

COVER SHEET

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S. E. C. Registration Number

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(Company's Full Name)

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

Atty. Mary Rose S. Tan

Contact Person

(632) 8 632-3000

Company Telephone Number

SEC FORM

Definitive Information Statement

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Month

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Day

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FORM TYPE

2nd Tuesday of June

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I. D.

_____ Cashier

S T A M P S

Remarks = pls. Use black ink for scanning purposes

PROXY

I, the undersigned stockholder of SAN MIGUEL CORPORATION (the “Company”), appoint:

The Chairman of the Board of Directors of the Company, or in his absence

The Vice Chairman of the Board of Directors of the Company, or in his absence

The President of the Company, or in his absence

The Chairman of the June 14, 2022 Annual Meeting of the Stockholders

as my proxy, to represent me at the regular meeting of the stockholders of the Company scheduled for Tuesday, June 8, 2021 via livestreaming, and any of its adjournment(s), as fully as I could do if present and voting in person, ratifying all action taken on matters that may properly come before such meeting or its adjournment(s). I direct my proxy to vote shares which I own, or may hereafter own, and such shares as I am authorized to vote in my capacity as Administrator, Executor or Attorney-in Fact, on the agenda items I have indicated with “X” below. **If I fail to indicate my vote on the items specified below, my proxy shall vote in accordance with the recommendation of Management. Management recommends a “FOR ALL” vote for proposal 1, and a “FOR” vote for proposals 2 through 5.**

PROPOSAL	ACTION		
	FOR ALL	WITHHOLD FOR ALL	EXCEPTION
1. Election of Management’s Nominees as Directors The nominees for Directors are (a) Ramon S. Ang, (b) John Paul L. Ang, (c) Aurora T. Calderon, (d) Joselito D. Campos, Jr., (e) Jose C. de Venecia, Jr. (f) Menardo R. Jimenez, (g) Estelito P. Mendoza, (h) Alexander J. Poblador, (i) Thomas A. Tan, (j) Ramon F. Villavicencio, and (k) Iñigo Zobel. The nominees for Independent Directors are (a) Teresita J. Leonardo-De Castro, (b) Diosdado M. Peralta, (c) Reynato S. Puno, and (d) Margarito B. Teves. INSTRUCTIONS: <i>To withhold authority to vote for any individual nominee(s) of Management, please mark Exception box and list the name(s) under.</i>			
	FOR	AGAINST	ABSTAIN
2. Approval of the Minutes of the 2021 Annual Meeting of the Stockholders			
3. Approval of the Annual Report of the Company for year ended December 31, 2021			
4. Ratification of all the acts of the Board of Directors and Officers since the 2021 Annual Stockholders' Meeting.			
5. Approval of Directors’ Fees for 2021			
6. Appointment of R.G. Manabat & Company CPAs as external auditors of the Company			

Signed this ____ day of _____ 2022.

PRINTED NAME OF SHAREHOLDER

SIGNATURE OF SHAREHOLDER/
AUTHORIZED SIGNATORY

Revocability of Proxies. A person giving a proxy may revoke it at any time before it is exercised. A proxy may be revoked by any of the following means: (1) filing with the Corporate Secretary, at least 10 working days before the scheduled meeting, a written notice revoking it; or (2) attending the meeting and voting in person. Mere attendance at the meeting will not automatically revoke a proxy.

Persons Making the Solicitation. This solicitation is being made by the Company. Solicitation of proxies in the Philippines will be mainly conducted through mail. Proxies will also, however, be solicited in person or through telephone. The cost of solicitation, approximately ₱2,000,000.00, will be borne by the Company.

Interest of Certain Persons in Matters to be Acted Upon. No director, nominee for election as director, associate of the nominee or executive officer of the Company at any time since the beginning of the last fiscal year has had any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election to office.



SAN MIGUEL CORPORATION

NOTICE OF REGULAR MEETING OF STOCKHOLDERS

June 14, 2022

The Regular Meeting of the Stockholders of San Miguel Corporation will be held on **Tuesday, June 14, 2022 at 2:00 P.M.**

The meeting will be conducted via remote communication and livestreamed at the Company's website.

The Agenda of the Meeting is as follows:

1. Certification of Notice and Quorum
2. Approval of the Minutes of the Regular Stockholders' Meeting held on June 8, 2021
3. Presentation of the Annual Report
4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
5. Approval of Directors' Fees for 2021
6. Appointment of External Auditors
7. Election of the Board of Directors
8. Other Matters
9. Adjournment

For the health and safety of the stockholders and all persons concerned in light of the risks associated with the COVID-19 pandemic, the Company will not hold a physical meeting and will instead conduct the meeting via remote communication which will be livestreamed in the Company's website. Stockholders can attend the meeting by remote communication.

Stockholders who would like to attend the online meeting should access the 2022 SMC AGSM Website at <https://www.sanmiguel.com.ph/ASM2022> to obtain the following: (a) the minutes of the 2021 Regular Stockholders' Meeting and resolutions of the Board of Directors beginning January 1, 2021 which will be available online beginning May 17, 2022; (b) ballots and proxies to attend the meeting, and (c) the link to view the livestream of the meeting which will be available on the day of the meeting

During the meeting, the Company shall entertain questions and comments from the stockholders after the presentation of the Annual Report. Questions and comments must be submitted either in advance or during the meeting by email to stockholders@sanmiguel.com.ph. Questions which were not answered during the meeting shall be forwarded to the Office of the Corporate Secretary for the appropriate response.

Ballots and proxies can be submitted via email at stockholders@sanmiguel.com.ph, which submission shall be duly acknowledged and validated by the SMC Stock Transfer Service Corporation. For individual stockholders, the submissions must be accompanied by a copy of a government issued ID as proof of identification. For corporations, the submission must be accompanied by a certification from its Corporate Secretary stating the corporate officer's authority to represent and sign on behalf of the corporation. In the event that the enhanced community quarantine or any of its forms which restricts the movement of persons and make it difficult to obtain notarization at the time of submission, the Secretary's Certificate, ballots and proxies need not be notarized. Kindly submit to the SMC Stock Transfer Service Corporation the original signed and notarized documents within a reasonable time after the resumption of regular business operations.

The deadline for submission of ballots and proxies is on **May 31, 2022**. Validation of ballots and proxies will be on **June 7, 2022** at 10:00 a.m. at the SMC Stock Transfer Service Corporation Office, 2nd Floor, SMC Head Office Complex, No. 40 San Miguel Ave., Mandaluyong City, Philippines.

Virgilio S. Jacinto
Corporate Secretary

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

	Preliminary Information Statement
√	Definitive Information Statement

2. Name of Registrant as specified in its charter **SAN MIGUEL CORPORATION**

3. Province, country or other jurisdiction of incorporation or organization **Philippines**

4. SEC Identification No. **PW 000277**

5. BIR Tax Identification No. **000-060-741-000**

6. Address of principal office Postal Code
No. 40 San Miguel Avenue, Mandaluyong City 1550

7. Registrant's telephone number, including area code **(02) 8632-3000**

8. Date, Time and Place of the meeting of security holders
Tuesday, June 14, 2022 at 2:00 P.M. via remote communication

9. Approximate date on which the Information Statement is first to be sent or given to security holders
May 17, 2022

10. Name of Person Filing the Statement: **San Miguel Corporation**
Address: **40 San Miguel Ave., Mandaluyong City 1550**
Telephone No.: **(02) 632-3000**

11. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code

Title of Each Class	Number of Shares of Common and Preferred Stock Outstanding and approximate Debt Outstanding (as of March 31, 2022)
Common Shares	2,383,896,588
Series "2-F" Preferred Shares	223,333,500
Series "2-H" Preferred Shares	164,000,000
Series "2-I" Preferred Shares	169,333,400
Series "2-J" Preferred Shares	266,666,667
Series "2-K" Preferred Shares	<u>183,904,900</u>
TOTAL	3,391,135,055

12. Are any or all of registrant's securities listed on a Stock Exchange?

Yes [☒] No [☐]

If yes, disclose name of the Stock Exchange and class of securities listed therein:

Philippine Stock Exchange

- (a) Common Shares**
- (b) Series "1" Preferred Shares¹**
- (c) Series "2" Preferred Shares – 2-A²**
- (d) Series "2" Preferred Shares – 2-B³**
- (e) Series "2" Preferred Shares – 2-C⁴**
- (f) Series "2" Preferred Shares – 2-D⁵**
- (g) Series "2" Preferred Shares – 2-E⁶**
- (h) Series "2" Preferred Shares – 2-F**
- (i) Series "2" Preferred Shares – 2-G⁷**
- (j) Series "2" Preferred Shares – 2-H**
- (k) Series "2" Preferred Shares – 2-I**
- (l) Series "2" Preferred Shares – 2-J**
- (m) Series "2" Preferred Shares – 2-K**

¹ The Series "1" preferred shares of the Company were redeemed on April 14, 2020 and subject to trading suspension following their redemption.

² Subject to trading suspension following their redemption on September 21, 2015.

³ Subject to trading suspension following their redemption on September 23, 2019.

⁴ Subject to trading suspension following their redemption on September 21, 2021.

⁵ Subject to trading suspension following their redemption on September 21, 2020.

⁶ Subject to trading suspension following their redemption on September 21, 2021.

⁷ Subject to trading suspension following their redemption on March 30, 2021.

INFORMATION STATEMENT

GENERAL INFORMATION

Date, Time and Place of Annual Meeting

The annual stockholders' meeting of **San Miguel Corporation** (the "Company" or "SMC") will be held on **June 14, 2021 at 2:00 p.m.** via remote communication. The complete mailing address of the principal office of the Company is No. 40 San Miguel Avenue, Mandaluyong City, 1550, Metro Manila, Philippines.

The information statement is first to be sent to security holders approximately on **May 17, 2022**. The information statement together with its attachments shall be available at the Company's website, and the PSE Edge Portal. The Notice of the Meeting shall be published in the business section of two (2) newspaper of general circulation, in print and online format, for two (2) consecutive days.

YOU ARE NOT REQUESTED TO SEND US A PROXY.

Revocability of Proxies

A person giving a proxy may revoke it at any time before it is exercised. A proxy may be revoked through any of the following means: (1) filing with the Corporate Secretary, at least ten (10) working days before the scheduled meeting, a written notice revoking it; or (2) attending the meeting and voting in person. Mere attendance at the meeting will not automatically revoke a proxy.

Dissenters' Right of Appraisal

Under Title X of the Revised Corporation Code of the Philippines ("RCCP"), stockholders dissenting from and voting against the proposed corporate action specified in Section 80 of the RCCP, may, within thirty (30) days, from the date on which the vote was taken, exercise the right of appraisal by making a written demand on the Company for payment of the fair value of their shares as of the day prior to the date on which the vote was taken for such corporate action. These specific corporate actions are as follows: (a) amendment to the corporation's articles and By-laws which has the effect of (i) changing and restricting the rights of any shareholder or class of shares, (ii) authorizing preferences in any respect superior to those of outstanding shares of any class, or (iii) extending or shortening of term of corporate existence; (b) sale, lease, mortgage or other disposition of all or substantially all of the corporation's assets; (c) merger or consolidation; and (d) investment of corporate funds in another corporation or business or for any purpose other than its primary purpose. The proposed amendment of the by-laws of the Company is not a corporate matter or action that will entitle dissenting stockholders to exercise their right of appraisal as provided by Title X of the RCCP.

SOLICITATION INFORMATION

The Company is not soliciting proxies. A proxy form is provided to the stockholders of the Company and included in this Information Statement.

Interest of Certain Persons in Matters to be Acted Upon

No director, nominee for election as director, associate of the nominee or executive officer of the Company at any time since the beginning of the last fiscal year has had any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election to office. None of the incumbent directors has informed the Company in writing of an intention to oppose any action to be taken by the Company at the meeting.

CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

As of March 31, 2022, the Company had the following outstanding shares of stock:

<u>Title of Each Class</u>	<u>Number of Shares of Common and Preferred Stock Outstanding as of March 31, 2022</u>	
Common Shares	<u>2,383,896,588</u>	
SUB-TOTAL (Common Shares)		2,383,896,588
Series “2-F” Preferred Shares	223,333,500	
Series “2-H” Preferred Shares	164,000,000	
Series “2-I” Preferred Shares	169,333,400	
Series “2-J” Preferred Shares	266,666,667	
Series “2-K” Preferred Shares	<u>183,904,900</u>	
SUB-TOTAL (Preferred Shares)		<u>1,007,238,467</u>
TOTAL Outstanding Shares		3,391,135,055

As of March 31, 2022, the following is the foreign ownership of the shares of stock of the Company:

<u>Share Class</u>	<u>Foreign Shares</u>	<u>Percentage of Foreign Ownership</u>	<u>Local Shares / Shares held by Filipinos</u>	<u>Percentage of Filipino Ownership</u>	<u>Total Shares Outstanding</u>
Common	50,222,268	2.11%	2,333,674,320	97.89%	2,383,896,588
Preferred Shares “2-F”	1,924,222	0.86%	221,409,278	99.14%	223,333,500
Preferred Shares “2-H”	1,606,274	0.98%	162,393,726	99.02%	164,000,000
Preferred Shares “2-I”	1,932,730	1.14%	167,400,670	98.86%	169,333,400
Preferred Shares “2-J”	741,490	0.28%	265,925,177	99.72%	266,666,667
Preferred Shares “2-K”	2,349,190	1.28%	181,555,710	98.72%	183,904,900
TOTAL	58,776,174	1.73%	3,332,358,881	98.27%	3,391,135,055

A stockholder entitled to vote at the meeting has the right to vote in person or by proxy. Only stockholders of record at the close of business on May 6, 2022 will be entitled to vote at the meeting. With respect to the election of directors, in accordance with Section 23, Title III of the RCCP, a stockholder may vote the number of common shares held in his name in the Company’s stock books as of May 6, 2022, and may vote such number of common shares for as many persons as there are directors to be elected or he may cumulate said common shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his common shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of common shares owned by him as shown in the books of the Company multiplied by the total number of directors to be elected.

The total number of votes that may be cast by a stockholder of the Company is computed as follows: **number of common shares held on record as of record date multiplied by 15 directors.**

The deadline for submission of proxies is on **May 31, 2022**. Validation of proxies will be on **June 7, 2022** at 10:00 a.m. at the SMC Stock Transfer Service Corporation Office, 2nd Floor, SMC Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Philippines.

Owners of more than 5% of the Company's voting⁸ securities (both common and preferred shares) as of March 31, 2022 are as follows:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Top Frontier Investment Holdings Inc. ⁹ 5 th Floor, ENZO Bldg., No. 339 Sen. Gil Puyat, Makati City	Iñigo Zobel, Filipino, Director of the Company, and Ramon S. Ang, Filipino, the President and Chief Operating Officer of the Company, are beneficial owners of 59.96% and 26.03% ¹⁰ of the outstanding common stock of Top Frontier, respectively.	Filipino	1,573,100,340	46.39%
Common	PCD Nominee Corporation (Filipino) Makati City	Various individuals/ Entities	Filipino	217,758,193	30.32%
Series "2" Preferred Shares	PCD Nominee Corporation (Filipino) Makati City	Various individuals/ Entities	Filipino	810,593,297	
Common	Privado Holdings, Corp. Room 306 Narra Building, 2776 Pasong Tamo Extension, Makati City	Ramon S. Ang, Filipino, as beneficial owner of 100% of the outstanding capital stock of Privado. ¹¹	Filipino	373,623,796 ¹²	11.02%

The following are the number of shares comprising the Company's capital stock (**all** of which are voting shares) owned of record by the President, directors, key officers of the Company, and nominees for election as director as of March 31, 2022:

Name of Owner	Amount and Nature of Ownership		Citizenship	Total No. of Shares
	Common	Preferred		
Ramon S. Ang	1,345,429 (D) 373,623,796 (I) ¹³ 235,335,950 (I) ¹⁴ 174,180,260 (I) ¹⁵ 358,615 (I) ¹⁶		Filipino	784,844,050 (23.140%)
John Paul L. Ang	5,000 (D)		Filipino	5,000 (0.00%)
Aurora T. Calderon	22,600 (D)		Filipino	22,600 (0.00%)
Joselito D. Campos, Jr.	9,149 (D)		Filipino	9,149 (0.00%)
Jose C. de Venecia, Jr.	5,000 (D)		Filipino	5,000 (0.00%)
Teresita J. Leonardo-De Castro	5,000 (D)		Filipino	5,000 (0.00%)

⁸ Common stockholders have the right to vote on all matters requiring stockholders' approval. The holders of the Series "2" Preferred Shares shall not be entitled to vote except in matters provided for in the Revised Corporation Code: amendment of Articles of Incorporation; adoption and amendment of By-laws; sale, lease exchange, mortgage, pledge, or other disposition of all or substantially all of the corporate property; incurring, creating or increasing bonded indebtedness; increase or decrease of capital stock; merger or consolidation with another corporation or other corporations; investment of corporate funds in another corporation or business; and dissolution.

⁹ The shares owned by Top Frontier Investment Holdings, Inc. are voted, in person or by proxy, by its authorized designate. As of December 31, 2021, Top Frontier Investment Holdings, Inc. has voting rights to a total of 1,573,100,340 common shares of the Company which represent about 66.03% of the outstanding common capital stock of the Company.

¹⁰ As of December 31, 2021, through Privado Holdings, Corp and Master Year Limited, both stockholders of record of Top Frontier.

¹¹ As of March 31, 2022.

¹² Inclusive of 368,140,516 common shares held in the name of Privado Holdings Corp. and 5,483,280 common shares which are lodged with the PDTC.

¹³ Through his 100% shareholdings in Privado Holdings Corp.

¹⁴ Through his direct shareholdings s in Master Year Limited which has shares in Top Frontier Investment Holdings, Inc. which in turn has shares in the Company.

¹⁵ Through his direct shareholdings s in Privado Holdings Corp. which has shares in Top Frontier Investment Holdings, Inc. which in turn has shares in the Company.

¹⁶ Through his direct shareholdings s in Top Frontier Investment Holdings, Inc. which has shares in the Company.

Menardo R. Jimenez	5,000 (D)		Filipino	5,000 (0.00%)
Estelito P. Mendoza	31,972 (D)		Filipino	31,972 (0.00%)
Diosdado M. Peralta	5,000 (D)		Filipino	5,000 (0.00%)
Alexander J. Poblador	5,000 (D)		Filipino	5,000 (0.00%)
Reynato S. Puno	5,000 (D)		Filipino	5,000 (0.00%)
Thomas A. Tan	5,000 (D)		Filipino	5,000 (0.00%)
Margarito B. Teves	5,000 (D)		Filipino	5,000 (0.00%)
Ramon F. Villavicencio	35,000(D) 9,000 (I)			44,000 (0.00%)
Iñigo Zobel	16,171 (D) 943,245,006 (I) ¹⁷		Filipino	943,261,177 (24.52%)
Ferdinand K. Constantino	477,692 (D)	200,000 (D)	Filipino	677,692 (0.02%)
Virgilio S. Jacinto	180,830 (D)		Filipino	180,830 (0.01%)
Joseph N. Pineda	62,715 (I)		Filipino	62,715 (0.00%)
Lorenzo G. Formoso III	20,000 (D)		Filipino	20,000 (0.00%)

(D) – direct

(I) – indirect

The aggregate number of shares directly owned of record by the President and Chief Executive Officer, key officers and directors as a group as of March 31, 2022 is 1,728,979,185 or approximately 50.99% of the outstanding capital stock of the Company.

Voting Trust

There is no person holding more than 5% of the Company's voting securities under a voting trust arrangement.

Changes in Control

The Company is not aware of any change of control or arrangement that may result in a change in control of the Company since the beginning of its last fiscal year.

¹⁷ Through his 59.96% shareholdings in the common stock of Top Frontier Investment Holdings, Inc.

DIRECTORS AND EXECUTIVE OFFICERS

Directors and Executive Officers

The names of the incumbent and nominee directors and key executive officers of the Company, and their respective ages, periods of service, directorships in other reporting companies and positions held in the last five (5) years, are as follows:

Board of Directors

Name	Age	Citizenship	Position
Ramon S. Ang	68	Filipino	Vice Chairman, President and Chief Operating Officer
John Paul L. Ang	42	Filipino	Director
Aurora T. Calderon	67	Filipino	Director
Joselito D. Campos, Jr	71	Filipino	Director
Jose C. De Venecia, Jr.	85	Filipino	Director
Menardo R. Jimenez	89	Filipino	Director
Estelito P. Mendoza	92	Filipino	Director
Alexander J. Poblador	68	Filipino	Director
Thomas A. Tan	68	Filipino	Director
Ramon F. Villavicencio	80	Filipino	Director
Iñigo U. Zobel	65	Filipino	Director
Teresita J. Leonardo-De Castro	73	Filipino	Independent Director
Diosdado M. Peralta	70	Filipino	Independent Director
Reynato S. Puno	81	Filipino	Independent Director
Margarito B. Teves	78	Filipino	Independent Director

Ramon S. Ang is the Vice Chairman since January 28, 1999, President and Chief Operating Officer since March 6, 2002 of the Company. He has been a member of the Board of Directors of the Company for 23 years. On December 2, 2021, the Board of Directors confirmed the change in designation of Mr. Ang from “President and Chief Operating Officer” to “President and Chief Executive Officer” in accordance with the approval of the amended bylaws of the Corporation by the SEC on November 2, 2021. He is also a Member of the Executive Committee of the Company. He also holds, among others, the following positions in other publicly listed companies: President and Chief Executive Officer of Top Frontier Investment Holdings, Inc. and Petron Corporation; President of Ginebra San Miguel, Inc.; Chairman of the Board of Directors of San Miguel Brewery Hong Kong Limited (listed in the Hong Kong Stock Exchange), Petron Malaysia Refining & Marketing Bhd. (a company publicly listed in Malaysia) and Eagle Cement Corporation; and Vice Chairman of the Board, President and Chief Executive Officer of San Miguel Food and Beverage, Inc. He is also the Chairman of the Board of San Miguel Brewery Inc.; Chairman of the Board and Chief Executive Officer, and President and Chief Operating Officer of SMC Global Power Holdings Corp.; Chairman of the Board and President of San Miguel Holdings Corp., San Miguel Equity Investments Inc., San Miguel Properties, Inc., and San Miguel Aerocity Inc.; Chairman of the Board and Chief Executive Officer of SMC Asia Car Distributors Corp.; Chairman of the Board of San Miguel Foods, Inc., San Miguel Yamamura Packaging Corporation, Clariden Holdings, Inc., Anchor Insurance Brokerage Corporation, Philippine Diamond Hotel & Resort, Inc. and SEA Refinery Corporation; President of San Miguel Northern Cement, Inc. and President and Chief Executive Officer of Northern Cement Corporation. He is also the sole director and shareholder of Master Year Limited and the Chairman of the Board of Privado Holdings, Corp. He formerly held the following positions: Chairman of the Board of Liberty Telecoms Holdings, Inc. and Cyber Bay Corporation, President and Chief Operating Officer of PAL Holdings, Inc. and Philippine Airlines, Inc.; Director of Air Philippines Corporation; and Vice Chairman of the Board and Director of Manila Electric Company. Mr. Ang has held directorships in various domestic and international subsidiaries of the Company in the last five years. He has a Bachelor of Science degree in Mechanical Engineering from Far Eastern University. As a director of a number of companies including listed companies, Mr. Ang has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by Center for Global and Best Practices on October 29, 2021.

John Paul L. Ang was elected as a director of the Company on January 21, 2021 and has been a member of the Board of Directors for more than a year. Mr. Ang holds directorships in other listed companies namely, Petron Corporation (since 2021), and Top Frontier Investment Holdings, Inc. (since 2021). He is also the President and Chief Executive Officer of Eagle Cement Corporation since 2008, and Southwestern Cement Corporation since 2017. He is also the Vice Chairman of SMC Global Power Holdings Corp. since 2021. He is also a director of KB Space Holdings, Inc. Mr. Ang graduated with a degree in Bachelor of Arts Major in Interdisciplinary Studies at the Ateneo de Manila University. As a director of a number of companies including listed companies, Mr. Ang has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by Center for Global and Best Practices on August 17, 2021.

Aurora T. Calderon has been a director of the Company since June 10, 2014. She has been a member of the Board of Directors of the Company for 8 years. She is also Senior Vice President and the Senior Executive Assistant to the President and Chief Operating Officer of SMC since January 20, 2011. In line with the change in designation of the office of the “President and Chief Operating Officer” to “President and Chief Executive Officer”, on December 2, 2021 her designation is now Senior Executive Assistant to the President and Chief Executive Officer. She is a member of the Corporate Governance Committee of the Company. She holds the following positions in other publicly listed companies, namely: Director and Treasurer of Top Frontier Investment Holdings, Inc.; and Director of San Miguel Food and Beverage, Inc., Ginebra San Miguel, Inc., Petron Corporation and Petron Malaysia Refining & Marketing Bhd. (a company publicly listed in Malaysia). She is also a member of the Board of Directors of SMC Global Power Holdings Corp., Petron Marketing Corporation, Petron Freeport Corporation, New Ventures Realty Corporation, Las Lucas Construction and Development Corporation, Thai San Miguel Liquor Company Limited, San Miguel Equity Investments Inc., SMC Asia Car Distributors Corp., San Miguel Yamamura Packaging Corp., and San Miguel Aerocity Inc. She was formerly a Director of PAL Holdings, Inc., Philippine Airlines, Inc., Trustmark Holdings Corporation, Zuma Holdings and Management Corporation, Air Philippines Corporation, and Manila Electric Company. A certified public accountant, Ms. Calderon graduated *magna cum laude* from the University of the East with a degree in BS Business Administration, major in Accountancy. In addition, Ms. Calderon holds directorships in various SMC domestic and international subsidiaries. As a director of a number of companies including listed companies, Ms. Calderon has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by SGV & Co. on September 23, 2021.

Joselito D. Campos, Jr. has been a Director since May 31, 2010. He has been a member of the Board of Directors of the Company for 12 years. He is a member of the Related Party Transactions Committee of the Company. He is the Managing Director and Chief Executive Officer of Del Monte Pacific Ltd., President and Chief Executive Officer of Del Monte Philippines, Inc. He is also the Chairman of the Board and Chief Executive Officer of the NutriAsia Group of Companies, Chairman of the Board of Fort Bonifacio Development Corp. and Vice Chairman of the Board of Ayala Greenfield Development Corp. He is also a Director of FieldFresh Foods (P) Ltd. He was the former Chairman of the Board and Chief Executive Officer of United Laboratories, Inc. and its regional subsidiaries and affiliates. He is also the Honorary Consul in the Philippines for the Republic of Seychelles. He is Chairman of the Metropolitan Museum of Manila and a Trustee of the Asia Society in the Philippines, the Philippines-China Business Council, the Philippine Center for Entrepreneurship and a member of the WWF (World Wildlife Fund) for Nature - Philippines. He graduated with a degree in BS Commerce, Major in International Business from the University of Santa Clara, California and a Masters in Business Administration degree from Cornell University, New York. As a director of a number of companies including listed companies, Mr. Campos has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by Center for Global and Best Practices on October 29, 2021.

Jose C. De Venecia, Jr. is a Director of the Company since March 16, 2017. He has been a member of the Board of Directors of the Company for 5 years. He was former Speaker of the House of Representatives (from 1992 to 1998, and from 2001 to 2008). Before joining politics, he was an international entrepreneur, engaged in the business of port operations in Saudi Arabia, agriculture in Africa, mass housing in Iraq and oil exploration in the United Arab Emirates. He has a Bachelor of Arts degree in Journalism from the Ateneo de Manila University. He completed his secondary education at De La Salle College, Manila. As a director of a number of companies including listed companies, Mr. De Venecia has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by ROAM on October 15, 2021.

Menardo R. Jimenez has been a Director of the Company since February 27, 2002 and a Member of the Executive Committee and Corporate Governance Committee of the Company. He has been a member of the Board of Directors of the Company for 20 years. He is also a Director of San Miguel Food and Beverage, Inc., a publicly listed company, and Magnolia, Inc. He is the Chairman of Coffee Bean and Tea Leaf Holdings, Inc., Dasoland Holdings Corporation, Majent Management and Development Corporation, Meedson Properties Corporation, Menarco Holdings, Inc., Next Century Building Systems, Inc. Television International Corporation, and The Table Group, Inc. He is also Chairman Emeritus of Majent Agro Industrial Corporation, and Nuvoland Philippines, Inc. He is also a director of Magnolia, Inc., Cunickel Mining & Industrial Corporation, Dasoland Corporation, Menarco Development Corporation, Menarco Property Development & Management Corporation, Modesto Holdings Philippines, Inc., Unicapital Equities Ventures Inc. He is a graduate of Far Eastern University with a degree of Bachelor of Science in Commerce and is a certified public accountant. As a director of a number of companies including listed companies, Mr. Jimenez has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by SGV & Co. on September 3, 2021.

Estelito P. Mendoza was first elected as a Director of the Company on October 30, 1991 and served until April 21, 1993. He has been a member of the Board of Directors of the Company for a total of 30 years. He was re-elected as Director of the Company on April 21, 1998 up to the present. He is a Member of the Executive Committee and the Audit and Risk Oversight Committee of the Company. He is also a Director of Petron Corporation and Philippine National Bank. He was formerly a director of the Manila Electric Company and Philippine Airlines Inc. Atty. Mendoza, a former Solicitor General, Minister of Justice, Member of the Batasang Pambansa and Governor of the Province of Pampanga, heads the E.P. Mendoza Law Office, and was also formerly Chairman of the Board of Dutch Boy Philippines, Inc. and Alcorn Petroleum and Minerals Corporation, and Director of East-West Bank. He graduated from the University of the Philippines College of Law *cum laude*. He also holds a Master of Laws degree from Harvard Law School. As a director of a number of companies including listed companies, Atty. Mendoza has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by SGV & Co. on September 3, 2021.

Alexander J. Poblador has been a Director of the Company since September 1, 2009 and a Member of the Related Party Transactions Committee of the Company. He has been a member of the Board of Directors of the Company for 13 years. He is the Founding Partner and Chairman of the Executive Committee of Poblador Bautista & Reyes Law Office. Atty. Poblador is a practicing lawyer, specializing in the fields of commercial litigation, international arbitration, real estate finance and project development, bankruptcy and corporate reorganization. He also sits a member of the Board of Directors of Alpha Aviation Group (Phil), Inc., Alsa Industries, Inc. Delfi Foods Inc., Delfi marketing Inc. Xytron International, Inc. and B-Light Universal Trading, Inc. He is a graduate of the University of the Philippines with a degree in Bachelor of Laws *cum laude*, class valedictorian, and Bachelor of Arts in Political Science *cum laude*. He also holds a Master of Laws degree from the University of Michigan, at Ann Arbor, School of Law (De Witt Fellow). As a director of a number of companies including listed companies, Atty. Poblador has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by Center for Global Best Practices on October 29, 2021.

Thomas A. Tan was elected as a Director of the Company on June 14, 2012. He has been a member of the Board of Directors of the Company for 10 years. He is the President and General Manager of SMC Shipping and Lighterage Corporation and its subsidiaries, director of San Miguel Foods, Inc., and President of Saturn Cement Corporation and Sakomoto International Packaging Corp. He obtained a degree in Bachelor of Science, Major in Physics in 1974 from the Ateneo de Manila University and a Masters in Business Management degree from the Asian Institute of Management in 1976. He is likewise a Director of other affiliates of the Company. As a director of a number of companies including listed companies, Mr. Tan has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by Center for Global Best Practices on October 29, 2021.

Ramon F. Villavicencio is a Director of the Company since March 15, 2018. He has been a member of the Board of Directors of the Company for 4 years. Prior to his election as director of the Company, he owns the ICVI Financial Consultancy Services, has ownership interests in JoyToAll Amusement Corporation and is a consultant of Petro Finance Services, Inc. He graduated from De La Salle College with a degree in Bachelor of Science in Commerce and a Masters in Business Administration. As a director of a number of companies including listed companies, Mr. Villavicencio has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by Center for Global Best Practices on October 29, 2021.

Iñigo Zobel has been a Director of the Company since October 2009 and was an Independent Director of the Company from May 5, 1999 until October 2009. He has been a member of the Board of Directors of the Company for 23 years. He is a Member of the Executive Committee of the Company. He holds the position of Chairman of the Board of Top Frontier Investment Holdings Inc., a publicly listed company. He is also the Chairman of the Board and President of Zygnnet Prime Holdings Inc.; Chairman of the Board of IZ Investment Holdings, Inc. and E. Zobel, Inc.; Director of E. Zobel Foundation, Inc. Calatagan Golf Club, Inc., Calatagan Bay Realty, Inc., Hacienda Bigaa, Inc., MERMAC, Inc., among others. He was formerly Chairman (2015-2016), Vice Chairman (since 2016) and President (since 2015) of Manila North Harbour Port, Inc., a Director of PAL Holdings, Inc. and Philippine Airlines, Inc., and President and Chief Operating Officer of Air Philippines Corporation. He was formerly an Independent Director of San Miguel Brewery Inc., San Miguel Pure Foods Company, Inc., San Miguel Properties, Inc., and Ginebra San Miguel, Inc. He attended Santa Barbara College, California, U.S.A. As a director of a number of companies including listed companies, Mr. Zobel has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by Center for Global Best Practices on October 29, 2021.

Teresita J. Leonardo-de Castro was elected as an Independent Director of the Company on August 6, 2020. She has been a member of the Board of Directors of the Company for 2 years. She is also the Chairman of the Related Party Transactions Committee of the Company and a Member of the Audit and Risk Oversight Committee of the Company. She is currently an independent director of Top Frontier Investment Holdings, Inc. since July 9, 2019. She also sits as an independent director of the Philippine Stock Exchange and the Securities Clearing Corporation of the Philippines. She is the President of the UP Sigma Alpha Sorority Alumnae Association, Inc. and Consultant of the Supreme Court Committee on Family Courts and Juvenile Concerns. In 2018, she was the Chief Justice of the Supreme Court until her retirement on October 10, 2018. She joined the Supreme Court as an Associate Justice on December 4, 2007. She was also the Presiding Justice of the Sandiganbayan from 2004 to 2007 and was previously Associate Justice of the Sandiganbayan (1997-2004). She completed her Bachelor of Laws in 1972 and Bachelor of Arts degree in political science *cum laude* in 1968, both from the University of the Philippines. As a director of a number of companies including listed companies, Madame De Castro has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by ROAM on October 15, 2021.

Diosdado M. Peralta was elected as an Independent Director of the Company on June 8, 2021 and was appointed as a member of the Audit and Risk Oversight Committee and Corporate Governance Committee. He has been a member of the Board of Directors of the Company for 1 year. He was the Chief Justice of the Supreme Court from October 23, 2019 until his early retirement on March 27, 2021. He joined the Supreme Court as an Associate Justice in 2011 and was previously Associate Justice of the Sandiganbayan since 2002 prior up to his appointment to the Supreme Court. He was previously a judge at the Regional Trial Court of Quezon City, and prosecutor in the City of Manila and Laoag City, Ilocos Norte. He completed his Bachelor of Laws degree from the University of Santo Tomas in 1979 and his undergraduate degree from Colegio de San Juan de Letran in 1974. He was admitted to the Bar in 1980. As a director of a number of companies including listed companies, Mr. Peralta has attended various trainings and seminars on Corporate Governance, the most recent of which is the training conducted by Center for Global Best Practices on October 29, 2021.

Reynato S. Puno was elected to the Board as an Independent Director of the Company on January 20, 2011 and is the Chairman of the Corporate Governance Committee and a Member of the Audit and Risk Oversight Committee of the Company. He has been a member of the Board of Directors of the Company for 11 years. He is also an independent director of San Miguel Brewery Inc., San Miguel Brewery Hong Kong Ltd. (a company publicly listed in the Hong Kong Stock Exchange) and Union Bank of the Philippines, Inc., and a member of the Board of Commissioners of PT Delta Djakarta Tbk (a company listed in the Indonesia Stock Exchange). He is also the Chairman of the Environmental Heroes Foundation and World Vision; Vice Chairman of the Board of the GMA Kapuso Foundation; and Director of The New Standard newspaper. He was the Chief Justice of the Supreme Court from December 6, 2006 until his retirement on May 17, 2010. He joined the Supreme Court as an Associate Justice on June 1993 and was previously Associate Justice of the Court of Appeals (1980, 1986 to 1993), Appellate Justice of the Intermediate Appellate Court (1983), Assistant Solicitor General (1974-1982) and City Judge of Quezon City (1972-1974). He also served as Deputy Minister of Justice from 1984-1986. He completed his Bachelor of Laws from the University of the Philippines in 1962, and has a Master of Laws degree from the University of California in Berkeley (1968) and a Master in Comparative Law degree from the Southern Methodist University, Dallas, Texas (1967). As a director of a number of companies including listed companies, Mr. Puno has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by Center for Global Best Practices on October 29, 2021.

Margarito B. Teves was elected as an Independent Director of the Company on June 14, 2012 and is the Chairman of the Audit and Risk Oversight Committee and a Member of the Corporate Governance Committee and Related Party Transactions Committee of the Company. He has been a member of the Board of Directors of the Company for 10 years. He is also an Independent Director of Petron Corporation, a publicly listed company, SMC Tollways Corporation (*formerly*, Atlantic Aurum Investments Philippine Corporation), AB Capital Investment Corp., Alphaland Corporation, Alphaland Balesin Island Club, Inc., Alphaland Marina Club, Inc., The City Club at Alphaland Makati Place, Inc., and Atok-Big Wedge Corporation. He is also the Managing Director of The Wallace Business Forum and Chairman of the Board of Think Tank Inc. and a director of Pampanga Sugar Development Co. He was Secretary of the Department of Finance of the Philippine government from 2005 to 2010, and was previously President and Chief Executive Officer of the Land Bank of the Philippines from 2000 to 2005, among others. He holds a Master of Arts in Development Economics from the Center for Development Economics, Williams College, Massachusetts and is a graduate of the City of London College, with a degree of Higher National Diploma in Business Studies which is equivalent to a Bachelor of Science in Business Economics. As a director of a number of companies including listed companies, Atty. Poblador has attended various trainings and seminars on Corporate Governance in the past five years, the most recent of which is the training conducted by SGV & Co. on September 23, 2021.

Officers

Name	Age	Citizenship	Position
Ferdinand K. Constantino	70	Filipino	Chief Finance Officer and Treasurer
Virgilio S. Jacinto	65	Filipino	Senior Vice President – General Counsel, Compliance Officer and Corporate Secretary
Joseph N. Pineda	59	Filipino	Senior Vice President – Deputy Chief Finance Officer and Head of Treasury
Aurora T. Calderon	67	Filipino	Senior Vice President – Senior Executive Assistant to the Office of the President and Chief Operating Officer
Lorenzo G. Formoso III	60	Filipino	Senior Vice President – Head of SMC Infrastructure Business

Ferdinand K. Constantino was a Director of the Company from May 31, 2010 to February 28, 2018. He is the Chief Finance Officer and Treasurer of the Company. He is also a Director of Petron Malaysia Refining & Marketing Bhd. (a company publicly listed in Malaysia), President of Anchor Insurance Brokerage Corporation; Director of San Miguel Brewery Inc., San Miguel Yamamura Packaging Corporation, San Miguel Foods International Limited (*formerly, San Miguel Pure Foods International Limited*), SMC Skyway Corporation (*formerly, Citra Metro Manila Tollways Corporation*), San Miguel Aerocity Inc. and Northern Cement Corporation; and Chairman of the San Miguel Foundation, Inc. Mr. Constantino is also a member of the board of directors of The Philippine Stock Exchange, Inc. He was formerly a Director of PAL Holdings, Inc., and Philippine Airlines, Inc. Mr. Constantino previously served San Miguel Corporation as Chief Finance Officer of the San Miguel Beer Division (1999-2005) and as Chief Finance Officer and Treasurer of San Miguel Brewery Inc. (2007-2009); Director of San Miguel Pure Foods Company, Inc. (2008-2009); Director of San Miguel Properties, Inc. (2001-2009); Chief Finance Officer of Manila Electric Company (2009); Director of Top Frontier Investment Holdings, Inc. (2010-2021); Director (2010-2021), Treasurer (2010-2011), and Vice Chairman (2011-2021) of SMC Global Power Holdings Corp.; and Director and Chief Finance Officer of San Miguel Northern Cement, Inc. (2017-2021).. He has held directorships in various domestic and international subsidiaries of the Company during the last five years. He holds a degree in AB Economics from the University of the Philippines and completed academic requirements for an MA Economics degree.

Virgilio S. Jacinto is the Corporate Secretary, Senior Vice-President and General Counsel, and Compliance Officer of SMC (since October 2010). He is also the Corporate Secretary and Compliance Officer of Top Frontier Investment Holdings, Inc. and Corporate Secretary of Ginebra San Miguel, Inc. and other subsidiaries and affiliates of SMC. He is a Director of Petron Corporation. He was formerly the Vice President and First Deputy General Counsel from 2006 to 2010 and appointed as SMC General Counsel in 2010. He was Director and Corporate Secretary of United Coconut Planters Bank, Partner at Villareal Law Offices and Associate at SyCip, Salazar, Feliciano & Hernandez Law Office. Atty. Jacinto is an Associate Professor at the University of the Philippines, College of Law. He obtained his law degree from the University of the Philippines *cum laude* where he was the class salutatorian and placed sixth in the 1981 bar examinations. He holds a Master of Laws degree from Harvard Law School. He holds various directorships in various local and offshore subsidiaries of SMC.

Joseph N. Pineda is the Senior Vice President and Deputy Chief Finance Officer. Effective June 1, 2021, he was also appointed Head of Treasury of SMC. He was formerly Vice President prior to his promotion on July 27, 2010 and has been the Deputy Chief Finance Officer since December 2005. He was previously Special Projects Head of SMC since January 2005. Mr. Pineda has a degree of Bachelor of Arts in Economics from San Beda College and obtained units towards a Masters in Business Administration degree from De La Salle University. In addition, Mr. Pineda holds directorships in various SMC domestic and international subsidiaries.

Lorenzo G. Formoso III is the Senior Vice President and Head of SMC Infrastructure Business. Atty. Formoso holds various directorships in various local and offshore subsidiaries of SMC. Previously, he was a consultant of the Company for Infrastructure and Transportation from July 2009 to August 2010. He was previously Assistant Secretary of the Department of Transportation and Communication of the Philippine Government from September 2006 to June 2009 and Deputy Commissioner of the Commission on Information and Communications Technology. He obtained his Juris Doctor degree from University of California, Davis School of Law and a degree in Bachelor of Arts in Philosophy from the University of the Philippines. Atty. Formoso is a director in various SMC subsidiaries.

Term of Office

Pursuant to the Company's By-laws, the directors are elected at each annual stockholders meeting by stockholders entitled to vote. Each director holds office until the next annual election and his successor is duly elected, unless he resigns, dies or is removed prior to such election.

The nominees for election to the Board of Directors on June 14, 2022 are as follows:

1. Ramon S. Ang
2. John Paul L. Ang
3. Aurora T. Calderon
4. Joselito D. Campos, Jr.
5. Jose C. de Venecia, Jr.
6. Menardo R. Jimenez
7. Estelito P. Mendoza
8. Alexander J. Poblador
9. Thomas A. Tan
10. Ramon F. Villavicencio
11. Iñigo Zobel
12. Teresita J. Leonardo-De Castro – Independent Director
13. Diosdado M. Peralta – Independent Director
14. Reynato S. Puno – Independent Director
15. Margarito B. Teves – Independent Director

Independent Directors

The incumbent independent directors of the Company are as follows:

1. Teresita J. Leonardo-De Castro
2. Diosdado M. Peralta
3. Reynato S. Puno – Lead Independent Director
4. Margarito B. Teves

The incumbent directors have certified that they possess all the qualifications and none of the disqualifications provided for in the SRC. The Certifications of the incumbent directors are attached hereto as **Annexes "A-1", "A-2", "A-3" and "A-4"**.

The nominees for election as independent directors of the Board of Directors on June 14, 2022 are as follows:

Nominee for Independent Director (a)	Person/Group recommending nomination (b)	Relation of (a) and (b)
Teresita J. Leonardo-De Castro	Ramon S. Ang	None
Diosdado M. Peralta	Ramon S. Ang	None
Reynato S. Puno	Ramon S. Ang	None
Margarito B. Teves	Ramon S. Ang	None

In approving the nominations for independent directors, the Corporate Governance Committee took into consideration the guidelines and procedures on the nomination of independent directors prescribed in Securities Regulation Code (“SRC”) Rule 38 and the Manual for Corporate Governance of the Company.

The nominations for the election of all directors by the stockholders shall be submitted in writing to the Board of Directors through the Corporate Secretary on or before such date that the Board of Directors may fix, provided that such date shall be prior to the stockholders’ meeting.

The nominations were forwarded to the Corporate Governance Committee which determined the qualifications of the nominees and prepared a final list of nominees eligible for election. No other nominations are entertained after the final list of candidates is prepared.

Under Section 2, Article III of the Company's By-laws, (i) any stockholder having at least five thousand (5,000) shares registered in his name may be elected Director, and (ii) a person engaged in any business which competes with or is antagonistic to that of the Company as defined in Section 2, Article III of the Company's By-laws is not qualified or eligible for nomination or election to the Board of Directors.

All the nominees for election to the Board of Directors satisfy the mandatory requirements specified under the provisions of Section 2, Article III of the Company’s By-laws.

Re-election of Independent Directors

Under Section 2.2.1.6.2 of the Manuals on Corporate Governance, the Board's Independent Directors shall serve for a maximum cumulative term of nine (9) years. In the event that the Corporation needs to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justifications and seek shareholders' approval during the annual shareholders' meeting. Messrs. Reynato S. Puno and Margarito B. Teves have been serving the Company as independent director for more than nine (9) years. The Company’s Corporate Governance Committee evaluated their independence and determined that they possess all the qualifications and none of the disqualifications to act as independent director of the Company, in accordance with Section 2.2.1.6.1 of the SMC Manual on Corporate Governance (as amended) which adopted Recommendation 5.2 of the Code of Corporate Governance for Publicly Listed Companies (SEC Memorandum Circular No. 19, Series of 2016.)

The Board of Directors of the Company, during the meeting held on April 15, 2021, approved and endorsed for the vote of the stockholders of the Company the re-election of Messrs. Reynato S. Puno and Margarito B. Teves as independent directors of the Company, finding meritorious reasons for such re-election, in compliance with Section 2.2.1.6.1¹⁸ of the SMC Manual on Corporate Governance. The Board of Directors expressed full confidence that Messrs. Puno and Teves will continue acting as independent directors with the same zeal, diligence and vigor as when they were first elected. During the annual meeting of the stockholders of the Company on June 8, 2021, the re-election of Messrs. Reynato S. Puno and Margarito B. Teves as independent directors of the Company was approved by the majority of the stockholders of the Company.

Significant Employees

The Company has no employee who is not an executive officer but who is expected to make a significant contribution to the business.

¹⁸ Section 2.2.1.6.2 of the SMC Manual on Corporate Governance provides that: “The Board's Independent Directors shall serve for a maximum cumulative term of nine (9) years. Upon reaching this limit, an Independent Director should be perpetually barred from re-election as such in the Corporation, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Corporation needs to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justifications and seek shareholders' approval during the annual shareholders' meeting.”

Family Relationships

Mr. John Paul L. Ang, a director of the Company, is the son of the President and Chief Operating Officer, Mr. Ramon S. Ang. Other than that, there are no other family relationships up to the fourth civil degree either by consanguinity or affinity among the Company's directors, executive officers or persons nominated or chosen by the Company to become its directors or executive officers.

Certain Relationships and Related Transactions

There were no transactions with directors, officers or any principal stockholders (owning at least 10% of the total outstanding shares of the Company) which are not in the Company's ordinary course of business.

Involvement in Certain Legal Proceedings

None of the directors, nominees for election as director, executive officers or control persons of SMC have been the subject of any (a) bankruptcy petition, (b) conviction by final judgment in a criminal proceeding, domestic or foreign, (c) order, judgment or decree of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities, which is not subsequently reversed, suspended or vacated, or (d) judgment of violation of a securities or commodities law or regulation by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, which has not been reversed, suspended or vacated, for the past five (5) years up to the latest date that is material to the evaluation of his ability or integrity to hold the relevant position in SMC.

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The aggregate compensation paid or incurred during the last two (2) fiscal years and estimated to be paid in the ensuing fiscal year to the Chief Executive Officer and four (4) senior executive officers of the Company are as follows:

NAME	YEAR	SALARY	BONUS	OTHERS	TOTAL
Total Compensation of the Chief Executive Officer and Senior Executive Officers ¹⁹	2022 (estimated)	₱174.3 Million	₱42.9 Million	₱15.6 Million	₱232.8 Million
	2021	₱171.7 Million	₱21.6 Million	₱30.8 Million	₱224.1 Million
	2020	₱182.4 Million	₱15.6 Million	₱37.6 Million	₱235.6 Million
All other officers and directors as a group unnamed	2022 (estimated)	₱233.5 Million	₱55.2 Million	₱60.0 Million	₱338.7 Million
	2021	₱232.9 Million	₱35.7 Million	₱64.6 Million	₱333.2 Million
	2020	₱257.8 Million	₱33.9 Million	₱66.3 Million	₱358.0 Million
Total	2022 (estimated)	₱397.8 Million	₱98.1 Million	₱75.6 Million	₱571.5 Million
	2021	₱404.6 Million	₱57.3 Million	₱95.4 Million	₱557.3 Million
	2020	₱440.2 Million	₱49.5 Million	₱103.9 Million	₱593.6 Million

Section 10 of the Amended By-laws of the Company provides that the Board of Directors shall receive as compensation no more than 2% of the profits obtained during the year after deducting therefrom general expenses, remuneration to officers and employees, depreciation on buildings, machineries, transportation units, furniture and other properties. Such compensation shall be apportioned among the directors in such manner as the Board deems proper. The Company

¹⁹ The Chief Executive Officer and senior executive officers of the Company for 2022 and 2021 are Ramon S. Ang, Ferdinand K. Constantino, Aurora T. Calderon, Virgilio S. Jacinto and Joseph N. Pineda. For 2020, they are Eduardo M. Cojuangco, Jr., Ramon S. Ang, Ferdinand K. Constantino, Aurora T. Calderon, and Virgilio S. Jacinto.

provides each director with reasonable per diem of ₱50,000 and ₱20,000 for each Board and Committee meeting attended, respectively. In 2021 and 2020, the members of the Board of Directors of the Company were paid an aggregate amount of ₱72,39 million.

The following are the directors fee received by the directors, and the respective per diems for 2021 received for their attendance in Board and Committee meetings:

<u>Name of Director</u>	<u>Per Diems</u>	<u>Directors Fees</u>	<u>Total</u>
1. Ramon S. Ang	₱470,000.00	₱4,826,031.70	₱5,296,031.70
2. Leo S. Alvez	₱290,000.00	₱1,608,677.23	₱2,008,667.23
3. John Paul L. Ang	₱400,000.00	₱4,826,031.70	₱5,376,031.70
4. Aurora T. Calderon	₱550,000.00	₱4,826,031.70	₱5,116,031.70
5. Joselito D. Campos, Jr.	₱490,000.00	₱4,826,031.70	₱5,316,031.70
6. Teresita L. De Castro	₱510,000.00	₱3,619,523.70	₱4,129,523.70
7. Jose C. de Venecia, Jr.	₱470,000.00	₱4,826,031.70	₱5,296,031.70
8. Menardo R. Jimenez	₱550,000.00	₱4,826,031.70	₱5,396,031.70
9. Estelito P. Mendoza	₱480,000.00	₱4,826,031.70	₱5,306,031.70
10. Diosdado M. Peralta	₱280,000.00	-	₱280,000.00
11. Alexander J. Poblador	₱490,000.00	₱4,826,031.70	₱5,316,031.70
12. Reynato S. Puno	₱650,000.00	₱4,826,031.70	₱5,476,031.70
13. Thomas A. Tan	₱470,000.00	₱4,826,031.70	₱5,296,031.70
14. Margarito B. Teves	₱650,000.00	₱4,826,031.70	₱5,476,031.70
15. Ramon F. Villavicencio	₱470,000.00	₱4,826,031.70	₱5,296,031.70
16. Inigo Zobel	₱470,000.00	₱4,826,031.70	₱5,296,031.70
TOTAL	₱7,690,000.00	₱67,966,613.11	₱75,656,613.11

The Long-Term Incentive Plan for Stock Options (“LTIP”) of the Company grants stock options to eligible senior and key management officers of the Company as determined by the Committee administering the said Plan. Its purpose is to further and promote the interests of the Company and its shareholders by enabling the Company to attract, retain and motivate senior and key management officers, and to align the interests of such officers and the Company’s shareholders.

On March 1, 2007, the Company approved the grant of options to 822 executives consisting of 18.31 million shares. On June 25, 2009 and June 26, 2008, the Company approved the grant of options to 755 executives consisting of 5.777 million shares and to 742 executives consisting of 7.46 million shares, respectively.

As of March 31, 2022, there are no more outstanding options under the LTIP held by the President and Chief Executive Officer and Senior Executive Officers of the Company, and officers and middle managers as a group. There are no more outstanding, exercised and cancelled options to date.

There were no employment contracts between the Company and a named executive officer. There were neither compensatory plans nor arrangements with respect to a named executive officer.

ACTION WITH RESPECT TO REPORTS

The approval of the following will be considered and acted upon at the meeting:

1. Management Report of the Company for the year ended December 31, 2021;
2. Minutes of the 2021 Annual Stockholders’ Meeting with the following items:

- (a) Certification of Notice and Quorum
 - (b) Approval of the Minutes of the Regular Stockholders' Meeting held on June 8, 2021
 - (c) Presentation of the Annual Report
 - (d) Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
 - (e) Approval of Directors' Fees for 2021
 - (f) Appointment of External Auditors
 - (g) Election of the Board of Directors
 - (h) Other Matters
 - (i) Adjournment
3. Ratification of all the acts of the Board of Directors and Officers since the 2021 Annual Stockholders' Meeting which include:
- a) shelf registration of Php60 billion fixed rate, peso-denominated bonds, to be issued for a period of 3 years, and the initial offering of Php25 billion fixed rate, peso-denominated bonds, with an oversubscription option of Php5 billion.
 - b) redemption of Series "2" Preferred Shares –Subseries C and Subseries E at a redemption price of Php75.00 per share plus any accumulated and unpaid cash dividends;
 - c) extension of the period to utilize the proceeds from the public offering for the issuance of Series 2-J and 2-K preferred shares to December 31, 2022
 - d) confirmation of the change in the designation of Mr. Ramon S. Ang from "President and Chief Operating Officer" to "President and Chief Executive Officer"
 - e) declaration of cash dividends for the common and preferred shares;
 - f) appointment of corporate officers; and
 - g) approval of signing authorities and limits.
4. Approval of Directors' Fees for 2021
5. Appointment of External Auditors
6. Election of the Board of Directors

Copies of the Minutes of the 2021 Annual Stockholders' Meeting and resolutions of the Board of Directors since the date of the 2020 Annual Stockholders' Meeting will be available for viewing and examination at <https://www.sanmiguel.com.ph/ASM2022>. A copy of the Minutes of the 2021 Annual Stockholders' Meeting is also attached hereto as **Annex "D"**. The Minutes, among others, contain the following information:

- 1. Voting and vote tabulation procedures used in the 2021 meeting (page 1);
- 2. A list of the directors or trustees, officers and stockholders or members who attended the meeting (page 1);
- 3. The questions and answers discussed during the open forum (pages 5 and 6);
- 2. The matters discussed and resolutions reached (pages 2 to 9); and
- 3. A record of the voting results for each agenda item (pages 10 to 11)

DIRECTORS FEES FOR 2021

The grant and the amount of compensation of the members of the Board of Directors require the approval of at least a majority of the outstanding capital stock of the Company, as provided by Section 29 of the RCCP. Further, the same provision limits the annual compensation to not more than 10% of the net income before tax of the corporation during the preceding year. Directors are also not to participate in the determination of their own per diems or compensation.

Article III, Section 10 of the Amended By-laws of the Company provides that the Board of Directors shall receive no more than two percent (2%) of the profits obtained during the year net of general expenses, remuneration to officers and employees, depreciation on buildings, machineries, transportation units, furniture and other properties.

In compliance with the foregoing, the Corporate Governance Committee of the Company, in accordance with the proposal of Management endorsed for approval by the Board the payment of directors' fees for 2021, which shall be paid after the approval by the stockholders of the Company. The said amount does not exceed 2% of the consolidated net income of the Company for 2021 which is ₱48.16 billion.

VOTING PROCEDURES

For the election of directors, the 15 nominees with the greatest number of votes will be elected as directors.

Shareholders vote by ballot, and approved by the majority of the shareholders present or represented at the meeting as the method of voting for any or all of the proposals or matters submitted to a vote at the meeting.

In all proposals or matters for approval except for election of directors, each share of stock entitles its registered owner (who is entitled to vote on such particular matter) to one vote. In case of election of directors, cumulative voting as set out in page 4 of this Information Statement shall be adopted. Counting of the votes will be done by the Corporate Secretary or Assistant Corporate Secretaries with the assistance of the independent auditors and the stock transfer agent of the Company.

FINANCIAL AND OTHER INFORMATION

Brief Description of the General Nature and Business of the Company

San Miguel Corporation ("SMC", or the "Parent Company"), together with its subsidiaries (collectively referred to as the "Group"), is one of the largest and most diversified conglomerates in the Philippines by revenues and total assets, with sales equivalent to approximately 4.9% of the Philippine gross domestic product in 2021.

Originally founded in 1890 as a single product brewery in the Philippines, SMC today owns market-leading businesses and investments in various sectors, including food and beverage, packaging, energy, fuel and oil, infrastructure, cement, property and banking services. SMC owns a portfolio of companies that is tightly interwoven into the economic fabric of the Philippines, benefiting from and contributing to, the development and economic progress of the country. The common shares of SMC were listed on November 5, 1948 at the Manila Stock Exchange, now The Philippine Stock Exchange, Inc. ("PSE").

Since adopting its business diversification program in 2007, SMC has channeled its resources into what it believes are attractive growth sectors, which are aligned with the development and growth of the Philippine economy. SMC believes that continuing this strategy and pursuing growth plans within each business will achieve a more diverse mix of sales and

operating income, and better position for SMC to access capital, present different growth opportunities, and mitigate the impact of downturns and business cycles.

SMC, through its subsidiaries and affiliates, is the market leader in its businesses with 45,614 regular employees and more than 100 production facilities in the Asia-Pacific region as of December 31, 2021. SMC products include beer, spirits, non-alcoholic beverages (“NAB”), poultry, animal feeds, flour, fresh and processed meats, dairy products, coffee, various packaging products, a full range of refined petroleum products and cement, most of which are market leaders in their respective markets. In addition, SMC contributes to the growth of downstream industries and sustains a network of hundreds of third-party suppliers. Through the partnerships it has forged with major international companies, the Group has gained access to the latest technologies and expertise, thereby enhancing its status as a world-class organization.

SMC has strategic partnerships with international companies, among them are Kirin Holdings Company, Limited (“Kirin”) for beer, Hormel Foods International Corporation (“Hormel”) for processed meats, Nihon Yamamura Glass Company, Ltd. (“NYG”), Fuso Machine & Mold Mfg. Co. Ltd. (“Fuso”) and Can Pack S.A. (“Can Pack”) for packaging products, and Korea Water Resources Corporation (“K-Water”) for its power business.

Major developments in the Group are discussed in the Management’s Discussion and Analyses of Financial Position and Financial Performance, attached hereto as **Annex “C”**, and in Note 5, Investments in Subsidiaries, and Note 11, Investments and Advances, of the Audited Consolidated Financial Statements attached hereto as **Annex “B”**.

Businesses

Food and Beverage

San Miguel Food and Beverage, Inc. (“SMFB”) is a leading food and beverage company in the Philippines. The brands under which SMFB produce, market, and sell its products are among the most recognizable and top-of-mind brands in the industry and hold market-leading positions in their respective categories. Key brands in the SMFB portfolio include *San Miguel Pale Pilsen*, *San Mig Light* and *Red Horse* for beer, *Ginebra San Miguel* for gin, *Magnolia* for chicken, ice cream and dairy products, *Monterey* for fresh and marinated meats, *Purefoods* and *Purefoods Tender Juicy*, for refrigerated prepared and processed meats and canned meats, *Star* and *Dari Crème* for margarine and *B-Meg* for animal feeds.

SMFB has three primary operating divisions - (i) beer and NAB, (ii) spirits, and (iii) food. The Beer and NAB Division and the Spirits Division comprise the beverage business (the “Beverage business”). SMFB operates its Beverage business through San Miguel Brewery Inc. and its subsidiaries (“SMB” or the “Beer and NAB Division”), and Ginebra San Miguel Inc. and its subsidiaries (“GSMI” or the “Spirits Division”). The Food business (the “Food Division”) is managed through a number of other subsidiaries, including San Miguel Foods, Inc. (“SMFI”), Magnolia Inc., (“Magnolia”) and The Purefoods-Hormel Company, Inc. (“Purefoods-Hormel”). SMFB serves the Philippine archipelago through an extensive distribution and dealer network and exports its products to almost 70 countries and territories across the globe.

Beer and NAB Division

The Beer and NAB Division is the largest producer of beer in terms of both sales and volume in the Philippines, offering a wide array of beer products across various segments and markets. Top beer brands in the Philippines include *San Miguel Pale Pilsen*, *Red Horse*, *San Mig Light*, and *Gold Eagle*. Its flagship brand, *San Miguel Pale Pilsen*, has a history of over 130 years which was first produced by *La Fabrica de Cerveza de San Miguel*. The Beer and NAB Division also produces NAB such as ready-to-drink tea, ready-to-drink juice, water and carbonates.

SMB markets its beer products under the following brands: *San Miguel Pale Pilsen*, which is SMB's flagship brand, *Red Horse*, *Red Horse Super*, *San Mig Light*, *San Miguel Flavored Beer*, *San Miguel Super Dry*, *San Miguel Premium All-Malt*, *Cerveza Negra*, *San Mig Zero*, *San Mig Free* and *Gold Eagle*. SMB also exclusively distributes *Kirin Ichiban* in the Philippines.

SMB's NAB business portfolio includes *Magnolia Healthtea* (ready-to-drink tea), *Magnolia Fruit Drink* (ready-to-drink juice), as well as *Cali*, a sparkling malt-based non-alcoholic drink.

San Miguel Brewing International Limited and its subsidiaries ("SMBIL") also offer the *San Miguel Pale Pilsen*, *San Mig Light*, *Red Horse*, *San Miguel Cerveza Negra* and *San Miguel Cerveza Blanca* brands in managed countries, which are also available in more than seventy (70) markets worldwide. In addition to the San Miguel brands, SMBIL's portfolio also includes locally available brands: *Valor* and *Blue Ice* (Hong Kong), *Dragon* (South China), *WIN Bia* (Vietnam) and *Anker* and *Kuda Putih* (Indonesia).

Spirits Division

The Spirits Division is a leading spirits producer in the Philippines and the largest gin producer internationally by volume. It is the market leader in gin and Chinese wine in the Philippines. GSMI produces some of the most recognizable spirits in the Philippine market, including gin, Chinese wine, brandy, vodka, rum and other spirits. Ginebra traces its roots to a family-owned Spanish era distillery that introduced the *Ginebra San Miguel* brand in 1834. The distillery was then acquired by La Tondeña Incorporada in 1924, and thereafter by SMC in 1987 to form La Tondeña Distillers, Inc. In 2003, it was renamed to Ginebra San Miguel Inc. in honor of the pioneering gin brand.

GSMI has a diverse product portfolio that caters to the varied preference of the local market. Core brands *Ginebra San Miguel* and *Vino Kulafu*, the leading brands in the gin and Chinese wine categories, accounted for 96% of GSMI's total revenues. The other products that complete the liquor business of GSMI comprise about 4% of its total revenues. These products are available nationwide while some are exclusively exported to select countries.

GSMI products are exported to markets with high concentration of Filipino communities such as the United Arab Emirates, Taiwan and Hong Kong, Canada and the United States as well as in Vietnam, Korea and India. It also produces certain brands that are for export only, which includes *Ginebra San Miguel Premium Gin Black* and *Tondeña Manila Rum*. In addition, distilled spirits are produced and sold in Thailand through GSMI's joint venture with Thai Life Group of Companies via Thai Ginebra Trading Company Limited.

With the onset of the COVID-19 pandemic in early March 2020, GSMI pivoted its production facilities to produce ethyl alcohol and donated over 1.3 million liters around the country. In the third quarter of 2020, GSMI commercially launched *San Miguel Ethyl Alcohol* to supply disinfectant alcohol in the local market as well as help stabilize the price.

Food Division

The Food Division holds market-leading positions in many key food product categories in the Philippines and offers a broad range of high-quality food products and services to household, institutional and food service customers. The Food Division has some of the most recognizable brands in the Philippine food industry, including *Magnolia* for chicken, ice cream and dairy products, *Monterey* for fresh and marinated meats, *Purefoods Tender Juicy* for hotdogs, *Purefoods* for other refrigerated processed meats, ready-to-eat cooked meats, canned meats and seafood lines, *Veega* for plant-based protein food products, *Star* and *Dari Crème* for margarine, *San Mig Coffee* for coffee, and *B-Meg* for animal feeds.

The Food Division has a diversified product portfolio that ranges from branded value-added refrigerated meats and canned meats, ready-to-eat cooked meals, seafood, plant-based protein, butter, margarine, cheese, milk, ice cream, jelly-based snacks and desserts, specialty oils, salad aids, flour mixes, and coffee and coffee-related products (collectively “Prepared and Packaged Food”) to integrated feeds (“Animal Nutrition and Health”) to poultry and fresh meats (“Protein”) as well as flour milling, grain terminal handling, foodservice, franchising, and international operations (“Others”).

The key operating segments, products, brands and services for each of the primary businesses of the Food Division are as follows:

- a) ***Prepared and Packaged Food*** – The major operating subsidiaries for the Prepared and Packaged Food segment are Purefoods-Hormel, Magnolia and San Miguel Super Coffeemix Co., Inc. (“SMSCCI”) producing value-added refrigerated and canned meats, dairy, spreads and oils, and coffee. Purefoods-Hormel is a 60:40 joint venture with Hormel Netherlands, B.V., which was entered into in 1998 that produces and markets value-added refrigerated processed meats and canned meat products. The joint venture agreement, which was entered into in 1998 sets out the parties’ agreement as shareholders of Purefoods-Hormel, including, among others, provisions on technical assistance and sharing of know-how, the use of trademarks, fundamental matters requiring shareholder or Board approval, exclusivity covenants, and restrictions on the transfer of Purefoods-Hormel shares.

Value-added refrigerated meats include hotdogs, nuggets, bacon, hams, ready-to-heat meal, seafood lines and meat free products, which are sold under the brand names *Purefoods*, *Purefoods Tender Juicy*, *Star*, *Higante*, *Purefoods Beefies*, *Vida*, *Purefoods Nuggets* and *Veega*. Canned meats, such as corned beef, luncheon meats, sausages, sauces, meat spreads, ready-to-eat viands and tuna, are sold under the *Purefoods*, *Star*, *Ulam King* and *Delmar* brands.

The dairy and spreads business, primarily operated through Magnolia, manufactures and markets a variety of bread spreads, milk, ice cream, salad aids and flour mixes. Magnolia rationalized its jelly-based snacks, biscuits, and cooking oil product lines during the year as it streamlined its product portfolio. Bread spreads include butter, refrigerated and non-refrigerated margarine and cheese sold primarily under the *Magnolia*, *Dari Crème*, *Star*, and *Cheezee* brands. Dairy products include ready-to-drink milk, ice cream and all-purpose cream under the *Magnolia* brand. Flour mixes and salad aids like mayonnaise and dressings, are under the *Magnolia* brand. The margarine brands, *Star* and *Dari Crème*, established in 1931 and 1959 respectively, were acquired in the 1990s. Magnolia also marketed jelly-based snacks under the JellYace brand, until said trademark and other trademarks used in the jelly-based snacks business were divested in May 2021. Moreover, Magnolia manufactured and sold biscuits under the La Pacita brand until it ceased operations in October 2021.

The coffee business under SMSCCI is a 70:30 joint venture between SMFB and a Singaporean partner, Jacobs Douwe Egberts RTL SCC SG Pte. Ltd., formerly Super Coffee Corporation Pte. Ltd. SMSCCI imports, packages, markets, and distributes coffee mixes and coffee-related products in the Philippines.

- b) ***Animal Nutrition and Health*** - The Animal Nutrition and Health segment produces integrated feeds and veterinary medicines. The operating subsidiary for the Animal Nutrition and Health segment is SMFI. Commercial feed products include hog feeds, layer feeds, broiler feeds, gamefowl feeds, aquatic feeds, branded feed concentrates, and specialty and customized feeds. These feeds are sold and marketed under various brands such as *B-Meg*, *B-Meg Premium*, *Integra*, *Expert*, *Dynamix*, *Essential*, *Pureblend*, *Bonanza* and *Jumbo*. SMFI likewise produces and sells dog food under the *Nutri Chunks* brand.

- c) **Protein** - SMFI is also the operating subsidiary for the business' Protein segment, which sells poultry and fresh meats products. The poultry business operates a vertically-integrated production process that spans from breeding broilers to producing and marketing chicken products, primarily for retail. Its broad range of chicken products is sold under the *Magnolia* brand, which includes fresh-chilled or frozen whole and cut-up products. A wide variety of fresh and easy-to-cook products are sold through *Magnolia Chicken Stations*. The poultry business also sells customized products to foodservice and export clients, supplies supermarket house brands, serves chicken products to wet markets through distributors, and sells live chickens to dealers.

The fresh meats business breeds, grows and processes hogs and trades beef and pork products. Its operations include slaughtering live hogs and processing beef and pork carcasses into primal and sub-primal meat cuts. These specialty cuts and marinated products are sold in neighborhood meat shops under the well-recognized *Monterey* brand name.

- d) **Others** - Flour milling, the manufacture and marketing of premixes and baking ingredients, foodservice, franchising and international operations are categorized under Others. The bulk of this segment is accounted for by the flour milling business and grain terminal operation.

The flour milling segment operates under San Miguel Mills, Inc. ("SMMI"). SMMI owns Golden Bay Grain Terminal Corporation, which provides grain terminal, warehousing services, and grain handling services (e.g. unloading, storage, bagging, and outloading) to clients, and Golden Avenue Corp., which holds investment in real property.

The flour milling segment offers a variety of flour products that includes bread flour, noodle flour, biscuit and cracker flour, all-purpose flour, cake flour, whole wheat flour, customized flour, and flour premixes, such as *pancake* mix, *cake* mix, *brownie* mix, *pan de sal* mix, and *puto* (or rice cake) mix. The business pioneered the development of customized flours for specific applications, such as noodles and *pan de sal*, a soft bread commonly eaten in the Philippines for breakfast. Flour products are sold under brand names which enjoy strong brand loyalty among its institutional clients and other intermediaries, such as bakeries and biscuit manufacturers.

The international operations of the Food Division are located in Vietnam and Indonesia. San Miguel Foods Investment (BVI) Limited, which operates San Miguel Pure Foods (Vn) Co., Ltd. ("SMPFVN") in Vietnam, is a wholly-owned subsidiary of San Miguel Foods International, Limited. It is in the business of production and marketing of processed meats which are sold under the *Le Gourmet* brand. PT San Miguel Foods Indonesia is a 75:25 joint venture with PT Hero Intiputra of Indonesia. It was likewise engaged in the production and sale of processed meats, which it sold under the Farmhouse and Vida brands, until it ceased operations on October 31, 2021.

The foodservice segment of the Food Division is handled by Great Food Solutions ("GFS"), a group under SMFI. GFS, which services institutional accounts such as hotels, restaurants, bakeshops, fast food, and pizza chains, was established in 2002 and is one of the largest foodservice providers in the Philippines. It markets and distributes foodservice formats of the value-added meats, fresh meats, poultry, dairy, oil, flour and coffee businesses. In turn, GFS receives a development fee from these businesses for selling their products to foodservice institutional clients.

The Food Division ventured into the franchising business to serve as contact points with consumers, a trial venue for new product ideas and a channel to introduce product applications for its products. The franchising business, also a group under SMFI, followed a convenience store model under the *Treats* brand, most of which are located in Petron service stations. *Chick'n Juicy* is the newest addition to the Food Division's franchising

roster. Launched in February 2019, *Chick'n Juicy* gives its own take on the popular roast chicken, fried chicken, fried *isaw*, and hard-boiled eggs, with top quality meats using the *Magnolia* brand. In March 2021, the assets and intellectual property rights used in SMFI's convenience store business operating under the *Treats* trademark were sold to Petron Corporation. In June 2021, the assets used in *Chick'n Juicy* outlets were assigned to operators of such outlets enabling them to operate their stores more efficiently.

Packaging

The packaging business began operations in 1938 with the establishment of a glass plant that supplied glass bottles for the beer and non-alcoholic beverage products of SMC. Collectively called as the Packaging Group, the business is comprised of San Miguel Yamamura Packaging Corporation ("SMYPC"), San Miguel Yamamura Packaging International Limited ("SMYPIL") and their respective subsidiaries which are both joint venture companies between SMC and NYG, one of the largest glass and plastic packaging corporations in Japan, SMC Yamamura Fuso Molds Corp. ("SYFMC"), the manufacturer of glass and plastics molds in the country, Can Asia, Inc. ("CAI"), a pioneer in the production of two-piece aluminum cans, Mindanao Corrugated Fireboard, Inc. ("Mincorr"), a paper corrugated carton manufacturer, and Wine Brothers Philippines Corp., involved in the sale and distribution of wine products.

The Packaging Group manages one of the largest packaging operations in the Philippines with diversified businesses producing glass, molds, metal and plastic closures, aluminum cans, plastic bottles, pallets and crates, flexibles, paper, and other packaging products that offers a total packaging solution. The Packaging Group also provides services such as beverage filling for Polyethylene Terephthalate ("PET") bottles, aluminum cans, and glass bottles, pallet leasing, and logistics services. The Packaging Group is the major source of packaging requirements of the other business units of SMC. It also supplies its products to customers across the Asia-Pacific region, the United States, and Australasia, as well as to major multinational corporations in the Philippines, including Coca-Cola Beverages Philippines, Inc., Nestle Philippines, Inc., and Pepsi Cola Products Philippines, Inc.

The Packaging Group holds 18 international packaging companies, particularly, located in China (glass, plastic, and paper packaging products), Vietnam (glass and metal), Malaysia (composite, plastic films, woven bags, and radiant/thermal liners), Australia (trading of packaging products, plastic manufacturing, wine closures, and wine filling services, retail/online packaging, cargo protection and materials handling) and New Zealand (plastic manufacturing and trading).

Aside from extending the reach of the packaging business overseas, these facilities also allow the Packaging Group to serve the packaging requirements of SMB breweries in China, Vietnam, Indonesia, and Thailand.

SMYPC has ownership of all of the domestic plants of the Packaging Group, except the corrugated carton plant Mincorr, which is 100% owned by SMC. Mincorr is being managed by SMYPC. SMYPIL's subsidiaries are the Packaging Group's international facilities.

- a) **Glass** - The glass business is the Packaging Group's largest business segment. It has three glass manufacturing facilities, and one glass and PET mold plant in the Philippines serving the requirements of the beverage, food, pharmaceutical, chemical, personal care, and health care industries. The bulk of the glass bottle requirements served by this segment are for the beverage, pharmaceuticals and food industries. The Securities and Exchange Commission (SEC) approved the application of the merger of San Miguel Yamamura Asia Corporation ("SMYAC"), a joint venture company of SMC and NYG, and SMYPC, the surviving entity, effective as of March 1, 2020 in accordance with Clause 5.5 of the Plan of Merger. Accordingly, by operation of law, SMYAC ceased to exist and the facility is now known as SMY Glass Plant, the country's most technologically advanced glass manufacturing facility and the largest glass manufacturing facility in the Philippines.

- b) **Metal** - The metal business manufactures metal caps, crowns, resealable caps, and two-piece aluminum beverage cans for a range of industries that include beer, spirits, soft drinks, condiments, and food. CAI is the pioneering two-piece aluminum can plant in the Philippines for the beverage market. SMYPC formed CAI, a joint venture with Can Pack, for the modernization of the two-piece aluminum can manufacturing business. Utilizing the know-how and technologies of Can Pack Group on can manufacturing, CAI is now capable to produce aluminum cans and ends in three categories - regular (standard), sleek, and slim cans. With its aim to introduce various aluminum can packaging formats to the growing market in the Philippines and the Asia Pacific region, the business has expanded its product line to offer 180 ml aluminum cans in 2018. To-date, CAI is capable of producing six can sizes.
- c) **Plastics** - The plastics business, the second largest business of the Packaging Group, produces crates and pallets, poultry flooring, plastic bottles, PET preforms and bottles, plastic caps and handles to serve the beer, liquor, non-alcoholic beverages, food, pharmaceutical, personal care, petroleum, and industrial applications industries.
- d) **Beverage Filling** - The beverage filling operations is capable of filling non-alcoholic beverages in PET and two-piece aluminum cans. The business also expanded its capability to include retort process to serve coffee, milk, and chocolate drinks and glass filling.
- e) **Paper** - The paper business produces corrugated cartons and partition boxes. It supplies the carton packaging needs of a broad range of manufacturing and agricultural industries.
- f) **Composites/Flexibles** - The composites/flexible packaging business manufactures flexible packaging, plastic films, industrial laminates, trademarked Envirotuff™ radiant barrier and woven bags. Customers for this segment include companies in the food, beverages, personal care, chemical and healthcare industries. It also provides composite materials for a varied range of industries including construction, semiconductor, and electronics.

On February 27, 2015, SMYPIL through its Australian subsidiary, SMYV Pty Ltd, completed the acquisition of the assets and business of Vinocor Worldwide Direct Pty. Ltd. ("Vinocor"). Vinocor is a market leader in the supply of corks and closures for wine bottles in Australia, with facilities and operations based in Adelaide, South Australia.

On September 1, 2016, SMYA through its new New Zealand subsidiary, SMYE Limited, acquired the assets and business of Endeavour Glass Packaging Limited (In Receivership), a trading company based in Auckland, New Zealand. Thereafter, in 2017, SMYE Limited was amalgamated (or merged) with Cospak Limited, the New Zealand subsidiary of SMYA, with the latter continuing as the amalgamated (or surviving) company.

In 2017, SMYA acquired all of the issued share capital of Portavin Holdings Pty Ltd., Barrosa Bottling Services Pty Ltd., and Best Bottlers Pty Ltd., through its subsidiaries SMYP Pty Ltd., SMYB Pty Ltd., and SMYBB Pty Ltd. These acquisitions strengthened SMYA's business in Australia and expanded its product base to include wine filling services, serving the growing wine markets in the Australasia region and in China.

To augment growth of the wine filling business of SMYA, the Packaging Group established in 2018 Wine Brothers Australasia Pty Ltd. in Australia and Wine Brothers Philippines Corporation in the Philippines. The business is involved in the sale and distribution of wine products in their respective countries. Moreover, in 2018, SMYA through its subsidiary, SMYJ Pty Ltd., acquired the business assets of JMP Holdings Pty Ltd., a supplier of retail packaging products, transport packaging solutions, and other products and services based in Victoria, Australia.

Energy

The energy business, which is conducted through SMC Global Power Holdings Corp. (“SMC Global Power”), together with its subsidiaries, associates and joint ventures, is one of the largest power companies in the Philippines, controlling 4,714 MW of combined capacity as of December 31, 2021. SMC Global Power benefits from a diversified power portfolio, including natural gas, coal, renewable energy such as hydroelectric power and most recently, the battery energy storage systems (“BESS”). This portfolio includes:

- a) the power plants subject of the Independent Power Producer Administration (“IPPA”) Agreements with the Power Sector Assets and Liabilities Management Corp. (“PSALM”), specifically the 1,000 MW Sual Coal-Fired Thermal Power Plant in Sual, Pangasinan, the 1200 MW Ilijan Natural Gas Fired Combined Cycle Power Plant in Ilijan, Batangas, and the 345 MW San Roque Multipurpose Hydroelectric Power Plant in San Manuel, Pangasinan, the output of which are being administered by San Miguel Energy Corporation (“SMEC”), South Premiere Power Corp. (“SPPC”), and Strategic Power Devt. Corp. (“SPDC”), respectively, all wholly-owned subsidiaries of SMC Global Power;
- b) the 218 MW Angat Hydroelectric Power Plant in Angat, Bulacan, owned by Angat Hydropower Corporation (“AHC”), whose outstanding capital stock is 60% owned by SMC Global Power through its wholly-owned subsidiary, PowerOne Ventures Energy Inc. (“PVEI”);
- c) the 1 x 330 MW (Unit 1), 1 x 344 MW (Unit 2) and 1 x 351.75 MW (Unit 3) coal-fired power plant (together, comprising the “Masinloc Power Plant”), and the 10 MWh BESS project all located in Masinloc, Zambales, owned by Masinloc Power Partners Co. Ltd. (“MPPCL”), which was wholly acquired by SMC Global Power in March 2018. MPPCL also intends to further expand the Masinloc Power Plant by constructing additional units utilizing supercritical boiler technology (Units 4 and 5) with a planned gross installed capacity of 350 MW each with target completion date in 2025;
- d) the greenfield power plants owned and developed by SMC Global Power, namely the 4 x 150 MW Circulating Fluidized Bed Coal-Fired Power Plant in Limay, Bataan, (the “Limay Greenfield Power Plant”) owned by its wholly-owned subsidiary, SMC Consolidated Power Corporation (“SCPC”) and the 2 x 150 MW Circulating Fluidized Bed Coal-Fired Power Plant in Malita, Davao Occidental, (the “Davao Greenfield Power Plant”) owned by another wholly-owned subsidiary, San Miguel Consolidated Power Corporation (“SMCPC”). Units 1, 2, 3 and 4 of the Limay Greenfield Power Plant commenced commercial operations in May 2017, September 2017, March 2018 and July 2019, respectively. Units 1 and 2 of the Davao Greenfield Power Plant commenced commercial operations in July 2017 and February 2018, respectively; and
- e) the 15 MW Multi-Fuel Peaking Power Plant in Tagum City, Davao del Norte (“Tagum Peaking Power Plant”) acquired by SMC Global Power through its wholly owned subsidiary, Strategic Energy Development Inc. (“SEDI”) in February 2020 to provide back-up power to the Davao Greenfield Power Plant.

Based on the total installed generating capacities reported by the Energy Regulatory Commission (“ERC”) under ERC Resolution No. 05, Series of 2021 dated March 11, 2021 (A resolution Setting the Installed Generating Capacity and Market Share Limitation per Grid and National Grid for 2021), SMC Global Power believes that its combined installed capacity comprises approximately 20% of the National Grid, 27% of the Luzon Grid and 8% of the Mindanao Grid, in each case, as of December 31, 2021.

SMC Global Power is also engaged in distribution and retail electricity services. Its wholly-owned subsidiary, Albay Power and Energy Corp. (“APEC”) operates and maintains Albay Electric Cooperative, Inc. (“ALECO”), which is the franchise holder for the distribution of

electricity in the province of Albay in Luzon by virtue of a concession agreement with ALECO. SMC Global Power was also issued retail electricity supplier licenses, through San Miguel Electric Corp. (“SMELC”), SCPC and MPPCL, which allow it to enter into contracts with contestable customers and expand its customer base.

SMC Global Power, through its subsidiaries SMEC, SPDC, SPPC, AHC, SCPC, SMCPCL, SMELC, SEDI and MPPCL, sells power through offtake agreements directly to customers, including the Manila Electric Company (“Meralco”) and other distribution utilities, electric cooperatives and industrial customers, or through the Wholesale Electricity Spot Market (“WESM”).

SMC Global Power is currently undertaking the following expansion projects through its subsidiaries:

- a. The Mariveles Greenfield Power Plant, a 4 x 150 MW circulating fluidized bed coal-fired power plant and associated facilities using high efficiency low emission technologies (HELE Technologies) located in Mariveles, Bataan, being developed and constructed through Mariveles Power Generation Corporation (“MPGC”).
- b. The BESS Project which is currently undertaken through SMCGP Philippines Energy Storage Co. Ltd. (“SMCGP Philippines Energy”), Universal Power Solutions Inc. (“UPSI”) and MPPCL will provide an additional 1,000 MWh capacity to the energy business’ existing power portfolio. The BESS Project includes the 10 MWh BESS in Masinloc, Zambales and the 20 MWh BESS project located in Kabankalan, Negros Occidental, which has attained commercial operations in January 2022.
- c. Units 4 and 5 of the Masinloc Power Plant with a planned gross installed capacity of 350 MW each will utilize supercritical boiler technology, another expansion project by MPPCL after it completed the Unit 3 in September 2020.
- d. The Batangas Combined Cycle Power Plant, a planned 1,313.1 MW combined cycle power plant in Barangays Ilijan and Dela Paz Proper, Batangas will utilize regasified liquefied natural gas (LNG) as fuel. The LNG power plant project is part of the energy business’ diversification of its power portfolio from the traditional coal technologies and will be constructed through its wholly-owned subsidiary, Excellent Energy Resources Inc.

The Pagbilao Greenfield Power Plant project with planned installed capacity of 600 MW, to be carried out through Central Luzon Premiere Power Corp. in Pagbilao, Quezon, will no longer be pursued in line with SMC Global Power’s decision to significantly reduce its carbon footprint and transition to cleaner sources of energy.

In addition, SMC Global Power, through SMEC and its subsidiaries, Bonanza Energy Resources, Inc., Daguma Agro Minerals, Inc. and Sultan Energy Phils. Corp., also owns coal exploration, production, and development rights over approximately 17,000 hectares of land in Mindanao. While SMC Global Power does not intend to develop these sites in the near future, depending on prevailing global coal prices and the related logistical costs, it may consider eventually tapping these sites to serve as a significant additional source of coal fuel for its planned and existing greenfield coal-fired power plants.

Fuel and Oil

SMC operates its fuel and oil business through Petron Corporation (“Petron”), which is involved in refining crude oil and marketing and distribution of refined petroleum products mainly in the Philippines and Malaysia. Petron is the largest and only oil refining and marketing company in the Philippines and a leading player in the Malaysian market. Petron has a combined refining capacity of 268,000 barrels per day. Petron participates in the reseller (service station), industrial, lube, and liquefied petroleum gas sectors. In addition, Petron is also engaged in non-fuels business

by capitalizing on the reacquired Treats convenience stores and earning income from billboards and locators, situated within the premises of the service stations.

Petron owns and manages the most extensive oil distribution infrastructure in the Philippines. Petron has more than 2,000 retail service stations in the Philippines and more than 720 retail service stations in Malaysia as of December 31, 2021. Petron also exports various petroleum products and petrochemical feedstock, including LSWR, gasoline, diesel, jet fuel, LPG, molten sulfur, naphtha, mixed xylene, benzene, toluene and propylene, to customers in the Asia-Pacific region.

In the Philippines, Petron owns the Petron Bataan Refinery complex located in Limay, Bataan, which is a 180,000 barrel-per day full conversion refinery. The Petron Bataan Refinery is capable of producing a range of all white petroleum products such as LPG, naphtha, gasoline, kerosene, jet fuel and diesel, with no residual fuel oil production. It also produces petrochemical feedstocks benzene, toluene, mixed xylene, and propylene. It has its own product piers and two offshore berthing facilities, one of which can accommodate very large crude oil carriers. Petron also owns a refinery in Malaysia with a capacity of 88,000 barrels per day and 12 product terminals, with presence in the airport segment through a 20% ownership of a multi-product pipeline to Kuala Lumpur International Airport.

Infrastructure

The infrastructure business, conducted through San Miguel Holdings Corp. doing business under the name and style of SMC Infrastructure (“SMHC”), consists of investments in companies that hold long-term concessions in the infrastructure sector in the Philippines. Current operating toll roads include the South Luzon Expressway (“SLEX”), Skyway Stages 1, 2 and 3, the Southern Tagalog Arterial Road (“STAR”), Tarlac-Pangasinan-La Union Toll Expressway (“TPLEX”), NAIA Expressway (“NAIAx”) and the newly opened Alabang South Skyway Extension (“SLEX Elevated Extension”) tollways. Ongoing projects include Skyway Stage 4, the extension of SLEX – Toll Road 4 (“SLEX TR4”), SLEX – Toll Road 5 (“SLEX TR5”), Pasig River Expressway (“PAREX”), Metro Rail Transit Line 7 (“MRT-7”), and Manila International Airport (“MIA”). It also operates and is currently expanding the Boracay Airport and has investments in Manila North Harbour Port Inc. (MNHPI) and Luzon Clean Water Development Corporation (“LCWDC”) for the Bulacan Bulk Water Supply Project. The SLEX Elevated Extension has already been opened to motorists while awaiting the Toll Operating Permit from the Toll Regulatory Board of the Department of Transportation.

SLEX / Skyway Stages 1 and 2 / SLEX Elevated Extension

As of March 5, 2015, SMHC has a 95% stake in Atlantic Aurum Investments B.V. (“AAIBV”), a company which has the following shareholdings:

- 80.0% stake in SMC SLEX Inc. (formerly South Luzon Tollway Corporation), through SMC SLEX Holdings Company Inc. (formerly MTD Manila Expressways, Inc.), a wholly-owned subsidiary of AAIBV. SMC SLEX Inc. holds the 30-year concession rights to the SLEX, which currently spans 36.1 kilometers (km) from Alabang, Muntinlupa to Sto. Tomas, Batangas. SLEX is one of the three major expressways that link Metro Manila to the key southern provinces of the Philippines, including Cavite, Laguna, Batangas, Rizal and Quezon (“CALABARZON”). It also holds the 35-year concession rights to SLEX TR4 which will extend SLEX from Sto. Tomas, Batangas to Lucena City in Quezon province with a length of 66.74 km; and 87.84% beneficial ownership in SMC Skyway Corporation (formerly Citra Metro Manila Tollways Corporation), through SMC Tollways Corporation (formerly Atlantic Aurum Investments Philippines Corporation), a wholly-owned subsidiary of AAIBV. SMC Skyway Corporation holds the 30-year concession rights to construct, operate and maintain the 29.59 km Skyway Stage 1 and 2 Project. Its newly opened SLEX Elevated Extension connects the Skyway Elevated Section from Sucat to Susana Heights in SLEX, providing

direct access to and from the elevated section of the Skyway by adding new elevated lanes, three northbound (3.993 km) and two southbound (3.867 km). The project aims to decongest traffic along SLEX heading to Alabang and the Alabang viaduct.

STAR Tollway

SMHC, through Cypress Tree Capital Investments, Inc. (“CTCII”) has an effective 100% interest in Star Infrastructure Development Corporation (“SIDC”). SIDC holds the 36-year Build-Transfer-Operate (“BTO”) concession rights of the STAR Project consisting of: Stage 1 - operation and maintenance of the 22.16 km toll road from Sto. Tomas to Lipa City; and Stage 2 - financing, design, construction, operation and maintenance of the 19.74 km toll road from Lipa City to Batangas City.

TPLEX

SMHC, through its subsidiary, SMC TPLEX Holdings Company Inc., owns a 70.11% equity interest in SMC TPLEX Corporation (“SMCTC”; formerly Private Infra Dev Corporation). SMCTC is a company which holds the 35-year BTO concession rights to construct, operate and maintain an 89.21 km toll expressway from La Paz, Tarlac, through Pangasinan, to Rosario, La Union. The stretch from Tarlac to Pozzorubio, Pangasinan has been operational since December 2017. The last phase from Pozzorubio to Rosario, La Union was completed and has been operational since July 15, 2020.

NAIAx

On May 31, 2013, SMHC incorporated SMC NAIAX Corporation (formerly Vertex Tollways Devt. Inc.) (“SMC NAIAX”), a company that holds the 30-year BTO concession rights for the construction and operation of the NAIAX – a four-lane elevated expressway with end-to-end distance of 5.4 km that provides access to NAIA Terminals 1, 2 and 3. NAIAX connects to the Skyway system, the Manila-Cavite Toll Expressway (CAVITEX) and the Entertainment City of the Philippine Amusement and Gaming Corporation. NAIAX became fully operational in December 2016.

