



January 30, 2024

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue,
Salcedo Village, Bel-Air, Makati City

ATTENTION : **DIR. VICENTE GRACIANO P. FELIZMENIO, JR.**
Markets and Securities Regulation Department

via PSE EDGE

PHILIPPINE STOCK EXCHANGE, INC.

PSE Tower, 28th Street, cor. 5th Avenue,
Bonifacio Global City, Taguig City

ATTENTION : **MS. ALEXANDRA D. TOM WONG**
Head, Disclosure Department

via electronic mail

PHILIPPINE DEALING & EXCHANGE CORP.

Market Regulatory Services Group
29th Floor BDO Equitable Tower
8751 Paseo de Roxas, Makati City

ATTENTION : **ATTY. MARIE ROSE M. MAGALLEN-LIRIO**
Head - Issuer Compliance and Disclosures Department

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) of Aboitiz Equity Ventures Inc. filed in compliance with the Securities Regulation Code, its 2015 Implementing Rules and Regulations, the Revised Disclosure Rules of the Philippine Stock Exchange (PSE), and the Issuer Disclosure Operating Guidelines of the Philippine Dealing Exchange Corp. (PDEx).

Kindly acknowledge receipt hereof.

Thank you.

Very truly yours,

ABOITIZ EQUITY VENTURES INC.

By:

A handwritten signature in blue ink, appearing to read "SDA", written over a blue circular stamp or watermark.

SAMMY DAVE A. SANTOS

Assistant Corporate Secretary

COVER SHEET

C E O 2 5 3 6

S.E.C. Registration Number

A B O I T I Z E Q U I T Y V E N T U R E S I N C .

(Company's Full Name)

3 2 N D S T R E E T , B O N I F A C I O G L O B A L

C I T Y , T A G U I G C I T Y , M E T R O M A N I L A

P H I L I P P I N E S

(Business Address: No. Street City / Town / Province)

CONNIE G. CHU

Contact Person

(02) 8 886-2800

Company Telephone Number

1 2 3 1

Month Day

Fiscal Year

1 7 - C

FORM TYPE

4th Monday of April

0 4 2 2

Month Day

Annual Meeting

N/A

Secondary License Type, if Applicable

SEC

Dept. Requiring this Doc

N/A

Amended Articles Number/Section

Total No. of Stockholders

x

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

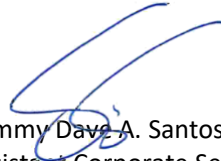
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SIGNATURE (S)

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ABOITIZ EQUITY VENTURES INC.

By:



Sammy Day A. Santos
Assistant Corporate Secretary

Date: January 30, 2024

AEV DISCLOSURE
[Amend -1] Substantial Acquisitions

Subject of the Disclosure	<u>Aboitiz Equity Ventures Inc. (AEV) and Coca-Cola Europacific Partners plc (CCEP) received the certificate of approval from the Philippine Competition Commission (PCC) on January 30, 2024 to proceed with</u> the acquisition of 100% ownership in Coca-Cola Beverages Philippines, Inc. (CCBPI).	
Background/Description of the Disclosure	<u>AEV and CCEP received the PCC’s certificate of approval for their joint acquisition of 100% of CCBPI, where</u> AEV will hold 40% beneficial ownership in CCBPI, while CCEP will hold 60% stake in CCBPI <u>(the “Transaction”).</u>	
Date of Approval by the Board of Directors	August 30, 2023	
Date of Approval by the Stockholders	N/A	
Other Relevant Regulatory Agency, if applicable	Philippine Competition Commission (PCC)	
Date of Approval by the Relevant Regulatory Agency, if applicable	<u>January 25, 2024</u>	
Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction	Acquisition of the exclusive bottler and distributor of the products of TCCC in the Philippines which benefits from attractive profitability and growth prospects	
Description of the transaction including the timetable for implementation and related regulatory requirements, if any	<u>CCEP Aboitiz Beverages Philippines Inc. (CABPI), a company duly incorporated on December 13, 2023, will acquire 100% of the share capital of CCBPI. Following the PCC approval, CABPI will be funded by CCEP and AEV on a ratio of 60% and 40%, respectively.</u> <u>The parties expect to close the Transaction towards the end of February 2024 after receipt of the PCC approval and upon completion of the remaining conditions precedent (items 2, 3, and 4 of the list enumerated in the relevant portion of this disclosure).</u>	
<i>Identities of the parties to the transaction (add rows as may be necessary)</i>		
Name	Nature of Business	Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates
Coca-Cola Europacific Partners plc	Engaged in consumer goods, making, selling and distributing an extensive range of primarily non-	N/A

