned on obtaining PCC approval and will only be consummated once this condition, among others, is satisfied.

**If the transaction being reported is an acquisition, kindly submit the following additional information:****Source(s) of funds**

Existing funds and borrowings

**If any asset so acquired by the issuer or its subsidiaries constituted plant, equipment or other physical property, state the nature of the business in which the assets were used by the persons from whom acquired and whether the issuer intends to continue such use or intends to devote the assets to other purposes, indicating such other purposes**

URC will continue to use the Assets for sugar milling operations and bio-ethanol production operations.

**Filed on behalf by:**

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