Skyway Stage 3

On February 28, 2014, SMHC through AAIBV incorporated Stage 3 Connector Tollways Holdings Corp. (“S3CTHC”), which holds an 80% ownership interest in SMC Skyway Stage 3 Corporation (formerly Citra Central Expressway Corp.). SMC Skyway Stage 3 Corporation holds the 30-year concession rights to design, finance and construct the Skyway Stage 3, an elevated roadway with a total length of approximately 18.83 km from Buendia Avenue in Makati to Balintawak, Quezon City and is connected to the existing Skyway Stages 1 and 2. Skyway Stage 3 inter-connects the northern and southern cities of Metro Manila to help decongest traffic within the National Capital Region and stimulate the growth of trade and industry in Luzon, outside of Metro Manila.

On March 15, 2016, AAIBV transferred its 100% ownership interest in S3CTHC to SMC Tollways Corporation (formerly Atlantic Aurum Investments Philippines Corporation), its 100% wholly owned subsidiary.

On April 16, 2019, a stockholder of SMC Skyway Stage 3 Corporation issued a waiver on its pre-emptive right to subscribe to 10% interest in favor of S3CTHC. As a result, S3CTHC’s ownership interest in SMC Skyway Stage 3 Corporation increased to 90%.

End-to-end alignment (main alignment) was completed and partially opened on December 29, 2020. The Skyway Stage 3 Project was formally inaugurated and opened to motorists on January 14, 2021. The Notice to Collect Toll was received last July 1, 2021 from the Toll Regulatory Board of the Department of Transportation.

Skyway Stage 4

SMHC, through its subsidiary, SMC Infraventures Inc., owns a 77.93% equity interest in SMC Skyway Stage 4 Corporation (formerly Citra Intercity Tollways, Inc.). SMC Skyway Stage 4 Corporation holds the concession right to construct Skyway Stage 4, a proposed 44.57-km roadway from South Metro Manila Skyway to Batasan Complex, Quezon City. Skyway Stage 4 will serve as another expressway system that aims to further decongest EDSA, C5 and other major arteries of the Metropolis. Further, it aims to provide a faster alternate route and accessibility to the motorist when travelling from the provinces of CALABARZON area to the Metropolis. The project has a concession period of 30 years (from start of operations).

Boracay Airport

SMC, through the 99.92% interest of SMHC in Trans Aire Development Holdings Corp. (“TADHC”), is undertaking the expansion of Boracay Airport under a 25-year Contract-Add-Operate-and-Transfer concession granted by the Republic of the Philippines (“ROP”), through the Department of Transportation and Communications (now the Department of Transportation). Boracay Airport is the principal gateway to the Boracay Island, a popular resort for passengers traveling from Manila. The airport has seen recent upgrades including a longer runway and accommodation of international flights.

MRT-7

In October 2010, SMC, through SMHC, acquired a 51.0% stake in Universal LRT Corporation (BVI) Limited (“ULC BVI”), which holds the 25-year Build-Gradual Transfer-Operate-Maintain concession for MRT-7. MRT-7 is a planned expansion of the metro rail system in Manila which mainly involves the construction of a 22-km mass rail transit system with 14 stations that will start from San Jose del Monte City in Bulacan and end at the integrated LRT-1 / MRT-3 / MRT-7 station at North EDSA. The project also involves a 22-km six lane asphalt highway that will connect the North Luzon Expressway to an intermodal transport terminal in San Jose del Monte City, Bulacan. As of July 1, 2016, SMC, through SMHC already holds 100% ownership in ULC BVI.

On December 12, 2016, the ROP through the Department of Transportation, gave its consent to the assignment of all the rights and obligations of ULC BVI under the Concession Agreement to SMC Mass Rail Transit 7, Inc. (“SMC MRT 7”). SMC through SMHC owns 100% of SMC MRT 7.

MNHPI

SMC through SMHC owns 50% of MNHPI as of December 31, 2021. MNHPI is the terminal operator of Manila North Harbor, a 63.5-hectare port facility situated at Tondo, City of Manila. The port has a total quay length of 5,758 meters and 41 berths which can accommodate all types of vessels such as containerized and non-container type vessels. Under the Contract for the Development, Operation and Maintenance of the Manila North Harbor entered with the Philippine Ports Authority on November 19, 2009, the Philippine Ports Authority awarded MNHPI the sole and exclusive right to manage, operate, develop, and maintain the Manila North Harbor for 25 years, renewable for another 25 years. MNHPI commenced operations on April 12, 2010. On April 26, 2019, MNHPI ceased to be a subsidiary of SMHC following the increase in shareholdings of non-controlling interest and was deconsolidated from the Group effective as of the same date. As a result, MNHPI became a joint venture of SMHC.

Bulacan Bulk Water Supply Project

The Bulacan Bulk Water Supply Project aims to provide clean and potable bulk water supply to the province of Bulacan that is environmentally sustainable and with a price that is equitable. The project also aims to help various water districts in Bulacan to meet the increasing water

demand of consumers, expand its current service area coverage and increase the number of households served by providing a reliable source of treated bulk water. SMC through SMHC owns 90% of LCWDC, which will serve as the concessionaire for a period of 30 years (inclusive of the two-year construction period). Stage 1 of this project was completed in January 2019 and started supplying potable bulk water to seven Water Service Providers (San Jose del Monte, Marilao, Meycauayan, Obando, Bocaue, Balagtas and Sta. Maria) as of the first quarter of 2019. Stage 2 was completed and started its commercial operations for the other five Water Service Providers (Plaridel, Guiguinto, Bulakan, Malolos and Calumpit) in April 2019.

Manila International Airport Project

On September 18, 2019, San Miguel Aerocity Inc. doing business under the name and style of “Manila International Airport” (“SMAI”), a wholly-owned subsidiary of SMHC, signed a Concession Agreement (“CA”) with the Department of Transportation for the development of the Manila International Airport (“MIA”). MIA will be governed by a 50-year CA with the ROP and will be built under a Build-Operate-Transfer (“BOT”) framework. The project, which will be located in a 2,500-hectare property in Bulakan, Bulacan, will provide a long-term solution to air connectivity between the Philippines and the rest of the world.

On January 15, 2021, the Concession Agreement was further enhanced by Republic Act No. 11506 entitled, “An Act Granting San Miguel Aerocity Inc. a Franchise to Construct, Develop, Establish, Operate, and Maintain a Domestic and International Airport in The Municipality of Bulakan, Province of Bulacan, and to Construct, Develop, Establish, Operate, And Maintain An Adjacent Airport City” (the Legislative Franchise). The Legislative Franchise gives SMAI tax exemptions (in general) during the development and operations stages of the project and the power to acquire any private lands forming part of the project. On January 21, 2021, SMAI formally accepted the incentives and obligations under the Legislative Franchise.

MIA will be developed in phases with an initial capacity of 35 million annual passengers (“MAP”) and ultimate capacity of 100 MAP, once fully-complete. The airport shall primarily be linked by an 8-km toll road to Metro Manila via the North Luzon Expressway, with an integrated multi-modal transport network in the development pipeline.

Pasig River Expressway Project

PAREX is a joint project agreement between the Philippine National Construction Corporation (PNCC) and SMHC. SMHC, through its subsidiary, Pasig River Expressway Corporation, together with the Department of Public Works and Highways, Department of Transportation, and Toll Regulatory Board, signed on September 21, 2021 the execution of the Supplemental Toll Operations Agreement for the financing, construction, operation and maintenance of the PAREX, an elevated and hybrid 19.37-km expressway, that would pass along the banks of Pasig River from Manila to Taguig. The project has a concession period of 30 years (from the issuance of the Toll Operation Certificate).

South Luzon Expressway Toll Road 5 (“SLEX TR5”)

SLEX TR5, also known as the Quezon-Bicol Expressway, is a 416.81 km two-lane each direction, toll road project which starts from SLEX TR4 in Brgy. Mayao, Lucena City, Quezon, and ends at Matnog, Sorsogon, near the Matnog Ferry Terminal. Centered on the proposal submitted by the joint venture of PNCC and SMHC, the SLEX TR 5 was officially designated as a certified toll road project in a TRB resolution dated June 29, 2020.

Cement

The Cement business is conducted under San Miguel Equity Investments Inc. (“SMEII”) through the following subsidiaries:

Northern Cement Corporation (“NCC”)

NCC has more than 50 years of cement production and domestic sales experience, mainly, in the Central Luzon (Region 3), and North Luzon (Regions 1 and 2) markets. It manufactures Type 1, Type 1P and Type N cement, the major cement products in the industry.

NCC was incorporated and registered with the SEC on February 10, 1967. From the commencement of its operations on February 1970 in Sison, Province of Pangasinan, it has been engaged in the business of manufacturing, developing, processing, exploiting, buying and selling cement and/or other allied products. NCC has an existing Mineral Production Sharing Agreement (“MPSA”) with the Philippine Government granted through the Department of Environment and Natural Resources on March 12, 1998. The MPSA covers a contract area of 630.4978 hectares within Sison, Pangasinan.

Presently, NCC owns and operates two dry-process rotary kilns and two finish mills. The existing production facility has an annual rated capacity of 2.2 million metric tons per year (“MTPY”) of finished cement. The raw materials used in its cement manufacturing process are generally a mixture of quarried materials - limestone, shale and gypsum.

San Miguel Northern Cement, Inc. (“SMNCI”), a wholly-owned subsidiary of SMEII, was incorporated and registered with the SEC on October 2, 2017 to engage in the business of manufacturing, developing, processing, exploiting, importing, exporting, buying, selling or otherwise dealing in such goods as cement and other products of similar nature.

SMNCI was undertaking the design, development and construction of two (2) integrated state of the art cement production lines (from crushing to cement packaging) (Lines “A” and “B”), which includes two (2) kilns and two (2) finish mills, to be located adjacent to the existing cement facilities and quarry site of NCC. Lines “A” and “B” will have an overall capacity of 3.63 million MTPY of clinker and 4.73 million MTPY of finished cement, or 118.3 million 40-kg bags.

On March 3, 2021, the Board of Directors and stockholders of NCC and SMNCI, respectively, approved the merger of NCC and SMNCI, with NCC as the surviving corporation. The merger of NCC and SMNCI was approved by the SEC on June 14, 2021, with effective date of July 1, 2021. In line with the merger, NCC, as the surviving entity, is now undertaking the development and construction of Lines “A” and “B.” The additional supply of cement is targeted to meet the strong demand in Northern Luzon (Region 1 and Region 2), the Cordillera Administrative Region (CAR), and Central Luzon (Region 3).

Southern Concrete Industries, Inc. (“SCII”, formerly Oro Cemento Industries Corporation)

SCII, a wholly-owned subsidiary of SMEII, recently completed the construction of its cement grinding plant in Santa Cruz, Province of Davao del Sur. Its world class equipment is capable of producing 2 million MTPY while minimizing impact to the environment. OCIC is expected to commence commercial operations by first semester of 2022.

Real Estate

Established in 1990 as the corporate real estate arm of SMC, San Miguel Properties Inc. (“SMPI”) is aiming to be one of the major players in the property sector through mixed-use developments. SMPI is 99.97% owned by SMC and is primarily engaged in the development, sale and lease of real property. SMPI is also engaged in leasing and managing the real estate assets of SMC. Moving forward, SMPI is creating more synergies with its business units and is looking at developing quality residential, commercial and industrial developments.

The first project of SMPI was the SMC Head Office Complex, now considered as a landmark, which has served as a catalyst in transforming the area now known as the Ortigas Central Business District.

Cavite Projects

SMPI offers a diverse portfolio of mid-range homes in General Trias, Cavite, namely Bel Aldea, Maravilla, and Asian Leaf, offering townhouse units and single attached house-and-lots, with floor areas ranging from 41.75 to 132.00 square meters.

Bel Aldea

Bel Aldea is a 12-hectare development, which serves the economic housing segment, offers smartly designed townhouse units, with an average floor area of 42 square meters.

Maravilla

Spanning 17-hectare, Maravilla is a mid-range residential community offering Spanish Mediterranean houses, which currently offers new house models to suit the changing needs of the market.

Asian Leaf

Asian Leaf is a seven-hectare premier residential community composed of single attached house and lots, with floor areas ranging from 88.50 to 120 square meters. Fusing modern Asian architecture and vibrant landscaping, Asian Leaf is perfect for homeowners looking for a tranquil and ideal haven.

Wedge Woods

Wedge Woods is located west of Sta. Rosa, Laguna - in Silang, Cavite, offering prime lots on a rolling terrain, with a majestic view of Mount Makiling.

Metro Manila Projects

SMPI has expanded its portfolio, serving the high-end market with its foray into townhouse developments, such as Dover Hill in San Juan City, One Dover View and Two Dover View in Mandaluyong City, and Emerald 88 in Pasig City, and ventured also in hospitality segment through its Makati Diamond Residences (“MDR”) in Makati City.

Dover Hill

A 95-unit luxury townhouse development in Addition Hills, San Juan City that offers three to five-bedroom units ranging from 202 up to 355 square meters. A three-car parking area located directly below each unit ensures maximum convenience. Aside from its amenities like the swimming pool and playground, within the Dover Hill compound is Dover Club, a four-storey amenity building which includes a fully-equipped, state-of-the-art fitness gym, and a party venue with its own kitchen and dining area good for up to 30 guests.

One Dover View & Two Dover View

Both located along Lee St., Mandaluyong, One Dover View and Two Dover View are exclusive and premier condominium-townhouse projects, offering three and four bedrooms, with only 23 and eight units, respectively. Floor areas range from 222.80 to 327.10 square meters.

Emerald 88

Located along Dr. Sixto Avenue, Pasig City, Emerald 88 is a 14 three-level townhouse unit development, with generous floor areas ranging from 187.48 to 216.94 square meters. Each unit has two-car garage.

Makati Diamond Residences (MDR)

MDR is a luxury serviced apartment with 410 spacious guest rooms ranging from 41 square meters up to as much as 204 square meters and has top-of-the-line amenities and health and wellness facilities. Conveniently located in Makati Central Business District, the location of MDR provides easy access to many multinational companies, shopping, dining and entertainment destinations.

Mariveles Economic Zone Project

A 500-hectare industrial park development under the flagship of E-Fare Investment Holdings, Inc., and registered under Authority of the Freeport Area of Bataan. The Mariveles Economic Zone Project intends to provide an attractive location for private investments, stimulate regional economic activity and generate employment opportunities.

Banking

SMC, through SMPI, made a series of acquisitions of Bank of Commerce (“BOC”) common shares in 2007 and 2008 which represents 39.93% of the outstanding common stock of BOC as of December 31, 2021.

On December 17, 2018, SMC, through SMC Equivest Corporation (“SMCEC”), acquired common shares of BOC representing 4.69% of the outstanding common shares. On August 5, 2021, SMCEC subscribed to 41,666,667 Series 1 Preferred Shares of BOC. On October 20, 2021, SMCEC acquired additional common shares of BOC, which increased its ownership of common shares to 6.09%.

On December 23, 2021, the Monetary Board of the Bangko Sentral ng Pilipinas, in its Resolution No. 1798, approved the upgrade of the banking license of BOC from commercial bank to universal bank, subject to the public offering of its shares and listing the same with the PSE within one year from the date of the grant of the universal banking license.

On February 15, 2022, the SEC issued its pre-effective letter relating to the registration of securities of up to 1,403,013,920 common shares of BOC to be listed and traded in the Main Board of the PSE in relation to its initial public offering (“IPO”). On February 16, 2022, the PSE approved the application for the listing of up to 1,403,013,920 common shares of BOC, which includes the 280,602,800 common shares subject of the IPO. On March 15, 2022, the SEC issued its Order rendering effective the registration of up to 1,403,013,920 common shares of BOC, and the Certification of Permit to Offer Securities for Sale. The 1,403,013,920 common shares of BOC were listed with the Main Board of the PSE on March 31, 2022.

Others

Other major subsidiaries include the following as of December 31, 2021:

- San Miguel International Limited and subsidiary, San Miguel Holdings Limited and subsidiaries [including San Miguel Insurance Company, Ltd. (SMICL)]
- SMC Shipping and Lighterage Corporation and subsidiaries [including SL Harbor Bulk Terminal Corporation]
- SMC Stock Transfer Service Corporation
- ArchEn Technologies Inc.
- SMITS, Inc. and subsidiaries

San Miguel Integrated Logistics Services, Inc. and subsidiary
Anchor Insurance Brokerage Corporation
SMC Asia Car Distributors Corp. and subsidiaries
SMC Equivest Corporation
Davana Heights Development Corporation and subsidiaries
Petrogen Insurance Corporation

Financial Statements

The Audited Consolidated Financial Statements of the Company as of December 31, 2021, including the Company's Statement of Management's Responsibility, and the Notes to the 2021 Audited Consolidated Financial Statements of the Company are attached hereto as **Annex "B"**.

In accordance with the Part III.C (i) of SRC Rule 68, since the date of the Annual Stockholders' Meeting is beyond 135 days from the end of its fiscal year which is December 31, 2021, the Company's SEC Form 17-Q for the first quarter of 2022 (the "First Quarter 17-Q") is attached hereto as **Annex "B-1"**. The First Quarter 17-Q, which was filed by the Company with the SEC on May 16, 2022 was approved by the Board during its regular meeting held on May 5, 2022.

Management's Discussion and Analysis or Plan of Operation

The Management's Discussion and Analysis or Plan of Operation of the Company as of December 31, 2021 and as of March 31, 2022 are attached hereto as **Annexes "C" and "C-1"**, respectively.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There are no disagreements with the Company's external auditors on accounting and financial disclosure.

Audit and Audit Related Fees

The Parent Company paid the external auditor the amount of P8 million and P17 million, respectively, for its services rendered in 2021 and 2020. Said fees include compensation for audit services and other related services such as audit review and research work. There were no fees paid to the external auditor for tax accounting, compliance, advice, planning, and any other form of tax services. There were no other fees paid to the auditors other than the above-described services.

The stockholders approve the appointment of the Company's external auditors. The Audit and Risk Oversight Committee reviews the audit scope and coverage, strategy and results for the approval of the Board and ensures that audit services rendered shall not impair or derogate the independence of the external auditors or violate SEC regulations. Likewise, the Audit and Risk Oversight Committee evaluates and determines any non-audit work performed by external auditors, including the fees therefor, and ensures that such work will not conflict with External Auditors' duties as such or threaten its independence.

Market Price of and Dividends on the Company's Common Equity and Related Stockholder Matters

The Company's common shares and Series "2" preferred shares are listed and traded in the Philippine Stock Exchange. The percentage of public ownership of the Company as of March 31, 2022 is 15.98%.

The Company's high and low closing prices for each quarter of the last two (2) fiscal years and for the first quarter of 2022 are as follows:

	2021								2022	
	1 st		2 nd		3 rd		4 th		1 st	
	High	Low	High	Low	High	Low	High	Low	High	Low
Common	134.00	110.00	121.70	111.10	118.00	102.30	122.00	109.60	115.00	98.95
Preferred – 2C	80.90	77.70	80.00	77.65	79.90	75.90	-	-	-	-
Preferred – 2E	78.00	75.40	77.85	75.70	77.45	75.50	-	-	-	-
Preferred – 2F	79.75	77.25	79.90	78.00	79.90	77.60	80.00	78.25	79.75	75.05
Preferred – 2G	77.00	75.40	-	-	-	-	-	-	-	-
Preferred – 2H	79.00	75.65	78.85	76.00	78.20	75.60	77.50	75.60	77.40	75.20
Preferred – 2I	79.00	76.70	79.80	77.00	79.50	76.00	79.80	76.00	79.60	76.00
Preferred – 2J	77.20	75.10	80.00	75.00	77.00	75.50	77.80	75.30	78.00	76.20
Preferred – 2K	77.20	75.00	77.15	75.00	77.00	75.15	76.95		77.00	74.25

	2020							
	1 st		2 nd		3 rd		4 th	
	High	Low	High	Low	High	Low	High	Low
Common	165.00	72.50	110.00	90.80	105.10	95.70	142.90	98.35
Preferred – 2C	78.95	74.80	78.95	75.50	79.00	76.80	79.00	77.05
Preferred – 2E	76.50	73.00	76.35	73.05	77.15	75.00	77.10	75.20
Preferred – 2F	78.00	74.00	80.00	74.50	79.50	76.20	79.00	76.80
Preferred – 2G	76.40	73.00	77.00	73.75	77.85	75.25	77.80	75.05
Preferred – 2H	76.50	74.00	77.00	73.80	77.30	75.05	78.00	75.45
Preferred – 2I	77.00	73.50	78.90	75.50	79.00	75.50	79.00	75.80
Preferred – 2J	-	-	-	-	-	-	77.10	75.00
Preferred – 2K	-	-	-	-	-	-	76.40	75.00

The closing prices as of April 8, 2021, the latest practicable trading date, are as follows:

Common	₱ 109.00
Series “2-F” Preferred	₱ 73.60
Series “2-H” Preferred	₱ 75.50
Series “2-I” Preferred	₱ 78.00
Series “2-J” Preferred	₱ 75.25
Series “2-K” Preferred	₱ 75.95

The approximate number of shareholders as of March 31, 2022 is 34,129.

The list of the top 20 common and preferred stockholders as of March 31, 2022 are attached as **Annex “E”**.

The Board of Directors of the Parent Company approved the declaration and payment of the following cash dividends to common and preferred stockholders as follows:

2021

Class of Shares	Date of Declaration	Date of Record	Date of Payment	Dividend Per Share
Common				
	March 11, 2021	April 5, 2021	April 30, 2021	₱0.35
	June 8, 2021	July 2, 2021	July 28, 2021	0.35
	September 9, 2021	October 8, 2021	October 29, 2021	0.35
	December 2, 2021	January 4, 2022	January 21, 2022	0.35
Preferred				
SMC2C	January 21, 2021	March 19, 2021	April 5, 2021	1.50
	May 6, 2021	June 21, 2021	July 2, 2021	1.50
	August 5, 2021	September 21, 2021	October 1, 2021	1.50
SMC2E	January 21, 2021	March 19, 2021	April 5, 2021	1.18603125
	May 6, 2021	June 21, 2021	July 2, 2021	1.18603125
	August 5, 2021	September 21, 2021	October 1, 2021	1.18603125
SMC2F	January 21, 2021	March 19, 2021	April 5, 2021	1.27635
	May 6, 2021	June 21, 2021	July 2, 2021	1.27635
	August 5, 2021	September 21, 2021	October 1, 2021	1.27635
	November 11, 2021	December 21, 2021	January 7, 2022	1.27635
SMC2G	January 21, 2021	March 19, 2021	April 5, 2021	1.23361875

SMC2H	January 21, 2021	March 19, 2021	April 5, 2021	1.1854125
	May 6, 2021	June 21, 2021	July 2, 2021	1.1854125
	August 5, 2021	September 21, 2021	October 1, 2021	1.1854125
	November 11, 2021	December 21, 2021	January 7, 2022	1.1854125
SMC2I	January 21, 2021	March 19, 2021	April 5, 2021	1.18790625
	May 6, 2021	June 21, 2021	July 2, 2021	1.18790625
	August 5, 2021	September 21, 2021	October 1, 2021	1.18790625
	November 11, 2021	December 21, 2021	January 7, 2022	1.18790625
SMC2J	January 21, 2021	March 19, 2021	April 5, 2021	0.890625
	May 6, 2021	June 21, 2021	July 2, 2021	0.890625
	August 5, 2021	September 21, 2021	October 1, 2021	0.890625
	November 11, 2021	December 21, 2021	January 7, 2022	0.890625
SMC2K	January 21, 2021	March 19, 2021	April 5, 2021	0.84375
	May 6, 2021	June 21, 2021	July 2, 2021	0.84375
	August 5, 2021	September 21, 2021	October 1, 2021	0.84375
	November 11, 2021	December 21, 2021	January 7, 2022	0.84375

2020

Class of Shares	Date of Declaration	Date of Record	Date of Payment	Dividend Per Share
Common	March 12, 2020	April 3, 2020	April 30, 2020	P0.35
	June 30, 2020	July 15, 2020	July 31, 2020	0.35
	September 10, 2020	October 9, 2020	October 30, 2020	0.35
	December 3, 2020	January 4, 2021	January 22, 2021	0.35
Preferred				
SMCP1	January 23, 2020	March 20, 2020	April 3, 2020	1.0565625
SMC2C	January 23, 2020	March 20, 2020	April 3, 2020	1.50
	May 28, 2020	June 19, 2020	July 3, 2020	1.50
	August 6, 2020	September 21, 2020	October 5, 2020	1.50
	November 5, 2020	December 18, 2020	January 8, 2021	1.50
SMC2D	January 23, 2020	March 20, 2020	April 3, 2020	1.11433125
	May 28, 2020	June 19, 2020	July 3, 2020	1.11433125
	August 6, 2020	September 21, 2020	October 5, 2020	1.11433125
SMC2E	January 23, 2020	March 20, 2020	April 3, 2020	1.18603125
	May 28, 2020	June 19, 2020	July 3, 2020	1.18603125
	August 6, 2020	September 21, 2020	October 5, 2020	1.18603125
	November 5, 2020	December 18, 2020	January 8, 2021	1.18603125
SMC2F	January 23, 2020	March 20, 2020	April 3, 2020	1.27635
	May 28, 2020	June 19, 2020	July 3, 2020	1.27635
	August 6, 2020	September 21, 2020	October 5, 2020	1.27635
	November 5, 2020	December 18, 2020	January 8, 2021	1.27635
SMC2G	January 23, 2020	March 20, 2020	April 3, 2020	1.23361875
	May 28, 2020	June 19, 2020	July 3, 2020	1.23361875
	August 6, 2020	September 21, 2020	October 5, 2020	1.23361875
	November 5, 2020	December 18, 2020	January 8, 2021	1.23361875
SMC2H	January 23, 2020	March 20, 2020	April 3, 2020	1.1854125
	May 28, 2020	June 19, 2020	July 3, 2020	1.1854125
	August 6, 2020	September 21, 2020	October 5, 2020	1.1854125
	November 5, 2020	December 18, 2020	January 8, 2021	1.1854125
SMC2I	January 23, 2020	March 20, 2020	April 3, 2020	1.18790625
	May 28, 2020	June 19, 2020	July 3, 2020	1.18790625
	August 6, 2020	September 21, 2020	October 5, 2020	1.18790625
	November 5, 2020	December 18, 2020	January 8, 2021	1.18790625
SMC2J	November 5, 2020	December 18, 2020	January 8, 2021	0.890625

On February 10, 2022, the BOD of the Parent Company declared cash dividends to all preferred stockholders of record as at March 21, 2022 on the following shares to be paid on April 1, 2022, as follows:

Class of Shares	Dividends Per Share
SMC2F	P1.27635
SMC2H	1.1854125
SMC2I	1.18790625
SMC2J	0.890625
SMC2K	0.84375

On March 10, 2022, the BOD of the Parent Company declared cash dividends at P0.35 per share to all common shareholders of record as at April 1, 2022 to be paid on April 29, 2022.

Holders of the senior perpetual capital securities were paid a total of P1,804 million in 2021 while holders of the redeemable perpetual securities were paid a total of P200 million and P238 million in 2021 and 2020, respectively as distributions in accordance with the terms and conditions of their respective separate subscription agreements with the Parent Company.

Description of the following securities of the Group may be found in the indicated Notes to the 2021 Audited Consolidated Financial Statements, attached herein as **Annex “B”**:

Equity	Note 24
Share-based transactions	Note 39

There were no securities sold by the Company within the past three (3) years which were not registered under the Securities Regulation Code (SRC).

Independent Public Accountants

The accounting firm of R.G. Manabat & Co. served as the Parent Company’s external auditors for the last fifteen (15) fiscal years. The BOD will again nominate R.G. Manabat & Co. as the Parent Company’s external auditors for this fiscal year.

Representatives of R.G. Manabat & Co. are expected to be present at the stockholders’ meeting and will be available to respond to appropriate questions. They will have the opportunity to make a statement if they so desire.

The Parent Company paid the external auditor the amount of P8 million and P17 million, respectively, for its services rendered in 2021 and 2020.

The stockholders approve the appointment of the Parent Company’s external auditors. The Audit and Risk Oversight Committee reviews the audit scope and coverage, strategy and results for the approval of the board and ensures that audit services rendered shall not impair or derogate the independence of the external auditors or violate SEC regulations. The Parent Company’s Audit and Risk Oversight Committee’s approval policies and procedures for external audit fees and services are stated in the Parent Company’s Manual of Corporate Governance.

Compliance with Leading Practice on Corporate Governance

The evaluation by the Company to measure and determine the level of compliance of the Board of Directors and top-level management with its Manual of Corporate Governance (“Manual”) is vested by the Board of Directors on the Compliance Officer. The Compliance Officer is mandated to monitor compliance by all concerned with the provisions and requirements of the Manual. The Compliance Officer has certified that the Company has substantially adopted all the provisions of the Manual. Pursuant to its commitment to good governance and business practice, the Company continues to review and strengthen its policies and procedures, giving due consideration to developments in the area of corporate governance which it determines to be in the best interests of the Company and its stockholders. On April 14, 2010, the Board of Directors amended the Manual pursuant to the Revised Code of Corporate Governance issued by the SEC under its Memorandum Circular No. 6, series of 2009. On March 27, 2014, the Board of Directors approved further amendments to the Manual to reflect the requirements of the SEC on the annual training requirement of directors and key officers of the Company, and the requirements on the reporting of compliance with the Manual. On May 10, 2017, the Company amended the Manual on Corporate Governance in compliance with the regulations of the SEC Memorandum Circular No. 19, Series of 2016 which adopted the Code of Corporate Governance for Publicly Listed Companies.

Board Appraisals, Criteria and Procedures

Since 2011, it has been the practice of the Company for its Board and members of the Audit and Risk Oversight Committee to accomplish an annual Internal Self-Rating Form (the "Form"). For 2021, the Forms were distributed for their accomplishment during the last Regular Board Meeting held on November 11, 2021.

For the members of the Board, the Form covers four (4) broad areas of Board Performance: (1) Fulfillment of the Board's Key Responsibilities; (2) Board-Management Relationship; (3) Effectiveness of Board Processes and Meetings; and (4) Individual Performance of Board Members. The Form requires the Board members to read each statement and rank their response on the 5-point scale directly below each statement with "1" indicating that they strongly disagree with the statement and "5" indicating that they strongly agree with the statement. Additional space is also provided for their comments. Based on the accomplished Form, the Board has substantially met its mandate with an average rating of five (5).

The members of the Audit and Risk Oversight Committee also accomplished the Form for the purpose of evaluating the said Committee's performance for 2021. The Form covers the following areas: (1) Structure, Operation and Reporting Process; (2) Oversight on Financial Statements and Financial Reporting; (3) Oversight on Internal Controls and Risk Management; (4) Oversight on Internal Audit; (5) Oversight on External Audit; and (6) Compliance with Legal and Regulatory Requirements. The Form requires the said Committee members to read each statement and rank their response on the 5-point scale directly below each statement with "1" indicating that they strongly disagree with the statement and "5" indicating that they strongly agree with the statement. Additional space is also provided for their comments. Based on the accomplished Forms, the said Committee has also substantially met its mandate with an average rating of 4.8375.

UNDERTAKING

The Company will post and make available for download the full version of this SEC Form 20-IS (Definitive Information Statement), together with all its annexes including the 2021 consolidated audited financial statements of the Company and the First Quarter 17-Q on the company website www.sanmiguel.com.ph upon its approval by the Securities and Exchange Commission.

Upon the written request of a stockholder, the Company undertakes to timely furnish such stockholder with a copy of the full version of this SEC Form 20-IS (Definitive Information Statement), the SEC Form 17-A and the First Quarter 17-Q free of charge. Such written request shall be directed to the Office of the Corporate Secretary, 7/F SMC-HOC Building, No. 40 San Miguel Avenue, Mandaluyong City, Philippines, or sent via email at smc_stsc@smg.sanmiguel.com.ph

SIGNATURE

After reasonable inquiry and to the best of my knowledge and behalf, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Mandaluyong on May 16, 2022.

By:

SAN MIGUEL CORPORATION



Virgilio S. Jacinto
Corporate Secretary

**CERTIFICATION OF INDEPENDENT
DIRECTOR**

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **TERESITA J. LEONARDO-DE CASTRO**, Filipino, of legal age and a resident of Fortmax Resort, Amsterdam Extension, Merville, Parañaque City, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an incumbent Independent Director of **SAN MIGUEL CORPORATION** since August 6, 2020.
2. I am affiliated with the following companies or organizations:

<i>Company/Organization</i>	<i>Position/Relationship</i>	<i>Period of Service</i>
Philippine Stock Exchange Foundation, Inc.	Trustee	December 2021 to present
Philippine Stock Exchange	Independent Director	November 2, 2020 to present
Securities Clearing Corporation	Director	November 2, 2020 to present
Top Frontier Investment Holdings, Inc.	Independent Director	July 9, 2019 to present
UP Sigma Alpha Alumni Association, Inc.	President	2018 to present
International Association of Women Judges (IAWJ)	(a) President	(a) 2014 to 2016
	(b) Member Executive Council	(b) 2016 to 2018
	(c) Member	(c) 2018 to Present
Philippine Women Judges Association (PWJA)	(a) President	(a) 2009 to 2018
	(b) Associate Member	(b) 2018 to Present
Association of Retired Supreme Court Justices	Member	2018 to present
UP Law Class 72 Foundation	Member	1997 to Present
University of the Philippines Alumni Association	Member	1968 to Present
Integrated Bar of the Philippines (IBP)	Member	1973 to Present
St. Paul College of Paranaque Alumni Association	(a) Past President	Up to the Present
	(b) Member	

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **SAN MIGUEL CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC Issuances.
4. I am not related to any director/officer/substantial shareholder of **SAN MIGUEL CORPORATION** and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not in government service nor affiliated with a government agency or any Government-Owned or Controlled Corporation (GOCC).
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of **SAN MIGUEL CORPORATION** of any changes in the above-mentioned information within five (5) days from its occurrence.

Done this MAR 10 2022 at Mandaluyong City.

Teresita Leonardo de Castro
TERESITA J. LEONARDO-DE CASTRO
Affiant

SUBSCRIBED AND SWORN to before me this MAR 10 2022 at Mandaluyong City, affiant personally appeared before me and exhibited to me her Passport with No. P3540390B issued on 16 October 2019 at DFA Manila.

Doc. No.: 5;
Page No.: 2;
Book No.: 11;
Series of 2022.



Jose Angelito M. Ilano
JOSE ANGELITO M. ILANO
Commission No. 0520-20
Notary Public for Mandaluyong City
Until June 30, 2022
(S.C. B.M. No. 3795; 09/28/2021)
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 62172
PTR No. 4884369; 01/14/22; Mandaluyong City
IBP Lifetime Member No. 018308; 12/14/17; Quezon City
MCLE Compliance No. V-0022159; 04/14/22; Pasig City

**CERTIFICATION OF INDEPENDENT
DIRECTOR**

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **DIOSDADO M. PERALTA**, Filipino, of legal age with address at No. 10 Dominador Lim Street, B. F. Homes-Inner Circle, Parañaque City, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of San Miguel Corporation ("SMC") on June 8, 2021.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
C. M. Peralta Realty	Stockholder	12 years
Previous Company/Organization	Previous Position/Relationship	Period of Service
Supreme Court of the Philippines	Former Chief Justice of the Supreme Court	October 23, 2019, Retired, March 27, 2021
Supreme Court of the Philippines	Former Associate Justice	January 13, 2009 to October 22, 2019
Sandiganbayan	Former Presiding Justice	March, 2008 to January, 2009
Sandiganbayan	Former Associate Justice	June, 2002 to January, 2009
RTC Branch 95, Quezon City	Former Presiding Judge (Special Court on Heinous Crimes)	September 1994
Office of the Prosecutor-Investigation Division	Former Assistant Chief of the Investigation Division	1994
Office of the Prosecutor's Office, Manila	Former Prosecutor	1988
City Fiscal, Laoag City	Former Third Assistant City Fiscal	1987

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SMC, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

4. Other than as disclosed in Item 2 above, I am not in any way related to any director/officer/substantial shareholder of SMC and its subsidiaries and affiliates.

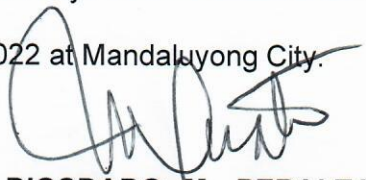
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am neither in government service nor affiliated with a government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of San Miguel Corporation of any changes in the abovementioned information within five days from its occurrence.

Done this MAR 10 2022 2022 at Mandaluyong City.


DIOSDADO M. PERALTA
Affiant

SUBSCRIBED AND SWORN to before me this MAR 10 2022 2022 at Mandaluyong City, affiant personally appeared before me and exhibited to me his Passport No. P4945402B issued at DFA-Manila on February 26, 2020.

Doc. No.: 8;
Page No.: 3;
Book No.: 1;
Series of 2022.


JOSE ANGELITO M. ILANO

Commission No. 0520-20

Notary Public for Mandaluyong City

Until June 30, 2022

(S.C. B.M. No. 3795; 09/28/2021)

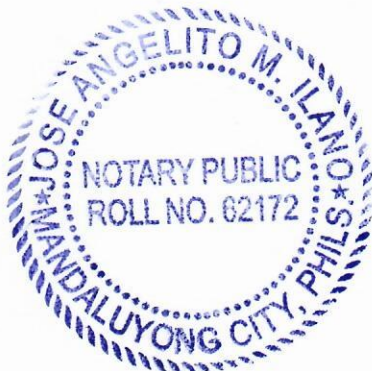
SMC, 40 San Miguel Ave., Mandaluyong City

Roll No. 62172

PTR No. 4884369; 01/14/22; Mandaluyong City

IBP Lifetime Member No. 018308; 12/14/17; Quezon City

MCLE Compliance No. V-0022159; 04/14/22; Pasig City



**CERTIFICATION OF INDEPENDENT
DIRECTOR**

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **REYNATO S. PUNO**, Filipino, of legal age with address at No. 32 Don Jose Heights, Don Jose Heights, Commonwealth Avenue, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of San Miguel Corporation (SMC) and have been its independent director since January 20, 2011.

2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONS	PERIOD OF SERVICE
San Miguel Corporation	Independent Director	2011-present
Environmental Heroes Foundation	Chairman	2013-present
GMA Kapuso Foundation	Vice Chairman Member	2018-present 2013-present
San Miguel Brewery Hong Kong Ltd.	Independent Director	2012-present
PT Delta Djakarta, Tbk	Independent Commissioner	2013-present
The New Standard newspaper	Member of the Board of Directors	2014-present
GenWatt Solar Energy Solutions (Philippines)	Chairman	2021-present
Permanent Court of Arbitration in Hague	Member	2017-present
World Vision Development Foundation, Inc.	Member of the Board	2012-present (Chairman 2018-2020)
Board of Regents, Manuel L. Quezon University	Member	2017-present
PREVIOUS COMPANY/ORGANIZATION	PREVIOUS POSITION/RELATIONSHIP	PERIOD OF SERVICE
Union Bank of the Philippines	Independent Director	2012 – May 2021
Board of Regents, University of the Philippines	Member	2016-2018
Consultative Committee to revise the 1987 Constitution of the Philippines	Chairman	January -July 2018
Philippine Bible Society	Chairman	2012-2018
Gerry Roxas Foundation	Member, Board of Trustees	2013-2017
Marcventure Mining and Development Corporation	Independent Director	2015-2017
Supreme Court of the Philippines	Former Chief Justice of the Supreme Court	December 6, 2006, Retired, May 17, 2010
Presidential Electoral Tribunal	Former Chairman	2007-2010
First, Second and Third Division of the Supreme Court	Former Justice	1993-2007

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SMC, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

4. Other than as disclosed in Item 2 above, I am not in any way related to any director/officer/substantial shareholder of SMC and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I am neither in government service nor affiliated with a government agency or government-owned and controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

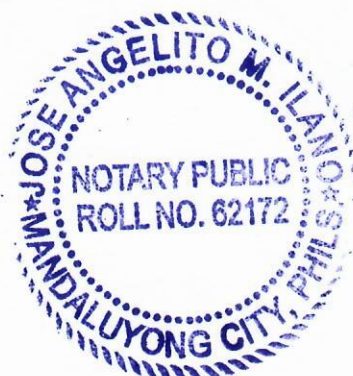
8. I shall inform the Corporate Secretary of San Miguel Corporation of any changes in the abovementioned information within five days from its occurrence.

Done this MAR 10 2022 2022 at Mandaluyong City.


REYNATO S. PUNO
Affiant

SUBSCRIBED AND SWORN to before me this MAR 10 2022 2022 at Mandaluyong City, affiant personally appeared before me and exhibited to me his Passport No. P7195336B issued at DFA Manila on July 14, 2021.

Doc. No.: 6;
Page No.: 3;
Book No.: 18;
Series of 2022.




JOSE ANGELITO M. ILANO
Commission No. 0520-20
Notary Public for Mandaluyong City
Until June 30, 2022
(S.C.B.M. No. 3795; 09/28/2021)
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 62172
PTR No. 4884369; 01/14/22; Mandaluyong City
IBP Lifetime Member No. 018308; 12/14/17; Quezon City
MCLE Compliance No. V-0022159; 04/14/22; Pasig City

**CERTIFICATION OF INDEPENDENT
DIRECTOR**

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **MARGARITO B. TEVES**, Filipino, of legal age, and a resident of 411 Ambuklao Street, Ayala Alabang Village, Muntinlupa City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Petron Corporation and have been its independent director since May 20, 2014.

2. I am affiliated with the following companies or organizations:

Company	Position/Relationship	Period of Service
P.J. Lhuillier Group of Companies	Member, Strategic Committee	February 2015 to present
Atlantic Aurum Investments Philippines Corporation	Independent Director	July 19, 2013 to present
AB Capital Investment Corp.	Independent Director	June 29, 2012 to present
San Miguel Corporation	Independent Director	June 14, 2012 to present
The Wallace Business Forum	Managing Director	March 1, 2012 to present
Alphaland Balesin Island Club, Inc.	Independent Director	2012 to present
Alphaland Corporation	Independent Director	May 26, 2011 to present
Atok-Big Wedge Co., Inc.	Independent Director	2011 to present
The City Club at Alphaland Makati Place, Inc.	Independent Director	2011 to present
Pampanga Sugar Development Co.	Director	July 2011 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Petron Corporation, as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and regulations and other issuances of the Securities and Exchange Commission ("SEC").

4. Other than as disclosed in Item 2 above, I am not in any way related to any director/officer/substantial shareholder of Petron Corporation and its subsidiaries and affiliates.

5. I disclose that I am the subject of the following criminal/administrative investigation or proceeding:

Offense Charged/Investigated	Tribunal or Agency Involved	Status
A legal suit between private parties for qualified theft and/or estafa. I was included only because I was the <i>former President of Land Bank</i> .	Office of the City Prosecutor (Manila)	Have not received copy of the actual complaint-affidavit
Republic Act No. 3019. I was included only because I was the former <i>ex officio</i> Chairman of Land Bank (as DOF Secretary)	Sandiganbayan	Pending at the Sandiganbayan; latest court order to date: case suspended pending civil suit of SMC vs. Land Bank

6. I am neither in government service nor affiliated with a government agency or government-owned and-controlled corporation.

7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing rules and regulations, the Code of Corporate Governance and other SEC issuances.

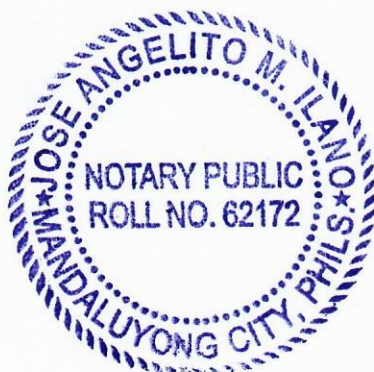
8. I shall inform the Corporate Secretary of Petron Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

Done this 10th day of March 2022 at Mandaluyong City.


MARGARITO B. TEVES
Independent Director

SUBSCRIBED AND SWORN to before me this MAR 10 2022 at MANDALUYONG CITY,
affiant exhibiting to me his Passport with No. P4425969B issued at DFA NCR South on
January 17, 2020 valid until January 16, 2030.

Doc. No. 7;
Page No. 3;
Book No. VI;
Series of 2022.




JOSE ANGELITO M. ILANO
Commission No. 0520-20
Notary Public for Mandaluyong City
Until June 30, 2022
(S.C. B.M. No. 3795; 09/28/2021)
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 62172
PTR No. 4884369; 01/14/22; Mandaluyong City
IBP Lifetime Member No. 018308; 12/14/17; Quezon City
MCLE Compliance No. V-0022159; 04/14/22; Pasig City

ANNEX “B”

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2021, 2020 and 2019



SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex, Roxas Boulevard, Pasay City, 1307 Metro Manila Philippines

Tel: (632) 818-0921 Fax: (632) 818-5293 Email: mis@sec.gov.ph



The following document has been received:

Receiving: MILFRED PAYAO

Receipt Date and Time: April 22, 2022 11:05:28 AM

Company Information

SEC Registration No.: PW00000277

Company Name: SAN MIGUEL CORPORATION

Industry Classification: D15530

Company Type: Stock Corporation

Document Information

Document ID: OST1042220228319280

Document Type: Financial Statement

Document Code: FS

Period Covered: December 31, 2021

Submission Type: Consolidated

Remarks: None

SAN MIGUEL CORPORATION AND SUBSIDIARIES

**CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2021, 2020 and 2019**

With Independent Auditors' Report



SAN MIGUEL CORPORATION

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR CONSOLIDATED FINANCIAL STATEMENTS**

The management of San Miguel Corporation (the "Company") is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2021, 2020 and 2019, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the consolidated financial statements including the schedules attached therein, and submits the same to the stockholders.

R.G. Manabat & Co., the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

RAMON S. ANG

Vice Chairman, President and
Chief Executive Officer

FERDINAND K. CONSTANTINO

Senior Vice President and
Chief Finance Officer/Treasurer

Signed this 10th day of March 2022

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
Mandaluyong City) S.S.

Before me, a Notary Public for and in Mandaluyong City, this 10th day of March 2022, personally appeared the following:

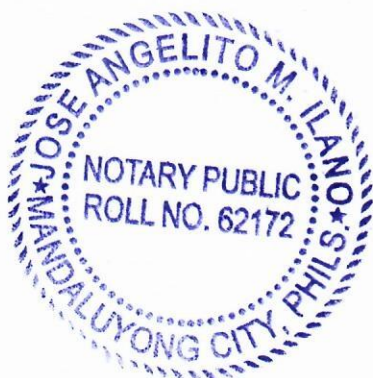
<u>Name</u>	<u>Passport No.</u>	<u>Date / Place of Issue</u>
Ramon S. Ang	P2247867B	05/22/2019/DFA Manila
Ferdinand K. Constantino	P6892447B	06/02/2021/DFA NCR East

known to me to be the same persons who executed the foregoing instrument and they acknowledged to me that the same is their free and voluntary act and deed and that of the corporation they represent.

IN WITNESS WHEREOF, I have hereunto affixed my notarial seal at the date and place first above written.

Doc. No.: 10 ;
Page No.: 3 ;
Book No.: 11 ;
Series of 2022.


JOSE ANGELITO M. ILANO
Commission No. 0520-20
Notary Public for Mandaluyong City
Until June 30, 2022
(S.C. B.M. No. 3795; 09/28/2021)
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 62172
PTR No. 4884369; 01/14/22; Mandaluyong City
IBP Lifetime Member No. 018308; 12/14/17; Quezon City
MCLE Compliance No. V-0022159; 04/14/22; Pasig City





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REPORT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
San Miguel Corporation
No. 40 San Miguel Avenue
Mandaluyong City

Opinion

We have audited the consolidated financial statements of San Miguel Corporation and Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2021, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2021, in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audits of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Firm Regulatory Registration & Accreditation:

PRC-BOA Registration No. 0003, valid until November 21, 2023

SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)

IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)

BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition (P941,193 million).

Refer to Notes 6, 25 and 33 of the consolidated financial statements.

The risk

Revenue is an important measure used to evaluate the performance of the Group and is generated from various sources. It is accounted for when control of the goods or services is transferred to the customer over time or at a point in time, at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. While revenue recognition and measurement are not complex for the Group, revenues may be inappropriately recognized in order to improve business results and achieve revenue growth in line with the objectives of the Group, thus increasing the risk of material misstatement.

Our response

We performed the following audit procedures, among others, on revenue recognition:

- We evaluated and assessed the revenue recognition policies in accordance with PFRS 15, *Revenue from Contracts with Customers*.
- We evaluated and assessed the design and operating effectiveness of the key controls over the revenue process.
- We involved our information technology specialists, as applicable, to assist in the audit of automated controls, including interface controls among different information technology applications for the evaluation of the design and operating effectiveness of controls over the recording of revenue transactions.
- We vouched, on a sampling basis, sales transactions to supporting documentation such as sales invoices and delivery documents to ascertain that the revenue recognition criteria is met.
- We tested, on a sampling basis, sales transactions for the last month of the financial year and also the first month of the following financial year to supporting documentation such as sales invoices and delivery documents to assess whether these transactions are recorded in the appropriate financial year.
- We tested, on a sampling basis, journal entries posted to revenue accounts to identify unusual or irregular items.
- We tested, on a sampling basis, credit notes issued after the financial year, to identify and assess any credit notes that relate to sales transactions recognized during the financial year.

Valuation of Goodwill (P130,081 million).

Refer to Notes 4, 5, 17 and 38 of the consolidated financial statements.

The risk

The Group has embarked on a diversification strategy and has expanded into new businesses through a number of acquisitions and investments resulting in the recognition of a significant amount of goodwill. The goodwill of the acquired businesses are reviewed annually to evaluate whether events or changes in circumstances affect the recoverability of the Group's investments.

The methods used in the annual impairment test of goodwill are complex and judgmental in nature, utilizing assumptions on future market and/or economic conditions. The assumptions used include future cash flow projections, growth rates, discount rates and sensitivity analyses, with a greater focus on more recent trends and current market interest rates, and less reliance on historical trends.

Our response

We performed the following audit procedures, among others, on the valuation of goodwill:

- We assessed management's determination of the recoverable amounts based on fair value less costs to sell or a valuation using cash flow projections (value in use) covering a five-year period based on long range plans approved by management. Cash flows beyond the five-year period are extrapolated using a constant growth rate determined for each individual cash-generating unit.
- We tested the reasonableness of the discounted cash flow model by comparing the Group's assumptions to externally derived data such as relevant industry information, projected economic growth, inflation and discount rates. Our own valuation specialist assisted us in evaluating the models used and assumptions applied.
- We performed our own sensitivity analyses on the key assumptions used in the models.



Valuation of Other Intangible Assets (P190,979 million).

Refer to Notes 4, 5 and 17 of the consolidated financial statements.

The risk

The methods used in the annual impairment test for other intangible assets with indefinite useful lives and tests of impairment indicators for other intangible assets with finite useful lives are complex and judgmental in nature, utilizing assumptions on future market and/or economic conditions. These assumptions include future cash flow projections, growth rates, discount rates and sensitivity analyses, with a greater focus on more recent trends and current market interest rates, and less reliance on historical trends.

Our response

We performed the following audit procedures, among others, on the valuation of other intangible assets:

- We evaluated and assessed management's methodology in identifying any potential indicators of impairment.
- We assessed management's determination of the recoverable amounts based on a valuation using cash flow projections (value in use) covering a five-year period based on long range plans approved by management. Cash flows beyond the five-year period are extrapolated using a constant growth rate determined for each individual cash-generating unit.
- We tested the reasonableness of the discounted cash flow model by comparing the Group's assumptions to externally derived data such as relevant industry information, projected economic growth, inflation and discount rates. Our own valuation specialist assisted us in evaluating the models used and assumptions applied.
- We performed our own sensitivity analyses on the key assumptions used in the models.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021, but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report for the year ended December 31, 2021 are expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Darwin P. Virocel.

R.G. MANABAT & CO.

DARWIN P. VIROCEL

Partner

CPA License No. 0094495

SEC Accreditation No. 94495-SEC, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements

Tax Identification No. 912-535-864

BIR Accreditation No. 08-001987-031-2019

Issued August 7, 2019; valid until August 6, 2022

PTR No. MKT 8854088

Issued January 3, 2022 at Makati City

March 18, 2022

Makati City, Metro Manila

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2021 AND 2020
(In Millions)

	Note	2021	2020
ASSETS			
Current Assets			
Cash and cash equivalents	4, 5, 7, 39, 40	P300,030	P347,209
Trade and other receivables - net	4, 5, 8, 33, 35, 39, 40	161,808	124,369
Inventories	4, 5, 9	141,209	102,822
Current portion of biological assets - net	4, 16	3,106	3,401
Prepaid expenses and other current assets	4, 5, 10, 12, 23, 33, 34, 39, 40	108,689	94,610
Total Current Assets		714,842	672,411
Noncurrent Assets			
Investments and advances - net	4, 5, 11, 23	55,002	50,495
Investments in equity and debt instruments	4, 12, 39, 40	41,966	41,766
Property, plant and equipment - net	4, 5, 13, 34	567,609	511,624
Right-of-use assets - net	4, 5, 14, 34	163,364	169,208
Investment property - net	4, 15, 34	69,825	60,678
Biological assets - net of current portion	4, 16	2,244	2,352
Goodwill - net	4, 17	130,081	129,733
Other intangible assets - net	4, 5, 17	190,979	169,532
Deferred tax assets	4, 5, 23	17,141	20,946
Other noncurrent assets - net	4, 5, 18, 33, 34, 35, 39, 40	98,600	83,462
Total Noncurrent Assets		1,336,811	1,239,796
		P2,051,653	P1,912,207
LIABILITIES AND EQUITY			
Current Liabilities			
Loans payable	19, 30, 33, 38, 39, 40	P190,779	P140,645
Accounts payable and accrued expenses	4, 5, 20, 33, 34, 35, 39, 40	194,579	153,249
Lease liabilities - current portion	4, 5, 30, 33, 34, 38, 39, 40	23,423	25,759
Income and other taxes payable	5, 23	23,102	20,998
Dividends payable	33, 36, 38	4,296	4,231
Current maturities of long-term debt - net of debt issue costs	21, 30, 33, 38, 39, 40	88,857	74,502
Total Current Liabilities		525,036	419,384
Noncurrent Liabilities			
Long-term debt - net of current maturities and debt issue costs	21, 30, 33, 38, 39, 40	725,108	692,407
Lease liabilities - net of current portion	4, 5, 30, 33, 34, 38, 39, 40	71,569	91,278
Deferred tax liabilities	23	28,742	27,749
Other noncurrent liabilities	4, 5, 22, 33, 35, 39, 40	19,959	26,301
Total Noncurrent Liabilities		845,378	837,735

Forward

	Note	2021	2020
Equity	24, 36, 37		
Equity Attributable to Equity Holders of the Parent Company			
Capital stock - common		P16,443	P16,443
Capital stock - preferred		10,187	10,187
Additional paid-in capital		177,719	177,719
Capital securities		28,171	28,171
Equity reserves	5, 23	14,136	10,131
Retained earnings:			
Appropriated		66,630	60,155
Unappropriated	23	157,707	162,204
Treasury stock		(144,363)	(110,146)
		326,630	354,864
Non-controlling Interests	2, 5, 23, 24	354,609	300,224
Total Equity		681,239	655,088
		P2,051,653	P1,912,207

See Notes to the Consolidated Financial Statements.

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
(In Millions, Except Per Share Data)

	<i>Note</i>	2021	2020	2019
SALES	6, 25, 33	P941,193	P725,797	P1,020,502
COST OF SALES	26, 34	746,050	576,449	818,815
GROSS PROFIT		195,143	149,348	201,687
SELLING AND ADMINISTRATIVE EXPENSES	27, 34	(77,991)	(77,872)	(85,972)
INTEREST EXPENSE AND OTHER FINANCING CHARGES	19, 21, 30, 33, 34, 35	(49,265)	(52,035)	(56,019)
INTEREST INCOME	7, 31, 33, 35	3,591	6,182	10,675
EQUITY IN NET EARNINGS OF ASSOCIATES AND JOINT VENTURES	11, 23	1,040	417	105
GAIN (LOSS) ON SALE OF PROPERTY AND EQUIPMENT	13, 15, 18	167	(491)	(237)
OTHER INCOME (CHARGES) - Net	4, 5, 32, 34, 39, 40	(6,733)	11,861	6,848
INCOME BEFORE INCOME TAX		65,952	37,410	77,087
INCOME TAX EXPENSE	23, 42	17,793	15,531	28,513
NET INCOME		P48,159	P21,879	P48,574
Attributable to:				
Equity holders of the Parent Company		P13,925	P2,973	P21,329
Non-controlling interests	5, 23, 24	34,234	18,906	27,245
		P48,159	P21,879	P48,574
Basic/Diluted Earnings (Loss) Per Common Share Attributable to Equity Holders of the Parent Company	37	P2.48	(P1.66)	P5.93

See Notes to the Consolidated Financial Statements.

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
(In Millions)

	<i>Note</i>	2021	2020	2019
NET INCOME		P48,159	P21,879	P48,574
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified to profit or loss				
Equity reserve for retirement plan	35	2,143	(357)	(3,382)
Income tax benefit (expense)	23	(1,084)	126	971
Net gain (loss) on financial assets at fair value through other comprehensive income	12	1	(172)	(44)
Income tax expense		(14)	(1)	(6)
Share in other comprehensive income (loss) of associates and joint ventures - net	11	10	(132)	(25)
		1,056	(536)	(2,486)
Items that may be reclassified to profit or loss				
Gain (loss) on exchange differences on translation of foreign operations		5,412	(4,448)	(3,128)
Net gain on financial assets at fair value through other comprehensive income	12	-	1	11
Income tax expense		-	-	(1)
Net gain (loss) on cash flow hedges	40	268	(23)	(679)
Income tax benefit (expense)		(100)	5	192
		5,580	(4,465)	(3,605)
OTHER COMPREHENSIVE INCOME (LOSS) - Net of tax		6,636	(5,001)	(6,091)
TOTAL COMPREHENSIVE INCOME - Net of tax		P54,795	P16,878	P42,483
Attributable to:				
Equity holders of the Parent Company		P19,387	(P816)	P16,839
Non-controlling interests	5, 24	35,408	17,694	25,644
		P54,795	P16,878	P42,483

See Notes to the Consolidated Financial Statements.

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
(In Millions)

Equity Attributable to Equity Holders of the Parent Company																		
	Note	Capital Securities															Non-Controlling Interests	Total Equity
		Capital Stock		Additional Paid-in Capital	Senior Perpetual Capital Securities	Redeemable Perpetual Securities	Reserve for Retirement Plan	Equity Reserves				Retained Earnings		Treasury Stock				
		Common	Preferred					Hedging Reserve	Fair Value Reserve	Translation Reserve	Other Equity Reserve	Appropriated	Unappropriated	Common	Preferred			
As at January 1, 2021		P16,443	P10,187	P177,719	P24,211	P3,960	(P5,102)	(P654)	P383	(P2,218)	P17,722	P60,155	P162,204	(P67,093)	(P43,053)	P354,864	P300,224	P655,088
Gain on exchange differences on translation of foreign operations		-	-	-	-	-	-	-	-	4,455	-	-	-	-	-	4,455	957	5,412
Share in other comprehensive income (loss) of associates and joint ventures - net	11	-	-	-	-	-	101	-	(96)	1	-	-	-	-	-	6	4	10
Net gain on cash flow hedges	40	-	-	-	-	-	-	120	-	-	-	-	-	-	-	120	48	168
Net gain (loss) on financial assets at fair value through other comprehensive income	12	-	-	-	-	-	-	-	(15)	-	-	-	-	-	-	(15)	2	(13)
Equity reserve for retirement plan	23, 35	-	-	-	-	-	896	-	-	-	-	-	-	-	-	896	163	1,059
Other comprehensive income (loss)		-	-	-	-	-	997	120	(111)	4,456	-	-	-	-	-	5,462	1,174	6,636
Net income		-	-	-	-	-	-	-	-	-	-	-	13,925	-	-	13,925	34,234	48,159
Total comprehensive income (loss)		-	-	-	-	-	997	120	(111)	4,456	-	-	13,925	-	-	19,387	35,408	54,795
Redemption of Subseries "2-C", Subseries "2-E" and Subseries "2-G" preferred shares	24	-	-	-	-	-	-	-	-	-	-	-	-	-	(34,217)	(34,217)	-	(34,217)
Net addition (reduction) to non-controlling interests and others	5, 11, 24	-	-	-	-	-	(32)	-	(3)	27	(1,449)	-	(604)	-	-	(2,061)	47,009	44,948
Appropriations - net	24	-	-	-	-	-	-	-	-	-	-	6,475	(6,475)	-	-	-	-	-
Cash dividends and distributions: Common	36	-	-	-	-	-	-	-	-	-	-	-	(3,337)	-	-	(3,337)	(10,170)	(13,507)
Preferred		-	-	-	-	-	-	-	-	-	-	-	(6,002)	-	-	(6,002)	(2,400)	(8,402)
Senior perpetual capital securities		-	-	-	-	-	-	-	-	-	-	-	(1,804)	-	-	(1,804)	(14,806)	(16,610)
Redeemable perpetual securities		-	-	-	-	-	-	-	-	-	-	-	(200)	-	-	(200)	-	(200)
Undated subordinated capital securities		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(656)	(656)
As at December 31, 2021	24	P16,443	P10,187	P177,719	P24,211	P3,960	(P4,137)	(P534)	P269	P2,265	P16,273	P66,630	P157,707	(P67,093)	(P77,270)	P326,630	P354,609	P681,239

Forward

Equity Attributable to Equity Holders of the Parent Company																		
Note																		
	Capital Stock		Additional Paid-in Capital	Capital Securities		Equity Reserves					Retained Earnings		Treasury Stock		Total	Non-Controlling Interests	Total Equity	
	Common	Preferred		Perpetual Capital Securities	Redeemable Perpetual Securities	Reserve for Retirement Plan	Hedging Reserve	Fair Value Reserve	Translation Reserve	Other Equity Reserve	Appropriated	Unappropriated	Common	Preferred				
As at January 1, 2020		P16,443	P10,187	P177,938	P -	P -	(P4,850)	(P614)	P548	P982	P18,324	P56,689	P173,092	(P67,093)	(P49,190)	P332,456	P241,939	P574,395
Loss on exchange differences on translation of foreign operations		-	-	-	-	-	-	-	-	(3,211)	-	-	-	-	-	(3,211)	(1,237)	(4,448)
Share in other comprehensive income (loss) of associates and joint ventures - net	11	-	-	-	-	-	(69)	-	7	(53)	-	-	-	-	-	(115)	(17)	(132)
Net gain (loss) on cash flow hedges	40	-	-	-	-	-	-	(40)	-	-	-	-	-	-	-	(40)	22	(18)
Net loss on financial assets at fair value through other comprehensive income	12	-	-	-	-	-	-	-	(171)	-	-	-	-	-	-	(171)	(1)	(172)
Equity reserve for retirement plan	35	-	-	-	-	-	(252)	-	-	-	-	-	-	-	-	(252)	21	(231)
Other comprehensive loss		-	-	-	-	-	(321)	(40)	(164)	(3,264)	-	-	-	-	-	(3,789)	(1,212)	(5,001)
Net income		-	-	-	-	-	-	-	-	-	-	-	2,973	-	-	2,973	18,906	21,879
Total comprehensive income (loss)		-	-	-	-	-	(321)	(40)	(164)	(3,264)	-	-	2,973	-	-	(816)	17,694	16,878
Issuance of capital securities	24	-	-	-	24,211	14,662	-	-	-	-	-	-	-	-	-	38,873	-	38,873
Purchase and cancellation of redeemable perpetual securities	24	-	-	-	-	(10,702)	-	-	-	-	-	-	(108)	-	-	(10,810)	-	(10,810)
Reissuance of treasury shares	24	-	-	(219)	-	-	-	-	-	-	-	-	-	-	33,793	33,574	-	33,574
Redemption of Series "1" and Subseries "2-D" preferred shares	24	-	-	-	-	-	-	-	-	-	-	-	-	-	(27,656)	(27,656)	-	(27,656)
Net addition (reduction) to non-controlling interests and others	5, 11, 24	-	-	-	-	-	69	-	(1)	64	(602)	(2,795)	2,135	-	-	(1,130)	62,586	61,456
Appropriations - net	24	-	-	-	-	-	-	-	-	-	-	6,261	(6,261)	-	-	-	-	-
Cash dividends and distributions:	36																	
Common		-	-	-	-	-	-	-	-	-	-	-	(3,337)	-	-	(3,337)	(9,967)	(13,304)
Preferred		-	-	-	-	-	-	-	-	-	-	-	(6,052)	-	-	(6,052)	(1,915)	(7,967)
Redeemable perpetual securities		-	-	-	-	-	-	-	-	-	-	-	(238)	-	-	(238)	-	(238)
Senior perpetual capital securities		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(8,666)	(8,666)
Undated subordinated capital securities		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1,447)	(1,447)
As at December 31, 2020	24	P16,443	P10,187	P177,719	P24,211	P3,960	(P5,102)	(P654)	P383	(P2,218)	P17,722	P60,155	P162,204	(P67,093)	(P43,053)	P354,864	P300,224	P655,088

Forward

	Note	Equity Attributable to Equity Holders of the Parent Company													Non-controlling Interests	Total Equity
		Equity Reserves														
		Capital Stock		Additional Paid-in Capital	Reserve for Retirement Plan	Hedging Reserve	Fair Value Reserve	Translation Reserve	Other Equity Reserve	Retained Earnings		Treasury Stock		Total		
		Common	Preferred							Appropriated	Unappropriated	Common	Preferred			
As at January 1, 2019, As adjusted		P16,443	P10,187	P177,938	(P2,990)	(P173)	P514	P3,239	P20,923	P72,820	P146,757	(P67,093)	(P42,408)	P336,157	P173,368	P509,525
Loss on exchange differences on translation of foreign operations		-	-	-	-	-	-	(2,261)	-	-	-	-	-	(2,261)	(867)	(3,128)
Share in other comprehensive income (loss) of associates and joint ventures - net	11	-	-	-	(113)	-	77	4	-	-	-	-	-	(32)	7	(25)
Net loss on cash flow hedges	40	-	-	-	-	(441)	-	-	-	-	-	-	-	(441)	(46)	(487)
Net gain (loss) on financial assets at fair value through other comprehensive income	12	-	-	-	-	-	(43)	-	-	-	-	-	-	(43)	3	(40)
Equity reserve for retirement plan	35	-	-	-	(1,713)	-	-	-	-	-	-	-	-	(1,713)	(698)	(2,411)
Other comprehensive income (loss)		-	-	-	(1,826)	(441)	34	(2,257)	-	-	-	-	-	(4,490)	(1,601)	(6,091)
Net income		-	-	-	-	-	-	-	-	-	21,329	-	-	21,329	27,245	48,574
Total comprehensive income (loss)		-	-	-	(1,826)	(441)	34	(2,257)	-	-	21,329	-	-	16,839	25,644	42,483
Redemption of Subseries "2-B" preferred shares	24	-	-	-	-	-	-	-	-	-	-	-	(6,782)	(6,782)	-	(6,782)
Net addition (reduction) to non-controlling interests and others	5, 11, 24	-	-	-	(34)	-	-	-	(2,599)	196	(797)	-	-	(3,234)	63,127	59,893
Reversal of appropriations - net	24	-	-	-	-	-	-	-	-	(16,327)	16,327	-	-	-	-	-
Cash dividends and distributions:	36															
Common		-	-	-	-	-	-	-	-	-	(3,337)	-	-	(3,337)	(11,161)	(14,498)
Preferred		-	-	-	-	-	-	-	-	-	(7,187)	-	-	(7,187)	(2,426)	(9,613)
Senior perpetual capital securities		-	-	-	-	-	-	-	-	-	-	-	-	-	(3,430)	(3,430)
Undated subordinated capital securities		-	-	-	-	-	-	-	-	-	-	-	-	-	(3,183)	(3,183)
As at December 31, 2019	24	P16,443	P10,187	P177,938	(P4,850)	(P614)	P548	P982	P18,324	P56,689	P173,092	(P67,093)	(P49,190)	P332,456	P241,939	P574,395

See Notes to the Consolidated Financial Statements.

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019
(In Millions)

	<i>Note</i>	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		P65,952	P37,410	P77,087
Adjustments for:				
Interest expense and other financing charges	30	49,265	52,035	56,019
Depreciation, amortization and others - net	13, 14, 15, 17, 18, 28, 32	46,467	27,723	35,235
Interest income	31	(3,591)	(6,182)	(10,675)
Equity in net earnings of associates and joint ventures	11	(1,040)	(417)	(105)
Loss (gain) on sale of property and equipment	13, 15, 18	(167)	491	237
Operating income before working capital changes		156,886	111,060	157,798
Changes in noncash current assets, certain current liabilities and others	38	(43,608)	12,823	16,390
Cash generated from operations		113,278	123,883	174,188
Interest and other financing charges paid		(48,612)	(54,909)	(58,833)
Income taxes paid		(14,528)	(16,042)	(21,868)
Net cash flows provided by operating activities		50,138	52,932	93,487
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to property, plant and equipment	13	(74,421)	(60,629)	(65,640)
Additions to intangible assets	17	(26,007)	(16,618)	(17,106)
Additions to advances to contractors and suppliers	18	(16,067)	(4,855)	(13,601)
Decrease (increase) in other noncurrent assets and others	18	(7,053)	358	(16,796)
Additions to investment property	15	(6,546)	(8,711)	(9,386)
Additions to investments in equity and debt instruments	12	(6,101)	(70)	(71)
Additions to investments and advances	11	(5,223)	(4,001)	(2,098)
Proceeds from the redemption and disposal of investments in equity and debt instruments	12	6,509	108	94
Interest received		3,313	6,402	10,549
Dividends received	12	2,674	1,344	1,886
Proceeds from sale of property and equipment	13, 15, 18	1,350	912	871
Cash and cash equivalents of a consolidated (deconsolidated) subsidiary	5	-	1,053	(626)
Acquisitions of subsidiaries, net of cash and cash equivalents acquired	38	-	-	(1,408)
Net cash flows used in investing activities		(127,572)	(84,707)	(113,332)

Forward

	Note	2021	2020	2019
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from:				
Short-term borrowings	38	P760,746	P813,187	P1,405,972
Long-term borrowings	38	140,777	160,437	158,746
Payments of:				
Short-term borrowings	38	(711,147)	(841,775)	(1,416,504)
Long-term borrowings	38	(113,419)	(58,913)	(85,968)
Net proceeds from issuance of capital securities and preferred shares of subsidiaries	24	61,899	67,799	85,733
Redemption of preferred shares	24	(34,217)	(27,656)	(6,782)
Cash dividends and distributions paid to non-controlling shareholders	38	(27,555)	(21,777)	(20,065)
Payments of lease liabilities	38	(26,151)	(24,825)	(20,673)
Redemption of capital securities and preferred shares of subsidiaries	24	(17,459)	(15,000)	(22,305)
Cash dividends and distributions paid	36, 38	(11,755)	(9,731)	(10,587)
Decrease in non-controlling interests' share in the net assets of subsidiaries and others	24	(623)	(1,526)	(811)
Proceeds from reissuance of treasury shares	24	-	33,588	-
Net proceeds from issuance of capital securities	24	-	28,171	-
Net cash flows provided by financing activities		21,096	101,979	66,756
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS				
		9,159	(9,452)	(3,604)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS				
		(47,179)	60,752	43,307
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR				
	7	347,209	286,457	243,150
CASH AND CASH EQUIVALENTS AT END OF YEAR				
	7	P300,030	P347,209	P286,457

See Notes to the Consolidated Financial Statements.

SAN MIGUEL CORPORATION AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in Millions, Except Per Share Data and Number of Shares)

1. Reporting Entity

San Miguel Corporation (SMC or the Parent Company), a subsidiary of Top Frontier Investment Holdings, Inc. (Top Frontier or the Ultimate Parent Company), was incorporated on August 21, 1913. On March 16, 2012, the Philippine Securities and Exchange Commission (SEC) approved the amendment of the Articles of Incorporation and By-Laws of the Parent Company to extend the corporate term for another fifty (50) years from August 21, 2013, as approved on the March 14, 2011 and June 7, 2011 meetings of the Parent Company's Board of Directors (BOD) and stockholders, respectively.

The Parent Company has a corporate life of 50 years pursuant to its articles of incorporation. However, under the Revised Corporation Code of the Philippines, the Parent Company shall have a perpetual corporate life.

The Parent Company is a public company under Section 17.2 of the Securities Regulation Code. Its common and preferred shares are listed on The Philippine Stock Exchange, Inc. (PSE).

The accompanying consolidated financial statements comprise the financial statements of the Parent Company and its Subsidiaries and the Group's interests in associates and joint ventures (collectively referred to as the Group).

The Group is engaged in various businesses, including food and beverage, packaging, energy, fuel and oil, infrastructure, cement and real estate property management and development.

The registered office address of the Parent Company is No. 40 San Miguel Avenue, Mandaluyong City, Philippines.

2. Basis of Preparation

Statement of Compliance

The accompanying consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS are based on International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). PFRS consist of PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations issued by the Philippine Financial Reporting Standards Council (FRSC).

The consolidated financial statements were approved and authorized for issue in accordance with a resolution by the BOD on March 10, 2022.

Basis of Measurement

The consolidated financial statements of the Group have been prepared on a historical cost basis except for the following items which are measured on an alternative basis on each reporting date:

Items	Measurement Basis
Derivative financial instruments	Fair value
Financial assets at fair value through profit or loss (FVPL)	Fair value
Financial assets at fair value through other comprehensive income (FVOCI)	Fair value
Defined benefit retirement asset (liability)	Fair value of the plan assets less the present value of the defined benefit retirement obligation
Agricultural produce	Fair value less estimated costs to sell at the point of harvest

Functional and Presentation Currency

The consolidated financial statements are presented in Philippine peso, which is the functional currency of the Parent Company. All financial information are rounded off to the nearest million (000,000), except when otherwise indicated.

Basis of Consolidation

The consolidated financial statements include the financial statements of the Parent Company and its subsidiaries. The major subsidiaries include the following:

	Percentage of Ownership		Country of Incorporation
	2021	2020	
Food and Beverage Business			
San Miguel Food and Beverage, Inc. (SMFB) and subsidiaries [including San Miguel Mills, Inc. (SMMI) and subsidiaries, Magnolia Inc. and subsidiary, San Miguel Foods, Inc. (SMFI) and subsidiary, PT San Miguel Foods Indonesia (PTSMFI), San Miguel Super Coffeemix Co., Inc., The Purefoods-Hormel Company, Inc. (PF-Hormel), and San Miguel Foods International, Limited and subsidiary, San Miguel Foods Investment (BVI) Limited and subsidiary and San Miguel Pure Foods (VN) Co., Ltd.]	88.76	88.76	Philippines
San Miguel Brewery Inc. (SMB) and subsidiaries [including Iconic Beverages, Inc. (IBI), Brewery Properties Inc. (BPI) and subsidiary, and San Miguel Brewing International Limited (SMBIL) and subsidiaries, San Miguel Brewery Hong Kong Limited (SMBHK) and subsidiaries, San Miguel (Baoding) Brewery Co., Ltd. (SMBB), San Miguel Beer (Thailand) Limited and San Miguel Marketing (Thailand) Limited and subsidiaries {including San Miguel Brewery Vietnam Company Limited ^(a) and PT. Delta Djakarta Tbk and subsidiary}]			
Ginebra San Miguel Inc. (GSMI) and subsidiaries [including Distileria Bago, Inc., Ginebra San Miguel International Ltd., GSM International Holdings Limited and Global Beverages Holdings Limited]			

Forward

	Percentage of Ownership		Country of Incorporation
	2021	2020	
Packaging Business			
San Miguel Yamamura Packaging Corporation (SMYPC) and subsidiaries [including SMC Yamamura Fuso Molds Corporation (SYFMC) and Can Asia, Inc.]	65.00	65.00	Philippines
San Miguel Yamamura Packaging International Limited (SMYPIL) and subsidiaries [including San Miguel Yamamura Phu Tho Packaging Company Limited ^(a) , San Miguel Yamamura Glass (Vietnam) Limited and San Miguel Yamamura Haiphong Glass Company Limited., Zhaoqing San Miguel Yamamura Glass Company Limited ^(a) , Foshan San Miguel Yamamura Packaging Company Limited and subsidiary ^(a) , San Miguel Yamamura Packaging and Printing Sdn. Bhd., San Miguel Yamamura Woven Products Sdn. Bhd. and subsidiary, San Miguel Yamamura Plastic Films Sdn. Bhd. and San Miguel Yamamura Australasia Pty. Ltd. (SMYA) and subsidiaries {including SMYC Pty Ltd and subsidiary, Foshan Cospak Packaging Co Ltd., SMYV Pty Ltd, SMYB Pty Ltd, SMYP Pty Ltd, Cospak Limited, SMYBB Pty Ltd, SMYJ Pty Ltd, Wine Brothers Australia Pty Ltd and Vinocor Ltd.}]	65.00	65.00	British Virgin Islands (BVI)
Mindanao Corrugated Fibreboard, Inc.	100.00	100.00	Philippines
Energy Business			
SMC Global Power Holdings Corp. (SMC Global) and subsidiaries [including San Miguel Energy Corporation (SMEC) and subsidiaries, South Premiere Power Corp. (SPPC), Strategic Power Devt. Corp. (SPDC), San Miguel Electric Corp. (SMELC), SMC PowerGen Inc., Universal Power Solutions, Inc. (UPSI), SMC Consolidated Power Corporation (SCPC), San Miguel Consolidated Power Corporation (SMCPC), Central Luzon Premiere Power Corp., Lumiere Energy Technologies, Inc. (LETI), PowerOne Ventures Energy Inc. (PVEI), SMCGP Masin Pte. Ltd. and subsidiaries, Masinloc Power Partners Co. Ltd. (MPPCL) and subsidiary, Albay Power and Energy Corp. (APEC), SMCGP Philippines Energy Storage Co. Ltd. (SPESC) and Mariveles Power Generation Corporation (MPGC)]	100.00	100.00	Philippines
Fuel and Oil Business			
SEA Refinery Corporation (SRC) and subsidiary: Petron Corporation (Petron) and subsidiaries [including Petron Marketing Corporation, Petron Freeport Corporation, Overseas Ventures Insurance Corporation Ltd. ^(a) , New Ventures Realty Corporation (NVR) and subsidiaries, Petron Singapore Trading Pte., Ltd. (PSTPL), Petron Global Limited, Petron Oil & Gas Mauritius Ltd. and subsidiary, Petron Oil & Gas International Sdn. Bhd. and subsidiaries, Petron Malaysia Refining & Marketing Bhd. (PMRMB), Petron Fuel International Sdn. Bhd. and Petron Oil (M) Sdn. Bhd. (POMSB) (collectively Petron Malaysia), Petron Finance (Labuan) Limited and Petrochemical Asia (HK) Limited ^(a) and subsidiaries]	100.00	100.00	Philippines

Forward

	Percentage of Ownership		Country of Incorporation
	2021	2020	
Infrastructure Business			
San Miguel Holdings Corp. doing business under the name and style of SMC Infrastructure (SMHC) and subsidiaries ^(a) [including SMC TPLEX Holdings Company, Inc. and subsidiary, SMC TPLEX Corporation (SMCTC) (formerly Private Infra Dev Corporation), TPLEX Operations & Maintenance Corp., Trans Aire Development Holdings Corp. (TADHC), SMC NAIAX Corporation (SMC NAIAX; formerly Vertex Tollways Devt. Inc.), Universal LRT Corporation (BVI) Limited (ULC BVI), SMC Mass Rail Transit 7 Inc. (SMC MRT 7), ULCOM Company, Inc., SMC Infraventures Inc. and subsidiary, SMC Skyway Stage 4 Corporation (MMSS4; formerly Citra Intercity Tollways, Inc.), Luzon Clean Water Development Corporation (LCWDC), Sleep International (Netherlands) Cooperatief U.A. and Wiselink Investment Holdings, Inc. {collectively own Cypress Tree Capital Investments, Inc. and subsidiaries including Star Infrastructure Development Corporation (SIDC) and Star Tollway Corporation (collectively the Cypress Group)}, Atlantic Aurum Investments B.V. (AAIBV) and subsidiaries {including SMC Tollways Corporation (SMC Tollways; formerly Atlantic Aurum Investments Philippines Corporation) and subsidiaries {including Stage 3 Connector Tollways Holding Corporation (S3HC) and subsidiary, SMC Skyway Stage 3 Corporation (MMSS3; formerly Citra Central Expressway Corp.) and SMC Skyway Corporation (SMC Skyway; formerly Citra Metro Manila Tollways Corporation) and subsidiary, Skyway O&M Corporation (SOMCO), SMC SLEX Holdings Company Inc. (SSHCI; formerly MTD Manila Expressways Inc.) and subsidiaries, Alloy Manila Toll Expressways, Inc. (AMTEX), Manila Toll Expressway Systems, Inc. (MATES) and SMC SLEX Inc. (SMC SLEX; formerly South Luzon Tollway Corporation)}, San Miguel Aerocity Inc. doing business under the name and style of “Manila International Airport” (SMAI) and Pasig River Expressway Corporation (PREC)]	100.00	100.00	Philippines
Cement Business			
San Miguel Equity Investments Inc. (SMEII) and subsidiaries ^(a) [including Northern Cement Corporation (NCC) ^(b) , Southern Concrete Industries, Inc. (SCII; formerly Oro Cemento Industries Corporation) and First Stronghold Cement Industries Inc. (FSCII)]	100.00	100.00	Philippines
Real Estate Business			
San Miguel Properties, Inc. (SMPI) and subsidiaries ^(a) [including SMPI Makati Flagship Realty Corp. and Bright Ventures Realty, Inc.]	99.97	99.96	Philippines
Davana Heights Development Corporation (DHDC) and subsidiaries	100.00	100.00	Philippines
Others			
San Miguel International Limited and subsidiary, San Miguel Holdings Limited (SMHL) and subsidiaries [including SMYPIL and San Miguel Insurance Company, Ltd. (SMICL)]	100.00	100.00	Bermuda
SMC Shipping and Lighterage Corporation (SMCSLC) and subsidiaries ^(a) , including SL Harbor Bulk Terminal Corporation (SLHBTC)	70.00	70.00	Philippines
San Miguel Integrated Logistics Services, Inc. (SMILSI) and subsidiary	100.00	100.00	Philippines
SMC Stock Transfer Service Corporation ^(a)	100.00	100.00	Philippines
ArchEn Technologies Inc. ^(a)	100.00	100.00	Philippines
SMITS, Inc. and subsidiaries ^(a)	100.00	100.00	Philippines
Petrogen Insurance Corporation (Petrogen) ^(c)	92.05	68.26	Philippines
Anchor Insurance Brokerage Corporation (AIBC) ^(a)	58.33	58.33	Philippines
SMC Asia Car Distributors Corp. (SMCACDC) and subsidiaries ^(a)	65.00	65.00	Philippines
SMC Equivest Corporation (SMCEC)	100.00	100.00	Philippines

(a) The financial statements of these subsidiaries were audited by other auditors.

(b) Consolidated to SMEII effective August 24, 2020 (Note 5).

(c) Became a 92.05% owned subsidiary of the Parent Company and deconsolidated from Petron effective February 4, 2021 (Note 5).

A subsidiary is an entity controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

When the Group has less than majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including the contractual arrangement with the other vote holders of the investee, rights arising from other contractual arrangements and the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are included in the consolidated financial statements from the date when the Group obtains control, and continue to be consolidated until the date when such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using uniform accounting policies for like transactions and other events in similar circumstances. Intergroup balances and transactions, including intergroup unrealized profits and losses, are eliminated in preparing the consolidated financial statements.

Non-controlling interests represent the portion of profit or loss and net assets not attributable to the Parent Company and are presented in the consolidated statements of income, consolidated statements of comprehensive income and within equity in the consolidated statements of financial position, separately from the equity attributable to equity holders of the Parent Company.

Non-controlling interests include the interests not held by the Parent Company in its subsidiaries as follows: SMFB, SMYPC, SMYPIL, Petron, SMCTC, TADHC, AMTEX, AAIBV, SMPI, SMCSLC, Petrogen, AIBC and SMCACDC in 2021 and 2020 (Note 5).

A change in the ownership interest in a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, the Group: (i) derecognizes the assets (including goodwill) and liabilities of the subsidiary, the carrying amount of any non-controlling interests and the cumulative translation differences recorded in equity; (ii) recognizes the fair value of the consideration received, the fair value of any investment retained and any surplus or deficit in the consolidated statements of income; and (iii) reclassify the Parent Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements, except for the changes in accounting policies as explained below.

Adoption of Amended Standard

Effective January 1, 2021, the Group has adopted Coronavirus Disease 2019 (COVID-19) - Related Rent Concessions (Amendments to PFRS 16, *Leases*) beyond June 30, 2021 and as a result, has accordingly changed its accounting policy. The optional practical expedient introduced in the 2020 amendments that simplifies how a lessee accounts for rent concessions that are a direct consequence of COVID-19 and which solely applies to reduction in lease payments originally due on or before June 30, 2021 has been extended to June 30, 2022. The economic challenges presented by the COVID-19 pandemic have persisted longer than anticipated. As a result, lessors and lessees are negotiating rent concessions that extend beyond June 30, 2021.

The adoption of the amended standard did not have a material effect on the consolidated financial statements.

Amended Standards Not Yet Adopted

A number of amended standards are effective for annual periods beginning after January 1, 2021 and have not been applied in preparing the consolidated financial statements. Unless otherwise indicated, none of these are expected to have a significant effect on the consolidated financial statements.

The Group will adopt the following amended standards on the respective effective dates:

- Property, Plant and Equipment - Proceeds before Intended Use (Amendments to PAS 16, *Property, Plant and Equipment*). The amendments prohibit an entity from deducting from the cost of an item of property, plant and equipment the proceeds from selling items produced before that asset is available for use. The proceeds before intended use should be recognized in profit or loss, together with the costs of producing those items which are identified and measured in accordance with PAS 2, *Inventories*.

The amendments also clarify that testing whether an item of property, plant and equipment is functioning properly means assessing its technical and physical performance rather than assessing its financial performance.

For the sale of items that are not part of an entity's ordinary activities, the amendments require the entity to disclose separately the sales proceeds and related production cost recognized in profit or loss and specify the line items in which such proceeds and costs are included in the statement of comprehensive income. This disclosure is not required if such proceeds and cost are presented separately in the statement of comprehensive income.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted. The amendments apply retrospectively, but only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments.

The Group is currently performing detailed assessment of the potential effect of adopting the amendments and has yet to reasonably estimate the impact.

- Onerous Contracts - Cost of Fulfilling a Contract (Amendments to PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*). The amendments clarify that the cost of fulfilling a contract when assessing whether a contract is onerous includes all costs that relate directly to a contract - i.e. it comprise both incremental costs and an allocation of other direct costs.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 to contracts existing at the date when the amendments are first applied. At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as appropriate. The comparatives are not restated. Earlier application is permitted.

- Annual Improvements to PFRS Standards 2018-2020. This cycle of improvements contains amendments to four standards, of which the following are applicable to the Group:
 - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities (Amendment to PFRS 9, *Financial Instruments*). The amendment clarifies that for the purpose of performing the '10 per cent' test for derecognition of financial liabilities, the fees paid net of fees received included in the discounted cash flows include only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.
 - Lease Incentives (Amendment to Illustrative Examples accompanying PFRS 16). The amendment deletes from the Illustrative Example 13 the reimbursement relating to leasehold improvements to remove the potential for confusion because the example had not explained clearly enough the conclusion as to whether the reimbursement would meet the definition of a lease incentive in PFRS 16.
 - Taxation in Fair Value Measurements (Amendment to PAS 41, *Agriculture*). The amendment removes the requirement to exclude cash flows for taxation when measuring fair value, thereby aligning the fair value measurement requirements in PAS 41 with those in PFRS 13, *Fair Value Measurement*.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted.

- Reference to the Conceptual Framework (Amendment to PFRS 3, *Business Combinations*). The amendments:
 - updated PFRS 3 so that it now refers to the 2018 Conceptual Framework;
 - added a requirement that, for transactions and other events within the scope of PAS 37 or International Financial Reporting Interpretations Committee (IFRIC) 21, *Levies*, an acquirer applies PAS 37 or IFRIC 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
 - added an explicit statement that an acquirer does not recognize contingent assets acquired in a business combination.

The amendments are effective for business combinations occurring in reporting periods starting on or after January 1, 2022. Earlier application is permitted.

- Classification of Liabilities as Current or Noncurrent (Amendments to PAS 1, *Presentation of Financial Statements*). To promote consistency in application and clarify the requirements on determining whether a liability is current or noncurrent, the amendments:
 - removed the requirement for a right to defer settlement of a liability for at least 12 months after the reporting period to be unconditional and instead requires that the right must have substance and exist at the end of the reporting period;
 - clarified that a right to defer settlement exists only if an entity complies with conditions specified in the loan agreement at the end of the reporting period, even if the lender does not test compliance until a later date; and
 - clarified that settlement of a liability includes transferring an entity's own equity instruments to the counterparty, but conversion options that are classified as equity do not affect classification of the liability as current or noncurrent.

The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2023, with early application permitted.

In November 2021, the IASB issued the Exposure Draft, Non-Current Liabilities with Covenants after considering stakeholder feedback on the December 2020 tentative agenda decision issued by the IFRS Interpretations Committee about the amendments. The exposure draft proposes to again amend PAS 1 as follows:

- Conditions which the entity must comply within 12 months after the reporting period will have no effect on the classification as current or non-current.
- Additional disclosure requirements will apply to non-current liabilities subject to such conditions to enable the assessment of the risk that the liability could become repayable within 12 months.
- Separate presentation in the statement of financial position will be required for non-current liabilities for which the right to defer settlement is subject to conditions within 12 months after the reporting period.
- The effective date of the amendments will be deferred to no earlier than January 1, 2024.

Comments on the Exposure Draft is due on March 21, 2022.

- Definition of Accounting Estimates (Amendments to PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*). The amendments clarify that accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that an entity develops an accounting estimate to achieve the objective set out by an accounting policy. Developing an accounting estimate includes selecting a measurement technique (estimate or valuation technique) and choosing the inputs to be used when applying the chosen measurement technique. The effects of changes in the inputs or measurement techniques are changes in accounting estimates.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted. The amendments apply prospectively to changes in accounting estimates and changes in accounting policies occurring on or after the beginning of the first annual reporting period in which the entity applies the amendments.

- Disclosure of Accounting Policies (Amendments to PAS 1 and PFRS Practice Statement 2, *Making Materiality Judgments*). The key amendments to PAS 1 include requiring entities to disclose material accounting policies rather than significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are immaterial and as such need not be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are material to the financial statements. The amendments to PFRS Practice Statement 2 provide guidance and examples on the application of materiality to accounting policy disclosures.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted.

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to PAS 12, *Income Taxes*). The amendments require an entity to recognize deferred tax on transactions, such as leases for the lessee and decommissioning obligations, that give rise to equal amounts of taxable and deductible temporary differences on initial recognition.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted.

- PFRS 17, *Insurance Contracts*, replaces the interim standard, PFRS 4, and establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. The new standard reflects the view that an insurance contract combines features of both a financial instrument and a service contract, and considers the fact that many insurance contracts generate cash flows with substantial variability over a long period. PFRS 17 introduces a new approach that: (a) combines current measurement of the future cash flows with the recognition of profit over the period services are provided under the contract; (b) presents insurance service results (including presentation of insurance revenue) separately from insurance finance income or expenses; and (c) requires an entity to make an accounting policy choice portfolio-by-portfolio of whether to recognize all insurance finance income or expenses for the reporting period in profit or loss or to recognize some of that income or expenses in other comprehensive income.

Under PFRS 17, groups of insurance contracts are measured based on fulfilment cash flows, which represent the risk-adjusted present value of the entity's rights and obligations to the policy holders, and a contractual service margin, which represents the unearned profit the entity will recognize as it provides services over the coverage period. Subsequent to initial recognition, the liability of a group of insurance contracts represents the liability for remaining coverage and the liability for incurred claims, with the fulfilment cash flows remeasured at each reporting date to reflect current estimates.

Simplifications or modifications to the general measurement model apply to groups of insurance contracts measured using the 'premium allocation approach', investment contracts with discretionary participation features, and reinsurance contracts held.

PFRS 17 brings greater comparability and transparency about the profitability of new and in-force business and gives users of financial statements more insight into an insurer's financial health. Separate presentation of underwriting and financial results will give added transparency about the sources of profits and quality of earnings.