PSE Disclosure Form 5-1 –Substantial Acquisitions

References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 and/or Section 5 of the Revised Disclosure Rules

	alcoholic ready to drink beverages	
Coca-Cola South Asia Holdings Inc.	Holding company	N/A
Coca-Cola Holdings (Overseas) Ltd	Holding company	N/A
Coca-Cola Beverages Philippines, Inc.	Manufacture and distribution of alcoholic and non-alcoholic beverages	N/A
Terms and Conditions of the Transaction		
The nature and amount of consideration given (e.g. price per share, the aggregate amount)	USD1.8 billion for 100% of CCBPI, subject to cash, debt-like items and working capital adjustments at closing of the Transaction	
Basis upon which the amount of consideration or value of the transaction was determined	Based on an enterprise value of USD 1.8 billion on a cash-free, debt-free basis which was arrived on a willing buyer, willing seller basis between CCEP, AEV and TCCC	
Number of shares to be acquired	AEV and CCEP will acquire through the holding company: (a) 2,447,956,683 shares of class A common stock with par value of PHP2.00, and (b) 1,000 shares of class B common stock with par value PHP1.00	
Ratio/Percentage to total outstanding capital stock	100% (AEV: 40%; CCEP: 60%)	
Terms of payment	Lump sum cash payment at closing with a true-up adjustment post-closing	
Conditions precedent to closing of the transaction, if any	<ol style="list-style-type: none"> 1. Receipt of approval from the PCC 2. No governmental entity of competent authority shall have issued an order or enacted a law that makes the transaction illegal or prohibits the consummation of the transaction. 3. Fulfillment of the warranties and covenants of the Sellers and the Buyers. 4. No material adverse effect shall have occurred. 5. Completion of the incorporation of the holding company which will acquire the shares in CCBPI 	
Description of the company subject of the transaction		
Nature of business	To conduct, undertake and engage in the manufacture, production, sale, import, export and otherwise carry out the business activities for both non-alcoholic beverages and alcoholic beverages, in all forms, kinds and classes, and any and all business activities incidental or related to carrying out this objective, including but not limited to distribution and warehousing services and management and administrative services in relation thereto.	

PSE Disclosure Form 5-1 –Substantial Acquisitions

References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 and/or Section 5 of the Revised Disclosure Rules

Discussion of major projects and investments	CCBPI is the leading beverage supplier in the Philippines, with a wide supply chain footprint consisting of 73 production lines and 19 plants	
List of subsidiaries and affiliates, with percentage holdings (add rows as may be necessary)		
Name	% Ownership	
Philippine Bottlers, Inc. (“PBI”)	99.9%	
Cosmos Bottling Corporation (“CBC”)	99.5% (indirectly owned through PBI)	
Coca-Cola Bottlers Business Services, Inc. (“CCBBSI”)	99.9%	
PETValue	30.0%	
Luzviminda Land Holdings, Inc. (“LLHI”)	40.0%	
Capital Structure		
Authorized Capital Stock (add rows as may be necessary)		
Type of Security	Amount	Number of Shares
Shares of stock	PHP4,896,013,366	2,447,956,683 Common Shares A 100,000 Common Shares B
Subscribed Shares (add rows as may be necessary)		
Type of Security	Amount	Number of Shares
Shares of stock	PHP4,895,914,366 <i>(excluding additional paid in capital)</i>	2,447,956,683 Common Shares A 1,000 Common Shares B
Paid up Capital		
Amount	Number of Shares	
PHP4,895,914,366 <i>(excluding additional paid in capital)</i>	2,447,956,683 Common Shares A 1,000 Common Shares B	
Issued Shares (add rows as may be necessary)		
Type of security	Amount	Number of Shares
Shares of stock	PHP4,895,914,366 <i>(excluding additional paid in capital)</i>	2,447,956,683 Common Shares A 1,000 Common Shares B
Outstanding Shares (add rows as may be necessary)		
Type of security	Amount	Number of Shares
Shares of stock	PHP4,895,914,366 <i>(excluding additional paid in capital)</i>	2,447,956,683 Common Shares A 1,000 Common Shares B

PSE Disclosure Form 5-1 –Substantial Acquisitions

References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 and/or Section 5 of the Revised Disclosure Rules

<i>Par Value(add rows as may be necessary)</i>		
Type of Security	Amount	
Common Shares A	PHP2.00 per Common Share A	
Common Shares B	PHP1.00 per Common Share B	
<i>Ownership Structure (including percentage holdings) (add rows as may be necessary)</i>		
Name	Number of Shares	% Ownership
Coca-Cola South Asia Holdings, Inc.	1,939,882,138 Common Share A	79.2%
	996 Common Share B	
Coca-Cola Holdings (Overseas) Ltd.	508,074,544 Common Share A	20.8%
<i>Board of Directors(add rows as may be necessary)</i>		
Name	(Regular or Independent)	
Gareth Paul McGeown	Regular	
Francis Garcia	Regular	
Andrea Therese Cheng	Regular	
Jawahar Solai Kuppuswamy	Regular	
Terence Fernando	Regular	
<i>Principal Officers (add rows as may be necessary)</i>		
Name	Position/Designation	
Gareth Paul McGeown	Chairman/CEO President	
Jawahar Solai Kuppuswamy	Chief Finance Officer	
Terence Fernando	Corporate Secretary	
Jai Jagannath Tamayo	Assistant Corporate Secretary	
Cherie Amor Galan	Assistant Corporate Secretary	
Effect (s) on the business, financial condition and operations of the Issuer, if any	Build on AEV's portfolio diversification strategy to enter the branded consumer goods spaces	
Other relevant Information	<u>The disclosure submitted last November 20, 2023 was updated to reflect the receipt of the PCC's certificate of approval on January 30, 2024.</u>	