On December 15, 2021, the FRSC amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two years after its effective date as decided by the IASB. Full retrospective application is required, unless it is impracticable, in which case the entity chooses to apply the modified retrospective approach or the fair value approach. However, if the entity cannot obtain reasonable and supportable information necessary to apply the modified retrospective approach, then it applies the fair value approach. There is also a transition option allowing presentation of comparative information about financial assets using a classification overlay approach on a basis that is more consistent with how PFRS 9 will be applied in future reporting periods. Early application is permitted for entities that apply PFRS 9 and PFRS 15, *Revenue from Contracts with Customers*, on or before the date of initial application of PFRS 17.

Deferral of the local implementation of Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Investments in Associates and Joint Ventures*: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture.

- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to PFRS 10 and PAS 28). The amendments address an inconsistency in the requirements in PFRS 10 and PAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

Originally, the amendments apply prospectively for annual periods beginning on or after January 1, 2016, with early adoption permitted. However, on January 13, 2016, the FRSC decided to postpone the effective date until the IASB has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statements of financial position based on current and noncurrent classification. An asset is current when it is: (a) expected to be realized or intended to be sold or consumed in the normal operating cycle; (b) held primarily for the purpose of trading; (c) expected to be realized within 12 months after the reporting period; or (d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

A liability is current when: (a) it is expected to be settled in the normal operating cycle; (b) it is held primarily for trading; (c) it is due to be settled within 12 months after the reporting period; or (d) there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

The Group classifies all other assets and liabilities as noncurrent. Deferred tax assets and liabilities are classified as noncurrent.

Financial Instruments

Recognition and Initial Measurement. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position when it becomes a party to the contractual provisions of the instrument.

A financial asset (unless a trade receivable without a significant financing component) or financial liability is initially measured at the fair value of the consideration given or received. The initial measurement of financial instruments, except for those designated as at FVPL, includes transaction costs. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial Assets

The Group classifies its financial assets, at initial recognition, as subsequently measured at amortized cost, FVOCI and FVPL. The classification depends on the contractual cash flow characteristics of the financial assets and the business model of the Group for managing the financial assets.

Subsequent to initial recognition, financial assets are not reclassified unless the Group changes the business model for managing financial assets. All affected financial assets are reclassified on the first day of the reporting period following the change in the business model.

The business model refers to how the Group manages the financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Group considers the following information in assessing the objective of the business model in which a financial asset is held at a portfolio level, which reflects the way the business is managed and information is provided to management:

- the stated policies and objectives for the portfolio and the operation of those policies in practice;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how employees of the business are compensated; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

The Group considers the contractual terms of the instrument in assessing whether the contractual cash flows are solely payments of principal and interest. For purposes of this assessment, “principal” is defined as the fair value of the financial asset on initial recognition. “Interest” is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time for other basic lending risks and costs (e.g., liquidity risk and administrative costs), as well as profit margin. The assessment includes whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. The Group considers the following in making the assessment:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group’s claim to cash flows from specified assets.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

For purposes of subsequent measurement, financial assets are classified in the following categories: financial assets at amortized cost, financial assets at FVOCI (with or without recycling of cumulative gains and losses) and financial assets at FVPL.

Financial Assets at Amortized Cost. A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVPL:

- it is held within a business model with the objective of holding financial assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in the consolidated statements of income when the financial asset is derecognized, modified or impaired.

The Group’s cash and cash equivalents, trade and other receivables, investment in debt instruments at amortized cost, noncurrent receivables and deposits, and restricted cash are included under this category (Notes 7, 8, 10, 12, 18, 39 and 40).

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

Financial Assets at FVOCI. Investment in debt instruments is measured at FVOCI if it meets both of the following conditions and is not designated as at FVPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in the fair value in other comprehensive income. This election is made on an instrument-by-instrument basis.

Financial assets at FVOCI are subsequently measured at fair value. Changes in fair value are recognized in other comprehensive income.

Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment on investment in debt instruments are recognized in the consolidated statements of income. When investment in debt instruments at FVOCI is derecognized, the related accumulated gains or losses previously reported in the consolidated statements of changes in equity are transferred to and recognized in the consolidated statements of income.

Dividends earned on holding an investment in equity instrument are recognized as dividend income in the consolidated statements of income when the right to receive the payment has been established, unless the dividend clearly represents a recovery of the part of the cost of the investment. When investment in equity instruments at FVOCI is derecognized, the related accumulated gains or losses previously reported in the consolidated statements of changes in equity are never reclassified to the consolidated statements of income.

The Group's investments in equity and debt instruments at FVOCI are classified under this category (Notes 10, 12, 39 and 40).

Financial Assets at FVPL. All financial assets not classified as measured at amortized cost or FVOCI are measured at FVPL. This includes derivative financial assets that are not designated as cash flow hedge. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVPL.

At initial recognition, the Group may irrevocably designate a financial asset as at FVPL if the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on different bases.

The Group carries financial assets at FVPL using their fair values. Attributable transaction costs are recognized in the consolidated statements of income as incurred. Changes in fair value and realized gains or losses are recognized in the consolidated statements of income. Fair value changes from derivatives accounted for as part of an effective cash flow hedge are recognized in other comprehensive income. Any interest earned from investment in debt instrument designated as at FVPL is recognized in the consolidated statements of income. Any dividend income from investment in equity instrument is recognized in the consolidated statements of income when the right to receive payment has been established, unless the dividend clearly represents a recovery of the part of the cost of the investment.

The Group's derivative assets that are not designated as cash flow hedge and investments in equity instruments at FVPL are classified under this category (Notes 10, 18, 39 and 40).

Financial Liabilities

The Group determines the classification of its financial liabilities, at initial recognition, in the following categories: financial liabilities at FVPL and other financial liabilities. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

Financial Liabilities at FVPL. Financial liabilities are classified under this category through the fair value option. Derivative instruments (including embedded derivatives) with negative fair values, except those covered by hedge accounting relationships, are also classified under this category.

The Group carries financial liabilities at FVPL using their fair values and reports fair value changes in the consolidated statements of income. Fair value changes from derivatives accounted for as part of an effective accounting hedge are recognized in other comprehensive income and presented in the consolidated statements of changes in equity. Any interest expense incurred is recognized as part of "Interest expense and other financing charges" account in the consolidated statements of income.

The Group's derivative liabilities that are not designated as cash flow hedge are classified under this category (Notes 20, 22, 39 and 40).

Other Financial Liabilities. This category pertains to financial liabilities that are not designated or classified as at FVPL. After initial measurement, other financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any premium or discount and any directly attributable transaction costs that are considered an integral part of the effective interest rate of the liability. The effective interest rate amortization is included in "Interest expense and other financing charges" account in the consolidated statements of income. Gains and losses are recognized in the consolidated statements of income when the liabilities are derecognized as well as through the amortization process.

Debt issue costs are considered as an adjustment to the effective yield of the related debt and are deferred and amortized using the effective interest method. When a loan is paid, the related unamortized debt issue costs at the date of repayment are recognized in the consolidated statements of income.

The Group's liabilities arising from its trade transactions or borrowings such as loans payable, accounts payable and accrued expenses, long-term debt, lease liabilities and other noncurrent liabilities are included under this category (Notes 19, 20, 21, 22, 34, 39 and 40).

Derecognition of Financial Assets and Financial Liabilities

Financial Assets. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement; and either: (a) has transferred substantially all the risks and rewards of the asset; or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognizes the associated liability. The transferred asset and the associated liability are measured on the basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group is required to repay.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statements of income.

Impairment of Financial Assets

The Group recognizes allowance for expected credit loss (ECL) on financial assets at amortized cost and investments in debt instruments at FVOCI.

ECLs are probability-weighted estimates of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive), discounted at the effective interest rate of the financial asset, and reflects reasonable and supportable information that is available without undue cost or effort about past events, current conditions and forecasts of future economic conditions.

The Group recognizes an allowance for impairment based on either 12-month or lifetime ECLs, depending on whether there has been a significant increase in credit risk since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

The Group recognizes lifetime ECLs for receivables that do not contain significant financing component. The Group uses provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the borrowers and the economic environment.

At each reporting date, the Group assesses whether these financial assets at amortized cost and investments in debt instruments at FVOCI are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the restructuring of a financial asset by the Group on terms that the Group would not consider otherwise;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for that financial asset because of financial difficulties.

The Group considers a financial asset to be in default when a counterparty fails to pay its contractual obligations, or there is a breach of other contractual terms, such as covenants.

The Group directly reduces the gross carrying amount of a financial asset when there is no reasonable expectation of recovering the contractual cash flows on a financial asset, either partially or in full. This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

The ECLs on financial assets at amortized cost are recognized as allowance for impairment losses against the gross carrying amount of the financial asset, with the resulting impairment losses (or reversals) recognized in the consolidated statements of income. The ECLs on investments in debt instruments at FVOCI are recognized as accumulated impairment losses in other comprehensive income, with the resulting impairment losses (or reversals) recognized in the consolidated statements of income.

Classification of Financial Instruments between Liability and Equity

Financial instruments are classified as liability or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

A financial instrument is classified as liability if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity;
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole or in part, the amount separately determined as the fair value of the liability component on the date of issue.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Derivative Financial Instruments and Hedge Accounting

The Group uses derivative financial instruments, such as forwards, swaps and options to manage its exposure on foreign currency, interest rate and commodity price risks. Derivative financial instruments are initially recognized at fair value on the date the derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of derivatives that are not designated as hedging instruments are recognized in the consolidated statements of income.

Freestanding Derivatives

The Group designates certain derivatives as hedging instruments to hedge the exposure to variability in cash flows associated with recognized liabilities arising from changes in foreign exchange rates and interest rates.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedging instrument are expected to offset the changes in cash flows of the hedged item.

Cash Flow Hedge. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and presented in the “Hedging reserve” account in the consolidated statements of changes in equity. The effective portion of changes in the fair value of the derivative that is recognized in other comprehensive income is limited to the cumulative change in fair value of the hedged item. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the consolidated statements of income.

The Group designates only the intrinsic value of options and the change in fair value of the spot element of forward contracts as the hedging instrument in cash flow hedging relationships. The change in fair value of the time value of options, the forward element of forward contracts and the foreign currency basis spread of financial instruments are separately accounted for as cost of hedging and recognized in other comprehensive income. The cost of hedging is removed from other comprehensive income and recognized in the consolidated statements of income, either over the period of the hedge if the hedge is time related, or when the hedged transaction affects the consolidated statements of income if the hedge is transaction related.

When the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is transferred and included in the initial cost of the hedged asset or liability. For all other hedged transactions, the amount accumulated in equity is reclassified to the consolidated statements of income as a reclassification adjustment in the same period or periods during which the hedged cash flows affect the consolidated statements of income.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument expires, is sold, is terminated or is exercised, hedge accounting is discontinued prospectively. The amount that has been accumulated in equity is: (a) retained until it is included in the cost of non-financial item on initial recognition, for a hedge of a transaction resulting in the recognition of a non-financial item; or (b) reclassified to the consolidated statements of income as a reclassification adjustment in the same period or periods as the hedged cash flows affect the consolidated statements of income, for other cash flow hedges. If the hedged future cash flows are no longer expected to occur, the amounts that have been accumulated in equity are immediately reclassified to the consolidated statements of income.

The Group has outstanding derivatives accounted for as cash flow hedge as at December 31, 2021 and 2020 (Note 40).

Embedded Derivatives

The Group assesses whether embedded derivatives are required to be separated from the host contracts when the Group becomes a party to the contract.

An embedded derivative is separated from the host contract and accounted for as a derivative if all of the following conditions are met:

- (a) the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract;
- (b) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- (c) the hybrid or combined instrument is not recognized as at FVPL.

However, an embedded derivative is not separated if the host contract is a financial asset.

Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Embedded derivatives that are bifurcated from the host contracts are accounted for either as financial assets or financial liabilities at FVPL.

The Group has embedded derivatives as at December 31, 2021 and 2020 (Note 40).

Inventories

Finished goods, goods in process, materials and supplies, raw land inventory and real estate projects are valued at the lower of cost and net realizable value.

Costs incurred in bringing each inventory to its present location and condition are accounted for as follows:

Finished goods and goods in process	- at cost, which includes direct materials and labor and a proportion of manufacturing overhead costs based on normal operating capacity but excluding borrowing costs; finished goods also include unrealized gain (loss) on fair valuation of agricultural produce; costs are determined using the moving-average method.
Petroleum products (except lubes and greases) and crude oil	- at cost, which includes duties and taxes related to the acquisition of inventories; costs are determined using the first-in, first-out method.
Lubes and greases, blending components and polypropylene	- at cost, which includes duties and taxes related to the acquisition of inventories; costs are determined using the moving-average method.
Raw land inventory	- at cost, which includes acquisition costs of raw land intended for sale or development and other costs and expenses incurred to effect the transfer of title of the property; costs are determined using the specific identification of individual costs.
Real estate projects	- at cost, which includes acquisition costs of property and other costs and expenses incurred to develop the property; costs are determined using the specific identification of individual costs.
Materials, supplies and others	- at cost, using the specific identification method, first-in, first-out method or moving-average method.
Coal	- at cost, using the specific identification method and weighted average method.

Finished Goods. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

Goods in Process. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

Petroleum Products, Crude Oil, Lubes and Greases, and Aftermarket Specialties. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs to complete and/or market and distribute.

Materials and Supplies, including Coal. Net realizable value is the current replacement cost.

Any write-down of inventories to net realizable value and all losses of inventories are recognized as expense in the year of write-down or loss occurrence. The amount of reversals of write-down of inventories arising from an increase in net realizable value, if any, are recognized as reduction in the amount of inventories recognized as expense in the year in which the reversal occurs.

Real Estate Projects. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Raw Land Inventory. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

Prepaid Expenses and Other Current Assets

Prepaid expenses represent expenses not yet incurred but already paid in cash. These are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are recognized in the consolidated statements of income as they are consumed or expire with the passage of time.

Other current assets pertain to assets which are expected to be realized within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

Biological Assets and Agricultural Produce

The Group's biological assets include breeding stocks, growing hogs, poultry livestock and goods in process which are grouped according to their physical state, transformation capacity (breeding, growing or laying), as well as their particular stage in the production process.

Breeding stocks are carried at accumulated costs net of amortization and any impairment in value while growing hogs, poultry livestock and goods in process are carried at accumulated costs. The costs and expenses incurred up to the start of the productive stage are accumulated and amortized over the estimated productive lives of the breeding stocks. The Group uses this method of valuation since fair value cannot be measured reliably.

The Group's agricultural produce, which consists of grown broilers and marketable hogs harvested from the Group's biological assets, are measured at their fair value less estimated costs to sell at the point of harvest. The fair value of grown broilers is based on the quoted prices for harvested mature grown broilers in the market at the time of harvest. For marketable hogs, the fair value is based on the quoted prices in the market at any given time.

The Group, in general, does not carry any inventory of agricultural produce at any given time as these are either sold as live broilers and hogs or transferred to the different poultry or meat processing plants and immediately transformed into processed or dressed chicken and carcass.

The carrying amounts of the biological assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable.

Amortization is computed using the straight-line method over the following estimated productive lives of breeding stocks:

	Amortization Period
Hogs - sow	3 years or 6 births, whichever is shorter
Hogs - boar	2.5 - 3 years
Poultry breeding stock	38 - 42 weeks

Contract Assets

A contract asset is the right to consideration that is conditioned on something other than the passage of time, in exchange for goods or services that the Group has transferred to a customer. The contract asset is transferred to receivable when the right becomes unconditional.

A receivable represents the Group's right to an amount of consideration that is unconditional, only the passage of time is required before payment of the consideration is due.

Business Combination

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included as part of "Selling and administrative expenses" account in the consolidated statements of income.

When the Group acquires a business, it assesses the financial assets and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured at the acquisition date fair value and any resulting gain or loss is recognized in the consolidated statements of income.

The Group measures goodwill at the acquisition date as: a) the fair value of the consideration transferred; plus b) the recognized amount of any non-controlling interests in the acquiree; plus c) if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less d) the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed. When the excess is negative, a bargain purchase gain is recognized immediately in the consolidated statements of income. Subsequently, goodwill is measured at cost less any accumulated impairment in value. Goodwill is reviewed for impairment, annually or more frequently, if events or changes in circumstances indicate that the carrying amount may be impaired.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized in the consolidated statements of income. Costs related to the acquisition, other than those associated with the issuance of debt or equity securities that the Group incurs in connection with a business combination, are expensed as incurred. Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognized in the consolidated statements of income.

▪ *Goodwill in a Business Combination*

Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units, or groups of cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities are assigned to those units or groups of units.

Each unit or group of units to which the goodwill is allocated:

- represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- is not larger than an operating segment determined in accordance with PFRS 8, *Operating Segments*.

Impairment is determined by assessing the recoverable amount of the cash-generating unit or group of cash-generating units, to which the goodwill relates. Where the recoverable amount of the cash-generating unit or group of cash-generating units is less than the carrying amount, an impairment loss is recognized. Where goodwill forms part of a cash-generating unit or group of cash-generating units and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained. An impairment loss with respect to goodwill is not reversed.

▪ *Intangible Assets Acquired in a Business Combination*

The cost of an intangible asset acquired in a business combination is the fair value as at the date of acquisition, determined using discounted cash flows as a result of the asset being owned.

Following initial recognition, intangible asset is carried at cost less any accumulated amortization and impairment losses, if any. The useful life of an intangible asset is assessed to be either finite or indefinite.

An intangible asset with finite life is amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each reporting date. A change in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for as a change in accounting estimate. The amortization expense on intangible asset with finite life is recognized in the consolidated statements of income.

Business Combinations under Common Control

The Group accounts for business combinations involving entities that are ultimately controlled by the same ultimate parent before and after the business combination and the control is not transitory, using the pooling of interests method.

The assets and liabilities of the combining entities are reflected in the consolidated statements of financial position at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination. The only adjustments are those to align accounting policies between the combining entities.

No new goodwill is recognized as a result of the business combination. The only goodwill that is recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid or transferred and the equity acquired is recognized in equity.

The consolidated statements of income reflect the results of the combining entities for the full year, irrespective of when the combination took place.

Comparatives are presented as if the entities had been combined for the period that the entities were under common control.

Non-controlling Interests

The acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognized as a result of such transactions. Any difference between the purchase price and the net assets of the acquired entity is recognized in equity. The adjustments to non-controlling interests are based on a proportionate amount of the identifiable net assets of the subsidiary.

Investments in Shares of Stock of Associates and Joint Ventures

An associate is an entity in which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining significant influence or joint control is similar to those necessary to determine control over subsidiaries.

The Group's investments in shares of stock of associates and joint ventures are accounted for using the equity method.

Under the equity method, the investment in shares of stock of an associate or joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize the changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The Group's share in profit or loss of an associate or joint venture is recognized as "Equity in net earnings (losses) of associates and joint ventures" account in the consolidated statements of income. Adjustments to the carrying amount may also be necessary for changes in the Group's proportionate interest in the associate or joint venture arising from changes in the associate or joint venture's other comprehensive income. The Group's share on these changes is recognized as "Share in other comprehensive income (loss) of associates and joint ventures - net" account in the consolidated statements of comprehensive income. Unrealized gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in the shares of stock of an associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in shares of stock of an associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount and carrying amount of the investment in shares of stock of an associate or joint venture and then recognizes the loss as part of "Equity in net earnings (losses) of associates and joint ventures" account in the consolidated statements of income.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognizes any retained investment at fair value. Any difference between the carrying amount of the investment in an associate or joint venture upon loss of significant influence or joint control, and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statements of income.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Property, Plant and Equipment

Property, plant and equipment, except for land, are stated at cost less accumulated depreciation and amortization and any accumulated impairment in value. Such cost includes the cost of replacing part of the property, plant and equipment at the time the cost is incurred, if the recognition criteria are met, and excludes the costs of day-to-day servicing. Land is stated at cost less impairment in value, if any.

The initial cost of property, plant and equipment comprises its construction cost or purchase price, including import duties, taxes and any directly attributable costs in bringing the asset to its working condition and location for its intended use. Cost also includes related asset retirement obligation (ARO), if any. Expenditures incurred after the asset has been put into operation, such as repairs, maintenance and overhaul costs, are normally recognized as expense in the period the costs are incurred. Major repairs are capitalized as part of property, plant and equipment only when it is probable that future economic benefits associated with the items will flow to the Group and the cost of the items can be measured reliably.

Capital projects in progress (CPIP) represents the amount of accumulated expenditures on unfinished and/or ongoing projects. This includes the costs of construction and other direct costs. Borrowing costs that are directly attributable to the construction of plant and equipment are capitalized during the construction period. CPIP is not depreciated until such time that the relevant assets are ready for use.

Depreciation and amortization, which commence when the assets are available for their intended use, are computed using the straight-line method over the following estimated useful lives of the assets:

	Number of Years
Land improvements	5 - 50
Buildings and improvements	2 - 50
Power plants	5 - 43
Refinery and plant equipment	4 - 35
Service stations and other equipment	3 - 33
Equipment, furniture and fixtures	2 - 55
Mine properties	55
Leasehold improvements	2 - 50
	or term of the lease, whichever is shorter

Effective January 1, 2020, the Group adopted the units of production method (UOP) for the depreciation of refinery and plant equipment and certain power plant assets used in production of fuel, using expected capacity over the estimated useful lives of these assets (Note 13).

The remaining useful lives, residual values, and depreciation and amortization methods are reviewed and adjusted periodically, if appropriate, to ensure that such periods and methods of depreciation and amortization are consistent with the expected pattern of economic benefits from the items of property, plant and equipment.

The carrying amounts of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable.

Fully depreciated assets are retained in the accounts until they are no longer in use.

An item of property, plant and equipment is derecognized when either it has been disposed of or when it is permanently withdrawn from use and no future economic benefits are expected from its use or disposal. Any gain or loss arising from the retirement and disposal of an item of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the consolidated statements of income in the period of retirement and disposal.

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset for a period of time, the Group assesses whether, throughout the period of use:

- the Group has the right to obtain substantially all the economic benefits from use of the identified asset; and
- the Group has the right to direct the use of the identified asset.

Group as Lessee

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date (i.e., the date the underlying asset is available for use). The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, as follows:

	Number of Years
Land	2 - 999
Buildings and improvements	2 - 15
Power plants	29 - 43
Service stations and other equipment	10 - 12
Machinery and equipment	2 - 7

In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise of the following:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. The carrying amount of the lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or a change in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recognized in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognize right-of use assets and lease liabilities for short-term leases (i.e., lease that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low-value assets. The Group recognizes the lease payments associated with these leases as expense on a straight-line basis over the lease term.

The Group applies the practical expedient allowing it not to assess whether eligible rent concessions that are a direct consequence of the COVID-19 pandemic are lease modifications. The practical expedient is applied consistently to contracts with similar characteristics and in similar circumstances. For rent concessions in leases to which the Group chooses not to apply the practical expedient, or that do not qualify for the practical expedient, the Group assesses whether there is a lease modification.

Group as Lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, the lease is classified as a finance lease; if not, it is classified as an operating lease. As part of the assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease. If a head lease is a short-term lease to which the Group applies the recognition exemption, it classifies the sublease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies PFRS 15 to allocate the consideration in the contract.

The Group recognizes lease payments received under operating leases as rent income on a straight-line basis over the lease term.

Investment Property

Investment property consists of property held to earn rentals and/or for capital appreciation but not for sale in the ordinary course of business, used in the production or supply of goods or services or for administrative purposes. Investment property, except for land, is measured at cost including transaction costs less accumulated depreciation and amortization and any accumulated impairment in value. The carrying amount includes the cost of replacing part of an existing investment property at the time the cost is incurred, if the recognition criteria are met, and excludes the costs of day-to-day servicing of an investment property. Land is stated at cost less any impairment in value.

Depreciation and amortization, which commence when the assets are available for their intended use, are computed using the straight-line method over the following estimated useful lives of the assets:

	Number of Years
Land and leasehold improvements	5 - 50 or term of the lease, whichever is shorter
Buildings and improvements	2 - 50
Machinery and equipment	3 - 40
Right-of-use assets	2 - 50

The useful lives, residual values and depreciation and amortization method are reviewed and adjusted, if appropriate, at each reporting date.

Investment property is derecognized either when it has been disposed of or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains and losses on the retirement and disposal of investment property are recognized in the consolidated statements of income in the period of retirement and disposal.

Transfers are made to investment property when, and only when, there is an actual change in use, evidenced by ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is an actual change in use, evidenced by commencement of the owner-occupation or commencement of development with a view to sell.

For a transfer from investment property to owner-occupied property or inventories, the cost of property for subsequent accounting is its carrying amount at the date of change in use. If the property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset acquired in a business combination is its fair value at the date of acquisition. Subsequently, intangible assets are carried at cost less accumulated amortization and any accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditures are recognized in the consolidated statements of income in the year in which the related expenditures are incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortization method used for an intangible asset with a finite useful life are reviewed at least at each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimate. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income consistent with the function of the intangible asset.

Except for mineral rights and evaluation asset which is amortized using UOP method, amortization of other intangible assets with finite lives is computed using the straight-line method over the following estimated useful lives:

	Number of Years
Toll road concession rights	28 - 36
Airport concession rights	25 - 50
Power concession right	25
Water concession right	30
Computer software and licenses	2 - 10

The Group assessed the useful lives of licenses and trademarks and brand names to be indefinite. Based on an analysis of all the relevant factors, there is no foreseeable limit to the period over which the assets are expected to generate cash inflows for the Group.

Licenses and trademarks and brand names with indefinite useful lives are tested for impairment annually, either individually or at the cash-generating unit level. Such intangibles are not amortized. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

Gains or losses arising from the disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the consolidated statements of income when the asset is derecognized.

Service Concession Arrangements

Public-to-private service concession arrangements where: (a) the grantor controls or regulates what services the entities in the Group can provide with the infrastructure, to whom it can provide them, and at what price; and (b) the grantor controls (through ownership, beneficial entitlement or otherwise) any significant residual interest in the infrastructure at the end of the term of the arrangement are accounted for under Philippine Interpretation IFRIC 12, *Service Concession Arrangements*. Infrastructures used in a public-to-private service concession arrangement for its entire useful life (whole-of-life assets) are within the scope of the Interpretation if the conditions in (a) are met.

The Interpretation applies to both: (i) infrastructure that the entities in the Group construct or acquire from a third party for the purpose of the service arrangement; and (ii) existing infrastructure to which the grantor gives the entities in the Group access for the purpose of the service arrangement.

Infrastructures within the scope of the Interpretation are not recognized as property, plant and equipment of the Group. Under the terms of the contractual arrangements within the scope of the Interpretation, an entity acts as a service provider. An entity constructs or upgrades infrastructure (construction or upgrade services) used to provide a public service and operates and maintains that infrastructure (operation services) for a specified period of time.

An entity recognizes a financial asset to the extent that it has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. An entity recognizes an intangible asset to the extent that it receives a right (a license) to charge users of the public service.

When the applicable entity has contractual obligations to fulfill as a condition of its license: (i) to maintain the infrastructure to a specified level of serviceability; or (ii) to restore the infrastructure to a specified condition before it is handed over to the grantor at the end of the service arrangement, it recognizes and measures the contractual obligations in accordance with PAS 37, i.e., at the best estimate of the expenditure that would be required to settle the present obligation at the reporting date.

In accordance with PAS 23, *Borrowing Costs*, borrowing costs attributable to the arrangement are recognized as expenses in the period in which they are incurred unless the applicable entities have a contractual right to receive an intangible asset (a right to charge users of the public service). In this case, borrowing costs attributable to the arrangement are capitalized during the construction phase of the arrangement.

The following are the concession rights covered by the service concession arrangements entered into by the Group:

- *Airport Concession Rights*

Boracay Airport. The airport concession right pertains to the right granted by the Republic of the Philippines (ROP) to TADHC: (i) to operate the Caticlan Airport (the Airport Project or the Boracay Airport); (ii) to design and finance the Airport Projects; and (iii) to operate and maintain the Airport Projects during the concession period. This also includes the present value of the annual franchise fee, as defined in the Concession Agreement, payable to the ROP over the concession period of 25 years. Except for the portion that relates to the annual franchise fee, which is recognized immediately as intangible asset, the right is earned and recognized by the Group as the project progresses (Note 4).

The airport concession right is carried at cost less accumulated amortization and any impairment in value. Amortization is computed using the straight-line method over the remaining concession periods and assessed for impairment whenever there is an indication that the asset may be impaired.

The airport concession right is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gain or loss from derecognition of the airport concession rights are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and is recognized in the consolidated statements of income.

Manila International Airport. The airport concession right pertains to the right granted by the ROP to SMAI: (i) to operate; (ii) to design and finance; and (iii) to operate and maintain the Manila International Airport during the concession period.

The airport concession right represents the design and construction costs incurred to obtain the right during the construction period. It is carried at cost less accumulated amortization and any impairment in value. Subsequent expenditures or replacement of parts of it, are normally recognized in profit or loss as these are incurred to maintain the expected future economic benefits embodied in the airport concession right unless it can be demonstrated that the expenditures will contribute to the increase in revenue from airport and toll operations which meet the definition of an intangible asset (Note 4).

The airport concession right will be amortized on a straight-line basis over the period stated in the Concession Agreement which is approximately 50 years from issuance of the Certificate of Substantial Completion for the First Phase of the Project, and will be assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and method are reviewed at least at each reporting year-end or more frequently when an indication of impairment arises during the reporting year. Changes in the term of the contract or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period and method, as appropriate, and treated as changes in accounting estimates.

The airport concession right will be derecognized upon turnover to the ROP. There will be no gain or loss upon derecognition as the concession right which is expected to be fully amortized by then and will be handed over to the ROP with no consideration.

- *Toll Road Concession Rights.* The Group's toll road concession rights represent the costs of construction and development, including borrowing costs, if any, during the construction period of the following projects:
 - South Luzon Expressway (SLEX);
 - Ninoy Aquino International Airport (NAIA) Expressway;
 - Metro Manila Skyway (Skyway);
 - Tarlac-Pangasinan-La Union Toll Expressway (TPLEX);
 - Southern Tagalog Arterial Road (STAR); and
 - North Luzon Expressway (NLEX) - SLEX Link (Skyway Stage 3).

In exchange for the fulfillment of the Group's obligations under the Concession Agreement, the Group is given the right to operate the toll road facilities over the concession period. Toll road concession rights are recognized initially at the fair value of the construction services. Following initial recognition, the toll road concession rights are carried at cost less accumulated amortization and any impairment losses. Subsequent expenditures or replacement of parts of it are normally recognized in the consolidated statements of income as these are incurred to maintain the expected future economic benefits embodied in the toll road concession rights. Expenditures that will contribute to the increase in revenue from toll operations are recognized as an intangible asset.

The toll road concession rights are amortized using the straight-line method over the term of the Concession Agreement. The toll road concession rights are assessed for impairment whenever there is an indication that the toll road concession rights may be impaired.

The toll road concession rights will be derecognized upon turnover to the ROP. There will be no gain or loss upon derecognition of the toll road concession rights as these are expected to be fully amortized upon turnover to the ROP.

- *Water Concession Right.* The Group's water concession right pertains to the right granted by the Metropolitan Waterworks and Sewerage System (MWSS) to LCWDC as the concessionaire of the supply of treated bulk water, planning, financing, development, design, engineering, and construction of facilities including the management, operation and maintenance in order to alleviate the chronic water shortage and provide potable water needs of the Province of Bulacan. The Concession Agreement is for a period of 30 years and may be extended for up to 50 years. The Group's water concession right represents the upfront fee, cost of design, construction and development of the Bulacan Bulk Water Supply Project. The service concession right is not yet amortized until the construction is completed.

The carrying amount of the water concession right is reviewed for impairment annually, or more frequently when an indication of impairment arises during the reporting year.

The water concession right will be derecognized upon turnover to MWSS. There will be no gain or loss upon derecognition of the water concession right, as this is expected to be fully amortized upon turnover to MWSS.

- *Power Concession Right.* The Group's power concession right pertains to the right granted by the ROP to SMC Global, through APEC, to operate and maintain the franchise of Albay Electric Cooperative, Inc. (ALECO). On January 24, 2014, SMC Global and APEC entered into an Assignment Agreement whereby APEC assumed all the rights, interests and obligations under the Concession Agreement effective January 2, 2014. The power concession right is carried at cost less accumulated amortization and any accumulated impairment losses.

The power concession right is amortized using the straight-line method over the concession period which is 25 years and assessed for impairment whenever there is an indication that the asset may be impaired.

The power concession right is derecognized on disposal or when no further economic benefits are expected from its use or disposal. Gain or loss from derecognition of the power concession right is measured as the difference between the net disposal proceeds and the carrying amount of the asset, and is recognized in the consolidated statements of income.

- *Metro Rail Transit Line 7 (MRT 7 Project).* The Group's capitalized project costs incurred for the MRT 7 Project is recognized as a financial asset as it does not convey to the Group the right to control the use of the public service infrastructure but only an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services.

The Group can finance, design, test, commission, construct and operate and maintain the MRT 7 Project on behalf of the ROP in accordance with the terms specified in the Concession Agreement.

As payment, the ROP shall pay fixed amortization payment on a semi-annual basis in accordance with the scheduled payment described in the Concession Agreement (Note 34).

The amortization period and method are reviewed at least at each reporting date. Changes in the terms of the Concession Agreement or the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense is recognized in the consolidated statements of income in the expense category consistent with the function of the intangible asset.

Mineral Rights and Evaluation Assets

The Group's mineral rights and evaluation assets have finite lives and are carried at cost less accumulated amortization and any accumulated impairment losses.

Subsequent expenditures are capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognized in the consolidated statements of income as incurred.

Amortization of mineral rights and evaluation assets is recognized in the consolidated statements of income based on UOP method utilizing only recoverable coal, limestone and shale reserves as the depletion base. In applying the UOP method, amortization is normally calculated using the quantity of material extracted from the mine in the period as a percentage of the total quantity of material to be extracted in current and future periods based on proved and probable reserves.

The Group's mineral rights and evaluation asset is amortized using UOP method over 25 years.

Gain or loss from derecognition of mineral rights and evaluation assets is measured as the difference between the net disposal proceeds and the carrying amount of the asset, and is recognized in the consolidated statements of income.

Deferred Exploration and Development Costs

Deferred exploration and development costs comprise of expenditures which are directly attributable to:

- Researching and analyzing existing exploration data;
- Conducting geological studies, exploratory drilling and sampling;
- Examining and testing extraction and treatment methods; and
- Compiling pre-feasibility and feasibility studies.

Deferred exploration and development costs also include expenditures incurred in acquiring mineral rights and evaluation assets, entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects.

Exploration assets are reassessed on a regular basis and tested for impairment provided that at least one of the following conditions is met:

- the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- such costs are expected to be recouped in full through successful development and exploration of the area of interest or alternatively, by its sale; or

- exploration and evaluation activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing, or planned for the future.

If the project proceeds to development stage, the amounts included within deferred exploration and development costs are transferred to property, plant and equipment.

Deferred Containers

Returnable bottles, shells and pallets are measured at cost less accumulated amortization and impairment, if any. These are presented as “Deferred containers - net” under “Other noncurrent assets - net” account in the consolidated statements of financial position and are amortized over the estimated useful lives of two to ten years. Depreciable amount is equal to cost less estimated residual value, equivalent to the deposit value. Amortization of deferred containers is included under “Selling and administrative expenses” account in the consolidated statements of income.

The remaining useful lives, residual values, and amortization method are reviewed and adjusted periodically, if appropriate, to ensure that such periods and method of amortization are consistent with the expected pattern of economic benefits from deferred containers.

The carrying amount of deferred containers is reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

Refundable containers deposits are collected from customers based on deposit value and refunded when the containers are returned to the Group in good condition. These deposits are presented as “Customers’ deposits” under “Accounts payable and accrued expenses” account in the consolidated statements of financial position.

Impairment of Non-financial Assets

The carrying amounts of investments and advances, property, plant and equipment, right-of-use assets, investment property, biological assets - net of current portion, other intangible assets with finite useful lives, deferred containers, deferred exploration and development costs and idle assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Goodwill, licenses and trademarks and brand names with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. If any such indication exists and if the carrying amount exceeds the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of fair value less costs to sell and value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm’s length transaction between knowledgeable, willing parties, less costs of disposal. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in the consolidated statements of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statements of income. After such a reversal, the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. An impairment loss with respect to goodwill is not reversed.

Cylinder Deposits

The Group purchases liquefied petroleum gas cylinders which are loaned to dealers upon payment by the latter of an amount equivalent to about 90% of the acquisition cost of the cylinders.

The Group maintains the balance of cylinder deposits at an amount equivalent to three days worth of inventory of its biggest dealers, but in no case lower than P200 at any given time, to take care of possible returns by dealers.

At the end of each reporting date, cylinder deposits, shown under "Other noncurrent liabilities" account in the consolidated statements of financial position, are reduced for estimated non-returns. The reduction is recognized directly in the consolidated statements of income.

Contract Liabilities

A deferred income is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a deferred income is recognized when the payment is made or the payment is due (whichever is earlier). Deferred income is recognized as revenue when the Group performs under the contract.

Fair Value Measurements

The Group measures financial and non-financial assets and liabilities at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: (a) in the principal market for the asset or liability; or (b) in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or most advantageous market must be accessible to the Group.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3: inputs for the asset or liability that are not based on observable market data.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing the categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

Provisions

Provisions are recognized when: (a) the Group has a present obligation (legal or constructive) as a result of past events; (b) it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate of the amount of the obligation can be made. Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement is recognized as a separate asset only when it is virtually certain that reimbursement will be received. The amount recognized for the reimbursement shall not exceed the amount of the provision. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

Capital Stock and Additional Paid-in Capital

Common Shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Preferred Shares

Preferred shares are classified as equity if they are non-redeemable, or redeemable only at the option of the Parent Company, and any dividends thereon are discretionary. Dividends thereon are recognized as distributions within equity upon approval by the BOD of the Parent Company.

Preferred shares are classified as a liability if they are redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. Dividends thereon are recognized as interest expense in the consolidated statements of income as accrued.

Additional Paid-in Capital

When the shares are sold at premium, the difference between the proceeds and the par value is credited to the "Additional paid-in capital" account. When shares are issued for a consideration other than cash, the proceeds are measured by the fair value of the consideration received. In case the shares are issued to extinguish or settle the liability of the Parent Company, the shares are measured either at the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable.

Capital Securities

Redeemable Perpetual Securities (RPS) and Senior Perpetual Capital Securities (SPCS) are classified as equity when there is no contractual obligation to deliver cash or other financial assets to another person or entity or to exchange financial assets or financial liabilities with another person or entity that is potentially unfavorable to the issuer.

Incremental costs directly attributable to the issuance of RPS and SPCS are recognized as a deduction from equity, net of tax.

Retained Earnings

Retained earnings represent the accumulated net income or losses, net of any dividend distributions and other capital adjustments. Appropriated retained earnings represent that portion which is restricted and therefore not available for any dividend declaration.

Treasury Shares

Own equity instruments which are reacquired are carried at cost and deducted from equity. No gain or loss is recognized on the purchase, sale, reissuance or cancellation of the Parent Company's own equity instruments. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital to the extent of the specific or average additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

Revenue

The Group recognizes revenue from contracts with customers when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding amounts collected on behalf of third parties.

The transfer of control can occur over time or at a point in time. Revenue is recognized at a point in time unless one of the following criteria is met, in which case it is recognized over time: (a) the customer simultaneously receives and consumes the benefits as the Group performs its obligations; (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

The Group assesses its revenue arrangements to determine if it is acting as principal or agent. The Group has concluded that it acts as a principal as it controls the goods or services before transferring to the customer.

The following specific recognition criteria must also be met before revenue is recognized:

Revenue from Sale of Food and Beverage, Packaging, and Petroleum Products

Revenue is recognized at the point in time when control of the goods is transferred to the customer, which is normally upon delivery of the goods. Trade discounts and volume rebate do not result to significant variable consideration and are generally determined based on concluded sales transactions as at the end of each period. Payment is generally due within 30 to 60 days from delivery.

Revenue from sale of petroleum products is allocated between the consumer loyalty program and the other component of the sale. The allocation is based on the relative stand-alone selling price of the points. The amount allocated to the consumer loyalty program is deducted from revenue at the time points are awarded to the consumer. A deferred liability included under "Accounts payable and accrued expenses" account in the consolidated statements of financial position is set up until the Group has fulfilled its obligations to supply the discounted products under the terms of the program or when it is no longer probable that the points under the program will be redeemed. The deferred liability is based on the best estimate of future redemption profile. All the estimates are reviewed on an annual basis or more frequently, where there is an indication of a material change.

Revenue from Power Generation and Trading

Revenue from power generation and trading is recognized over time when actual power or capacity is generated, transmitted and/or made available to the customers, net of related discounts and adjustments.

Revenues from retail and other power-related services are recognized over time upon the supply of electricity to the customers. The Uniform Filing Requirements on the rate unbundling released by the Energy Regulatory Commission (ERC) on October 30, 2001 specified the following bill components: (a) generation charge, (b) transmission charge, (c) system loss charge, (d) distribution charge, (e) supply charge, (f) metering charge, (g) currency exchange rate adjustments, where applicable, and (h) interclass and life subsidies. Feed-in tariffs allowance, Value-added Tax (VAT) and universal charges are billed and collected on behalf of the national and local government and do not form part of the Group's revenue. Generation, transmission and system loss charges, which are part of revenues, are pass-through charges.

Revenue from Sale of Real Estate

Revenue from sale of real estate projects under pre-completion stage is recognized over time based on percentage of completion since the Group does not have an alternative use of the specific real estate property sold as the Group is precluded by the contract from redirecting the use of the property for a different purpose. Further, the Group has rights to payment for the development completed to date as the Group can choose to complete the development and enforce its rights to full payment under the contract even if the customer defaults on amortization payments. The Group determines the stage of completion based on surveys done by the Group's engineers and total costs to be incurred on a per unit basis. Revenue is recognized when 10% of the total contract price has already been collected.

Revenue from sale of completed real estate projects, and undeveloped land or raw land is recognized at a point in time. The Group recognizes in full the revenue and cost from sale of completed real estate projects and undeveloped land when 10% or more of the contract price is received.

If the transaction does not qualify for revenue recognition, the deposit method is applied until all conditions for recording the sale are met. Pending the recognition of revenue, payments received from customers are presented under "Accounts payable and accrued expenses" account in the consolidated statements of financial position.

Cancellation of real estate sales is accounted for on the year of forfeiture. The repossessed real estate projects are recognized at fair value less cost to repossess. Any gain or loss on cancellation is recognized as part of "Other income (charges) - net" account in the consolidated statements of income.

Revenue from Service Concession Arrangements

Revenue from toll operations is recognized upon the use by the road users of the toll road and is paid by way of cash or charge against Radio Frequency Identification account. Toll fees are set and regulated by the Toll Regulatory Board (TRB).

Landing, take-off and parking fees are recognized as the services are rendered over time which is the period from landing up to take-off of aircrafts.

Terminal fees are recognized upon receipt of fees charged to passengers for the use of airport and port terminals.

Revenue from port cargo handling and ancillary services is recognized as the services are rendered over time based on the quantity of items handled during the period multiplied by a predetermined rate.

Revenue from construction contracts is recognized over time based on the percentage of completion, measured by reference to the proportion of costs incurred to date to estimated total costs for each contract.

Revenue from Sale of Other Services

Revenue from freight services is recognized as the services are rendered over time based on every voyage contracted with customers during the period multiplied by a predetermined rate.

Revenue from Other Sources

Revenue from Agricultural Produce. Revenue from initial recognition of agricultural produce is measured at fair value less estimated costs to sell at the point of harvest. Fair value is based on the relevant market price at the point of harvest.

Interest Income. Interest income is recognized using the effective interest method. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset.

Dividend Income. Dividend income is recognized when the Group's right to receive the payment is established.

Rent Income. Rent income from operating lease is recognized on a straight-line basis over the related lease terms. Lease incentives granted are recognized as an integral part of the total rent income over the term of the lease.

Gain or Loss on Sale of Investments in Shares of Stock. Gain or loss is recognized when the Group disposes of its investment in shares of stock of a subsidiary, associate and joint venture and financial assets at FVPL. Gain or loss is computed as the difference between the proceeds of the disposed investment and its carrying amount, including the carrying amount of goodwill, if any.

Costs and Expenses

Costs and expenses are decreases in economic benefits during the reporting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Expenses are recognized when incurred.

Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use.

Investment income earned on the temporary investment of specific borrowings pending expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Research and Development Costs

Research costs are expensed as incurred. Development costs incurred on an individual project are carried forward when their future recoverability can be reasonably regarded as assured. Any expenditure carried forward is amortized in line with the expected future sales from the related project.

The carrying amount of development costs is reviewed for impairment annually when the related asset is not yet in use. Otherwise, this is reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

Employee Benefits

Short-term Employee Benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Retirement Costs

The net defined benefit retirement liability or asset is the aggregate of the present value of the amount of future benefit that employees have earned in return for their service in the current and prior periods, reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of economic benefits available in the form of reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit retirement plan is actuarially determined using the projected unit credit method. Projected unit credit method reflects services rendered by employees to the date of valuation and incorporates assumptions concerning projected salaries of employees. Actuarial gains and losses are recognized in full in the period in which they occur in other comprehensive income. Such actuarial gains and losses are also immediately recognized in equity and are not reclassified to profit or loss in subsequent period.

Defined benefit costs comprise the following:

- Service costs;
- Net interest on the defined benefit retirement liability or asset; and
- Remeasurements of defined benefit retirement liability or asset.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in the consolidated statements of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuary.

Net interest on the net defined benefit retirement liability or asset is the change during the period as a result of contributions and benefit payments, which is determined by applying the discount rate based on the government bonds to the net defined benefit retirement liability or asset. Net interest on the net defined benefit retirement liability or asset is recognized as expense or income in the consolidated statements of income.

Remeasurements of net defined benefit retirement liability or asset comprising actuarial gains and losses, return on plan assets, and any change in the effect of the asset ceiling (excluding net interest) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to consolidated statements of income in subsequent periods.

When the benefits of a plan are changed, or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the consolidated statements of income. The Group recognizes gains and losses on the settlement of a defined benefit retirement plan when the settlement occurs.

Foreign Currency

Foreign Currency Translations

Transactions in foreign currencies are initially recorded in the respective functional currencies of the Group entities at exchange rates at the dates of the transactions.

Monetary assets and monetary liabilities denominated in foreign currencies are translated to the functional currency at exchange rate at the reporting date.

Non-monetary assets and non-monetary liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate when the fair value was determined. Non-monetary items denominated in foreign currencies that are measured based on historical cost are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on translation are recognized in the consolidated statements of income, except for differences arising on the translation of monetary items that in substance form part of a net investment in a foreign operation and hedging instruments in a qualifying cash flow hedge or hedge of a net investment in a foreign operation, which are recognized in other comprehensive income.

Foreign Operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Philippine peso at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Philippine peso at average exchange rates for the period.

Foreign currency differences are recognized in other comprehensive income and presented in the "Translation reserve" account in the consolidated statements of changes in equity. However, if the operation is not a wholly-owned subsidiary, the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to the profit or loss as part of the gain or loss on disposal.

When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in shares of stock of an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognized in other comprehensive income and presented in the "Translation reserve" account in the consolidated statements of changes in equity.

Taxes

Current Tax. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Current tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. The Group periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and establishes provisions where appropriate.

Deferred Tax. Deferred tax is recognized using the liability method in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- with respect to taxable temporary differences associated with investments in shares of stock of subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits - Minimum Corporate Income Tax (MCIT) and unused tax losses - Net Operating Loss Carry Over (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward benefits of MCIT and NOLCO can be utilized, except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- with respect to deductible temporary differences associated with investments in shares of stock of subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current tax and deferred tax are recognized in the consolidated statements of income, except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

VAT. Revenues, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of "Prepaid expenses and other current assets" or "Income and other taxes payable" accounts in the consolidated statements of financial position.

Non-cash Distribution to Equity Holders of the Parent Company and Assets Held for Sale

The Group classifies noncurrent assets, or disposal groups comprising assets and liabilities as held for sale or distribution, if their carrying amounts will be recovered primarily through sale or distribution rather than through continuing use. The assets or disposal groups are generally measured at the lower of their carrying amount and fair value less costs to sell or distribute, except for some assets which are covered by other standards. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on *pro rata* basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property or biological assets, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale or distribution and subsequent gains and losses on remeasurement are recognized in the consolidated statements of income. Gains are not recognized in excess of any cumulative impairment losses.

The criteria for held for sale or distribution is regarded as met only when the sale or distribution is highly probable and the asset or disposal group is available for immediate sale or distribution in its present condition. Actions required to complete the sale or distribution should indicate that it is unlikely that significant changes to the sale or distribution will be made or that the decision on distribution or sale will be withdrawn. Management must be committed to the sale or distribution within one year from date of classification.

The Group recognizes a liability to make non-cash distributions to equity holders of the Parent Company when the distribution is authorized and no longer at the discretion of the Parent Company. Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurements recognized directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets to be distributed is recognized in the consolidated statements of income.

Intangible assets, property, plant and equipment and investment property once classified as held for sale or distribution are not amortized or depreciated. In addition, equity accounting of equity-accounted investees ceases once classified as held for sale or distribution.

Assets and liabilities classified as held for sale or distribution are presented separately as current items in the consolidated statements of financial position.

Discontinued Operations

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as "Income after income tax from discontinued operations" in the consolidated statements of income.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control and significant influence. Related parties may be individuals or corporate entities.

Basic and Diluted Earnings Per Common Share (EPS)

Basic EPS is computed by dividing the net income for the period attributable to equity holders of the Parent Company, net of dividends on preferred shares and distributions to holders of RPS and SPCS, by the weighted average number of issued and outstanding common shares during the period, with retroactive adjustment for any stock dividends declared.

Diluted EPS is computed in the same manner, adjusted for the effect of all potential dilutive debt or equity instruments.

Operating Segments

The Group's operating segments are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Financial information on operating segments is presented in Note 6 to the consolidated financial statements. The Chief Executive Officer (the chief operating decision maker) reviews management reports on a regular basis.

The measurement policies the Group used for segment reporting under PFRS 8 are the same as those used in the consolidated financial statements. There have been no changes in the measurement methods used to determine reported segment profit or loss from prior periods.

Segment revenues, expenses and performance include sales and purchases between business segments. Such sales and purchases are eliminated in consolidation.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed in the notes to the consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable.

Events After the Reporting Date

Post year-end events that provide additional information about the Group's financial position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. Use of Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the amounts of assets, liabilities, income and expenses reported in the consolidated financial statements at the reporting date. However, uncertainty about these judgments, estimates and assumptions could result in an outcome that could require a material adjustment to the carrying amount of the affected asset or liability in the future.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions are recognized in the period in which the judgments and estimates are revised and in any future period affected.

Judgments

In the process of applying the accounting policies, the Group has made the following judgments, apart from those involving estimations, which have an effect on the amounts recognized in the consolidated financial statements:

Measurement of Biological Assets. Breeding stocks are carried at accumulated costs net of amortization and any impairment in value while growing hogs, poultry livestock and goods in process are carried at accumulated costs. The costs and expenses incurred up to the start of the productive stage are accumulated and amortized over the estimated productive lives of the breeding stocks. The Group uses this method of valuation since fair value cannot be measured reliably. The Group's biological assets or any similar assets prior to point of harvest have no active market available in the Philippine poultry and hog industries. Further, the existing sector benchmarks are determined to be irrelevant and the estimates (i.e., revenues due to highly volatile prices, input costs and efficiency values) necessary to compute for the present value of expected net cash flows comprise a wide range of data which will not result in a reliable basis for determining the fair value.

Determining whether a Contract Contains a Lease. The Group uses its judgment in determining whether a contract contains a lease. At inception of a contract, the Group makes an assessment whether it has the right to obtain substantially all the economic benefits from the use of the identified asset and the right to direct the use of the identified asset.

Operating Lease Commitments - Group as Lessor. The Group has entered into various lease agreements as a lessor. The Group had determined that it retains all the significant risks and rewards of ownership of the property leased out on operating leases.

Rent income recognized in the consolidated statements of income amounted to P1,496, P1,382 and P1,751 in 2021, 2020 and 2019, respectively (Notes 32 and 34).

Determining the Lease Term of Contracts with Renewal Options - Group as Lessee. The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised.

The Group has several lease contracts that include extension options. At lease commencement date, the Group applies judgment in evaluating whether it is reasonably certain to exercise the option to renew the lease by considering all relevant factors that create an economic incentive for it to exercise the renewal option. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or change in circumstances within its control.

Estimating the Incremental Borrowing Rate. The Group cannot readily determine the interest rate implicit in the leases. Therefore, it uses its relevant incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate, therefore, reflects what the Group would have to pay, which requires estimation when no observable rates are available and to make adjustments to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs (such as market interest rates) when available and is required to consider certain contract and entity-specific estimates.

The Group's lease liabilities amounted to P94,992 and P117,037 as at December 31, 2021 and 2020 respectively (Notes 34, 38, 39 and 40).

Identification of Distinct Performance Obligation. The Group assesses the goods or services promised in a contract with a customer and identifies as a performance obligation either: (a) a good or service (or a bundle of goods or services) that is distinct; or (b) a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer. The Group has determined that it has distinct performance obligations other than the sale of petroleum products such as the provision of technical support and lease of equipment to its customers and allocates the transaction price into these several performance obligations.

Applicability of Philippine Interpretation IFRIC 12. In accounting for the Group's transactions in connection with its Concession Agreement with the ROP, significant judgment was applied to determine the most appropriate accounting policy to use.

Management used Philippine Interpretation IFRIC 12 as guide and determined that the Concession Agreement is within the scope of the interpretation since it specifically indicated that the ROP will regulate what services the Group must provide, at what prices these services will be offered, and that at the end of the concession period, the entire infrastructure, as defined in the Concession Agreement, will be turned over to the ROP (Note 34).

Management determined that the consideration receivable from the ROP, in exchange for the fulfillment of the Group's obligations under the Concession Agreement, may either be an intangible asset in the form of a right (license) to charge fees to users or financial asset in the form of an unconditional right to receive cash or another financial asset. Judgment was further exercised by management in determining the cost components of acquiring the right. Further reference to the terms of the Concession Agreement (Note 34) was made to determine such costs.

a. *Airport Concession Rights*

Boracay Airport. The airport concession right consists of: (i) Airport Project cost; (ii) present value of infrastructure retirement obligation (IRO); and (iii) present value of total franchise fees over 25 years and its subsequent amortization.

- (i) The Airport Project cost is recognized as part of intangible assets as the construction progresses. The cost-to-cost method was used as management believes that the actual cost of construction is most relevant in determining the amount that should be recognized as cost of the intangible asset at each reporting date as opposed to cost plus and other methods of percentage-of-completion.
- (ii) The present value of the IRO is recorded under construction in progress (CIP) - airport concession arrangements and transferred to the related intangible assets upon completion of the Airport Project and to be amortized simultaneously with the cost related to the Airport Project because only at that time will significant maintenance of the Boracay Airport would commence.

- (iii) The present value of the obligation to pay annual franchise fees over 25 years has been immediately recognized as part of intangible assets because the right related to it has already been granted and is already being enjoyed by the Group as evidenced by its taking over the operations of the Boracay Airport during the last quarter of 2010. Consequently, management has started amortizing the related value of the intangible asset and the corresponding obligation has likewise been recognized.

Manila International Airport. The airport concession right consists of the pre-design costs, consultancy fees and other directly attributable costs incurred in the development of the project.

- b. *Toll Road Concession Rights.* The Group's toll road concession rights represent the costs of construction and development, including borrowing costs, if any, during the construction period of the following projects: (i) SLEX; (ii) NAIA Expressway; (iii) Skyway; (iv) TPLEX; (v) STAR; and (vi) Skyway Stage 3.

Pursuant to the Concession Agreements, any stage or phase or ancillary facilities thereof, of a fixed and permanent nature, shall be owned by the ROP.

- c. *Water Concession Right.* The Group's water concession right represents the right to collect charges from water service providers and third party purchasers availing of a public service, grant control or regulate the price and transfer significant residual interest of the water treatment facilities at the end of the Concession Agreement.
- d. *Power Concession Right.* The Group's power concession right represents the right to operate and maintain the franchise of ALECO; i.e., the right to collect electricity fees from the consumers of ALECO. At the end of the concession period, all assets and improvements shall be returned to ALECO and any additions and improvements to the system shall be transferred to ALECO.
- e. *MRT 7 Project.* The Concession Agreement related to the MRT 7 Project does not convey to the Group the right to control the use of the public service infrastructure but only an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. Management determined that the consideration receivable from the ROP, in exchange for the fulfillment of the obligation under the Concession Agreement, is a financial asset in the form of an unconditional right to receive cash or another financial asset.

Difference in judgment in respect to the accounting treatment of the transactions would materially affect the assets, liabilities and operating results of the Group.

Recognition of Profit Margin on the Airport and Toll Road Concession Arrangements. The Group has not recognized any profit margin on the construction of the airport and toll road projects as it believes that the fair value of the intangible asset reasonably approximates the cost. The Group also believes that the profit margin of its contractors on the rehabilitation of the existing airport and its subsequent upgrade is enough to cover any difference between the fair value and the carrying amount of the intangible asset.

Recognition of Revenue from Sale of Real Estate and Raw Land. The Group recognizes its revenue from sale of real estate projects and raw land in full when 10% or more of the total contract price is received and when development of the real estate property is 100% completed. Management believes that the revenue recognition criterion on percentage of collection is appropriate based on the Group's collection history from customers and number of back-out sales in prior years. Buyer's interest in the property is considered to have vested when the payment of at least 10% of the contract price has been received from the buyer and the Group ascertained the buyer's commitment to complete the payment of the total contract price.

Distinction Between Investment Property and Owner-occupied Property. The Group determines whether a property qualifies as investment property or owner-occupied property. In making its judgment, the Group considers whether the property generates cash flows largely independent of the other assets held by the Group. Owner-occupied properties generate cash flows that are attributable not only to the property but also to the other assets used in marketing or administrative functions. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in marketing or for administrative purposes. If the portions can be sold separately (or leased out separately under finance lease), the Group accounts for the portions separately. If the portions cannot be sold separately, the property is accounted for as investment property only if an insignificant portion is held for use in the supply of services or for administrative purposes. Judgment is applied in determining whether ancillary services are so significant that a property does not qualify as investment property. The Group considers each property separately in making its judgment.

Classification of Redeemable Preferred Shares. Based on the features of the preferred shares of TADHC, particularly on mandatory redemption, management determined that the shares are, in substance, financial liabilities. Accordingly, these were classified as part of "Accounts payable and accrued expenses" account in the consolidated statements of financial position as at December 31, 2021 and 2020, respectively (Note 20).

Evaluating Control over its Investees. Determining whether the Group has control in an investee requires significant judgment. The Group receives substantially all of the returns related to BPI's operations and net assets and has the current ability to direct BPI's activities that most significantly affect the returns. The Group controls BPI since it is exposed, and has rights, to variable returns from its involvement with BPI and has the ability to affect those returns through such power over BPI.

Classification of Joint Arrangements. The Group has determined that it has rights only to the net assets of the joint arrangements based on the structure, legal form, contractual terms and other facts and circumstances of the arrangement. As such, the Group classified its joint arrangements in Angat Hydropower Corporation (Angat Hydro), KWPP Holdings Corporation (KWPP) and Manila North Harbour Port, Inc. (MNHPI) as joint ventures (Note 11).

Adequacy of Tax Liabilities. The Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretation of tax laws and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Classification of Financial Instruments. The Group exercises judgments in classifying financial instrument, or its component parts, on initial recognition as a financial asset, a financial liability, or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the consolidated statements of financial position.

The Group uses its judgment in determining the classification of financial assets based on its business model in which assets are managed and their cash flow characteristics. The classification and fair values of financial assets and financial liabilities are presented in Note 40.

Contingencies. The Group is currently involved in various pending claims and lawsuits which could be decided in favor of or against the Group. The Group's estimate of the probable costs for the resolution of these pending claims and lawsuits has been developed in consultation with in-house as well as outside legal counsel handling the prosecution and defense of these matters and is based on an analysis of potential results. The Group currently does not believe that these pending claims and lawsuits will have a material adverse effect on its financial position and financial performance. It is possible, however, that future financial performance could be materially affected by the changes in the estimates or in the effectiveness of strategies relating to these proceedings (Note 43).

Estimates and Assumptions

The key estimates and assumptions used in the consolidated financial statements are based upon the Group's evaluation of relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from such estimates.

Assessment of ECL on Trade Receivables. The Group, in applying the simplified approach in the computation of ECL, initially uses a provision matrix based on historical default rates for trade receivables for at least two years. The Group also uses appropriate groupings if its historical credit loss experience shows significantly different loss patterns for different customers. The Group then adjusts the historical credit loss experience with forward-looking information on the basis of current observable data affecting each customer to reflect the effects of current and forecasted economic conditions.

The Group has assessed that the forward-looking default rate component of its ECL on trade receivables is not material because substantial amount of trade receivables are normally collected within one year. Moreover, based on management's assessment, current conditions and forward-looking information does not indicate a significant increase in credit risk exposure of the Group from its trade receivables.

Trade receivables written off amounted to P186 and P138 in 2021 and 2020, respectively. The allowance for impairment losses on trade receivables amounted to P4,094 and P4,522 as at December 31, 2021 and 2020, respectively. The carrying amount of trade receivables amounted to P97,013 and P71,134, as at December 31, 2021 and 2020, respectively (Note 8).

Assessment of ECL on Other Financial Assets at Amortized Cost. The Group determines the allowance for ECL using general approach based on the probability-weighted estimate of the present value of all cash shortfalls over the expected life of financial assets at amortized cost. ECL is provided for credit losses that result from possible default events within the next 12 months unless there has been a significant increase in credit risk since initial recognition in which case ECL is provided based on lifetime ECL.

When determining if there has been a significant increase in credit risk, the Group considers reasonable and supportable information that is available without undue cost or effort and that is relevant for the particular financial instrument being assessed such as, but not limited to, the following factors:

- actual or expected external and internal credit rating downgrade;
- existing or forecasted adverse changes in business, financial or economic conditions; and
- actual or expected significant adverse changes in the operating results of the borrower.

The Group also considers financial assets at day one to be the latest point at which lifetime ECL should be recognized unless it can demonstrate that this does not represent a significant risk in credit risk such as when non-payment was an administrative oversight rather than resulting from financial difficulty of the borrower.

The Group has assessed that the ECL on other financial assets at amortized cost is not material because the transactions with respect to these financial assets were entered into by the Group only with reputable banks and companies with good credit standing and relatively low risk of defaults. Accordingly, no additional provision for ECL on other financial assets at amortized cost was recognized in 2021 and 2020.

The carrying amounts of other financial assets at amortized cost are as follows:

	Note	2021	2020
Other Financial Assets at Amortized Cost			
Cash and cash equivalents (excluding cash on hand)	7, 39	P298,783	P345,425
Other current receivables - net (included under "Trade and other receivables - net" account)	8	64,795	53,235
Financial assets at amortized cost (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	10, 12, 39, 40	577	255
Noncurrent receivables and deposits - net (included under "Other noncurrent assets - net" account)	18, 39, 40	32,310	28,095
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	10, 18, 39, 40	12,965	7,890

The allowance for impairment losses on other current receivables, included as part of "Trade and other receivables - net" account and noncurrent receivables and deposits included as part of "Other noncurrent assets - net" account in the consolidated statements of financial position, amounted to P9,174 and P572, respectively, as at December 31, 2021, and P9,219 and P606, respectively, as at December 31, 2020 (Notes 8 and 18).

Fair Value Measurements. A number of the Group's accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has the overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values. The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the valuation team assesses the evidence obtained to support the conclusion that such valuations meet the requirements of PFRS, including the level in the fair value hierarchy in which such valuations should be classified.

The Group uses market observable data when measuring the fair value of an asset or liability. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques (Note 3).

If the inputs used to measure the fair value of an asset or a liability can be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy based on the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

The methods and assumptions used to estimate the fair values for both financial and non-financial assets and liabilities are discussed in Notes 9, 10, 11, 12, 15, 16, 17, 18, 20, 35 and 40.

Write-down of Inventory. The Group writes-down the cost of inventory to net realizable value whenever net realizable value becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes.

Estimates of net realizable value are based on the most reliable evidence available at the time the estimates are made of the amount the inventories are expected to be realized. These estimates take into consideration fluctuations of price or cost directly relating to events occurring after the reporting date to the extent that such events confirm conditions existing at the reporting date.

The write-down of inventories amounted to P1,505 and P1,624 as at December 31, 2021 and 2020, respectively (Note 9).

The carrying amounts of inventories amounted to P141,209 and P102,822 as at December 31, 2021 and 2020, respectively (Note 9).

Estimated Useful Lives of Property, Plant and Equipment, Right-of-Use Assets, Investment Property and Deferred Containers. The Group estimates the useful lives of property, plant and equipment, right-of-use assets, investment property and deferred containers based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment, right-of-use assets, investment property and deferred containers are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

In addition, estimation of the useful lives of property, plant and equipment, right-of-use assets, investment property and deferred containers is based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future financial performance could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of property, plant and equipment, right-of-use assets, investment property and deferred containers would increase the recorded cost of sales and selling and administrative expenses and decrease noncurrent assets.

Except for refinery and plant equipment and certain power plant assets used in production of fuel, there is no change in estimated useful lives of property, plant and equipment, right-of-use assets, investment property and deferred containers based on management's review at the reporting date.

Starting January 1, 2020, the Group adopted the UOP method of accounting for depreciation of refinery and plant equipment and certain power plant assets used in production of fuel. The UOP method closely reflects the expected pattern of consumption of the future economic benefits embodied in these assets. Depreciation of said assets is computed using the expected consumption over the estimated useful lives of these assets. Previously, depreciation was computed using the straight-line method over the estimated useful lives of the assets.

Property, plant and equipment, net of accumulated depreciation and amortization amounted to P582,092 and P525,035 as at December 31, 2021 and 2020, respectively. Accumulated depreciation and amortization of property, plant and equipment amounted to P243,297 and P219,246 as at December 31, 2021 and 2020, respectively (Note 13).

Right-of-use assets, net of accumulated depreciation and amortization amounted to P163,446 and P169,285 as at December 31, 2021 and 2020, respectively. Accumulated depreciation and amortization of right-of-use assets amounted to P20,308 and P14,228 as at December 31, 2021 and 2020, respectively (Note 14).

Investment property, net of accumulated depreciation and amortization amounted to P69,833 and P60,686 as at December 31, 2021 and 2020, respectively. Accumulated depreciation and amortization of investment property amounted to P19,470 and P16,838 as at December 31, 2021 and 2020, respectively (Note 15).

Deferred containers, net of accumulated amortization, included as part of "Other noncurrent assets - net" account in the consolidated statements of financial position amounted to P19,800 and P19,749 as at December 31, 2021 and 2020, respectively. Accumulated amortization of deferred containers amounted to P14,714 and P13,178 as at December 31, 2021 and 2020, respectively (Note 18).

Estimated Useful Lives of Intangible Assets. The useful lives of intangible assets are assessed at the individual asset level as having either a finite or indefinite life. Intangible assets are regarded to have an indefinite useful life when, based on analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the Group.

Intangible assets with finite useful lives, net of accumulated amortization, included as part of "Other intangible assets - net" account in the consolidated statements of financial position amounted to P188,873 and P166,907 as at December 31, 2021 and 2020, respectively. Accumulated amortization of intangible assets with finite useful lives amounted to P49,717 and P43,643, as at December 31, 2021 and 2020, respectively (Note 17).

Estimated Useful Lives of Intangible Assets - Concession Rights. The Group estimates the useful lives of airport, toll road, port, power and water concession rights based on the period over which the assets are expected to be available for use. The Group has not included any renewal period on the basis of uncertainty of the probability of securing renewal contract at the end of the original contract term as at the reporting date.

The amortization period and method are reviewed when there are changes in the expected term of the contract or the expected pattern of consumption of future economic benefits embodied in the asset.

The combined carrying amounts of toll road, airport, power and water concession rights amounted to P178,833 and P158,919 as at December 31, 2021 and 2020, respectively (Note 17).

Impairment of Goodwill, Licenses and Trademarks and Brand Names with Indefinite Useful Lives. The Group determines whether goodwill, licenses and trademarks and brand names are impaired at least annually. This requires the estimation of value in use of the cash-generating units to which the goodwill is allocated and the value in use of the licenses and trademarks and brand names. Estimating value in use requires management to make an estimate of the expected future cash flows from the cash-generating unit and from the licenses and trademarks and brand names and to choose a suitable discount rate to calculate the present value of those cash flows.

The carrying amount of goodwill amounted to P130,081 and P129,733 as at December 31, 2021 and 2020, respectively (Note 17).

The combined carrying amounts of licenses and trademarks and brand names amounted to P2,286 and P2,806 as at December 31, 2021 and 2020, respectively (Note 17).

Acquisition Accounting. At the time of acquisition, the Group considers whether the acquisition represents an acquisition of a business or a group of assets. The Group accounts for an acquisition as a business combination if it acquires an integrated set of business processes in addition to the group of assets acquired.

The Group accounts for acquired businesses using the acquisition method of accounting which requires that the assets acquired and the liabilities assumed are recognized at the date of acquisition based on their respective fair values.

The application of the acquisition method requires certain estimates and assumptions concerning the determination of the fair values of acquired intangible assets and property, plant and equipment, as well as liabilities assumed at the acquisition date. Moreover, the useful lives of the acquired intangible assets and property, plant and equipment have to be determined. Accordingly, for significant acquisitions, the Group obtains assistance from valuation specialists. The valuations are based on information available at the acquisition date.

Estimating Coal Reserves. Coal reserve estimates are based on measurements and geological interpretation obtained from natural outcrops, trenches, tunnels and drill holes. In contrast with “coal resource” estimates, profitability of mining the coal during a defined operating period or “mine-life” is a necessary attribute of “coal reserve”.

The Philippine Department of Energy (DOE) is the government agency authorized to implement coal operating contracts (COC) and regulate the operation of contractors pursuant to DOE Circular No. 81-11-10: Guidelines for Coal Operations in the Philippines. For the purpose of the five-year development and production program required for each COC, the agency classifies coal reserves, according to increasing degree of uncertainty, into: (i) positive, (ii) probable and (iii) inferred. The DOE also prescribes the use of “total in-situ reserves” as the sum of positive reserves and two-thirds of probable reserve; and “mineable reserve” as 60% of total in-situ reserve for underground, and 85% for surface (including open-pit) coal mines.

Recoverability of Deferred Exploration and Development Costs. A valuation allowance is provided for estimated unrecoverable deferred exploration and development costs based on the Group’s assessment of the future prospects of the mining properties, which are primarily dependent on the presence of economically recoverable reserves in those properties.

The Group’s mining activities related to coal are all in the exploratory stages as at December 31, 2021. All related costs and expenses from exploration are currently deferred as mine exploration and development costs to be amortized upon commencement of commercial operations. The Group has not identified any facts and circumstances which suggest that the carrying amount of the deferred exploration and development costs exceeded the recoverable amounts as at December 31, 2021 and 2020.

Deferred exploration and development costs included as part of “Other noncurrent assets - net” account in the consolidated statements of financial position amounted to P719 and P715 as at December 31, 2021 and 2020, respectively (Notes 18 and 34).

Realizability of Deferred Tax Assets. The Group reviews its deferred tax assets at each reporting date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. The Group’s assessment on the recognition of deferred tax assets on deductible temporary differences and carryforward benefits of MCIT and NOLCO is based on the projected taxable income in the following periods.

Deferred tax assets amounted to P17,141 and P20,946 as at December 31, 2021 and 2020, respectively (Note 23).

Impairment of Non-financial Assets. PFRS requires that an impairment review be performed on investments and advances, property, plant and equipment, right-of-use assets, investment property, biological assets - net of current portion, other intangible assets with finite useful lives, deferred containers, deferred exploration and development costs and idle assets when events or changes in circumstances indicate that the carrying amount may not be recoverable. Determining the recoverable amounts of these assets requires the estimation of cash flows expected to be generated from the continued use and ultimate disposition of such assets. While it is believed that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable amounts and any resulting impairment loss could have a material adverse impact on the financial performance.

Accumulated impairment losses on property, plant and equipment, right-of-use assets and investment property, other intangible assets with finite useful lives and deferred containers amounted to P15,490 and P14,411 as at December 31, 2021 and 2020, respectively (Notes 13, 14, 15, 17 and 18).

The combined carrying amounts of investments and advances, property, plant and equipment, right-of-use assets, investment property, biological assets - net of current portion, other intangible assets with finite useful lives, deferred containers, deferred exploration and development costs and idle assets amounted to P1,068,884 and P982,815 as at December 31, 2021 and 2020, respectively (Notes 11, 13, 14, 15, 16, 17 and 18).

Present Value of Defined Benefit Retirement Obligation. The present value of the defined benefit retirement obligation depends on a number of factors that are determined on an actuarial basis using a number of assumptions. These assumptions are described in Note 35 to the consolidated financial statements and include discount rate and salary increase rate.

The Group determines the appropriate discount rate at the end of each reporting period. It is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the retirement obligations. In determining the appropriate discount rate, the Group considers the interest rates on government bonds that are denominated in the currency in which the benefits will be paid. The terms to maturity of these bonds should approximate the terms of the related retirement obligation.

Other key assumptions for the defined benefit retirement obligation are based in part on current market conditions.

While it is believed that the assumptions of the Group are reasonable and appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the defined benefit retirement obligation of the Group.

The present value of defined benefit retirement obligation amounted to P30,539 and P31,617 as at December 31, 2021 and 2020, respectively (Note 35).

Asset Retirement Obligation. The Group has ARO arising from refinery, power plants, leased service stations, terminals, blending plant and leased properties. Determining ARO requires estimation of the costs of dismantling, installing and restoring leased properties to their original condition. The Group determined the amount of the ARO by obtaining estimates of dismantling costs from the proponent responsible for the operation of the asset, discounted at the Group's current credit-adjusted risk-free rate ranging from 1.85% to 12.64% and 3.21% to 12.64% as at December 31, 2021 and 2020, respectively, depending on the life of the capitalized costs. While it is believed that the assumptions used in the estimation of such costs are reasonable, significant changes in these assumptions may materially affect the recorded expense or obligation in future periods.

The ARO amounted to P3,668 and P3,735 as at December 31, 2021 and 2020, respectively (Notes 20 and 22).

Present Value of Annual Franchise Fee and IRO - Airport Concession Arrangement. Portion of the amount recognized as airport concession right as at December 31, 2021 and 2020 pertains to the present value of the annual franchise fee payable to the ROP over the concession period. The recognition of the present value of the IRO is temporarily lodged in CIP - airport concession arrangements until the completion of the Airport Project.

The present values of the annual franchise fee and IRO were determined based on the future value of the obligations discounted at the Group's internal borrowing rate which is believed to be a reasonable approximation of the applicable credit-adjusted risk-free market borrowing rate.

A significant change in such internal borrowing rate used in discounting the estimated cost would result in a significant change in the amount of liabilities recognized with a corresponding effect in profit or loss.

The present value of the annual franchise fees payable to the ROP over 25 years discounted using the 8% internal borrowing rates in 2021 and 2020, included as part of "Airport concession right" under "Other intangible assets - net" account amounted to P57 and P59 as at December 31, 2021 and 2020, respectively (Note 17).

The cost of infrastructure maintenance and restoration represents the present value of TADHC's IRO recognized and is presented as part of IRO under "Accounts payable and accrued expenses" and "Other noncurrent liabilities" accounts amounting to P16 and P74 in 2021 and P13 and P74 in 2020, respectively (Notes 20 and 22).

Present Value of Mine Rehabilitation Obligation (MRO) and Decommissioning. The Group has MRO arising from NCC's mining operations. Determining MRO requires estimation of the costs of dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closing plant and waste sites, and restoring, reclaiming and revegetating affected areas. The estimated rehabilitation costs are then discounted using a discount rate that reflects current market assessments and the risks specific to the liability. Discount rate used by the Group as at December 31, 2021 and 2020 was 7.04%. The ultimate cost of MRO and decommissioning is uncertain, and cost estimates can vary in response to many factors including estimates of the extent and costs of rehabilitation activities, changes in the relevant legal requirements, emergence of new restoration techniques or experience, cost increases as compared to the inflation rates, and changes in discount rates. The expected timing of expenditure can also change in response to changes in quarry reserves or production rates. These uncertainties may result in future actual expenditure different from the amounts currently provided. As a result, there could be significant adjustments in provision for MRO and decommissioning, which would affect future financial results.

Provision for MRO and decommissioning presented as part of "Other noncurrent liabilities" account amounted to P47 and P46 as at December 31, 2021 and 2020, respectively (Note 22).

Percentage-of-Completion - Airport and Toll Road Concession Arrangements. The Group determines the percentage-of-completion of the contract by computing the proportion of actual contract costs incurred to date, to the latest estimated total airport and toll road project cost. The Group reviews and revises, when necessary, the estimate of airport and toll road project cost as it progresses, to appropriately adjust the amount of construction cost and revenue recognized at the end of each reporting period. Construction revenue and construction costs, reported as part of "Other income (charges) - net" account in the consolidated statements of income, amounted to P29,769, P22,747 and P25,386 as at December 31, 2021, 2020 and 2019, respectively (Note 32).

Accrual for Repairs and Maintenance - Toll Road Concession Arrangements. The Group recognizes accruals for repairs and maintenance based on estimates of periodic costs, generally estimated to be every 5 to 12 years as at December 31, 2021 and 2020, or the expected period to restore the toll road facilities to a level of serviceability and to maintain its good condition before the turnover to the ROP. This is based on the best estimate of management to be the amount expected to be incurred to settle the obligation, discounted using a pre-tax rate, ranging from 1.66% to 4.88% and 1.7% to 3.97% as at December 31, 2021 and 2020, respectively, that reflects the current market assessment of the time value of money.

The accrual for repairs and maintenance, included as part of "IRO" under "Other noncurrent liabilities" account in the consolidated statements of financial position, amounted to P698 and P656 as at December 31, 2021 and 2020, respectively (Note 22).

The current portion included as part of "Accounts payable and accrued expenses" account amounted to P419 and P412 as at December 31, 2021 and 2020, respectively (Note 20).

5. Investments in Subsidiaries

The following are the developments relating to the Parent Company's investments:

Infrastructure

- **SMHC**

On November 27, 2020, the BOD and stockholders of SMHC approved the additional increase in its authorized capital stock from P71,500 divided into 71,500,000 common shares to P91,500 divided into 91,500,000 common shares, both with a par value of P1,000.00 per common share. On the same date, SMHC and the Parent Company executed a Subscription Agreement to subscribe to 10,000,000 common shares out of the proposed increase in authorized capital stock for a total subscription price of P15,000 or P1,500.00 per common share. The Parent Company paid P6,606 in 2020, while the remaining balance of the subscription price amounting to P8,394 was paid in 2021.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was filed with the SEC on December 18, 2020 and was approved on January 7, 2021.

On June 30, 2021, SMHC and the Parent Company executed a Subscription Agreement to subscribe to an additional 10,000,000 common shares for a total subscription price of P15,000 or P1,500.00 per common share, which was fully paid in 2021.

On December 17, 2021, the BOD and stockholders of SMHC approved the additional increase in its authorized capital stock from P91,500 divided into 91,500,000 common shares to P106,500 divided into 106,500,000 common shares, both with a par value of P1,000.00 per common share. On the same date, SMHC and the Parent Company executed a Subscription Agreement to subscribe to an additional 5,000,000 common shares out of the proposed increase in authorized capital stock for a total subscription price of P7,500 or P1,500.00 per common share. The Parent Company paid P3,823 as at December 31, 2021.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was filed with the SEC on March 9, 2022 and still pending approval as at March 10, 2022.

- SMAI

On December 27, 2021, SMAI and the Parent Company executed a Subscription Agreement to subscribe to 3,792,881,031 common shares of SMAI for a total subscription price of P7,586 or P2.00 per common share, which was fully paid in 2021.

As at December 31, 2021, the Parent Company has 25.81% direct ownership interest in SMAI, in addition to the 74.19% indirect ownership interest through SMHC.

Packaging

- Merger of San Miguel Yamamura Asia Corporation (SMYAC) with SMYPC

On September 12, 2019, the BOD of the Parent Company approved the merger of SMYAC with SMYPC, where SMYPC was the surviving entity.

On September 19, 2019, the merger was approved by the respective BOD and stockholders of SMYPC and SMYAC. On the same date, the BOD and stockholders of SMYPC resolved and approved to increase its authorized capital stock from P11,000 divided into 11,000,000 common shares to P20,000 divided into 20,000,000 common shares, both with a par value of P1,000.00 per common share. The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was filed with the SEC on October 25, 2019 and was approved on February 24, 2020.

On October 23 and December 20, 2019, the Plan of Merger and Articles of Merger, respectively, were executed by and between SMYPC and SMYAC, whereby the entire assets and liabilities of SMYAC was transferred to and absorbed by SMYPC.

On October 31, 2019, the Parent Company and SMYPC executed a subscription agreement whereby the Parent Company agreed to subscribe to 3,901,011 common shares from the increase in authorized capital stock of SMYPC.

On February 24, 2020, the SEC approved the merger and issued the Certificate of Filing of the Articles and Plan of Merger.

On March 1, 2020, the effective date of the merger, SMYPC issued 3,901,011 and 2,100,544 common shares to SMC and Nihon Yamamura Glass Co., Ltd. (NYG), respectively, for a total amount of P6,002 as consideration for the net assets of SMYAC pursuant to the terms of the Plan of Merger. The shares were issued out of the increase in the authorized capital stock of SMYPC. With the completion of the merger, SMC and NYG retained their respective ownership in SMYPC of 65% and 35%, respectively.

On November 15, 2021, the Bureau of Internal Revenue (BIR) issued BIR Ruling No. S40M-426-2021 which confirmed the tax-free exchange of investment relative to the merger of SMYPC and SMYAC.

The merger of SMYPC and SMYAC is considered to be a business combination under common control. The Group accounts for business combinations involving entities that are ultimately controlled by the same ultimate parent before and after the business combination and the control is not transitory, using the pooling of interest method.

The assets and liabilities of the combining entities are reflected in the consolidated statement of financial position at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination.

Real Estate

- SMPI

- a) Subscription of Common Shares

On various dates in 2020, SMPI and the Parent Company executed Subscription Agreements to subscribe to a total of 241,393,750 common shares of SMPI for a total subscription price of P4,828 or P20.00 per common share. The Parent Company paid P4,092 in 2020, while the remaining balance of the subscription price amounting to P736 was paid in 2021.

On various dates in 2021, SMPI and the Parent Company executed Subscription Agreements to subscribe to a total of 168,783,058 common shares of SMPI for a total subscription price of P3,375 or P20.00 per common share. In 2021, the Parent Company paid P3,018.

- b) Acquisition of Subsidiaries

On February 2, 2021, the Parent Company through SMPI acquired a total of 95,252 common shares, equivalent to 70% of the outstanding capital stock of Agricultural Investors, Inc., Unexplored Land Developers, Inc., Ocean-Side Maritime Enterprises, Inc., Labayug Air Terminals, Incorporated, Pura Electric Co., Inc., Punong Bayan Housing Development Corporation, Habagat Realty Development Incorporated and Spade One Resorts Corporation, for a total consideration of P3,500. The acquisition gave SMPI 70% ownership and control over these entities and consequently were consolidated to the Group effective February 2, 2021. The related advances for investments amounting to P2,975 was reclassified from "Investments and advances" to Investment in shares of stock of subsidiaries as part of the total consideration transferred (Note 11). SMPI fully paid the remaining balance of P525 in 2021.

The entities are Philippine companies engaged in the purchase, acquisition, development or use for investment, among others, of real and personal property, to the extent permitted by law.

The acquisition of the entities is accounted for as an asset acquisition since the assets and activities does not constitute a business as defined in PFRS 3.

On December 17, 2021, SMPI acquired a total of 8,165 additional common shares, equivalent to 6% of the outstanding capital stock of the entities, at a purchase price of P36,742.19 per share or P300, of which P150 was paid in 2021.

- DHDC

On May 4 and November 26, 2020, DHDC and the Parent Company executed Subscription Agreements to subscribe to a total of 90,500,000 common shares of DHDC for a total subscription price of P181 or P2.00 per common share, which was fully paid in 2020.

On February 3, 2021, DHDC and the Parent Company executed a Subscription Agreement to subscribe to a total of 30,000,000 common shares of DHDC for a total subscription price of P60 or P2.00 per common share, which was fully paid in 2021.

On June 1, 2021, the BOD and stockholders of DHDC approved the additional increase in its authorized capital stock from P2,100 divided into 2,100,000,000 common shares to P2,400 divided into 2,400,000,000 common shares, both with a par value of P1.00 per common share. On the same date, the Parent Company in a Subscription Agreement, subscribed to 75,000,000 common shares out of the proposed increase in authorized capital stock for a total subscription price of P150 or P2.00 per common share. The subscription price was fully paid in 2021.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was filed with the SEC on September 10, 2021 and was approved on September 14, 2021.

On December 15, 2021, DHDC and the Parent Company executed a Subscription Agreement to subscribe to an additional 7,750,000 common shares of DHDC for a subscription price of P15 or P2.00 per share, which was fully paid in 2021.

Cement

- Merger of NCC and San Miguel Northern Cement, Inc. (SMNCI)

On March 3, 2021, the BOD and stockholders of NCC and SMNCI approved the plan of merger of NCC and SMNCI, with NCC as the surviving entity.

On June 14, 2021, the SEC approved the Articles and Plan of Merger executed by NCC and SMNCI, whereby the entire assets and liabilities of SMNCI will be transferred to and absorbed by NCC.

On the same date, the SEC approved the increase in the authorized capital stock of NCC which was filed on April 27, 2021.

On July 1, 2021, the effective date of the merger, NCC issued 131,835,212 common shares in favor of SMEII for a total amount of P9,834 as consideration for the net assets of SMNCI in accordance with the Plan of Merger. The shares were issued out of the increase in the authorized capital stock of NCC.

On October 6, 2021, the BIR issued BIR Ruling No. S40M-371-2021 which confirmed the tax-free exchange of investment relative to the merger of NCC and SMNCI.

The merger of NCC and SMNCI is considered to be a business combination under common control. The Group accounts for business combinations involving entities that are ultimately controlled by the same ultimate parent before and after the business combination and the control is not transitory, using the pooling of interest method.

The assets and liabilities of the combining entities are reflected in the consolidated statement of financial position at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination.

- Consolidation of NCC

On June 12, 2020, the BOD and stockholders of NCC approved the amendment of the Articles of Incorporation of NCC relating to the reclassification of 194,000,000 common shares to Series "2" Preferred Shares, the option of the stockholders of the common shares to convert to Series "2" Preferred Shares and renaming the existing 3,000,000 preferred shares of NCC to Series "1" Preferred Shares. On August 6, 2020, SEC approved the amendment of the Articles of Incorporation of NCC to reflect the amendments.

On August 24, 2020, the stockholders of NCC which collectively own 65% of the common shares, exercised the option to convert their common shares to a total of 194,000,000 Series "2" Preferred Shares. SMEII did not exercise its option to convert its common shares to Series "2" Preferred Shares. With the conversion of the common shares, SMEII gained control of NCC, exercising 100% of voting rights.

NCC is primarily engaged in the business of manufacturing, developing, processing, exploiting, buying, selling, or otherwise dealing in such goods as cement and other goods of similar nature and/or other products.

As a result, SMEII recognized its investment in NCC at fair market value and the net assets of NCC was consolidated to SMEII as at August 24, 2020.

The following summarizes the recognized amount of assets acquired and liabilities assumed at the acquisition date:

	<i>Note</i>	2020
Assets		
Cash and cash equivalents		P1,053
Trade and other receivables - net		82
Inventories		1,526
Prepaid expenses and other current assets		253
Property, plant and equipment - net	13	10,009
Right-of-use assets - net	14	35
Other intangible assets - net	17	4,626
Deferred tax assets	23	260
Other noncurrent assets - net		258
Liabilities		
Accounts payable and accrued expenses		(1,162)
Income and other taxes payable		(158)
Lease liabilities (including current portion)		(40)
Other noncurrent liabilities	22	(182)
Total Identifiable Net Assets at Fair Value		P16,560

The Group remeasured its equity interest held before business combination resulting in the recognition of gain amounting to P894, included as part of "Other income (charges) - net" account in the consolidated statements of income (Note 32).

The fair value of trade and other receivables amounted to P82. The gross amount of the receivables is P87, of which P5 is expected to be uncollectible as at the acquisition date (Note 8).

A gain was recognized as a result of the business combination as follows:

	<i>Note</i>	2020
Equity interest held before business combination	11	P4,902
Gain on fair valuation of investment	32	894
Non-controlling interest		10,001
Total identifiable net assets at fair value		(16,560)
Gain	32	(P763)

The gain recognized from the business combination was presented as part of "Other income (charges) - net" account in the consolidated statements of income (Note 32).

The completion of the purchase price allocation exercise did not result in any adjustments to the recognized amounts of assets acquired and liabilities assumed as at December 31, 2021.

- SMEII

On various dates in 2020, SMEII and the Parent Company executed Subscription Agreements to subscribe to a total of 3,063,600,000 common shares of SMEII for a total subscription price of P4,595 or P1.50 per share, which was fully paid in 2020.

On various dates in 2021, SMEII and the Parent Company executed Subscription Agreements to subscribe to a total of 1,956,500,000 common shares of SMEII for a total subscription price of P2,935 or P1.50 per share, which was fully paid in 2021.

- SMNCI

On June 19, 2020, SMEII entered into a Deed of Absolute Sale of Shares with NCC covering the sale by the latter of its 750,000,000 common shares of SMNCI representing 10.76% direct equity interest, for a total consideration of P750. As a result, SMNCI became a wholly-owned subsidiary of SMEII.

The transaction was accounted for as an equity transaction as it only resulted to an increase in the ownership interest of SMEII in SMNCI.

In 2020, SMEII subscribed to a total additional 933,330,000 common shares of SMNCI out of the unissued capital stock for a total subscription price of P1,400 or P1.50 per share. The subscription price was paid in 2020.

Food and Beverage

- GSMI

On December 1, 2020, the BOD of GSMI approved the redemption of the 32,786,885 outstanding preferred shares, all of which were held by SMC equivalent to 10.27% equity interest in GSMI. The holders of preferred shares are entitled to vote in the same manner as the holders of common shares. On January 4, 2021, GSMI paid the redemption price of P1,000 or P30.50 per share and all accumulated unpaid cash dividends. The transaction reduced the effective ownership of SMC from 70.62% to 67.26%.

- SMBB

On March 10, 2020, SMBIL and San Miguel (China) Investment Company, Limited (SMCIC), the shareholders of SMBB, passed a resolution approving the dissolution and liquidation of SMBB. SMBB has stopped operations and production activities and started the liquidation process from the date of the resolution (Note 32).

- PTSMFI

On November 10, 2021, the BOD of SMFB approved the closure of the operations of PTSMFI effective October 31, 2021. SMFB made cash advances to PTSMFI amounting to US\$3, representing its proportionate share to the total cash advances necessary to settle PTSMFI's outstanding obligations. PTSMFI is in the process of liquidation as at December 31, 2021.

Others

- SMCEC

On June 29, 2021, the BOD and stockholders of SMCEC approved the increase in its authorized capital stock from P1,100 divided into 1,100,000,000 common shares to P3,520 divided into 3,520,000,000 common shares, both with a par value of P1.00 per common share. On July 9, 2021, the Parent Company in a Subscription Agreement, subscribed to 605,000,000 common shares out of the proposed increase in authorized capital stock for a total subscription price of P1,210 or P2.00 per common share. The subscription price was paid in 2021.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was filed with the SEC on July 30, 2021 and was approved on August 3, 2021.

On August 5, 2021, SMCEC and the Parent Company executed a Subscription Agreement to subscribe to an additional 350,000,000 common shares of SMCEC for a total subscription price of P700 or P2.00 per share, which was fully paid in 2021. On the same date, SMCEC and the Parent Company executed a Subscription Agreement to subscribe to an additional 1,815,000,000 common shares out of the increase in authorized capital stock of SMCEC for a total subscription price of P3,630 or P2.00 per common share, which was fully paid in 2021.

On October 19, 2021, the BOD and stockholders of SMCEC approved the additional increase in its authorized capital stock from P3,520 divided into 3,520,000,000 common shares to P3,875 divided into 3,875,000,000 common shares, both with a par value of P1.00 per common share. On October 20, 2021, the Parent Company in a Subscription Agreement, subscribed to 177,500,000 common shares out of the proposed increase in authorized capital stock for a total subscription price of P355 or P2.00 per common share. The subscription price was paid in 2021.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was filed with and approved by the SEC on December 31, 2021.

- Petrogen

On December 3, 2020, the BOD and stockholders of Petrogen approved the increase in its authorized capital stock from P750 divided into 750,000 common shares to P2,250 divided into 2,250,000 common shares, both with a par value of P1,000.00 per common share. On January 5, 2021, the Parent Company in a Subscription Agreement, subscribed to 1,494,973 common shares out of the increase in authorized capital stock for a total subscription price of P3,000 or P2,006.73 per common share. The subscription price was fully paid in 2021.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was filed with the SEC on January 27, 2021 and was approved on February 4, 2021.

As a result, Petrogen became 74.94% directly owned by the Parent Company and was deconsolidated from Petron effective February 4, 2021.

As at December 31, 2021, the Parent Company's effective equity interest in Petrogen is 92.05%, including the 17.11% indirect equity interest through Petron.

- SMCACDC

On December 18, 2020, the BOD of SMCACDC approved the redemption of the 730,000 preferred shares held by the Parent Company, which was issued in 2019.

On March 19, 2021, SMCACDC paid the redemption price of P730 or P1,000.00 per share.

The preferred shares issued by SMCACDC are nonvoting, nonconvertible, and redeemable at the sole option of SMCACDC at a price and at such time that the BOD of SMCACDC shall determine. The preferred shares are entitled to dividends as declared by the BOD of SMCACDC. In the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of SMCACDC, the holders of preferred stocks that are outstanding at that time shall enjoy preference in the payment. Furthermore, holders of preferred shares have no pre-emptive right to any issue of disposition of any stocks of any class of SMCACDC.

- SMICL

On July 13, 2021, the BOD of SMICL approved to increase its authorized capital stock from US\$0.12 to US\$66 divided into 120,000 common shares with par value of US\$1.00 per share and creation of 6,600,000 preferred shares with par value of US\$10.00 per share. On the same date, the Parent Company subscribed to 6,600,000 preferred shares out of the increase in authorized capital stock of SMICL, for a total subscription price of US\$66 or US\$10.00 per share. The subscription price was fully paid in 2021.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock of SMICL was filed with the Registrar of Companies of the Government of Bermuda on August 5, 2021 and was approved on the same date.

The holders of the preferred shares have the right to receive, in priority to any payments to the holders of common shares, out of the funds of SMICL available for distribution, a non-cumulative preference dividend at the rate of 4% per annum on the par value of the preference shares. SMICL has the right to convert the preferred shares into common shares at a rate of one common share for each preferred share, or to redeem any or all of the preferred shares for a redemption price equal to the par value of the preferred shares. The holders of the preferred shares are entitled to vote in same manner as the holders of common shares.

- SMILSI

On January 14, 2020, SMILSI and the Parent Company executed a Subscription Agreement to subscribe to an additional 5,646,200 common shares of SMILSI for a subscription price of P8 or P1.50 per common share. The subscription price was fully paid in 2020.

On January 14, 2020, the BOD and stockholders of SMILSI approved the increase in its authorized capital stock from P1,020 divided into 1,020,000,000 common shares to P4,020 divided into 4,020,000,000 common shares, both with a par value of P1.00 per common share. On the same date, the Parent Company in a Subscription Agreement, subscribed to 1,000,000,000 common shares out of the proposed increase in authorized capital stock for a total subscription price of P1,500 or P1.50 per common share. The subscription price was paid in 2020.

On various dates in 2020, SMILSI and the Parent Company executed Subscription Agreements to subscribe to a total of 733,110,500 additional common shares out of the proposed increase in authorized capital stock of SMILSI for a total subscription price of P1,100 or P1.50 per common share. The subscription price was paid in 2020.

The application for the Amendment of Articles of Incorporation for the increase in authorized capital stock was filed with the SEC on December 29, 2020 and was approved on January 6, 2021.

- SMHL

On September 16, 2020, SMHL issued to the Parent Company an additional 2,500,000 preferred shares from the unissued capital stock of SMHL, for a subscription price of US\$25 or US\$10.00 per preferred share. In 2019 and 2020, the Parent Company paid a total of US\$23. The balance amounting to US\$2 was subsequently paid on March 29, 2021.

The holders of the preferred shares have the right to receive, in priority to any payments to the holders of common shares, out of the funds of SMHL available for distribution, a non-cumulative preference dividend at the rate of 4% per annum on the par value of the preference shares. SMHL has the right to convert the preferred shares into common shares at a rate of one common share for each preferred share, or to redeem any or all of the preferred shares for a redemption price equal to the par value of the preferred shares. The holders of the preferred shares are entitled to vote in same manner as the holders of common shares.

- Petrofuel Logistics Inc. (PLI)

On August 28, 2020, Petron signed a Share Purchase Agreement with SMILSI for the sale by Petron of its 2,010,000 shares in PLI, equivalent to 100% equity interest in the outstanding common shares of PLI, for a total consideration of P230.

The transfer was accounted for as a transaction under common control using the pooling of interest method where the entity was controlled by SMC before and after the transaction and the control was not transitory.

6. Segment Information

Operating Segments

The reporting format of the Group's operating segments is determined based on the Group's risks and rates of return which are affected predominantly by differences in the products and services produced. The operating businesses are organized and managed separately according to the nature of the products produced and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Group's reportable segments are food and beverage, packaging, energy, fuel and oil, and infrastructure.

The food and beverage segment is engaged in: (i) the processing and marketing of branded value-added refrigerated processed meats and canned meat products, manufacturing and marketing of butter, margarine, cheese, milk, ice cream, jelly-based snacks and desserts, specialty oils, salad aids, snacks and condiments, marketing of flour mixes and the importation and marketing of coffee and coffee-related products (collectively known as "Prepared and Packaged Food"), (ii) the production and sale of feeds ("Animal Nutrition and Health"), (iii) the poultry and livestock farming, processing and selling of poultry and fresh meats ("Protein"), and (iv) the milling, production and marketing of flour and bakery ingredients, grain terminal handling, food services, franchising and international operations. It is also engaged in the production, marketing and selling of fermented, malt-based and non-alcoholic beverages within the Philippines and several foreign markets; and production of hard liquor in the form of gin, Chinese wine, brandy, rum, vodka and other liquor variants which are available nationwide, while some are exported to select countries.

The packaging segment is involved in the production and marketing of packaging products including, among others, glass containers, glass molds, polyethylene terephthalate (PET) bottles and preforms, PET recycling, plastic closures, corrugated cartons, woven polypropylene, kraft sacks and paperboard, pallets, flexible packaging, plastic crates, plastic floorings, plastic films, plastic trays, plastic pails and tubs, metal closures and two-piece aluminum cans, woven products, industrial laminates and radiant barriers. It is also involved in crate and plastic pallet leasing, PET bottle filling graphics design, packaging research and testing, packaging development and consultation, contract packaging and trading.

The energy segment sells, retails and distributes power, through power supply agreements (PSA), retail supply contracts (RSC), concession agreement and other power-related service agreements, either directly to customers, including Manila Electric Company (Meralco), other generators, distribution utilities (DUs), electric cooperatives and industrial customers, or through the Philippine Wholesale Electricity Spot Market (WESM).

The fuel and oil segment is engaged in refining crude oil and marketing and distribution of refined petroleum products.

The infrastructure segment has investments in companies which hold long-term concessions in the infrastructure sector in the Philippines. It is engaged in the management and operation, as well as, construction and development of various infrastructure projects such as major toll roads, airports, railways and bulk water.

Segment Assets and Liabilities

Segment assets include all operating assets used by a segment and consist primarily of operating cash, receivables, inventories, biological assets, and property, plant and equipment, net of allowances, accumulated depreciation and amortization, and impairment. Segment liabilities include all operating liabilities and consist primarily of accounts payable and accrued expenses and other noncurrent liabilities, excluding interest payable. Segment assets and liabilities do not include deferred taxes.

Inter-segment Transactions

Segment revenues, expenses and performance include sales and purchases between operating segments. Such transactions are eliminated in consolidation.

Major Customer

The Group does not have a single external customer from which sales revenue generated amounted to 10% or more of the total revenues of the Group.

Operating Segments

Financial information about reportable segments follows:

	Food and Beverage			Packaging			Energy			Fuel and Oil			Infrastructure			Cement, Real Estate and Others			Eliminations			Consolidated		
	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019
Sales																								
External sales	P309,576	P279,122	P310,482	P24,033	P22,832	P25,327	P129,420	P111,798	P131,580	P430,662	P281,667	P508,700	P19,688	P14,564	P23,399	P27,814	P15,814	P21,014	P -	P -	P -	P941,193	P725,797	P1,020,502
Inter-segment sales	202	168	303	9,670	8,672	12,547	4,290	3,231	3,480	7,395	4,366	5,662	2	1	7	31,483	21,985	19,873	(53,042)	(38,423)	(41,872)	-	-	-
Total sales	P309,778	P279,290	P310,785	P33,703	P31,504	P37,874	P133,710	P115,029	P135,060	P438,057	P286,033	P514,362	P19,690	P14,565	P23,406	P59,297	P37,799	P40,887	(P53,042)	(P38,423)	(P41,872)	P941,193	P725,797	P1,020,502
Result																								
Segment result	P43,695	P33,412	P47,781	P1,162	P961	P3,598	P31,886	P36,923	P35,954	P26,927	(P4,674)	P16,101	P6,788	P2,571	P11,444	P4,086	P2,166	P991	P2,608	P117	(P154)	P117,152	P71,476	P115,715
Interest expense and other financing charges																						(49,265)	(52,035)	(56,019)
Interest income																						3,591	6,182	10,675
Equity in net earnings of associates and joint ventures																						1,040	417	105
Gain (loss) on sale of property and equipment																						167	(491)	(237)
Other income																						(6,733)	11,861	6,848
(charges) - net																						(17,793)	(15,531)	(28,513)
Income tax expense																								
Net Income																						P48,159	P21,879	P48,574
Attributable to:																								
Equity holders of the Parent Company																						P13,925	P2,973	P21,329
Non-controlling interests																						34,234	18,906	27,245
Net Income																						P48,159	P21,879	P48,574
Other Information																								
Segment assets	P252,307	P230,208	P224,862	P66,337	P68,053	P58,436	P553,573	P528,587	P475,143	P396,054	P339,241	P385,838	P279,269	P239,407	P230,375	P395,834	P383,871	P308,290	(P136,417)	(P121,035)	(P109,714)	P1,806,957	P1,668,332	P1,573,230
Investments in and advances to associates and joint ventures	-	4	58	-	-	-	10,837	9,956	11,001	9	6	12	5,330	4,465	3,968	38,826	36,064	37,822	-	-	-	55,002	50,495	52,861
Goodwill and trademarks and brand names																						130,357	130,434	130,777
Other assets																						42,196	42,000	42,814
Deferred tax assets																						17,141	20,946	18,052
Consolidated Total Assets																						P2,051,653	P1,912,207	P1,817,734

Forward

	Food and Beverage			Packaging			Energy			Fuel and Oil			Infrastructure			Cement, Real Estate and Others			Eliminations			Consolidated		
	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019
Segment liabilities	P62,807	P55,255	P50,773	P10,265	P10,213	P10,343	P52,019	P35,245	P28,129	P58,909	P42,110	P71,831	P47,960	P45,696	P45,193	P89,333	P80,571	P81,903	(P110,173)	(P92,569)	(P93,459)	P211,120	P176,521	P194,713
Loans payable																						190,779	140,645	169,492
Long-term debt																						813,965	766,909	682,804
Lease liabilities																						94,992	117,037	142,248
Income and other taxes payable																						23,102	20,998	21,185
Dividends payable and others																						7,714	7,260	7,632
Deferred tax liabilities																						28,742	27,749	25,265
Consolidated Total Liabilities																						P1,370,414	P1,257,119	P1,243,339
Capital expenditures (Note 13)	P10,802	P13,888	P18,163	P2,605	P3,149	P5,207	P39,597	P23,931	P9,595	P9,158	P8,167	P19,769	P906	P452	P598	P11,353	P11,042	P12,308	P -	P -	P -	P74,421	P60,629	P65,640
Depreciation and amortization of property, plant and equipment	5,062	4,392	3,621	2,086	2,164	1,960	5,960	5,215	4,587	7,047	6,525	10,328	369	377	371	3,382	3,027	2,794	-	-	-	23,906	21,700	23,661
Noncash items other than depreciation and amortization of property, plant and equipment	6,588	6,274	5,387	590	347	691	5,924	2,438	2,224	3,912	(889)	180	5,113	5,349	5,219	(15)	(7,304)	(3,700)	-	-	-	22,112	6,215	10,001
Loss on (reversal of) impairment of property, plant and equipment, trademark and brand names and other noncurrent assets (Notes 13, 17, 18 and 32)	455	(3)	1,015	-	(99)	241	12	(103)	35	1	-	282	-	-	-	(19)	13	-	-	-	-	449	(192)	1,573

Disaggregation of Revenue

The following table shows the disaggregation of revenue by timing of revenue recognition and the reconciliation of the disaggregated revenue with the Group's reportable segments:

	Food and Beverage			Packaging			Energy			Fuel and Oil			Infrastructure			Cement, Real Estate and Others			Consolidated		
	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019
Timing of Revenue Recognition																					
Sales recognized at point in time	P309,565	P279,110	P310,410	P23,408	P21,897	P24,570	P -	P -	P -	P430,662	P281,667	P508,700	P -	P -	P -	P24,832	P13,361	P16,659	P788,467	P596,035	P860,339
Sales recognized over time	11	12	72	625	935	757	129,420	111,798	131,580	-	-	-	19,688	14,564	23,399	2,982	2,453	4,355	152,726	129,762	160,163
Total External Sales	P309,576	P279,122	P310,482	P24,033	P22,832	P25,327	P129,420	P111,798	P131,580	P430,662	P281,667	P508,700	P19,688	P14,564	P23,399	P27,814	P15,814	P21,014	P941,193	P725,797	P1,020,502

7. Cash and Cash Equivalents

Cash and cash equivalents consist of:

	<i>Note</i>	2021	2020
Cash in banks and on hand		P70,124	P102,378
Short-term investments		229,906	244,831
	<i>4, 39, 40</i>	P300,030	P347,209

Cash in banks earn interest at bank deposit rates. Short-term investments include demand deposits which can be withdrawn at any time depending on the immediate cash requirements of the Group and earn interest at short-term investment rates (Note 31).

8. Trade and Other Receivables

Trade and other receivables consist of:

	<i>Note</i>	2021	2020
Trade		P99,056	P74,662
Non-trade		60,457	48,971
Amounts owed by related parties	<i>33, 35</i>	15,563	14,477
		175,076	138,110
Less allowance for impairment losses	<i>4, 5</i>	13,268	13,741
	<i>4, 39, 40</i>	P161,808	P124,369

Trade receivables are non-interest bearing and are generally on a 30 to 60-day term.

Non-trade receivables include claims from the Government, interest receivable, claims receivable, contracts receivable and others.

- a. Claims from the Government consist of duty drawback, VAT and specific tax claims, subsidy receivables from the Government of Malaysia under the Automatic Pricing Mechanism and due from Power Sector Assets and Liabilities Management Corporation (PSALM). Due from PSALM amounting to US\$60 pertains to SPPC's performance bond pursuant to the Ilijan Independent Power Producer (IPP) Administration (IPPA) Agreements that was drawn by PSALM in September 2015. The validity of PSALM's action is the subject of an ongoing case filed by SPPC with the Regional Trial Court (RTC) of Mandaluyong City (Note 43).
- b. As at December 31, 2021 and 2020, SMEC has receivables for the cost of fuel, market fees and other charges related to the dispatch of the excess capacity of the Sual Power Plant amounting to P252 and P291, respectively. In addition, SMEC has receivables arising from WESM transactions related to the excess capacity amounting to P3,662 and P3,022 as at December 31, 2021 and 2020, respectively. The issue on excess capacity is the subject of ongoing cases (Note 43).

Amounts owed by related parties include trade receivables amounting to P2,051 and P994 as at December 31, 2021 and 2020, respectively.

The movements in the allowance for impairment losses are as follows:

	Note	2021	2020
Balance at beginning of year		P13,741	P12,688
Charges (reversal) for the year	27, 32	(225)	1,196
Consolidation of subsidiaries	5	-	5
Amounts written off	4	(281)	(151)
Translation adjustments and others		33	3
Balance at end of year		P13,268	P13,741

9. Inventories

Inventories consist of:

	Note	2021	2020
At net realizable value:			
Finished goods and goods in process (including petroleum products)		P84,093	P57,957
Materials and supplies (including coal)		52,589	41,059
At cost:			
Raw land inventory and real estate projects		4,527	3,806
	4	P141,209	P102,822

The cost of finished goods and goods in process amounted to P84,514 and P58,433 as at December 31, 2021 and 2020, respectively.

If the Group used the moving-average method (instead of the first-in, first-out method, which is the Group's policy), the cost of petroleum, crude oil and other petroleum products would have increased by P994 and P142 as at December 31, 2021 and 2020, respectively.

The cost of materials and supplies amounted to P53,673 and P42,207 as at December 31, 2021 and 2020, respectively.

Inventories (including distribution or transshipment costs) charged to cost of sales amounted to P514,638, P367,125 and P565,273 in 2021, 2020 and 2019, respectively (Note 26).

The movements in allowance for write-down of inventories to net realizable value and inventory obsolescence at the beginning and end of 2021 and 2020 follow:

	Note	2021	2020
Balance at beginning of year		P1,624	P1,939
Provisions (reversals)	26, 27	227	(165)
Consolidation of a subsidiary	5	-	136
Write-off and others		(346)	(286)
Balance at end of year		P1,505	P1,624

Provisions for inventory losses amounted to P277 and P331 in 2021 and 2020, respectively. Reversals of provision for inventory losses pertain to inventories sold amounting to P50 and P496 in 2021 and 2020, respectively. Provisions (reversals) of inventory losses are included as part of "Cost of sales" and "Selling and administrative expenses" accounts in the consolidated statements of income (Notes 26 and 27).

The fair value of agricultural produce less costs to sell, which formed part of the cost of finished goods inventory, amounted to P112 and P200 as at December 31, 2021 and 2020, respectively, with corresponding costs at point of harvest amounting to P86 and P130, respectively. Net unrealized gain on fair valuation of agricultural produce amounted to P26, P70 and P26 in 2021, 2020 and 2019, respectively (Note 16).

The fair values of marketable hogs and grown broilers, which comprised the Group's agricultural produce, are categorized as Level 1 and Level 3, respectively, in the fair value hierarchy based on the inputs used in the valuation techniques.

The valuation model used is based on the following: (a) quoted prices for harvested mature grown broilers at the time of harvest; and (b) quoted prices in the market at any given time for marketable hogs; provided that there has been no significant change in economic circumstances between the date of the transactions and the reporting date. Costs to sell are estimated based on the most recent transaction and is deducted from the fair value in order to measure the fair value of agricultural produce at point of harvest. The estimated fair value would increase (decrease) if weight and quality premiums increase (decrease) (Note 4).

The net realizable value of raw land inventory and real estate projects is higher than the carrying amount as at December 31, 2021 and 2020, based on management's assessment.

The fair value of raw land inventory amounted to P11,613 and P10,713 as at December 31, 2021 and 2020, respectively. The fair value has been categorized as Level 3 in the fair value hierarchy based on the inputs used in the valuation techniques (Note 4).

In estimating the fair value of the raw land inventory, management takes into account the market participant's ability to generate economic benefits by using the assets in their highest and best use. Based on management assessment, the best use of the Group's raw land inventory are their current use.

The Level 3 fair value of raw land inventory was derived using the observable recent transaction prices for similar raw land inventory in nearby locations adjusted for differences in key attributes such as property size, zoning and accessibility. The most significant input into this valuation approach is the price per square meter, hence, the higher the price per square meter, the higher the fair value (Note 4).

10. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of:

	<i>Note</i>	2021	2020
Prepaid taxes and licenses	23	P87,358	P81,925
Restricted cash - current	4, 18, 39, 40	10,872	3,111
Advances to contractors and suppliers	33	2,619	1,020
PSALM monthly fee outage credits		1,397	1,681
Prepaid insurance		940	1,182
Derivative assets	3, 39, 40	870	596
Financial assets at amortized cost - current portion	4, 12, 39, 40	547	105
Financial assets at FVPL	39, 40	298	275
Prepaid rent		290	270
Catalyst		178	241
Financial assets at FVOCI - current portion	4, 12, 39, 40	46	80
Others	34	3,274	4,124
		P108,689	P94,610

Restricted cash - current represents: (i) cash in banks maintained by SMC NAIAX, SMCTC, SIDC, MMSS3, SMC Tollways and LCWDC in accordance with the specific purposes and terms as required under certain loan and concession agreements. Certain loan agreements provide that the Security Trustee shall have control over and the exclusive right of withdrawal from the restricted bank accounts; and (ii) funds maintained in various financial institutions, as (a) cash flow waterfall accounts required under the respective credit facilities of SCPC and SMCP, (b) environmental guarantee fund for remittance to the DENR and (c) financial benefits to host communities, as required by law.

PSALM monthly fee outage credits pertain to the approved reduction in SMEC's future monthly fees payable to PSALM resulting from the outages of the Sual Power Plant in 2021 and 2020.

Advances to contractors and suppliers include amounts owed by a related party amounting to P19 as at December 31, 2020 (Note 33).

"Others" consist mainly of prepayments for various operating expenses and contract assets pertaining to the Group's right to consideration for work completed but not billed at the reporting date on the sale of real estate projects.

The methods and assumptions used to estimate the fair values of restricted cash, derivative assets, financial assets at FVPL, and financial assets at FVOCI are discussed in Note 40.

11. Investments and Advances

Investments and advances consist of:

	<i>Note</i>	2021	2020
Investments in Shares of Stock of Associates and Joint Ventures - at Equity			
Acquisition Cost			
Balance at beginning of year		P20,430	P23,930
Additions		357	-
Reclassification to investment in shares of stock of subsidiaries	5	-	(3,500)
Balance at end of year		20,787	20,430
Accumulated Equity in Net Earnings			
Balance at beginning of year		836	1,953
Equity in net earnings		1,040	417
Share in other comprehensive income (loss)		10	(132)
Reclassification to investment in shares of stock of subsidiaries	5	-	(1,402)
Balance at end of year		1,886	836
		22,673	21,266
Advances for Investments			
		32,329	29,229
	4	P55,002	P50,495

Investments in Shares of Stock of Associates

a. NCC

As discussed in Note 5, NCC became a wholly-owned subsidiary of SMEII and was consolidated to the Group effective August 24, 2020.

b. Bank of Commerce (BOC)

▪ Acquisition of Additional Common Shares

On October 20, 2021, SMC through SMCEC acquired 1,571,600 common shares of BOC at P226.48 per share or P357, including transaction cost, representing additional 1.4% ownership interest.

The Bangko Sentral ng Pilipinas (BSP) and SEC approved the Amendment of Articles of Incorporation of BOC on October 4 and November 2, 2021, respectively, for the change in the par value of BOC's common and preferred shares from P100.00 per share to P10.00 per share, which was approved by the BOD and stockholders of BOC on May 25 and July 8, 2021, respectively. As a result, SMPI and SMCEC's investment in BOC's common shares increased from 44,771,180 shares to 447,711,800 shares and from 6,830,556 shares to 68,305,560 shares, respectively. SMCEC's investment in BOC's preferred shares also increased from 41,666,667 shares to 416,666,670 shares and presented as part of "Equity securities" under "Investments in equity and debt instruments" account in the 2021 consolidated statement of financial position (Note 12).

As at December 31, 2021, SMC through SMPI and SMCEC, respectively, has 39.93% and 6.09% equity ownership interest in BOC.

- Approval of the Upgrade of Banking License

On December 23, 2021, the Monetary Board of the BSP, in its Resolution No. 1798, approved the upgrade of the banking license of BOC from commercial bank to universal bank, subject to the public offering of its shares and listing the same with the PSE within one year from the date of the grant of the universal banking license.

- Initial Public Offering of Common Shares

On February 15, 2022, the SEC issued its pre-effective letter relating to the registration of securities of up to 1,403,013,920 common shares of BOC to be listed and traded in the Main Board of the PSE in relation to its initial public offering. On February 16, 2022, the PSE approved the application for the listing of up to 1,403,013,920 common shares of BOC, which includes the 280,602,800 common shares subject of the initial public offering. The 1,403,013,920 common shares of BOC will be listed with the Main Board of the PSE on March 31, 2022.

Investments in Shares of Stock of Joint Ventures

a. Angat Hydro and KWPP

PVEI, a subsidiary of SMC Global has an existing joint venture agreement with Korea Water Resources Corporation (K-Water), covering the acquisition, rehabilitation, operation and maintenance of the 218 MW Angat Hydroelectric Power Plant (Angat Power Plant) which was previously awarded by PSALM to K-Water.

PVEI holds 30,541,470 shares or 60% of the outstanding capital stock of Angat Hydro and 75 shares representing 60% of KWPP outstanding capital stock. PVEI and K-Water are jointly in control of the management and operation of Angat Hydro and KWPP.

In January 2017, PVEI granted shareholder advances amounting to US\$32 to Angat Hydro. The advances bear annual interest rate of 4.5% and were due on April 30, 2017. The due date of the advances was extended as agreed amongst the parties. As at December 31, 2021 and 2020, the remaining balance of the shareholder advances amounted to US\$2 and due date was extended to December 31, 2022.

In June and October 2021, PVEI granted shareholder advances to Angat Hydro amounting to P600 and P408, respectively. The advances bear interest rates of 4.6% and 6.125%, respectively, and are due on January 5, 2032. As at December 31, 2021, the outstanding balance of the advances amounted to a total of P1,008.

b. MNHPI

The Parent Company through SMHC owns 50% of the outstanding capital stock of MNHPI as at December 31, 2021 and 2020. MNHPI is the terminal operator of Manila North Harbor, a 63.5-hectare port facility situated in Tondo, City of Manila. The port has a total quay length of 5,758 meters and 41 berths which can accommodate all types of vessels such as containerized and non-container type vessels.

On April 26, 2019, MNHPI ceased to be a subsidiary of SMHC following the increase in shareholdings of non-controlling interest and was deconsolidated from the Group effective as of the same date. The Group recognized a gain on fair valuation of investment amounting to P727 in 2019, included as part of "Other income (charges) - net" account in the consolidated statements of income (Note 32).

In December 2019, SMHC acquired additional 1,950,000 and 50,000 common shares of stock of MNHPI from IZ Investment Holdings, Inc. and Petron, respectively, increasing its equity interest in MNHPI from 43.33% to 50%.

Advances for Investments

- a. SMPI made advances to future investees amounting to P1,034 and P3,854 as at December 31, 2021 and 2020, respectively. These advances will be applied against future subscriptions of SMPI to the shares of stock of the future investee companies.

In 2021, advances for investments amounting to P2,975 were reclassified to investment in shares of stock of subsidiaries as part of the consideration transferred for the acquisition of various entities (Notes 5 and 15).

- b. SMC Global and SMEC made deposits to certain landholding companies amounting to P5,587 and P4,589 as at December 31, 2021 and 2020, respectively. These deposits will be applied against future stock subscriptions.
- c. On June 29, 2016, SMHL entered into an Investment Agreement (the Agreement) with Bryce Canyon Investments Limited, a British Virgin Island business company, for the sale and purchase of assets, as defined in the Agreement, upon the satisfaction of certain conditions set out in the Agreement. As at December 31, 2021 and 2020, outstanding investment advances amounted to P20,865 and P19,318, respectively.
- d. Other advances pertain to deposits made to certain companies which will be applied against future stock subscriptions.

The details of the Group's material investments in shares of stock of associates and joint ventures which are accounted for using the equity method are as follows:

	December 31, 2021					December 31, 2020					
	Angat Hydro and KWPP	BOC	MNHPI	Others	Total	Angat Hydro and KWPP	NCC	BOC	MNHPI	Others	Total
Country of incorporation	Philippines	Philippines	Philippines			Philippines	Philippines	Philippines	Philippines		
Percentage of ownership	60.00%	46.02%	50.00%			60.00%	-	44.62%	50.00%		
Share in net income (loss)	(P134)	P582	P550	P42	P1,040	(P480)	P127	P314	P428	P28	P417
Share in other comprehensive income (loss)	-	-	14	(4)	10	-	-	(57)	(11)	(64)	(132)
Share in total comprehensive income (loss)	(P134)	P582	P564	P38	P1,050	(P480)	P127	P257	P417	(P36)	P285
Carrying amounts of investments in shares of stock of associates and joint ventures	P5,020	P11,869	P4,854	P930	P22,673	P5,154	P -	P10,930	P4,290	P892	P21,266

The following are the audited condensed financial information of the Group's material investments in shares of stock of associates and joint ventures:

	December 31, 2021				December 31, 2020			
	Angat Hydro and KWPP	BOC	MNHPI	Others	Angat Hydro and KWPP	BOC	MNHPI	Others
Current assets	P2,649	P100,520	P1,901	P5,281	P2,225	P94,964	P1,599	P5,490
Noncurrent assets	17,185	99,193	9,999	2,640	16,989	75,957	10,427	2,742
Current liabilities	(1,154)	(169,937)	(2,580)	(4,250)	(1,319)	(146,840)	(2,951)	(4,493)
Noncurrent liabilities	(12,483)	(6,413)	(2,679)	(514)	(11,474)	(7,314)	(2,747)	(585)
Net assets	P6,197	P23,363	P6,641	P3,157	P6,421	P16,767	P6,328	P3,154
Sales	P1,927	P6,095	P4,341	P4,049	P1,341	P6,280	P3,831	P4,177
Net income (loss)	(P224)	P1,207	P1,283	(P33)	(P800)	P784	P759	P20
Other comprehensive income (loss)	-	(11)	28	31	-	(113)	7	(20)
Total comprehensive income (loss)	(P224)	P1,196	P1,311	(P2)	(P800)	P671	P766	P -

12. Investments in Equity and Debt Instruments

Investments in equity and debt instruments consist of:

	<i>Note</i>	2021	2020
Equity securities		P41,477	P41,148
Government and other debt securities		623	381
Proprietary membership shares and others		459	422
	<i>4, 39, 40</i>	42,559	41,951
Less current portion	<i>10</i>	593	185
		P41,966	P41,766

Equity Securities

Equity securities include:

- a. Parent Company's investment in the shares of stock of Top Frontier consisting of 2,561,031 common shares and 1,904,540 preferred shares with a total amount of P35,737 and P35,781 as at December 31, 2021 and 2020, respectively.
- b. Parent Company's investment in redeemable preferred shares of stock of Carmen Red Ltd. (CRL) amounting to US\$123 or P5,139 as at December 31, 2020. On December 28, 2021, the investment in preferred shares was redeemed by CRL at the redemption price of US\$123 or P6,181. The Parent Company also received dividends of US\$32 or P1,594 presented as part of "Dividend income" under "Other income (charges) - net" account in the consolidated statements of income (Note 32).
- c. Parent Company through SMCEC's subscription to 41,666,667 Series 1 Preferred Shares of BOC at P132.00 per share or P5,500 on August 5, 2021.

The preferred shares are non-voting, except as provided by law, perpetual or non-redeemable, cumulative, convertible to common shares at the option of the holders, subject to requirements under laws, rules and regulations, have preference over common shares in case of liquidation, dissolution, or winding up of the affairs of BOC and subject to the other terms and conditions as may be fixed by the BOD of BOC, required under regulations, and to the extent permitted by applicable law.

As discussed in Note 11, the investment in preferred shares increased from 41,666,667 shares to 416,666,670 shares following the approval of the Amendment of Articles of Incorporation of BOC for the change in the par value from P100.00 per share to P10.00 per share.

Debt Securities

Petrogen's government securities are deposited with the Bureau of Treasury in accordance with the provisions of the Insurance Code, for the benefit and security of its policyholders and creditors. These investments bear fixed annual interest rates ranging from 1.23% to 7.02% in 2021 and 1.78% to 7.02% in 2020. (Note 31).

The movements in investments in equity and debt instruments are as follows:

	Note	2021	2020
Balance at beginning of year		P41,951	P42,164
Additions		6,101	70
Redemption/disposals		(5,467)	(108)
Fair value gain (loss)		1	(172)
Amortization of premium		1	(1)
Currency translation adjustments and others		(28)	(2)
Balance at end of year	<i>4, 10, 39, 40</i>	P42,559	P41,951

The investments in equity and debt instruments are classified as follows:

	Note	2021	2020
Noncurrent			
Financial assets at FVOCI		P41,936	P41,616
Financial assets at amortized cost		30	150
		41,966	41,766
Current			
Financial assets at FVOCI	<i>10</i>	46	80
Financial assets at amortized cost	<i>10</i>	547	105
		593	185
		P42,559	P41,951

The carrying amount of the investments approximate their fair value (Note 40).

The methods and assumptions used to estimate the fair value of investments in equity and debt instruments are discussed in Notes 3, 4 and 40.

13. Property, Plant and Equipment

Property, plant and equipment consist of:

	Note	Land and Land Improvements	Buildings and Improvements	Power Plants	Refinery and Plant Equipment	Service Stations and Other Equipment	Equipment, Furniture and Fixtures	Leasehold Improvements	Capital Projects in Progress	Total
Cost										
January 1, 2020		P36,710	P51,108	P123,507	P174,189	P19,283	P169,083	P6,973	P93,439	P674,292
Additions		1,272	342	953	446	560	3,717	66	53,273	60,629
Consolidation of a subsidiary	5	2,581	2,042	-	-	-	11,425	-	790	16,838
Disposals/retirement		(20)	(172)	-	(5)	(91)	(5,189)	(28)	(38)	(5,543)
Reclassifications and others	15	1,564	8,624	24,903	1,757	349	12,671	566	(46,252)	4,182
Currency translation adjustments		(143)	(261)	(2,671)	(430)	(315)	(750)	10	(1,557)	(6,117)
December 31, 2020		41,964	61,683	146,692	175,957	19,786	190,957	7,587	99,655	744,281
Additions		1,524	173	527	1,903	149	3,858	180	66,107	74,421
Acquisition of subsidiaries	5, 11	867	120	-	-	-	43	-	-	1,030
Disposals/retirement		(2)	(262)	-	(5)	(24)	(2,823)	(110)	(15)	(3,241)
Reclassifications and others	5, 15	(490)	2,564	2,620	9,923	(65)	6,523	917	(21,211)	781
Currency translation adjustments		32	758	4,287	754	246	2,109	6	(75)	8,117
December 31, 2021		43,895	65,036	154,126	188,532	20,092	200,667	8,580	144,461	825,389
Accumulated Depreciation and Amortization										
January 1, 2020		3,036	17,521	11,682	57,721	12,878	93,125	1,636	-	197,599
Depreciation and amortization	6, 28	380	1,571	5,713	3,128	1,028	9,484	396	-	21,700
Consolidation of a subsidiary	5	88	511	-	-	-	5,900	-	-	6,499
Disposals/retirement		(16)	(109)	-	(5)	(60)	(3,988)	(27)	-	(4,205)
Reclassifications		(5)	30	-	81	15	(248)	(39)	-	(166)
Currency translation adjustments		(6)	(131)	(1,103)	(318)	(172)	(454)	3	-	(2,181)
December 31, 2020		3,477	19,393	16,292	60,607	13,689	103,819	1,969	-	219,246
Depreciation and amortization	6, 28	465	1,852	6,265	3,665	941	10,294	424	-	23,906
Acquisition of subsidiaries	5, 11	88	119	-	-	-	42	-	-	249
Disposals/retirement		(2)	(215)	-	(1)	(15)	(1,781)	(104)	-	(2,118)
Reclassifications		(83)	(131)	-	-	2	(997)	53	-	(1,156)
Currency translation adjustments		3	244	1,562	245	134	976	6	-	3,170
December 31, 2021		3,948	21,262	24,119	64,516	14,751	112,353	2,348	-	243,297
Accumulated Impairment Losses										
January 1, 2020		-	3,102	-	-	-	9,952	25	-	13,079
Impairment	32	-	-	-	-	-	35	-	-	35
Consolidation of a subsidiary	5	-	-	-	-	-	330	-	-	330
Disposals/retirement		-	-	-	-	-	(13)	-	-	(13)
Reclassifications		-	-	-	-	-	(11)	-	-	(11)
Currency translation adjustments		-	27	-	-	-	(38)	2	-	(9)
December 31, 2020		-	3,129	-	-	-	10,255	27	-	13,411
Impairment	32	38	2	-	-	1	45	-	-	86
Disposals/retirement		-	-	-	-	-	(24)	(1)	-	(25)
Currency translation adjustments		-	264	-	-	-	747	-	-	1,011
December 31, 2021		38	3,395	-	-	1	11,023	26	-	14,483
Carrying Amount										
December 31, 2020		P38,487	P39,161	P130,400	P115,350	P6,097	P76,883	P5,591	P99,655	P511,624
December 31, 2021		P39,909	P40,379	P130,007	P124,016	P5,340	P77,291	P6,206	P144,461	P567,609

“Equipment, furniture and fixtures” includes machinery, transportation equipment, office equipment and tools and small equipment.

Total depreciation, amortization and impairment losses recognized in the consolidated statements of income amounted to P23,992, P21,735 and P24,537 in 2021, 2020 and 2019, respectively (Notes 28 and 32). These amounts include annual amortization of capitalized interest amounting to P942, P997 and P562 in 2021, 2020 and 2019, respectively.

Reclassifications and others include transfers to investment property due to change in usage as evidenced by ending of owner-occupation or commencement of operating lease to another party (Note 15) and reclassifications from capital projects in progress account to specific property, plant and equipment accounts.

In 2020, property, plant and equipment of the Group’s hog farm were reclassified to idle assets included as part of “Other noncurrent assets - net” account in the consolidated statements of financial position as at December 31, 2021 and 2020 due to the impact of the African Swine Fever that resulted in extended downtime of the facility (Note 18).

As discussed in Notes 3 and 4, the Group has changed its depreciation method for refinery and plant equipment and certain power plant assets used in the production of fuel from straight-line to UOP method.

The Group has capitalized interest amounting to P2,035 and P2,323 in 2021 and 2020, respectively. The capitalization rates used to determine the amount of interest eligible for capitalization ranged from 0.06% to 8.21% and 1.45% to 12.96% in 2021 and 2020, respectively. The unamortized capitalized borrowing costs amounted to P19,119 and P18,026 as at December 31, 2021 and 2020, respectively.

Certain fully depreciated property, plant and equipment with aggregate costs of P76,855 and P68,242 as at December 31, 2021 and 2020 respectively, are still being used in the Group’s operations.

As at December 31, 2021 and 2020, certain property, plant and equipment amounting to P127,663 and P125,835 respectively, are pledged as security for syndicated project finance loans (Note 21).

14. Right-of-Use Assets

The movements in right-of-use assets are as follows:

	Note	Land	Buildings and Improvements	Power Plants	Service Stations and Other Equipment	Machinery and Equipment	Total
Cost							
January 1, 2020		P12,169	P1,086	P167,387	P24	P615	P181,281
Additions		1,190	170	-	-	100	1,460
Consolidation of a subsidiary	5	7	47	-	-	-	54
Disposals/retirement		(148)	(206)	-	-	(33)	(387)
Remeasurement and others		1,153	(77)	-	-	(11)	1,065
Currency translation adjustments		39	(4)	-	-	5	40
December 31, 2020		14,410	1,016	167,387	24	676	183,513
Additions		654	548	-	-	70	1,272
Disposals/retirement		(284)	(441)	-	-	(75)	(800)
Remeasurement and others		(295)	(75)	-	-	-	(370)
Currency translation adjustments		127	10	-	-	2	139
December 31, 2021		14,612	1,058	167,387	24	673	183,754
Accumulated Depreciation and Amortization							
January 1, 2020		1,463	695	5,186	3	220	7,567
Depreciation and amortization	28	866	419	5,187	3	219	6,694
Consolidation of a subsidiary	5	3	16	-	-	-	19
Disposals/retirement		(46)	(193)	-	-	(33)	(272)
Remeasurement and others		518	(314)	-	-	(4)	200
Currency translation adjustments		9	11	-	-	-	20
December 31, 2020		2,813	634	10,373	6	402	14,228
Depreciation and amortization	28	835	336	5,186	3	164	6,524
Disposals/retirement		(104)	(391)	-	-	(72)	(567)
Remeasurement and others		49	4	-	-	-	53
Currency translation adjustments		63	6	-	-	1	70
December 31, 2021		3,656	589	15,559	9	495	20,308
Accumulated Impairment Losses							
January 1, 2020		110	-	-	-	-	110
Remeasurement and others		(29)	-	-	-	-	(29)
Currency translation adjustments		(4)	-	-	-	-	(4)
December 31, 2020		77	-	-	-	-	77
Currency translation adjustments		5	-	-	-	-	5
December 31, 2021		82	-	-	-	-	82
Carrying Amount							
December 31, 2020		P11,520	P382	P157,014	P18	P274	P169,208
December 31, 2021		P10,874	P469	P151,828	P15	P178	P163,364

The Group recognized right-of-use assets for leases of office space, warehouse, factory facilities and parcels of land. The leases typically run for a period of one to 50 years. Some leases contain an option to renew the lease at the end of the lease term and are being subjected to reviews to reflect current market rentals. The renewal option provides operational flexibility in managing the leased asset portfolio and aligns the business needs of the Group.

The remeasurements pertain mainly to the change in the estimated dismantling costs of ARO during the year (Note 4).

The Group recognized interest expense related to these leases amounting to P6,057, P7,465 and 8,734 in 2021, 2020 and 2019, respectively (Note 30).

The Group also has certain leases of property and equipment with lease terms of 12 months or less and leases of equipment with low value. The Group has elected not to recognize right-of-use assets and lease liabilities for these leases. The expenses relating to short-term leases, leases of low-value assets and variable lease payments that do not depend on an index or a rate amounted to P288, P6 and P2,766, respectively, in 2021, P877, P10 and P2,565, respectively, in 2020, and P731, P3 and P2,727, respectively, in 2019.

The Group had total cash outflows for leases of P35,164, P35,556 and P32,335 in 2021, 2020 and 2019, respectively.

15. Investment Property

The movements in investment property are as follows:

	Note	Land, Land and Leasehold Improvements	Buildings and Improvements	Machinery and Equipment	Construction in Progress	Right-of-Use Asset	Total
Cost							
January 1, 2020		P35,370	P18,846	P438	P389	P12,242	P67,285
Additions		7,109	473	-	280	849	8,711
Reclassifications	13	4,846	542	-	(193)	(2,721)	2,474
Disposals/retirement		-	(34)	-	-	(110)	(144)
Currency translation adjustments		(402)	(335)	-	(34)	(31)	(802)
December 31, 2020		46,923	19,492	438	442	10,229	77,524
Additions		5,512	274	-	285	475	6,546
Acquisition of subsidiaries	5, 11	3,682	-	-	-	-	3,682
Reclassifications	13	712	588	-	(201)	6	1,105
Disposals/retirement		(6)	(17)	-	(19)	(136)	(178)
Currency translation adjustments		299	293	-	(3)	35	624
December 31, 2021		57,122	20,630	438	504	10,609	89,303
Accumulated Depreciation and Amortization							
January 1, 2020		4,137	9,697	425	-	1,239	15,498
Depreciation and amortization	28	320	740	2	-	994	2,056
Reclassifications		(7)	3	-	-	30	26
Disposals/retirement		-	(31)	-	-	(110)	(141)
Currency translation adjustments		(221)	(369)	-	-	(11)	(601)
December 31, 2020		4,229	10,040	427	-	2,142	16,838
Depreciation and amortization	28	331	756	2	-	936	2,025
Reclassifications		(4)	55	-	-	(25)	26
Disposals/retirement		-	(16)	-	-	(130)	(146)
Currency translation adjustments		269	444	-	-	14	727
December 31, 2021		4,825	11,279	429	-	2,937	19,470
Accumulated Impairment Losses							
December 31, 2020 and 2021		8	-	-	-	-	8
Carrying Amount							
December 31, 2020		P42,686	P9,452	P11	P442	P8,087	P60,678
December 31, 2021		P52,289	P9,351	P9	P504	P7,672	P69,825

In 2021 and 2020, property, plant and equipment were reclassified to investment property due to change in usage as evidenced by ending of owner-occupation or commencement of operating lease to another party (Note 13).

No impairment loss was recognized in 2021, 2020 and 2019.

There are no other direct selling and administrative expenses other than depreciation and amortization and real property taxes arising from investment property that generated income in 2021, 2020 and 2019.

The fair value of investment property amounting to P94,390 and P75,305 as at December 31, 2021 and 2020, respectively, has been categorized as Level 3 in the fair value hierarchy based on the inputs used in the valuation techniques (Note 4).

The fair value of investment property was determined by external, independent property appraisers having appropriate recognized professional qualifications and recent experience in the location and category of the property being valued. The independent appraisers provide the fair value of the Group's investment property on a regular basis.

Valuation Technique and Significant Unobservable Inputs

The valuation of investment property applied the following approaches:

Cost Approach. This approach is based on the principle of substitution, which holds that an informed buyer would not pay more for a given property than the cost of an equally desirable alternative. The methodology of this approach is a set of procedures that estimate the current reproduction cost of the improvements, deducts accrued depreciation from all sources, and adds the value of investment property.

Sales Comparison Approach. The market value was determined using the Sales Comparison Approach. The comparative approach considers the sale of similar or substitute property, registered within the vicinity, and the related market data. The estimated value is established by process involving comparison. The property being valued is then compared with sales of similar property that have been transacted in the market. Listings and offerings may also be considered. The observable inputs to determine the market value of the property are the following: location characteristics, size, time element, quality and prospective use, bargaining allowance and marketability.

Income Approach. The rental value of the subject property was determined using the Income Approach. Under the Income Approach, the market value of the property is determined first, and then proper capitalization rate is applied to arrive at its rental value. The rental value of the property is determined on the basis of what a prudent lessor or a prospective lessee are willing to pay for its use and occupancy considering the prevailing rental rates of similar property and/or rate of return a prudent lessor generally expects on the return on its investment. A study of current market conditions indicates that the return on capital for similar real estate investment range from 3.00% to 6.27%.

16. Biological Assets

Biological assets consist of:

	<i>Note</i>	2021	2020
Current:			
Growing stocks		P2,509	P2,591
Goods in process		597	810
		3,106	3,401
Noncurrent:			
Breeding stocks - net		2,244	2,352
	4	P5,350	P5,753

The amortization of breeding stocks recognized in the consolidated statements of income amounted to P2,896, P3,565 and P3,152 in 2021, 2020 and 2019, respectively (Note 28).

Growing stocks pertain to growing broilers and hogs, while goods in process pertain to hatching eggs.

The movements in biological assets are as follows:

	<i>Note</i>	2021	2020
Cost			
Balance at beginning of year		P6,338	P8,511
Increase (decrease) due to:			
Production		47,234	47,131
Purchases		306	349
Mortality		(405)	(1,396)
Harvest		(44,551)	(43,622)
Retirement		(3,021)	(4,635)
Balance at end of year		5,901	6,338
Accumulated Amortization			
Balance at beginning of year		585	1,552
Amortization	28	2,896	3,565
Retirement		(2,930)	(4,532)
Balance at end of year		551	585
Carrying Amount		P5,350	P5,753

The Group harvested approximately 599.9 million and 575.7 million kilograms of grown broilers in 2021 and 2020, respectively, and 0.29 million and 0.45 million heads of marketable hogs and cattle in 2021 and 2020, respectively.

The aggregate fair value less estimated costs to sell of agricultural produce harvested during the year, determined at the point of harvest, amounted to P63,349 and P64,875 in 2021 and 2020, respectively.

17. Goodwill and Other Intangible Assets

Goodwill and other intangible assets consist of:

	2021	2020
Goodwill	P130,081	P129,733
Other intangible assets	190,979	169,532
	P321,060	P299,265

The movements in goodwill are as follows:

	Note	2021	2020
Gross Carrying Amount			
Balance at beginning of year		P130,612	P130,952
Cumulative translation adjustments		348	(340)
Balance at end of year		130,960	130,612
Accumulated Impairment Losses			
Balance at beginning and end of year		879	879
	4	P130,081	P129,733

The movements in other intangible assets with indefinite useful lives are as follows:

	Note	Licenses	Trademarks and Brand Names	Total
Cost				
January 1, 2020		P2,211	P949	P3,160
Currency translation adjustments		(106)	(15)	(121)
December 31, 2020		2,105	934	3,039
Disposals		-	(45)	(45)
Currency translation adjustments		(95)	21	(74)
December 31, 2021		2,010	910	2,920
Accumulated Impairment Losses				
January 1, 2020		-	245	245
Currency translation adjustments		-	(12)	(12)
December 31, 2020		-	233	233
Impairment	32	-	386	386
Currency translation adjustments		-	15	15
December 31, 2021		-	634	634
Carrying Amount				
December 31, 2020		P2,105	P701	P2,806
December 31, 2021		P2,010	P276	P2,286

The movements in other intangible assets with finite useful lives are as follows:

		Concession Rights				Mineral Rights and Evaluation Assets	Computer Software and Licenses and Others	Total
	Note	Toll Road	Airport	Power	Water			
Cost								
January 1, 2020		P160,872	P9,020	P1,240	P6,887	P1,759	P5,313	P185,091
Additions		14,083	1,960	211	7	-	357	16,618
Consolidation of a subsidiary	5, 38	-	-	-	-	4,625	23	4,648
Reclassifications and others		5,269	-	(17)	-	-	(1,052)	4,200
Currency translation adjustments		-	-	-	-	-	(7)	(7)
December 31, 2020		180,224	10,980	1,434	6,894	6,384	4,634	210,550
Additions		8,570	14,831	127	4	-	2,475	26,007
Reclassifications and others		2,022	122	(4)	-	-	(135)	2,005
Currency translation adjustments		-	-	-	-	-	28	28
December 31, 2021		190,816	25,933	1,557	6,898	6,384	7,002	238,590
Accumulated Amortization								
January 1, 2020		34,358	1,039	181	206	23	3,095	38,902
Amortization	28	4,027	349	55	257	62	221	4,971
Consolidation of a subsidiary	5, 38	-	-	-	-	-	22	22
Reclassifications and others		-	-	-	-	-	(226)	(226)
Currency translation adjustments		-	-	-	-	-	(26)	(26)
December 31, 2020		38,385	1,388	236	463	85	3,086	43,643
Amortization	28	5,090	351	60	257	180	225	6,163
Reclassifications and others		-	-	-	-	-	(120)	(120)
Currency translation adjustments		-	-	-	-	-	31	31
December 31, 2021		43,475	1,739	296	720	265	3,222	49,717
Accumulated Impairment								
January 1, 2020		-	-	50	-	-	40	90
Impairment	32	-	-	91	-	-	-	91
December 31, 2020		-	-	141	-	-	40	181
Disposals		-	-	-	-	-	(1)	(1)
December 31, 2021		-	-	141	-	-	39	180
Carrying Amount								
December 31, 2020		P141,839	P9,592	P1,057	P6,431	P6,299	P1,508	P166,726
December 31, 2021		P147,341	P24,194	P1,120	P6,178	P6,119	P3,741	P188,693

Goodwill, licenses and trademarks and brand names with indefinite lives acquired through business combinations, have been allocated to individual cash-generating units, for impairment testing as follows:

	2021		2020	
	Goodwill	Licenses, Trademarks and Brand Names	Goodwill	Licenses, Trademarks and Brand Names
Energy	P69,944	P -	P69,944	P -
Fuel and oil	30,260	-	30,057	-
Infrastructure	21,950	-	21,950	-
Packaging	4,214	-	4,069	-
Food and beverage	3,639	2,286	3,639	2,806
Others	74	-	74	-
Total	P130,081	P2,286	P129,733	P2,806

The recoverable amount of goodwill has been determined based on fair value less costs to sell or a valuation using cash flow projections (value in use) covering a five-year period based on long range plans approved by management. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and were based on historical data from both external and internal sources. Cash flows beyond the five-year period are extrapolated using a constant growth rate determined per individual cash-generating unit to arrive at its terminal value. The growth rates used which range from 2% to 10.5% and 2% to 12.9% in 2021 and 2020, respectively, are based on strategies developed for each business and include the Group's expectations of market developments and past historical performance. The discount rates applied to after tax cash flow projections ranged from 6% to 13% in 2021 and 2020. The discount rate also imputes the risk of the cash-generating units compared to the respective risk of the overall market and equity risk premium. The recoverable amount of goodwill has been categorized as Level 3 in the fair value hierarchy based on the inputs used in the valuation technique (Note 4).

No impairment loss was recognized for goodwill in 2021, 2020 and 2019.

The recoverable amount of licenses, trademarks and brand names has been determined based on a valuation using cash flow projections (value in use) covering a five-year period based on long range plans approved by management. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and were based on historical data from both external and internal sources. Cash flows beyond the five-year period are extrapolated using a determined constant growth rate to arrive at its terminal value. The growth rates used which range from 2% to 5% and 2% to 3% in 2021 and 2020, respectively, are based on strategies developed for each business and include the Group's expectations of market developments and past historical performance. The discount rates applied to after tax cash flow projections ranged from 5.9% to 12% and 6% to 15.1% in 2021 and 2020, respectively. The recoverable amount of trademarks and brand names has been categorized as Level 3 in the fair value hierarchy based on the inputs used in the valuation technique (Note 4).

Management's calculations are updated to reflect the most recent developments as at reporting date. Management's expectations reflect performance to date and are based on its experience in times of recession and consistent with the assumptions that a market participant would make. Management also considered the expected improvement of the economy in 2021, the lifting of liquor bans, consumer spending and expected increase in revenues through its promotional strategies.

Impairment loss recognized in 2021 for La Pacita trademark amounted to P386 with a recoverable amount of P60 (Note 32). No impairment loss was recognized for licenses in 2021, 2020 and 2019 and for trademarks and brand names in 2020 and 2019.

Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause its carrying amount to exceed its recoverable amount.

- *Gross Margins.* Gross margins are based on average values achieved in the period immediately before the budget period. These are increases over the budget period for anticipated efficiency improvements. Values assigned to key assumptions reflect past experience, except for efficiency improvement.
- *Discount Rates.* The Group uses the weighted-average cost of capital as the discount rate, which reflects management's estimate of the risk specific to each unit. This is the benchmark used by management to assess operating performance and to evaluate future investment proposals.
- *Raw Material Price Inflation.* Consumer price forecast is obtained from indices during the budget period from which raw materials are purchased. Values assigned to key assumptions are consistent with external sources of information.

As at December 31, 2021 and 2020, certain other intangible assets amounting to P101,769 and P97,954, respectively, were pledged as security for syndicated project finance loans (Note 21).

18. Other Noncurrent Assets

Other noncurrent assets consist of:

	<i>Note</i>	2021	2020
Noncurrent receivables and deposits - net	4, 33, 34, 39, 40	P32,310	P28,095
Advances to contractors and suppliers		29,016	17,443
Deferred containers - net	4	19,063	19,015
Retirement assets	35	4,175	2,699
Deposits on land for future development		4,049	3,626
Idle assets	4	2,365	2,002
Restricted cash	4, 39, 40	2,093	4,779
Noncurrent prepaid input tax		1,506	2,341
Deferred exploration and development costs	4	719	715
Derivative assets - noncurrent	3, 39, 40	659	39
Catalyst		489	552
Noncurrent prepaid rent		316	383
Others	21	1,840	1,773
		P98,600	P83,462

The movements in deferred containers - net are as follows:

	Note	2021	2020
Gross Carrying Amount			
Balance at beginning of year		P32,927	P32,332
Additions		3,025	1,798
Disposals/retirement/reclassifications		(1,543)	(1,090)
Currency translation adjustments		105	(113)
Balance at end of year		34,514	32,927
Accumulated Amortization			
Balance at beginning of year		13,178	11,526
Amortization	28	2,323	2,038
Disposals/retirement/reclassifications		(833)	(362)
Currency translation adjustments		46	(24)
Balance at end of year		14,714	13,178
Accumulated Impairment			
Balance at beginning of year		734	681
Impairment	27, 32	738	682
Disposals/reclassifications		(736)	(626)
Currency translation adjustments		1	(3)
Balance at end of year		737	734
		P19,063	P19,015

Noncurrent receivables and deposits include amounts owed by related parties amounting to P4,147 and P3,186 as at December 31, 2021 and 2020, respectively (Note 33) and the costs related to the development of the MRT 7 Project amounting to P27,299 and P23,157 as at December 31, 2021 and 2020, respectively (Note 34).

Noncurrent receivables and deposits are net of allowance for impairment losses amounting to P572 and P606 as at December 31, 2021 and 2020, respectively (Note 4).

Restricted cash represents:

- i. SCPC's cash flow waterfall accounts amounting to P1,145 and P1,144 as at December 31, 2021 and 2020, respectively;
- ii. The amount received from Independent Electricity Market Operator of the Philippines (IEMOP), totaling P491 as at December 31, 2021 and 2020, representing the proceeds of sale on WESM for a specific period in 2016, for the electricity generated from the excess capacity of the Sual Power Plant, which SMEC consigned with the Regional Trial Court of Pasig City (RTC Pasig);
- iii. APEC's reinvestment fund for sustainable capital expenditures and contributions collected from customers for bill deposits which are refundable amounting to P187 and P148 as at December 31, 2021 and 2020, respectively;
- iv. MPPCL's cash flow waterfall accounts and environmental guarantee fund, amounting to P56 and P2,133, as at December 31, 2021 and 2020, respectively;

- v. Cash in bank maintained by MMSS3 and TADHC in accordance with the specific purposes and terms as required under certain loan agreements, amounting to P2,952 and P822 as at December 31, 2021 and 2020, respectively, of which P2,948 is included as part of "Prepaid expenses and other current assets" account under "Restricted cash - current" as at December 31, 2021 (Note 10);
- vi. Cash in bank maintained by NCC and SCII in accordance with the specific purpose and term as required under its loan agreement, amounting to P88 and P78, respectively, as at December 31, 2021; and
- vii. Rehabilitation funds established by NCC which are deposited with a local bank in compliance with DENR Administrative Order No. 2005-07 for environmental protection and enhancement amounting to P44 and P41 as at December 31, 2021 and 2020, respectively.

The methods and assumptions used to estimate the fair values of noncurrent receivables and deposits and restricted cash are discussed in Note 40.

"Others" include marketing assistance to dealers, deferred financing costs and other noncurrent prepaid expenses. In 2020, deferred financing costs representing loan facilitation fees and other filing and agency fees related to loans drawn totaling to P1,986 were reclassified as an addition to debt issue cost presented as a deduction from "Long-term debt" account in the consolidated statements of financial position (Note 21).

19. Loans Payable

Loans payable consist of:

	<i>Note</i>	2021	2020
Parent Company			
Peso-denominated		P51,450	P23,950
Subsidiaries			
Peso-denominated		122,445	108,684
Foreign currency-denominated		16,884	8,011
	<i>38, 39, 40</i>	P190,779	P140,645

Loans payable mainly represent unsecured peso and foreign currency-denominated amounts obtained from local and foreign banks. Interest rates per annum for peso-denominated loans ranged from 1.97% to 3.00% and 0.92% to 6.75% in 2021 and 2020, respectively. Interest rates per annum for foreign currency-denominated loans ranged from 1.18% to 4.64% and 1.27% to 4.64% in 2021 and 2020, respectively (Note 30).

Loans payable include interest-bearing amounts payable to BOC amounting to P6,994 and P8,200 as at December 31, 2021 and 2020, respectively (Note 33).

20. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consist of:

	Note	2021	2020
Trade	34	P88,970	P65,797
Non-trade		81,053	62,970
Customers' deposits	3	8,445	7,697
Accrued payroll		6,565	6,022
Accrued interest payable		3,394	3,579
Amounts owed to related parties	33	2,666	2,804
Derivative liabilities	39, 40	1,247	1,731
Deferred liability on consumer loyalty program		814	1,406
Retention payable		482	534
Current portion of IRO	4	435	425
Retirement liabilities	35	187	160
Deferred rent income		57	65
Redeemable preferred shares	4	19	19
Others		245	40
	39, 40	P194,579	P153,249

Trade payables are non-interest bearing and are generally on a 30 to 60-day term.

Non-trade payables include contract growers/breeders' fees, guarantee deposits, utilities, rent and other expenses payable to third parties.

Redeemable Preferred Shares. These represent the preferred shares of TADHC issued in 2010. The preferred shares are cumulative, non-voting, redeemable and with liquidation preference. The shares are preferred as to dividends, which are given in the form of coupons, at the rate of 90% of the applicable base rate (i.e., one year Bloomberg Valuation or BVAL). The dividends are cumulative from and after the date of issue of the preferred shares, whether or not in any period the amount is covered by available unrestricted retained earnings.

The preferred shares are required to be redeemed at the end of the 10-year period from and after the issuance of the preferred shares by paying the principal amount, plus all unpaid coupons (at the sole option of TADHC, the preferred shares may be redeemed earlier in whole or in part).

In the event of liquidation, dissolution, bankruptcy or winding up of the affairs of TADHC, the holders of the preferred shares are entitled to be paid in full, an amount equivalent to the issue price of such preferred shares plus all accumulated and unpaid dividends up to the current dividend period or proportionately to the extent of the remaining assets of TADHC, before any assets of TADHC will be paid or distributed to the holders of the common shares.

As at December 31, 2021 and 2020, the preferred shares remain outstanding as other requirements prior to redemption are pending from the shareholder.

"Others" include ARO, accruals for materials, repairs and maintenance, advertising, handling, contracted labor, supplies and various other payables.

The methods and assumptions used to estimate the fair value of derivative liabilities are discussed in Note 40.

21. Long-term Debt

Long-term debt consists of:

	2021	2020
Parent Company		
Peso-denominated Bonds:		
Fixed interest rate of 4.8243% and 5.1923%, 6.25%, 5.284% and 5.55%, 6.625%, 5.7613%, and 7.125% maturing in 2022, 2023, 2024, 2025, 2027 and 2028, respectively (a)	P59,748	P59,622
Fixed interest rate of 3.3832% maturing in 2027 (b)	29,640	-
Peso-denominated Term Notes:		
Fixed interest rate of 6.9375% with maturities up to 2026 (c)	15,517	15,661
Foreign currency-denominated Term Notes:		
Floating interest rate based on London Interbank Offered Rate (LIBOR) plus margin, maturing in 2024 (d)	100,417	93,914
Floating interest rate based on LIBOR plus margin, maturing in 2026 (e)	21,887	-
Floating interest rate based on LIBOR plus margin, maturing in 2023 (f)	20,278	18,991
Floating interest rate based on LIBOR plus margin, maturing in 2023 (g)	15,211	14,261
Floating interest rate based on LIBOR plus margin, maturing in 2023 (h)	15,194	14,244
Floating interest rate based on LIBOR plus margin, maturing in 2023 (i)	10,127	9,494
Floating interest rate based on LIBOR plus margin, maturing in 2026 (j)	5,020	-
Floating interest rate based on LIBOR plus margin, maturing in 2024 (k)	4,561	10,489
Fixed interest rate of 4.875% (l)	-	24,706
	297,600	261,382
Subsidiaries		
Peso-denominated Bonds:		
Fixed interest rate of 5.3750%, 6.7500%, 6.2500% and 6.6250% maturing in 2022, 2023, 2024 and 2027, respectively (m)	34,845	34,770
Fixed interest rate of 6.8350%, 7.1783% and 7.6000% maturing in 2022, 2024 and 2026, respectively (n)	29,857	29,759
Fixed interest rate of 4.5219%, 7.8183% and 8.0551% maturing in 2023, 2024 and 2025, respectively (o)	26,846	39,776
Fixed interest rate of 3.4408% and 4.3368% maturing in 2025 and 2027, respectively (p)	17,779	-
Fixed interest rate of 5.05% and 5.25% maturing in 2025 and 2027, respectively (q)	14,860	14,829
Fixed interest rate of 4.7575% and 5.1792% maturing in 2023 and 2026, respectively (r)	8,808	14,941

Forward

	2021	2020
Fixed interest rate of 6.60% maturing in 2022 (s)	P6,998	P6,988
Fixed interest rate of 5.5796% and 6.4872% maturing in 2022 and 2025, respectively (t)	4,885	4,877
Fixed interest rate of 6.00% maturing in 2024 (u)	2,531	14,984
Peso-denominated Term Notes:		
Fixed interest rate of 5.556%, 5.825% and 5.997% with maturities up to 2029 (v)	38,407	26,800
Fixed interest rate of 6.2836%, 6.5362% and 7.3889% with maturities up to 2029 (w)	37,626	39,843
Fixed interest rate of 6.865% to 9.8754% with maturities up to 2027 (x)	29,049	30,049
Fixed interest rate of 6.5077% and 7.7521% with maturities up to 2030 (y)	17,154	18,412
Fixed interest rate of 6.9265% with maturities up to 2024 (z)	14,341	14,468
Fixed interest rate of 3.80%, 3.875%, 3.95% and 4.15% with maturities up to 2028 (aa)	11,906	-
Fixed interest rate of 5.6276% with maturities up to 2029 (bb)	11,116	11,516
Fixed interest rate of 4.63% maturing in 2024 (cc)	9,953	9,939
Fixed interest rate of 3.5483% maturing in 2029 (dd)	9,938	9,932
Fixed interest rate of 3.846% maturing in 2026 (ee)	6,950	-
Fixed interest rate of 4.8356% with maturities up to 2031 (ff)	6,853	-
Fixed interest rate of 5.5276% with maturities up to 2024 (gg)	5,878	8,008
Fixed interest rate of 5.00% with maturities up to 2025 (hh)	4,925	-
Fixed interest rate of 6.37239% with maturities up to 2028 (ii)	4,762	-
Fixed interest rate of 4.59% with maturities up to 2025 (jj)	4,356	4,970
Fixed interest rate of 6.7495%, 6.7701%, 7.165%, 7.5933% and 7.6567% with maturities up to 2025 (kk)	4,070	5,003
Fixed interest rate of 7.1243%, 7.4022%, 7.9812% and 8.5885% with maturities up to 2030 (ll)	3,921	4,064
Fixed interest rate of 5.1657% with maturities up to 2025 (mm)	3,692	4,419
Fixed interest rate of 5.7584% with maturities up to 2022 (nn)	2,497	4,990
Fixed interest rate of 3.2837%, with maturities up to 2026 (oo)	1,989	1,987
Fixed interest rate of 4.20% maturing in 2026 (pp)	1,986	-
Fixed interest rate of 5.4583% with maturities up to 2022 (qq)	1,000	1,998

Forward

	<i>Note</i>	2021	2020
Fixed interest rate of 6.6583% with maturities up to 2023 (rr)		P860	P1,342
Fixed interest rate of 4.2105% with maturities up to 2023 (ss)		331	496
Fixed interest rate of 5.00% (tt)		-	1,499
Floating interest rate based on BVAL plus margin, or BSP overnight rate plus margin, whichever is higher, with maturities up to 2029 (dd)		7,950	7,944
Floating interest rate based on BVAL plus margin, with maturities up to 2023 (uu)		2,049	3,216
Floating interest rate based on BVAL plus margin, with maturities up to 2024 (vv)		1,753	1,909
Floating interest rate based on BVAL plus margin, with maturities up to 2022 (ww)		1,378	1,879
Foreign currency-denominated Term Notes:			
Fixed interest rate of 4.7776% and 5.5959%, with maturities up to 2023 and 2030, respectively (xx/yy)		24,488	25,597
Floating interest rate based on LIBOR plus margin, maturing in 2023 (zz)		25,337	33,306
Floating interest rate based on LIBOR plus margin, with maturities up to 2024 (aaa)		22,992	32,334
Floating interest rate based on LIBOR plus margin, maturing in 2026 (bbb)		14,949	-
Floating interest rate based on LIBOR plus margin, with maturities up to 2023 and 2030 (xx/yy)		8,087	8,457
Floating interest rate based on LIBOR plus margin, maturing in 2023 (ccc)		7,522	7,003
Floating interest rate based on LIBOR plus margin, with maturities up to 2022 (ddd)		7,219	13,530
Floating interest rate based on LIBOR plus margin, with maturities up to 2025 (eee)		6,556	6,845
Floating interest rate based on LIBOR plus margin, maturing in 2023 (fff)		2,504	-
Floating interest rate based on Bank Bill Swap Rate (BBSY) plus margin, with maturities up to 2024 (ggg)		2,470	2,827
Floating interest rate based on BBSY plus margin, with maturities up to 2026 (hhh)		142	-
Floating interest rate based on Cost of Fund (COF) plus margin (iii)		-	21
		516,365	505,527
	38, 39, 40	813,965	766,909
Less current maturities		88,857	74,502
		P725,108	P692,407

- a. The amount represents the first, second, third and fourth tranche of the P60,000 shelf registered fixed rate bonds issued by the Parent Company amounting to P20,000, P10,000, P20,000 and P10,000, respectively. The Bonds were listed in the Philippine Dealing & Exchange Corp. (PDEX).
- The first tranche of the fixed rate bonds listed on March 1, 2017 amounting to P20,000 consists of: (i) five-year Series A Bonds, due in 2022 with an interest rate of 4.8243% per annum; (ii) seven-year Series B Bonds, due in 2024 with an interest rate of 5.284% per annum; and, (iii) 10-year Series C Bonds, due in 2027 with an interest rate of 5.7613% per annum. Interest is payable every 1st of March, June, September and December of each year.
 - The second tranche of the fixed rate bonds listed on April 7, 2017 amounting to P10,000 comprise of five-year Series D Bonds, due in 2022 with an interest rate of 5.1923% per annum. Interest is payable every 7th of January, April, July and October of each year.
 - The third tranche of the fixed rate bonds listed on March 19, 2018 amounting to P20,000, consist of: (i) five-year Series E Bonds, due in 2023 with an interest rate of 6.25% per annum; (ii) seven-year Series F Bonds, due in 2025 with an interest rate of 6.625% per annum; and, (iii) 10-year Series G Bonds, due in 2028 with an interest rate of 7.125% per annum. Interest is payable every 19th of March, June, September and December of each year.
 - The fourth tranche of the fixed rate bonds listed on October 4, 2019 amounting to P10,000 comprise of five-year Series H Bonds, due in 2024 with an interest rate of 5.55% per annum. Interest is payable every 4th of January, April, July and October of each year.

Proceeds from the issuance of the bonds were used to partially refinance various loans.

Unamortized debt issue costs amounted to P252 and P378 as at December 31, 2021 and 2020, respectively.

- b. The amount represents the first tranche of the P50,000 shelf registered fixed rate bonds issued by the Parent Company amounting to P30,000. The Bonds were listed in the PDEX.

The first tranche of the fixed rate bonds listed on July 8, 2021 comprise of Series I Bonds, due in 2027 with an interest rate of 3.3832% per annum and with a put option on the part of the bondholder on the third anniversary of its issue date. Interest is payable every 8th of January, April, July and October of each year.

Proceeds from the issuance of the bonds were used to repay existing obligations.

Unamortized debt issue costs amounted to P360 as at December 31, 2021.

- c. The amount represents the drawdown by the Parent Company on June 24, 2019 from its term loan facility amounting to P16,000. The loan is amortized over seven years and is subject to a fixed interest rate of 6.9375% per annum payable quarterly. The proceeds were used for general corporate purposes.

The Parent Company paid the scheduled amortizations amounting to P400 and P240 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P83 and P99 as at December 31, 2021 and 2020, respectively.

- d. The amount represents the drawdown by the Parent Company of US\$50 and US\$1,950 on December 27, 2019 and March 19, 2020, respectively, from its term loan facility amounting to US\$2,000. The term of the loan is for five years and is subject to a floating interest rate. The proceeds of the loans were used for general corporate purposes.

Unamortized debt issue costs amounted to P1,581 and P2,132 as at December 31, 2021 and 2020, respectively.

- e. The amount represents the drawdown by the Parent Company of US\$250 and US\$200 on October 28 and December 23, 2021, respectively, from its term loan facility amounting to US\$900. The term of the loan is for five years and is subject to a floating interest rate. The proceeds were and will be used for general corporate purposes.

Unamortized debt issue costs amounted to P1,062 as at December 31, 2021.

- f. The amount represents the drawdown by the Parent Company on March 16, 2018 from its term loan facility amounting to US\$400. The term of the loan is for five years and is subject to a floating interest rate. The proceeds were used to fund the subscription of RPS in SMC Global to partially finance the acquisition of Masinloc Group of Companies.

Unamortized debt issue costs amounted to P121 and P218 as at December 31, 2021 and 2020, respectively.

- g. The amount represents the drawdown by the Parent Company on June 26, 2018 from its term loan facility amounting to US\$300. The term of the loan is for five years and is subject to a floating interest rate. The proceeds were used to fund general corporate requirements and/or additional investments to its subsidiaries.

Unamortized debt issue costs amounted to P89 and P146 as at December 31, 2021 and 2020, respectively.

- h. The amount represents the drawdown by the Parent Company of US\$120 and US\$180 on September 25, 2018 and October 25, 2018, respectively, from its term loan facility amounting to US\$300. The term of the loans is for five years and is subject to a floating interest rate. The proceeds were used to refinance existing US dollar-denominated obligations and/or for general corporate purposes.

Unamortized debt issue costs amounted to P106 and P163 as at December 31, 2021 and 2020, respectively.

- i. The amount represents the drawdown by the Parent Company on November 21, 2018 from its term loan facility amounting to US\$200. The term of the loan is for five years and is subject to a floating interest rate. The proceeds were used to repay existing US dollar-denominated obligations.

Unamortized debt issue costs amounted to P73 and P111 as at December 31, 2021 and 2020, respectively.

- j. The amount represents the drawdown by the Parent Company on December 23, 2021 from its term loan facility amounting to US\$100. The term of the loan is for five years and is subject to a floating interest rate. The proceeds of the loan were used for general corporate purposes.

Unamortized debt issue costs amounted to P80 as at December 31, 2021.

- k. The amount represents the drawdown by the Parent Company on October 24, 2017 from its term loan facilities amounting to US\$300 entered into with various banks. The loans have various maturities and is subject to floating interest rate. The proceeds were used to fund general corporate requirements and/or partially repay existing loans.

Payments made amounted to \$210 and \$80 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P29 and P75 as at December 31, 2021 and 2020, respectively.

- l. The amount represents the drawdown of US\$800 Notes (the "Notes") issued on April 19, 2013, from the US\$2,000 Medium Term Note (MTN) Programme of the Parent Company. The Notes were listed on the same date at the Singapore Exchange Securities Trading Ltd. (SGX-ST), with an interest rate of 4.875% per annum payable every 26th of April and October of each year.

Proceeds from the Notes were used for refinancing of US dollar-denominated loans, working capital and general corporate purposes.

In 2015, the Parent Company purchased US\$284 out of US\$400 Notes offered for purchase in a tender offer.

The Parent Company redeemed the Notes on April 26, 2021.

Unamortized debt issue costs amounted to P92 as at December 31, 2020.

- m. The amount represents the first and second tranche of the P35,000 shelf registered fixed rate bonds (the "Bonds") issued by SMC Global amounting to P20,000 on December 22, 2017 and P15,000 on August 17, 2018, respectively. The Bonds were listed in the PDEX.

- The first tranche of the fixed rate bonds listed on December 22, 2017 amounting to P20,000, consists of: (i) five-year Series D Bonds, due in 2022 with an interest rate of 5.3750% per annum; (ii) seven-year Series E Bonds, due in 2024 with an interest rate of 6.2500% per annum; and, (iii) 10-year Series F Bonds, due in 2027 with an interest rate of 6.6250% per annum. Interest is payable every 22nd of March, June, September and December of each year.
- The second tranche of the fixed rate bonds listed on August 17, 2018 amounting to P15,000 pertains to the five-year Series G Bonds, due in 2023 with an interest rate of 6.7500% per annum. Interest is payable every 17th of February, May, August and November of each year.

Proceeds from the first tranche were used to refinance peso-denominated short-term loans.

Proceeds from the second tranche were used to refinance the outstanding shareholder advances and partially refinance existing US dollar-denominated loan obligations and payment of transaction-related expenses.

Unamortized debt issue costs amounted to P155 and P230 as at December 31, 2021 and 2020, respectively.

- n. The amount represents the first tranche of the P60,000 shelf registered fixed rate bonds (the "Bonds") issued by SMC Global amounting to P30,000 on April 24, 2019. The Bonds were listed in the PDEX.

The Bonds consist of: (i) three-year Series H Bonds, due in 2022 with an interest rate of 6.8350% per annum; (ii) five-year Series I Bonds, due in 2024 with an interest rate of 7.1783% per annum; and, (iii) seven-year Series J Bonds, due in 2026 with an interest rate of 7.6000% per annum. Interest is payable every 24th of January, April, July and October of each year.

The net proceeds were used for refinancing of maturing long-term and short-term loans, investments in power-related assets and payment of transaction-related expenses.

Unamortized debt issue costs amounted to P143 and P241 as at December 31, 2021 and 2020, respectively.

- o. The amount represents the first and second tranche of the P40,000 shelf registered fixed retail bonds (the "Bonds") issued by Petron amounting to P20,000 and P20,000 on October 27, 2016 and October 19, 2018, respectively. The Bonds were listed in the PDEX.

▪ The first tranche of the fixed rate bonds listed on October 27, 2016 amounting to P20,000, consist of: (i) five-year Series A Bonds, due in 2021 with an interest rate of 4.0032% per annum; and, (ii) Series B Bonds, due in 2023 with an interest rate of 4.5219% per annum. Interest is payable every 27th of January, April, July and October of each year.

▪ The second tranche of the fixed rate bonds listed on October 19, 2018 amounting to P20,000, consist of: (i) 5.5-year Series C Bonds, due in 2024 with an interest rate of 7.8183% per annum; and, (ii) seven-year Series D Bonds, due in 2025 with an interest rate of 8.0551% per annum. Interest is payable every 19th of January, April, July and October of each year.

The proceeds from the first tranche were used to partially settle the US\$475 and US\$550 Term Loan, repay short-term loans and for general corporate purposes.

The proceeds from the second tranche were used for the payment of short-term loans, redemption of a portion of Petron's Undated Subordinated Capital Securities (USCS) and for general corporate purposes.

On October 27, 2021, Petron redeemed the Series A Bonds, amounting to P13,000.

Unamortized debt issue costs amounted to P154 and P224 as at December 31, 2021 and 2020, respectively.

- p. The amount represents the first tranche of the P50,000 shelf registered fixed rate bonds (the "Bonds") issued by Petron amounting to P18,000 on October 12, 2021. The Bonds were listed in the PDEX.

The first tranche of the fixed rate bonds amounting to P18,000, consist of four-year Series E Bonds, due in 2025 with an interest rate of 3.4408% per annum and six-year Series F Bonds, due in 2027 with an interest rate of 4.3368% per annum. Interest is payable every 12th of January, April, July and October of each year.

The proceeds were used primarily for the redemption of its outstanding Series A Bonds, partial financing of the power plant project and payment of existing indebtedness.

Unamortized debt issue costs amounted to P221 as at December 31, 2021.

- q. The amount represents the P15,000 fixed rate bonds (the "Bonds") issued by SMFB on March 10, 2020, divided into Series A Bonds, due in 2025 with an interest rate of 5.05% per annum, and Series B Bonds, due in 2027 with an interest rate of 5.25% per annum. Interest is payable every 10th of March, June, September and December of each year. The Bonds were listed in the PDEX.

Proceeds from the issuance were used to redeem the outstanding Series "2" Perpetual Preferred Shares of SMFB and payment of transaction-related fees, costs and expenses.

Unamortized debt issue costs amounted to P140 and P171 as at December 31, 2021 and 2020, respectively.

- r. The amount represents P15,000 fixed rate bonds (the "Bonds") issued by SMC Global on July 11, 2016, divided into: (i) Series A Bonds, due in 2021 with an interest rate of 4.3458% per annum; (ii) Series B Bonds, due in 2023 with an interest rate of 4.7575% per annum; and, (iii) Series C Bonds, due in 2026 with an interest rate of 5.1792% per annum. Interest is payable every 11th of January, April, July and October of each year.

Proceeds from the issuance were used to refinance the US\$300 short-term loan that matured on July 25, 2016, which were used for the redemption of the US\$300 bond in January 2016.

The Bonds were listed in the PDEX.

On July 12, 2021, SMC Global redeemed the Series A Bonds amounting to P6,153.

Unamortized debt issue costs amounted to P39 and P59 as at December 31, 2021 and 2020, respectively.

- s. The amount represents P17,000 fixed rate bonds (the "Bonds") issued by SMB on April 2, 2012, divided into: (i) seven-year Series E Bonds, due in 2019 with an interest rate of 5.93% per annum; and, (ii) ten-year Series F Bonds, due in 2022 with an interest rate of 6.60% per annum. The Series E and F Bonds were part of the P20,000 fixed rate bonds of SMB. Interest is payable every 2nd of April and October of each year.

The proceeds from the issuance were used to refinance existing financial indebtedness and for general working capital purposes.

The Bonds were listed in the PDEX.

The Series E Bonds with a principal of P10,000 was redeemed by SMB on April 12, 2019.

Unamortized debt issue costs amounted to P2 and P12 as at December 31, 2021 and 2020, respectively.

- t. The amount represents P7,300 fixed rate bonds (the “Bonds”) issued by SMC SLEX on May 22, 2015, divided into: (i) Series A Bonds, due in 2020 with an interest rate of 4.9925% per annum; (ii) Series B Bonds, due in 2022 with an interest rate of 5.5796% per annum; and, (iii) Series C Bonds, due in 2025 with an interest rate of 6.4872% per annum. Interest is payable every 22nd of February, May, August and November of each year.

The proceeds from the issuance were used to prepay the peso-denominated Corporate Notes drawn in 2012.

The Bonds were listed in the PDEX.

The Series A Bonds with a principal of P2,400 was redeemed by SMC SLEX on August 24, 2020.

Unamortized debt issue costs amounted to P15 and P23 as at December 31, 2021 and 2020, respectively.

- u. The amount represents P15,000 fixed rate bonds (the “Bonds”) issued by SMB on April 2, 2014, divided into: (i) Series G Bonds, due in 2021 with an interest rate of 5.50% per annum; and (ii) Series H Bonds, due in 2024 with an interest rate of 6.00% per annum. Interest is payable every 2nd of April and October of each year.

Proceeds from the Series G Bonds and Series H Bonds issuance were used to partially refinance the redemption of Series B Bonds.

The Bonds were listed in the PDEX.

The Series G Bonds with an aggregate principal amount of P12,462 matured on April 5, 2021 (April 2 being a non-business day) and were accordingly redeemed by SMB on the same date.

Unamortized debt issue costs amounted to P7 and P16 as at December 31, 2021 and 2020, respectively.

- v. The amount represents the loan drawn by SMC Tollways from its P41,200 Corporate Notes Facility Agreement dated December 9, 2019 with various local banks amounting to P41,200 and P28,300 as at December 31, 2021 and 2020, respectively.

Proceeds of the loan were mainly used to refinance existing debt obligations, invest and/or advance for infrastructure projects, for general corporate purposes and to finance transaction related fees, taxes and expenses. The loan is payable in 40 quarterly installments commencing on the third month from initial issue date. Final repayment date is 10 years from initial issue date.

The Notes are subject to repricing on the fifth year from initial issue date.

Payments made amounted to P2,327 and P1,140 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P466 and P360 as at December 31, 2021 and 2020, respectively.

- w. The amount represents the drawdown by SCPC from its P44,000 Omnibus Loan and Security Agreement (OLSA) dated June 22, 2017 with various banks, consisting of Tranche A and Tranche B amounting to P42,000 and the remaining balance of Tranche B amounting to P2,000 on June 28, 2017 and January 31, 2018, respectively.

Proceeds from the loan were used for the settlement of the US\$360 short-term loan, acquisition of the Phase II Limay Greenfield Power Plant in Limay, Bataan from LETI, repayment of shareholder advances and financing of transaction costs relating to the OLSA. The loan is payable in 46 unequal quarterly installments commencing on the 9th month from initial advance for Tranche A, 36 unequal quarterly installments commencing on the 39th month from initial advance for Tranche B. Final repayment date is 12 years from initial advance.

The loan is subject to repricing on the seventh year from the date of initial advance.

Payments made amounted to P5,905 and P3,610 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P469 and P547 as at December 31, 2021 and 2020, respectively.

- x. The amount represents loan drawn by MMSS3 from its P31,000 OLSA dated December 15, 2014 with various banks.

Proceeds of the loan were used to partially finance the design, construction and the operation and maintenance of the Skyway Stage 3 Project. The loan is payable in 35 unequal consecutive quarterly installments starting on the earlier of March 30, 2020 or one quarter after issuance of toll operation certificate by TRB. Final repayment date is 12 years after initial drawdown date.

Payments made amounted to P1,733 and P679 as at December 31, 2021 and 2020, respectively.

The drawdown includes payable to BOC amounting to P3,493 and P3,619 as at December 31, 2021 and 2020, respectively (Note 33).

Unamortized debt issue costs amounted to P218 and P272 as at December 31, 2021 and 2020, respectively.

- y. The amount represents loan drawn by SMCPD from its P21,300 12-year OLSA dated August 9, 2018 with various banks.

The proceeds were used by SMCPD for the repayment of the short-term loan used to fund the design, construction and operation of the Davao Greenfield Power Plant and payment of transaction-related fees and expenses.

Payments made amounted to P3,888 and P2,592 as at December 31, 2021 and 2020, respectively.

The drawdown includes payable to BOC amounting to P2,616 and P2,811 as at December 31, 2021 and 2020, respectively (Note 33).

Unamortized debt issue costs amounted to P258 and P296 as at December 31, 2021 and 2020, respectively.

- z. The amount represents the drawdown by SMC Global on April 26, 2017 from its term loan facility amounting to P15,000. The loan is amortized over seven years and is subject to a fixed interest rate of 6.9265% per annum, payable quarterly. The proceeds were used for debt refinancing.

Payments made amounted to P600 and P450 pursuant to the loan agreement as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P59 and P82 as at December 31, 2021 and 2020, respectively.

- aa. The amount represents the loan drawn by SMB on March 30, 2021 from its loan facilities amounting to P12,000 with various banks. The loans are subject to fixed interest rates, where P10,000 will mature on March 30, 2026 and P2,000 will mature on March 30, 2028. The proceeds of the loan were used to refinance the redemption of Series G Bonds.

Payments made amounted to P16 as at December 31, 2021.

Unamortized debt issue costs amounted to P78 as at December 31, 2021.

- bb. The amount represents the drawdown by SMCTC on December 19, 2019 amounting to P12,000 from its P42,000 Second Amendment to the OLSA dated December 16, 2019 with various local banks.

Proceeds of the loan were used for consolidation of project loans, releveraging the project, repayment of certain shareholder advance and partial financing of operation and maintenance of the project. The loan is payable in 39 quarterly installments commencing on the third month from initial drawdown. Final repayment date is 11 years and 9 months from initial drawdown.

The loan is subject to repricing on the fifth year from date of initial drawdown.

Payments made amounted to P780 and P360 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P104 and P124 as at December 31, 2021 and 2020, respectively.

- cc. The amount represents the drawdown by SMB on December 19, 2019 from its term loan facility amounting to P10,000. The loan will mature on December 26, 2024 and is subject to a fixed interest rate of 4.63% per annum. The proceeds were used for general corporate purposes.

Unamortized debt issue costs amounted to P47 and P61 as at December 31, 2021 and 2020, respectively.

- dd. The amount represents the loan drawn by SMFI amounting to P8,000 and P10,000 in 2020 and 2019, respectively, from its term loan facility amounting to P18,000. The loan is amortized for 10 years and is subject to a floating interest rate based on BVAL plus margin or BSP Term Deposit Auction Facility overnight rate plus margin, whichever is higher with a one-time option to convert to a fixed interest rate. The proceeds were used to refinance its existing short-term obligations, fund capital expansion projects and for other general corporate purposes.

On December 14, 2020, SMFI exercised its one-time option to convert to fixed interest rate for its P10,000 loan.

Unamortized debt issue costs for the fixed interest loan amounted to P62 and P68 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs for the floating interest amounted to P50 and P56 as at December 31, 2021 and 2020, respectively.

- ee. The amount represents the drawdown by PF-Hormel on September 29, 2021 from its loan facilities amounting to P7,000 with various banks. The loans will mature on September 29, 2026 and is subject to a fixed interest rate of 3.846% per annum. The proceeds of the loan were used for refinancing of existing indebtedness and general corporate purposes.

Unamortized debt issue costs amounted to P50 as at December 31, 2021.

- ff. The amount represents the loan drawn by SMNCI on June 30, 2021 amounting to P7,075, from its P12,500 OLSA dated June 22, 2021 with various banks.

The loan is subject to a fixed interest rate of 4.8356% per annum and is payable in 34 unequal quarterly installments commencing on the seventh quarter from initial advance. Final repayment date is ten years from initial advance.

Proceeds of the loan were used to partially finance the development, design, construction, completion and operation of the cement plant in Sison, Pangasinan, repay the reimbursable sponsor advances and finance the transaction costs, other taxes, costs and operation expenses and other financing costs incurred in availing the loan.

On July 1, 2021, the balance of the loan was transferred to NCC following the merger (Note 5).

The drawdown includes payable to BOC amounting to P1,245 as at December 31, 2021 (Note 33).

Unamortized debt issue costs amounted to P222 as at December 31, 2021.

- gg. The amount represents the drawdown by Petron on July 25, 2017 from its term loan facility amounting to P15,000. The loan is amortized over seven years and is subject to a fixed interest rate of 5.5276% per annum payable quarterly. The proceeds were used to refinance the short-term loan availed on December 23, 2016 for the acquisition of the Refinery Solid Fuel-fired Power Plant.

Payments made amounted to P9,107 and P6,965 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P15 and P27 as at December 31, 2021 and 2020, respectively.

- hh. The amount represents the drawdown by SMC Global on May 28, 2021 from its term loan facility amounting to P5,000. The loan will mature on May 28, 2025 and is subject to a fixed interest rate of 5.00% per annum payable quarterly. The proceeds were used for general corporate purposes.

Payments made amounted to P25 as at December 31, 2021.

Unamortized debt issue costs amounted to P50 as at December 31, 2021.

- ii. The amount represents loan drawn by SCII on December 29, 2021 from its P4,800 OLSA dated December 22, 2021 with various local banks.

The loan is subject to a fixed interest rate of 6.37239% and is payable in 23 unequal quarterly installments commencing on the 6th quarter from initial advance. Final repayment date is seven years from initial advance.

Proceeds of the loan were used to partially finance the development, design, construction, completion and operation of the cement grinding facility with cement packing and pier facilities of SCII in Davao.

The drawdown includes payable to BOC amounting to P2,000 as at December 31, 2021 (Note 33).

Unamortized debt issue costs amounted to P38 as at December 31, 2021.

- jj. The amount represents the drawdown by Petron on April 27, 2020 from its term loan facility amounting to P5,000. The loan is amortized over five years and is subject to a fixed interest rate of 4.59% per annum payable quarterly. The proceeds were used for general corporate purposes.

Payments made amounted to P625 as at December 31, 2021.

Unamortized debt issue costs amounted to P19 and P30 as at December 31, 2021 and 2020, respectively.

- kk. The amount represents the drawdown by SMC NAIAX amounting to P1,100 and P6,400 in 2016 and 2015, respectively, from its P7,500 OLSA dated July 8, 2014. Proceeds of the loan were used to finance the construction of the NAIA Expressway. The loan is payable in 32 unequal consecutive quarterly installments commencing on the period ending the earlier of 24 months from initial drawdown date or the date of the issuance by the TRB of the Toll Operations Certificate. Final repayment date is 10 years after initial drawdown date.

The drawdown includes payable to BOC amounting to P1,090 and P1,342 as at December 31, 2021 and 2020, respectively (Note 33).

Payments made amounted to P3,412 and P2,469 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P18 and P28 as at December 31, 2021 and 2020, respectively.

- II. The amount represents the drawdown by LCWDC in 2018 of the first tranche amounting to P4,200 from its P5,400 OLSA dated September 16, 2016 with various local banks.

Proceeds of the loan were used for the Bulacan Bulk Water Supply Project.

The loan is subject to repricing on the seventh year from the initial drawdown date.

Payments made amounted to P252 and P105 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P27 and P31 as at December 31, 2021 and 2020, respectively.

- mm. The amount represents the drawdown by SMYPC from its term loan facility amounting to P5,000. The loan will mature on January 30, 2025 and is subject to a fixed interest rate of 5.1657% per annum payable quarterly. The proceeds were used to refinance existing short-term loans.

Payments made amounted to P1,289 and P553 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P19 and P28 as at December 31, 2021 and 2020, respectively.

- nn. The amount represents the drawdown by Petron on December 29, 2017 from its term loan facility amounting to P10,000. The loan is amortized over five years and is subject to a fixed interest rate of 5.7584% per annum payable quarterly. The proceeds were used to finance working capital requirements.

Payments made amounted to P7,500 and P5,000 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P3 and P10 as at December 31, 2021 and 2020, respectively.

- oo. The amount represents the P2,000 seven-year term loan availed by SMMI on December 19, 2019. The loan is amortized for seven years and is subject to a floating interest rate based on BVAL plus margin with a one-time option to convert to a fixed interest rate within two years. The proceeds of the loan were used to refinance existing short-term loans, fund its capital expenditure requirements for the upgrade or expansion of its production facilities and/or finance other general corporate requirements.

On December 19, 2020, SMMI exercised its option to convert the interest rate from floating to fixed. As a result, the interest rate was fixed at 3.2837% per annum.

Unamortized debt issue costs amounted to P11 and P13 as at December 31, 2021 and 2020, respectively.

- pp. The amount represents the drawdown by SMCSLC on July 14, 2021 from its term loan facilities amounting to P2,000 with various banks. The loan will mature on July 14, 2026 and is subject to a fixed interest rate of 4.20% per annum payable quarterly. The proceeds were used to refinance existing indebtedness and for general corporate purposes.

Unamortized debt issue costs amounted to P14 as at December 31, 2021.

- qq. The amount represents the drawdown by Petron on October 13, 2015 amounting to P5,000 from its term loan facility. The loan is amortized over seven years with a two-year grace period and is subject to a fixed interest rate of 5.4583% per annum payable quarterly. The proceeds were used to repay maturing obligations and for general corporate purposes.

Payments made amounted to P4,000 and P3,000 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P2 as at December 31, 2020.

- rr. The amount represents the P3,500 loan facility with local banks, entered into by SIDC in 2013. The proceeds of the loan were used to refinance its existing debt and to finance the construction and development of Stage II, Phase II of the STAR Project. Repayment period is within 32 unequal consecutive quarterly installments on each repayment date in accordance with the agreement beginning on the earlier of the 27th month from initial drawdown date or the third month from the date of receipt by SIDC of the financial completion certificate for the Project.

Payments made amounted to P2,638 and P2,154 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P2 and P4 as at December 31, 2021 and 2020, respectively.

- ss. The amount represents drawdown by GSML on December 28, 2020 from its term-loan facility amounting to P500. The loan is amortized over three years and is subject to a fixed interest rate of 4.2105% per annum payable quarterly. The proceeds were used for general corporate purposes.

Payments made amounted to P167 as at December 31, 2021.

Unamortized debt issue costs amounted to P2 and P4 as at December 31, 2021 and 2020, respectively.

- tt. The amount represents drawdown by SMCSLC in 2011 amounting to P1,500, from a local bank, which was used for working capital requirements. The said loan was rolled-over for five years in July 2016.

The loan was fully paid on July 15, 2021.

Unamortized debt issue costs amounted to P1 as at December 31, 2020.

- uu. The amount represents drawdown of SMYAC from its term loan facility amounting to P4,000. The term of the loan is for five years and is subject to a floating interest rate payable quarterly. The proceeds were used to finance the capital expenditure in relation to Line 3 of the glass manufacturing plant project.

On March 1, 2020, the balance of the loan was transferred to SMYPC following the merger (Note 5).

Payments made amounted to P1,947 and P773 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P4 and P11 as at December 31, 2021 and 2020, respectively.

- vv. The amount represents drawdowns by SMYAC of P1,449 and P551 in 2020 and 2019, respectively from its term loan facility amounting to P2,000. The loan is amortized for five years and is subject to a floating interest rate payable quarterly. The proceeds were used to finance the capital expenditure in relation to Line 3 of the glass manufacturing plant project.

On March 1, 2020, the balance of the loan was transferred to SMYPC following the merger (Note 5).

Payments made amounted to P240 and P80 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P7 and P11 as at December 31, 2021 and 2020, respectively.

- ww. The amount represents series of drawdowns in 2014 and 2013, from a loan agreement entered into by TADHC with BOC amounting to P3,300, used for financing the Airport Project. The loan is payable in 28 quarterly installments commencing on the 12th quarter.

TADHC paid P1,921 and P1,419 as at December 31, 2021 and 2020, respectively, as partial settlement of the loan principal (Note 33).

Unamortized debt issue costs amounted to P1 and P2 as at December 31, 2021 and 2020, respectively.

- xx. The amount represents the total outstanding loan drawn in various tranches by MPPCL from its Omnibus Refinancing Agreement dated December 28, 2012, with various local banks. The proceeds of the loan were used to refinance its debt obligations previously obtained to partially finance the acquisition, operation, maintenance and repair of the power plant facilities purchased from PSALM by MPPCL. The loan is divided into fixed interest tranche amounting to US\$129 and US\$163 as at December 31, 2021 and 2020, respectively, and floating interest tranche based on LIBOR plus margin amounting to US\$43 and US\$54 as at December 31, 2021 and 2020, respectively. The loan will mature on January 23, 2023.

Unamortized debt issue costs amounted to P2 and P7 as at December 31, 2021 and 2020, respectively, for the fixed interest tranche.

Unamortized debt issue costs amounted to P1 and P2 as at December 31, 2021 and 2020, respectively, for the floating interest tranche.

- yy. The amount represents total outstanding loan drawn in various tranches by MPPCL from its Omnibus Expansion Financing Agreement dated December 1, 2015, with various local banks, to finance the construction of the additional 335 MW coal-fired plant within MPPCL existing facilities. The loan is divided into fixed interest tranche amounting to US\$356 and US\$376 as at December 31, 2021 and 2020, respectively, and floating interest tranche based on LIBOR plus margin amounting to US\$117 and US\$124 as at December 31, 2021 and 2020, respectively. The loan will mature on December 16, 2030.

Unamortized debt issue costs amounted to P247 and P271 as at December 31, 2021 and 2020, respectively, for the fixed interest tranche.

Unamortized debt issue costs amounted to P81 and P90 as at December 31, 2021 and 2020, respectively, for the floating interest tranche.

- zz. The amount represents the balance of the US\$700 term loan facility availed by SMC Global on March 16, 2018. The US\$700 term loan facility is divided into Facility A Loan amounting to US\$200 maturing on March 12, 2021 and Facility B Loan amounting to US\$500 maturing on March 13, 2023. The proceeds were used to partially finance the acquisition of the Masinloc Group.

SMC Global fully paid the Facility A Loan using the proceeds from its US\$200 term loan availed on the same date.

Unamortized debt issue costs amounted to P163 and P310 as at December 31, 2021 and 2020, respectively.

- aaa. In May and July 2019, Petron availed of US\$536 and US\$264 loans, respectively, from its US\$800 term loan facility. The loan is amortized for five years with a two-year grace period and subject to a floating interest rate. The proceeds were used to refinance Dollar-denominated and Peso-denominated bilateral short-term loans, to partially prepay its existing US\$1,000 term loan and for general corporate purposes.

Payments made amounted to US\$343 and US\$115 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P315 and P562 as at December 31, 2021 and 2020, respectively.

- bbb. The amount represents the US\$200 five-year term loan drawn by SMC Global on March 12, 2021 from a US\$200 Facility Agreement with a syndicate of foreign banks executed on March 9, 2021. The loan is subject to a floating interest rate based on LIBOR plus margin and will mature in March 2026. The proceeds were used as repayment of Facility A Loan of US\$700 term loan facility.

On June 7, 2021, SMC Global availed an additional US\$100 term loan from its Syndication Agreement executed on May 21, 2021. The Syndication Agreement amended the Facility Agreement dated March 9, 2021, increasing the loan facility from US\$200 to US\$300. The proceeds were used mainly for the redemption of Series A Bonds in July 2021.

Unamortized debt issue costs amounted to P351 as at December 31, 2021.

- ccc. The amount represents the drawdown by Petron on August 26, 2020 from its term loan facility amounting to US\$150 with various banks. The loan is amortized for three years and is subject to a floating interest rate based on LIBOR plus margin payable (1, 3, or 6) months as selected by the borrower. The proceeds were used to prepay part of the existing US\$1,000 term loan facility and US\$800 loan.

Unamortized debt issue costs amounted to P128 and P201 as at December 31, 2021 and 2020, respectively.

ddd. The amount represents the drawdown of US\$600 and US\$400 by Petron on June 28, 2017 and October 10, 2017, respectively, from its US\$1,000 term loan facility, which was signed and executed on June 16, 2017. The loan is subject to a floating interest rate plus spread and is amortized over five years with a two-year grace period. The proceeds were used to fully pay the outstanding loan balances.

Payments made amounted to US\$858 and US\$715 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P37 and P170 as at December 31, 2021 and 2020, respectively.

eee. The amount represents the drawdown by Petron on April 22, 2020 from its term loan facility amounting to JPY15,000 with various banks. The loan is amortized over five years and is subject to a floating interest rate based on JPY LIBOR plus a spread payable every 1, 3 or 6 months as selected by the borrower. The proceeds of the loan were used to partially prepay its US\$1,000 term loan facility.

Unamortized debt issue costs amounted to P91 and P142 as at December 31, 2021 and 2020, respectively.

fff. The amount represents the drawdown by SMC Global on April 12, 2021 from its term loan facility amounting to US\$50. The term of the loan is for three years and is subject to a floating interest rate based on LIBOR plus margin payable 1/3/6 months as selected by the borrower.

The proceeds were used to finance the capital expenditures of the Ilijan Natural Gas-fired Power Plant (including expansion projects related thereto); the liquid natural gas import, storage and distribution facilities; pre-operating and operating working capital requirements for Battery Energy Storage Systems (BESS) projects, and transaction-related fees, costs and expenses of the facility.

Unamortized debt issue costs amounted to P46 as at December 31, 2021.

ggg. The amount represents the drawdown by SMYA on July 31, 2019 amounting to AU\$80 from AU\$100 syndicated facility agreement entered into by SMYA on July 23, 2019. The loan is amortized over five years and is subject to interest based on BBSY rate plus margin. Proceeds of the loan were used to refinance maturing short-term obligations and general corporate purposes.

Payments made amounted to AU\$13 and AU\$3 as at December 31, 2021 and 2020, respectively.

Unamortized debt issue costs amounted to P24 and P36 as at December 31, 2021 and 2020, respectively.

hhh. The amount represents the loan drawn by SMYA on February 25, 2021 amounting to AU\$5. The loan is amortized over five years and is subject to interest based on BBSY rate plus margin. Proceeds of the loan were used to refinance maturing short-term obligations and general corporate purposes.

Payments made amounted to AU\$1 as at December 31, 2021.

- iii. The amount represents total outstanding loans drawn in various tranches by INSA Alliance Sdn. Bhd., a subsidiary of SMYPIL, in 2015 to 2017 with various local banks, to finance working capital requirements. The loans are divided into fixed interest tranche and floating interest tranche based on COF plus margin. The loans under fixed interest tranche were prepaid on March 11, 2019. The loans under floating interest tranche have various maturities with the earliest one due on July 31, 2021 and the last one due on October 31, 2027.

The loan was fully paid as at December 31, 2021.

The gross amount of long-term debt payable to BOC amounted to P11,823 and P9,653 as at December 31, 2021 and 2020, respectively (Note 33).

The debt agreements contain, among others, covenants relating to merger and consolidation, negative pledge, maintenance of certain financial ratios, working capital requirements, restrictions on loans and guarantees, disposal of a substantial portion of assets, significant changes in the ownership or control of subsidiaries, payments of dividends and redemption of capital stock.

The Group is in compliance with the covenants of the debt agreements or obtained the necessary waivers as at December 31, 2021 and 2020.

Long-term debt includes syndicated project finance loans amounting to P148,811 and P144,608 as at December 31, 2021 and 2020, respectively, which were secured by certain property, plant and equipment and other intangible assets (Notes 13 and 17).

The movements in debt issue costs are as follows:

	Note	2021	2020
Balance at beginning of year		P8,249	P7,345
Additions	18	2,746	3,308
Amortization	30	(2,630)	(2,282)
Reclassification, capitalized and others		146	(122)
Balance at end of year		P8,511	P8,249

Repayment Schedule

The annual maturities of long-term debt are as follows:

Year	Gross Amount	Debt Issue Costs	Net
2022	P89,610	P753	P88,857
2023	179,259	1,607	177,652
2024	212,083	2,789	209,294
2025	58,333	547	57,786
2026 and thereafter	283,191	2,815	280,376
Total	P822,476	P8,511	P813,965

Contractual terms of the Group's interest-bearing loans and borrowings and exposure to interest rate, foreign currency and liquidity risks are discussed in Note 39.

22. Other Noncurrent Liabilities

Other noncurrent liabilities consist of:

	Note	2021	2020
Retirement liabilities - noncurrent	5, 35	P6,843	P6,734
Retention payable - noncurrent		5,510	3,243
ARO	4	3,648	3,735
IRO	4	772	730
Derivative liabilities - noncurrent	4, 39, 40	745	2,167
Cylinder deposits		687	617
Cash bonds		450	947
Concession liabilities		88	91
Obligation to ROP - service concession agreement	4, 34	58	66
Amounts owed to related parties	33	53	7,277
MRO	4, 5	47	46
Others		1,058	648
	39, 40	P19,959	P26,301

“Others” include customers’ deposits, deferred rent income and liability to contractor and supplier.

23. Income Taxes

The components of income tax expense are shown below:

	2021	2020	2019
Current	P14,258	P15,540	P22,691
Deferred	3,535	(9)	5,822
	P17,793	P15,531	P28,513

The movements of deferred tax assets and liabilities are accounted for as follows:

2021	Balance at January 1	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Others	Balance at December 31
Allowance for impairment losses on trade and other receivables and inventory	P4,742	(P1,992)	P -	P2	P2,752
MCIT	1,137	(92)	-	-	1,045
NOLCO	10,852	(2,478)	-	-	8,374
Undistributed net earnings of foreign subsidiaries	(962)	116	-	-	(846)
Leases	(17,104)	(2,278)	-	338	(19,044)
Unrealized intercompany charges and others	(5,468)	3,189	(1,198)	(405)	(3,882)
	(P6,803)	(P3,535)	(P1,198)	(P65)	(P11,601)

2020	Balance at January 1	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Others	Balance at December 31
Allowance for impairment losses on trade and other receivables and inventory	P4,615	P145	P -	(P18)	P4,742
MCIT	876	261	-	-	1,137
NOLCO	1,750	9,102	-	-	10,852
Undistributed net earnings of foreign subsidiaries	(1,040)	(64)	37	105	(962)
Leases	(11,233)	(5,860)	-	(11)	(17,104)
Unrealized intercompany charges and others	(2,181)	(3,575)	93	195	(5,468)
	(P7,213)	P9	P130	P271	(P6,803)

The above amounts are reported in the consolidated statements of financial position as follows:

	Note	2021	2020
Deferred tax assets	4	P17,141	P20,946
Deferred tax liabilities		(28,472)	(27,749)
		(P11,331)	(P6,803)

As at December 31, 2021, the NOLCO of the Group, which are presented as part of “Deferred tax assets” account in the consolidated statements of financial position, that can be claimed as deduction from future taxable income are as follows:

Year Incurred/Paid	Carryforward Benefits Up To	NOLCO
2019	December 31, 2022	P308
2020	December 31, 2025	4
2021	December 31, 2026	33,184
		P33,496

As at December 31, 2021, the MCIT of the Group, which are presented as part of “Deferred tax assets” account in the consolidated statements of financial position, that can be claimed as deduction from corporate income tax due are as follows:

Year Incurred/Paid	Carryforward Benefits Up To	MCIT
2019	December 31, 2022	P4
2020	December 31, 2023	88
2021	December 31, 2024	953
		P1,045

As at December 31, 2021, deferred tax assets in respect of NOLCO and others amounting to P9,009 has not been recognized because it is not probable that future taxable profit will be available against which the Group can utilize the benefits therefrom.

On September 30, 2020, the BIR issued Revenue Regulation (RR) No. 25-2020 to implement Section 4 (bbbb) of Republic Act (RA) No. 11494, otherwise known as the Bayanihan to Recover as One Act, relative to NOLCO which provides that the net operating loss of a business or enterprise for taxable years 2020 and 2021 shall be carried over as a deduction from gross income for the next five consecutive taxable years immediately following the year of such loss.

The net operating loss for the said taxable years may be carried over as a deduction even after the expiration of RA No. 11494, provided that the same is claimed within the next five consecutive taxable years following the year such loss was incurred.

The reconciliation between the statutory income tax rate on income before income tax and the Group's effective income tax rate is as follows:

	2021	2020	2019
Statutory income tax rate	25.00%	30.00%	30.00%
Increase (decrease) in income tax rate resulting from:			
Impact of change in tax rate	(5.47%)	-	-
Interest income subject to final tax	(1.36%)	(4.96%)	(4.15%)
Equity in net earnings of associates and joint ventures	(0.39%)	(0.33%)	(0.04%)
Loss (gain) on sale of investments subject to final or capital gains tax	(0.06%)	0.39%	0.09%
Others, mainly income subject to different tax rates - net	9.26%	16.42%	11.09%
Effective income tax rate	26.98%	41.52%	36.99%

Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act

The CREATE Act, which seeks to reduce the corporate income tax rates and to rationalize the current fiscal incentives by making it time-bound, targeted and performance-based, was passed into law on March 26, 2021 and took effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or on April 11, 2021.

Key provisions of the CREATE Act which have an impact on the Group are: (i) reduction of Regular Corporate Income Tax (RCIT) rate from 30% to 25% for domestic and resident foreign corporations effective July 1, 2020; (ii) reduction of MCIT rate from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023; and (iii) repeal of the imposition of improperly accumulated earnings tax. Accordingly, current and deferred taxes as at and for the year ended December 31, 2021 were computed and measured using the applicable income tax rates as at December 31, 2021 (i.e., 25% RCIT, 1% MCIT) for financial reporting purposes.

The impact on the consolidated financial statements of the Group based on balances as at and for the year ended December 31, 2020, which was taken up upon the effectivity of the CREATE Law are as follows:

	Increase (Decrease)
ASSETS	
Prepaid expenses and other current assets	P407
Investments and advances - net	9
Deferred tax assets	(2,075)
	(P1,659)
LIABILITIES	
Income and other taxes payable	(P881)
Deferred tax liabilities	(3,877)
	(4,758)
EQUITY	
Equity reserves	(329)
Retained earnings	3,342
Non-controlling interests	86
	3,099
TOTAL LIABILITIES AND EQUITY	(P1,659)
INCOME BEFORE INCOME TAX	
Equity in net earnings of associates and joint ventures	P9
INCOME TAX EXPENSE	
Current	(1,288)
Deferred	(2,319)
	(3,607)
NET INCOME	P3,616
Attributable to:	
Equity holders of the Parent Company	P3,342
Non-controlling interests	274
	P3,616

24. Equity

a. Amendments to the Articles of Incorporation

On July 23, 2009, during the annual stockholders' meeting of the Parent Company, the stockholders approved the amendments to the Articles of Incorporation for the declassification of the common shares of the Parent Company. The authorized capital stock of the Parent Company amounting to P22,500 was divided into 2,034,000,000 Class "A" common shares, 1,356,000,000 Class "B" common shares with a par value of P5.00 per share and 1,110,000,000 Series "1" preferred shares with a par value of P5.00 per share, and defined the terms and features of the Series "1" preferred shares. The SEC approved the amendments to the Amended Articles of Incorporation of the Parent Company on August 20, 2009.

During the April 18, 2012 and June 14, 2012 meetings of the BOD and stockholders of the Parent Company, respectively, the BOD and stockholders approved the amendments to the Articles of Incorporation of the Parent Company, to increase the authorized capital stock of the Parent Company from P22,500 to P30,000 as follows: (a) the increase in the number of the common shares from 3,390,000,000 common shares to 3,790,000,000, or an increase of 400,000,000 common shares; and (b) the creation and issuance of 1,100,000,000 Series “2” preferred shares with a par value of P5.00 per share.

On September 21, 2012, the SEC approved the amendment to the Articles of Incorporation of the Parent Company to increase the authorized capital stock, and consequently creating the Series “2” preferred shares.

On June 9, 2015, during the annual stockholders meeting of the Parent Company, the stockholders approved the amendment to Article VII of the Amended Articles of Incorporation of the Parent Company to reclassify 810,000,000 Series “1” preferred shares to Series “2” preferred shares, consisting of 691,099,686 Series “1” preferred treasury shares to Series “2” preferred treasury shares and 118,900,314 Series “1” preferred unissued shares to Series “2” preferred unissued shares. With the approved reclassification, the resulting distribution of the preferred shares of the Parent Company was 300,000,000 for Series “1” preferred shares and 1,910,000,000 for Series “2” preferred shares. The stockholders also approved the issuance of the Series “2” preferred shares subject to the passage of Enabling Resolutions containing the details of the terms and conditions of the issuance.

The amendment to Article VII of the Amended Articles of Incorporation of the Parent Company to reclassify 810,000,000 Series “1” preferred shares to Series “2” preferred shares was approved by the SEC on July 14, 2015.

b. Capital Stock

Common Shares

On July 27, 2010, the BOD of the Parent Company approved the offer to issue approximately 1,000,000,000 common shares (from the unissued capital stock and treasury shares) at a price of not less than P75.00 per share.

Effective August 26, 2010, all Class “A” common shares and Class “B” common shares of the Parent Company were declassified and are considered as common shares without distinction, as approved by the SEC. Both are available to foreign investors, subject to the foreign ownership limit.

The Parent Company has a total of 33,828 and 34,013 common stockholders as at December 31, 2021 and 2020 respectively.

The number of issued and outstanding shares of common stock are as follows:

	2021	2020	2019
Issued shares	3,288,649,125	3,288,649,125	3,288,649,125
Less treasury shares	904,752,537	904,752,537	904,752,537
Issued and outstanding shares	2,383,896,588	2,383,896,588	2,383,896,588

Preferred Shares

i. Series “1” Preferred Shares

Series “1” preferred shares have a par value of P5.00 per share and are entitled to receive cash dividends upon declaration by and at the sole option of the BOD of the Parent Company at a fixed rate of 8% per annum calculated in respect of each Series “1” preferred share by reference to the Issue Price thereof in respect of each dividend period.

Series “1” preferred shares are non-voting except as provided for under the Corporation Code. The Series “1” preferred shares are redeemable in whole or in part, at the sole option of the Parent Company, at the end of three years from the issue date at P75.00 plus any accumulated and unpaid cash dividends.

All shares rank equally with regard to the residual assets of the Parent Company, except that holders of preferred shares participate only to the extent of the issue price of the shares plus any accumulated and unpaid cash dividends.

On July 23, 2009, the stockholders of the Parent Company approved the Offer by the Parent Company to exchange existing common shares of up to approximately 35% of the issued and outstanding capital stock of the Parent Company with Series “1” preferred shares. The exchange ratio was one common share for one Series “1” preferred share and the qualified shareholders of record as at July 2, 2009, were vested with the right to participate on the exchange.

On October 5, 2009, the Parent Company completed the exchange of 476,296,752 Class “A” common shares and 396,876,601 Class “B” common shares for Series “1” preferred shares.

On October 15, 2009, the BOD of the Parent Company approved the issuance, through private placement, of up to 226,800,000 Series “1” preferred shares.

On December 22, 2009, the Parent Company issued 97,333,000 Series “1” preferred shares to qualified buyers and by way of private placement to not more than 19 non-qualified buyers at the issue price of P75.00 per Series “1” preferred share.

On December 8, 2010 and October 3, 2011, the Parent Company listed 873,173,353 and 97,333,000 Series “1” preferred shares worth P65,488 and P7,300, respectively.

On August 13, 2012, the BOD of the Parent Company approved the redemption of Series “1” preferred shares at a redemption price of P75.00 per share.

On October 5, 2012, 970,506,353 Series “1” preferred shares were reverted to treasury.

On April 14, 2015, the Parent Company reissued 279,406,667 Series “1” preferred shares held in treasury in the name of certain subscribers at P75.00 per share. The Series “1” preferred shares became tradable at the PSE beginning June 10, 2015.

On March 12, 2020, the BOD of the Parent Company approved the redemption of Series "1" preferred shares at a redemption price of P75.00 per share.

On April 14, 2020, 279,406,667 Series "1" preferred shares were reverted to treasury.

The Parent Company has 279,406,667 Series "1" preferred shares held in treasury as at December 31, 2021 and 2020.

The Parent Company has no outstanding Series "1" preferred shares as at December 31, 2021 and 2020.

ii. Series "2" Preferred Shares

Subseries 2-A, Subseries 2-B and Subseries 2-C

In September 2012, the Parent Company issued 1,067,000,000 Series "2" preferred shares at the issue price of P75.00 per share. The said Series "2" preferred shares worth P80,025 were listed at the PSE on September 28, 2012. The SEC approved the registration and issued a permit to sell on August 10, 2012.

The Series "2" preferred shares were issued in three subseries (Subseries "2-A", Subseries "2-B" and Subseries "2-C") and are peso-denominated, perpetual, cumulative, non-participating and non-voting.

The Parent Company has the redemption option starting on the third, fifth and seventh year and every dividend payment thereafter, with a "step-up" rate effective on the 5th, 7th and 10th year, respectively, if the shares are not redeemed. Dividend rates are 7.500%, 7.625%, and 8.000% per annum for Subseries "2-A", Subseries "2-B" and Subseries "2-C" preferred shares, respectively.

On September 21, 2015, the Parent Company redeemed its 721,012,400 Series "2" preferred shares - Subseries "2-A" at a redemption price of P75.00 per share plus any unpaid cash dividends. The Parent Company paid P54,076 to the holders of Subseries "2-A" preferred shares. The redemption was approved by the BOD of the Parent Company on August 20, 2015.

On September 23, 2019, the Parent Company redeemed its 90,428,200 Series "2" preferred shares - Subseries "2-B" at a redemption price of P75.00 per share. The Parent Company paid P6,782 to the holders of Subseries "2-B" preferred shares. The redemption was approved by the BOD of the Parent Company on September 12, 2019.

On September 21, 2021, the Parent Company redeemed its outstanding 255,559,400 Series "2" preferred shares - Subseries "2-C" at a redemption price of P75.00 per share. The Parent Company paid P19,167 to the holders of Subseries "2-C" preferred shares. The redemption was approved by the BOD of the Parent Company on August 5, 2021.

Subseries 2-D, Subseries 2-E and Subseries 2-F

On September 21, 2015, the Parent Company issued and listed at the PSE 446,667,000 Series "2" preferred shares held in treasury in three subseries (Subseries "2-D", Subseries "2-E" and Subseries "2-F") and are peso-denominated, perpetual, cumulative, non-participating and non-voting. Dividend rates are 5.9431%, 6.3255% and 6.8072% per annum for Subseries "2-D", Subseries "2-E" and Subseries "2-F" preferred shares, respectively. The SEC approved the registration and issued a permit to sell on August 6, 2015.

On September 21, 2020, the Parent Company redeemed its 89,333,400 Series "2" preferred shares - Subseries "2-D" at a redemption price of P75.00 per share plus any unpaid cash dividends. The Parent Company paid P6,700 to the holders of Subseries "2-D" preferred shares. The redemption was approved by the BOD of the Parent Company on August 6, 2020.

On September 21, 2021, the Parent Company redeemed its 134,000,100 Series "2" preferred shares - Subseries "2-E" at a redemption price of P75.00 per share plus any unpaid cash dividends. The Parent Company paid P10,050 to the holders of Subseries "2-E" preferred shares. The redemption was approved by the BOD of the Parent Company on August 5, 2021.

Subseries 2-G, Subseries 2-H and Subseries 2-I

On February 24, 2016, the BOD of PSE approved the listing application of the Parent Company of up to 975,571,800 shares of Series "2" preferred shares under shelf registration (the Shelf Registered Shares) and the offering of up to 400,000,000 shares of Series "2" preferred shares (the First Tranche) with a par value of P5.00 per share and an offer price of P75.00 per share. The SEC approved the Shelf Registered Shares and issued a permit to sell on March 8, 2016.

The Parent Company offered the "First Tranche" of up to: (i) 280,000,000 shares of Series "2" preferred shares consisting of Subseries "2-G", Subseries "2-H" and Subseries "2-I" and (ii) 120,000,000 shares of Series "2" preferred shares to cover the oversubscription option. The First Tranche was re-issued and offered from the Series "2" preferred shares Subseries held in treasury. The First Tranche was issued on March 30, 2016 which was also the listing date of the Shelf Registered Shares.

Dividend rates are 6.5793%, 6.3222% and 6.3355% per annum for Subseries "2-G", Subseries "2-H" and Subseries "2-I" preferred shares, respectively.

Following the completion of the Parent Company's follow-on offering of 280,000,000 Series "2" preferred shares, with an oversubscription option of 120,000,000 Series "2" preferred shares, the Parent Company re-issued the Series "2" preferred shares held in treasury, as follows: (i) 244,432,686 Series "2" preferred shares; and (ii) 155,567,314 Subseries "2-A" preferred shares (collectively, the "Offer Shares"). The Series "2" preferred shares were Series "1" preferred shares held in treasury that were reclassified to Series "2" preferred shares on June 9, 2015.

The remaining 575,571,800 Shelf Registered Shares will no longer be issued due to the expiration of the shelf registration, which is a period of three years from the date of approval.

On March 30, 2021, the Parent Company redeemed its 66,666,600 Series “2” preferred shares - Subseries “2-G” at a redemption price of P75.00 per share plus any unpaid cash dividends. The Parent Company paid P5,000 to the holders of Subseries “2-G” preferred shares. The redemption was approved by the BOD of the Parent Company on March 11, 2021.

Subseries 2-J and Subseries 2-K

On September 30, 2020, the BOD of PSE approved the listing application of the Parent Company of up to 533,333,334 Series “2” preferred shares under shelf registration (the Shelf Registered Shares) and the offering of up to 266,666,667 Series “2” preferred shares (the First Tranche) with a par value of P5.00 per share and an offer price of P75.00 per share. The SEC approved and rendered effective the shelf registration of the Shelf Registered Shares on October 9, 2020 and issued a permit to sell the First Tranche on the same date.

The Parent Company offered the First Tranche consisting of: (i) 133,333,400 Subseries “2-J” preferred shares; and (ii) an Oversubscription Option of up to 133,333,267 Subseries “2-J” preferred shares at an offer price of P75.00 per share. The First Tranche consisting of 266,666,667 Subseries “2-J” Preferred Shares was issued on October 29, 2020, which was also the date when the First Tranche was listed on the PSE.

The Parent Company offered a Second Tranche of the Shelf Registered Shares, consisting of (i) 133,333,400 Subseries “2-K” preferred shares; and (ii) an Oversubscription Option of up to 133,333,267 Subseries “2-K” preferred shares at an offer price of P75.00 per share. The Second Tranche consisting of 183,904,900 Subseries “2-K” was issued and listed at the PSE on December 10, 2020.

The First and Second Tranche were re-issued and offered from the Subseries “2-A” preferred shares held in treasury.

Dividend rates are 4.75% and 4.50% per annum for Subseries “2-J” and Subseries “2-K” preferred shares, respectively.

The Parent Company has 750,861,219 and 294,635,119 Series “2” preferred shares held in treasury as at December 31, 2021 and 2020, respectively.

The Parent Company has 1,007,238,467 and 1,463,464,567 outstanding Series “2” preferred shares as at December 31, 2021 and 2020, respectively.

The Parent Company has a total of 366 and 910 preferred stockholders as at December 31, 2021 and 2020, respectively.

c. Treasury Shares

Treasury shares consist of:

	2021	2020	2019
Common	P67,093	P67,093	P67,093
Preferred	77,270	43,053	49,190
	P144,363	P110,146	P116,283

Common Shares

The Parent Company has 904,752,537 common shares held in treasury as at December 31, 2021, 2020 and 2019.

1. In the Entry of Judgment received on January 27, 2015, the Supreme Court entered in the Book of Entries of Judgments the Resolution of September 4, 2012 in G.R. Nos. 177857-58 and 178193 wherein the Supreme Court clarified that the 753,848,312 SMC Series "1" preferred shares of the CIIF companies converted from the CIIF block of SMC shares, with all the dividend earnings as well as all increments arising therefrom shall now be the subject matter of the January 29, 2012 Decision and declared owned by the Government and used only for the benefit of all coconut farmers and for the development of the coconut industry. Thus, the fallo of the Decision dated January 24, 2012 was accordingly modified.

On October 5, 2016, the Supreme Court of the Philippines in G.R. Nos. 177857-58 and 178193 issued a Judgment denying the "Manifestation and Omnibus Motion" filed by the Presidential Commission on Good Government to amend the Resolution Promulgated on September 4, 2012 to Include the "Treasury Shares" Which are Part and Parcel of the 33,133,266 Coconut Industry Investment Fund (CIIF) Block of San Miguel Corporation (SMC) Shares of 1983 Decreed by the Sandiganbayan, and Sustained by the Honorable Court, as Owned by the Government. The denial of the motion is without prejudice to the right of the Republic of the Philippines to file the appropriate action or proceeding to determine the legal right of the Parent Company to the 25,450,000 treasury shares of the Parent Company. On November 29, 2016, the Supreme Court denied with finality the motion for reconsideration of the Republic of the Philippines. To date, no such further action or proceeding has been filed by the ROP relating to the 25,450,000 Treasury Shares of the Parent Company.

2. In 2009, 873,173,353 common shares reverted to treasury were acquired through the exchange of common shares to preferred shares, on a one-for-one basis, at P75.00 per share amounting to P65,488.
3. On May 5, 2011, the Parent Company completed the secondary offering of its common shares. The offer consists of 110,320,000 shares of stock of the Parent Company consisting of 27,580,000 common shares from the treasury shares of the Parent Company and 82,740,000 SMC common shares held by Top Frontier, priced at P110.00 per share.
4. Also on May 5, 2011, US\$600 worth of exchangeable bonds of the Parent Company sold to overseas investors were simultaneously listed at the SGX-ST. The exchangeable bonds have a maturity of three years, a coupon of 2% per annum and a conversion premium of 25% of the offer price. The exchangeable bonds are exchangeable for common shares to be re-issued from the treasury shares of the Parent Company. The initial exchange price for the exchange of the exchangeable bonds into common shares is P137.50 per share.

On December 5, 2011, 765,451 common shares were delivered to the bondholders of the Parent Company's exchangeable bonds who exercised their exchange rights under the terms and conditions of the bonds at an exchange price of P113.24 per share. Subsequently on December 8, 2011 and February 10 and 16, 2012, the delivered common shares of stock of the Parent Company were transacted and crossed at the PSE via a special block sale in relation to the issuance of common shares pursuant to the US\$600 exchangeable bonds of the Parent Company.

In 2014, 2013 and 2012, additional 1,077,573, 6,540,959 and 1,410,604 common shares, respectively, were delivered to the bondholders of the Parent Company's exchangeable bonds who exercised their exchange rights under the terms and conditions of the bonds at exchange prices ranging from P80.44 to P113.24 per share. The additional common shares of stock of the Parent Company were transacted and crossed at the PSE on various dates via special block sales.

A total of 9,794,587 common shares were issued to the bondholders of the Parent Company's exchangeable bonds as at December 31, 2014.

5. In 2014 and 2013, 68,150 common shares and 3,410,250 common shares, respectively, under the Parent Company's Employee Stock Purchase Plan (ESPP) were cancelled and held in treasury shares.

In 2016, the Parent Company discontinued the ESPP.

d. Capital Securities

Senior Perpetual Capital Securities

On December 5, 2019, the BOD approved the establishment of a medium term note programme amounting to US\$3,000 (the "Programme"), and the issuance of US\$500 perpetual securities out of the Programme. The Programme and the initial issuance of perpetual securities were both registered at the SGX-ST.

The Programme will be available for a medium term and will allow the Parent Company to tap the financial market for funding through the issuance of securities, including but not limited to corporate notes, bonds, and perpetual securities and other similar instruments at different currencies (other than Philippine peso). The establishment of the Programme will give the Parent Company ready access to funding and will give the Parent Company the flexibility to fund its contemplated investments and projects such as the MRT 7 construction, the Manila International Airport, as well as the refinancing of its existing obligations and for other general corporate purposes. All instruments and securities that will be issued out of the Programme shall be exempt securities and shall not be required to be registered with the PSE.

On July 29, 2020, the Parent Company issued US\$500 SPCS at an issue price of 100%, with an initial rate of distribution of 5.5% per annum, payable every January 29 and July 29 of each year. The securities were issued under the Parent Company's US\$3,000 Medium Term Note and Securities Programme. The net proceeds were used to finance investments and various projects, to refinance existing obligations and for general corporate purposes.

Redeemable Perpetual Securities

On various dates in June and July 2020, the Parent Company issued a total of P14,810 RPS at an issue price of 100%, with an initial rate of distribution rate of 5% per annum.

On September 29 and October 19, 2020, the Parent Company purchased and cancelled a total of P10,810 RPS, pursuant to the agreement with the holders of the said RPS who accepted the offer by the Parent Company to purchase the RPS. As a result of the purchase, the RPS were cancelled in accordance with the terms and conditions of the purchase agreement between the parties.

The outstanding P4,000 RPS issued to a related party, with initial rate of distribution of 5% per annum, is payable every January 1, April 1, July 1 and October 1 of each year.

On August 4, 2020, the Parent Company issued US\$100 RPS to a related party at an issue price of 100%, with an initial rate of distribution of 2.5% per annum, payable every February 5, May 5, August 5 and November 5 of each year.

The RPS are capital securities with no fixed redemption date. The security holders have the right to receive distribution payable quarterly in arrears. The Parent Company has the right to defer this distribution under certain conditions.

The net proceeds of RPS were used by the Parent Company for general corporate purposes.

The amount of RPS presented in the consolidated financial statements is net of the US\$100 RPS issued to a related party.

e. Unappropriated Retained Earnings

The unappropriated retained earnings of the Parent Company is restricted in the amount of P67,093 in 2021, 2020 and 2019, representing the cost of common shares held in treasury.

The unappropriated retained earnings of the Group includes the accumulated earnings in subsidiaries and equity in net earnings of associates and joint ventures not available for declaration as dividends until declared by the respective investees.

f. Appropriated Retained Earnings

The BOD of certain subsidiaries approved additional appropriations amounting to P29,112, P16,620 and P13,109 in 2021, 2020 and 2019, respectively, to finance future capital expenditure projects. Reversal of appropriations amounted to P22,637, P10,359 and P29,436 in 2021, 2020 and 2019, respectively.

g. Non-controlling interests

Non-controlling interests consist of:

	2021	2020
Capital securities of subsidiaries	P220,464	P172,389
Share in the net assets of subsidiaries	104,534	95,346
Preferred shares of subsidiaries	29,611	32,489
	P354,609	P300,224

The following are the developments relating to the capital securities and preferred shares of subsidiaries:

Energy

▪ SMC Global

a) Issuance of SPCS

SMC Global issued and listed at the SGX-ST the following SPCS:

Date of Issuance	Initial Rate of Distribution Per Annum	Issue Price	Amount in US Dollar	Amount in Philippine Peso
April 25, 2019	6.50%	100.000%	US\$500	P25,610
July 3, 2019	6.50%	102.052%	300	15,440
November 5, 2019	5.95%	100.000%	500	24,837
January 21, 2020	5.70%	100.000%	600	30,171
October 21, 2020	7.00%	100.000%	400	19,141
December 15, 2020	7.00%	102.457%	350	17,000
June 9, 2021	5.45%	100.000%	600	28,200
September 15, 2021	5.45%	100.125%	150	7,368
			US\$3,400	P167,767

The holders of the SPCS have conferred a right to receive distributions on a semi-annual basis from their issuance dates at the initial rate of distribution, subject to the step-up rate. SMC Global has a right to defer this distribution under certain conditions.

The SPCS constitute direct, unconditional, unsecured and unsubordinated obligations of SMC Global with no fixed redemption date. The SPCS are redeemable in whole, but not in part, at the option of SMC Global, on step-up date or any distribution payment date thereafter or upon the occurrence of certain other events at the principal amounts of the SPCS plus any accrued, unpaid or deferred distribution.

The net proceeds from the issuance of SPCS in 2019 were used for the redemption of the US\$300 USCS in November 2019, repayment of indebtedness, capital expenditures and investments in power-related assets, the development of the BESS projects and general corporate purposes.

The net proceeds in 2020 were used for the funding requirements of the development and completion of the BESS projects, capital expenditures and investments in liquefied natural gas facilities and related assets, refinancing or redemption of existing or expiring commitments whether debt or perpetual securities and general corporate purposes.

The net proceeds in 2021 will be used primarily for investments in the 1,313.1 MW Batangas Combined Cycle Power Plant and related assets or for general corporate purposes.

b) Redemption of USCS

On February 26, 2021, SMC Global completed the redemption of its US\$300 USCS issued on August 26, 2015 pursuant to the terms and conditions of the securities. The redemption price includes the principal amount and any accrued but unpaid distributions up to (but excluding) the step-up date.

The difference between the settlement amount and the carrying amount of the USCS amounting to P758 was recognized as part of the "Equity reserves" account in the consolidated statement of financial position as at December 31, 2021.

The US\$300 USCS were redeemed using in part the proceeds of the US\$350 SPCS issued on December 15, 2020.

Fuel and Oil

▪ Petron

a) Issuance of SPCS

On April 19, 2021, Petron issued US\$550 SPCS at an issue price of 100%, with an initial distribution rate of 5.95% per annum. The securities were listed at the SGX-ST on April 20, 2021. The net proceeds were used for the repayment of its indebtedness and for general corporate purposes.

b) Redemption of Series 2B Preferred Shares

On November 3, 2021, Petron redeemed its 2,877,680 Series 2B Preferred Shares issued on November 3, 2014 at a redemption price of P1,000.00 per share. The redemption was approved by the BOD of Petron on March 9, 2021.

Food and Beverage

▪ SMFB

On March 12, 2020, SMFB redeemed its 15,000,000 outstanding perpetual Series "2" Preferred Shares issued on March 12, 2015 at a redemption price of P1,000.00 per share or P15,000, plus any accumulated unpaid cash dividends. The redemption was approved by the BOD of SMFB on February 3, 2020.

Cement

▪ SMEII

On July 2, 2020, SMEII issued P1,500 RPS at an issue price of 100%, with an initial rate of distribution of 6%. The net proceeds were used for capital expenditures of the Cement business.

The RPS are capital securities with no fixed redemption date. The security holders have the right to receive distribution payable quarterly in arrears every July 2, October 2, January 2 and April 2 of each year. SMEII has the right to defer this distribution under certain conditions.

The details of material share in the net assets of subsidiaries are as follows:

	December 31, 2021		December 31, 2020	
	Petron	SMFB	Petron	SMFB
Percentage of non-controlling interests	31.74%	11.24%	31.74%	11.24%
Carrying amount of non-controlling interests	P14,247	P60,725	P13,066	P55,315
Net income (loss) attributable to non-controlling interests	P1,037	P13,848	(P4,666)	P11,036
Other comprehensive income (loss) attributable to non-controlling interests	P185	P899	(P685)	(P580)
Dividends paid to non-controlling interests	P42	P9,498	P397	P9,074

The following are the audited condensed financial information of subsidiaries with material non-controlling interests:

	December 31, 2021		December 31, 2020	
	Petron	SMFB	Petron	SMFB
Current assets	P188,035	P118,330	P132,294	P103,040
Noncurrent assets	219,385	179,294	217,431	173,242
Current liabilities	(190,052)	(79,262)	(149,069)	(84,309)
Noncurrent liabilities	(106,455)	(72,900)	(114,461)	(60,154)
Net Assets	P110,913	P145,462	P86,195	P131,819
Sales	P438,057	P309,778	P286,033	P279,290
Net income (loss)	P6,136	P31,417	(P11,413)	P22,401
Other comprehensive income (loss)	207	1,630	(1,689)	(998)
Total Comprehensive Income (Loss)	P6,343	P33,047	(P13,102)	P21,403
Cash flows provided by (used in) operating activities	(P10,668)	P40,769	P2,533	P42,553
Cash flows used in investing activities	(9,759)	(17,135)	(8,437)	(25,198)
Cash flows provided by (used in) financing activities	28,098	(19,518)	318	(16,184)
Effect of exchange rate changes on cash and cash equivalents	1,682	452	(1,579)	(609)
Net increase (decrease) in cash and cash equivalents	P9,353	P4,568	(P7,165)	P562

25. Sales

Sales consist of:

	<i>Note</i>	2021	2020	2019
Goods		P918,118	P708,144	P992,252
Services		23,075	17,653	28,250
	6, 33	P941,193	P725,797	P1,020,502

26. Cost of Sales

Cost of sales consist of:

	<i>Note</i>	2021	2020	2019
Inventories	9	P514,638	P367,125	P565,273
Taxes and licenses		90,305	82,647	95,775
Depreciation and amortization	28	33,548	30,857	32,807
Power purchases	34	25,304	12,918	21,435
Energy fees	34	17,762	20,365	26,417
Contracted services		15,144	15,119	16,032
Fuel and oil		12,671	8,367	15,508
Personnel	29	10,049	9,453	10,093
Freight, trucking and handling		7,096	9,260	12,003
Tolling fees	34	6,816	7,493	8,959
Communications, light and water		6,257	5,182	6,773
Repairs and maintenance		5,017	5,101	4,643
Rent		596	419	566
Others	9, 34	847	2,143	2,531
		P746,050	P576,449	P818,815

27. Selling and Administrative Expenses

Selling and administrative expenses consist of:

	2021	2020	2019
Selling	P34,285	P34,047	P42,025
Administrative	43,706	43,825	43,947
	P77,991	P77,872	P85,972

Selling expenses consist of:

	Note	2021	2020	2019
Freight, trucking and handling		P9,387	P8,931	P11,164
Personnel	29	8,218	8,727	10,022
Advertising and promotions		5,586	5,375	9,682
Depreciation and amortization	28	3,769	4,098	4,050
Rent		1,633	1,878	1,819
Repairs and maintenance		1,534	1,278	1,505
Taxes and licenses		836	838	841
Supplies		740	557	575
Professional fees		540	518	659
Communications, light and water		485	420	464
Others		1,557	1,427	1,244
		P34,285	P34,047	P42,025

Administrative expenses consist of:

	Note	2021	2020	2019
Personnel	29	P23,660	P21,094	P21,788
Depreciation and amortization	28	6,731	6,389	6,204
Taxes and licenses		3,488	3,569	3,567
Professional fees		2,451	2,331	2,278
Repairs and maintenance		1,576	1,686	2,079
Communications, light and water		957	802	1,066
Supplies		934	903	772
Rent		831	1,154	1,077
Impairment loss	8, 9, 18	283	1,785	1,044
Research and development		38	50	152
Others	34	2,757	4,062	3,920
		P43,706	P43,825	P43,947

“Others” consist of entertainment and amusement, gas and oil, and other administrative expenses.

28. Depreciation and Amortization

Depreciation and amortization are distributed as follows:

	<i>Note</i>	2021	2020	2019
Cost of sales:				
Property, plant and equipment	13	P18,800	P16,512	P19,042
Other intangible assets	17	5,963	4,778	4,610
Right-of-use assets	14	5,571	5,596	5,434
Biological assets				
and others	15, 16, 18	3,214	3,971	3,721
	26	33,548	30,857	32,807
Selling and administrative expenses:				
Property, plant and equipment	13	5,106	5,188	4,619
Right-of-use assets	14	953	1,098	1,255
Investment property, deferred containers and others	15, 17, 18	4,441	4,201	4,380
	27	10,500	10,487	10,254
		P44,048	P41,344	P43,061

“Others” include amortization of investment property and catalyst in cost of sales and idle assets and computer software and licenses in selling and administrative expenses.

29. Personnel Expenses

Personnel expenses consist of:

	<i>Note</i>	2021	2020	2019
Salaries and wages		P23,026	P22,334	P22,222
Retirement costs - net	35	3,443	1,830	1,202
Other employee benefits		15,458	15,110	18,479
		P41,927	P39,274	P41,903

Personnel expenses are distributed as follows:

	<i>Note</i>	2021	2020	2019
Cost of sales	26	P10,049	P9,453	P10,093
Selling expenses	27	8,218	8,727	10,022
Administrative expenses	27	23,660	21,094	21,788
		P41,927	P39,274	P41,903

30. Interest Expense and Other Financing Charges

Interest expense and other financing charges consist of:

	Note	2021	2020	2019
Interest expense		P42,891	P46,730	P50,901
Other financing charges	21, 35	6,374	5,305	5,118
		P49,265	P52,035	P56,019

Amortization of debt issue costs included in "Other financing charges" amounted to P2,630, P2,282 and P1,968 in 2021, 2020 and 2019, respectively (Note 21).

Interest expense on loans payable, long-term debt and lease liabilities is as follows:

	Note	2021	2020	2019
Loans payable	19	P3,737	P7,144	P10,473
Long-term debt	21	33,097	32,121	31,694
Lease liabilities	14, 34	6,057	7,465	8,734
		P42,891	P46,730	P50,901

31. Interest Income

Interest income consists of:

	Note	2021	2020	2019
Interest from short-term investments, cash in banks and others	7, 12, 35	P3,291	P5,861	P10,287
Interest on amounts owed by related parties	33	300	321	388
		P3,591	P6,182	P10,675

32. Other Income (Charges)

Other income (charges) consists of:

	Note	2021	2020	2019
Construction revenue (a)	4, 17, 34	P29,769	P22,747	P25,386
PSALM monthly fees reduction		4,747	2,581	1,171
Dividend income	12	2,674	1,344	1,886
Miscellaneous gain (b)	5, 43	170	7,971	1,430
Reversal of (additional provision on) impairment (c)	8, 13, 17, 18	(449)	192	(1,573)
Gain (loss) on foreign exchange - net	39	(4,846)	5,444	5,422
Loss on derivatives - net	40	(9,427)	(5,007)	(3,308)
Construction costs (a)	4, 17, 34	(29,769)	(22,747)	(25,386)
Gain on fair valuation of investment	5, 11	-	894	727
Others - net (d)	34	398	(1,558)	1,093
		(P6,733)	P11,861	P6,848

- a. The construction revenue recognized in profit or loss approximates the construction costs recognized. When it is probable that the total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately.

Construction costs are recognized by reference to the stage of completion of the construction activity of toll road, airport, port, water and power concession rights as at reporting date.

- b. Miscellaneous gain consists of settlement received by the Group from third party contractors on account of damages arising from the latter's non-fulfillment of obligations under procurement-related contracts in 2020 (P3,826), income recognized by the Group from the Tax Credit Certificates (TCC) issued by the BIR in relation to the claims for refund filed for overpayment of excise taxes with the BIR for San Mig Light (Note 43) amounting to P170, P3,382 and P1,430 in 2021, 2020 and 2019, respectively, and the gain recognized from the consolidation of NCC in 2020 amounting to P763 (Note 5).
- c. *SMBB*. In 2019, the Group incurred losses in its North China operations due to fierce market competitions resulting in the decline in product demand compared to forecasted sales. These factors, among others, are indications that noncurrent assets of the Group's North China operations, comprising mainly of the production plant located in Baoding, Hebei Province and other intangible assets, may be impaired.

As discussed in Note 5, in March 2020, SMBIL and SMCIC, shareholders of SMBB, passed a resolution approving the dissolution of SMBB. SMBB has stopped operations and production activities from the date of the resolution and started liquidation.

Accordingly, the Group assessed the recoverable amounts of SMBB's assets and determined that the carrying amounts of the assets are higher than their recoverable amounts. Impairment losses were recognized to reduce carrying amounts to recoverable amounts of property, plant and equipment and deferred expenses amounting to P903 in 2019. There were no impairment losses or reversals of previously recognized impairment losses in 2021 and 2020.

As SMBB's assets have been reduced to their recoverable amounts, any adverse change in the assumptions used in the calculation of recoverable amounts would result in further impairment losses.

La Pacita Biscuit Operations. In September 2021, SMFB ceased the operation of La Pacita biscuit acquired in February 2015. Accordingly, SMFB assessed the recoverable value of the trademarks, formulations, recipes and other intangible properties relating to La Pacita biscuit and flour-based snack business. It was determined that the carrying amount of the asset was higher than the recoverable amount. Impairment loss amounting to P386 was recognized to reduce the carrying amount of trademark to recoverable amount (Note 17).

- d. "Others" consist of rent income, commission income, changes in fair value of financial assets at FVPL, gain on settlement of ARO, insurance claims, casualty loss, loss on retirement of breeding stocks and expenses of closed facilities. This also includes SMYPC's inventory loss from the fire incident at its plastic plant located in Pandacan, Manila in February 2020 (P312) and the portion of the Skyway Stage 3 Project of MMSS3 that was also damaged by the fire (P280), net of proceeds from insurance.

33. Related Party Disclosures

The Parent Company, certain subsidiaries and their shareholders, associates and joint ventures purchase products and services from one another in the normal course of business. The Parent Company requires approval of the BOD for related party transactions amounting to at least ten percent (10%) of the total consolidated assets based on its latest audited financial statements.

Amounts owed by/owed to related parties are collectible/will be settled in cash. An assessment is undertaken at each financial year by examining the financial position of the related party and the market in which the related party operates.

The following are the transactions with related parties and the outstanding balances as at December 31:

	Note	Year	Revenue from Related Parties	Purchases from Related Parties	Amounts Owed by Related Parties	Amounts Owed to Related Parties	Terms	Conditions
Ultimate Parent Company	8, 36	2021	P8	P -	P3,652	P551	On demand;	Unsecured;
		2020	7	-	3,439	551	non-interest bearing	no impairment
	18	2021	-	-	3,037	-	To be settled on the first anniversary of commercial operations of the Nonoc Project; interest bearing	Unsecured;
		2020	-	-	3,037	-	On demand;	no impairment
Retirement Plans	8, 35	2021	-	-	4,433	-	non-interest bearing	Unsecured;
		2020	-	-	4,249	-	On demand;	no impairment
	8, 31, 35	2021	289	-	4,371	-	interest bearing	Unsecured;
		2020	304	-	4,795	-	On demand;	no impairment
Associates	8, 18, 20, 31	2021	2,045	46	1,245	30	On demand; interest and non-interest bearing	Unsecured;
		2020	2,074	18	498	29	Less than 1 to 10 years; interest bearing	no impairment
	19, 21	2021	9	-	140	18,817	Less than 1 to 10 years; interest bearing	Unsecured and secured; no impairment
		2020	12	-	182	17,853	On demand;	Unsecured;
Joint Ventures	8, 18, 20	2021	321	1,681	81	177	non-interest bearing	no impairment
		2020	267	1,484	72	521	On demand;	Unsecured;
		2021	-	-	621	-	interest bearing	with impairment
		2020	-	-	621	-	Less than 1 to 10.5 years; interest bearing	Unsecured;
	31	2021	24	-	1,170	-	On demand;	no impairment
		2020	5	-	130	-	non-interest bearing	Unsecured;
Shareholders in Subsidiaries	8, 20	2021	79	1,757	123	2,454	On demand;	no impairment
		2020	60	470	117	2,249	On demand;	Unsecured;
Others	8, 10, 20, 22	2021	3,178	2,649	837	61	non-interest bearing	no impairment
		2020	1,748	2,574	542	16	More than 1 year; interest bearing	Unsecured;
		2020	-	-	-	7,277	On demand;	no impairment
Total		2021	P5,953	P6,133	P19,710	P22,090		
Total		2020	P4,477	P4,546	P17,682	P28,496		

1. Amounts owed by related parties consist of current and noncurrent receivable, advances to suppliers and deposits and share in expenses.
 - a) Amounts owed by related parties include interest bearing receivable from the Ultimate Parent Company related to the remaining balance of the consideration for the sale of Clariden Holdings, Inc. (Clariden) amounting to P2,312 and the assignment of certain receivables of the Ultimate Parent Company amounting to P725.
 - (i) *Amounts owed by the Ultimate Parent Company amounting to P2,312:* On September 27, 2019, SMC and Top Frontier agreed in writing that the second payment amounting to P1,099, plus 5.75% interest rate per annum of any portion thereof unpaid, and the final payment amounting to P1,213, plus 6.00% interest rate per annum of any portion thereof unpaid, shall be payable and the interest shall be accrued, on the first anniversary of commercial operations of the Nonoc Project or such extended date as may be mutually agreed by the parties in writing. As a result, no accrual of interest was made as at December 31, 2021 and 2020. The Nonoc Project is primarily focused in extracting nickel deposits in Nonoc Island, Surigao City, Surigao del Norte undertaken by Pacific Nickel Philippines, Inc., an indirect subsidiary of Clariden. These amounts are included as part of noncurrent receivables and deposits under "Other noncurrent assets - net" account in the consolidated statement of financial position as at December 31, 2021 and 2020 (Note 18).

- (ii) *Amounts owed by the Ultimate Parent Company amounting to P725:*
These amounts are subject to 5.75% interest rate per annum and will accrue upon commencement of commercial operations of the Nonoc Project. As a result, no accrual of interest was made as at December 31, 2021 and 2020. These amounts are included as part of noncurrent receivables and deposit under "Other noncurrent assets - net" account in the consolidated statements of financial position as at December 31, 2021 and 2020 (Note 18).
- b) The amounts owed by related parties include non-interest bearing receivable from joint ventures included as part of "Trade and other receivables - net" account in the consolidated statements of financial position. Allowance for impairment losses pertaining to these receivables amounted to P621 and P540 as at December 31, 2021 and 2020, respectively.
2. Amounts owed to related parties consist of trade payables, professional fees and leases. As at December 31, 2021 and 2020, amounts owed to a related party for the lease of office space presented as part of "Lease liabilities - current portion" and "Lease liabilities - net of current portion" amounted to P2 and P1 and P6 and P5, respectively. The amount owed to the Ultimate Parent Company pertains to dividends payable (Note 36).
3. The amounts owed to associates include interest bearing loans payable to BOC presented as part of "Loans payable" account amounting to P6,994 and P8,200 and "Long-term debt" account amounting to P11,823 and P9,653 in the consolidated statements of financial position as at December 31, 2021 and 2020, respectively (Notes 19 and 21).
- The amounts owed to associates include syndicated project finance loans amounting to P10,444 and P7,772 as at December 31, 2021 and 2020, respectively, which were secured by certain property, plant and equipment and other intangible assets (Notes 13 and 17).
4. Amounts owed to related parties under "Others" amounting to P7,277 were due in more than one year and subject to interest rate of 3% per annum as at December 31, 2020. The amount was fully paid in December 2021.
5. The compensation of key management personnel of the Group, by benefit type, follows:

	Note	2021	2020	2019
Short-term employee benefits		P436	P477	P689
Retirement cost	35	45	31	20
		P481	P508	P709

There were no known transactions with parties that fall outside the definition "related parties" under PAS 24, *Related Party Disclosures*, but with whom SMC or its related parties have a relationship that enables the parties to negotiate terms of material transactions that may not be available from other, more clearly independent parties on an arm's length basis.

34. Significant Agreements and Lease Commitments

Significant Agreements

- Energy
 - *IPPA Agreements*

As a result of the biddings conducted by PSALM for the Appointment of the IPP Administrator for the capacity of the following power plants, the Group was declared the winning bidder and act as IPP Administrator through the following appointed subsidiaries:

Subsidiary	Power Plant	Location
SMEC	Sual Coal - Fired Power Station (Sual Power Plant)	Sual, Pangasinan Province
SPDC	San Roque Hydroelectric Multi-purpose Power Plant (San Roque Power Plant)	San Roque, Pangasinan Province
SPPC	Ilijan Natural Gas - Fired Combined Cycle Power Plant (Ilijan Power Plant)	Ilijan, Batangas Province

The IPPA Agreements are with the conformity of National Power Corporation (NPC), a government-owned and controlled corporation created by virtue of RA No. 6395, as amended, whereby NPC confirms, acknowledges, approves and agrees to the terms of the IPPA Agreements and further confirms that for so long as it remains the counterparty of the IPP, it will comply with its obligations and exercise its rights and remedies under the original agreement with the IPP at the request and instruction of PSALM.

The IPPA Agreements include, among others, the following common salient rights and obligations:

- i. the right and obligation to manage and control the capacity of the power plant for its own account and at its own cost and risks;
- ii. the right to trade, sell or otherwise deal with the capacity (whether pursuant to the spot market, bilateral contracts with third parties or otherwise) and contract for or offer related ancillary services, in all cases for its own account and at its own cost and risks. Such rights shall carry the rights to receive revenues arising from such activities without obligation to account therefore to PSALM or any third party;
- iii. the right to receive a transfer of the power plant upon termination of the IPPA Agreement at the end of the cooperation period or in case of buy-out;
- iv. for SMEC and SPPC, the right to receive an assignment of NPC's interest in existing short-term bilateral power supply contracts;
- v. the obligation to supply and deliver, at its own cost, fuel required by the IPP and necessary for the Sual Power Plant to generate the electricity required to be produced by the IPP;
- vi. maintain the performance bond in full force and effect with a qualified bank; and

- vii. the obligation to pay PSALM the monthly payments and energy fees in respect of all electricity generated from the capacity, net of outages.

Relative to the IPPA Agreements, SMEC, SPDC and SPPC have to pay PSALM monthly payments for 15 years until October 1, 2024, 18 years until April 26, 2028 and 12 years until June 26, 2022, respectively. Energy fees amounted to P17,762, P20,365 and P26,417 in 2021, 2020 and 2019, respectively (Note 26). SMEC and SPDC renewed their performance bonds amounting to US\$58 and US\$20, which will expire on November 3, 2022 and January 25, 2023, respectively.

On June 16, 2015, SPPC renewed its performance bond amounting to US\$60 with a validity period of one year. This performance bond was subsequently drawn by PSALM on September 4, 2015 which is subject to an ongoing case (Note 43).

The lease liabilities are carried at amortized cost using the US dollar and Philippine peso discount rates as follows:

	US Dollar	Philippine Peso
SMEC	3.89%	8.16%
SPPC	3.85%	8.05%
SPDC	3.30%	7.90%

The discount determined at the inception of the agreement is amortized over the period of the IPPA Agreements and recognized as part of "Interest expense and other financing charges" account in the consolidated statements of income. Interest expense amounted to P4,706, P6,045 and P7,290 in 2021, 2020 and 2019, respectively (Note 30).

SMEC, SPDC and SPPC's power plants under lease arrangement, presented under "Right-of-use assets - net" account in the consolidated statements of financial position, amounted to P151,828 and P157,014 as at December 31, 2021 and 2020, respectively.

o *Land Lease Agreement with PSALM*

MPPCL has an existing lease agreement with PSALM for the lease of the 199,600 square meters land located in Barangay Bani, Masinloc, Zambales. The lease agreement will expire on April 11, 2028.

In August 2019, Alpha Water and Realty Services Corp. acquired 12,522 square meters out of the existing land currently being leased by MPPCL from PSALM for a total consideration of P16 (Note 13).

The lease liability is amortized using the discount rate over the period of the agreement. Amortization is recognized as part of "Interest expense and other financing charges" account in the consolidated statements of income which amounted to P3 in 2021, 2020 and 2019 (Note 30).

MPPCL's land under lease arrangement, presented under "Right-of-use assets - net" account in the consolidated statements of financial position amounted to P89 and P103 as at December 31, 2021 and 2020, respectively (Notes 4 and 14).

- *Market Participation Agreements (MPA)*

SMEC, SPDC, SPPC, SCPC, SMELC, SMCP, MPPCL, SPESC and UPSI each entered into separate MPAs with the Philippine Electricity Market Corporation (PEMC) to satisfy the conditions contained in the Philippine WESM Rules on WESM membership and to set forth the rights and obligations of a WESM member.

The relevant parties in each of the MPAs acknowledged that PEMC was entering into the agreement in its capacity as both governing arm and autonomous group market operator of the WESM, and that in due time the market operator functions shall be transferred to an independent market operator (IMO) pursuant to RA No. 9136, otherwise known as the “Electric Power Industry Reform Act of 2001” (EPIRA). The parties further agreed that upon such transfer, all rights, obligations and authority of PEMC under the MPA shall also pertain to the IMO and that all references to PEMC shall also refer to such IMO.

Upon the initiative of the DOE and PEMC, Independent Electricity Market Operator of the Philippines (IEMOP) was incorporated and assumed the functions and obligations as the market operator of the WESM commencing on September 26, 2018. Consequently, SMEC, SPDC, SPPC, SCPC, SMELC, SMCP and MPPCL each entered into separate Supplemental MPAs with PEMC and IEMOP for the transfer of rights of the market operator to IEMOP.

Under the WESM Rules, the cost of administering and operating the WESM shall be recovered through a charge imposed on all WESM members or transactions, as approved by the ERC. Market fees charged by PEMC to SMEC, SPDC, SPPC, SCPC and MPPCL amounted to P126, P185 and P206 in 2021, 2020 and 2019, respectively (Note 26).

SMELC, SCPC and MPPCL each has a standby letter of credit, to secure the full and prompt performance of obligations for its transactions as a Direct Member and trading participant in the WESM which expired in 2021. Subsequently, SCPC and MPPCL have extended the validity until 2022 and 2023, respectively.

- *PSAs and RSCs*

SMEC, SPPC, SPDC, SMCP, SCPC, SMELC, Strategic Energy Development Inc. and MPPCL have offtake contracts such as PSAs and RSCs with various counterparties to sell electricity produced by the power plants. Counterparties for PSAs include DUs, electric cooperatives, third party Retail Electricity Supplier (RES) and other entities.

Counterparties for RSCs are Contestable Customers, or large industrial users which have been certified contestable by the ERC.

Majority of the consolidated sales of the Group are through long-term offtake contracts, which may have provisions for take-or-pay, passing on fuel costs, foreign exchange differentials or certain other fixed costs and minimum offtake level. Most of the agreements provide for renewals or extensions subject to mutually agreed terms and conditions by the parties and applicable rules and regulations. Tariff structures vary depending on the customer and their needs, with some having structures based on energy-based pricing or capacity-based pricing.

For capacity-based contracts, the customers are charged with the capacity fees based on the contracted capacity plus the energy fees for the associated energy taken during the month. As stipulated in the contracts, energy-based contracts on the other hand are based on the actual energy consumption of customers using the basic energy charge and/or adjustments.

SMEC, SPPC, SPDC, SMCP, SCPC and MPPCL can also purchase power from WESM or other power generation companies during periods when the power generated from the power plants is not sufficient to meet customers' power requirements. Power purchases amounted to P25,304, P12,918 and P21,435 in 2021, 2020 and 2019, respectively (Note 26).

On March 2, 2021, Excellent Energy Resources Inc. (EERI) and MPPCL have executed long-term PSAs with Meralco for the supply and delivery of 1,200 MW and 600 MW contract capacity starting in November 2024 and April 2025, respectively. These PSAs have been filed and are pending approval by the ERC to date.

Recently, in February 2022, SPPC also executed a PSA with Meralco for the supply of 170 MW (net) contract capacity, for a term of five months after it was declared as the winning bidder in the competitive selection process conducted by Meralco for the same.

- *Memorandum of Agreement (MOA) with San Roque Power Corporation (SRPC)*

On December 6, 2012, SPDC entered into a five-year MOA with SRPC to sell a portion of the capacity of the San Roque Power Plant. Under the MOA: i) SRPC shall purchase a portion of the capacity sourced from the San Roque Power Plant; ii) SRPC shall pay a settlement amount to SPDC for the capacity; and iii) the MOA may be earlier terminated or extended subject to terms and mutual agreement of the parties. The MOA was extended for another two years and expired on March 25, 2020.

- *Ancillary Service Procurement Agreement (ASPA)*

On September 8, 2017, MPPCL entered into an ASPA with the National Grid Corporation of the Philippines (NGCP) for a period of five years to allocate the entire capacity of its 10 MW Masinloc BESS as frequency regulating reserve for the NGCP to maintain power quality, reliability and security of the grid.

On May 6, 2021, SPESC entered into an ASPA with NGCP for a period of five years commencing on January 26, 2022, allocating its 20 MW Kabankalan 1 BESS to provide ancillary services to the Visayas grid based on the Provisional Authority granted by the ERC.

- *Coal Supply Agreements*

SMEC, SMCP, SCPC and MPPCL have supply agreements with various coal suppliers for the coal requirements of the power plants.

- *Distribution Wheeling Service (DWS) Agreements*

As RES, SMELC, SCPC and MPPCL each entered into DWS Agreements with certain DUs for the conveyance of electricity through its distribution systems in order to supply the power requirements of their respective contestable customers. The agreements are valid and binding upon execution unless terminated by either party.

The DWS charges from the DUs are passed on to the contestable customers who have opted for a single billing arrangement as provided in the ERC Supplemental Switching Rules.

SMELC's DWS Agreements were no longer renewed relative to the expiration of its RES license in September 2021.

- *Concession Agreement*

SMC Global entered into a 25-year Concession Agreement with ALECO on October 29, 2013. It became effective upon confirmation of the National Electrification Administration on November 7, 2013.

On January 28, 2014, SMC Global and APEC, entered into an Assignment Agreement whereby APEC assumed all the rights, interests and obligations of SMC Global under the Concession Agreement effective January 2, 2014.

The Concession Agreement include, among others, the following rights and obligations:

- i) as Concession Fee, APEC shall pay to ALECO: (a) separation pay of ALECO employees in accordance with the Concession Agreement and (b) the amount of P2 every quarter for the upkeep of residual ALECO (fixed concession fee);
- ii) if the net cash flow of APEC is positive within five years or earlier from the date of signing of the Concession Agreement, 50% of the Net Cash Flow each month shall be deposited in an escrow account until the cumulative nominal sum reaches P4,049;
- iii) on the 20th anniversary of the Concession Agreement, the concession period may be extended by mutual agreement between ALECO and APEC; and
- iv) at the end of the concession period, all assets and system, as defined in the Concession Agreement, shall be returned by APEC to ALECO in good and usable condition. Additions and improvements to the system shall likewise be transferred to ALECO.

In this regard, APEC shall provide services within the franchise area and shall be allowed to collect fees and charges, as approved by the ERC. APEC formally assumed operations as concessionaire on February 26, 2014.

o COC

Daguma Agro-Minerals, Inc. (DAMI)'s coal property covered by COC No. 126, issued by the DOE, is located in South Cotabato consisting of two coal blocks with a total area of 2,000 hectares, more or less, and has an In-situ coal resources (measured plus indicated coal resources) of about 68 million metric tons as at December 31, 2021.

Sultan Energy Phils. Corp. (SEPC) has a coal mining property and right over an aggregate area of 7,000 hectares, more or less, composed of seven coal blocks located in South Cotabato and Sultan Kudarat. As at December 31, 2021, COC No. 134 has an In-situ coal resources (measured plus indicated coal resources) of about 35 million metric tons.

Bonanza Energy Resources, Inc. (BERI)'s COC No. 138, issued by the DOE, is located in Sarangani and South Cotabato consisting of eight coal blocks with a total area of 8,000 hectares, more or less, and has an In-situ coal resources (measured plus indicated coal resources) of about 23 million metric tons as at December 31, 2021.

Status of Operations

The DOE approved the conversion of the COC for Exploration to COC for Development and Production of DAMI, SEPC and BERI effective on the following dates:

Subsidiary	COC No.	Effective Date	Term*
DAMI	126	November 19, 2008	20 years
SEPC	134	February 23, 2009	10 years
BERI	138	May 26, 2009	10 years

**The term is followed by another ten-year extension, and thereafter, renewable for a series of three-year periods not exceeding 12 years under such terms and conditions as may be agreed upon with the DOE.*

On April 27, 2012 and January 26, 2015, the DOE granted the requests of DAMI, SEPC and BERI, for a moratorium on suspension of the implementation of the production timetable as specified under their respective COC. The request is in connection with a resolution passed by South Cotabato in 2010 prohibiting open-pit mining activities in the area. The moratorium was retrospectively effective from the dates of their respective COC, when these were converted to Development and Production Phase, until December 31, 2017 or until the ban on open-pit mining pursuant to the Environment Code of South Cotabato has been lifted, whichever comes first.

On October 20, 2017, DAMI, SEPC and BERI again requested for extension of the moratorium. This was granted on March 27, 2018, with effectivity of January 1, 2018 to December 31, 2018, along with an approved Work Program and Budget (WPB) to be complied with by DAMI, SEPC and BERI during the extended moratorium period.

On September 18, 2018, SEPC applied with the DOE for a ten-year extension of its COC No. 134 which is due to expire on February 23, 2019. This application was accompanied by a new five-year WPB as required for the extension of the moratorium period to expire in 2018.

On December 18, 2018, DAMI further requested for another extension of the moratorium. The DOE replied on January 11, 2019 requiring, instead of considering another moratorium extension, the submission of a five-year WPB which DAMI complied with.

On December 18, 2018, BERI requested for another extension of the moratorium. Further, on December 27, 2018, BERI applied for a ten-year extension of its COC No. 138 which will expire on May 23, 2019 and subsequently submitted a five-year WPB, consistent with the COC No. 138 status as a Development and Production Contract, as required by the DOE.

The first two years of this new five-year WPB submitted by BERI focuses on the supplemental exploration, with drilling activity especially in Block 58 of the COC No. 138 where mineable reserves of coal are expected to be delineated. Further, the first two years of the five-year WPB submitted by DAMI, SEPC and BERI, focuses on the “removal of tension cracked materials to prevent landslide” within their respective COC areas as identified by Mines and Geosciences Bureau/DENR XII, and requested by the Municipality of Lake Sebu. Full-scale coal production will start during the third year when the Provincial Government of South Cotabato would have endorsed the Project on any or all of the following grounds:

- a. the mining of coal in Barangay Ned is found to be beneficial to the host community as it reduces landslide risks and protects lives;
- b. the mining method is “contour stripping and progressive rehabilitation” and not the banned “open-pit mining”;
- c. DAMI, SEPC and BERI have vested rights to mining within their respective COC prior to the issuance of the open-pit mining ban; and
- d. the ban could be lifted as a result of court cases filed against it.

On March 2, 2019, DAMI, SEPC and BERI requested DOE for the consolidation of the three COCs for the following justifications:

- a. the coal seams, although of varying thickness are continuous from one COC to another and deal for interconnected contour strip mining due to nearly horizontal deposition;
- b. sulfur content vary over a wide range from less than one percent in the lower section of the thick seam in DAMI to over four percent in the Maitum blocks of BERI, and would require blending of the coal products from one COC to another in order to meet the acceptable market specification; and
- c. the coal resources and reserves vary greatly from one COC to another as the thickness and depth of the coal seams are variable, thus requiring stringent mine planning, operational efficiency and economic feasibility considerations.

However, on May 15, 2019, DAMI, SEPC and BERI clarified to the DOE that their request for consolidation of the three COCs was not meant to abandon nor withdraw the extension request of SEPC applied on September 21, 2018, having in mind the vested right provision of Section 21 of RA No. 11038 or the "Expanded National Integrated Protected Areas System Act of 2018". Thus, DAMI, SEPC and BERI altogether declared that it is seeking for:

- a. the extension of COC of SEPC; and
- b. the consolidation of COC No. 126 and COC No.138 of DAMI and BERI, respectively, based on the justification set forth in the March 2, 2019 letter.

On December 11, 2019, the DOE approved the ten-year extension and the initial five-year WPB for COC No. 134 of SEPC.

On January 10, 2020, DAMI and BERI met with the Energy Resources Development Bureau representatives to discuss the proposed consolidated five-year WPB and the documentary requirements to effect consolidation of the two COCs.

On April 13, 2020, SEPC, DAMI and BERI reported to DOE inevitable delays in the implementation of their business plans, as embodied in their approved WPB of their respective COC due to the COVID-19 pandemic. This was followed on June 24, 2020 by a request for six months extension of the Work and Financial Commitments of SEPC, DAMI and BERI due to the continuing effects of the COVID-19 pandemic.

On August 28, 2020, DAMI and BERI submitted to DOE for approval a Deed of Assignment and Transfer conveying the agreement whereby BERI assigns and transfers its rights and obligations over COC No. 138 to DAMI. This is a requirement of the DOE for the consolidation of the COCs of BERI and DAMI.

On October 5, 2020, SEPC further requested that instead of only six months, its production years be extended by two years to enable recovery of its investment and maximize the recovery of its existing reserves.

On December 6, 2021, the Sangguniang Panlalawigan of South Cotabato endorsed the implementation of the respective COCs of DAMI, BERI and SEPC, thereby removing the biggest impediment for implementation of the three COCs and the implementation of the five-year WPB of SEPC that was approved by the DOE on December 11, 2019. With this endorsement, the DOE was prompted to undertake completed staff work for the COCs of DAMI and BERI. Approval of this request and the corresponding five-year consolidated WPB of DAMI and BERI is therefore expected by the first quarter of 2022. Moreover, the endorsement pushed the immediate implementation of SEPC's five-year WPB in 2022, which coincides with the previous request for a two-year extension of SEPC's WPB implementation. As at March 10, 2022, SEPC is coordinating with the officials of the barangays and municipalities of Lake Sebu to discuss the upcoming activities, such as trainings/seminars for officials and residents of the community, as part of the implementation of the said five-year WPB.

Based on management's assessment, there are no indicators that the carrying amount of the mining rights exceeds its recoverable amount as at December 31, 2021.

- Fuel and Oil

- *Supply Agreements*

Petron has assigned all its rights and obligations to PSTPL (as Assignee) to have a term contract to purchase Petron's crude oil requirements from Saudi Arabian Oil Company (Saudi Aramco), based on the latter's standard Far East selling prices and Kuwait Petroleum Corporation (KPC) to purchase Kuwait Export Crude Oil (KEC) at pricing based on latter's standard KEC prices. The contract with KPC was mutually agreed to be terminated by the parties effective January 1, 2021.

PMRMB currently has a long-term supply contract of Tapis crude oil and Terengganu condensate for its Port Dickson Refinery from ExxonMobil Exploration and Production Malaysia Inc. (EMEPMI) and Low Sulphur Waxy Residue Sale/Purchase Agreement with Exxon Trading Asia Pacific, a division of ExxonMobil Asia Pacific Pte. Ltd. On the average, around 70% of crude and condensate volume processed are from EMEPMI with balance of around 30% from spot purchases.

Outstanding liabilities of the Group for such purchases are shown as part of "Accounts payable and accrued expenses" account in the consolidated statements of financial position as at December 31, 2021 and 2020 (Note 20).

- *Lease Agreement with Philippine National Oil Company (PNOC)*

On September 30, 2009, Petron through NVRC entered into a 30-year lease with PNOC without rent-free period, covering a property which it shall use as site for its refinery, commencing on January 1, 2010 and ending on December 31, 2039. Based on the latest re-appraisal made, the annual rental shall be P191, starting 2017, payable on the 15th day of January each year without the necessity of demand. This non-cancellable lease is subject to renewal options and annual escalation clauses of 3% per annum to be applied starting 2018 until the next re-appraisal is conducted. The leased premises shall be reappraised in 2022 and every fifth year thereafter in which the new rental rate shall be determined equivalent to 5% of the reappraised value, and still subject to annual escalation clause of 3% for the four years following the re-appraisal. Prior to this agreement, Petron had an outstanding lease agreement on the same property from PNOC. Also, as at December 31, 2021 and 2020, Petron leases other parcels of land from PNOC for its bulk plants and service stations (Note 43).

- Infrastructure

- *Airport Concession Agreement*

- i. *Boracay Airport*

The ROP awarded TADHC the Airport Project through a Notice of Award (NOA) issued on May 15, 2009. The Airport Project is proposed to be implemented through a Contract-Add-Operate and Transfer Arrangement, a variant of the Build-Operate-Transfer (BOT) contractual arrangement under RA No. 6957, as amended by RA No. 7718, otherwise known as the BOT Law, and its Revised Implementing Rules and Regulations.

On June 22, 2009, TADHC entered into a Concession Agreement with the ROP, through the Department of Transportation (DOTr) and Civil Aviation Authority of the Philippines. Based on the Concession Agreement, TADHC has been granted with the concession of the Airport Project which includes the development and upgrade of the Caticlan Airport (marketed and promoted as Boracay Airport) as an international airport. Subject to existing law, the Concession Agreement also grants to TADHC the franchise to operate and maintain the Boracay Airport up to the end of the concession period, which is for a period of 25 years (as may be renewed or extended for another 25 years upon written agreement of the parties), and to collect the fees, rentals and other charges as may be determined in accordance with the Concession Agreement.

The salient features of the Concession Agreement are presented below:

1. The operations and management of the Boracay Airport shall be transferred to TADHC, provided that the ROP shall retain the operations and control of air traffic services, national security matters, immigration, customs and other governmental functions and the regulatory powers insofar as aviation security, standards and regulations are concerned at the Boracay Airport.
2. As concessionaire, TADHC shall have full responsibility in all aspect of the operation and maintenance of the Boracay Airport and shall collect the regulated and other fees generated from it and from the end users. To guarantee faithful performance of its obligation in respect to the operation and maintenance of the Boracay Airport, TADHC shall post in favor of the ROP, an Operations and Maintenance Performance Security (OMPS) amounting to P25, which must be valid for the entire concession period of 25 years. As at December 31, 2021, TADHC has yet to pay the OMPS as the Airport Project has not yet entered the In-Service Date.
3. Immediately upon receiving the Notice to Commence Implementation (NCI) and provided all conditions precedent in the Concession Agreement are fulfilled or waived, TADHC shall start all the activities necessary to upgrade and rehabilitate the Boracay Airport into a larger and more technologically advanced aviation facility to allow international airport operations.
4. TADHC shall finance the cost of the Airport Project, while maintaining a debt-to-equity ratio of 70:30, with debt pertaining to a loan with BOC. TADHC's estimated capital commitment to develop the Airport Project amounts to P2,500, including possible advances to the ROP for the right of way up to the amount of P466. Such ratio is complied with as TADHC fully issued its authorized capital stock as a leverage to the loan obtained (Notes 21 and 33).
5. TADHC shall also post a P250 Work Performance Security in favor of the ROP as guarantee for faithful performance by TADHC of the works required to be carried out in connection with the construction and completion of civil, structural, sanitary, mechanical, electrical and architectural infrastructure. This performance security shall be partially released by the ROP from time to time to the extent of the percentage-of-completion of the Airport Project. TADHC has paid P1 premiums in both 2021 and 2020 for the Work Performance Security

and is included as part of "Airport concession rights" under "Other intangible assets" account in the consolidated statements of financial position (Note 17). The unamortized portion is included as part of "Prepaid expenses and other current assets" account in the consolidated statements of financial position (Note 10).

6. In consideration for allowing TADHC to operate and manage the Boracay Airport, TADHC shall pay the ROP P8 annually. The first payment shall be made immediately upon the turnover by the ROP of the operations and management of the Boracay Airport to TADHC, and every year thereafter until the end of the concession period. The operations and management of the Boracay Airport was turned over to TADHC on October 16, 2010.

After fulfillment of all contractual and legal requirements, the Concession Agreement became effective on December 7, 2009. The NCI issued to TADHC by the DOTr was accepted by TADHC on December 18, 2009.

In accordance with the license granted by the ROP, as expressly indicated in the Concession Agreement, TADHC presently operates the Boracay Airport. TADHC completed the rehabilitation of the existing airport terminal building and facilities on June 25, 2011. Construction work for the extension of runway has been completed in 2016. The construction of the new terminal building is ongoing and expected to be completed in 2023.

ii. *Manila International Airport*

On August 14, 2019, the ROP, through the DOTr, issued a NOA to SMHC, awarding the Manila International Airport Project. In accordance with the NOA, SMAI was registered by SMHC as the concessionaire.

The Manila International Airport Project shall create a gateway for international and domestic travel, with the necessary ancillary facilities to support the creation of a new airport city outside Metro Manila to decongest the existing road networks and provide an alternative higher capacity airport facility.

A. *Concession Agreement*

On September 18, 2019, SMAI entered into a Concession Agreement with the ROP, through the DOTr, for the right to finance, design, construct, supply, complete, test, commission and eventually operate and maintain the Manila International Project for a period of 50 years from the issuance of the Certificate of Substantial Completion for the first phase.

The salient features of the Concession Agreement are presented below:

1. The Manila International Airport shall consist of airfield facilities, passenger and cargo terminal buildings, airport support facilities and an airport toll road facility which will connect the Manila International Airport to the North Luzon Expressway and will be implemented in three phases, with increasing capacity for each phase completed.

2. The implementation of the first phase shall be completed within a period of five years from the date of commencement of construction, with the remaining phases subject to the timely submission and approval of the required documentation for each phase.
3. SMAI shall turnover 100 hectares of land to the ROP as government center land area and execute the necessary documents to transfer full ownership in favor of the ROP.
4. SMAI shall be responsible for the acquisition of right-of-way and possession of sufficient title to the facilities of the site of the Manila International Airport and the removal or abatement of all liens, encumbrances and hazardous substances within the Manila International Airport's vicinities as the case may be.
5. SMAI shall provide proper maintenance of the Manila International Airport's facilities and ensure that all airport facilities and airport toll road are in the condition required upon turnover to the ROP at the end of the concession period.
6. All revenues derived from the operations, maintenance and management of the Manila International Airport shall accrue to SMAI, including the lease or sublease of all business or commercial ventures and activities consistent with the Manila International Airport's operations.

B. Legislative Franchise

On December 20, 2020, RA No. 11506 lapsed into law, granting SMAI a franchise to construct, develop, establish, operate and maintain a domestic and international airport in the municipality of Bulakan and to construct, develop, establish, operate and maintain an adjacent Airport City (the Manila International Airport Project). The franchise is for a period of 50 years. RA No. 11506 became effective on January 15, 2021 and enhances the earlier Concession Agreement.

The salient features of RA No. 11506 are as follows:

1. SMAI shall be exempt from any and all direct and indirect taxes of any kind, nature and description, including but not limited to income taxes, value-added taxes, excise taxes, customs duties and tariffs, business taxes, among others during a ten-year construction period beginning from the effectivity of RA No.11506 After the construction period, SMAI shall be exempt from income and real estate taxes until SMAI has fully recovered the costs incurred in the construction of the Manila International Airport Project.
2. After SMAI has fully recovered the costs, SMAI shall be entitled to generate income from its operations equivalent to an internal rate of return of 12% per annum. Any amount in excess shall be remitted to the national government.

3. SMAI is also required to offer at least 20% of its outstanding capital stock to any securities exchange in the Philippines for public participation within 5 years upon full recovery of costs incurred in the construction of the Manila International Airport Project.

○ *MRT 7 Concession Agreement*

The ROP awarded ULC BVI the financing, design, construction, supply, completion, testing, commissioning and operation and maintenance of the MRT 7 Project through a NOA issued on January 31, 2008. The MRT 7 Project is an integrated transportation system, under a Build-Gradual Transfer-Operate, Maintain and Manage scheme, which is a modified Build-Transfer-Operate arrangement under RA No. 6957, as amended by RA No. 7718, otherwise known as the BOT Law, and its Revised Implementing Rules and Regulations, to address the transportation needs of passengers and to alleviate traffic in Metro Manila, particularly traffic going to and coming from North Luzon.

On June 18, 2008, ULC BVI entered into the MRT 7 Agreement or Concession Agreement with the ROP through the DOTr, for a 25-year concession period, subject to extensions as may be provided for under the Concession Agreement and by law. Based on the Concession Agreement, ULC BVI has been granted the right to finance, design, test, commission, construct and operate and maintain the MRT 7 Project, which consists of a highway, Intermodal Transport Terminal and Metro Rail Transit System including the depot and rolling stock.

The ROP through the DOTr granted ULC BVI the following rights under the Concession Agreement:

- To finance, design, construct, supply, complete and commission the MRT 7 Project;
- To designate a Facility Operator and/or a Maintenance Provider to Operate and Maintain the MRT 7 Project;
- To receive the Amortization Payments and the Revenue Share as specified in the Concession Agreement;
- To charge and collect the Agreed Fares or the Actual Fares and/or to receive the Fare Differential, if any;
- Development Rights as specified in the Concession Agreement; and
- To do any and all acts which are proper, necessary or incidental to the exercise of any of the above rights and the performance of its obligations under the Concession Agreement.

The salient features of the Concession Agreement are presented below:

1. The MRT 7 Project cost shall be financed by ULC BVI through debt and equity at a ratio of approximately 75:25 and in accordance with existing BSP regulations on foreign financing components, if any. Based on the Concession Agreement, ULC BVI's estimated capital commitment to develop the MRT 7 Project amounts to US\$1,236, adjusted to 2008 prices at US\$1,540 per National Economic and Development Authority Investment Coordination Committee approval on July 14, 2014.

2. ULC BVI shall post a Performance Security for Construction and Operations and Maintenance in favor of the ROP as guarantee for faithful performance by ULC BVI to develop the MRT 7 Project. This performance security for operations and maintenance shall be reduced every year of the concession period to the amounts as specified in the Concession Agreement.
3. All rail-based revenues above 11.90% internal rate of return of ULC BVI for the MRT 7 Project over the cooperation period, which means the period covering the construction and concession period, shall be shared equally by ULC BVI and the ROP at the end of the concession period. All rail-based revenues above 14% internal rate of return shall wholly accrue to the ROP.
4. As payment for the gradual transfer of the ownership of the assets of the MRT 7 Project, the ROP shall pay ULC BVI a fixed amortization payment on a semi-annual basis in accordance with the schedule of payment described in the Concession Agreement. The ROP's amortization payment to ULC BVI shall start when the MRT 7 Project is substantially completed.
5. For every semi-annual full payment made by the ROP through the DOTr, and actually received by ULC BVI, the latter shall issue a Certificate of Transfer of Ownership, in favor of the former representing a pro-indiviso interest in the assets of the MRT 7 Project in proportion to the amortization payment made over the total amortization payment to be made during the concession period. After the end of the concession period but provided that all the amortization payment and other amounts due to ULC BVI under the Concession Agreement shall have been fully paid, settled and otherwise received by ULC BVI, full ownership of the assets of the MRT 7 Project shall be transferred to it, free from all liens and encumbrances.
6. The amortization payments shall be adjusted pursuant to the escalation formula based on parametric formula for price adjustment reflecting changes in the prices of labor, materials and equipment necessary in the implementation/completion of the MRT 7 Project both local and at the country where the equipment/components shall be sourced.
7. Net passenger revenue shall be shared by the ROP and ULC BVI on a 30:70 basis.
8. The ROP grants ULC BVI the exclusive and irrevocable commercial Development Rights (including the right to lease or sublease or assign interests in, and to collect and receive any and all income from, but not limited to, advertising, installation of cables, telephone lines, fiber optics or water mains, water lines and other business or commercial ventures or activities over all areas and aspects of the MRT 7 Project with commercial development potentials) from the effectivity date of the Concession Agreement until the end of the concession period, which can be extended for another 25 years, subject to the ROP's approval. In consideration of the Development Rights granted, ULC BVI or its assignee shall pay the ROP 20% of the net income before tax actually realized from the exercise of the Development Rights.

9. Upon the expiration of the concession period and payment in full of the amortization payments and the other obligations of the ROP through the DOTr, the Concession Agreement shall be deemed terminated, and all the rights and obligations thereunder shall correspondingly cease to exist, other than all rights and obligations accrued prior to the date of such expiration including, without limitation, the obligations of ROP through the DOTr to make termination payments in accordance with the Concession Agreement and following expiration of the concession period, the Development Rights of ULC BVI pursuant to the Concession Agreement shall survive.
10. If ULC BVI and ROP through the DOTr are not able to agree on the solution to be adopted in an appropriate Variation Order within the period specified in the Concession Agreement, then ULC BVI may proceed to terminate the Concession Agreement. Also, if either of ULC BVI and ROP through the DOTr intends to terminate the Concession Agreement, by mutual agreement under the Concession Agreement, it shall give a notice of intention to terminate to the other. Following receipt of the Intent Notice, the parties shall meet for a period of up to eight weeks and endeavor to agree on the terms, conditions arrangements, and the necessary payments for such termination. If at the expiration of the said period, ULC BVI and ROP through the DOTr are unable to agree on and execute an agreement for the mutual termination of the Concession Agreement, the same shall remain valid and in effect.

On July 23, 2014, the ROP through the DOTr confirmed their obligations under the MRT 7 Agreement dated June 18, 2008 through the Performance Undertaking issued by the Department of Finance, which was received by ULC BVI on August 19, 2014. The Performance Undertaking is a recognition of the obligations of the ROP through the DOTr under the Concession Agreement, particularly the remittance of semi-annual amortization payment in favor of ULC BVI. The issuance of the Performance Undertaking triggers the obligation of ULC BVI to achieve financial closure within 18 months from the date of the receipt of the Performance Undertaking. Within the aforementioned period, ULC BVI achieved Financial Closure, as defined in the MRT 7 Agreement. There were no changes in the terms of the Concession Agreement in 2021.

On April 20, 2016, ULC BVI through the Parent Company, led the ground breaking ceremony for the MRT 7 Project.

Pursuant to Section 19.1 of the Concession Agreement, on September 30, 2016, ULC BVI sent a request letter to the ROP through the DOTr to secure the latter's prior approval in relation to the intention of ULC BVI to assign all its rights and obligations under the Concession Agreement to SMC MRT 7, the designated special purpose company for the MRT 7 Project. The assignment of the rights and obligations from ULC BVI to SMC MRT 7 will be achieved through execution of Accession Agreement. Based on the Concession Agreement, ULC BVI may assign its rights, title, interests or obligations therein, provided that the following conditions are met:

- The assignment will not in any way diminish ULC BVI's principal liability under the Concession Agreement; and
- ULC BVI secures from ROP, through the DOTr, its prior approval, which shall not be unreasonably withheld.

In addition, the letter dated September 30, 2016 from ULC BVI also requested that upon submission by SMC MRT 7 of the lenders' recognition that the Financing Agreements for the MRT 7 Project is for its benefit, the DOTr shall cause the amendment of the Performance Undertaking dated July 23, 2014 by changing the addressee and beneficiary thereof from ULC BVI to SMC MRT 7.

On December 12, 2016, the ROP through the DOTr gave its consent to the assignment of all the rights and obligations of ULC BVI under the Concession Agreement to SMC MRT 7.

Following the DOTr's approval, SMC MRT 7 and ULC BVI carried out the Accession Agreement on January 12, 2017.

- o *Toll Road Concession Agreements*

- i. *SLEX*

On February 1, 2006, SMC SLEX executed the Supplemental Toll Operation Agreement (STOA) with MATES, Philippine National Construction Corporation (PNCC) and the ROP through the TRB. The STOA authorizes SMC SLEX by virtue of a joint venture to carry out the rehabilitation, construction and expansion of the SLEX, comprising of: Toll Road (TR)1 (Alabang viaduct), TR2 (Filinvest to Calamba, Laguna), TR3 (Calamba, Laguna to Sto. Tomas, Batangas) and TR4 (Sto. Tomas, Batangas to Lucena City). The concession granted shall expire 30 years from February 1, 2006.

On December 14, 2010, the TRB issued the Toll Operations Certificate for Phase 1 of the SLEX i.e., TR1, TR2 and TR3, and approved the implementation of the initial toll rate starting April 1, 2011.

In 2012, SMC SLEX received a letter from the Department of Finance informing SMC SLEX of the conveyance by PNCC to the ROP of its shares of stock in SMC SLEX, by way of deed of assignment. Moreover, SMC SLEX also received the Declarations of Trust signed by the individual nominees of PNCC, in favor of the ROP, in which each nominee affirmed their holding of single, qualifying share in SMC SLEX in favor of the ROP.

On July 21, 2015, SMC SLEX entered into a MOA with Ayala Corporation (AC), on the inter-operability of the SLEX and Muntinlupa-Cavite Expressway (MCX) (formerly known as the Daang Hari-SLEX Connector Road). AC is the concession holder of MCX while MCX Tollway, Inc. is the facility operator of MCX.

The MOA on inter-operability provides the framework that will govern the interface and integration of the technical operations and toll operation systems between the MCX and the SLEX, to ensure seamless travel access into MCX and SLEX for road users. MCX opened and operated as a toll expressway on July 24, 2015.

In 2019, SMC SLEX commenced the construction of TR4 and is ongoing as at December 31, 2021.

ii. NAIA Expressway

On July 8, 2013, SMC NAIAX entered into a Concession Agreement with the ROP, through the Department of Public Works and Highways (DPWH), wherein SMC NAIAX was granted the right to finance, design, construct, and operate and maintain the NAIA Expressway Project. The NAIA Expressway Project links the three NAIA terminals to the Skyway, the Manila-Cavite Toll Expressway and the Entertainment City of the Philippine Amusement and Gaming Corporation.

On September 22, 2016, SMC NAIAX started commercial operations of NAIA Expressway upon receipt of the Toll Operations Permit from the TRB. The Toll Operations Permit for Phase II A and B was issued on September 9, 2016 and December 19, 2016, respectively.

At the end of the concession period, SMC NAIAX shall turnover the NAIA Expressway to the DPWH in the condition required for turnover as described in the Minimum Performance Standards Specifications of the Concession Agreement.

iii. Skyway

On June 10, 1994, PNCC, the franchise holder for the construction, operations and maintenance of the Metro Manila Expressway, including any and all extensions, linkages or stretches thereof, such as the proposed Skyway, and PT Citra Lamtoro Gung Persada (Citra), as joint proponents, submitted to the ROP through the TRB, the Joint Investment Proposal covering not only the proposed Skyway but also the planned Metro Manila Tollways. The Joint Investment Proposal embodied, among others, that Citra in cooperation with PNCC committed itself to finance, design and construct the Skyway in three stages, consisting of: (a) South Metro Manila Skyway (SMMS) as Stages 1 and 2; (b) North Metro Manila Skyway and the Central Metro Manila Skyway as Stage 3; and (c) Metro Manila Tollways as Stage 4. The Joint Investment Proposal was approved by the TRB on November 27, 1995.

o Skyway Stages 1 and 2

The STOA for SMMS was executed on November 27, 1995 by and among SMC Skyway, PNCC and the ROP acting through the TRB. Under the STOA, the design and the construction of the SMMS and the financing thereof, shall be the primary and exclusive privilege, responsibility and obligation of SMC Skyway as investor. On the other hand, the operations and maintenance of the SMMS shall be the primary and exclusive privilege, responsibility and obligation of PNCC, through its wholly owned subsidiary, the PNCC Skyway Corporation (PSC).

On July 18, 2007, the STOA was amended, to cover among others, the implementation of Stage 2 of the SMMS (Stage 2); the functional and financial integration of Stage 1 of the SMMS (Stage 1) and Stage 2 upon the completion of the construction of Stage 2; and the grant of right to SMC Skyway to nominate to the TRB a qualified party to perform the operations and maintenance of the SMMS to replace PSC. SMC Skyway, PNCC and PSC then entered into a MOA for the successful and seamless turnover of the operations and maintenance responsibilities for the SMMS from PSC to SOMCO.

The SMMS shall be owned by the ROP, without prejudice to the rights and entitlement of SMC Skyway and SOMCO under the STOA. The legal transfer of ownership of the SMMS to the ROP shall be deemed to occur automatically on a continuous basis in accordance with the progress of construction. The toll revenues are shared or distributed among SMC Skyway, SOMCO and PNCC for the operations and maintenance of the SMMS.

The 30-year franchise period for the Integrated Stage 1 and Stage 2 commenced on April 25, 2011.

Under the STOA, SMC Skyway may file an application to adjust the toll rates which shall be of two kinds, namely periodic and provisional adjustments. Periodic adjustments for the Integrated Stage 1 and Stage 2 may be applied for every year. SMC Skyway may file an application for provisional adjustment upon the occurrence of a force majeure event or significant currency devaluation. A currency devaluation shall be deemed significant if it results in a depreciation of the value of the Philippine peso relative to the US dollar by at least five percent. The applicable exchange rate shall be the exchange rate between the currencies in effect as at the date of approval of the prevailing preceding toll rate.

- o Skyway Stage 3

The Stage 3 STOA was executed on July 8, 2013 by and among the ROP as the Grantor, acting by and through the TRB, PNCC, MMSS3 as the Investor, and Central Metro Manila Skyway Corporation (CMMSC) as the Operator, wherein MMSS3 was granted the primary and exclusive privilege, responsibility, and obligation to design and construct the Skyway Stage 3 Project, and to finance the same, while CMMSC was granted the primary and exclusive privilege, responsibility, and obligation to operate and maintain the Skyway Stage 3 Project.

The Skyway Stage 3 Project is an elevated roadway with the entire length of approximately 18.83 km from Buendia Avenue in Makati to Balintawak, Quezon City and will connect to the existing Skyway Stage 1 and 2. This is envisioned to inter-connect the northern and southern areas of Metro Manila to help decongest traffic in Metro Manila and stimulate the growth of trade and industry in Luzon, outside of Metro Manila.

The Skyway Stage 3 Project shall be owned by the ROP, without prejudice to the rights and the entitlements of MMSS3 and CMMSC under the Stage 3 STOA. The legal transfer of ownership of the Skyway Stage 3 Project to the ROP shall be deemed to occur automatically on a continuous basis in accordance with the progress of the construction thereof.

The franchise period for the Skyway Stage 3 Project is 30 consecutive years commencing from the issuance of the Toll Operation Certificate for the entire Skyway Stage 3 Project to MMSS3 and/or CMMSC.

MMSS3 and CMMSC shall enter into a revenue sharing agreement to set forth the terms and conditions of their sharing of the toll revenues from the Skyway Stage 3 Project.

On December 29, 2020, the Skyway Stage 3 Project was partially opened to the public. It was formally inaugurated and opened to motorists on January 14, 2021, free of toll fee. On July 1, 2021, MMSS3 received the Toll Operation Permit and started its toll operation.

- o Skyway Stage 4

On July 14, 2014, the Stage 4 STOA was executed by and among the ROP as the Grantor, acting through the TRB and PNCC, MMSS4 as the Investor, and Metro O&M Corporation (MOMCO) as the Operator. MMSS4 was granted the primary and exclusive privilege, responsibility, and obligation to finance the design and construction of Skyway Stage 4 Project, while MOMCO was granted the primary and exclusive privilege, responsibility and obligation to operate and maintain the same.

The Skyway Stage 4 Project shall be owned by the ROP, without prejudice to the rights and the entitlements of MMSS4 and MOMCO under the Stage 4 STOA. The legal transfer of ownership shall be deemed to occur automatically on a continuous basis in accordance with the progress of the construction thereof. The 30-year concession period shall commence from the date of issuance of the Toll Operation Certificate by the TRB to MMSS4 and/or MOMCO.

As at December 31, 2021, the Skyway Stage 4 Project is in the inception of its construction stage.

iv. TPLEX

SMCTC entered into a Concession Agreement with the ROP through the DPWH and the TRB to finance, design, construct, operate and maintain and impose and collect tolls from the users of the TPLEX Project. The TPLEX Project is a toll expressway from La Paz, Tarlac to Rosario, La Union which is approximately 89.21 kilometers and consists of four-lane expressway with nine toll plazas from start to end.

The TPLEX Project shall be owned by the ROP without prejudice to the rights and entitlement of SMCTC. The legal transfer of ownership of the TPLEX Project shall be deemed to occur automatically on a continuous basis in accordance with the progress of construction and upon issuance of the Certificate of Substantial Completion for each segment of the TPLEX Project.

The toll revenue collected from the operation of the TPLEX Project is the property of SMCTC. SMCTC shall have the right to assign or to enter into such agreements with regard to the toll revenue and its collection, custody, security and safekeeping.

The concession period shall be for a term of 35 years starting from the effective date of the Concession Agreement and may be extended.

On October 31, 2013, SMCTC opened the first section of the TPLEX Project from Tarlac to Gerona. The Section 1B from Gerona to Rosales was opened to motorists on December 23, 2013. The 30.31-km stretch from Gerona to Carmen was fully operational on April 16, 2014. The 14.91-km stretch from Carmen (Tomana) to Urdaneta was fully operational starting February 17, 2015.

On July 28, 2016, the Segment 7A (Urdaneta to Binalonan) was opened. Segment 7B (Binalonan to Pozorrubio) was opened to motorists on December 7, 2017, while Segment 8 (Pozorrubio to Rosario), which is the final phase of the TPLEX Project, was completed and became operational on July 15, 2020.

v. *STAR*

On June 18, 1998, SIDC and the ROP, individually and collectively through the DPWH and the TRB, entered into a Toll Concession Agreement covering the STAR Project. The STAR Project consists of two stages as follows:

Stage	Project Description
Stage I	Operations and maintenance of the 22.16-km toll road from Sto. Tomas, Batangas to Lipa City, Batangas
Stage II (Phases I and II)	Finance, design, construction, operations and maintenance of the 19.74-km toll road from Lipa City, Batangas to Batangas City, Batangas

Under the Toll Concession Agreement, the STAR Project and any stage or phase or ancillary facilities thereof of a fixed and permanent nature shall be owned by the ROP, without prejudice to the rights and entitlements of SIDC. The legal transfer of ownership of the STAR Project and/or any stage, phase or ancillary thereof shall be deemed to occur automatically on a continuous basis in accordance with the progress of the construction and upon the ROP's issuance of the Certificate of Substantial Completion. The right of way shall be titled in the ROP's name regardless of the construction.

In December 2006, the Toll Concession Agreement was amended to extend the original concession period from 30 years beginning January 1, 2000 to 36 years and shall be valid until December 31, 2035.

The TRB issued the Toll Operations Certificate for Stage II Phase II on December 13, 2016.

vi. *Pasig River Expressway (PAREX)*

On November 29, 2019, the PNCC and SMHC, as joint proponents, submitted to the ROP through the TRB, the Joint Investment Proposal covering the PAREX Project. The said proposal embodied, among others, that SMHC in cooperation with PNCC committed itself to finance, design and construct the PAREX Project in three segments. The Joint Investment Proposal was approved by the TRB on March 4, 2020 and the STOA was executed on September 21, 2021 by and among PREC, SOMCO, PNCC and the ROP acting through the TRB. Under the STOA, the design and the construction of the PAREX and the financing thereof, shall be the primary and exclusive privilege, responsibility and obligation

of PREC as investor. Whereas, the operations and maintenance of the PAREX Project shall be the primary and exclusive privilege, responsibility and obligation of SOMCO as operator.

The PAREX Project shall consist of three segments:

Segment I	- Radial Road No. 10 to Skyway Stage 3 to Plaza Azul, approximately 5.740 km
Segment II	- Skyway Stage 3 to San Juan River Circumferential Road No. 5 (C-5), approximately 7.325 km
Segment III	- C-5 to Southeast Metro Manila Expressway or (C-6), approximately 6.300 km

The PAREX shall be owned by the ROP, without prejudice to the rights and entitlement of PREC and SOMCO under the STOA. The legal transfer of ownership of the PAREX to the ROP shall be deemed to occur automatically on a continuous basis in accordance with the progress of construction. The toll revenues are shared or distributed between PREC and SOMCO for the operations and maintenance of the PAREX.

The 30-year franchise period shall commence from the issuance of the Toll Operation Certificate.

Under the STOA, PREC may file an application to adjust the toll rates which shall be of two kinds, namely periodic and contingency. Periodic adjustments can be applied every two years of the existing toll rate to a new toll rate on the respective toll review date. On the other hand, contingency adjustment can be applied upon the occurrence of a force majeure event and/or additional cost of any required repair or reconstruction works arising out of force majeure to the extent not covered by insurance.

o *Water Concession Agreements*

On December 7, 2015, MWSS issued a NOA to SMC - K-water Consortium (the Consortium) awarding the Bulacan Bulk Water Supply Project. In accordance with the NOA, the LCWDC was registered by the Consortium as the concessionaire.

On January 15, 2016, a Concession Agreement was executed between MWSS and LCWDC for a 30-year period, subject to extensions as may be provided for under the Concession Agreement. The Bulacan Bulk Water Supply Project shall comprise of the supply of treated bulk water, planning, financing, development, design, engineering and construction of facilities including the management, operation and maintenance in order to alleviate the chronic water shortage and provide potable water needs of the province of Bulacan.

On January 24, 2019, LCWDC commenced operations upon issuance of the Certificate of Final Acceptance by the MWSS for the completion of all works required under Stage 1 of the Bulacan Bulk Water Supply Project.

On April 25, 2019, the MWSS issued the Certificate of Final Acceptance for Stage 2 of the Bulacan Bulk Water Supply Project.

Upon issuance of the Certificate of Final Acceptance by MWSS for completion of all works for Stage 1, LCWDC has officially commenced its operations and started delivery of potable bulk water to the first seven Water Districts of Bulacan. Thereafter, on 24 April 2020, LCWDC has successfully completed Stages 1 & 2 of the Project and delivered bulk water to a total of 12 Water Districts.

Other salient features of the Concession Agreement are as follows:

1. LCWDC shall pay annual water rights fee to the Provincial Government of Bulacan amounting to P5 for the first five years of operation, subject to adjustment based on the Concession Agreement starting on the sixth contract year onwards.
 2. LCWDC shall pay an annual Concession Fee and Operation and Maintenance Fee to MWSS amounting to the equivalent of 2.5% of the Annual Gross Revenue of LCWDC and P5, respectively.
 3. MWSS and the Water Service Providers (WSPs) of the Province of Bulacan entered into a Memoranda of Understanding where the parties agreed to cooperate with each other towards the successful implementation of the Bulacan Bulk Water Service Project. Pursuant thereto, MWSS, LCWDC, and the individual WSPs for Stages 1 & 2 has entered into individual MOA where the MWSS, through LCWDC, has committed to supply the potable bulk water and the WSPs have agreed to accept the water and/or pay the Bulk Water Charges at the rate of Eight Pesos and Fifty Centavos plus VAT, subject to certain adjustments as provided under the Concession Agreement and the MOA.
 4. LCWDC utilized the National Housing Authority (NHA) site for the water treatment facility. The NHA site is the 5.5 hectares located at Pleasant Hills, San Jose Del Monte, Bulacan intended as the site for the water treatment facility. LCWDC paid in staggered cash in the aggregate amount of P165.
 5. At the end of the concession period, LCWDC shall transfer the facilities to MWSS in the condition required for turnover as described in the Minimum Performance Standards and Specifications of the Concession Agreement.
- Food and Beverage
 - *Toll Agreements*

The significant subsidiaries of SMFB have entered into toll processing with various contract growers, breeders, contractors and processing plant operators (collectively referred to as the “Parties”). The terms of the agreements include the following, among others:

- The Parties have the qualifications to provide the contracted services and have the necessary manpower, facilities and equipment to perform the services contracted.
- Tolling fees paid to the Parties are based on the agreed rate per acceptable output or processed product. The fees are normally subject to review in cases of changes in costs, volume and other factors.

- The periods of the agreement vary. Negotiations for the renewal of any agreement generally commence six months before expiry date.

Total tolling expenses included as part of “Cost of sales” account in the consolidated statements of income amounted to P6,816, P7,493 and P8,959 in 2021, 2020 and 2019, respectively (Note 26).

- Cement

- *Mineral Production Sharing Agreement (MPSA)*

NCC has an existing MPSA granted by the Philippine Government through the Department of Environment and Natural Resources (DENR). Details of the MPSA are as follows:

MPSA No.	Location	Date of Issuance
106-98-1	Labayug, Sison, Pangasinan	March 12, 1998

This MPSA has a term of 25 years from the date of issuance and may be renewed thereafter for another term not exceeding 25 years.

NCC has the following key commitments under its MPSA:

- The Philippine Government share shall be the excise tax on mineral products at the time of removal and at the rate provided for in RA No. 7729 amending Section 151 (a) of the Revised National Internal Revenue Code, as well as other taxes, duties and fees levied by existing laws.

Excise taxes paid to the Philippine Government aggregated to P12 and P13 in 2021 and 2020, respectively.

- Allotment of a minimum of 1.5% of the direct drilling and milling costs necessary to implement the activities for community development.

As at December 31, 2021, allotment made amounted to P5.

On July 23, 2021, NCC filed its MPSA renewal to the DENR and is pending approval as at March 10, 2022.

Lease Commitments

- Group as Lessor

The Group has entered into operating leases on its investment property portfolio, consisting of certain service stations and other related structures, machinery and equipment, surplus office spaces as well as leased property (Note 15). These non-cancellable leases will expire up to year 2036. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions.

The future minimum lease receipts under non-cancellable operating leases are as follows:

	2021	2020
Within one year	P532	P856
One to two years	508	656
Two to three years	501	653
Three to four years	495	619
Four to five years	497	573
More than five years	6,733	9,552
	P9,266	P12,909

Rent income recognized in the consolidated statements of income amounted to P1,496, P1,382 and P1,751 in 2021, 2020 and 2019, respectively (Notes 4 and 32). Income from sub-leasing recognized in the consolidated statements of income amounted to P796, P1,054 and P1,395 in 2021, 2020 and 2019, respectively.

35. Retirement Plans

The Parent Company and majority of its subsidiaries have funded, noncontributory, defined benefit retirement plans (collectively, the Retirement Plans) covering all of their permanent employees. The Retirement Plans of the Parent Company and majority of its subsidiaries pay out benefits based on final pay. Contributions and costs are determined in accordance with the actuarial studies made for the Retirement Plans. Annual cost is determined using the projected unit credit method. Majority of the Group's latest actuarial valuation date is December 31, 2021. Valuations are obtained on a periodic basis.

Majority of the Retirement Plans are registered with the BIR as tax-qualified plans under RA No. 4917, as amended. The control and administration of the Group's Retirement Plans are vested in the Board of Trustees of each Retirement Plan. Majority of the Board of Trustees of the Group's Retirement Plans who exercises voting rights over the shares and approves material transactions are employees and/or officers of the Parent Company and its subsidiaries. The Retirement Plans' accounting and administrative functions are undertaken by the Retirement Funds Office of the Parent Company.

The following table shows a reconciliation of the net defined benefit retirement asset (liability) and its components:

	Fair Value of Plan Assets		Present Value of Defined Benefit Retirement Obligation		Effect of Asset Ceiling		Net Defined Benefit Retirement Liability	
	2021	2020	2021	2020	2021	2020	2021	2020
Balance at beginning of year	P29,064	P30,869	(P31,617)	(P33,265)	(P1,642)	(P1,747)	(P4,195)	(P4,143)
Benefit asset (obligation) of consolidated subsidiaries	-	338	-	(554)	-	-	-	(216)
Recognized in Profit or Loss								
Current service costs	-	-	(1,735)	(1,816)	-	-	(1,735)	(1,816)
Past service costs	-	-	(1,708)	(14)	-	-	(1,708)	(14)
Interest expense	-	-	(1,225)	(1,695)	-	-	(1,225)	(1,695)
Interest income	1,101	1,571	-	-	-	-	1,101	1,571
Interest on the effect of asset ceiling	-	-	-	-	(62)	(89)	(62)	(89)
	1,101	1,571	(4,668)	(3,525)	(62)	(89)	(3,629)	(2,043)
Recognized in Other Comprehensive Income								
Remeasurements								
Actuarial gains (losses) arising from:								
Experience adjustments	-	-	862	2,532	-	-	862	2,532
Changes in financial assumptions	-	-	2,014	(649)	-	-	2,014	(649)
Changes in demographic assumptions	-	-	(10)	49	-	-	(10)	49
Return on plan assets excluding interest income	(606)	(2,483)	-	-	-	-	(606)	(2,483)
Changes in the effect of asset ceiling	-	-	-	-	(117)	194	(117)	194
	(606)	(2,483)	2,866	1,932	(117)	194	2,143	(357)
Others								
Contributions	2,650	2,317	-	-	-	-	2,650	2,317
Benefits paid	(2,760)	(3,463)	2,876	3,659	-	-	116	196
Transfers from other plans	3	221	(3)	(239)	-	-	-	(18)
Transfers to other plans	(1)	(274)	1	292	-	-	-	18
Other adjustments	54	(32)	6	83	-	-	60	51
	(54)	(1,231)	2,880	3,795	-	-	2,826	2,564
Balance at end of year	P29,505	P29,064	(P30,539)	(P31,617)	(P1,821)	(P1,642)	(P2,855)	(P4,195)

The Group's annual contribution to the Retirement Plans consists of payments covering the current service cost plus amortization of unfunded past service liability.

Retirement costs (benefits) recognized in the consolidated statements of income by the Parent Company amounted to P17, P34 and (P13) in 2021, 2020 and 2019, respectively (Notes 29 and 31).

Retirement costs recognized in the consolidated statements of income by the subsidiaries amounted to P3,612, P2,009 and P1,391 in 2021, 2020 and 2019, respectively (Notes 29, 30 and 31). In 2021, certain subsidiaries made amendments to their respective Retirement Plans in terms of the percentage of final pay based on the adjusted credited years of service. As a result, the Group recognized past service costs amounting to P1,708.

As at December 31, 2021, net retirement assets and liabilities, included as part of "Other noncurrent assets - net" account, amounted to P4,175 (Note 18) and under "Accounts payable and accrued expenses" and "Other noncurrent liabilities" accounts, amounted to P187 and P6,843, respectively (Notes 20 and 22).

As at December 31, 2020, net retirement assets and liabilities, included as part of "Other noncurrent assets - net" account, amounted to P2,699 (Note 18) and under "Accounts payable and accrued expenses" and "Other noncurrent liabilities" accounts, amounted to P160 and P6,734, respectively (Notes 20 and 22).

The carrying amounts of the Group's retirement fund approximate fair values as at December 31, 2021 and 2020.

The Group's plan assets consist of the following:

	In Percentages	
	2021	2020
Investments in marketable securities and shares of stock	76.87	76.58
Investments in pooled funds:		
Fixed income portfolio	6.58	7.61
Stock trading portfolio	1.45	1.95
Investments in real estate	1.53	1.56
Others	13.57	12.30

Investments in Marketable Securities

As at December 31, 2021 the plan assets include:

- 49,564,147 common shares and 8,038,270 Subseries "2-F", 264,840 Subseries "2-H", 9,782,770 Subseries "2-I", 3,491,300 Subseries "2-J" and 4,007,900 Subseries "2-K" preferred shares of the Parent Company with fair market value per share of P114.90, P79.25, P75.95, P79.65, P76.50 and P75.85, respectively;
- 753,454,797 common shares and 474,160 preferred shares of Petron with fair market value per share of P3.17 and P1,119.00, respectively;
- 33,635,700 common shares of SMB with fair market value per share of P20.00;
- 19,386,620 common shares of GSMI with fair market value per share of P113.80;
- 15,245,750 common shares of SMFB with fair market value per share of P71.40;

- 300 common shares of SMPI with fair market value per share of P134.12; and
- 5,997,311 common shares of Top Frontier with fair market value per share of P127.70.

As at December 31, 2020 the plan assets include:

- 50,033,387 common shares and 4,231,050 Subseries "2-E", 8,038,270 Subseries "2-F", 103,730 Subseries "2-G", 264,840 Subseries "2-H", 9,782,770 Subseries "2-I", 3,379,100 Subseries "2-J" and 4,007,900 Subseries "2-K" preferred shares of the Parent Company with fair market value per share of P128.10, P75.40, P77.30, P75.80, P78.00, P76.80, P75.50 and P75.50, respectively;
- 747,008,797 common shares and 460,000 preferred shares of Petron with fair market value per share of P3.99 and P1,114.00, respectively;
- 33,635,700 common shares of SMB with fair market value per share of P20.00;
- 22,868,770 common shares of GSMI with fair market value per share of P49.40;
- 12,487,440 common shares of SMFB with fair market value per share of P67.00;
- 300 common shares of SMPI with fair market value per share of P134.12; and
- 5,994,811 common shares of Top Frontier with fair market value per share of P140.00.

The fair market value per share of the above marketable securities is determined based on quoted market prices in active markets as at the reporting date (Note 4).

The Group's Retirement Plans recognized a gain (loss) on the investment in marketable securities of Top Frontier, Parent Company and its subsidiaries amounting to P21, (P1,876) and (P1,811) in 2021, 2020 and 2019, respectively.

Dividend income from the investment in shares of stock of the Parent Company and its subsidiaries amounted to P369, P375 and P495 in 2021, 2020 and 2019, respectively.

Investments in Shares of Stock

a. BOC

San Miguel Corporation Retirement Plan (SMCRP) has 432,626,860 and 44,834,286 common shares representing 38.54% and 39.94% equity interest in BOC, accounted for under the equity method amounting to P10,064 and P9,952 as at December 31, 2021 and 2020, respectively.

In October 2021, SMCRP sold to SMCEC its 1,571,600 common shares of BOC equivalent to 1.4% equity interest amounting to P356 (Note 11).

As discussed in Note 11, the Articles of Incorporation of BOC was amended for the change in the par value of its common and preferred shares from P100.00 per share to P10.00 per share. As a result, SMCRP's investment in BOC's common shares increased from 43,262,686 to 432,626,860 common shares.

SMCRP recognized its share in total comprehensive income of BOC amounting to P468 and P268 in 2021 and 2020, respectively.

b. BPI

The Group's plan assets also include San Miguel Brewery Inc. Retirement Plan's investment in 8,608,494 preferred shares of stock of BPI (inclusive of nominee shares), accounted for under the cost method since cost approximates fair value, amounting to P859 as at December 31, 2021 and 2020.

Investments in Pooled Funds

Investments in pooled funds were established mainly to put together a portion of the funds of the Retirement Plans of the Group to be able to draw, negotiate and obtain the best terms and financial deals for the investments resulting from big volume transactions.

The Board of Trustees approved the percentage of asset to be allocated to fixed income instruments and equities. The Retirement Plans have set maximum exposure limits for each type of permissible investments in marketable securities and deposit instruments. The Board of Trustees may, from time to time, in the exercise of its reasonable discretion and taking into account existing investment opportunities, review and revise such allocation and limits.

Approximately 65% and 75% of the Retirement Plans' investments in pooled funds in stock trading portfolio include investments in shares of stock of the Parent Company and its subsidiaries as at December 31, 2021 and 2020, respectively.

Approximately 67% and 66% of the Retirement Plans' investments in pooled funds in fixed income portfolio include investments in shares of stock of the Parent Company and its subsidiaries as at December 31, 2021 and 2020, respectively.

Investments in Real Estate

The Retirement Plans of the Group have investments in real estate properties. The fair value of investment property amounted to P634 as at December 31, 2021 and 2020.

Others

Others include the Retirement Plans' investments in trust account, government securities, bonds and notes, cash and cash equivalents and receivables which earn interest. Investment in trust account represents funds entrusted to a financial institution for the purpose of maximizing the yield on investible funds.

The Board of Trustees reviews the level of funding required for the retirement fund. Such a review includes the asset-liability matching (ALM) strategy and investment risk management policy. The Group's ALM objective is to match maturities of the plan assets to the defined benefit retirement obligation as they fall due. The Group monitors how the duration and expected yield of the investments are matching the expected cash outflows arising from the retirement benefit obligation. The Group is expected to contribute P1,586 to the Retirement Plans in 2022.

The Retirement Plans expose the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk as follows:

Investment and Interest Rate Risks. The present value of the defined benefit retirement obligation is calculated using a discount rate determined by reference to market yields to government bonds. Generally, a decrease in the interest rate of a reference government bond will increase the defined benefit retirement obligation. However, this will be partially offset by an increase in the return on the Retirement Plans' investments and if the return on plan asset falls below this rate, it will create a deficit in the Retirement Plans. Due to the long-term nature of the defined benefit retirement obligation, a level of continuing equity investments is an appropriate element of the long-term strategy of the Group to manage the Retirement Plans efficiently.

Longevity and Salary Risks. The present value of the defined benefit retirement obligation is calculated by reference to the best estimates of: (1) the mortality of the plan participants, and (2) the future salaries of the plan participants. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the defined benefit retirement obligation.

The overall expected rate of return is determined based on historical performance of the investments.

The principal actuarial assumptions used to determine retirement benefits are as follows:

	In Percentages	
	2021	2020
Discount rate	0.40 - 6.75	0.40 - 7.00
Salary increase rate	2.00 - 6.50	2.00 - 8.80

Assumptions for mortality and disability rates are based on published statistics and mortality and disability tables.

The weighted average duration of defined benefit retirement obligation ranges from 3.9 to 24.9 years and 4.9 to 26.0 years as at December 31, 2021 and 2020, respectively.

As at December 31, 2021 and 2020, the reasonably possible changes to one of the relevant actuarial assumptions, while holding all other assumptions constant, would have affected the defined benefit retirement obligation by the amounts below, respectively:

	Defined Benefit Retirement Obligation			
	2021		2020	
	1 Percent Increase	1 Percent Decrease	1 Percent Increase	1 Percent Decrease
Discount rate	(P1,648)	P1,954	(P1,996)	P2,295
Salary increase rate	2,148	(1,880)	2,311	(2,028)

The outstanding balances of the Group's receivable from the retirement plans are as follows:

- a. The Parent Company has advances to and receivables from SMCRP amounting to P7,666 and P7,482 as at December 31, 2021 and 2020, respectively, included as part of "Amounts owed by related parties" under "Trade and other receivables - net" account in the consolidated statements of financial position (Notes 8 and 33). Portion of the advances are subject to interest per annum of 5.75% in 2021 and 2020. Interest income earned from the advances amounted to P188 and P189 in 2021 and 2020, respectively (Notes 31 and 33).
- b. Petron has advances to Petron Corporation Employee Retirement Plan (PCERP) amounting to P1,138 and P1,562 as at December 31, 2021 and 2020, respectively, included as part of "Amounts owed by related parties" under "Trade and other receivables - net" account in the consolidated statements of financial position (Notes 8 and 33). The advances are subject to interest per annum of 5% in 2021 and 2020. Interest income earned from the advances amounted to P78 and P93 in 2021 and 2020, respectively (Notes 31 and 33).

In 2021 and 2020, portion of Petron's interest bearing advances to PCERP were converted into contribution to the retirement plan.

Transactions with the Retirement Plans are made at normal market prices and terms. Outstanding balances as at December 31, 2021 and 2020 are unsecured and settlements are made in cash. There have been no guarantees provided for any retirement plan receivables. The Group has not made any provision for impairment losses relating to the receivables from the Retirement Plans in 2021, 2020 and 2019.

36. Cash Dividends and Distributions

The BOD of the Parent Company approved the declaration and payment of the following cash dividends to common and preferred stockholders as follows:

2021

Class of Shares	Date of Declaration	Date of Record	Date of Payment	Dividend Per Share
Common				
	March 11, 2021	April 5, 2021	April 30, 2021	P0.35
	June 8, 2021	July 2, 2021	July 28, 2021	0.35
	September 9, 2021	October 8, 2021	October 29, 2021	0.35
	December 2, 2021	January 4, 2022	January 21, 2022	0.35
Preferred				
SMC2C	January 21, 2021	March 19, 2021	April 5, 2021	1.50
	May 6, 2021	June 21, 2021	July 2, 2021	1.50
	August 5, 2021	September 21, 2021	October 1, 2021	1.50
SMC2E	January 21, 2021	March 19, 2021	April 5, 2021	1.18603125
	May 6, 2021	June 21, 2021	July 2, 2021	1.18603125
	August 5, 2021	September 21, 2021	October 1, 2021	1.18603125
SMC2F	January 21, 2021	March 19, 2021	April 5, 2021	1.27635
	May 6, 2021	June 21, 2021	July 2, 2021	1.27635
	August 5, 2021	September 21, 2021	October 1, 2021	1.27635
	November 11, 2021	December 21, 2021	January 7, 2022	1.27635
SMC2G	January 21, 2021	March 19, 2021	April 5, 2021	1.23361875
SMC2H	January 21, 2021	March 19, 2021	April 5, 2021	1.1854125
	May 6, 2021	June 21, 2021	July 2, 2021	1.1854125
	August 5, 2021	September 21, 2021	October 1, 2021	1.1854125
	November 11, 2021	December 21, 2021	January 7, 2022	1.1854125

Forward

Class of Shares	Date of Declaration	Date of Record	Date of Payment	Dividend Per Share
SMC2I	January 21, 2021	March 19, 2021	April 5, 2021	P1.18790625
	May 6, 2021	June 21, 2021	July 2, 2021	1.18790625
	August 5, 2021	September 21, 2021	October 1, 2021	1.18790625
	November 11, 2021	December 21, 2021	January 7, 2022	1.18790625
SMC2J	January 21, 2021	March 19, 2021	April 5, 2021	0.890625
	May 6, 2021	June 21, 2021	July 2, 2021	0.890625
	August 5, 2021	September 21, 2021	October 1, 2021	0.890625
	November 11, 2021	December 21, 2021	January 7, 2022	0.890625
SMC2K	January 21, 2021	March 19, 2021	April 5, 2021	0.84375
	May 6, 2021	June 21, 2021	July 2, 2021	0.84375
	August 5, 2021	September 21, 2021	October 1, 2021	0.84375
	November 11, 2021	December 21, 2021	January 7, 2022	0.84375

2020

Class of Shares	Date of Declaration	Date of Record	Date of Payment	Dividend Per Share
Common	March 12, 2020	April 3, 2020	April 30, 2020	P0.35
	June 30, 2020	July 15, 2020	July 31, 2020	0.35
	September 10, 2020	October 9, 2020	October 30, 2020	0.35
	December 3, 2020	January 4, 2021	January 22, 2021	0.35
Preferred				
SMCP1	January 23, 2020	March 20, 2020	April 3, 2020	1.0565625
SMC2C	January 23, 2020	March 20, 2020	April 3, 2020	1.50
	May 28, 2020	June 19, 2020	July 3, 2020	1.50
	August 6, 2020	September 21, 2020	October 5, 2020	1.50
	November 5, 2020	December 18, 2020	January 8, 2021	1.50
SMC2D	January 23, 2020	March 20, 2020	April 3, 2020	1.11433125
	May 28, 2020	June 19, 2020	July 3, 2020	1.11433125
	August 6, 2020	September 21, 2020	October 5, 2020	1.11433125
SMC2E	January 23, 2020	March 20, 2020	April 3, 2020	1.18603125
	May 28, 2020	June 19, 2020	July 3, 2020	1.18603125
	August 6, 2020	September 21, 2020	October 5, 2020	1.18603125
	November 5, 2020	December 18, 2020	January 8, 2021	1.18603125
SMC2F	January 23, 2020	March 20, 2020	April 3, 2020	1.27635
	May 28, 2020	June 19, 2020	July 3, 2020	1.27635
	August 6, 2020	September 21, 2020	October 5, 2020	1.27635
	November 5, 2020	December 18, 2020	January 8, 2021	1.27635
SMC2G	January 23, 2020	March 20, 2020	April 3, 2020	1.23361875
	May 28, 2020	June 19, 2020	July 3, 2020	1.23361875
	August 6, 2020	September 21, 2020	October 5, 2020	1.23361875
	November 5, 2020	December 18, 2020	January 8, 2021	1.23361875
SMC2H	January 23, 2020	March 20, 2020	April 3, 2020	1.1854125
	May 28, 2020	June 19, 2020	July 3, 2020	1.1854125
	August 6, 2020	September 21, 2020	October 5, 2020	1.1854125
	November 5, 2020	December 18, 2020	January 8, 2021	1.1854125
SMC2I	January 23, 2020	March 20, 2020	April 3, 2020	1.18790625
	May 28, 2020	June 19, 2020	July 3, 2020	1.18790625
	August 6, 2020	September 21, 2020	October 5, 2020	1.18790625
	November 5, 2020	December 18, 2020	January 8, 2021	1.18790625
SMC2J	November 5, 2020	December 18, 2020	January 8, 2021	0.890625

On February 10, 2022, the BOD of the Parent Company declared cash dividends to all preferred stockholders of record as at March 21, 2022 on the following shares to be paid on April 1, 2022, as follows:

Class of Shares	Dividends Per Share
SMC2F	P1.27635
SMC2H	1.1854125
SMC2I	1.18790625
SMC2J	0.890625
SMC2K	0.84375

On March 10, 2022, the BOD of the Parent Company declared cash dividends at P0.35 per share to all common shareholders of record as at April 1, 2022 to be paid on April 29, 2022.

Distributions

The Parent Company paid P200 and P1,804 to the holders of RPS and SCPS, respectively, in 2021 and P238 to the holders of RPS in 2020, as distributions in accordance with the terms and conditions of their respective separate subscription agreements with the Parent Company.

37. Basic and Diluted Earnings Per Share

Basic and diluted EPS is computed as follows:

	<i>Note</i>	2021	2020	2019
Net income attributable to equity holders of the Parent Company		P13,925	P2,973	P21,329
Dividends on preferred shares	24, 36	(6,002)	(6,083)	(7,187)
Distributions to capital securities	24, 36	(2,004)	(857)	-
Net income (loss) attributable to common shareholders of the Parent Company (a)		P5,919	(P3,967)	P14,142
Weighted average number of common shares outstanding (in millions) - basic and diluted (b)		2,384	2,384	2,384
Basic and diluted earnings (loss) per common share attributable to equity holders of the Parent Company (a/b)		P2.48	(P1.66)	P5.93

As at December 31, 2021, 2020 and 2019, the Parent Company has no dilutive debt or equity instruments.

38. Supplemental Cash Flow Information

Supplemental information with respect to the consolidated statements of cash flows is presented below:

- a. Changes in noncash current assets, certain current liabilities and others are as follows (amounts reflect actual cash flows rather than increases or decreases of the accounts in the consolidated statements of financial position):

	2021	2020	2019
Trade and other receivables - net	(P34,503)	P8,591	(P10,539)
Inventories	(36,751)	26,503	(8,949)
Prepaid expenses and other current assets	(13,006)	(5,329)	4,395
Accounts payable and accrued expenses	37,519	(18,154)	34,369
Income and other taxes payable and others	3,133	1,212	(2,886)
	(P43,608)	P12,823	P16,390

- b. Acquisition of subsidiaries, net of cash and cash equivalents acquired.

	2019
Cash and cash equivalents	P301
Trade and other receivables - net	285
Inventories	326
Prepaid expenses and other current assets	154
Property, plant and equipment - net	1,959
Right-of-use assets - net	179
Other intangible assets - net	8
Deferred tax assets	12
Other noncurrent assets - net	387
Accounts payable and accrued expenses	(899)
Income and other taxes payable	(24)
Long-term debt - net of debt issue costs	(48)
Deferred tax liabilities	(1)
Lease liabilities	(193)
Non-controlling interests	(45)
Net assets	2,401
Cash and cash equivalents	(301)
Goodwill in subsidiaries	53
Investments and advances	(745)
Net cash flows	P1,408

c. Changes in liabilities arising from financing activities

	Loans Payable	Long-term Debt	Lease Liabilities	Dividends Payable
Balance as at January 1, 2021	P140,645	P766,909	P117,037	P4,231
Changes from Financing Activities				
Proceeds from borrowings	760,746	140,777	-	-
Payments of borrowings	(711,147)	(113,419)	-	-
Payments of lease liabilities	-	-	(26,151)	-
Dividends and distributions paid	-	-	-	(39,310)
Total Changes from Financing Activities	49,599	27,358	(26,151)	(39,310)
The Effect of Changes in Foreign Exchange Rates	535	17,319	2,681	1
Other Changes	-	2,379	1,425	39,374
Balance as at December 31, 2021	P190,779	P813,965	P94,992	P4,296

	Loans Payable	Long-term Debt	Lease Liabilities	Dividends Payable
Balance as at January 1, 2020	P169,492	P682,804	P142,248	P4,116
Changes from Financing Activities				
Proceeds from borrowings	813,187	160,437	-	-
Payments of borrowings	(841,775)	(58,913)	-	-
Payments of lease liabilities	-	-	(24,825)	-
Dividends and distributions paid	-	-	-	(31,508)
Total Changes from Financing Activities	(28,588)	101,524	(24,825)	(31,508)
The Effect of Changes in Foreign Exchange Rates	(259)	(18,188)	(2,873)	(1)
Consolidation of a Subsidiary and Other Changes	-	769	2,487	31,624
Balance as at December 31, 2020	P140,645	P766,909	P117,037	P4,231

39. Financial Risk and Capital Management Objectives and Policies

Objectives and Policies

The Group has significant exposure to the following financial risks primarily from its use of financial instruments:

- Market Risk (Interest Rate Risk, Foreign Currency Risk and Commodity Price Risk)
- Liquidity Risk
- Credit Risk

This note presents information about the exposure to each of the foregoing risks, the objectives, policies and processes for measuring and managing these risks, and for management of capital.

The principal non-trade related financial instruments of the Group include cash and cash equivalents, financial assets at FVPL, investments in equity and debt instruments, restricted cash, short-term and long-term loans, and derivative instruments. These financial instruments, except financial assets at FVPL and derivative instruments, are used mainly for working capital management purposes. The trade-related financial assets and financial liabilities of the Group such as trade and other receivables, noncurrent receivables and deposits, accounts payable and accrued expenses, lease liabilities and other noncurrent liabilities arise directly from and are used to facilitate its daily operations.

The outstanding derivative instruments of the Group such as options, forwards and swaps are intended mainly for risk management purposes. The Group uses derivatives to manage its exposures to foreign currency, interest rate and commodity price risks arising from the operating and financing activities. The accounting policies in relation to derivatives are set out in Note 3 to the consolidated financial statements.

The BOD has the overall responsibility for the establishment and oversight of the risk management framework of the Group.

The risk management policies of the Group are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The BOD constituted the Audit and Risk Oversight Committee to assist the BOD in fulfilling its oversight responsibility of the Group's corporate governance process relating to the: a) quality and integrity of the consolidated financial statements and financial reporting process and the systems of internal accounting and financial controls; b) performance of the internal auditors; c) annual independent audit of the consolidated financial statements, the engagement of the independent auditors and the evaluation of the independent auditors' qualifications, independence and performance; d) compliance with tax, legal and regulatory requirements; e) evaluation of management's process to assess and manage the enterprise risk issues; and f) fulfillment of the other responsibilities set out by the BOD. The Audit and Risk Oversight Committee shall prepare such reports as may be necessary to document the activities of the committee in the performance of its functions and duties. Such reports shall be included in the annual report of the Group and other corporate disclosures as may be required by the SEC and/or the PSE.

The Audit and Risk Oversight Committee also oversees how management monitors compliance with the risk management policies and procedures of the Group and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. Internal Audit assists the Audit and Risk Oversight Committee in monitoring and evaluating the effectiveness of the risk management and governance processes of the Group. Internal Audit undertakes both regular and special reviews of risk management controls and procedures, the results of which are reported to the Audit and Risk Oversight Committee.

Interest Rate Risk

Interest rate risk is the risk that future cash flows from a financial instrument (cash flow interest rate risk) or its fair value (fair value interest rate risk) will fluctuate because of changes in market interest rates. The Group's exposure to changes in interest rates relates primarily to the long-term borrowings and investment securities. Investment securities acquired or borrowings issued at fixed rates expose the Group to fair value interest rate risk. On the other hand, investment securities acquired or borrowings issued at variable rates expose the Group to cash flow interest rate risk.

The Group manages its interest cost by using an optimal combination of fixed and variable rate debt instruments. The management is responsible for monitoring the prevailing market-based interest rate and ensures that the mark-up rates charged on its borrowings are optimal and benchmarked against the rates charged by other creditor banks.

On the other hand, the investment policy of the Group is to maintain an adequate yield to match or reduce the net interest cost from its borrowings pending the deployment of funds to their intended use in the operations and working capital management. However, the Group invests only in high-quality securities while maintaining the necessary diversification to avoid concentration risk.

In managing interest rate risk, the Group aims to reduce the impact of short-term fluctuations on the earnings. Over the longer term, however, permanent changes in interest rates would have an impact on profit or loss.

The management of interest rate risk is also supplemented by monitoring the sensitivity of the Group's financial instruments to various standard and non-standard interest rate scenarios.

The Group uses interest rate swaps as hedges of the variability in cash flows attributable to movements in interest rates. The Group applies a hedge ratio of 1:1 and determines the existence of an economic relationship between the hedging instrument and hedged item based on the reference interest rates, tenors, repricing dates and maturities, and notional amounts. The Group assesses whether the derivative designated in the hedging relationship is expected to be effective in offsetting changes in cash flows of the hedged item using the hypothetical derivative method.

The following are the main sources of ineffectiveness in the hedge relationships:

- the effect of the counterparty's and the Group's own credit risk on the fair value of the derivative contracts, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in interest rates; and
- changes in the timing of the hedged transactions.

Interest Rate Risk Table

The terms and maturity profile of the interest-bearing financial instruments, together with its gross amounts, are shown in the following tables:

December 31, 2021	<1 Year	1-2 Years	>2-3 Years	>3-4 Years	>4-5 Years	>5 Years	Total
Fixed Rate							
Philippine peso-denominated Interest rate	P68,436 3.875% - 9.8754%	P57,685 3.284% - 9.8754%	P95,030 3.284% - 9.8754%	P55,159 3.284% - 9.8754%	P68,051 3.284% - 9.8754%	P145,335 3.3832% - 9.8754%	P489,696
Foreign currency-denominated (expressed in Philippine peso) Interest rate	1,995 4.7776% - 5.5959%	6,852 4.7776% - 5.5959%	1,225 5.5959%	1,281 5.5959%	1,340 5.5959%	12,044 5.5959%	24,737
Floating Rate							
Philippine peso-denominated Interest rate	3,139 BVAL + margin or BSP overnight rate, whichever is higher	1,585 BVAL + margin or BSP overnight rate, whichever is higher	706 BVAL + margin or BSP overnight rate, whichever is higher	119 BVAL + margin or BSP overnight rate, whichever is higher	119 BVAL + margin or BSP overnight rate, whichever is higher	7,524 BVAL + margin or BSP overnight rate, whichever is higher	13,192
Foreign currency-denominated (expressed in Philippine peso) Interest rate	16,040 LIBOR/applicable reference rate + margin	113,137 LIBOR/applicable reference rate + margin	115,122 LIBOR/applicable reference rate + margin	1,774 LIBOR/applicable reference rate + margin	44,814 LIBOR/applicable reference rate + margin	3,964 LIBOR/applicable reference rate + margin	294,851
	P89,610	P179,259	P212,083	P58,333	P114,324	P168,867	P822,476
December 31, 2020	<1 Year	1-2 Years	>2-3 Years	>3-4 Years	>4-5 Years	>5 Years	Total
Fixed Rate							
Philippine peso-denominated Interest rate	P47,064 4.0032% - 9.885%	P67,112 4.2105% - 9.885%	P56,017 3.2837% - 9.885%	P91,422 3.2837% - 9.885%	P36,513 3.2837% - 9.885%	P136,808 3.2837% - 9.885%	P434,936
Foreign currency-denominated (expressed in Philippine peso) Interest rate	2,581 4.7776% - 5.5959%	1,878 4.7776% - 5.5959%	31,250 4.7776% - 5.5959%	1,154 5.5959%	1,207 5.5959%	12,603 5.5959%	50,673
Floating Rate							
Philippine peso-denominated Interest rate	2,572 BVAL + margin or BSP overnight rate, whichever is higher	3,876 BVAL + margin or BSP overnight rate, whichever is higher	2,321 BVAL + margin or BSP overnight rate, whichever is higher	1,442 BVAL + margin or BSP overnight rate, whichever is higher	1,618 BVAL + margin or BSP overnight rate, whichever is higher	7,646 BVAL + margin or BSP overnight rate, whichever is higher	19,475
Foreign currency-denominated (expressed in Philippine peso) Interest rate	23,131 LIBOR/applicable reference rate + margin	27,072 LIBOR/applicable reference rate + margin	104,333 LIBOR/applicable reference rate + margin	107,902 LIBOR/applicable reference rate + margin	3,488 LIBOR/applicable reference rate + margin	4,148 LIBOR/applicable reference rate + margin	270,074
	P75,348	P99,938	P193,921	P201,920	P42,826	P161,205	P775,158

The sensitivity to a reasonably possible 1% increase in the interest rates, with all other variables held constant, would have decreased the Group's profit before tax (through the impact on floating rate borrowings) by P3,080, P2,895 and P2,184 in 2021, 2020 and 2019, respectively. A 1% decrease in the interest rate would have had the equal but opposite effect. These changes are considered to be reasonably possible given the observation of prevailing market conditions in those periods. There is no impact on the Group's other comprehensive income.

Foreign Currency Risk

The functional currency is the Philippine peso, which is the denomination of the bulk of the Group's revenues. The exposure to foreign currency risk results from significant movements in foreign exchange rates that adversely affect the foreign currency-denominated transactions of the Group. The risk management objective with respect to foreign currency risk is to reduce or eliminate earnings volatility and any adverse impact on equity. The Group enters into foreign currency hedges using a combination of non-derivative and derivative instruments such as foreign currency forwards, options or swaps to manage its foreign currency risk exposure.

Short-term currency forward contracts (deliverable and non-deliverable) and options are entered into to manage foreign currency risks arising from importations, revenue and expense transactions, and other foreign currency-denominated obligations. Currency swaps are entered into to manage foreign currency risks relating to long-term foreign currency-denominated borrowings.

Certain derivative contracts are designated as cash flow hedges. The Group applies a hedge ratio of 1:1 and determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of the cash flows. The Group assesses whether the derivatives designated in the hedging relationship is expected to be effective in offsetting changes in cash flows of the hedged item using the cumulative dollar-offset and hypothetical derivative method.

The following are the main sources of ineffectiveness in the hedge relationships:

- the effect of the counterparty's and the Group's own credit risk on the fair value of the derivative contracts, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in foreign exchange rates; and
- changes in the timing of the hedged transactions.

Information on the Group's foreign currency-denominated monetary assets and monetary liabilities and their Philippine peso equivalents is as follows:

	December 31, 2021		December 31, 2020	
	US Dollar	Peso Equivalent	US Dollar	Peso Equivalent
Assets				
Cash and cash equivalents	US\$3,177	P162,053	US\$5,053	P242,683
Trade and other receivables	1,215	61,951	743	35,641
Prepaid expenses and other current assets	14	715	15	749
Noncurrent receivables	3	138	4	201
	4,409	224,857	5,815	279,274
Liabilities				
Loans payable	331	16,884	166	8,011
Accounts payable and accrued expenses	2,573	131,235	1,708	82,110
Long-term debt (including current maturities)	6,267	319,588	6,679	320,747
Lease liabilities (including current portion)	847	43,210	1,131	54,306
Other noncurrent liabilities	63	3,200	212	10,216
	10,081	514,117	9,896	475,390
Net foreign currency-denominated monetary liabilities	(US\$5,672)	(P289,260)	(US\$4,081)	(P196,116)

The Group reported net gains (losses) on foreign exchange amounting to (P4,846), P5,444 and P5,422 in 2021, 2020 and 2019, respectively, with the translation of its foreign currency-denominated assets and liabilities (Note 32). These mainly resulted from the movements of the Philippine peso against the US dollar as shown in the following table:

	US Dollar to Philippine Peso
December 31, 2021	P50.999
December 31, 2020	48.023
December 31, 2019	50.635

The management of foreign currency risk is also supplemented by monitoring the sensitivity of the Group's financial instruments to various foreign currency exchange rate scenarios.

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity (due to translation of results and financial position of foreign operations):

	P1 Decrease in the US Dollar Exchange Rate		P1 Increase in the US Dollar Exchange Rate	
	Effect on Income before Income Tax	Effect on Equity	Effect on Income before Income Tax	Effect on Equity
December 31, 2021				
Cash and cash equivalents	(P2,722)	(P2,608)	P2,722	P2,608
Trade and other receivables	(404)	(870)	404	870
Prepaid expenses and other current assets	(12)	(11)	12	11
Noncurrent receivables	-	(2)	-	2
	(3,138)	(3,491)	3,138	3,491
Loans payable	30	324	(30)	(324)
Accounts payable and accrued expenses	1,086	1,865	(1,086)	(1,865)
Long-term debt (including current maturities)	6,215	4,917	(6,215)	(4,917)
Lease liabilities (including current portion)	762	657	(762)	(657)
Other noncurrent liabilities	54	48	(54)	(48)
	8,147	7,811	(8,147)	(7,811)
	P5,009	P4,320	(P5,009)	(P4,320)

	P1 Decrease in the US Dollar Exchange Rate		P1 Increase in the US Dollar Exchange Rate	
	Effect on Income before Income Tax	Effect on Equity	Effect on Income before Income Tax	Effect on Equity
December 31, 2020				
Cash and cash equivalents	(P4,619)	(P3,666)	P4,619	P3,666
Trade and other receivables	(185)	(457)	185	457
Prepaid expenses and other current assets	(5)	(14)	5	14
Noncurrent receivables	-	(4)	-	4
	(4,809)	(4,141)	4,809	4,141
Loans payable	20	160	(20)	(160)
Accounts payable and accrued expenses	757	1,308	(757)	(1,308)
Long-term debt (including current maturities)	5,902	4,908	(5,902)	(4,908)
Lease liabilities (including current portion)	1,095	804	(1,095)	(804)
Other noncurrent liabilities	188	184	(188)	(184)
	7,962	7,364	(7,962)	(7,364)
	P3,153	P3,223	(P3,153)	(P3,223)

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's foreign currency risk.

Commodity Price Risk

Commodity price risk is the risk that future cash flows from a financial instrument will fluctuate because of changes in commodity prices.

The Group enters into various commodity derivatives to manage its price risks on strategic commodities. Commodity hedging allows stability in prices, thus offsetting the risk of volatile market fluctuations. Through hedging, prices of commodities are fixed at levels acceptable to the Group, thus protecting raw material cost and preserving margins. For hedging transactions, if prices go down, hedge positions may show marked-to-market losses; however, any loss in the marked-to-market position is offset by the resulting lower physical raw material cost.

The Parent Company enters into commodity derivative transactions on behalf of its subsidiaries to reduce cost by optimizing purchasing synergies within the Group and managing inventory levels of common materials.

Commodity Swaps, Futures and Options. Commodity swaps, futures and options are used to manage the Group's exposures to volatility in prices of certain commodities such as fuel oil, crude oil, coal, aluminum, soybean meal and wheat.

Commodity Forwards. The Group enters into forward purchases of various commodities. The prices of the commodity forwards are fixed either through direct agreement with suppliers or by reference to a relevant commodity price index.

Liquidity Risk

Liquidity risk pertains to the risk that the Group will encounter difficulty to meet payment obligations when they fall due under normal and stress circumstances.

The Group's objectives to manage its liquidity risk are as follows: a) to ensure that adequate funding is available at all times; b) to meet commitments as they arise without incurring unnecessary costs; c) to be able to access funding when needed at the least possible cost; and d) to maintain an adequate time spread of refinancing maturities.

The Group constantly monitors and manages its liquidity position, liquidity gaps and surplus on a daily basis. A committed stand-by credit facility from several local banks is also available to ensure availability of funds when necessary. The Group also uses derivative instruments such as forwards and swaps to manage liquidity.

The table below summarizes the maturity profile of the Group's financial assets and financial liabilities based on contractual undiscounted receipts and payments used for liquidity management.

December 31, 2021	Carrying Amount	Contractual Cash Flow	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	Over 5 Years
Financial Assets						
Cash and cash equivalents	P300,030	P300,030	P300,030	P -	P -	P -
Trade and other receivables - net	161,808	161,808	161,808	-	-	-
Derivative assets (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	1,529	1,529	870	61	598	-
Financial assets at FVPL (included under "Prepaid expenses and other current assets" account)	298	298	298	-	-	-
Financial assets at FVOCI (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	41,982	42,016	47	32	-	41,937
Financial assets at amortized cost (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	577	586	556	30	-	-
Noncurrent receivables and deposits - net (included under "Other noncurrent assets - net" account)	32,310	32,902	-	7,085	20,475	5,342
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	12,965	12,965	10,872	629	-	1,464
Financial Liabilities						
Loans payable	190,779	191,186	191,186	-	-	-
Accounts payable and accrued expenses (excluding current retirement liabilities, derivative liabilities, IRO, ARO, deferred income and other current non-financial liabilities)	191,864	191,864	191,864	-	-	-
Derivative liabilities (included under "Accounts payable and accrued expenses" and "Other noncurrent liabilities" accounts)	1,992	1,992	1,247	23	722	-
Long-term debt (including current maturities)	813,965	946,870	123,060	206,989	433,488	183,333
Lease liabilities (including current portion)	94,992	120,223	27,788	23,175	36,545	32,715
Other noncurrent liabilities (excluding noncurrent retirement liabilities, derivative liabilities, IRO, ARO, MRO, deferred income and other noncurrent non-financial liabilities)	7,897	8,097	-	3,453	3,553	1,091

December 31, 2020	Carrying Amount	Contractual Cash Flow	1 Year or Less	> 1 Year - 2 Years	> 2 Years – 5 Years	Over 5 Years
Financial Assets						
Cash and cash equivalents	P347,209	P347,209	P347,209	P -	P -	P -
Trade and other receivables - net	124,369	124,369	124,369	-	-	-
Derivative assets (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	635	635	596	20	19	-
Financial assets at FVPL (included under "Prepaid expenses and other current assets" account)	275	275	275	-	-	-
Financial assets at FVOCI (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	41,696	41,699	82	46	1	41,570
Financial assets at amortized cost (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	255	270	112	96	62	-
Noncurrent receivables and deposits - net (included under "Other noncurrent assets - net" account)	28,095	28,119	-	333	24,237	3,549
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	7,890	7,890	3,111	3,487	-	1,292
Financial Liabilities						
Loans payable	140,645	141,245	141,245	-	-	-
Accounts payable and accrued expenses (excluding current retirement liabilities, derivative liabilities, IRO, deferred income and other current non-financial liabilities)	149,448	149,448	149,448	-	-	-
Derivative liabilities (included under "Accounts payable and accrued expenses" and "Other noncurrent liabilities" accounts)	3,898	3,898	1,731	201	1,966	-
Long-term debt (including current maturities)	766,909	909,772	109,404	129,043	489,632	181,693
Lease liabilities (including current portion)	117,037	145,425	31,994	27,237	49,652	36,542
Other noncurrent liabilities (excluding noncurrent retirement liabilities, derivative liabilities, IRO, ARO, MRO, deferred income and other noncurrent non-financial liabilities)	12,884	12,890	-	1,368	10,582	940

Credit Risk

Credit risk is the risk of financial loss to the Group when a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from trade and other receivables and investment securities. The Group manages its credit risk mainly through the application of transaction limits and close risk monitoring. It is the Group's policy to enter into transactions with a wide diversity of creditworthy counterparties to mitigate any significant concentration of credit risk.

The Group has regular internal control reviews to monitor the granting of credit and management of credit exposures.

Trade and Other Receivables

The exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on the credit risk.

The Group obtains collateral or arranges master netting agreements, where appropriate, so that in the event of default, the Group would have a secured claim.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the standard payment and delivery terms and conditions are offered. The Group ensures that sales on account are made to customers with appropriate credit history. The Group has detailed credit criteria and several layers of credit approval requirements before engaging a particular customer or counterparty. The review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer and are reviewed on a regular basis. Customers that fail to meet the benchmark creditworthiness may transact with the Group only on a prepayment basis.

Investment in Debt Instruments

The Group limits its exposure to credit risk by investing only in liquid debt instruments with counterparties that have high credit ratings. The Group monitors changes in credit risk by tracking published external credit ratings. To determine whether published ratings remain up to date and to assess whether there has been a significant increase in credit risk at the reporting date that has not been reflected in published ratings, the Group supplements this by reviewing changes in bond yields.

Credit Quality

In monitoring and controlling credit extended to counterparty, the Group adopts a comprehensive credit rating system based on financial and non-financial assessments of its customers. Financial factors being considered comprised of the financial standing of the customer while the non-financial aspects include but are not limited to the assessment of the customer's nature of business, management profile, industry background, payment habit and both present and potential business dealings with the Group.

The credit quality of financial assets is being managed by the Group using internal credit ratings. Credit quality of the financial assets were determined as follows:

High grade includes deposits or placements to reputable banks and companies with good credit standing. High grade financial assets include cash and cash equivalents and derivative assets.

Standard grade pertains to receivables from counterparties with satisfactory financial capability and credit standing based on historical data, current conditions and the Group's view of forward-looking information over the expected lives of the receivables. Standard grade financial assets include trade and other receivables and noncurrent receivables and deposits.

Receivables with high probability of delinquency and default were fully provided with allowance for impairment losses.

Financial information on the Group's maximum exposure to credit risk, without considering the effects of collaterals and other risk mitigation techniques, is presented below.

	Note	2021	2020
Cash and cash equivalents (excluding cash on hand)	7	P298,783	P345,425
Trade and other receivables - net	8	161,808	124,369
Derivative assets	10, 18	1,529	635
Investment in debt instruments at FVOCI	10, 12	46	126
Investment in debt instruments at amortized cost	10, 12	577	255
Noncurrent receivables and deposits - net	18	32,310	28,095
Restricted cash	10, 18	12,965	7,890
		P508,018	P506,795

The table below presents the Group's exposure to credit risk and shows the credit quality of the financial assets by indicating whether the financial assets are subjected to 12-month ECL or lifetime ECL. Assets that are credit-impaired are separately presented.

	2021					
	Financial Assets at Amortized Cost			Financial Assets at FVPL	Financial Assets at FVOCI	Total
	12-Month ECL	Lifetime ECL not Credit Impaired	Lifetime ECL Credit Impaired			
Cash and cash equivalents (excluding cash on hand)	P298,783	P -	P -	P -	P -	P298,783
Trade and other receivables	161,808	-	13,268	-	-	175,076
Derivative assets	-	-	-	850	679	1,529
Investment in debt instruments at FVOCI	-	-	-	-	46	46
Investment in debt instruments at amortized cost	547	30	-	-	-	577
Noncurrent receivables and deposits	-	32,310	572	-	-	32,882
Restricted cash	10,872	2,093	-	-	-	12,965

	2020					
	Financial Assets at Amortized Cost			Financial Assets at FVPL	Financial Assets at FVOCI	Total
	12-Month ECL	Lifetime ECL not Credit Impaired	Lifetime ECL Credit Impaired			
Cash and cash equivalents (excluding cash on hand)	P345,425	P -	P -	P -	P -	P345,425
Trade and other receivables	124,369	-	13,741	-	-	138,110
Derivative assets	-	-	-	604	31	635
Investment in debt instruments at FVOCI	-	-	-	-	126	126
Investment in debt instruments at amortized cost	105	150	-	-	-	255
Noncurrent receivables and deposits	-	28,095	606	-	-	28,701
Restricted cash	3,111	4,779	-	-	-	7,890

The aging of receivables is as follows:

December 31, 2021	Trade	Non-trade	Amounts Owed by Related Parties	Total
Current	P69,571	P30,459	P14,151	P114,181
Past due:				
1 - 30 days	10,052	1,063	386	11,501
31 - 60 days	3,135	1,790	37	4,962
61 - 90 days	1,947	2,418	30	4,395
Over 90 days	14,351	24,727	959	40,037
	P99,056	P60,457	P15,563	P175,076

December 31, 2020	Trade	Non-trade	Amounts Owed by Related Parties	Total
Current	P45,989	P23,486	P13,116	P82,591
Past due:				
1 - 30 days	8,894	3,608	276	12,778
31 - 60 days	2,736	316	60	3,112
61 - 90 days	1,363	335	11	1,709
Over 90 days	15,680	21,226	1,014	37,920
	P74,662	P48,971	P14,477	P138,110

Various collaterals for trade receivables such as bank guarantees, time deposits and real estate mortgages are held by the Group for certain credit limits.

The Group believes that the unimpaired amounts that are past due by more than 30 days are still collectible based on historical payment behavior and analyses of the underlying customer credit ratings. There are no significant changes in their credit quality.

The Group computes impairment loss on receivables based on past collection experience, current circumstances and the impact of future economic conditions, if any, available at the reporting period (Note 4). There are no significant changes in the credit quality of the counterparties during the year.

The Group's cash and cash equivalents, derivative assets, investment in debt instruments at FVOCI, investment in debt instruments at amortized cost and restricted cash are placed with reputable entities with high quality external credit ratings.

The Group's exposure to credit risk arises from default of counterparty. Generally, the maximum credit risk exposure of trade and other receivables and noncurrent receivables and deposits is its carrying amount without considering collaterals or credit enhancements, if any. The Group has no significant concentration of credit risk since the Group deals with a large number of homogenous counterparties.

The Group does not execute any credit guarantee in favor of any counterparty.

Financial and Other Risks Relating to Livestock

The Group is exposed to financial risks arising from the change in cost and supply of feed ingredients and the selling prices of chicken, hogs and cattle and related products, all of which are determined by constantly changing market forces such as supply and demand and other factors. The other factors include environmental regulations, weather conditions and livestock diseases for which the Group has little control. The mitigating factors are listed below:

- The Group is subject to risks affecting the food industry, generally, including risks posed by food spoilage and contamination. Specifically, the fresh meat industry is regulated by environmental, health and food safety organizations and regulatory sanctions. The Group has put into place systems to monitor food safety risks throughout all stages of manufacturing and processing to mitigate these risks. Furthermore, representatives from the government regulatory agencies are present at all times during the processing of dressed chicken, hogs and cattle in all dressing and meat plants and issue certificates accordingly. The authorities, however, may impose additional regulatory requirements that may require significant capital investment at short notice.
- The Group is subject to risks relating to its ability to maintain animal health status considering that it has no control over neighboring livestock farms. Livestock health problems could adversely impact production and consumer confidence. However, the Group monitors the health of its livestock on a daily basis and proper procedures are put in place.
- The livestock industry is exposed to risk associated with the supply and price of raw materials, mainly grain prices. Grain prices fluctuate depending on the harvest results. The shortage in the supply of grain will result in adverse fluctuation in the price of grain and will ultimately increase the Group's production cost. If necessary, the Group enters into forward contracts to secure the supply of raw materials at a reasonable price.

Other Market Price Risk

The Group's market price risk arises from its investments carried at fair value (financial assets at FVPL and FVOCI). The Group manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

Capital Management

The Group maintains a sound capital base to ensure its ability to continue as a going concern, thereby continue to provide returns to stockholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The Group manages its capital structure and makes adjustments in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

The Group monitors capital on the basis of debt-to-equity ratio, which is calculated as total debt divided by total equity. Total debt is defined as total current liabilities and total noncurrent liabilities, while equity is total equity as shown in the consolidated statements of financial position.

The BOD has overall responsibility for monitoring capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the external environment and the risks underlying the Group's business, operation and industry.

The Group, except for BOC which is subject to certain capitalization requirements by the BSP, is not subject to externally imposed capital requirements.

40. Financial Assets and Financial Liabilities

The table below presents a comparison by category of the carrying amounts and fair values of the Group's financial instruments:

	December 31, 2021		December 31, 2020	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash and cash equivalents	P300,030	P300,030	P347,209	P347,209
Trade and other receivables - net	161,808	161,808	124,369	124,369
Derivative assets (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	1,529	1,529	635	635
Financial assets at FVPL (included under "Prepaid expenses and other current assets" account)	298	298	275	275
Financial assets at FVOCI (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	41,982	41,982	41,696	41,696
Financial assets at amortized cost (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	577	577	255	255
Noncurrent receivables and deposits - net (included under "Other noncurrent assets - net" account)	32,310	32,310	28,095	28,095
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	12,965	12,965	7,890	7,890
Financial Liabilities				
Loans payable	190,779	190,779	140,645	140,645
Accounts payable and accrued expenses (excluding current retirement liabilities, derivative liabilities, IRO, ARO, deferred income and other current non-financial liabilities)	191,864	191,864	149,448	149,448
Derivative liabilities (included under "Accounts payable and accrued expenses" and "Other noncurrent liabilities" accounts)	1,992	1,992	3,898	3,898
Long-term debt (including current maturities)	813,965	854,665	766,909	843,155
Lease liabilities (including current portion)	94,992	94,992	117,037	117,037
Other noncurrent liabilities (excluding noncurrent retirement liabilities, derivative liabilities, IRO, ARO, MRO, deferred income and other noncurrent non-financial liabilities)	7,897	7,897	12,884	12,884

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

Cash and Cash Equivalents, Trade and Other Receivables, Noncurrent Receivables and Deposits and Restricted Cash. The carrying amount of cash and cash equivalents and trade and other receivables approximates fair value primarily due to the relatively short-term maturities of these financial instruments. In the case of noncurrent receivables and deposits and restricted cash, the fair value is based on the present value of expected future cash flows using the applicable discount rates based on current market rates of identical or similar quoted instruments.

Derivatives. The fair values of forward exchange contracts are calculated by reference to current forward exchange rates. In the case of freestanding currency and commodity derivatives, the fair values are determined based on quoted prices obtained from their respective active markets. Fair values for stand-alone derivative instruments that are not quoted from an active market and for embedded derivatives are based on valuation models used for similar instruments using both observable and non-observable inputs.

Financial Assets at FVPL and Financial Assets at FVOCI. The fair values of publicly traded instruments and similar investments are based on quoted market prices in an active market. For debt instruments with no quoted market prices, a reasonable estimate of their fair values is calculated based on the expected cash flows from the instruments discounted using the applicable discount rates of comparable instruments quoted in active markets.

Loans Payable and Accounts Payable and Accrued Expenses. The carrying amount of loans payable and accounts payable and accrued expenses approximates fair value due to the relatively short-term maturities of these financial instruments.

Long-term Debt, Lease Liabilities and Other Noncurrent Liabilities. The fair value of interest-bearing fixed rate loans is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as at reporting date. Discount rates used for Philippine peso-denominated loans range from 1.0% to 4.8% and 0.9% to 3% as at December 31, 2021 and 2020, respectively. The discount rates used for foreign currency-denominated loans range from 0.3% to 1.5% and 0.1% to 0.9% as at December 31, 2021 and 2020, respectively. The carrying amounts of floating rate loans with quarterly interest rate repricing approximate their fair values.

Derivative Financial Instruments

The Group's derivative financial instruments according to the type of financial risk being managed and the details of freestanding and embedded derivative financial instruments that are categorized into those accounted for as cash flow hedges and those that are not designated as accounting hedges are discussed below.

The Group enters into various foreign currency, interest rate and commodity derivative contracts to manage its exposure on foreign currency, interest rate and commodity price risks. The portfolio is a mixture of instruments including forwards, swaps and options.

Derivative Instruments Accounted for as Cash Flow Hedges

The Group designated the following derivative financial instruments as cash flow hedges:

December 31, 2021	Maturity			Total
	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	
Foreign currency risk:				
Call spread swaps:				
Notional amount	US\$40	US\$60	US\$190	US\$290
Average strike rate	P51.96 to P54.47	P52.95 to P56.15	P48.00 to P53.70	
Foreign currency and interest rate risks:				
Cross currency swap:				
Notional amount	US\$20	US\$240	US\$40	US\$300
Average strike rate	P47.00 to P57.00	P47.00 to P56.50	P47.00 to P56.50	
Fixed interest rate	4.19% to 5.75%	4.19% to 5.80%	3.60% to 5.75%	
Interest rate risk:				
Interest rate collar:				
Notional amount	US\$15	US\$30	US\$15	US\$60
Interest rate	0.44% to 1.99%	0.44% to 1.99%	0.44% to 1.99%	

December 31, 2020	Maturity			Total
	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	
Foreign currency risk:				
Call spread swaps:				
Notional amount	US\$90	US\$50	US\$60	US\$200
Average strike rate	P52.41 to P56.15	P52.41 to P55.02	P52.95 to P56.15	
Foreign currency and interest rate risks:				
Cross currency swap:				
Notional amount	US\$20	US\$30	US\$280	US\$330
Average strike rate	P47.00 to P57.00	P47.00 to P56.83	P47.00 to P56.50	
Fixed interest rate	4.19% to 5.75%	4.19% to 5.75%	3.60% to 5.80%	
Interest rate risk:				
Interest rate collar:				
Notional amount	US\$15	US\$30	US\$45	US\$90
Interest rate	0.44% to 1.99%	0.44% to 1.99%	0.44% to 1.99%	

The following are the amounts relating to hedged items:

December 31, 2021	Change in Fair Value Used for Measuring Hedge Ineffectiveness	Hedging Reserve	Cost of Hedging Reserve
Foreign currency risk:			
US dollar-denominated borrowings	(P577)	P -	(P304)
Foreign currency and interest rate risks:			
US dollar-denominated borrowings	(680)	(802)	576
Interest rate risk:			
US dollar-denominated borrowings	4	(3)	-

December 31, 2020	Change in Fair Value Used for Measuring Hedge Ineffectiveness	Hedging Reserve	Cost of Hedging Reserve
Foreign currency risk:			
US dollar-denominated borrowings	P85	P -	(P87)
Foreign currency and interest rate risks:			
US dollar-denominated borrowings	1,968	(1,251)	657
Interest rate risk:			
US dollar-denominated borrowings	28	(20)	-

There are no amounts remaining in the hedging reserve from hedging relationships for which hedge accounting is no longer applied.

The following are the amounts related to the designated hedging instruments:

	Notional Amount	Carrying Amount		Line Item in the Consolidated Statement of Financial Position where the Hedging Instrument is Included	Changes in the Fair Value of the Hedging Instrument Recognized in Other Comprehensive Income	Cost of Hedging Recognized in Other Comprehensive Income	Amount Reclassified from Hedging Reserve to the Consolidated Statement of Income	Amount Reclassified from Cost of Hedging Reserve to the Consolidated Statement of Income	Line Item in the Consolidated Statement of Income Affected by the Reclassification
		Assets	Liabilities						
December 31, 2021									
Foreign currency risk: Call spread swaps	US\$290	P635	P12	Prepaid expenses and other current assets, Other noncurrent assets - net, and Accounts payable and accrued expenses	P577	(P497)	(P597)	P194	Interest expense and other financing charges and Other income - net
Foreign currency and interest rate risks: Cross currency swap	300	42	817	Other noncurrent assets – net, Accounts payable and accrued expenses and Other noncurrent liabilities	680	(340)	(476)	168	Interest expense and other financing charges and Other income - net
Interest rate risk: Interest rate collar	60	2	5	Other noncurrent assets – net, and Accounts payable and accrued expenses	(4)	(16)	-	16	Interest expense and other financing charges
	Notional Amount	Carrying Amount		Line Item in the Consolidated Statement of Financial Position where the Hedging Instrument is Included	Changes in the Fair Value of the Hedging Instrument Recognized in Other Comprehensive Income	Cost of Hedging Recognized in Other Comprehensive Income	Amount Reclassified from Hedging Reserve to the Consolidated Statement of Income	Amount Reclassified from Cost of Hedging Reserve to the Consolidated Statement of Income	Line Item in the Consolidated Statement of Income Affected by the Reclassification
		Assets	Liabilities						
December 31, 2020									
Foreign currency risk: Call spread swaps	US\$200	P30	P96	Prepaid expenses and other current assets, Other noncurrent assets - net, Accounts payable and accrued expenses and Other noncurrent liabilities	(P85)	(P80)	P27	P214	Interest expense and other financing charges and Other income - net
Foreign currency and interest rate risks: Cross currency swap	330	-	2,343	Accounts payable and accrued expenses and Other noncurrent liabilities	(1,968)	24	1,257	200	Interest expense and other financing charges and Other income - net
Interest rate risk: Interest rate collar	90	-	28	Accounts payable and accrued expenses and Other noncurrent liabilities	(28)	(8)	-	9	Interest expense and other financing charges

No ineffectiveness was recognized in the 2021 and 2020 consolidated statement of income.

The table below provides a reconciliation by risk category of components of equity and analysis of other comprehensive income items, net of tax, resulting from cash flow hedge accounting.

	2021		2020	
	Hedging Reserve	Cost of Hedging Reserve	Hedging Reserve	Cost of Hedging Reserve
Beginning balance	(P1,271)	P570	(P1,004)	P321
Changes in fair value:				
Foreign currency risk	597	(497)	(28)	(80)
Foreign currency and interest rate risks	1,195	(340)	(1,603)	24
Interest rate risk	24	(16)	(35)	(8)
Amount reclassified to profit or loss	(1,073)	378	1,284	423
Tax effect	(277)	177	115	(110)
Ending balance	(P805)	P272	(P1,271)	P570

Derivative Instruments Not Designated as Hedges

The Group enters into certain derivatives as economic hedges of certain underlying exposures. These include freestanding and embedded derivatives found in host contracts, which are not designated as accounting hedges. Changes in fair value of these instruments are accounted for directly in the consolidated statements of income. Details are as follows:

Freestanding Derivatives

Freestanding derivatives consist of interest rate, foreign currency and commodity derivatives entered into by the Group.

Currency Forwards

The Group has outstanding foreign currency forward contracts with aggregate notional amount of US\$748 and US\$440 as at December 31, 2021 and 2020, respectively, and with various maturities in 2021 and 2022. The positive (negative) fair value of these currency forwards amounted to P380 and (P58) as at December 31, 2021 and 2020, respectively.

Currency Options

The Group has outstanding currency options with aggregate notional amount of US\$400 and US\$995 as at December 31, 2021 and 2020, respectively, and with various maturities in 2021 and 2022. The net negative fair value of these currency options amounted to P7 and P645 as at December 31, 2021 and 2020, respectively.

Commodity Swaps

The Group has outstanding swap agreements covering its fuel oil, coal and aluminum requirements, with various maturities in 2022 and 2023. Under the agreements, payment is made either by the Group or its counterparty for the difference between the hedged fixed price and the relevant price index.

The outstanding notional quantity of fuel oil were 24.6 million barrels and 32.8 million barrels as at December 31, 2021 and 2020, respectively. The net negative fair value of these swaps amounted to P533 and P724 as at December 31, 2021 and 2020, respectively.

The outstanding notional quantity of coal was 96,000 metric tons as at December 31, 2021. The positive fair value of these swaps amounted to P62 as at December 31, 2021. The Group has no outstanding commodity swaps on the purchase of coal as at December 31, 2020.

Embedded Derivatives

The Group's embedded derivatives include currency forwards embedded in non-financial contracts.

Embedded Currency Forwards

The total outstanding notional amount of currency forwards embedded in non-financial contracts amounted to US\$260 and US\$173 as at December 31, 2021 and 2020, respectively. These non-financial contracts consist mainly of foreign currency-denominated purchase orders, sales agreements and capital expenditures. The embedded forwards are not clearly and closely related to their respective host contracts. The net positive (negative) fair value of these embedded currency forwards amounted to (P209) and P601 as at December 31, 2021 and 2020, respectively.

The Group recognized marked-to-market losses from freestanding and embedded derivatives amounting to P9,427 and P5,007, P3,308 in 2021, 2020 and 2019, respectively (Note 32).

Fair Value Changes on Derivatives

The net movements in fair value of all derivative instruments are as follows:

	2021	2020
Balance at beginning of year	(P3,263)	(P1,964)
Net change in fair value of derivatives:		
Designated as accounting hedge	1,492	(1,730)
Not designated as accounting hedge	(9,366)	(4,841)
Acquisition of a subsidiary	-	8
	(11,137)	(8,527)
Less fair value of settled instruments	(10,674)	(5,264)
Balance at end of year	(P463)	(P3,263)

Fair Value Hierarchy

Financial assets and financial liabilities measured at fair value in the consolidated statements of financial position are categorized in accordance with the fair value hierarchy. This hierarchy groups financial assets and financial liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and financial liabilities (Note 3).

The table below analyzes financial instruments carried at fair value by valuation method:

	December 31, 2021			December 31, 2020		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Financial Assets						
Derivative assets	P -	P1,529	P1,529	P -	P635	P635
Financial assets at FVPL	-	298	298	-	275	275
Financial assets at FVOCI	777	41,205	41,982	784	40,912	41,696
Financial Liabilities						
Derivative liabilities	-	1,992	1,992	-	3,898	3,898

The Group has no financial instruments valued based on Level 3 as at December 31, 2021 and 2020. In 2021 and 2020, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurement.

41. Events After the Reporting Date

Parent Company

a. Payment of P6,683 Series A Fixed Rate Peso-Denominated Bonds

On March 1, 2022, the Parent Company paid the P6,683 Series A fixed rate Peso-denominated bonds.

b. Shelf-registration of P60,000 Fixed Rate Peso-Denominated Bonds and Issuance of P30,000 Bonds

On March 4, 2022, the Parent Company issued and listed with the PDEx a total of P30,000 Peso-denominated fixed rate bonds from the P60,000 shelf registration of fixed rate bonds filed with the SEC on December 7, 2021.

The bonds comprised of P17,440 Series J Bonds and P12,560 Series K Bonds, with interest rates of 5.2704% and 5.8434% per annum, due in 2027 and 2029, respectively.

The proceeds from the issuance of the bonds will be used to settle the short-term loan facility availed for the redemption of Subseries "2-C" and Subseries "2-E" Preferred Shares on September 21, 2021.

42. Registration with the Board of Investments (BOI) and Others

a. SMC Global

- In 2013, SMCP and SCPC were granted incentives by the BOI on a pioneer status for six years subject to the representations and commitments set forth in the application for registration, the provisions of Omnibus Investments Code of 1987 (Executive Order (EO) No. 226), the rules and regulations of the BOI and the terms and conditions prescribed. On October 5, 2016, BOI granted SCPC's request to move the start of its commercial operation and Income Tax Holiday (ITH) reckoning date from February 2016 to September 2017 or when the first kilowatt-hour (kWh) of energy was transmitted after commissioning or testing, or one month from the date of such commissioning or testing, whichever comes earlier as certified by NGCP. Subsequently, on December 21, 2016, BOI granted a similar request of SMCP to move the start of its commercial operation and ITH reckoning date from December 2015 to July 2016, or the actual date of commercial operations subject to compliance with the specific terms and conditions, due to delay in the implementation of the project for reasons beyond its control. SMCP's request on the further extension of the ITH reckoning date from July 2016 to September 2017 was likewise approved by the BOI on December 5, 2018. The ITH period for Unit 1 and Unit 2 of SCPC commenced on May 26, 2017. The ITH incentives shall only be limited to the conditions given under the specific terms and conditions of their respective BOI registrations.
- On September 20, 2016, LETI was registered with the BOI under EO No. 226 as expanding operator of 2 x 150 MW Circulating Fluidized Bed Coal-fired Power Plant (Phase II Limay Greenfield Power Plant) on a non-pioneer status. The BOI categorized LETI as an "Expansion" based on the 2014 to 2016 IPP's Specific Guidelines for "Energy" in relation to SCPC's 2 x 150 MW Coal-fired Power Plant (Phase I Limay Greenfield Power Plant). As a registered entity, LETI is entitled to certain incentives that include, among others, an ITH for three years from January 2018 or date of actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The ITH incentives shall only be limited to the conditions given under the specific terms and conditions of LETI's BOI registrations.

In June 2017, the BOI approved the transfer of ownership and registration of Phase II Limay Greenfield Power Plant from LETI to SCPC. On July 13, 2018, BOI granted the request of SCPC to move the start of its commercial operation and ITH reckoning date from January 2018 to March 2018 or actual start of commercial operations, whichever is earlier. The ITH period for Unit 3 and Unit 4 commenced on March 26, 2018 and expired in 2021.

On August 26, 2015, February 11, 2016 and October 26, 2016, the BOI issued a Certificate of Authority (COA) to SMCP, SCPC and LETI, respectively, subject to provisions and implementing rules and regulations of EO No. 70, entitled "Reducing the Rates of Duty on Capital Equipment, Spare Parts and Accessories Imported by BOI Registered New and Expanding Enterprises." The COA shall be valid for one year from the date of issuance. All capital equipment, spare parts and accessories imported by SMCP and SCPC for the construction of the power plants were ordered, delivered and completed within the validity period of their respective COAs.

On July 10, 2017, the BOI issued a new COA to SCPC, as the new owner of the Phase II Limay Greenfield Power Plant, subject to provisions and implementing rules and regulations of EO No. 22 (which replaced EO No. 70), also entitled “Reducing the Rates of Duty on Capital Equipment, Spare Parts and Accessories Imported by BOI Registered New and Expanding Enterprises.” The COA shall be valid for one year from the date of issuance. All capital equipment, spare parts and accessories imported by SCPC for the construction of the Phase II of the power plant were ordered, delivered and completed within the validity period of the COA.

- SMEC, SPDC and SPPC are registered with the BOI as administrator of their respective power plants, on a pioneer status with non-pioneer incentives and were granted ITH for four years without extension beginning August 1, 2010 up to July 31, 2014, subject to compliance with certain requirements under their registrations. The ITH incentive availed was limited only to the sale of power generated from the power plants. Upon expiration of the ITH in 2014, SMEC, SPDC and SPPC are now subject to the regular income tax rate. Accordingly, applications for deregistration have been filed by SMEC, SPDC and SPPC and the same were approved by the BOI on its letter dated February 22, 2022.
- On August 21, 2007, SEPC was registered with the BOI under EO No. 226, as New Domestic Producer of Coal on a Non-pioneer Status.
- On October 12, 2012, MPPCL received the BOI approval for the application as expanding operator of 600 MW Coal-Fired Thermal Power Plant. As a registered entity, MPPCL is entitled to ITH for three years from June 2017 or actual start of commercial operations, whichever is earlier (but not earlier than the date of registration) subject to compliance with the specific terms and conditions set forth in the BOI registration. On May 27, 2014, the BOI approved MPPCL’s request to move the start of its commercial operation and the reckoning date of the ITH entitlement from June 2017 to December 2018. On June 17, 2015, the BOI subsequently granted MPPCL’s requests to downgrade the registered capacity from 600 MW to 300 MW.

On December 21, 2015, MPPCL received the BOI approval for the application as new operator of 10MW BESS Project on a pioneer status. The BESS Facility provides 10MW of interconnected capacity and enhances the reliability of the Luzon grid using the *Advancion* energy storage solution. As a registered entity, MPPCL is entitled to incentives that include, among others, an ITH for six years from December 2018 or date of actual start of commercial operations, whichever is earlier (but not earlier than the date of registration) subject to compliance with the specific terms and conditions of MPPCL’s BOI registration. The ITH period for the 10 MW BESS of MPPCL commenced on December 1, 2018. On October 1, 2020, MPPCL likewise received the BOI approval on the additional 20MW BESS Phase 2 Project of MPPCL.

On February 23, 2021, MPPCL received the BOI approval for the applications as new operator of 315MW Super Critical Pulverized Coal Thermal Power Plant Unit 4, and as new operator of 315MW Super Critical Pulverized Coal Thermal Power Plant Unit 5. Each registered activity is entitled to a four-year ITH reckoned from the start of commercial operations in September 2024 and November 2024, respectively.

- On August 24, 2016, SPESC received the BOI approval for the application as new operator of 2 x 20MW Kabankalan *Advancion* Energy Storage Array on a pioneer status. SPESC, a registered entity, is entitled to incentives that include, among others, an ITH for six years from July 2019 to December 2024 or date of actual start of commercial operations, whichever is earlier (but not earlier than the date of registration). On November 27, 2019, SPESC filed a request with the BOI to move the reckoning date of the ITH entitlement from July 2019 to July 2021. Due to the delays brought about by the pandemic, a subsequent request was filed to move the reckoning date to January 2022. On December 17, 2021, the BOI granted the request of SPESC Storage for the movement of Start of Commercial Operations and ITH reckoning to January 2022. The incentives shall be limited to the specific terms and conditions of SPESC's BOI registration.
- On November 29, 2019, the BOI has approved the application of UPSI as new operator of BESS Component of Integrated Renewable Power Facility (R-Hub) covering various sites across the Philippines. The BOI has also approved UPSI's subsequent applications covering additional sites. Each registered site was granted with certain incentives including ITH, among others.
- On February 23, 2021, EERI received the BOI approval for the applications as new operator of 850 MW Batangas Combined Cycle Power Plant Phase 1, and 850 MW Batangas Combined Cycle Power Plant Phase 2 located in Brgy. Dela Paz Proper, Batangas City, Batangas. Each registered activity is entitled to a four-year ITH reckoned from the start of commercial operation in April 2023 and October 2026, respectively.

Registration with the Authority of the Freeport Area of Bataan (AFAB)

On April 24, 2019, MPGC was registered with the AFAB, subject to annual renewal, as engaged in business of producing and generating electricity, and processing fuels alternative for power generation, among others, at the Freeport Area of Bataan (FAB). As a FAB enterprise, MPGC will operate a 4 x 150 MW power plant located in Mariveles, Bataan. FAB granted MPGC certain incentives that include, among others, an ITH for four years for original project effective on the committed date or actual date of start of commercial operations, whichever is earlier. On December 13, 2021, MPGC has been granted a renewed certificate of registration with AFAB valid until December 31, 2022.

License Granted by the ERC

On August 4, 2008, August 22, 2011 and August 24, 2016, MPPCL, SMELC and SCPC, respectively, were granted a RES License by the ERC pursuant to Section 29 of the EPIRA, which requires all suppliers of electricity to the contestable market to secure a license from the ERC. The term of the RES License is for a period of five years from the time it was granted and renewable thereafter.

On August 19, 2016, the ERC approved the renewal of SMELC's RES License for another five years from August 22, 2016 up to August 21, 2021. On August 18, 2021, the ERC has granted the extension of the validity of the RES License for 15 days from August 21, 2021 until September 5, 2021 to allow SMELC to complete the transfer of its remaining contestable customer to SCPC.

On September 30, 2021, the ERC has extended the validity of SCPC's and MPPCL's RES License for six months or until March 29, 2022, pending final evaluation of its RES license renewal application.

b. SMFB

SMFI

SMFI is registered with the BOI and AFAB for certain feedmill, poultry, meats and ready-to-eat meals projects. In accordance with the provisions of EO No. 226 and the RA No. 9728, also known as “The Freeport Area of Bataan Act of 2009”, the projects are entitled, among others, to fiscal incentives described as follows:

- *New Producer of Hogs.* SMFI’s (formerly Monterey Foods Corporation) Sumilao Hog Project (Sumilao Hog Project) was registered with the BOI on a pioneer status on July 30, 2008 under Certificate of Registration No. 2008-192. The Sumilao Hog Project was entitled to ITH for a period of six years, extendable under certain conditions to eight years.

SMFI’s six-year ITH for the Sumilao Hog Project ended on January 31, 2015. SMFI’s application for one year extension of ITH from February 1, 2015 to January 31, 2016 was approved by the BOI on May 20, 2016. Application for the second year extension of ITH was no longer pursued by SMFI.

Notwithstanding the expiration of ITH benefit in 2016, SMFI is still required to continue the submission of annual reports to the BOI for a period of five years from the last year of ITH availment pursuant to BOI Circular No. 2014-01.

On February 11, 2021, SMFI requested for the cancellation of its Certificate of Registration No. 2008-192. On July 21, 2021, by virtue of Resolution No. 27-02, series of 2021, the Management Committee of the BOI noted the action taken by the Executive Director in approving the request for cancellation and removal of said registration from the BOI’s Book of Registry.

- *New Producer of Animal Feeds (Pellet, Crumble and Mash).* The San Ildefonso, Bulacan feedmill project (Bulacan Feedmill Project) was registered with the BOI on a non-pioneer status on April 14, 2016 under Certificate of Registration No. 2016-074. The Bulacan Feedmill Project is entitled to ITH for four years from July 2018 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration, extendable under certain conditions, but in no case should the aggregate ITH period exceed eight years. The ITH period of the project commenced on July 1, 2018.
- *New Producer of Animal and Aqua Feeds.* The Sta. Cruz, Davao feedmill project (Davao Feedmill Project) was registered with the BOI on a non-pioneer status on April 14, 2016 under Certificate of Registration No. 2016-073. The Davao Feedmill Project is entitled to ITH for four years from July 2018 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration, extendable under certain conditions, but in no case should the aggregate ITH period exceed eight years.

On May 24, 2019, the BOI approved SMFI’s request to move the Davao Feedmill Project’s start of commercial operations and ITH reckoning date to April 2019. The ITH period of the project commenced on April 1, 2019.

- *New Producer of Animal Feeds (Pellet, Crumble and Mash).* The Mandaue, Cebu feedmill project (Cebu Feedmill Project) was registered with the BOI on a non-pioneer status on November 10, 2015 under Certificate of Registration No. 2015-251. The Cebu Feedmill Project is entitled to ITH for four years from July 2018 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration, extendable under certain conditions, but in no case should the aggregate ITH period exceed eight years.

On May 24, 2019, the BOI approved SMFI's request to move the Cebu Feedmill Project's start of commercial operations and ITH reckoning date to December 2019.

- SMFI's Bataan feedmill project (Bataan Feedmill Project) was registered with the AFAB as a *Manufacturer of Feeds for Poultry, Livestock and Marine Species* on January 6, 2017 under Certificate of Registration No. 2017-057, valid for a period of one year, renewable annually subject to qualifications as determined by AFAB.

Said AFAB registration of the Bataan Feedmill Project has been renewed accordingly as follows:

Registration Renewal Date	Certificate of Registration No.	Annual Period Covered
March 6, 2018	2018-096	2018
February 14, 2019	2019-079	2019
December 10, 2019	2020-047	2020
December 29, 2020	2021-081	2021

Under the terms of SMFI's AFAB registration, the Bataan Feedmill Project is entitled to incentives which include, among others, ITH for four years from May 2018 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The ITH period of the project commenced on May 1, 2018.

- *New Producer of Ready-to-Eat Meals.* The Sta. Rosa, Laguna Food Service project (Ready-to-Eat Project) was registered with the BOI on a non-pioneer status on December 13, 2017 under Certificate of Registration No. 2017-335. The Ready-to-Eat Project is entitled to ITH for four years from March 2019 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration.

On March 19, 2021, SMFI requested for the cancellation of its Certificate of Registration No. 2017-335. On May 19, 2021, by virtue of Resolution No. 19-07, series of 2021, the Management Committee of the BOI noted the cancellation of said registration undertaken by the Executive Director and the deletion of the registration from the BOI's Book of Registry.

- *New Domestic Producer of Animal Feeds (in Pellet, Crumble and Mash)*. The Phividec, Tagoloan, Misamis Oriental feedmill project (CDO Feedmill Project) was registered with the BOI on a non-pioneer status on May 27, 2020 under Certificate of Registration No. 2020-075. The CDO Feedmill Project is entitled to ITH for four years from June 2020 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration, extendable under certain conditions, but in no case should the aggregate ITH period exceed eight years. ITH period of the project commenced on June 1, 2020.

PF-Hormel

PF-Hormel was registered with the BOI under Registration No. 2017-033 on a non-pioneer status as an Expanding Producer of Processed Meat (Hotdog) for its project in General Trias, Cavite on January 31, 2017.

Under the terms of PF-Hormel's BOI registration and subject to certain requirements as provided in EO No. 226, PF-Hormel is entitled to incentives which include, among others, ITH for three years from December 2017 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The ITH period of the project commenced on December 1, 2017 until November 2020.

SMMI

SMMI was registered with the BOI under Registration No. 2016-035 on a non-pioneer status as an Expanding Producer of Wheat Flour and its By-Products (Bran and Pollard) for its flour mill expansion project in Mabini, Batangas on February 16, 2016.

Under the terms of SMMI's BOI registration and subject to certain requirements as provided in EO No. 226, SMMI is entitled to incentives which include, among others, ITH for three years from July 2017 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration.

On October 25, 2017, the BOI approved SMMI's request to adjust the ITH reckoning date to December 2018 or actual start of commercial operations, whichever is earlier.

On July 25, 2019, the BOI approved SMMI's subsequent request to further adjust the ITH reckoning date to July 2019 or actual start of commercial operations, whichever is earlier. The ITH period of the project commenced on December 1, 2019.

On August 7, 2020, by virtue of Resolution No. 15-19, Series of 2020, the BOI approved SMMI's request for amendment of ITH Base Figure from peso sales value of 9,582,065,157 to sales volume of 388,447 metric tons.

c. Petron

Refinery Master Plan 2 (RMP-2) Project

On June 3, 2011, the BOI approved Petron's application under the Downstream Oil Industry Deregulation Act (RA No. 8479) as an Existing Industry Participant with New Investment in Modernization/Conversion of Bataan Refinery's RMP-2. The BOI is extending the following major incentives:

- i. ITH for five years without extension or bonus year from July 2015 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration based on the formula of the ITH rate of exemption.
- ii. Minimum duty of three percent and VAT on imported capital equipment and accompanying spare parts.
- iii. Importation of consigned equipment for a period of five years from date of registration subject to posting of the appropriate re-export bond; provided that such consigned equipment shall be for the exclusive use of the registered activity.
- iv. Tax credit on domestic capital equipment shall be granted on locally fabricated capital equipment which is equivalent to the difference between the tariff rate and the three percent duty imposed on the imported counterpart.
- v. Exemption from real property tax on production equipment or machinery.
- vi. Exemption from contractor's tax.

The RMP-2 Project commenced its commercial operations on January 1, 2016.

On August 19, 2019, the BOI approved Petron's application for the ITH incentive.

Petron did not avail of the ITH in 2020 and 2019. The RMP-2 entitlement period ended in June 2020.

Bataan Refinery

In December 2020, Bataan Refinery was granted approval as a registered enterprise by the AFAB. FAB-registered enterprises are entitled to avail of fiscal incentives under Special Economic Zone Act of 1995 or Omnibus Investment Code of 1987. On December 29, 2021, Petron's Certificate of Registration was renewed.

d. Packaging

SMYPC

On December 7, 2018, the BOI issued the certificate of registration to SMYPC's Plastic Caps Plant in Laguna as an expanding producer of injection plastic caps on a non-pioneer status under EO No. 226. The registration entitles SMYPC to certain tax and other incentives including but not limited to a three-year ITH starting June 1, 2019 when it started its commercial operations and will expire on May 31, 2022.

On June 19, 2019, the BOI issued the certificate of registration to SMYPC's Plastics Plant in Cebu as a new producer of plastic products such as but not limited to crates and poultry flooring on a non-pioneer status. The registration entitles SMYPC to a four-year ITH starting July 1, 2019 when it started its commercial operations and will expire on June 30, 2023.

On June 26, 2019, the BOI issued the certificate of registration to SMYPC's Plastics Plant in Manila as a modernization project of plastic pallets production on a non-pioneer status. The registration entitles SMYPC to a three-year ITH starting July 1, 2019 when it started its commercial operations and will expire on June 30, 2022.

In addition to the ITH, SMYPC is entitled to the following benefits:

- i. Importation of capital equipment, spare parts and accessories at zero duty from the date of effectivity of EO No. 85 and its Implementing Rules and Regulations for a period of three years from the effectivity of the EO or on July 25, 2019 and until July 24, 2022.
- ii. Exemption from taxes and duties on imported spare parts and consumable supplies for export producers with Custom Bonded Manufacturing Warehouse (CBMW) exporting at least 70% of production.
- iii. Tax credit equivalent to the national internal revenue taxes and duties paid on raw materials and supplies and semi-manufactured products used in producing its export product and forming part thereof for a period of ten years from start of commercial operations.
- iv. Additional deduction for labor expense for a period of five years from registration an amount equivalent to 50% of the wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the prescribed ratio of capital equipment to the number of workers set by the Board. This may be availed of for the first five years from the date of registration but not simultaneously with ITH.
- v. Importation of consigned equipment for a period of ten years from the date of registration, subject to posting of re-export bond.
- vi. Employment of foreign nationals.
- vii. Simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies.
- viii. Exemption from wharfage dues, and any export tax, duty, impost and fee for a period of ten years from the date of registration.
- ix. Access to CBMW subject to the Customs rules and regulations.

As a result of the merger, the BOI certificate of registration for SMYAC's Glass Expansion Project under EO No. 226 was transferred to SMYPC. The registration entitles SMYPC to certain tax and other incentives including but not limited to ITH incentive starting March 1, 2019 and will expire on February 28, 2022.

SYFMC

On December 3, 2019, the BOI issued the certificate of registration to SYFMC's project as a new producer of molds for glass on a pioneer status under EO No. 226. The registration entitles SYFMC to certain tax and other incentives.

The ITH incentive is for a period of six years starting May 1, 2020 when it started its commercial operations. The income qualified for ITH shall be limited to the income directly attributable to the eligible revenue granted from the registered project.

e. SMCSLC

SMCSLC

SMCSLC is registered with the BOI under the Omnibus Investments Code of 1987 for the operation of domestic cargo vessels and motor tankers, where SMCSLC is entitled to the following incentives:

- i. *Employment of Foreign Nationals.* This may be allowed in supervisory, technical or advisory positions for five years from the date of registration of the project as indicated above. The president, general manager and treasurer of foreign-owned registered firms or their equivalent shall not be subjected to the foregoing limitations.
- ii. *Additional Deduction for Labor Expense.* For the first five years from registration, SMCSLC shall be allowed an additional deduction from taxable income equivalent to 50% of the wages of additional skilled and unskilled workers in the direct labor force. The incentive shall be granted only if the enterprise meets a prescribed capital to labor ratio and shall not be availed simultaneously with the ITH.
- iii. *Importation of Capital Equipment, Spare Parts and Accessories.* For the operation of motor tankers, SMCSLC may import capital equipment, spare parts and accessories at zero percent duty from the date of registration of the project as indicated above pursuant to EO No. 528 and its implementing rules and regulations.

The incentives with no specific number of years of entitlement as discussed in the foregoing may be enjoyed for a maximum period of ten years from the start of commercial operations and/or date of registration.

SLHBTC

In 2015, SLHBTC registered its own fuel storage facilities at Limay, Bataan under Registration No. 2015-027. In 2016, its newly built oil terminal located at Tagoloan, Cagayan de Oro was also registered with the BOI under Registration No. 2016-145. With the registration, SLHBTC is entitled to the following incentives under the RA No. 8479 from date of registration or date of actual start of commercial operations, whichever is earlier, and upon fulfillment of the terms enumerated below:

i. *ITH*

SLHBTC is entitled to ITH for five years without extension from date of registration or actual start of operations, whichever is earlier, but in no case earlier than the date of registration.

Only income directly attributable to the revenue generated from the registered project [Storage and Bulk Marketing of 172,000,000 liters (Tagoloan) or 35,000,000 liters (Limay) of petroleum products covered by Import Entry Declaration or sourced locally from new industry participants] pertaining to the capacity of the registered storage terminal shall be qualified for the ITH.

- ii. *Additional Deduction from Taxable Income.* SLHBTC shall be allowed an additional deduction from taxable income of 50% of the wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year if the project meets the prescribed ratio of capital equipment to the number of workers set by the BOI and provided that this incentive shall not be availed of simultaneously with the ITH.
- iii. *Minimum Duty of 3% and VAT on Imported Capital Equipment.* Importation of brand new capital equipment, machinery and accompanying spare parts, shall be entitled to this incentive subject to the following conditions:
 - they are not manufactured domestically in sufficient quantity of comparable quality and at reasonable prices;
 - the equipment is reasonably needed and will be exclusively used in the registered activity; and
 - prior BOI approval is obtained for the importation as endorsed by the DOE.
- iv. *Tax Credit on Domestic Capital Equipment.* This shall be granted on locally fabricated capital equipment equivalent to the difference between the tariff rate and the three percent duty imposed on the imported counterpart.
- v. *Importation of Consigned Equipment.* SLHBTC is entitled for importation of consigned equipment for a period of five years from the date of registration subject to posting of the appropriate bond, provided that such consigned equipment shall be for the exclusive use of the registered activity.
- vi. *Exemption from Taxes and Duties on Imported Spare Parts for Consigned Equipment with Bonded Manufacturing Warehouse.* SLHBTC is entitled to this exemption upon compliance with the following requirements:
 - at least 70% of production is imported;
 - such spare parts and supplies are not locally available at reasonable prices, sufficient quantity and comparable quality; and
 - all such spare and supplies shall be used only on bonded manufacturing warehouse on the registered enterprise under such requirements as the Bureau of Customs may impose.
- vii. *Exemption from Real Property Tax on Production Equipment or Machinery.* Equipment and machineries shall refer to those reasonably needed in the operations of the registered enterprise and will be used exclusively in its registered activity. BOI Certification to the appropriate Local Government Unit will be issued stating therein the fact of the applicant's registration with the BOI.

- viii. *Exemption from the Contractor's Tax.* BOI certification to the BIR will be issued stating therein the fact of the applicant's registration with the BOI.
- ix. *Employment of Foreign Nationals.* This may be allowed in supervisory, technical or advisory positions for five years from date of registration. The President, General Manager and Treasurer of foreign-owned registered enterprise or their equivalent shall not be subject to the foregoing limitations.

The incentives with no specific number of years of entitlement above may be enjoyed for a maximum period of ten years from the start of commercial operation and/or date of registration.

Molave Tanker Corporation (MTC)

MTC is registered with the BOI under EO No. 226 for the operation of domestic cargo vessels and motor tankers with the following incentives:

- i. *ITH*
 - o *New Domestic Shipping Operator (Oil Tanker Vessel - MTC Apitong, 2,993GT).* The project was registered on January 11, 2017, where MTC is entitled to ITH for four years from January 2017 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentive shall be limited only to the revenue generated by the registered project.
 - o *New Domestic Shipping Operator (Oil Tanker Vessel - MTC Guijo - 2,993 GT).* The project was registered on May 24, 2017, where MTC is entitled to ITH for four years from May 2017 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentives shall be limited only to the revenue generated by the registered project.
- ii. *Employment of Foreign Nationals.* This may be allowed in supervisory, technical or advisory positions for five years from the date of registration of the project as indicated above. The President, General Manager and Treasurer of foreign-owned registered firms or their equivalent shall not be subjected to the foregoing limitations.
- iii. *Importation of Consigned Equipment.* For the operation of cargo vessels, MTC is entitled to importation of consigned equipment for a period of ten years from the date of registration, subject to the posting of re-export bond.
- iv. *Importation of Capital Equipment, Spare Parts and Accessories.* For the operation of motor tankers, MTC may import capital equipment, spare parts and accessories at zero percent duty from the date of registration of the project as indicated above, pursuant to EO No. 528 and its implementing rules and regulations.
- v. *Additional Deduction for Labor Expense.* For the first five years from registration, MTC shall be allowed an additional deduction from taxable income equivalent to 50% of the wages of additional skilled and unskilled workers in the direct labor force. The incentive shall be granted only if the enterprise meets a prescribed capital to labor ratio and shall not be availed simultaneously with the ITH.
- vi. *Simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies.*

The incentives with no specific number of years of entitlement above may be enjoyed for a maximum period of ten years from the start of commercial operations and/or date of registration.

Balyena Tanker Corporation (BTC)

BTC is registered with the BOI under EO No. 226 for the operation of domestic cargo vessels and motor tankers with the following incentives:

i. *ITH*

- *New Domestic Shipping Operator (LPG Carrier/Tanker Vessel - BTC Balyena, 3,404 GT)*. The project was registered on December 14, 2016, where BTC is entitled to ITH for four years from December 2016 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentive shall be limited only to the revenue generated by the registered project.
- *New Domestic Shipping Operator (One (1) Cargo Vessel - BTC Mt. Samat, 1,685 GT)*. The project was registered on July 30, 2018, where BTC is entitled to ITH for four years from July 2018 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentive shall be limited only to the revenue generated by the registered project.
- *New Domestic Shipping Operator (Cargo Vessel BTC Harina, 872 GT)*. The project was registered on November 9, 2018, where BTC is entitled to ITH for four years from November 2018 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentive shall be limited only to the revenue generated by the registered project.
- *New Domestic Shipping Operator (Deck Cargo Vessel - BTC Mount Makiling, 1,685 GT)*. The project was registered on November 9, 2018, where BTC is entitled to ITH for four years from November 2018 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentives shall be limited only to the revenue generated by the registered project.
- *New Domestic Shipping Operator (Cargo Vessel - BTC Soya, 2,426 GT)*. The project was registered on July 19, 2019, where BTC is entitled to ITH for four years from July 2019 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentives shall be limited only to the revenue generated by the registered project.
- *New Domestic Shipping Operator (Cargo Vessel - BTC Cassava, 2,426 GT)*. The project was registered on July 19, 2019, where BTC is entitled to ITH for four years from July 2019 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentives shall be limited only to the revenue generated by the registered project.

- ii. *Employment of Foreign Nationals*. This may be allowed in supervisory, technical or advisory positions for five years from the date of registration of the project as indicated above. The President, General Manager and Treasurer of foreign-owned registered firms or their equivalent shall not be subjected to the foregoing limitations.

- iii. *Importation of Consigned Equipment.* For the operation of cargo vessels, BTC is entitled for importation of consigned equipment for a period of ten years from the date of registration, subject to the posting of re-export bond.
- iv. *Importation of Capital Equipment, Spare Parts and Accessories.* For the operation of motor tankers, BTC may import capital equipment, spare parts and accessories at zero percent duty from the date of registration of the project as indicated above pursuant to EO No. 528 and its implementing rules and regulations.
- v. *Additional deduction for labor expense.* For the first five years from registration, BTC shall be allowed an additional deduction from taxable income equivalent to 50% of the wages of additional skilled and unskilled workers in the direct labor force. The incentive shall be granted only if the enterprise meets a prescribed capital to labor ratio and shall not be availed simultaneously with the ITH.
- vi. *Simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies.*
- vii. *Exemption from wharfage dues and any export tax, duty, impost and fees for a period of ten years from date of registration.*

The incentives with no specific number of years of entitlement above may be enjoyed for a maximum period of ten years from the start of commercial operations and/or date of registration.

Narra Tanker Corporation (NTC)

NTC is registered with the BOI under EO No. 226 for the operation of domestic cargo vessels and motor tankers with the following incentives:

- i. *ITH*
 - o *New Domestic Shipping Operator (Oil Tanker Vessel - NTC Agila, 1-2,112 GT).* The project was registered on May 24, 2017, where NTC is entitled to ITH for four years from May 2017 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentives shall be limited only to the revenue generated by the registered project.
 - o *New Domestic Shipping Operator (Oil Tanker Vessel/Barge Ship - NTC Haribon, 2,467 GT).* The project was registered on May 15, 2019, where NTC is entitled to ITH for four years from September 2019 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentive shall be limited only to the revenue generated by the registered project.
 - o *New Domestic Shipping Operator (Oil Tanker Vessel/Barge Ship - NTC Falcon, 2,467 GT).* The project was registered on May 15, 2019, where NTC is entitled to ITH for four years from September 2019 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentive shall be limited only to the revenue generated by the registered project.

- *New Domestic Shipping Operator (Oil Tanker Vessel/Barge Ship - NTC Heron, 2,219 GT)*. The project was registered on October 3, 2019, where NTC is entitled to ITH for four years from October 2019 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentive shall be limited only to the revenue generated by the registered project.
- *New Domestic Shipping Operator (Oil Tanker Vessel/Barge Ship - NTC Flamingo, 2,219 GT)*. The project was registered on October 3, 2019, where NTC is entitled to ITH for four years from October 2019 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration. The 100% ITH incentive shall be limited only to the revenue generated by the registered project.
- ii. *Employment of Foreign Nationals*. This may be allowed in supervisory, technical or advisory positions for five years from the date of registration of the project as indicated above. The President, General Manager and Treasurer of foreign-owned registered firms or their equivalent shall not be subjected to the foregoing limitations.
- iii. *Importation of Consigned Equipment*. For the operation of cargo vessels, NTC is entitled for importation of consigned equipment for a period of ten years from the date of registration, subject to the posting of re-export bond.
- iv. *Importation of Capital Equipment, Spare Parts and Accessories*. For the operation of motor tankers, NTC may import capital equipment, spare parts and accessories at zero percent duty from the date of registration of the project as indicated above, pursuant to EO No. 528 and its implementing rules and regulations.
- v. *Additional deduction for labor expense*. For the first five years from registration, NTC shall be allowed an additional deduction from taxable income equivalent to 50% of the wages of additional skilled and unskilled workers in the direct labor force. The incentive shall be granted only if the enterprise meets a prescribed capital to labor ratio and shall not be availed simultaneously with the ITH.
- vi. *Simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies*.

The incentives with no specific number of years of entitlement above may be enjoyed for a maximum period of ten years from the start of commercial operations and/or date of registration.

f. Cement

NCC

On January 15, 2018, SMNCI was registered with the BOI as a new producer of cement on a non-pioneer status. SMNCI's registration with the BOI entitles it to the following fiscal and non-fiscal incentives available to its registered project, among others:

- i. ITH for four years from January 2023 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration.

- ii. Importation of capital equipment, spare parts and accessories at zero duty under EO No. 22 and its Implementing Rules and Regulation.
- iii. Additional deduction from taxable income of 50% of wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the requirements as stated in the BOI Certificate.
- iv. Importation of consigned equipment for a period of ten years from the date of registration, subject to posting of re-export bond.
- v. Tax credit equivalent to the national internal revenue taxes and duties paid on raw materials and supplies and semi-manufactured products used in producing its export product and forming part thereof for a period of ten years from start of commercial operations.
- vi. Exemption from wharfage dues, and any export tax, duty, impost and fee for a period of ten years from date of registration.
- vii. Employment of foreign nationals which may be allowed in supervisory, technical or advisory positions for five years from date of registration.
- viii. Simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies.

As a result of the merger of NCC and SMNCI, the BOI registration for SMNCI's Lines A and B Cement Plant and Grinding Facility was transferred to NCC per BOI Management Committee Resolution No.38-07, Series of 2021.

NCC's cement lines A and B has not started its commercial operations as at December 31, 2021. Thus, NCC has not availed yet of any tax incentives.

Ionic Cementworks Industries Inc. (ICII)

- o *New Producer of Cement (Barangay Ilayang Palsabangon, Pagbilao, Quezon)*. ICII was registered with the BOI on a non-pioneer status on April 17, 2018 under Certificate of Registration No. 2018-086. ICII's registration with the BOI entitles it to the following fiscal and non-fiscal incentives available to its registered project, among others:
 - i. ITH
 - a) ITH for four years from May 2021 or actual start of commercial operations, whichever is earlier, but in no case earlier than the date of registration.
 - b) Application for Bonus years, provided that the aggregate availment shall not exceed eight years.
 - ii. Importation of capital equipment, spare parts and accessories at zero duty under EO No.22 and its Implementing Rules and Regulation.
 - iii. Additional deduction from taxable income for a period of five years of 50% of wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the requirements as stated in the BOI Certificate.

- iv. Importation of consigned equipment for a period of ten years from the date of registration, subject to posting of re-export bond.
 - v. Employment of foreign nationals which may be allowed in supervisory, technical or advisory positions for five years from date of registration.
 - vi. Simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies.
 - vii. Exemption from wharfage dues, and any export tax, duty, impost and fee for a period of ten years from date of registration.
- *New Producer of Cement (Malicboy Cement Plant Project, Barangay Kanlurang Malicboy, Pagbilao, Quezon)*. ICII was registered with the BOI on a non-pioneer status under Certificate of Registration No. 2021-095 on May 21, 2021. ICII's registration with the BOI entitles it to the following fiscal and non-fiscal incentives available to its registered project, among others:
 - i. ITH
 - a) ITH for four years from January 2026 or actual start of commercial operations of Line 1, whichever is earlier, but in no case earlier than the date of registration.
 - b) Application for Bonus years, provided that the aggregate availment shall not exceed eight years.
 - ii. Importation of capital equipment, spare parts and accessories at zero duty under EO No. 85 and its Implementing Rules and Regulation.
 - iii. Additional deduction from taxable income for a period of five years of 50% of wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the requirements as stated in the BOI Certificate.
 - iv. Importation of consigned equipment for a period of ten years from the date of registration, subject to posting of re-export bond.
 - v. Employment of foreign nationals which may be allowed in supervisory, technical or advisory positions for five years from date of registration.
 - vi. Simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies.
 - vii. Exemption from wharfage dues, and any export tax, duty, impost and fee for a period of ten years from date of registration.

ICII has not started commercial operations as at December 31, 2021. Thus, ICII has not availed yet of any tax incentives.

43. Other Matters

a. Contingencies

The Group is a party to certain lawsuits or claims (mostly labor related cases) filed by third parties which are either pending decision by the courts or are subject to settlement agreements. The outcome of these lawsuits or claims cannot be presently determined. In the opinion of management and its legal counsel, the eventual liability from these lawsuits or claims, if any, will not have a material effect on the consolidated financial statements of the Group.

▪ Deficiency Excise Tax/Excess Excise Tax Payments

Filed by the Parent Company

In 2004, the Parent Company was assessed of excise taxes by the BIR on “San Mig Light” which at that time was one of its products. These assessments were contested by the Parent Company but nonetheless made the corresponding payments. Consequently, the Parent Company filed three (3) claims for refund for overpayments of excise taxes with the BIR which were then elevated to the Court of Tax Appeals (CTA) by way of petition for review. The details of the such claims for refunds are as follows:

- (a) first claim for refund of overpayments for the period from February 2, 2004 to November 30, 2005 was filed on January 31, 2005 with the CTA First Division docketed as CTA Case No. 7405;
- (b) second claim for refund of overpayments for the period of December 31, 2005 to July 31, 2007 was filed on July 24, 2009 with the CTA Third Division docketed as CTA Case No. 7708; and
- (c) third claim for refund of overpayments for the period of August 1, 2007 to September 30, 2007 filed on July 24, 2009 with the CTA Third Division docketed as CTA Case No. 7953.

In the meantime, effective October 1, 2007, the Parent Company spun off its domestic beer business into a new company, SMB. SMB continued to pay the excise taxes on “San Mig Light” at the higher rate required by the BIR and in excess of what it believes to be the excise tax rate applicable to it.

On the First Claim for Refund. On October 18, 2011, the CTA (1st Division) rendered its joint decision in CTA Case Nos. 7052, 7053 and 7405, cancelling and setting aside the deficiency excise tax assessments against the Parent Company, granting the latter’s claim for refund and ordering the BIR Commissioner to refund or issue a tax credit certificate in its favor in the amount of P782, representing erroneously, excessively and/or illegally collected and overpaid excise taxes on “San Mig Light” during the period from February 1, 2004 to November 30, 2005. After unsuccessfully having the decision reconsidered, the BIR represented by the Office of the Solicitor General elevated the cases to the Supreme Court by Petition for Review, which was docketed as G.R. No. 20573 and raffled to the Third Division. This case was subsequently consolidated with G.R. No. 205045.

On the Second Claim for Refund. On January 7, 2011, the CTA (3rd Division) under CTA Case No. 7708 rendered its decision in this case, granting the Parent Company's petition for review on its claim for refund and ordering respondent Commissioner of Internal Revenue (CIR) to refund or issue a tax credit certificate in favor of the Parent Company in the amount of P926, representing erroneously, excessively and/or illegally collected and overpaid excise taxes on "San Mig Light" during the period from December 1, 2005 up to July 31, 2007. This decision was elevated by the BIR Commissioner to the CTA *En Banc* and the appeal was denied in the case docketed as CTA EB No. 755. The Office of the Solicitor General filed with the Supreme Court a Petition for Review which was docketed as G.R. No. 205045.

On January 25, 2017, the Supreme Court, consolidating the First and Second Claims for refund, decided in the consolidated cases of G.R. Nos. 205045 and 205723 to uphold the decision of the CTA requiring the BIR to refund excess taxes erroneously collected in the amount of P926 for the period of December 1, 2005 to July 31, 2007, and P782 for the period of February 2, 2004 to November 30, 2005. The motions for reconsideration filed by the OSG were denied and the decision became final. On April 4, 2019, the Writ of Execution in CTA Case No. 7708 was issued by the Court and subsequently served on the BIR Commissioner, and on April 11, 2019, the Writ of Execution in CTA Case No. 7405 (consolidated with CTA Cases Nos. 7052 and 7053) was also issued and served on the Commissioner.

On September 8, 2020, the BIR issued TCC Nos. 121-20-00012 and 121-20-00013 amounting to P782 and P926, respectively, in favor of the Parent Company. P62 out of the P782 TCC was partially applied to the Parent Company's 2021 tax obligations. As at December 31, 2021, the P926 TCC was not yet applied to any of the Parent Company's tax obligations.

On the Third Claim for Refund. CTA Case No. 7953 was consolidated with CTA Case No. 7973 filed by SMB, which consolidated cases were subsequently decided in favor of the Parent Company and SMB by the CTA Third Division, ordering the BIR to refund to them the joint amount of P934.

On August 10, 2020, the BIR issued TCC No. 121-20-00010 amounting to P105 in favor of the Parent Company. P61 and P44 was applied to the Parent Company's tax obligations in 2021 and 2020, respectively.

Filed by SMB

SMB filed 13 claims for refund for overpayments of excise taxes with the BIR which were then elevated to the CTA by way of petition for review on the following dates:

- (a) first claim for refund of overpayments for the period from October 1, 2007 to December 31, 2008 - Second Division docketed as CTA Case No. 7973 (September 28, 2009);
- (b) second claim for refund of overpayments for the period of January 1, 2009 to December 31, 2009 - First Division docketed as CTA Case No. 8209 (December 28, 2010);
- (c) third claim for refund of overpayments for the period of January 1, 2010 to December 31, 2010 - Third Division docketed as CTA Case No. 8400 (December 23, 2011);

- (d) fourth claim for refund of overpayments for the period of January 1, 2011 to December 31, 2011 - Second Division docketed as CTA Case No. 8591 (December 21, 2012);
- (e) fifth claim for refund of overpayments for the period of January 1, 2012 to December 31, 2012 - Second Division docketed as CTA Case No. 8748 (December 19, 2013);
- (f) sixth claim for refund of overpayments for the period of January 1, 2013 to December 31, 2013 - Third Division docketed as CTA Case No. 8955 (December 19, 2014);
- (g) seventh claim for refund of overpayments for the period of January 1, 2014 to December 31, 2014 - Third Division docketed as CTA Case No. 9223 (December 22, 2015);
- (h) eighth claim for refund of overpayments for the period of January 1, 2015 to December 31, 2015 - Second Division docketed as CTA Case No. 9513 (December 28, 2016);
- (i) ninth claim for refund of overpayments for the period from January 1, 2016 to December 31, 2016 - First Division docketed as CTA Case No. 9743 (December 29, 2017);
- (j) tenth claim for refund of overpayments for the period from January 1, 2017 to December 31, 2017 - Third Division docketed as CTA Case No. 10000 (December 27, 2018);
- (k) eleventh claim for refund of overpayments for the period from January 1, 2018 to December 31, 2018 - First Division docketed as CTA Case No. 10223 (December 11, 2019);
- (l) twelfth claim for refund of overpayments for the period of January 1, 2019 to December 31, 2019 - Third Division docketed as CTA Case No. 10421 (December 16, 2020); and
- (m) thirteenth claim for refund for overpayments for the period of January 23, 2020 to February 9, 2020 - docketed as CTA Case No. 10745 (via electronic mail on January 21, 2022, registered mail on January 24, 2022, and personal filing on February 2, 2022).

CTA Case No. 7973 was consolidated with CTA Case No. 7953. For CTA Case No. 7973, the CTA Third Division decided in favor of SMC and SMB and ordered the BIR to refund SMB the amount of P829 and the amount of P105 to SMC. The BIR appealed to the CTA *En Banc* which affirmed the decision of the Third Division. The BIR then elevated the case to the Supreme Court but its petition was denied by the Supreme Court through its September 11, 2017 and December 11, 2017 Resolutions (docketed as GR No. 232404). With the decision in favor of SMC and SMB, both companies, through counsel, on January 23, 2019, moved for the execution of the decision as the records of the case were returned to the CTA. The Writ of Execution was issued on March 18, 2019 by the CTA Special Second Division in the amount of P829. SMB filed an application for the issuance of a TCC with the BIR.

The Integrated Tax System (ITS) TCC Trans No. 121-20-00009 was issued by the BIR in favor of SMB on August 10, 2020 in the amount of P829 (Note 32). P809 out of P829 was partially applied to SMB's 2020 tax obligations. The remaining P20 was applied in 2021.

CTA Case No. 8209 was decided in favor of SMB by the CTA First Division, ordering the BIR to refund the amount of P731. The case was not elevated within the prescribed period, thus, the decision became final and executory. The BIR filed a Petition for Relief from Judgment which was denied by the CTA. Separately, the First Division granted SMB's Motion for Execution for the refund of P731, while the BIR filed a Petition for Certiorari before the Supreme Court (docketed as G.R. No. 221790). The Petition for Certiorari was dismissed by the Supreme Court with finality but the BIR still filed an Urgent Motion for Clarification. Subsequently, SMB received a clarificatory Resolution dated February 20, 2017 wherein the Supreme Court reiterated its grounds for the denial of the BIR's Petition for Certiorari and expunged from the records all pleadings of the BIR filed after its denial of BIR's Petition for Certiorari had become final and executory. SMB filed an application for the issuance of a TCC in the amount of P731. On November 6, 2019, the BIR issued ITS TCC Trans No. 121-19-00010 in favor of SMB which was fully utilized against SMB's tax obligations in 2020 (Note 32).

CTA Case No. 8400 was decided in favor of SMB by both the CTA Third Division and the CTA *En Banc*. The BIR was ordered to refund to SMB the amount of P699. The BIR elevated the case to the Supreme Court but the Supreme Court denied the BIR's petition through its March 20, 2017 Resolution. The BIR moved for reconsideration but the same was similarly denied by the Supreme Court through its July 24, 2017 Resolution. With the decision in favor of SMB, SMB moved for the execution of the decision on January 23, 2019 as the records of the case were already returned to the CTA. On May 30, 2019, CTA Special Third Division issued a Writ of Execution in the amount of P699 in favor of SMB. SMB filed an application for TCC issuance. The BIR issued ITS TCC Trans No. 121-19-00009 in favor of SMB on November 13, 2019 (Note 32) which was fully utilized against SMB's tax obligations in 2020.

CTA Case No. 8591 was decided in favor of SMB by the CTA Second Division and CTA *En Banc*. The BIR was ordered to refund to SMB the amount of P740. The BIR elevated the case to the Supreme Court by way of petition for review (docketed as G.R. No. 232776), where it was denied on February 21, 2018. The BIR filed a Motion for Reconsideration, which was denied with finality on July 23, 2018. SMB filed a motion for the execution of the decision with the CTA Second Division. The CTA Second Division issued a Writ of Execution in the amount of P740 on November 13, 2019. SMB filed an application for TCC with the BIR in January 2020 which was issued on August 10, 2020. The said ITS TCC Trans No. 121-20-00008 with an amount of P740 (Note 32) has been fully utilized against SMB's tax obligations in 2020.

CTA Case No. 8748 was decided in favor of SMB by the CTA Second Division, ordering the BIR to refund to SMB the amount of P761. The BIR appealed the decision to the CTA *En Banc* by way of a Petition for Review, which was denied on October 11, 2018. A Motion for Reconsideration was filed by the BIR on November 5, 2018 (docketed as CTA EB Case No. 1730) to which SMB filed an opposition. The CTA *En Banc* denied BIR's Motion for Reconsideration. Thus, the BIR filed a Petition for Review with the Supreme Court in June 2019. The Supreme Court issued a Resolution dated January 27, 2021 denying the BIR's Petition for Review for failure to show any reversible error warranting the exercise by the Supreme Court of its discretionary appellate jurisdiction. SMB is awaiting the issuance of the corresponding Entry of Judgment.

CTA Case No. 8955, SMB's claim for refund for P83, was decided against SMB by the CTA Third Division for having purportedly availed of the wrong mode of appeal as SMB should have filed the petition with the RTC rather than through a collateral attack on issuances of the BIR via a judicial claim for refund. SMB, through counsel, filed a Motion for Reconsideration, arguing that the case involves a claim for refund and is at the same time a direct attack on the BIR issuances which imposed excise tax rates which are contradictory to, and violative of, the rates imposed in the Tax Code. With the denial of SMB's Motion for Reconsideration on January 5, 2018, SMB elevated the case to the CTA *En Banc* by way of a Petition for Review. On September 19, 2018, the CTA *En Banc* reversed and set aside the decision of the CTA Third Division and remanded the case to the CTA Third Division for the resolution of the same on the merits (docketed as CTA EB Case No. 1772). A Motion for Reconsideration was filed by the BIR which was subsequently denied by the CTA *En Banc* in a resolution dated January 24, 2019. The BIR sought an extension within which to file a Petition for Review with the Supreme Court which was docketed as G.R. No. 244738. After the BIR filed a Manifestation stating that it will no longer file a Petition for Review on Certiorari, the Supreme Court issued a Resolution dated January 8, 2020 considering the case closed and terminated. The records have been remanded and the case is now pending with the CTA Third Division.

CTA Case No. 9223, SMB's claim for refund for P60, was partially decided in favor of SMB by the CTA Third Division. From the CTA Third Division, SMB and the BIR filed separate Petitions for Review with the CTA *En Banc*. On February 21, 2022, the CTA *En Banc* rendered a Decision denying the separate Petitions for Review. On March 1, 2022, SMB sought an extension within which to file a Petition for Review with the Supreme Court which was docketed as G.R. No. 258812.

CTA Case No. 9513, SMB's claim for refund for P48, was partially decided in favor of SMB by the CTA Second Division. From the CTA Second Division, SMB and the BIR filed separate Petitions for Review with the CTA *En Banc*. On February 4, 2021, the CTA *En Banc* affirmed the decision of CTA Second Division. Both parties filed motions for partial reconsideration of the CTA *En Banc*'s Decision. In its October 22, 2021 Resolution, the CTA *En Banc* denied the parties' motion for reconsideration. On December 16, 2021, SMB filed a Petition for Review on Certiorari with the Supreme Court docketed as G.R. No. 257784.

CTA Case No. 9743, SMB's claim for refund for P30, was partially decided in favor of SMB by the CTA First Division. The Motion for Partial New Trial of SMB and Motion for Reconsideration filed by SMB and the BIR were denied. Both parties filed their respective Petition for Review with the CTA *En Banc*. On February 10, 2022, the CTA *En Banc* rendered a Decision denying the Petitions for Review. On March 1, 2022, SMB sought an extension within which to file a Petition for Review with the Supreme Court which was docketed as G.R. No. 258813.

CTA Case No. 10000, SMB's claim for refund for P123, was filed on December 27, 2018 and is pending with the CTA Third Division. On September 22, 2021, the CTA Third Division partially granted SMB's Petition for Review and ordered the refund of P123. The BIR filed for a motion for reconsideration.

CTA Case No. 10223, SMB's claim for refund for P147, was filed on December 11, 2019 and is pending with the CTA First Division.

CTA Case No.10421, SMB's claim for refund for P162, was filed on December 16, 2020. SMB filed a Motion to Withdraw the Petition for Review as the BIR issued a TCC in the amount of P162 (Note 32). In its November 29, 2021 Resolution, the CTA granted SMB's Motion to Withdraw the Petition and deemed the Petition as withdrawn and the case closed and terminated. P80 was applied to SMB's tax obligations in 2021.

CTA Case No. 10745, SMB's claim for refund for P1,069, was personally filed on February 2, 2022. The case is yet to be raffled to a Division of the CTA. The case is a consolidation of two claims, to wit:

- i. P8 under RA No. 10351 – the overpayment arose from the BIR's imposition of excise tax of P27.07 per liter on SMB's beer products for the period January 23, 2020 to February 9, 2020 based on Revenue Memorandum Circular (RMC) No. 90-2012 and RR No. 17-2012. Said BIR issuances are inconsistent with RA No. 10351 which imposes an excise tax of P26.44 per liter under Section 143 of the National Internal Revenue Code (NIRC), as amended by RA No. 10351 beginning January 1, 2020.
- ii. P1,061 under RA No. 11467 – the overpayment arose from the BIR's imposition of excise tax of P35.00 per liter on SMB's beer products, as provided under Section 143 of the NIRC, as amended by RA No. 11467, for the period January 23, 2020 to February 9, 2020. The said imposition was based on RMC No. 65-2020, as amended by RMC No. 113-2020, implementing RA No. 11467 at an earlier date (i.e., January 23, 2020) which is inconsistent with the actual effectivity date of RA No. 11467 (i.e., February 10, 2020).

Administrative Case

SMB filed an administrative claim for refund of overpayments of excise taxes for the period of January 1, 2020 to January 22, 2020 in the amount of P8 with the BIR on October 7, 2021. The BIR issued a TCC on December 17, 2021 in favor of SMB in the amount of P8 (Note 32). As at December 31, 2021, the TCC was not yet applied in any of SMB's tax obligations.

Filed by GSMI

GSMI filed two claims for refund for overpayments of excise taxes with the BIR which were then elevated to the CTA by way of petition for review as follows:

- (a) CTA Case Nos. 8953 and 8954: These cases pertain to GSMI's Claims for Refund with the BIR, in the amounts of P582 in Case No. 8953, and P133 in Case No. 8954, or in the total amount of P715, representing payments of excise tax erroneously, excessively, illegally, and/or wrongfully assessed on and collected from GSMI by the BIR on removals of its distilled spirits or finished products for the periods from January 1, 2013 up to May 31, 2013 in Case No. 8953, and from January 8, 2013 up to March 31, 2013 in Case No. 8954.

After several hearings and presentation of evidence, both parties filed their respective Formal Offers of Evidence.

On July 28, 2020, the CTA Third Division rendered its Decision and denied GSMI's Petition for Review. GSMI received said Decision on August 24, 2020, for which it timely filed a Motion for Reconsideration on the aforementioned Decision on September 2, 2020, to which the CIR filed its Opposition.

The CTA Third Division issued an Amended Decision dated February 1, 2021 which partially granted GSMI's Motion for Reconsideration and ruled that GSMI is entitled to a refund of its erroneously and excessively paid excise taxes in the amount of P320 out of its original claim of P715.

GSMI and CIR subsequently filed Motions for Reconsideration on the aforesaid Amended Decision and Oppositions to each other's Motion for Reconsideration. In a Resolution dated October 28, 2021, the CTA Third Division denied for lack of merit GSMI's Motion for Reconsideration and CIR's Motion for Partial Reconsideration of the Amended Decision.

On January 4, 2022, GSMI elevated to the CTA *En Banc* the Decision dated July 28, 2020, Amended Decision dated February 1, 2021, and Resolution dated October 28, 2021 of the CTA Third Division, by way of a Petition for Review, which was docketed as CTA E.B. No. 2555.

Earlier, the CIR also filed a Petition for Review with the CTA *En Banc* elevating thereto the Amended Decision dated February 1, 2021 and Resolution dated October 28, 2021 of the CTA Third Division.

- (b) CTA Case No. 9059: This case pertains to GSMI's Claim for Refund with the BIR, in the total amount of P26, representing payments of excise tax erroneously, excessively, illegally, and/or wrongfully assessed on and collected from GSMI by the BIR on removals of its distilled spirits or finished products for the period from June 1, 2013 up to July 31, 2013.

After presentation of its testimonial and documentary evidence, GSMI filed its Formal Offer of Evidence and Supplemental Offer of Evidence, which were all admitted by the CTA. BIR's presentation of evidence was set to January 23, 2019.

In a decision dated February 6, 2020, the CTA denied GSMI's Claim for Refund for insufficiency of evidence. On February 20, 2020, GSMI filed a Motion for Reconsideration of the said Decision. However, the Motion for Reconsideration was denied by the CTA on June 9, 2020. On August 28, 2020, GSMI elevated the case to the CTA *En Banc* by way of a Petition for Review.

In a Decision dated November 10, 2021, the CTA *En Banc* denied the Petition for Review filed by GSMI. The Decision dated February 6, 2020 and the Resolution dated June 9, 2020 of the CTA Second Division were affirmed.

On December 16, 2021, GSMI elevated the Decision of the CTA *En Banc* to the Supreme Court by way of a Petition for Review, which was docketed as SC G.R. No. 25839.

The aforementioned assessments and collection cases arose from the imposition and collection of excise taxes on GSMI's finished products processed and produced exclusively from its inventory of ethyl alcohol, notwithstanding that excise taxes had already been previously paid by GSMI on the said ethyl alcohol.

- Deficiency Tax Liabilities

IBI

- (a) The BIR issued a Final Assessment Notice dated March 30, 2012 (2009 Assessment), imposing on IBI deficiency tax liabilities, including interest and penalties, for the tax year 2009. IBI treated the royalty income earned from the licensing of its intellectual properties to SMB as passive income, and therefore subject to 20% final tax. However, the BIR is of the position that said royalty income is regular business income subject to the 30% regular corporate income tax.

On May 16, 2012, IBI filed a protest against the 2009 Assessment. In its Final Decision on Disputed Assessment (FDDA) issued on January 7, 2013, the BIR denied IBI's protest and reiterated its demand to pay the deficiency income tax, including interests and penalties. On February 6, 2013, IBI filed a Petition for Review before the CTA contesting the 2009 Assessment. The case was docketed as CTA Case No. 8607 with the First Division. On August 14, 2015, the CTA First Division partially granted the Petition for Review of IBI, by cancelling the compromise penalty assessed by the BIR. However, IBI was still found liable to pay the deficiency income tax, interests and penalties as assessed by the BIR. The Motion for Reconsideration was denied by the CTA First Division on January 6, 2016. On January 22, 2016, IBI filed its Petition for Review before the CTA *En Banc* and the case was docketed as CTA EB Case No. 1417. To interrupt the running of interests, IBI filed a Motion to Pay without Prejudice, which was granted by the CTA *En Banc*. As a result, IBI paid the amount of P270 on August 26, 2016. On January 30, 2018, the CTA *En Banc* rendered a decision affirming the decision of the CTA First Division. IBI filed a Motion for Partial Reconsideration and the BIR filed its Motion for Reconsideration, which were denied by CTA *En Banc* in a resolution dated July 16, 2018. IBI and the BIR elevated the case to the Supreme Court with IBI filing its Petition for Review on September 7, 2018 docketed as G.R. Nos. 241147-48 and was raffled to the First Division of the Supreme Court. On the other hand, the BIR's Petition was docketed as G.R. Nos. 240651 and 240665 and was raffled to the Second Division of the Supreme Court.

On January 16, 2019, the Supreme Court denied IBI's Petition to which a Motion for Reconsideration was filed by IBI on April 5, 2019. IBI's Petition was denied with finality on June 26, 2019.

On March 11, 2019, the Supreme Court issued a Resolution requiring IBI to file its comment to the BIR's Petition. IBI filed its Comment on June 17, 2019.

On December 16, 2019, IBI and the BIR executed a Compromise Agreement. The BIR recognized the total payment of IBI in the amount of P285 as full satisfaction of the latter's supposed tax liability for taxable year 2009. The BIR further acknowledged that IBI no longer has any tax liability based upon, arising from, or in connection with CTA Case No. 8607.

On July 6, 2021, the Supreme Court approved the Compromise Agreement and considered G.R. Nos. 240651 and 240665 closed and terminated.

- (b) On November 17, 2013, IBI received a Formal Letter of Demand with the Final Assessment Notice for tax year 2010 (2010 Assessment) from the BIR with a demand for payment of income tax and VAT deficiencies with administrative penalties. The BIR maintained its position that royalties are business income subject to the 30% regular corporate tax. The 2010 Assessment was protested by IBI before the BIR through a letter dated November 29, 2013. A Petition for Review was filed with the CTA Third Division and the case was docketed as CTA Case No. 8813. The CTA Third Division held IBI liable to pay deficiency income tax, interests and penalties. IBI thus filed its Petition for Review before the CTA *En Banc* (docketed as CTA EB No 1563 and 1564). In 2017, IBI filed an application for abatement, with corresponding payment of basic tax, in the amount of P110, where IBI requested for the cancellation of the surcharge and interests. On September 19, 2018, the CTA *En Banc* did not consider the payment of basic deficiency tax of P110 for failure to attach certain requirements relating to the application for abatement; thus IBI was ordered to pay a modified amount of P501 in light of the amendments under RA No. 10963, also known as Tax Reform for Acceleration and Inclusion (TRAIN Law), on interest. IBI filed a Motion for Reconsideration and, at the same time, submitted the original documents in relation to the application for abatement. The BIR also filed its Motion for Partial Reconsideration, to which IBI filed its Comment/Opposition. The CTA *En Banc* has likewise ordered the BIR to file its Comment/Opposition to IBI's Motion for Reconsideration but IBI has yet to receive the same. Meanwhile, IBI's application for abatement remains pending for resolution by the BIR.

Noting the BIR's failure to file its Comment/Opposition, the Court issued a Resolution dated April 17, 2019, which IBI received on May 9, 2019, denying the BIR's Motion for Partial Reconsideration of the CTA *En Banc* Decision promulgated on September 18, 2018 and partially granting the Motion for Reconsideration filed by IBI of said CTA *En Banc* Decision.

IBI and the BIR filed their respective Petitions for Review with the Supreme Court docketed as G.R. Nos. 246911-12 and 246865, respectively. Both Petitions were consolidated by the Supreme Court through a Resolution dated July 1, 2019.

On December 27, 2019, IBI filed a Manifestation informing the Supreme Court that on December 5, 2019 and December 16, 2019, IBI and the BIR, respectively, executed a Compromise Agreement to amicably settle IBI's deficiency taxes for taxable year 2010. In its Manifestation dated February 26, 2020, the BIR confirmed receipt of payment pursuant to the Compromise Agreement executed between the IBI and the BIR.

On September 2, 2020, the Supreme Court issued a Resolution requiring IBI and the BIR to manifest whether they consider the case closed and terminated. In compliance, IBI filed its manifestation on September 14, 2020. On December 3, 2020, IBI received a Manifestation filed by the BIR manifesting that in view of its receipt of certified true copy of Certificate of Availment (Compromise Settlement), the BIR considers the cases as closed.

On March 3, 2021, the Supreme Court considered GR Nos. 246911-12 and 246865, closed and terminated.

- (c) On December 27, 2016, IBI received a Formal Letter of Demand for tax year 2012 with a demand for payment of income tax, VAT, withholding tax, documentary stamp tax (DST) and miscellaneous tax deficiencies with administrative penalties. IBI addressed the assessment of each tax type with factual and legal bases in a Protest filed within the reglementary period. Due to the inaction of the BIR, IBI filed a Petition for Review with the CTA Third Division and docketed as CTA Case No. 9657. In the meantime, an application for abatement was submitted to the BIR in August 2017. Both the Petition for Review and the application for abatement remain pending at the CTA Third Division and the BIR, respectively, with IBI submitting its Formal Offer of Evidence in October 2018 to the CTA Third Division. The Petition for Review, however, was subsequently transferred from the CTA Third Division to the First Division pursuant to CTA Administrative Circular No. 02-2018 dated September 18, 2018, reorganizing the three Divisions of the Court.

On March 2, 2020, the CTA First Division promulgated its Decision partially granting IBI's Petition for Review. The assessment for deficiency income tax, VAT, DST and compromise penalty are cancelled and set aside. However, the assessment for deficiency expanded withholding tax is affirmed, and IBI was ordered to pay deficiency expanded withholding tax including interest and surcharges amounting to P5.

On October 29, 2020, the BIR filed a Petition for Review with CTA *En Banc*. On January 25, 2021, IBI filed its Comment to the Petition for Review.

The CTA *En Banc* promulgated a Resolution on February 4, 2021 noting IBI's Comment to the Petition for Review, and referring the case for mediation in the Philippine Mediation Center - CTA.

SMFI

(a) SMFI (as the surviving corporation in a merger involving Monterey Foods Corporation [MFC]) vs. CIR CTA Case 9046

In connection with the tax investigation of MFC for the period January 1 to August 31, 2010, an FDDA was issued by the BIR on January 14, 2015 upholding the deficiency income tax, VAT and DST assessments against SMFI.

SMFI filed a Request for Reconsideration which the CIR denied prompting SMFI to file a Petition for Review with the CTA, docketed as CTA Case No. 9046.

The CTA First Division granted the Petition for Review filed by SMFI based on the following grounds: (1) the Formal Letter of Demand/Final Assessment Notice issued by the BIR was void as it did not contain demand to pay taxes due within a specific period; and (2) lack of valid Letter of Authority. Accordingly, the Formal Letter of Demand/Final Assessment Notice issued against SMFI for deficiency income tax, VAT and DST for the period January 1 to August 31, 2010 and the FDDA, for being intrinsically void, were ordered cancelled.

The BIR filed a Motion for Reconsideration with the CTA First Division, which was denied.

The BIR then filed a Petition for Review before the CTA *En Banc*, which was also denied.

While the Petition was pending, the BIR issued a Warrant of Distraint and/or Levy (WDL) against SMFI (as the surviving corporation). SMFI requested BIR for the lifting and cancellation of the WDL and filed an Urgent Omnibus Motion with the CTA to suspend collection of taxes and declare the WDL null and void.

To put an end to a protracted, expensive and mutually prejudicial litigation, SMFI and the BIR entered into an amicable settlement through execution of a Judicial Compromise Agreement (JCA), which the Supreme Court approved on June 28, 2021. The Supreme Court further ruled that the case should be considered closed and terminated.

(b) SMFI vs. CIR CTA Case No. 9241

On December 16, 2015, an FDDA was issued by the BIR assessing deficiency income tax and VAT against SMFI in connection to the tax investigation for the period January 1 to December 31, 2010.

The deficiency income tax and VAT pertain to the disallowed NOLCO and input tax credits which were transferred to and vested in SMFI from MFC by operation of law as a result of the merger between SMFI and MFC. According to the BIR, as the ruling (BIR Ruling 424-14 dated October 24, 2014) issued in connection to the merger of SMFI and MFC did not contain an opinion on the assets and liabilities transferred during the merger, the NOLCO and input tax credits from MFC were disallowed. However, it is SMFI's position that the use of the NOLCO and input tax credit from MFC, as the surviving corporation pursuant to a statutory merger is proper, as the same is allowed by law, BIR issuances and confirmed by several BIR rulings prevailing at the time of the transaction.

SMFI filed a Petition for Review before the CTA, docketed as CTA Case No. 9241.

The CTA Third Division rendered its decision granting SMFI's Petition for Review and cancelling the deficiency income tax and VAT assessment issued by the BIR. The BIR then filed a Motion for Reconsideration which was denied.

Despite the finality of the Decision, the BIR issued a WDL against SMFI. SMFI requested BIR for the lifting and cancellation of the WDL.

To put an end to a protracted, expensive and mutually prejudicial litigation, SMFI and the BIR entered into an amicable settlement through execution of a JCA, which was approved by the CTA Third Division.

The CTA Third Division also declared the WDL null and void and ordered it to be cancelled and withdrawn.

(c) SMFI vs. Office of the City Treasurer, City of Davao

SMFI filed several protests against the assessments issued by the City Treasurer of Davao City imposing permit fees to slaughter against its poultry dressing plants in Sirawan, Toril District and Los Amigos, Tugbok District both located in Davao City.

Following the dismissal of the appeals filed by SMFI with the Davao RTC, the following Petitions for review were filed with the CTA:

- CTA Case AC No. 209, filed on August 23, 2018
- CTA Case AC No. 210, filed on November 12, 2018
- CTA Case AC No. 249, filed on February 26, 2021

It is SMFI's position that Section 367 (a) of the 2005 Revenue Code of the City of Davao (Revenue Code of Davao City) on the imposition of permit fee to slaughter is applicable only to slaughterhouses operated by the City Government of Davao City. SMFI's poultry dressing plants in Sirawan, Toril District and Los Amigos, Tugbok District, being privately owned and operated slaughterhouses are beyond the coverage of Section 357 (a) of the Revenue Code of Davao City. In addition, given that SMFI is already paying ante and post mortem fees for the slaughter of poultry products pursuant to Section 367 (d) of the same Revenue Code, the assessment of permit fee to slaughter would constitute double taxation.

The CTA First Division dismissed the Petition docketed as CTA Case AC No. 209. SMFI's Motion for Reconsideration was denied. A Petition for Review was then filed with the CTA *En Banc*, which is pending resolution to date.

The CTA First Division also dismissed the Petition docketed as CTA Case AC No. 210. SMFI's Motion for Reconsideration was likewise denied. SMFI's Petition for Review with the CTA *En Banc* is pending resolution.

The last Petition for Review docketed as AC No. 249 is still pending resolution.

- Oil Spill Incident in Guimaras

On August 11, 2006, MT Solar I, a third party vessel contracted by Petron to transport approximately two million liters of industrial fuel oil, sank 13 nautical miles southwest of Guimaras, an island province in the Western Visayas region of the Philippines. In separate investigations by the Philippine Department of Justice (DOJ) and the Special Board of Marine Inquiry (SBMI), both agencies found the owners of MT Solar I liable. The DOJ found Petron not criminally liable, but the SBMI found Petron to have overloaded the vessel. Petron has appealed the findings of the SBMI to the DOTr and is awaiting its resolution. Petron believes that SBMI can impose administrative penalties on vessel owners and crew, but has no authority to penalize other parties, such as Petron, which are charterers.

Other complaints for non-payment of compensation for the clean-up operations during the oil spill were filed with the RTC of Guimaras by a total of 1,063 plaintiffs who allegedly did not receive any payment of their claims for damages arising from the oil spill. The total claims amounted to P292. The cases were pending as at December 31, 2021. In the course of plaintiffs' presentation of evidence, they moved for trial by commissioner, which was denied by the trial court. The plaintiffs elevated the matter by way of a petition for certiorari to the Court of Appeals in Cebu City. On January 9, 2020, the Court of Appeals issued a Resolution granting plaintiffs' motion for reconsideration of the earlier resolution denying their petition and ordering Petron to file its comment on plaintiffs' petition within 10 days. On February 6, 2020, Petron filed a motion for reconsideration of said Resolution which remains pending to date. In the meantime, proceedings before the trial court continues. Less than 200 of the plaintiffs have testified so far.

- Lease Agreements with PNOC

On October 20, 2017, Petron filed with the RTC of Mandaluyong City a complaint against the PNOC for the reconveyance of the various landholdings it conveyed to PNOC in 1993 as a result of the government-mandated privatization of Petron.

The subject landholdings consist of the refinery lots in Limay, Bataan, 23 bulk plant sites and 66 service station lots located in different parts of the country. The Deeds of Conveyance covering the landholdings provide that the transfer of these lots to PNOC was without prejudice to the continued long-term use by Petron of the conveyed lots for its business operation. Thus, PNOC and Petron executed three lease agreements covering the refinery lots, the bulk plants, and the service station sites, all with an initial lease term of 25 years which expired in August 2018, with a provision for automatic renewal for another 25 years. In 2009, Petron, through its realty subsidiary, NVRC, had an early renewal of the lease agreement for the refinery lots with an initial lease term of 30 years, renewable for another 25 years.

The complaint alleges that PNOC committed a fundamental breach of the lease agreements when it refused to honor both the automatic renewal clause in the lease agreements for the bulk plants and the service station sites and the renewed lease agreement for the refinery lots on the alleged ground that all such lease agreements were grossly disadvantageous to PNOC, a government-owned-and-controlled corporation.

On December 11, 2017, the trial court granted Petron's prayer for a writ of preliminary injunction, enjoining PNOC from committing any act aimed at ousting Petron from possession of the subject properties until the case is decided.

The court-mandated mediation was terminated on February 5, 2018 without any agreement between the parties. The judicial dispute resolution proceedings before the court were likewise terminated on March 28, 2019, after the parties failed to agree to a settlement. Without prejudice to any further discussion between the parties regarding settlement, the case was remanded to the trial court for trial proper, with the pre-trial held on September 10, 2019. Petron also filed a motion for summary judgment on May 17, 2019. In a resolution dated November 13, 2019, the trial court granted Petron's motion for summary judgment and ordered: (i) the rescission of the Deeds of Conveyance dated 1993 relating to Petron's conveyance of such leased premises to PNOC pursuant to a property dividend declaration in 1993, (ii) the reconveyance by PNOC to Petron of all such properties, and (iii) the payment by Petron to PNOC of the amount of P143, with legal interest from 1993, representing the book value of the litigated properties at the time of the property dividend declaration. PNOC filed a motion for reconsideration. Petron also filed a motion for partial reconsideration seeking a modification of the judgment to include an order directing PNOC to return to Petron all lease payments the latter had paid to PNOC since 1993.

Following the trial court's denial of their separate motions for reconsideration, both PNOC and Petron filed their respective notices of appeal with the trial court. The case was raffled off to the 5th Division of the Court of Appeals. Petron filed its appellant's brief in October 2020. PNOC filed its appellant's brief in November 2020. In a decision dated December 13, 2021, the Court of Appeals dismissed both appeals of Petron and PNOC and affirmed the resolution of the trial court as described above. The Court of Appeals upheld Petron's position that PNOC committed a substantial breach of its contractual obligation under the lease agreements when it dishonored the automatic renewal clause in the lease agreements and threatened to terminate Petron's lease thereby depriving Petron a long-term lease consistent with its business requirements, which was the primordial consideration in the Deeds of Conveyance. The Court of Appeals ruled, however, that, consistent with jurisprudence, while rescission repeals the contract from its inception, it does not disregard all the consequences that the contract has created and that it was therefore only proper that Petron paid PNOC the rentals for the use and enjoyment of the properties which PNOC could have enjoyed by virtue of the Deeds of Conveyance were it not for the lease agreements. On January 11, 2022, Petron filed its motion for reconsideration insofar as the decision dismissed the Petron's appeal to return the lease payments made by it to PNOC. PNOC also filed its own motion for reconsideration. The parties await the order of the Court of Appeals on the motions filed.

- Swakaya Sdn. Bhd. (Swakaya) Dispute

In 2015, a disputed trade receivable balance of RM25 (P307) in favor of POMSB was reclassified to long-term receivables.

The dispute arose from the supply by POMSB of diesel to Swakaya. In 2013, POMSB entered into an agreement to supply diesel to Swakaya who subsequently sold the product to an operator of power plants in Sabah. In 2013, due to a government investigation, Swakaya's bank accounts were frozen which affected its ability to supply the power plants. Swakaya and the power plants operator agreed to ask POMSB to supply the power plants operator directly and, correspondingly, pay POMSB directly. Unknown to POMSB, Swakaya had a financing arrangement with Sabah Development Bank (SDB) which obligated the power plants operator to remit to SDB payments due to Swakaya. Due to some administrative issues, the moneys due to POMSB were remitted by power plants operator into a joint Swakaya/SDB Bank account. Despite SDB's earlier promise to remit the moneys to POMSB once it is established that the payment was for a direct supply to the power plants operator, SDB subsequently refused and set-off the moneys against Swakaya's debt to the bank. The sum involved was RM25 (P307). POMSB sued Swakaya and SDB before the Kota Kinabalu High Court for, among others, breach of trust. Swakaya did not appear in court and judgment was awarded in favor of POMSB and against Swakaya.

In April 2016, the Kota Kinabalu High Court ruled in favor of POMSB and a judgment sum inclusive of interest amounting to RM28 (P343) was deposited to its solicitor account in August 2016. SDB subsequently filed an appeal to Court of Appeal.

In May 2017, the Court of Appeal re-affirmed the decision of the Kota Kinabalu High Court and dismissed SDB's appeal with costs RM0.015 (P0.20) awarded to POMSB. In June 2017, SDB filed a Notice of Motion for leave to appeal to the Federal Court against the decision of the Court of Appeal, which was granted in April 2018. After hearing the appeal, in February 2020, the Federal Court allowed the appeal by SDB and set aside the Court of Appeal's decision. POMSB filed an application for a review by the Federal Court (to set aside its own decision). On August 2, 2021, the Federal Court disallowed the review. No further action was taken by POMSB and the decision of the Federal Court has attained finality.

Considering the length of time of litigation matters, a discount of RM8 (P95) was computed based on the original effective interest rate. Part of the discount, amounting to RM2 (P20) was unwound in 2019 and recognized as interest income.

The balance amounting to RM23 (P282) was provided full impairment in 2019.

- **Generation Payments to PSALM**

SPPC and PSALM are parties to the Ilijan IPPA Agreement covering the appointment of SPPC as the IPP Administrator of the Ilijan Power Plant.

SPPC and PSALM have an ongoing dispute arising from differing interpretations of certain provisions related to generation payments under the Ilijan IPPA Agreement. As a result of such dispute, the parties have arrived at different computations regarding the subject payments. In a letter dated August 6, 2015, PSALM has demanded payment of the difference between the generation payments calculated based on its interpretation and the amount which has already been paid by SPPC, plus interest, covering the period December 26, 2012 to April 25, 2015.

On August 12, 2015, SPPC initiated a dispute resolution process with PSALM as provided under the terms of the Ilijan IPPA Agreement, while continuing to maintain that it has fully paid all of its obligations to PSALM. Notwithstanding the bona fide dispute, PSALM issued a notice terminating the Ilijan IPPA Agreement on September 4, 2015. On the same day, PSALM also called on the performance bond posted by SPPC pursuant to the Ilijan IPPA Agreement.

On September 8, 2015, SPPC filed a Complaint with the RTC of Mandaluyong City. In its Complaint, SPPC requested the RTC that its interpretation of the relevant provisions of the Ilijan IPPA Agreement be upheld. The Complaint also asked that a 72-hour Temporary Restraining Order (TRO) be issued against PSALM for illegally terminating the Ilijan IPPA Agreement and drawing on the performance bond of SPPC. On even date, the RTC issued a 72-hour TRO which prohibited PSALM from treating SPPC as being in Administrator Default and from performing other acts that would change the status quo ante between the parties before PSALM issued the termination notice and drew on the performance bond of SPPC. The TRO was extended for until September 28, 2015.

On September 28, 2015, the RTC issued an order granting a Preliminary Injunction enjoining PSALM from proceeding with the termination of the Ilijan IPPA Agreement while the main case is pending.

On October 19, 2015, the RTC also issued an order granting the Motion for Intervention and Motion to Admit Complaint-in-intervention by Meralco.

In an order dated June 27, 2016 (the "June 27, 2016 RTC Order"), the RTC denied PSALM's: (1) Motion for Reconsideration of the order dated September 28, 2015, which issued a writ of preliminary injunction enjoining PSALM from further proceedings with the termination of the Ilijan IPPA Agreement while the case is pending; (2) Motion for Reconsideration of the order dated October 19, 2015, which allowed Meralco to intervene in the case; and (3) Motion to Dismiss. In response to June 27, 2016 RTC Order, PSALM filed a petition for certiorari with the Court of Appeals seeking to annul the same. PSALM also prayed for the issuance of a TRO and/or writ of preliminary injunction "against public respondent RTC and its assailed orders". The Court of Appeals, however, denied the petition filed by PSALM in its decision dated December 19, 2017 ("CA Decision"). In the CA Decision, the Court of Appeals upheld the lower court's issuance of a writ of preliminary injunction against PSALM prohibiting the termination of the Ilijan IPPA Agreement while the case in the lower court is pending.

PSALM filed its Motion for Reconsideration dated January 19, 2018 to the CA Decision. In a Resolution dated July 12, 2018 (the "2018 CA Resolution"), the Court of Appeals denied PSALM's Motion for Reconsideration of the CA Decision.

On September 4, 2018, PSALM filed a Petition for Certiorari with urgent prayer for the issuance of a TRO and/or Writ of Preliminary Injunction before the Supreme Court praying for the reversal and nullification of the CA Decision and the 2018 CA Resolution. Said petition was denied by the Supreme Court in its resolution dated March 4, 2019 (the "March 4, 2019 SC Resolution") due to lack of payment of the required fees and for PSALM's failure to sufficiently show that the Court of Appeals committed any reversible error in the challenged decision and resolution as to warrant the exercise of the Court of Appeals' discretionary appellate jurisdiction. The motion for

reconsideration filed by PSALM pursuant to the March 4, 2019 SC Resolution was denied by the Supreme Court in a resolution dated August 5, 2019 which became final and executory through an Entry of Judgment issued by the Supreme Court on the same date.

Prior to the CA Decision, on December 18, 2017, the presiding judge of the RTC who conducted the judicial dispute resolution issued an order inhibiting himself in the instant case. The case was then re-raffled to another RTC judge in Mandaluyong City.

SPPC filed a Request for Motion for Production of Documents on February 28, 2018, while PSALM filed its Manifestation with Motion to Hear Affirmative Defenses and Objections Ad Cautelam.

On September 24, 2018, the RTC issued an order denying PSALM's Motion to Hear Affirmative Defense and granted SPPC's Motion for Production of Documents. PSALM then filed a Motion for Reconsideration of the said order. On December 14, 2018, SPPC filed its opposition to the Motion for Reconsideration. In an order dated April 29, 2019, the RTC denied the Motion for Reconsideration filed by PSALM on the basis that it found no strong and compelling reason to modify, much less reverse, its order dated September 24, 2018 which denied the Motion to Hear Affirmative Defenses filed by PSALM.

On July 23, 2019, PSALM filed a Petition for Certiorari with urgent prayer for the issuance of a TRO and/or Writ of Preliminary Injunction with the Court of Appeals, seeking the reversal of the September 24, 2018 and April 29, 2019 orders of the RTC. Although, the Court of Appeals dismissed the Petition for Certiorari filed by PSALM in a Resolution dated August 23, 2019 (the "2019 CA Resolution"), the Court of Appeals subsequently granted the Motion for Reconsideration filed by PSALM in response to the 2019 CA Resolution. In a Resolution dated February 24, 2020, the Court of Appeals required PSALM to revise its petition and send the revised copies to SPPC and Meralco.

In January 2020, PSALM also filed with the RTC a Motion Ad Cautelam to Lift or Dissolve the Writ of Preliminary Injunction with Application to File Counterbond. SPPC filed its Opposition to this motion citing SPPC's letter dated March 6, 2020 informing PSALM of its intention to advance the full settlement of the Monthly Payments due for the period March 26, 2020 until the end of the IPPA Agreement on June 26, 2022. SPPC stated that given this intention, PSALM can no longer assert that it stands to suffer injury in the form of reduction in expected cash or that the Government would be exposed to financial risk.

PSALM filed several pleadings: (1) Urgent Ex-Parte Motion for Early Resolution of its Motion for Leave to File Amended Answer Ad Cautelam dated May 28, 2020; (2) Motion for Reconsideration of the RTC's Order of February 14, 2020, which did not allow PSALM to present witnesses in support of its Motion to Dissolve the Writ of Preliminary Injunction and directed the parties to submit pleadings and documents in support of their respective positions; and (3) Reply to SPPC's Opposition to its Motion to Dissolve the Writ of Preliminary Injunction. On July 6, 2020, SPPC filed an Opposition to the Motion for Reconsideration filed by PSALM on the RTC's Order of February 14, 2020.

PSALM also filed a Reply to SPPC's Opposition to the Motion Ad Cautelam to Lift or Dissolve the Writ of Preliminary Injunction. In August 2020, PSALM also filed a Reply to the Supplemental Opposition to the Motion Ad Cautelam to Dissolve the Writ of Preliminary Injunction. On September 14, 2020, SPPC filed a Motion to Admit Consolidated Rejoinder and Consolidated Rejoinder. The Consolidated Rejoinder addresses both PSALM's Reply to the Opposition to the Motion Ad Cautelam to Lift or Dissolve the Writ of Preliminary Injunction and its Reply to SPPC's Supplemental Opposition to the same motion.

In September 2020, PSALM filed an Urgent Ex Parte Motion for Early Resolution of its Motion for Leave to File the Amended Answer Ad Cautelam.

In an Order dated November 17, 2020, the RTC considered as submitted for resolution, PSALM's Motion Ad Cautelam to Lift or Dissolve the Writ of Preliminary Injunction.

In an Order dated November 27, 2020, the RTC denied PSALM's Motion for Leave to File the Amended Answer Ad Cautelam. On January 29, 2021 PSALM filed a Motion for Reconsideration. SPPC filed an Opposition and PSALM filed a Reply.

On January 15, 2021, SPPC filed a Motion for Summary Judgment, praying that judgment be rendered in favor of SPPC on all its causes of action based on the pleadings, affidavits, and admissions on file. PSALM has filed an Opposition to the motion.

In an Order dated March 23, 2021 (the "March 23, 2021 RTC Order"), the RTC denied PSALM's Motion for Reconsideration of the Order of November 27, 2020, which denied the Motion for Leave to File Amended Answer Ad Cautelam. In the same Order, the RTC also denied SPPC's Motion for Summary Judgment and referred the case to mediation.

The mediation scheduled on April 19, 2021, was not held because the Supreme Court directed the closure of courts and related offices, including the Philippine Mediation Center, for the duration of the enhanced community quarantine and modified enhanced community quarantine.

In an Order dated May 18, 2021, the RTC recalled March 23, 2021 RTC Order, where it set the case for mediation given that the parties have already exhausted both court-annexed mediation and judicial dispute resolution and scheduled the pre-trial of the case on June 18, 2021. The pre-trial was however cancelled and no new schedule was provided by the RTC. SPPC filed a motion to postpone the pre-trial on the ground that it still has a pending Motion for Reconsideration of the order denying its Motion for Summary Judgement. PSALM filed a Motion for Leave to File a Supplemental Pre-trial Brief, purportedly for purposes of complying with Section 6, Rule 18 of the Amended Rules of Civil Procedure.

On June 21, 2021, SPPC received PSALM's Opposition to its Motion for Reconsideration of the Order denying the Motion for Summary Judgment. On June 25, 2021, SPPC filed a Motion for Leave to File Reply and Reply to PSALM's Opposition. On July 19, 2021, PSALM moved for reconsideration of the court's postponement of the pre-trial and filed a Rejoinder to SPPC's Reply.

The RTC suspended pre-trial proceedings until after its resolution of SPPC's Motion for Reconsideration of the denial of the Motion for Summary Judgment.

In June 2021, PSALM also filed a petition for certiorari under Rule 65 of the rules of Court to annul the trial court's Order of November 27, 2020, which denied PSALM's Motion for Leave to File Amended Answer, and the March 23, 2021 RTC Order, which denied PSALM's Motion for Reconsideration of the Order of denial. The petition has been docketed as CA-G.R. SP NO. 169443.

On August 5, 2021, the Court of Appeals issued a Resolution, directing SPPC to file a Comment on the petition in CA-G.R. SP NO. 169443 within 10 days, and PSALM to file a Reply within five days from its receipt of the Comment. Since the courts in the National Capital Region were physically closed until October 15, 2021 because of the quarantine, SPPC was only able to file the Comment by registered mail on October 6, 2021. PSALM filed its reply on October 29, 2021.

On September 13, 2021, the RTC denied SPPC's motion for partial reconsideration of the March 23, 2021 RTC Order and scheduled the pre-trial of the case on November 19, 2021.

The case underwent pre-trial on November 19, 2021 while the presentation of evidence is scheduled on January 28, February 18, and March 4 and March 25, 2022. The January 28, 2022 hearing by video conferencing was cancelled due to the physical closure of courts in the National Capital Region while the February 18, 2022 hearing, was cancelled upon the motion of the counsel for PSALM.

On December 7, 2021, the RTC denied the Motion Ad Cautelam to Lift or Dissolve the Writ of Preliminary Injunction filed by PSALM. PSALM filed a Motion for Reconsideration to which SPPC has filed an Opposition.

Meanwhile, the proceedings before the RTC continues and by virtue of the Preliminary Injunction issued by the RTC, SPPC continues to be the IPP Administrator for the Ilijan Power Plant without any restrictions or limitations on the ability of SPPC to supply power from the Ilijan Power Plant to Meralco under its PSA with the latter, or the ability of SPPC to take possession of the Ilijan Power Plant upon the expiry of the Ilijan IPPA Agreement in June 2022.

- Intellectual Property Rights

- i. G.R. No. 196372: This case pertains to GSMI's application for the registration of the trademark "GINEBRA" under Class 33 covering gin with the Intellectual Property Office of the Philippines (IPOP HL). The IPOP HL rejected GSMI's application on the ground that "GINEBRA" is a Spanish word for gin, and is a generic term incapable of appropriation.

When the Court of Appeals affirmed the IPOP HL's ruling, GSMI filed a Petition for Review on Certiorari (the Petition) with the Supreme Court. The Supreme Court denied GSMI's Petition. GSMI moved for a reconsideration thereof, and likewise filed a Motion to Refer its Motion for Reconsideration to the Supreme Court *En Banc*. The Supreme Court denied GSMI's Motion for Reconsideration with finality, as well as GSMI's Motion to Refer to its Motion for Reconsideration to the Supreme Court *En Banc*.

Subsequently, GSMI filed a Manifestation with Motion for Relief from Judgment (the “Manifestation”) and invoked the case of “*League of Cities vs. Commission of Elections*” (G.R. Nos. 176951, 177499 and 178056) to invite the Supreme Court *En Banc* to re-examine the case. The Office of the Solicitor General filed its Comment Opposition to the Manifestation.

On June 26, 2018, the Supreme Court *En Banc* issued a Resolution which resolves to: (a) Accept the subject case which was referred to it by the Third Division in the latter’s resolution dated August 7, 2017; (b) Treat as a Second Motion for Reconsideration (of the resolution dated June 22, 2011) GSMI’s Manifestation with Motion for Relief from Judgment dated November 28, 2011; (c) Reinstate the Petition; and (d) Require the respondents to Comment on the Petition within a non-extendible period of ten (10) days from notice thereof.

Respondents, through the OSG, filed their Comment dated July 31, 2018 while GSMI filed its Reply with Leave on August 20, 2018.

On January 4, 2019, the Supreme Court Third Division issued a Resolution ordering the consolidation of the previously consolidated cases (G.R. Nos. 216104, 210224 and 219632) with the *En Banc* case (G.R. No. 196372), stating that “considering that all these cases involve identical parties and raise interrelated issues which ultimately stemmed from the registration of trademark of [TDI] and [GSMI] before the [IPO].”

On February 3, 2020, GSMI filed a Manifestation with the Supreme Court Third Division, informing the Court that on January 27, 2020, it received a copy of a Decision dated December 27, 2019 rendered by the IPO Director General in the consolidated appealed cases involving GSMI’s Oppositions to TDI’s applications for the registration of the marks “Ginebra Lime & Device,” “Ginebra Orange & Device,” “Ginebra Especial & Device” and “Ginebra Pomelo & Device”, for use on gin products. In the joint Decision, the IPO Director General ruled in favor of GSMI and held that despite being generic or descriptive, the term “GINEBRA” had already attained a secondary meaning in relation to the gin products of GSMI. The Manifestation was filed to inform the Supreme Court Third Division of the status of cases in IPOPHL which involve GSMI’s claim over “GINEBRA”.

In a Resolution dated March 10, 2020, the Supreme Court *En Banc* resolved to transfer the consolidated cases from the Third Division to the *En Banc*, where this case which has the lowest docket number, i.e. G.R. No. 196372, was originally assigned, hence, all four cases are now consolidated and pending before the Supreme Court *En Banc*. Furthermore, the Supreme Court *En Banc* also noted GSMI’s Manifestation dated February 3, 2020 on the IPO Director General’s Decision dated December 27, 2019.

- ii. G.R. Nos. 210224 and 219632: These cases pertain to GSMI’s Complaint for Unfair Competition, Trademark Infringement and Damages against Tanduay Distillers, Inc. (TDI) filed with the RTC, arising from TDI’s distribution and sale of its gin product bearing the trademark “Ginebra Kapitan” and use of a bottle design, which general appearance was nearly identical and confusingly similar to GSMI’s product. The RTC dismissed GSMI’s complaint.

When GSMI elevated the case to the Court of Appeals, due to technicalities, two cases were lodged in the Court of Appeals: 1.) Petition for Review (CA-G.R. SP No. 127255), and 2.) Appeal (CA-G.R. SP No. 100332).

Acting on GSMI's Petition for Review, the Court of Appeals reversed, set aside the RTC's Decision, and ruled that "GINEBRA" is associated by the consuming public with GSMI. Giving probative value to the surveys submitted by GSMI, the Court of Appeals ruled that TDI's use of "GINEBRA" in "Ginebra Kapitan" produces a likelihood of confusion between GSMI's "Ginebra San Miguel" gin product and TDI's "Ginebra Kapitan" gin product. The Court of Appeals likewise ruled that "TDI knew fully well that GSMI has been using the mark/word 'GINEBRA' in its gin products and that GSMI's 'Ginebra San Miguel' has already obtained, over the years, a considerable number of loyal customers who associate the mark 'GINEBRA' with GSMI.

On the other hand, upon GSMI's Appeal, the Court of Appeals also set aside the RTC's Decision and ruled that "GINEBRA" is not a generic term, there being no evidence to show that an ordinary person in the Philippines would know that "GINEBRA" is a Spanish word for "gin". According to the Court of Appeals, because of GSMI's use of the term in the Philippines since the 1800s, the term "GINEBRA" now exclusively refers to GSMI's gin products and to GSMI as a manufacturer. The Court of Appeals added that "the mere use of the word 'GINEBRA' in 'Ginebra Kapitan' is sufficient to incite an average person, even a gin-drinker, to associate it with GSMI's gin product", and that TDI "has designed its bottle and label to somehow make a colorable similarity with the bottle and label of Ginebra S. Miguel".

TDI filed separate Petitions for Review on Certiorari with the Supreme Court, docketed as G.R. Nos. 210224 and 219632, which were eventually consolidated by the Supreme Court on April 18, 2016.

On October 26, 2016, GSMI filed its Comment on TDI's Petition for Review on Certiorari.

On December 17, 2018, the Supreme Court consolidated this case with Ginebra San Miguel Inc. vs. Court of Appeals, Director General of the Intellectual Property Office, and Director of the Bureau of Trademarks (G.R. No. 196372).

On February 3, 2020, GSMI filed a Manifestation with the Supreme Court Third Division, informing the Court that on January 27, 2020, it received a copy of a Decision dated December 27, 2019 rendered by the IPO Director General in the consolidated appealed cases involving GSMI's Oppositions to TDI's applications for the registration of the marks "Ginebra Lime & Device," "Ginebra Orange & Device," "Ginebra Especial & Device" and "Ginebra Pomelo & Device", for use on gin products. In the joint Decision, the IPO Director General ruled in favor of GSMI and held that despite being generic or descriptive, the term "GINEBRA" had already attained a secondary meaning in relation to the gin products of GSMI. The Manifestation was filed to inform the Supreme Court Third Division of the status of cases in IPOPHL which involve GSMI's claim over "GINEBRA".

In a Resolution dated March 10, 2020, the Supreme Court *En Banc* resolved to transfer the consolidated cases from the Third Division to the *En Banc*. Furthermore, the Supreme Court *En Banc* also noted GSMI's Manifestation dated February 3, 2020 on the IPO Director General's Decision dated December 27, 2019.

- iii. G.R. No. 216104: This case pertains to TDI's application for the registration of the trademark "GINEBRA KAPITAN" for Class 33 covering gin with the IPOP HL.

GSMI opposed TDI's application, alleging that it would be damaged by the registration of "GINEBRA KAPITAN" because the term "GINEBRA" has acquired secondary meaning and is now exclusively associated with GSMI's gin products. GSMI argued that the registration of "GINEBRA KAPITAN" for use in TDI's gin products will confuse the public and cause damage to GSMI. TDI countered that "GINEBRA" is generic and incapable of exclusive appropriation, and that "GINEBRA KAPITAN" is not identical or confusingly similar to GSMI's mark.

The IPOP HL ruled in favor of TDI and held that: (a) "GINEBRA" is generic for "gin"; (b) GSMI's products are too well known for the purchasing public to be deceived by a new product like "GINEBRA KAPITAN"; and (c) TDI's use of "GINEBRA" would supposedly stimulate market competition.

On July 23, 2014, the Court of Appeals reversed and set aside the IPOP HL's ruling and disapproved the registration of "GINEBRA KAPITAN". The Court of Appeals ruled that "GINEBRA" could not be considered as a generic word in the Philippines considering that, to the Filipino gin-drinking public, it does not relate to a class of liquor/alcohol but rather has come to refer specifically and exclusively to the gin products of GSMI.

TDI filed a Petition for Review on Certiorari with the Supreme Court, which was subsequently consolidated with the case of *Tanduay Distillers, Inc. vs. Ginebra San Miguel Inc.*, docketed as G.R. No. 210224 on August 5, 2015.

On October 26, 2016, GSMI filed its Comment on TDI's Petition for Review on Certiorari.

On December 17, 2018, the Supreme Court consolidated this case with *Ginebra San Miguel Inc. vs. Court of Appeals, Director General of the Intellectual Property Office, and Director of the Bureau of Trademarks* (G.R. No. 196372).

On February 3, 2020, GSMI filed a Manifestation with the Supreme Court Third Division, informing the Court that on January 27, 2020, it received a copy of a Decision dated December 27, 2019 rendered by the IPO Director General in the consolidated appealed cases involving GSMI's Oppositions to TDI's applications for the registration of the marks "Ginebra Lime & Device," "Ginebra Orange & Device," "Ginebra Especial & Device" and "Ginebra Pomelo & Device", for use on gin products. In the joint Decision, the IPO Director General ruled in favor of GSMI and held that despite being generic or descriptive, the term "GINEBRA" had already attained a secondary meaning in relation to the gin products of GSMI. The Manifestation was filed to inform the Supreme Court Third Division of the status of cases in IPOP HL which involve GSMI's claim over "GINEBRA".

In a Resolution dated March 10, 2020, the Supreme Court *En Banc* resolved to transfer the consolidated cases from the Third Division to the *En Banc*. Furthermore, the Supreme Court *En Banc* also noted GSMI's Manifestation dated February 3, 2020 on the IPO Director General's Decision dated December 27, 2019.

- Imported Industrial Fuel Oil

SLHBTC has an on-going case with the CTA against the Commissioner of Customs (the Commissioner). On January 16, 2016, a Warrant of Seizure and Detention was issued against the 44,000 metric tons of fuel imported by SLHBTC with approximate value of P751. The Commissioner alleged that SLHBTC discharged fuel directly from the vessel carrying SLHBTC's imported fuel to another vessel via loop loading without paying duties and taxes and therefore, violating the Customs Modernization Tariff Act and other customs regulations. On January 20, 2017, the District Collector of Customs issued a decision forfeiting the fuel in favor of the government.

Subsequently, SLHBTC filed with the CTA a petition seeking the lifting and termination of the Warrant of Seizure and Detention and the reversal of the decision issued by the District Collector of Customs.

On April 19, 2017, SLHBTC filed with the CTA a Motion for Special Order to release the 44,000 metric tons of fuel, which was granted on January 28, 2018 subject to the posting of a surety bond amounting to P123 or one and one-half times of the assessed amount of P82 representing VAT. SLHBTC posted the surety bond and the 44,000 metric tons of fuel were released.

On September 18, 2018, a pre-trial conference was conducted.

However, by Order dated September 25, 2018, the case was transferred to the CTA First Division.

The latest court hearing for the presentation of evidence was made in February 2020.

On December 1, 2020, the customs officer representing the District Collector of Customs was cross-examined by the SLHBTC legal counsel. He admitted that he did not examine the imported documents prior to recommending the issuance of a Writ of Seizure and Detention.

On February 2021, the case was deemed submitted for decision. As at the reporting date, the case is still pending decision with the CTA.

On February 24, 2022, the Petition for Review filed by SLHBTC in March 2017 was granted by the CTA. Accordingly, the Warrant of Seizure and Detention was lifted, and the decision issued by the District Collector of Customs in January 2017 was reversed and set aside. In addition, the order granted by the CTA in January 2018 to release the 44,000 metric tons of fuel is now permanent and the surety bond of P123 shall be released and discharged upon finality of judgement.

SLHBTC and its legal counsel assessed that it has a meritorious case and the final outcome will not have a material adverse effect on the SLHBTC's business financial condition and results of operations.

- Criminal Cases

SPPC

On September 29, 2015, SPPC filed a criminal complaint for estafa and for violation of Section 3(e) of RA No. 3019, otherwise known as the Anti-Graft and Corrupt Practices Act, before the DOJ, against certain officers of PSALM, in connection with the termination of SPPC's Ilijan's IPPA Agreement, which was made by PSALM with manifest partiality and evident bad faith. Further, it was alleged that PSALM fraudulently misrepresented its entitlement to draw on the performance bond posted by SPPC, resulting in actual injury to SPPC in the amount US\$60. On June 13, 2017, the DOJ endorsed the complete records of the complaint to the Office of the Ombudsman for appropriate action where it is still pending to date.

On a related matter, on November 14, 2018, SPPC filed with the Office of the Ombudsman-Field Investigation Office, an administrative complaint against an executive officer of PSALM and several unidentified persons for violation of the Ombudsman Act and the Revised Administrative Code, in the performance of their functions as public officers. The case is still pending with the Ombudsman-Field Investigation Office.

SMEC

On October 21, 2015, SMEC filed a criminal complaint for Plunder and violation of Section 3(e) and 3(f) of RA No. 3019, before the DOJ against a certain officer of PSALM, and certain officers of Team Philippines Energy Corp. (TPEC) and Team Sual Corporation, relating to the illegal grant of the so-called "excess capacity" of the Sual Power Plant in favor of TPEC which enabled it to receive a certain amount at the expense of the Government and SMEC.

In a Resolution dated July 29, 2016, the DOJ found probable cause to file an Information against the respondents for Plunder and violation of Section 3(e) and 3(f) of RA No. 3019. The DOJ further resolved to forward the entire records of the case to the Office of the Ombudsman for their proper action. Respondents have respectively appealed said DOJ's Resolution of July 29, 2016 with the Secretary of Justice.

On October 25, 2017, the DOJ issued a Resolution partially granting the Petition for Review by reversing the July 29, 2016 DOJ Resolution insofar as the conduct of the preliminary investigation. On November 17, 2017, SMEC filed a motion for partial reconsideration of said October 25, 2017 DOJ Resolution. Said motion is still pending to date.

- Civil Case

On June 17, 2016, SMEC filed with the RTC Pasig a civil complaint for consignment against PSALM arising from PSALM's refusal to accept SMEC's remittances corresponding to the proceeds of the sale on the WESM for electricity generated from capacity in excess of the 1,000 MW of the Sual Power Plant ("Sale of the Excess Capacity"). With the filing of the complaint, SMEC also consigned with the RTC Pasig, the amount corresponding to the proceeds of the Sale of the Excess Capacity for the billing periods December 26, 2015 to April 25, 2016.

On October 3, 2016, SMEC filed an Omnibus Motion to Admit Supplemental Complaint and to Allow Future Consignation without Tender ("Omnibus Motion"). Together with this Omnibus Motion, SMEC consigned with the RTC Pasig an additional amount corresponding to the proceeds of the Sale of the Excess Capacity for the billing periods from April 26, 2016 to July 25, 2016.

On July 5, 2017, SMEC consigned with the RTC Pasig the amount representing additional proceeds of Sale of the Excess Capacity for the billing period July 26, 2016 to August 25, 2016. SMEC also filed a Motion to Admit Second Supplemental Complaint in relation to said consignation.

On May 22, 2018, the RTC Pasig issued an order dismissing the complaint for consignation filed by SMEC on the ground that the court has no jurisdiction over the subject matter of the complaint and finding that the ERC has the technical competence to determine the proper interpretation of "contracted capacity", the fairness of the settlement formula and the legality of the memorandum of agreement.

On July 4, 2018, SMEC filed its Motion for Reconsideration to the May 22, 2018 order which dismissed the consignation case. The Motion for Reconsideration was heard on July 13, 2018 where the parties were given time to file their responsive pleadings. PSALM filed its Comment dated July 26, 2018 to the Motion for Reconsideration and SMEC filed its Reply to PSALM's Comment on August 13, 2018. The motion has not yet been resolved as of date.

In an Order dated November 19, 2019, the presiding judge voluntarily inhibited herself from further hearing the case.

On December 13, 2019, the case was re-raffled to Branch 268. On February 7, 2020, a clarificatory hearing was held and Branch 268 noted the pending incidents, which are: (a) SMEC's Motion for Partial Reconsideration and Supplemental Motion for Reconsideration of the Order dated May 22, 2018; (b) SMEC's two Motions to Admit Supplemental Complaint; and (c) PSALM's Motion to Set Preliminary Hearing on the Special and Affirmative Defenses.

In an Order dated September 30, 2021, the RTC Branch 268: (a) granted SMEC's Motion for Reconsideration of the Order of May 22, 2018, which dismissed the case for lack of jurisdiction; (b) granted SMEC's Omnibus Motion to Admit Supplemental Complaint and Allow Future Consignations without Tender; and (c) reinstated the Complaint (the "September 30, 2021 Order").

RTC Branch 268 scheduled the pre-trial on December 13, 2021 but the pre-trial was postponed because PSALM filed an Omnibus Motion for Reconsideration of the September 30, 2021 Order and to Resolve Pending Motion to Set Preliminary Hearing on Special and Affirmative Defenses, and to Defer Pre-trial. SMEC has already filed an Opposition to the Omnibus Motion.

Further related thereto, on December 1, 2016, SMEC received a copy of a Complaint filed by TPEC and TeaM Sual Corporation with the ERC against SMEC and PSALM in relation to the Excess Capacity issues, which issues have already been raised in the abovementioned cases. SMEC filed a Motion to Dismiss and Motion to Suspend Proceeding of the instant case. The complaint is still pending with the ERC to date.

As at December 31, 2021 and 2020 the total amount consigned with the RTC Pasig is P491, included under "Other noncurrent assets", particularly "Restricted cash" account, in the consolidated statements of financial position (Note 18).

- TRO Issued to Meralco

SMEC, SPPC, SPDC, MPPCL and other generation companies became parties to a Petition for Certiorari and Prohibition with prayer for TRO and/or Preliminary Injunction ("Petition") filed in the Supreme Court by special interest groups which sought to stop the imposition of the increase in generation charge of Meralco for the November 2013 billing month. On December 23, 2013, the Supreme Court issued a TRO ordering Meralco not to collect, and the generators not to demand payment, for the increase in generation charge for the November 2013 billing month. As a result, Meralco was constrained to fix its generation rate to its October 2013 level of P5.67/kWh. Claiming that since the power supplied by generators is billed to Meralco's customers on a pass-through basis, Meralco deferred a portion of its payment on the ground that it was not able to collect the full amount of its generation cost. The TRO was originally for a period of 60 days.

On January 8, 2014, Meralco filed its Consolidated Comment/Opposition with Counter-Petition ("Counter-Petition") which prayed, among others, for the inclusion of SMEC, SPPC, SPDC, MPPCL and several generators as respondents to the case. On January 10, 2014, the Supreme Court issued an order treating the Counter-Petition as in the nature of a third party complaint and granting the prayer to include SMEC, SPPC, SPDC and MPPCL as respondents in the Petition.

On February 18, 2014, the Supreme Court extended the TRO issued on December 23, 2013 for another 60 days or until April 22, 2014 and granted additional TROs enjoining PEMC and the generators from demanding and collecting the deferred amounts. In a resolution dated April 22, 2014, the Supreme Court extended indefinitely the effectivity of the TROs issued on December 23, 2013 and February 18, 2014. To date, the Petition is pending resolution with the Supreme Court.

- ERC Order Voiding WESM Prices

Relative to the above-cited Petition, on December 27, 2013, the DOE, ERC, and PEMC, acting as a tripartite committee, issued a joint resolution setting a reduced price cap on the WESM of P32/kWh. The price was set to be effective for 90 days until a new cap is decided upon.

On March 3, 2014, the ERC, in the exercise of its police power, issued an order in Miscellaneous Case No. 2014-021, declaring the November and December 2013 Luzon WESM prices void, imposed the application of regulated prices and mandated PEMC, the operator of the WESM, to calculate and issue adjustment bills using recalculated prices (the "March 3, 2014 Order"). On March 27, 2014, the ERC directed PEMC to provide the market participants an additional period of 45 days from receipt of the order within which to comply with the settlement of their respective adjusted WESM bills in accordance with the March 3, 2014 Order. The period to comply with the settlement of the adjusted WESM bills was further extended by the ERC in a subsequent order dated May 9, 2014. Based on these orders, SMEC, SPPC and SPDC recognized a reduction in the sale of power while SMELC and MPPCL recognized a reduction in its power purchases. Consequently, a

payable and receivable were also recognized for the portion of over-collection or over-payment, the settlement of which have been covered by a 24-month Special Payment Arrangement with PEMC which was already completed on May 25, 2016.

SMEC, SPPC, SPDC and MPPCL filed various pleadings requesting ERC for the reconsideration of the March 3, 2014 Order. Other generators also requested the Supreme Court to stop the implementation of the March 3, 2014 Order.

On June 26, 2014, SMEC, SPPC and SPDC filed with the Court of Appeals a Petition for Review under Rule 43 of the Revised Rules of Court assailing the ERC orders dated March 3, 27 and May 9, 2014 (the "2014 ERC Orders"). On the other hand, MPPCL filed its Petition for Review with the Court of Appeals on December 12, 2014.

After consolidating the cases, the Court of Appeals, in its decision dated November 7, 2017 (the "November 7, 2017 Decision"), granted the Petition for Review filed by SMEC, SPPC, SPDC, and MPPCL, declaring the 2014 ERC Orders null and void and accordingly reinstated and declared as valid the WESM prices for Luzon for the supply months of November to December 2013.

Motions for Reconsideration of the November 7, 2017 Decision and Motions for Intervention and Motions to Admit Motions for Reconsideration were filed by various intervenors.

In a resolution dated March 22, 2018 (the "March 22, 2018 Resolution"), the Court of Appeals denied the aforesaid motions. In June 2018, the intervenors filed their respective motions for reconsideration of the said resolution of the Court of Appeals dated March 22, 2018. On June 27, 2018, MPPCL filed a Consolidated Comment to various Motions for Reconsideration while SMEC, SPPC and SPDC filed their Consolidated Opposition to said Motions for Reconsideration on July 27, 2018.

On March 29, 2019, the Court of Appeals issued an Omnibus Resolution affirming the November 7, 2017 Decision and the March 22, 2018 Resolution.

The intervenors thereafter filed petitions for certiorari before the Supreme Court, First Division. Each were denied by the Supreme Court through its resolutions dated September 11, 2019 and October 1, 2019 generally on the same ground that the petitioners each failed to sufficiently show that the Court of Appeals committed any reversible error in promulgating its resolution dated March 22, 2018 denying petitioners' motions to intervene and the subsequent Omnibus Resolution dated March 29, 2019 denying the petitioners' motions for reconsideration of the denial of their respective motions to intervene.

MPPCL filed on January 22, 2020, while SMEC, SPPC and SPDC filed on January 30, 2020, their respective Comments on the Petition for Review filed by the ERC with the Supreme Court. In its petition, the ERC appealed the November 7, 2017 Decision and Omnibus Resolution dated March 29, 2019, which nullified and set aside the 2014 ERC Orders, which declared the WESM prices for November and December 2013 void.

PEMC also filed a Motion to Admit Comment and Comment on the ERC's Petition for Review both dated March 12, 2020.

In a Resolution dated February 10, 2020, the Supreme Court directed the respondents to file their respective Comments on the Petition for Review filed by Meralco ("Meralco Petition"). SMEC, SPPC and SPDC, received, through counsel, a copy of the Resolution on June 25, 2020. SMEC, SPPC and SPDC filed on July 15, 2020, while MPPCL filed on July 16, 2020, their Comments on the Meralco Petition, all within the period of extension granted by the Supreme Court.

On July 9, 2020, AP Renewables Inc. ("APRI") filed a Motion to Consolidate praying for the Supreme Court to direct the consolidation of the foregoing case with ERC v. SMEC, et. al. (SC-G.R. Nos. 246621-30, First Division). The ERC, through the Office of the Solicitor General, filed a Manifestation and Motion dated September 15, 2020, agreeing with APRI but deferring to the judgment of the Supreme Court on the matter.

On July 21, 2020, Meralco filed a Motion for Leave to File and Admit the Attached Manifestation with Manifestation, both of even date, (collectively, "Meralco Manifestation"), praying that the Supreme Court apply the ruling in the case of PSALM v. PEMC (G.R. No. 190199, March 11, 2020) in resolving the instant case. The Supreme Court has not yet issued an order to respondents to comment on said Meralco Manifestation.

On September 22, 2020, SMEC, SPPC and SPDC filed motions to admit their Comment on the Meralco Manifestation.

Entries of judgment have been issued by the Supreme Court certifying that the resolutions denying the Petitions for Review on Certiorari filed by various intervenors against SMEC, SPPC, SPDC and MPPCL, among others, have become final and executory.

In a Resolution dated November 4, 2020, the Supreme Court directed the consolidation of the separate petitions filed by the ERC and Meralco considering that said cases involve the same parties, raise the same issues, and assail the same decision and resolution, and the transfer of the Meralco Petition to the third division of the Supreme Court handling the petition by the ERC.

The ERC has also filed its Consolidated Reply to the comments on its petition dated November 18, 2020. To date, the case remains pending with the Supreme Court.

Upon finality of the decision, a claim for refund may be made by the relevant subsidiaries with PEMC for an amount up to P2,322, plus interest.

b. EPIRA

The EPIRA sets forth the following: (i) Section 49 created PSALM to take ownership and manage the orderly sale, disposition and privatization of all existing NPC generation assets, liabilities, IPP contracts, real estate and all other disposable assets; (ii) Section 31(c) requires the transfer of the management and control of at least 70% of the total energy output of power plants under contract with NPC to the IPP Administrators as one of the conditions for retail competition and open access; and (iii) Pursuant to Section 51(c), PSALM has the power to take title to and possession of the IPP contracts and to appoint, after a

competitive, transparent and public bidding, qualified independent entities who shall act as the IPP Administrators in accordance with the EPIRA. In accordance with the bidding procedures and supplemented bid bulletins thereto to appoint an IPP Administrator relative to the capacity of the IPP contracts, PSALM has conducted a competitive, transparent and open public bidding process following which SMC Global was selected winning bidder of the IPPA Agreements (Note 34).

The EPIRA requires generation and DU companies to undergo public offering within five years from the effective date, and provides cross ownership restrictions between transmission and generation companies. If the holding company of generation and DU companies is already listed with the PSE, the generation company or the DU need not comply with the requirement since such listing of the holding company is deemed already as compliance with the EPIRA.

A DU is allowed to source from an associated company engaged in generation up to 50% of its demand except for contracts entered into prior to the effective date of the EPIRA. Generation companies are restricted from owning more than 30% of the installed generating capacity of a grid and/or 25% of the national installed generating capacity. The Group is in compliance with the restrictions as at December 31, 2021 and 2020.

c. Notice of Withdrawal of Philippine Competition Commission (PCC) Notification for the Acquisition of Holcim Philippines, Inc. (HPI)

On May 10, 2019, the Parent Company, through FSCII, a subsidiary of SMEII, signed a definitive agreement to acquire a controlling interest in HPI from entities controlled by Lafarge Holcim which was subject to the PCC review and approval.

On April 23, 2020, the PCC issued Commission Resolution No. 010-2020 which resolved to suspend all proceedings pending before it during the ECQ period in accordance with Administrative Order No. 30, issued by the President of the Philippines on April 21, 2020. On May 10, 2020, the Parent Company disclosed to the PSE, that the agreement to acquire the 85.73% shares of HPI, between and among FSCII, the Parent Company and Holderfin B.V. dated May 10, 2019, has lapsed in accordance with its terms. The completion of the acquisition required the approval of the PCC which was not able to be achieved. In view of the foregoing, the proposed acquisition by FSCII of the 85.73% of HPI shall no longer proceed. Accordingly, FSCII withdrew the launch of the tender offer of the HPI shares held by its minority shareholders which was made by the Parent Company on September 23, 2019. On May 13, 2020, Top Frontier filed a notice of withdrawal of its notification to the PCC covering the aforementioned proposed acquisition.

d. Effect of COVID-19

2021 was a year of economic recovery which saw business operations once again opening up, while the challenges of COVID-19 still remained throughout the year. Commercial activities have started to pick up as COVID-19 quarantine restrictions were relatively lighter compared to 2020.

The Parent Company and its subsidiaries have shown a strong recovery, registering a 30% increase in sales compared to 2020 and just 8% behind pre-pandemic level in 2019 from a 29% decline in 2020. Consolidated operating income grew 64% from the previous year and 1% higher than the 2019 pre-pandemic level.

e. Uncertainty Due to Russia-Ukraine Conflict

The ongoing conflict between Russia and Ukraine has no direct effect to the Parent Company and its subsidiaries. Petron, the Fuel and Oil business of the Parent Company, primarily sources its crude requirement from the Middle East and does not have a term crude supply contract with Russia. However, based on recent events and market sentiments, oil prices are expected to be high during the crisis and in the event of a protracted conflict, oil supply could become tight.

The extent to which the ongoing conflict will affect the Parent Company and its subsidiaries will depend on future developments, including the actions and decisions taken or not taken by the Organization of the Petroleum Exporting Countries and other oil producing countries, international community and the Philippine government, which are highly uncertain and cannot be quantified nor determined as at March 10, 2022.

f. Commitments

The outstanding purchase commitments of the Group amounted to P154,461 as at December 31, 2021.

Amount authorized but not yet disbursed for capital projects is approximately P320,973 as at December 31, 2021.

These consist of construction, acquisition, upgrade or repair of fixed assets needed for normal operations of the business. The said projects will be carried forward to the next quarter until its completion. The fund to be used for these projects will come from available cash, short and long-term loans.

g. Foreign Exchange Rates

The foreign exchange rates used in translating the US dollar accounts of foreign subsidiaries, associates and joint ventures to Philippine peso were closing rates of P50.999 and P48.023 in 2021 and 2020, respectively, for consolidated statements of financial position accounts; and average rates of P49.285, P49.624 and P51.790 in 2021, 2020 and 2019, respectively, for income and expense accounts.

h. Certain accounts in prior years have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial performance for any period.



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**REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY SUPPLEMENTARY INFORMATION FOR FILING
WITH THE SECURITIES AND EXCHANGE COMMISSION**

The Board of Directors and Stockholders
San Miguel Corporation
No. 40 San Miguel Avenue
Mandaluyong City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of San Miguel Corporation (the Company) and Subsidiaries (the Group), as at and for the year ended December 31, 2021, on which we have rendered our report dated March 18, 2022.

Our audit was made for the purpose of forming an opinion on the consolidated financial statements of the Group taken as a whole. The supplementary information included in the following accompanying additional components is the responsibility of the Group's management.

- Map of the Conglomerate
- Supplementary Schedules of Annex 68-J

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until November 21, 2023
SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)
IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)
BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



This supplementary information is presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and is not a required part of the consolidated financial statements. Such supplementary information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the consolidated financial statements taken as a whole.

R.G. MANABAT & CO.

A handwritten signature in black ink, appearing to read 'Darwin P. Virocel', with a stylized, flowing script.

DARWIN P. VIROCEL

Partner

CPA License No. 0094495

SEC Accreditation No. 94495-SEC, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements

Tax Identification No. 912-535-864

BIR Accreditation No. 08-001987-031-2019

Issued August 7, 2019; valid until August 6, 2022

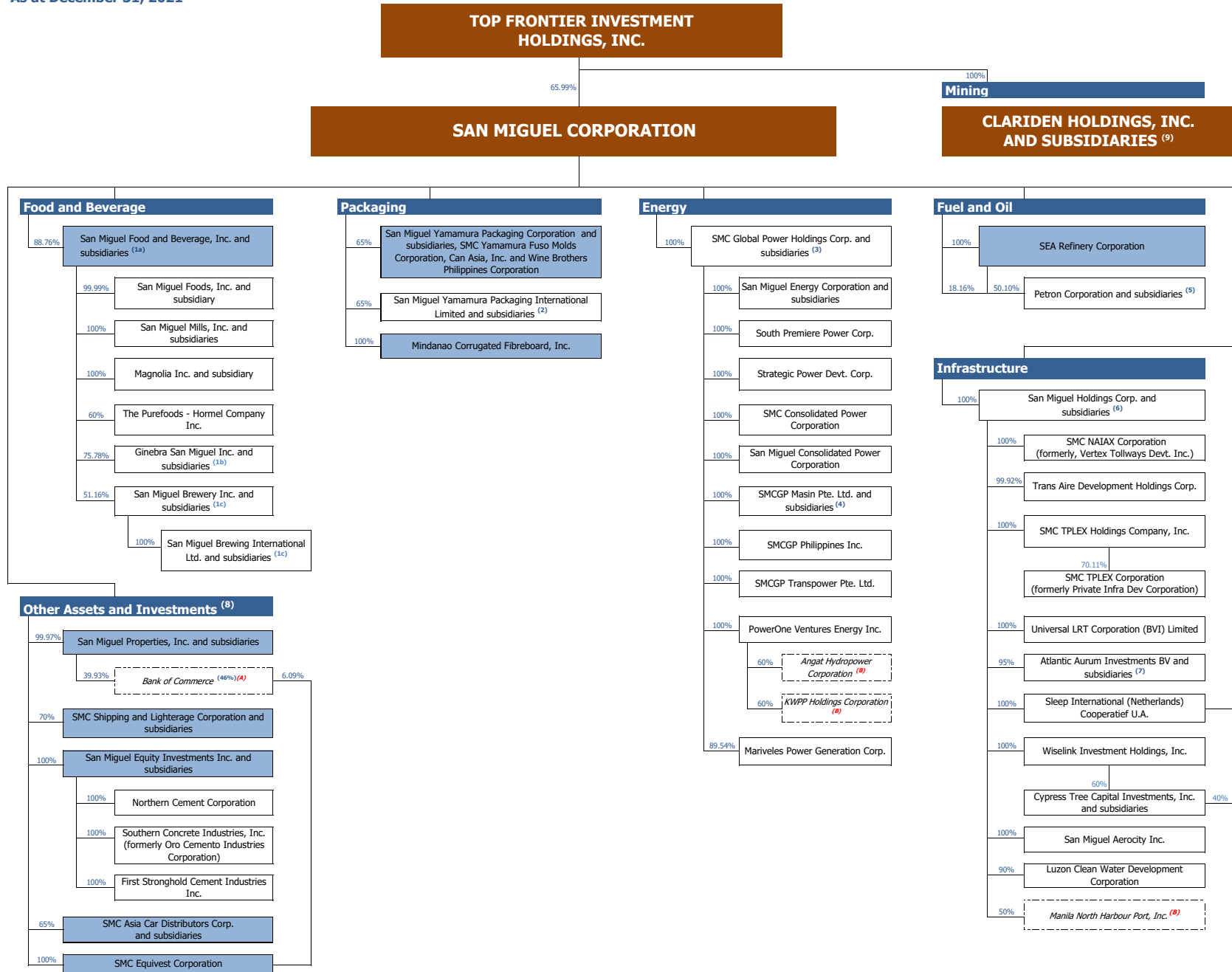
PTR No. MKT 8854088

Issued January 3, 2022 at Makati City

March 18, 2022

Makati City, Metro Manila

SAN MIGUEL CORPORATION
GROUP STRUCTURE *
As at December 31, 2021



* The group structure includes the Parent Company, Top Frontier Investment Holdings, Inc., its co-subsidiary, Clariden Holdings, Inc. and its subsidiaries and San Miguel Corporation's major subsidiaries, associates and joint ventures.

Note:
(A) Associate
(B) Joint Venture

I. Subsidiaries

1. San Miguel Food and Beverage Inc. subsidiaries also include: (a) San Miguel Super Coffeemix Co., Inc., PT San Miguel Foods Indonesia and San Miguel Foods International, Limited and subsidiary, San Miguel Foods Investment (BVI) Limited and subsidiary, San Miguel Pure Foods (VN) Co., Ltd.; (b) Ginebra San Miguel Inc. subsidiaries including Distileria Bago, Inc., East Pacific Star Bottlers Phils Inc., Ginebra San Miguel International, Ltd., GSM International Holdings Limited, Global Beverage Holdings Limited and Siam Holdings Limited.; and (c) San Miguel Brewery Inc. subsidiaries including Iconic Beverages, Inc. and Brewery Properties Inc. and subsidiary and San Miguel Brewing International Ltd. and subsidiaries including, San Miguel Brewery Hong Kong Limited and subsidiaries, PT. Delta Jakarta Tbk. and subsidiary, San Miguel (Baoding) Brewery Company Limited, San Miguel Brewery Vietnam Limited, San Miguel Beer (Thailand) Limited and San Miguel Marketing (Thailand) Limited. San Miguel (Baoding) Brewery Co. Ltd. and PT San Miguel Foods Indonesia are in the process of liquidation as at December 31, 2021.
2. San Miguel Yamamura Packaging International Limited subsidiaries include San Miguel Yamamura Phu Tho Packaging Company Limited, San Miguel Yamamura Glass (Vietnam) Limited, San Miguel Yamamura Haiphong Glass Company Limited, Zhaoqing San Miguel Yamamura Glass Company Limited, Foshan San Miguel Yamamura Packaging Company Limited, San Miguel Yamamura Packaging and Printing Sdn. Bhd., San Miguel Yamamura Woven Products Sdn. Bhd. and subsidiary, Packaging Research Centre Sdn. Bhd., San Miguel Yamamura Plastic Films Sdn. Bhd., San Miguel Yamamura Australasia Pty Ltd and subsidiaries including SMYC Pty Ltd and subsidiary, Foshan Cospak Packaging Co. Ltd., SMYV Pty Ltd, SMYB Pty Ltd, SMYP Pty Ltd, Cospak Ltd (New Zealand), SMYBB Pty Ltd, SMYJ Pty Ltd, Wine Brothers Australasia Pty Ltd and Vinocor Limited. SMYB Pty Ltd is in the process of liquidation as at December 31, 2021.
3. SMC Global Power Holdings Corp. subsidiaries also include San Miguel Electric Corp., SMC PowerGen Inc., SMC Power Generation Corp., Albay Power and Energy Corp., Lumiere Energy Technologies Inc., Universal Power Solutions, Inc., SMCGP Philippines Energy Storage Co. Ltd. and Prime Electric Generation Corporation and subsidiary, Alpha Water and Realty Services, Corp.
4. SMCGP Masin Pte. Ltd. subsidiaries include SMCGP Masinloc Partners Company Limited, SMCGP Masinloc Power Company Limited and Masinloc Power Partners Co. Ltd. SMCGP Masin Pte. Ltd. is in the process of liquidation as at December 31, 2021.
5. Petron Corporation subsidiaries include Petron Marketing Corporation, Petron Freeport Corporation, Overseas Ventures Insurance Corporation Ltd., New Ventures Realty Corporation and subsidiaries, Petron Singapore Trading Pte., Ltd., Petron Global Limited, Petron Oil & Gas International Sdn. Bhd. and subsidiaries including Petron Fuel International Sdn. Bhd., Petron Oil (M) Sdn. Bhd. and Petron Malaysia Refining & Marketing Bhd. (collectively Petron Malaysia), Petron Finance (Labuan) Limited and Petrochemical Asia (HK) Limited and subsidiaries.
6. San Miguel Holdings Corp. subsidiaries include Optimal Infrastructure Development, Inc., ULCOM Company Inc., Terramino Holdings, Inc. and subsidiary, Alloy Manila Toll Expressways Inc., SMC Infraventures, Inc. and subsidiary, SMC Skyway Stage 4 Corporation (formerly Citra Intercity Tollways Inc.) and SMC Mass Rail Transit 7 Inc.
7. Atlantic Aurum Investments B.V. subsidiaries include SMC Tollways Corporation (formerly Atlantic Aurum Investments Philippines Corporation) and subsidiaries including Stage 3 Connector Tollways Holding Corporation and subsidiary, SMC Skyway Stage 3 Corporation (formerly Citra Central Expressway Corp.), and SMC Skyway Corporation (formerly Citra Metro Manila Tollways Corporation) and subsidiary, Skyway O&M Corp., SMC SLEX Holdings Company Inc. (formerly MTD Manila Expressways Inc.) and subsidiaries, Alloy Manila Toll Expressways Inc., Manila Toll Expressway Systems Inc. and SMC SLEX Inc. (formerly South Luzon Tollway Corporation).
8. Other Assets and Investments also include San Miguel International Limited and subsidiaries, SMC Stock Transfer Service Corporation, ArchEn Technologies Inc., SMITS, Inc. and subsidiaries, San Miguel Integrated Logistics Services, Inc. and subsidiary, Anchor Insurance Brokerage Corporation, Davana Heights Development Corporation and subsidiaries and Petrogen Insurance Corporation.

II. Co-Subsidiary

9. Clariden Holdings, Inc. subsidiaries include V.I.L. Mines, Incorporated, Asia-Alliance Mining Resources Corp., Prima Lumina Gold Mining Corp., Excelon Asia Holding Corporation, New Manila Properties, Inc. and Philnico Holdings Limited and subsidiaries including Pacific Nickel Philippines, Inc., Philnico Industrial Corporation and Philnico Processing Corp. (collectively the Philnico Group).



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**REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY INFORMATION FOR FILING
WITH THE SECURITIES AND EXCHANGE COMMISSION**

The Board of Directors and Stockholders
San Miguel Corporation
No. 40 San Miguel Avenue
Mandaluyong City

We have audited, in accordance with Philippine Standards on Auditing, the separate financial statements of San Miguel Corporation (the Company) as at and for the year ended December 31, 2021, on which we have rendered our report dated March 18, 2022.

Our audits were made for the purpose of forming an opinion on the separate financial statements of the Company taken as a whole. The supplementary information included in the Reconciliation of Retained Earnings Available for Dividend Declaration is the responsibility of the Company's management.

Firm Regulatory Registration & Accreditation:

PRC-BOA Registration No. 0003, valid until November 21, 2023

SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)

IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)

BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



This supplementary information is presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and is not a required part of the separate financial statements. Such supplementary information has been subjected to the auditing procedures applied in the audits of the separate financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the separate financial statements taken as a whole.

R.G. MANABAT & CO.

A handwritten signature in black ink, appearing to read 'D. Virocel', with a long horizontal line extending to the left.

DARWIN P. VIROCEL

Partner

CPA License No. 0094495

SEC Accreditation No. 94495-SEC, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements

Tax Identification No. 912-535-864

BIR Accreditation No. 08-001987-031-2019

Issued August 7, 2019; valid until August 6, 2022

PTR No. MKT 8854088

Issued January 3, 2022 at Makati City

March 18, 2022

Makati City, Metro Manila

**RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION**

(In Millions)

AS OF DECEMBER 31, 2021

SAN MIGUEL CORPORATION

No. 40 San Miguel Avenue, Mandaluyong City

Unappropriated Retained Earnings, January 1, 2021	P490,594
Adjustments:	
<i>(see adjustments in previous year's reconciliation)</i>	(402,653)
Unappropriated retained earnings as adjusted, January 1, 2021	87,941
Add: Net income actually earned/realized during the period	
Net income during the period closed to retained earnings	1,194
Deferred tax assets	1,949
Net income actually earned during the period	3,143
Less: Dividends and distributions declared during the period	(11,507)
Total Unappropriated Retained Earnings Available for Dividend Declaration, December 31, 2021	P79,577



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REPORT OF INDEPENDENT AUDITORS ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
San Miguel Corporation
No. 40 San Miguel Avenue
Mandaluyong City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of San Miguel Corporation (the Company) and Subsidiaries (the Group), as at and for the year ended December 31, 2021, on which we have rendered our report dated March 18, 2022.

Our audit was made for the purpose of forming an opinion on the consolidated financial statements of the Group taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, is the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards and may not be comparable to similarly titled measures presented by other companies.

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until November 21, 2023
SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)
IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)
BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



This supplementary information is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68, and is not a required part of the consolidated financial statements. Such supplementary information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the consolidated financial statements taken as a whole.

R.G. MANABAT & CO.

A handwritten signature in black ink, appearing to read 'D. Virocel', with a long horizontal stroke extending to the left.

DARWIN P. VIROCEL

Partner

CPA License No. 0094495

SEC Accreditation No. 94495-SEC, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements

Tax Identification No. 912-535-864

BIR Accreditation No. 08-001987-031-2019

Issued August 7, 2019; valid until August 6, 2022

PTR No. MKT 8854088

Issued January 3, 2022 at Makati City

March 18, 2022

Makati City, Metro Manila

SAN MIGUEL CORPORATION AND SUBSIDIARIES

FINANCIAL SOUNDNESS INDICATORS

The following are the major performance measures that San Miguel Corporation and Subsidiaries (the Group) uses. Analyses are employed by comparisons and measurements based on the financial data as of December 31, 2021 and 2020 for liquidity, solvency and profitability ratios and for the periods ending December 31, 2021 and 2020 for operating efficiency ratios.

	December 31	
	2021	2020
<u>Liquidity:</u>		
Current Ratio	1.36	1.60
Quick Ratio	0.88	1.12
<u>Solvency:</u>		
Debt to Equity Ratio	2.01	1.92
Asset to Equity Ratio	3.01	2.92
<u>Profitability:</u>		
Return on Average Equity Attributable to Equity Holders of the Parent Company	4.09%	0.87%
Interest Rate Coverage Ratio	2.34	1.72
Return on Assets	2.43%	1.17%
<u>Operating Efficiency:</u>		
Volume Growth	4%	(20%)
Revenue Growth	30%	(29%)
Operating Margin	12%	10%

The manner by which the Group calculates the key performance indicators is as follows:

KPI	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Quick Ratio	$\frac{\text{Current Assets} - \text{Inventory} - \text{Current Portion of Biological Assets} - \text{Prepayments}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Total Liabilities (Current + Noncurrent)}}{\text{Equity}}$
Asset to Equity Ratio	$\frac{\text{Total Assets (Current + Noncurrent)}}{\text{Equity}}$
Return on Average Equity	$\frac{\text{Net Income Attributable to Equity Holders of the Parent Company}}{\text{Average Equity Attributable to Equity Holders of the Parent Company}}$
Interest Rate Coverage Ratio	$\frac{\text{Earnings Before Interests and Taxes}}{\text{Interest Expense and Other Financing Charges}}$
Return on Assets	$\frac{\text{Net Income}}{\text{Average Total Assets}}$
Volume Growth	$\left(\frac{\text{Sum of all Businesses' Revenue at Prior Period Prices}}{\text{Prior Period Net Sales}} \right) - 1$
Revenue Growth	$\left(\frac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}} \right) - 1$
Operating Margin	$\frac{\text{Income from Operating Activities}}{\text{Net Sales}}$

SAN MIGUEL CORPORATION AND SUBSIDIARIES
TRADE AND OTHER RECEIVABLES
DECEMBER 31, 2021
(In Millions)

				Past Due								
Total		Current		1 - 30 Days		31 - 60 Days		61 - 90 Days		Over 90 Days		
Trade	P	99,056	P	69,571	P	10,052	P	3,135	P	1,947	P	14,351
Non-trade		60,457		30,459		1,063		1,790		2,418		24,727
Others		15,563		14,151		386		37		30		959
Total		175,076	P	<u>114,181</u>	P	<u>11,501</u>	P	<u>4,962</u>	P	<u>4,395</u>	P	<u>40,037</u>
Less allowance for impairment losses		13,268										
Net	P	161,808										

ANNEX “B-1”

**SAN MIGUEL CORPORATION
SEC FORM -17Q
(As of March 31, 2022)**

COVER SHEET

P	W	-	2	7	7				
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S. E. C. Registration Number

						S	A	N								
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						M	I	G	U	E	L					
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			C	O	R	P	O	R	A	T	I	O	N				
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(Company's Full Name)

N	O	.	4	0		S	A	N		M	I	G	U	E	L		A	V	E
M	A	N	D	A	L	U	Y	O	N	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)

Atty. Mary Rose S. Tan

Contact Person

(632) 632-3000

Company Telephone Number

1	2
---	---

Month

3	1
---	---

Day

SEC FORM (1st Quarter-2022)

		1	7	-	Q		
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FORM TYPE

2nd Tuesday of June

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

--	--	--	--	--	--	--	--

Domestic

--	--	--	--	--	--	--	--

Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I. D.

Cashier

S T A M P S

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**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q
QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER**

1. For the quarterly period ended **March 31, 2022**
2. Commission identification number **PW00000227**
3. BIR Tax Identification No. **000-060-741-000**
4. Exact name of issuer as specified in its charter **SAN MIGUEL CORPORATION**
5. **Philippines**
Province, country or other jurisdiction
of incorporation or organization
6. Industry Classification Code: (SEC Use Only)
7. **No. 40 San Miguel Avenue,**
Mandaluyong City, Metro Manila
Address of issuer's principal office **1550**
Postal Code
8. **(632) 8632-3000**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address and former fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

	Number of Shares of Stock and debt Outstanding as of <u>March 31, 2022</u>	
Common Shares	2,383,896,588	
SUB-TOTAL (Common Shares)		2,383,896,588
Series "2-F" Preferred Shares	223,333,500	
Series "2-H" Preferred Shares	164,000,000	
Series "2-I" Preferred Shares	169,333,400	
Series "2-J" Preferred Shares	266,666,667	
Series "2-K" Preferred Shares	<u>183,904,900</u>	
(SUB-TOTAL (Preferred Shares))		1,007,238,467
TOTAL Outstanding Shares		3,391,135,055
Total Liabilities		P1,406,118 million

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes [☒] No [☐]

If yes, disclose name of the Stock Exchange and class of securities listed therein:

Philippine Stock Exchange

- (a) **Common Shares**
- (b) **Series "2" Preferred Shares - 2-F**
- (c) **Series "2" Preferred Shares - 2-H**
- (d) **Series "2" Preferred Shares - 2-I**
- (e) **Series "2" Preferred Shares - 2-J**
- (f) **Series "2" Preferred Shares - 2-K**

12. Indicate by check mark whether the registrant:

- (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months.

Yes [☒] No [☐]

- (b) has been subject to such filing requirements for the past ninety (90) days.

Yes [☒] No [☐]

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements.

The unaudited consolidated financial statements of San Miguel Corporation ("SMC" or "Parent Company") and its subsidiaries (collectively, the "Group") as of and for the period ended March 31, 2022 (with comparative figures as of December 31, 2021 and for the period ended March 31, 2021) and Selected Notes to the Consolidated Financial Statements is hereto attached as **Annex "A"**.

Item 2. Management's Discussion and Analysis of Financial Position and Financial Performance.

The information required by Part III, Paragraph (A)(2)(b) of "Annex C, as amended" is attached hereto as **Annex "B"**.

PART II--OTHER INFORMATION

The Company may, at its option, report under this item any information not previously reported in a report on SEC Form 17-C. If disclosure of such information is made under this Part II, it need not be repeated in a report on Form 17-C, which otherwise be required to be filed with respect to such information, or in a subsequent report on Form 17-Q.

NONE

SIGNATURES

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

Issuer **SAN MIGUEL CORPORATION**

Signature and Title  **FERDINAND K. CONSTANTINO**
Chief Finance Officer and Treasurer

Date May 16, 2022

Signature and Title  **BELLA O. NAVARRA**
Comptroller/ship Manager/
Principal Accounting Officer

Date May 16, 2022

ANNEX A

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
MARCH 31, 2022 AND DECEMBER 31, 2021
(In Millions)

ASSETS

	2022 Unaudited	2021 Audited
Current Assets		
Cash and cash equivalents (Notes 9 and 10)	P 301,385	P 300,030
Trade and other receivables - net (Notes 5, 9 and 10)	184,288	161,808
Inventories	138,828	141,209
Current portion of biological assets - net	3,317	3,106
Prepaid expenses and other current assets (Notes 2, 5, 9 and 10)	113,907	108,689
Total Current Assets	741,725	714,842
Noncurrent Assets		
Investments and advances - net (Note 2)	55,381	55,002
Investments in equity and debt instruments (Notes 9 and 10)	41,951	41,966
Property, plant and equipment - net (Note 6)	577,796	567,609
Right-of-use assets - net	162,090	163,364
Investment property - net	69,488	69,825
Biological assets - net of current portion	2,537	2,244
Goodwill - net	130,269	130,081
Other intangible assets - net	198,135	190,979
Deferred tax assets (Note 2)	17,005	17,141
Other noncurrent assets - net (Notes 5, 9 and 10)	97,955	98,600
Total Noncurrent Assets	1,352,607	1,336,811
	P 2,094,332	P 2,051,653

LIABILITIES AND EQUITY

	2022 Unaudited	2021 Audited
Current Liabilities		
Loans payable (Notes 5, 9 and 10)	P 174,638	P 190,779
Accounts payable and accrued expenses (Notes 5, 9 and 10)	202,657	194,579
Lease liabilities - current portion (Notes 5, 9 and 10)	21,567	23,423
Income and other taxes payable (Note 2)	29,214	23,102
Dividends payable (Notes 5 and 8)	2,857	4,296
Current maturities of long-term debt - net of debt issue costs (Notes 5, 9 and 10)	149,257	88,857
Total Current Liabilities	580,190	525,036
Noncurrent Liabilities		
Long-term debt - net of current maturities and debt issue costs (Notes 5, 9 and 10)	708,892	725,108
Lease liabilities - net of current portion (Notes 5, 9 and 10)	67,131	71,569
Deferred tax liabilities (Note 2)	29,872	28,742
Other noncurrent liabilities (Notes 5, 9 and 10)	20,033	19,959
Total Noncurrent Liabilities	825,928	845,378
Equity		
Equity Attributable to Equity Holders of the Parent Company		
Capital stock - common	16,443	16,443
Capital stock - preferred	10,187	10,187
Additional paid-in capital	177,719	177,719
Capital securities	28,171	28,171
Equity reserves (Note 2)	14,714	14,136
Retained earnings:		
Appropriated	69,301	66,630
Unappropriated (Note 2)	158,435	157,707
Treasury stock	(144,363)	(144,363)
	330,607	326,630
Non-controlling Interests (Note 2)	357,607	354,609
Total Equity	688,214	681,239
	P 2,094,332	P 2,051,653

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:

BELLARMINA NAVARRA
 VP, Corporate Finance - Comptrollership

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE PERIODS ENDED MARCH 31, 2022 AND 2021
(In Millions, Except Per Share Data)

	2022 Unaudited	2021 Unaudited
SALES (Note 3)	P 316,765	P 201,160
COST OF SALES	<u>256,867</u>	<u>149,032</u>
GROSS PROFIT	59,898	52,128
SELLING AND ADMINISTRATIVE EXPENSES	(19,767)	(19,917)
INTEREST EXPENSE AND OTHER FINANCING CHARGES	(12,365)	(11,861)
INTEREST INCOME	1,037	847
EQUITY IN NET EARNINGS OF ASSOCIATES AND JOINT VENTURES	448	319
GAIN ON SALE OF PROPERTY AND EQUIPMENT	2	1
OTHER CHARGES - Net (Note 4)	<u>(9,129)</u>	<u>(2,110)</u>
INCOME BEFORE INCOME TAX	20,124	19,407
INCOME TAX EXPENSE (Note 2)	<u>6,181</u>	<u>2,233</u>
NET INCOME	<u><u>P 13,943</u></u>	<u><u>P 17,174</u></u>
Attributable to:		
Equity holders of the Parent Company	P 6,336	P 9,296
Non-controlling interests	<u>7,607</u>	<u>7,878</u>
	<u><u>P 13,943</u></u>	<u><u>P 17,174</u></u>
Basic and Diluted Earnings Per Common Share Attributable to Equity Holders of the Parent Company (Note 7)	<u><u>P 1.99</u></u>	<u><u>P 2.98</u></u>
Cash Dividends Declared Per Common Share (Note 8)	<u><u>P 0.35</u></u>	<u><u>P 0.35</u></u>

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:


BELLA O. NAVARRA
 VP, Corporate Finance - Comptrollership

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE PERIODS ENDED MARCH 31, 2022 AND 2021
(In Millions)

	2022 Unaudited	2021 Unaudited
NET INCOME	P 13,943	P 17,174
OTHER COMPREHENSIVE INCOME (LOSS)		
ITEMS THAT WILL NOT BE RECLASSIFIED TO PROFIT OR LOSS		
EQUITY RESERVE FOR RETIREMENT PLAN	(4)	-
INCOME TAX BENEFIT (EXPENSE) (Note 2)	1	(471)
NET GAIN (LOSS) ON FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME	(15)	8
INCOME TAX BENEFIT (EXPENSE)	2	(2)
SHARE IN OTHER COMPREHENSIVE LOSS OF ASSOCIATES AND JOINT VENTURES - Net	(110)	(97)
	<u>(126)</u>	<u>(562)</u>
ITEMS THAT MAY BE RECLASSIFIED TO PROFIT OR LOSS		
GAIN (LOSS) ON EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN OPERATIONS	1,003	(1,021)
NET GAIN ON CASH FLOW HEDGES	365	466
INCOME TAX EXPENSE	(199)	(146)
	<u>1,169</u>	<u>(701)</u>
OTHER COMPREHENSIVE INCOME (LOSS) - Net of tax	1,043	(1,263)
TOTAL COMPREHENSIVE INCOME - Net of tax	P 14,986	P 15,911
Attributable to:		
Equity holders of the Parent Company	P 6,948	P 8,732
Non-controlling interests	8,038	7,179
	<u>P 14,986</u>	<u>P 15,911</u>

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:

BELLA O. NAVARRA
VP, Corporate Finance - Comptrollership

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIODS ENDED MARCH 31, 2022 AND 2021
(In Millions)

	Equity Attributable to Equity Holders of the Parent Company																Non-controlling Interests		Total Equity															
	Capital Securities						Equity Reserves						Retained Earnings		Treasury Stock		Total																	
	Capital Stock		Additional Paid-in Capital	Senior Perpetual Capital Securities	Redeemable Perpetual Securities	Reserve for Retirement Plan	Hedging Reserve	Fair Value Reserve	Translation Reserve	Other Equity Reserve	Appropriated	Unappropriated	Common	Preferred																				
	Common	Preferred																																
As at January 1, 2022 (Audited)	P	16,443	P	10,187	P	177,719	P	24,211	P	3,960	P	(4,137)	P	(534)	P	269	P	2,265	P	16,273	P	66,630	P	157,707	P	(67,093)	P	(77,270)	P	326,630	P	354,609	P	681,239
Gain on exchange differences on translation of foreign operations		-		-		-		-		-		-		-		585		-		-		-		-		-		-		585		418		1,003
Share in other comprehensive income (loss) of associates and joint ventures - net		-		-		-		-		-		-		(107)		(4)		-		-		-		-		-		-		(111)		1		(110)
Net gain on cash flow hedges, net of tax		-		-		-		-		-		-		153		-		-		-		-		-		-		-		153		13		166
Equity reserve for retirement plan		-		-		-		-		-		(1)		-		-		-		-		-		-		-		-		(1)		(2)		(3)
Net gain (loss) on financial assets at fair value through other comprehensive income		-		-		-		-		-		-		(14)		-		-		-		-		-		-		-		(14)		1		(13)
Other comprehensive income (loss)		-		-		-		-		(1)		153		(121)		581		-		-		-		-		-		-		612		431		1,043
Net income		-		-		-		-		-		-		-		-		-		-		-		6,336		-		-		6,336		7,607		13,943
Total comprehensive income (loss)		-		-		-		-		-		(1)		153		(121)		581		-		-		6,336		-		-		6,948		8,038		14,986
Net reduction to non-controlling interests and others		-		-		-		-		-		-		-		-		(34)		-		-		(46)		-		-		(80)		(700)		(780)
Appropriations - net		-		-		-		-		-		-		-		-		-		2,671		-		(2,671)		-		-		-		-		-
Cash dividends and distributions (Note 8):		-		-		-		-		-		-		-		-		-		-		-		-		-		-		-		-		-
Common		-		-		-		-		-		-		-		-		-		-		-		(834)		-		-		(834)		(2,257)		(3,091)
Preferred		-		-		-		-		-		-		-		-		-		-		-		(1,073)		-		-		(1,073)		(125)		(1,198)
Senior perpetual capital securities		-		-		-		-		-		-		-		-		-		-		-		(934)		-		-		(934)		(1,958)		(2,892)
Redeemable perpetual securities		-		-		-		-		-		-		-		-		-		-		-		(50)		-		-		(50)		-		(50)
As at March 31, 2022 (Unaudited)	P	16,443	P	10,187	P	177,719	P	24,211	P	3,960	P	(4,138)	P	(381)	P	148	P	2,846	P	16,239	P	69,301	P	158,435	P	(67,093)	P	(77,270)	P	330,607	P	357,607	P	688,214
As at January 1, 2021 (Audited)	P	16,443	P	10,187	P	177,719	P	24,211	P	3,960	P	(5,102)	P	(654)	P	383	P	(2,218)	P	17,722	P	60,155	P	162,204	P	(67,093)	P	(43,053)	P	354,864	P	300,224	P	655,088
Loss on exchange differences on translation of foreign operations		-		-		-		-		-		-		-		(480)		-		-		-		-		-		-		(480)		(541)		(1,021)
Share in other comprehensive income (loss) of associates and joint ventures - net		-		-		-		-		-		-		(101)		4		-		-		-		-		-		-		(97)		-		(97)
Net gain on cash flow hedges, net of tax		-		-		-		-		-		-		293		-		-		-		-		-		-		-		293		27		320
Net gain on financial assets at fair value through other comprehensive income		-		-		-		-		-		-		6		-		-		-		-		-		-		-		6		-		6
Equity reserve for retirement plan (Note 2)		-		-		-		-		(286)		-		-		-		-		-		-		-		-		-		(286)		(185)		(471)
Other comprehensive income (loss)		-		-		-		-		(286)		293		(95)		(476)		-		-		-		-		-		-		(564)		(699)		(1,263)
Net income		-		-		-		-		-		-		-		-		-		-		-		9,296		-		-		9,296		7,878		17,174
Total comprehensive income (loss)		-		-		-		-		(286)		293		(95)		(476)		-		-		-		9,296		-		-		8,732		7,179		15,911
Redemption of Subseries "2-G" preferred shares		-		-		-		-		-		-		-		-		-		-		-		-		-		(5,000)		(5,000)		-		(5,000)
Net addition (reduction) to non-controlling interests and others		-		-		-		-		(32)		-		(3)		27		(1,371)		-		-		(29)		-		-		(1,408)		(11,842)		(13,250)
Appropriations - net		-		-		-		-		-		-		-		-		-		-		6,132		(6,132)		-		-		-		-		-
Cash dividends and distributions (Note 8):		-		-		-		-		-		-		-		-		-		-		-		-		-		-		-		-		-
Common		-		-		-		-		-		-		-		-		-		-		-		(834)		-		-		(834)		(2,171)		(3,005)
Preferred		-		-		-		-		-		-		-		-		-		-		-		(1,698)		-		-		(1,698)		(534)		(2,232)
Senior perpetual capital securities		-		-		-		-		-		-		-		-		-		-		-		(944)		-		-		(944)		(1,964)		(2,908)
Redeemable perpetual securities		-		-		-		-		-		-		-		-		-		-		-		(50)		-		-		(50)		-		(50)
Undated subordinated capital securities		-		-		-		-		-		-		-		-		-		-		-		-		-		-		-		(703)		(703)
As at March 31, 2021 (Unaudited)	P	16,443	P	10,187	P	177,719	P	24,211	P	3,960	P	(5,420)	P	(361)	P	285	P	(2,667)	P	16,351	P	66,287	P	161,813	P	(67,093)	P	(48,053)	P	353,662	P	290,189	P	643,851

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:

BELLASO NAVARRA
VP, Corporate Finance - Comptroller

SAN MIGUEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED MARCH 31, 2022 AND 2021
(In Millions)

	2022 Unaudited	2021 Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	P 20,124	P 19,407
Adjustments for:		
Depreciation, amortization and others - net (Notes 4 and 6)	13,482	11,985
Interest expense and other financing charges	12,365	11,861
Interest income	(1,037)	(847)
Equity in net earnings of associates and joint ventures	(448)	(319)
Gain on sale of property and equipment	(2)	(1)
Operating income before working capital changes	44,484	42,086
Changes in noncash current assets, certain current liabilities and others	(10,752)	12,202
Cash generated from operations	33,732	54,288
Interest and other financing charges paid	(11,610)	(11,172)
Income taxes paid	(2,062)	(1,320)
Net cash flows provided by operating activities	20,060	41,796
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property, plant and equipment (Note 6)	(13,137)	(13,537)
Additions to intangible assets	(7,925)	(2,189)
Additions to advances to contractors and suppliers	(2,934)	(2,087)
Increase in other noncurrent assets and others	(2,233)	(1,293)
Additions to investment property	(440)	(1,076)
Additions to investments and advances	(388)	(347)
Additions to investments in equity and debt instruments	(80)	(40)
Interest received	909	789
Proceeds from disposal of a subsidiary, net of cash and cash equivalents disposed of	307	-
Dividends received	283	266
Proceeds from sale of property and equipment	57	127
Net cash flows used in investing activities	(25,581)	(19,387)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from:		
Short-term borrowings	236,223	177,217
Long-term borrowings	51,948	31,001
Payments of:		
Short-term borrowings	(252,450)	(179,380)
Long-term borrowings	(12,986)	(26,244)
Payments of lease liabilities	(7,226)	(6,708)
Cash dividends and distributions paid to non-controlling shareholders	(4,802)	(5,475)
Cash dividends and distributions paid (Note 8)	(3,868)	(4,964)
Decrease in non-controlling interests and others	(648)	(167)
Redemption of capital securities of a subsidiary	-	(14,582)
Redemption of preferred shares	-	(5,000)
Net cash flows provided by (used in) financing activities	6,191	(34,302)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	685	1,366
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,355	(10,527)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	300,030	347,209
CASH AND CASH EQUIVALENTS AT END OF PERIOD	P 301,385	P 336,682

Note: See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:

BELLAN C. NAVARRA
VP, Corporate Finance - Comptrollership

SAN MIGUEL CORPORATION AND SUBSIDIARIES
TRADE AND OTHER RECEIVABLES
MARCH 31, 2022
(In Millions)

		Past Due					
		Total	Current	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days
Trade	P	116,227	P 83,935	P 7,897	P 3,583	P 1,481	P 19,331
Non-trade		65,128	36,134	3,697	700	626	23,971
Others		16,237	14,305	431	22	511	968
Total		197,592	P 134,374	P 12,025	P 4,305	P 2,618	P 44,270
Less allowance for impairment losses		13,304					
Net	P	184,288					

San Miguel Corporation**Proceeds from Issuance of Series "2", in Subseries "J" Preferred Shares****March 31, 2022****(Amounts in Millions)****i) Gross and Net Proceeds as Disclosed in the Final Prospectus**

Gross Proceeds		P	20,000
Estimated Fees, Commissions and Expenses Relating to the Issue:			
Underwriting fees for the Series 2-J Preferred Shares being sold by the Company	P	65	
Taxes to be paid by the Company		13	
Philippine SEC filing and legal research fee		6	
PSE filing fee (inclusive of VAT)		22	
Estimated legal and other professional fees		5	
Estimated other expenses		3	114
Net Proceeds		P	<u>19,886</u>

ii) Actual Gross and Net Proceeds

Gross Proceeds		P	20,000
Underwriting fees	P	63	
Taxes		10	
Philippine SEC filing and legal research fee		6	
PSE filing fee (inclusive of VAT)		22	
Estimated legal and other professional fees		4	
Other expenses		3	108
Net Proceeds		P	<u>19,892</u>

iii) Each Expenditure Item Where the Proceeds were Used

Additional investment in San Miguel Holdings Corp. for the following infrastructure projects of its subsidiaries:

Manila International Airport	P	15,798
Mass Rail Transit 7		4,094
Total Expenditure Where the Proceeds Were Used	P	<u>19,892</u>

iv) Balance of the Proceeds as of End of Reporting Period

P -

San Miguel Corporation**Proceeds from Issuance of Series "2", in Subseries "K" Preferred Shares****March 31, 2022****(Amounts in Millions)****i) Gross and Net Proceeds as Disclosed in the Final Prospectus ^a**

Gross Proceeds		P	20,000
Estimated Fees, Commissions and Expenses Relating to the Issue:			
Underwriting fees for the Series 2-K Preferred Shares			
being sold by the Company	P	118	
Taxes to be paid by the Company		13	
Philippine SEC filing and legal research fee		5	
PSE filing fee (inclusive of VAT)		22	
Estimated legal and other professional fees		5	
Estimated other expenses		4	167
Net Proceeds		P	<u>19,833</u>

ii) Actual Gross and Net Proceeds ^b

Gross Proceeds		P	13,793
Underwriting fees	P	80	
Taxes		7	
Philippine SEC filing and legal research fee		5	
PSE filing fee (inclusive of VAT)		22	
Estimated legal and other professional fees		3	117
Net Proceeds		P	<u>13,676</u>

iii) Each Expenditure Item Where the Proceeds were Used

Investment in Bank of Commerce through			
SMC Equivest Corporation		P	5,500
Additional investment in San Miguel Aerocity Inc. for the			
Manila International Airport			5,577
Total Expenditure Where the Proceeds Were Used		P	<u>11,077</u>

iv) Balance of the Proceeds as of End of Reporting Period**P** 2,599

^a The Gross and Net Proceeds as disclosed in Final Prospectus is based on (a) 133,333,400 Series "2" Preferred Shares with an (b) oversubscription option of 133,333,267 Series "2" Preferred Shares at P75.00 per share amounting to P20,000 million.

^b The Actual Gross and Net Proceeds is based on (a) 133,333,400 Series "2" Preferred Shares with an (b) oversubscription option of 50,571,500 Series "2" Preferred Shares at P75.00 per share amounting to P13,793 million.

SAN MIGUEL CORPORATION AND SUBSIDIARIES

SELECTED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS **(Amounts in Millions, Except Per Share Data)**

1. Summary of Significant Accounting and Financial Reporting Policies

The Group prepared its interim consolidated financial statements as at and for the period ended March 31, 2022 and comparative financial statements for the same period in 2021 following the presentation rules under Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

The consolidated financial statements were approved and authorized for issue in accordance with a resolution by the Board of Directors (BOD) on May 5, 2022.

The consolidated financial statements are presented in Philippine peso and all financial information are rounded off to the nearest million (000,000), except when otherwise indicated.

The principal accounting policies and methods adopted in preparing the interim consolidated financial statements of the Group are the same as those followed in the most recent annual audited consolidated financial statements, except for the changes in accounting policies as explained below.

Adoption of Amended Standards

The Financial Reporting Standards Council (FRSC) approved the adoption of a number of amended standards as part of PFRS.

Amended Standards Adopted in 2022

The Group has adopted the following PFRS effective January 1, 2022 and accordingly, changed its accounting policies in the following areas:

- **Property, Plant and Equipment - Proceeds before Intended Use** (Amendments to PAS 16, *Property, Plant and Equipment*). The amendments prohibit an entity from deducting from the cost of an item of property, plant and equipment the proceeds from selling items produced before that asset is available for use. The proceeds before intended use should be recognized in profit or loss, together with the costs of producing those items which are identified and measured in accordance with PAS 2, *Inventories*.

The amendments also clarify that testing whether an item of property, plant and equipment is functioning properly means assessing its technical and physical performance rather than assessing its financial performance.

For the sale of items that are not part of a company's ordinary activities, the amendments require the company to disclose separately the sales proceeds and related production cost recognized in profit or loss and specify the line items in which such proceeds and costs are included in the statement of comprehensive income. This disclosure is not required if such proceeds and cost are presented separately in the statement of comprehensive income.

- **Onerous Contracts - Cost of Fulfilling a Contract** (Amendments to PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*). The amendments clarify that the cost of fulfilling a contract when assessing whether a contract is onerous includes all costs that relate directly to a contract - i.e. it comprises both incremental costs and an

allocation of other direct costs.

- Annual Improvements to PFRS Standards 2018-2020. This cycle of improvements contains amendments to four standards, of which the following are applicable to the Group:
 - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities (Amendment to PFRS 9, *Financial Instruments*). The amendment clarifies that for the purpose of performing the '10 per cent' test for derecognition of financial liabilities, the fees paid net of fees received included in the discounted cash flows include only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.
 - Lease Incentives (Amendment to Illustrative Examples accompanying PFRS 16, *Leases*). The amendment deletes from the Illustrative Example 13 the reimbursement relating to leasehold improvements to remove the potential for confusion because the example had not explained clearly enough the conclusion as to whether the reimbursement would meet the definition of a lease incentive in PFRS 16.
 - Taxation in Fair Value Measurements (Amendment to PAS 41, *Agriculture*). The amendment removes the requirement to exclude cash flows for taxation when measuring fair value, thereby aligning the fair value measurement requirements in PAS 41 with those in PFRS 13, *Fair Value Measurement*.
- Reference to the Conceptual Framework (Amendment to PFRS 3, *Business Combinations*). The amendments:
 - updated PFRS 3 so that it now refers to the 2018 Conceptual Framework;
 - added a requirement that, for transactions and other events within the scope of PAS 37 or International Financial Reporting Interpretations Committee (IFRIC) 21, *Levies*, an acquirer applies PAS 37 or IFRIC 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
 - added an explicit statement that an acquirer does not recognize contingent assets acquired in a business combination.

Except as otherwise indicated, the adoption of the amended standards did not have a material effect on the interim consolidated financial statements.

Amended Standards Not Yet Adopted

A number of amended standards are effective for annual periods beginning after January 1, 2022 and have not been applied in preparing the interim consolidated financial statements. Unless otherwise indicated, none of these are expected to have a significant effect on the interim consolidated financial statements.

The Group will adopt the following amended standards on the respective effective dates:

- Classification of Liabilities as Current or Noncurrent (Amendments to PAS 1, *Presentation of Financial Statements*). To promote consistency in application and clarify the requirements on determining whether a liability is current or noncurrent, the amendments:
 - removed the requirement for a right to defer settlement of a liability for at least 12 months after the reporting period to be unconditional and instead requires that the right must have substance and exist at the end of the reporting period;

- clarified that a right to defer settlement exists only if an entity complies with conditions specified in the loan agreement at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarified that settlement of a liability includes transferring an entity's own equity instruments to the counterparty, but conversion options that are classified as equity do not affect classification of the liability as current or noncurrent.

The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2023, with early application permitted.

- Definition of Accounting Estimates (Amendments to PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*). The amendments clarify that accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that an entity develops an accounting estimate to achieve the objective set out by an accounting policy. Developing an accounting estimate includes selecting a measurement technique (estimate or valuation technique) and choosing the inputs to be used when applying the chosen measurement technique. The effects of changes in the inputs or measurement techniques are changes in accounting estimates.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted. The amendments apply prospectively to changes in accounting estimates and changes in accounting policies occurring on or after the beginning of the first annual reporting period in which the entity applies the amendments.

- Disclosure of Accounting Policies (Amendments to PAS 1 and PFRS Practice Statement 2, *Making Materiality Judgments*). The key amendments to PAS 1 include requiring entities to disclose material accounting policies rather than significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are immaterial and as such need not be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are material to the financial statements. The amendments to PFRS Practice Statement 2 provide guidance and examples on the application of materiality to accounting policy disclosures.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted.

- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to PAS 12, *Income Taxes*). The amendments require an entity to recognize deferred tax on transactions, such as leases for the lessee and decommissioning obligations, that give rise to equal amounts of taxable and deductible temporary differences on initial recognition.

The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted.

- PFRS 17, *Insurance Contracts*, replaces the interim standard, PFRS 4, and establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. The new standard reflects the view that an insurance contract combines features of both a financial instrument and a service contract, and considers the fact that many insurance contracts generate cash flows with substantial variability over a long period. PFRS 17 introduces a new approach that: (a) combines current measurement of the future cash flows with the recognition of profit over the period services are provided under the

contract; (b) presents insurance service results (including presentation of insurance revenue) separately from insurance finance income or expenses; and (c) requires an entity to make an accounting policy choice portfolio-by-portfolio of whether to recognize all insurance finance income or expenses for the reporting period in profit or loss or to recognize some of that income or expenses in other comprehensive income.

Under PFRS 17, groups of insurance contracts are measured based on fulfilment cash flows, which represent the risk-adjusted present value of the entity's rights and obligations to the policy holders, and a contractual service margin, which represents the unearned profit the entity will recognize as it provides services over the coverage period. Subsequent to initial recognition, the liability of a group of insurance contracts represents the liability for remaining coverage and the liability for incurred claims, with the fulfilment cash flows remeasured at each reporting date to reflect current estimates.

Simplifications or modifications to the general measurement model apply to groups of insurance contracts measured using the 'premium allocation approach', investment contracts with discretionary participation features, and reinsurance contracts held.

PFRS 17 brings greater comparability and transparency about the profitability of new and in-force business and gives users of financial statements more insight into an insurer's financial health. Separate presentation of underwriting and financial results will give added transparency about the sources of profits and quality of earnings.

On December 15, 2021, the FRSC amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two years after its effective date as decided by the IASB. Full retrospective application is required, unless it is impracticable, in which case the entity chooses to apply the modified retrospective approach or the fair value approach. However, if the entity cannot obtain reasonable and supportable information necessary to apply the modified retrospective approach, then it applies the fair value approach. There is also a transition option allowing presentation of comparative information about financial assets using a classification overlay approach on a basis that is more consistent with how PFRS 9 will be applied in future reporting periods. Early application is permitted for entities that apply PFRS 9 and PFRS 15, *Revenue from Contracts with Customers*, on or before the date of initial application of PFRS 17.

Deferral of the local implementation of Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*.

- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to PFRS 10 and PAS 28). The amendments address an inconsistency in the requirements in PFRS 10 and PAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

Originally, the amendments apply prospectively for annual periods beginning on or after January 1, 2016, with early adoption permitted. However, on January 13, 2016, the FRSC decided to postpone the effective date until the IASB has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

2. Impact of Corporate Recovery and Tax Incentives for Enterprises (CREATE) Law

The CREATE Act, which seeks to reduce the corporate income tax rates and to rationalize the current fiscal incentives by making it time-bound, targeted and performance-based, was passed into law on March 26, 2021 and took effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or on April 11, 2021.

Key provisions of the CREATE Act which have an impact on the Group are: (i) reduction of Regular Corporate Income Tax rate from 30% to 25% for domestic and resident foreign corporations effective July 1, 2020; (ii) reduction of Minimum Corporate Income Tax rate from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023; and (iii) repeal of the imposition of improperly accumulated earnings tax.

The impact on the consolidated financial statements of the Group based on balances as at and for the year ended December 31, 2020, which was taken up in the first quarter of 2021, are as follows:

	Increase (Decrease)
ASSETS	
Prepaid expenses and other current assets	P407
Investments and advances - net	9
Deferred tax assets	(2,075)
	(P1,659)
LIABILITIES	
Income and other taxes payable	(P881)
Deferred tax liabilities	(3,877)
	(4,758)
EQUITY	
Equity reserves	(P329)
Retained earnings	3,342
Non-controlling interests	86
	3,099
TOTAL LIABILITIES AND EQUITY	(P1,659)
INCOME BEFORE INCOME TAX	
Equity in net earnings of associates and joint ventures	P9
INCOME TAX EXPENSE	
Current	(1,288)
Deferred	(2,319)
	(3,607)
NET INCOME	P3,616
Attributable to:	
Equity holders of the Parent Company	P3,342
Non-controlling interests	274
	P3,616

3. Segment Information

Operating Segments

The reporting format of the Group's operating segments is determined based on the Group's risks and rates of return which are affected predominantly by differences in the products and services produced. The operating businesses are organized and managed separately according to the nature of the products produced and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Group's reportable segments are food and beverage, packaging, energy, fuel and oil and infrastructure.

The food and beverage segment is engaged in: (i) the processing and marketing of branded value-added refrigerated processed meats and canned meat products, manufacturing and marketing of butter, margarine, cheese, milk, ice cream, jelly-based snacks and desserts, specialty oils, salad aids, snacks and condiments, marketing of flour mixes and the importation and marketing of coffee and coffee-related products (collectively known as "Prepared and Packaged Food"), (ii) the production and sale of feeds ("Animal Nutrition and Health"), (iii) the poultry and livestock farming, processing and selling of poultry and fresh meats ("Protein"), and (iv) the milling, production and marketing of flour and bakery ingredients, grain terminal handling, food services, franchising and international operations. It is also engaged in the production, marketing and selling of fermented, malt-based and non-alcoholic beverages within the Philippines and several foreign markets; and production of hard liquor in the form of gin, Chinese wine, brandy, rum, vodka and other liquor variants which are available nationwide, while some are exported to select countries.

The packaging segment is involved in the production and marketing of packaging products including, among others, glass containers, glass molds, polyethylene terephthalate (PET) bottles and preforms, PET recycling, plastic closures, corrugated cartons, woven polypropylene, kraft sacks and paperboard, pallets, flexible packaging, plastic crates, plastic floorings, plastic films, plastic trays, plastic pails and tubs, metal closures and two-piece aluminum cans, woven products, industrial laminates and radiant barriers. It is also involved in crate and plastic pallet leasing, PET bottle filling graphics design, packaging research and testing, packaging development and consultation, contract packaging and trading.

The energy segment sells, retails and distributes power, through power supply agreements, retail supply contracts, concession agreement and other power-related service agreements, either directly to customers, including Manila Electric Company, other generators, distribution utilities, electric cooperatives and industrial customers, or through the Philippine Wholesale Electricity Spot Market.

The fuel and oil segment is engaged in refining crude oil and marketing and distribution of refined petroleum products.

The infrastructure segment has investments in companies which hold long-term concessions in the infrastructure sector in the Philippines. It is engaged in the management and operation, as well as, construction and development of various infrastructure projects such as major toll roads, airports, railways and bulk water.

Inter-segment Transactions

Segment revenues, expenses and performance include sales and purchases between operating segments. Such transactions are eliminated in consolidation.

Financial information about reportable segments follows:

	Food and Beverage		Packaging		Energy		Fuel and Oil		Infrastructure		Cement, Real Estate and Others		Eliminations		Consolidated	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Sales																
External sales	P83,014	P76,341	P6,773	P6,035	P41,647	P26,411	P169,612	P81,999	P6,234	P4,330	P9,485	P6,044	P -	P -	P316,765	P201,160
Inter-segment sales	40	21	1,275	1,319	1,389	955	2,719	1,308	1	-	7,984	6,424	(13,408)	(10,027)	-	-
Total sales	P83,054	P76,362	P8,048	P7,354	P43,036	P27,366	P172,331	P83,307	P6,235	P4,330	P17,469	P12,468	(P13,408)	(P10,027)	P316,765	P201,160
Result																
Segment result	P12,700	P12,569	P613	P393	P6,071	P8,423	P16,763	P8,607	P2,461	P1,182	P1,190	P694	P333	P343	P40,131	P32,211

Disaggregation of Revenue

The following table shows the disaggregation of revenue by timing of revenue recognition and the reconciliation of the disaggregated revenue with the Group's reportable segments:

	Food and Beverage		Packaging		Energy		Fuel and Oil		Infrastructure		Cement, Real Estate and Others		Consolidated	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Timing of revenue recognition														
Sales recognized at point in time	P83,010	P76,339	P6,637	P5,833	P -	P -	P169,612	P81,999	P -	P -	P8,813	P5,487	P268,072	P169,658
Sales recognized over time	4	2	136	202	41,647	26,411	-	-	6,234	4,330	672	557	48,693	31,502
Total external sales	P83,014	P76,341	P6,773	P6,035	P41,647	P26,411	P169,612	P81,999	P6,234	P4,330	P9,485	P6,044	P316,765	P201,160

4. Other Charges - Net

Other charges - net consists of:

	<i>Note</i>	March 31	
		2022	2021
Loss on derivatives - net	10	(P8,547)	(P3,896)
Construction costs		(7,765)	(1,205)
Loss on foreign exchange - net	9	(1,965)	(541)
Construction revenue		7,765	1,205
Power Sector Assets and Liabilities Management Corporation monthly fees reduction		668	2,156
Dividend income		283	266
Others		432	(95)
		(P9,129)	(P2,110)

The construction revenue recognized in profit or loss approximates the construction costs recognized. When it is probable that the total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately.

Construction costs are recognized by reference to the stage of completion of the construction activity of toll road, airport, water and power concession rights as at reporting date.

“Others” consist of rent income, commission income, insurance claims, changes in fair value of financial assets at fair value through profit or loss (FVPL), casualty loss and expenses of closed facilities.

5. Related Party Disclosures

San Miguel Corporation (SMC or the Parent Company), certain subsidiaries and their shareholders, associates and joint ventures purchase products and services from one another in the normal course of business. The Parent Company requires approval of the BOD for related party transactions amounting to at least ten percent (10%) of the total consolidated assets based on its latest audited financial statements.

Amounts owed by/owed to related parties are collectible/will be settled in cash. An assessment is undertaken at each financial year by examining the financial position of the related party and the market in which the related party operates.

The following are the transactions with related parties and the outstanding balances as at March 31, 2022 and December 31, 2021:

	Year	Revenue from Related Parties	Purchases from Related Parties	Amounts Owed by Related Parties	Amounts Owed to Related Parties	Terms	Conditions
Ultimate Parent Company	March 31, 2022	P1	P -	P3,705	P551	On demand;	Unsecured;
	December 31, 2021	8	-	3,652	551	non-interest bearing	no impairment
	March 31, 2022	-	-	3,037	-	To be settled on the	Unsecured;
	December 31, 2021	-	-	3,037	-	first anniversary of commercial operations of the Nonoc Project; interest bearing	no impairment
Retirement Plans	March 31, 2022	5	-	4,491	-	On demand;	Unsecured;
	December 31, 2021	23	-	4,433	-	non-interest bearing	no impairment
	March 31, 2022	61	-	4,371	-	On demand;	Unsecured;
	December 31, 2021	266	-	4,371	-	interest bearing	no impairment
Associates	March 31, 2022	193	3	1,071	30	On demand;	Unsecured;
	December 31, 2021	2,045	46	1,245	30	non-interest bearing	no impairment
	March 31, 2022	2	-	129	21,322	Less than 1	Unsecured and
	December 31, 2021	9	-	140	18,817	to 10 years; interest bearing	secured; no impairment
Joint Ventures	March 31, 2022	593	12	599	101	On demand;	Unsecured;
	December 31, 2021	321	1,681	81	177	non-interest bearing	no impairment
	March 31, 2022	-	-	621	-	On demand;	Unsecured;
	December 31, 2021	-	-	621	-	interest bearing	with impairment
Shareholders in Subsidiaries	March 31, 2022	14	-	1,187	-	Less than 1	Unsecured;
	December 31, 2021	24	-	1,170	-	to 10.5 years; interest bearing	no impairment
Others	March 31, 2022	81	151	153	2,545	On demand;	Unsecured;
	December 31, 2021	79	1,757	123	2,454	non-interest bearing	no impairment
Total	March 31, 2022	1,112	735	1,014	217	On demand;	Unsecured;
	December 31, 2021	3,178	2,649	837	61	non-interest bearing	no impairment
Total	March 31, 2022	P2,062	P901	P20,378	P24,766		
	December 31, 2021	P5,953	P6,133	P19,710	P22,090		

1) Amounts owed by related parties consist of current and noncurrent receivable and share in expenses.

a) Amounts owed by related parties include interest bearing receivable from Top Frontier Investment Holdings, Inc. (Top Frontier or the Ultimate Parent Company) related to the remaining balance of the consideration for the sale of Clariden Holdings, Inc. (Clariden) amounting to P2,312 and the assignment of certain receivables of the Ultimate Parent Company amounting to P725.

(i) *Amounts owed by the Ultimate Parent Company amounting to P2,312:* On September 27, 2019, SMC and Top Frontier agreed in writing that the second payment amounting to P1,099, plus 5.75% interest rate per annum of any portion thereof unpaid, and the final payment amounting to P1,213, plus 6.00% per annum of any portion thereof unpaid, shall be payable and the interest shall be accrued, on the first anniversary of commercial operations of the Nonoc Project or such extended date as may be mutually agreed by the parties in writing. As a result, no accrual of interest was made as at March 31, 2022 and December 31, 2021. The Nonoc Project is primarily focused in extracting nickel deposits in Nonoc Island, Surigao City, Surigao del Norte undertaken by Pacific Nickel Philippines, Inc., an indirect subsidiary of Clariden. These amounts are included as part of noncurrent receivables and deposits under "Other noncurrent assets - net" account in the consolidated statements of financial position as at March 31, 2022 and December 31, 2021.

(ii) *Amounts owed by the Ultimate Parent Company amounting to P725:* These amounts are subject to 5.75% interest rate per annum and will accrue upon commencement of commercial operations of the Nonoc

Project. As a result, no accrual of interest was made as at March 31, 2022 and December 31, 2021. These amounts are included as part of noncurrent receivables and deposit under "Other noncurrent assets - net" account in the consolidated statements of financial position as at March 31, 2022 and December 31, 2021.

- b) The amounts owed by related parties include non-interest bearing receivable from joint ventures included as part of "Trade and other receivables - net" account in the consolidated statements of financial position. Allowance for impairment losses pertaining to these receivables amounted to P621 as at March 31, 2022 and December 31, 2021.
- 2) Amounts owed to related parties consist of trade payables, professional fees and leases. As at March 31, 2022 and December 31, 2021, amounts owed to a related party for the lease of office space presented as part of "Lease liabilities - current portion" and "Lease liabilities - net of current portion" amounted to P1 and P1 and P2 and P1, respectively. The amount owed to the Ultimate Parent Company pertains to dividends payable.
- 3) The amounts owed to associates include interest bearing loans payable to Bank of Commerce (BOC) presented as part of "Loans payable" account amounting to P9,712 and P6,994 and "Long-term debt" account amounting to P11,610 and P11,823 in the consolidated statements of financial position as at March 31, 2022 and December 31, 2021, respectively.

The amounts owed to associates include syndicated project finance loans amounting to P10,257 and P10,444 as at March 31, 2022 and December 31, 2021, respectively, which were secured by certain property, plant and equipment and other intangible assets.

There were no known transactions with parties that fall outside the definition "related parties" under PAS 24, *Related Party Disclosures*, but with whom SMC or its related parties have a relationship that enables the parties to negotiate terms of material transactions that may not be available from other, more clearly independent parties on an arm's length basis.

6. Property, Plant and Equipment

Property, plant and equipment consist of:

March 31, 2022 and December 31, 2021

	Land and Land Improvements	Buildings and Improvements	Power Plants	Refinery and Plant Equipment	Service Stations and Other Equipment	Equipment, Furniture and Fixtures	Leasehold Improvements	Capital Projects in Progress	Total
Cost									
January 1, 2021 (Audited)	P41,964	P61,683	P146,692	P175,957	P19,786	P190,957	P7,587	P99,655	P744,281
Additions	1,524	173	527	1,903	149	3,858	180	66,107	74,421
Acquisition of subsidiaries	867	120	-	-	-	43	-	-	1,030
Disposals/retirement	(2)	(262)	-	(5)	(24)	(2,823)	(110)	(15)	(3,241)
Reclassifications and others	(490)	2,564	2,620	9,923	(65)	6,523	917	(21,211)	781
Currency translation adjustments	32	758	4,287	754	246	2,109	6	(75)	8,117
December 31, 2021 (Audited)	43,895	65,036	154,126	188,532	20,092	200,667	8,580	144,461	825,389
Additions	85	9	155	77	34	501	6	12,270	13,137
Disposals/retirement	(11)	(14)	-	-	(13)	(280)	-	-	(318)
Reclassifications and others	10	513	636	2,252	130	986	449	(1,881)	3,095
Currency translation adjustments	35	147	-	183	72	672	24	(94)	1,039
March 31, 2022 (Unaudited)	44,014	65,691	154,917	191,044	20,315	202,546	9,059	154,756	842,342
Accumulated Depreciation and Amortization									
January 1, 2021 (Audited)	3,477	19,393	16,292	60,607	13,689	103,819	1,969	-	219,246
Depreciation and amortization	465	1,852	6,265	3,665	941	10,294	424	-	23,906
Acquisition of subsidiaries	88	119	-	-	-	42	-	-	249
Disposals/retirement	(2)	(215)	-	(1)	(15)	(1,781)	(104)	-	(2,118)
Reclassifications	(83)	(131)	-	-	2	(997)	53	-	(1,156)
Currency translation adjustments	3	244	1,562	245	134	976	6	-	3,170
December 31, 2021 (Audited)	3,948	21,262	24,119	64,516	14,751	112,353	2,348	-	243,297
Depreciation and amortization	113	447	1,669	1,451	266	2,424	106	-	6,476
Disposals/retirement	(11)	(12)	-	-	(11)	(231)	-	-	(265)
Reclassifications	(5)	(161)	-	-	-	(101)	30	-	(237)
Currency translation adjustments	1	48	-	75	54	380	4	-	562
March 31, 2022 (Unaudited)	4,046	21,584	25,788	66,042	15,060	114,825	2,488	-	249,833

Forward

	Land and Land Improvements	Buildings and Improvements	Power Plants	Refinery and Plant Equipment	Service Stations and Other Equipment	Equipment, Furniture and Fixtures	Leasehold Improvements	Capital Projects in Progress	Total
Accumulated Impairment Losses									
January 1, 2021 (Audited)	P -	P3,129	P -	P -	P -	P10,255	P27	P -	P13,411
Impairment	38	2	-	-	1	45	-	-	86
Disposals/retirement	-	-	-	-	-	(24)	(1)	-	(25)
Currency translation adjustments	-	264	-	-	-	747	-	-	1,011
December 31, 2021 (Audited)	38	3,395	-	-	1	11,023	26	-	14,483
Reversal of impairment	-	-	-	-	(1)	(5)	-	-	(6)
Currency translation adjustments	-	62	-	-	-	173	1	-	236
March 31, 2022 (Unaudited)	38	3,457	-	-	-	11,191	27	-	14,713
Carrying Amount									
December 31, 2021 (Audited)	P39,909	P40,379	P130,007	P124,016	P5,340	P77,291	P6,206	P144,461	P567,609
March 31, 2022 (Unaudited)	P39,930	P40,650	P129,129	P125,002	P5,255	P76,530	P6,544	P154,756	P577,796

March 31, 2021

	Land and Land Improvements	Buildings and Improvements	Power Plants	Refinery and Plant Equipment	Service Stations and Other Equipment	Equipment, Furniture and Fixtures	Leasehold Improvements	Capital Projects in Progress	Total
Cost									
January 1, 2021 (Audited)	P41,964	P61,683	P146,692	P175,957	P19,786	P190,957	P7,587	P99,655	P744,281
Additions	664	21	64	252	42	828	4	11,662	13,537
Acquisition of subsidiaries	867	120	-	-	-	43	-	-	1,030
Disposals/retirement	(1)	(51)	-	-	(45)	(481)	(47)	(4)	(629)
Reclassifications and others	(196)	1,086	44	1,051	(47)	2,833	32	(4,995)	(192)
Currency translation adjustments	(74)	2	729	(239)	(174)	11	-	(198)	57
March 31, 2021 (Unaudited)	43,224	62,861	147,529	177,021	19,562	194,191	7,576	106,120	758,084
Accumulated Depreciation and Amortization									
January 1, 2021 (Audited)	3,477	19,393	16,292	60,607	13,689	103,819	1,969	-	219,246
Depreciation and amortization	115	433	1,524	745	245	2,529	106	-	5,697
Acquisition of subsidiaries	88	119	-	-	-	42	-	-	249
Disposals/retirement	(1)	(38)	-	-	(32)	(391)	(41)	-	(503)
Reclassifications	(2)	(11)	-	-	33	(14)	-	-	6
Currency translation adjustments	(3)	(19)	225	(174)	(99)	(55)	-	-	(125)
March 31, 2021 (Unaudited)	3,674	19,877	18,041	61,178	13,836	105,930	2,034	-	224,570

Forward

	Land and Land Improvements	Buildings and Improvements	Power Plants	Refinery and Plant Equipment	Service Stations and Other Equipment	Equipment, Furniture and Fixtures	Leasehold Improvements	Capital Projects in Progress	Total
Accumulated Impairment Losses									
January 1, 2021 (Audited)	P -	P3,129	P -	P -	P -	P10,255	P27	P -	P13,411
Reclassifications	-	-	-	-	-	(9)	-	-	(9)
Currency translation adjustments	-	12	-	-	-	45	-	-	57
March 31, 2021 (Unaudited)	-	3,141	-	-	-	10,291	27	-	13,459
Carrying Amount									
March 31, 2021 (Unaudited)	P39,550	P39,843	P129,488	P115,843	P5,726	P77,970	P5,515	P106,120	P520,055

Depreciation and amortization charged to operations amounted to P6,476 and P5,697 for the periods ended March 31, 2022 and 2021, respectively.

Reclassifications and others include transfers to investment property due to change in usage as evidenced by ending of owner-occupation or commencement of operating lease to another party and reclassifications from capital projects in progress account to specific property, plant and equipment accounts.

As at March 31, 2022 and December 31, 2021, certain property, plant and equipment amounting to P126,122 and P127,673, respectively, are pledged as security for syndicated project finance loans.

7. Basic and Diluted Earnings Per Share (EPS)

Basic EPS is computed by dividing the net income for the period attributable to equity holders of the Parent Company, net of dividends on preferred shares and distributions to holders of Redeemable Perpetual Securities (RPS) and Senior Perpetual Capital Securities (SPCS), by the weighted average number of issued and outstanding common shares during the period, with retroactive adjustment for any stock dividends declared.

For the purpose of computing diluted EPS, the net income for the period attributable to equity holders of the Parent Company and the weighted-average number of issued and outstanding common shares during the period are adjusted for the effect of all potential dilutive debt or equity instruments.

Basic and diluted EPS is computed as follows:

	March 31	
	2022	2021
Net income attributable to equity holders of the Parent Company	P6,336	P9,296
Less: Dividends on preferred shares for the period	1,073	1,698
Distributions to capital securities for the period	517	495
Net income attributable to common shareholders of the Parent Company (a)	P4,746	P7,103
Weighted average number of common shares outstanding (in millions) - basic and diluted (b)	2,384	2,384
Basic and diluted earnings per common share attributable to equity holders of the Parent Company (a/b)	P1.99	P2.98

Earnings per share are computed based on amounts in nearest Peso.

As at March 31, 2022 and 2021, the Parent Company has no dilutive debt or equity instruments.

8. Cash Dividends and Distributions

The BOD of the Parent Company approved the declaration and payment of the following cash dividends to common and preferred stockholders as follows:

2022

Class of Shares	Date of Declaration	Date of Record	Date of Payment	Dividend per Share
Common	March 10, 2022	April 1, 2022	April 29, 2022	P0.35
Preferred				
SMC2F	February 10, 2022	March 21, 2022	April 1, 2022	1.27635
SMC2H	February 10, 2022	March 21, 2022	April 1, 2022	1.1854125
SMC2I	February 10, 2022	March 21, 2022	April 1, 2022	1.18790625
SMC2J	February 10, 2022	March 21, 2022	April 1, 2022	0.890625
SMC2K	February 10, 2022	March 21, 2022	April 1, 2022	0.84375

2021

Class of Shares	Date of Declaration	Date of Record	Date of Payment	Dividend per Share
Common	March 11, 2021	April 5, 2021	April 30, 2021	P0.35
Preferred				
SMC2C	January 21, 2021	March 19, 2021	April 5, 2021	1.50
SMC2E	January 21, 2021	March 19, 2021	April 5, 2021	1.18603125
SMC2F	January 21, 2021	March 19, 2021	April 5, 2021	1.27635
SMC2G	January 21, 2021	March 19, 2021	April 5, 2021	1.23361875
SMC2H	January 21, 2021	March 19, 2021	April 5, 2021	1.1854125
SMC2I	January 21, 2021	March 19, 2021	April 5, 2021	1.18790625
SMC2J	January 21, 2021	March 19, 2021	April 5, 2021	0.890625
SMC2K	January 21, 2021	March 19, 2021	April 5, 2021	0.84375

On May 5, 2022, the BOD of the Parent Company declared cash dividends to all preferred stockholders of record as at June 21, 2022 on the following shares to be paid on July 4, 2022, as follows:

Class of Shares	Dividend Per Share
SMC2F	P1.27635
SMC2H	1.1854125
SMC2I	1.18790625
SMC2J	0.890625
SMC2K	0.84375

Distributions

The Parent Company paid P50 and P934 to the holders of RPS and SPCS, respectively, in 2022 and P50 and P944 to the holders of RPS and SPCS, respectively, in 2021, as distributions in accordance with the terms and conditions of their respective separate subscription agreements with the Parent Company.

9. Financial Risk and Capital Management Objectives and Policies

Objectives and Policies

The Group has significant exposure to the following financial risks primarily from its use of financial instruments:

- Market Risk (Interest Rate Risk, Foreign Currency Risk and Commodity Price Risk)
- Liquidity Risk
- Credit Risk

This note presents information about the exposure to each of the foregoing risks, the objectives, policies and processes for measuring and managing these risks, and for management of capital.

The principal non-trade related financial instruments of the Group include cash and cash equivalents, financial assets at FVPL, investments in equity and debt instruments, restricted cash, short-term and long-term loans, and derivative instruments. These financial instruments, except financial assets at FVPL and derivative instruments, are used mainly for working capital management purposes. The trade-related financial assets and financial liabilities of the Group such as trade and other receivables, noncurrent receivables and deposits, accounts payable and accrued expenses, lease liabilities and other noncurrent liabilities arise directly from and are used to facilitate its daily operations.

The outstanding derivative instruments of the Group such as options, forwards and swaps are intended mainly for risk management purposes. The Group uses derivatives to manage its exposures to foreign currency, interest rate and commodity price risks arising from the operating and financing activities.

The BOD has the overall responsibility for the establishment and oversight of the risk management framework of the Group.

The risk management policies of the Group are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The BOD constituted the Audit and Risk Oversight Committee to assist the BOD in fulfilling its oversight responsibility of the Group's corporate governance process relating to the: (a) quality and integrity of the consolidated financial statements and financial reporting process and the systems of internal accounting and financial controls; (b) performance of the internal auditors; (c) annual independent audit of the consolidated financial statements, the engagement of the independent auditors and the evaluation of the independent auditors' qualifications, independence and performance; (d) compliance with tax, legal and regulatory requirements; (e) evaluation of management's process to assess and manage the enterprise risk issues; and (f) fulfillment of the other responsibilities set out by the BOD. The Audit and Risk Oversight Committee shall prepare such reports as may be necessary to document the activities of the committee in the performance of its functions and duties. Such reports shall be included in the annual report of the Group and other corporate disclosures as may be required by the SEC and/or the Philippine Stock Exchange, Inc.

The Audit and Risk Oversight Committee also oversees how management monitors compliance with the risk management policies and procedures of the Group and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. Internal Audit assists the Audit and Risk Oversight Committee in monitoring and evaluating the effectiveness of the risk management and governance processes of the Group. Internal Audit undertakes both regular and special reviews of risk management controls and procedures, the results of which are reported to the Audit and Risk Oversight Committee.

Interest Rate Risk

Interest rate risk is the risk that future cash flows from a financial instrument (cash flow interest rate risk) or its fair value (fair value interest rate risk) will fluctuate because of changes in market interest rates. The Group's exposure to changes in interest rates relates primarily to the long-term borrowings and investment securities. Investment securities acquired or borrowings issued at fixed rates expose the Group to fair value interest rate risk. On the other hand, investment securities acquired or borrowings issued at variable rates expose the Group to cash flow interest rate risk.

The Group manages its interest cost by using an optimal combination of fixed and variable rate debt instruments. The management is responsible for monitoring the prevailing market-based interest rate and ensures that the mark-up rates charged on its borrowings are optimal and benchmarked against the rates charged by other creditor banks.

On the other hand, the investment policy of the Group is to maintain an adequate yield to match or reduce the net interest cost from its borrowings pending the deployment of funds to their intended use in the operations and working capital management. However, the Group invests only in high-quality securities while maintaining the necessary

diversification to avoid concentration risk.

In managing interest rate risk, the Group aims to reduce the impact of short-term fluctuations on the earnings. Over the longer term, however, permanent changes in interest rates would have an impact on profit or loss.

The management of interest rate risk is also supplemented by monitoring the sensitivity of the Group's financial instruments to various standard and non-standard interest rate scenarios.

The Group uses interest rate swaps as hedges of the variability in cash flows attributable to movements in interest rates. The Group applies a hedge ratio of 1:1 and determines the existence of an economic relationship between the hedging instrument and hedged item based on the reference interest rates, tenors, repricing dates and maturities, and notional amounts. The Group assesses whether the derivative designated in the hedging relationship is expected to be effective in offsetting changes in cash flows of the hedged item using the hypothetical derivative method.

The following are the main sources of ineffectiveness in the hedge relationships:

- the effect of the counterparty's and the Group's own credit risk on the fair value of the derivative contracts, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in interest rates; and
- changes in the timing of the hedged transactions.

Interest Rate Risk Table

The terms and maturity profile of the interest-bearing financial instruments, together with its gross amounts, are shown in the following tables:

March 31, 2022	<1 Year	1-2 Years	>2-3 Years	>3-4 Years	>4-5 Years	>5 Years	Total
Fixed Rate							
Philippine peso-denominated Interest rate	P74,688 3.284% - 9.8754%	P52,867 3.284% - 9.8754%	P99,778 3.284% - 9.8754%	P52,910 3.284% - 9.8754%	P89,821 3.284% - 9.8754%	P138,326 3.3832% - 9.8754%	P508,390
Foreign currency-denominated (expressed in Philippine peso) Interest rate	7,788 4.7776% - 5.5959%	1,187 5.5959%	1,243 5.5959%	1,300 5.5959%	1,359 5.5959%	12,219 5.5959%	25,096
Floating Rate							
Philippine peso-denominated Interest rate	3,038 BVAL + margin or BSP overnight rate, whichever is higher	1,292 BVAL + margin or BSP overnight rate, whichever is higher	2,659 BVAL + margin or BSP overnight rate, whichever is higher	119 BVAL + margin or BSP overnight rate, whichever is higher	119 BVAL + margin or BSP overnight rate, whichever is higher	7,494 BVAL + margin or BSP overnight rate, whichever is higher	14,721
Foreign currency-denominated (expressed in Philippine peso) Interest rate	64,676 LIBOR/applicable reference rate + margin	66,209 LIBOR/applicable reference rate + margin	127,058 LIBOR/applicable reference rate + margin	16,373 LIBOR/applicable reference rate + margin	40,223 LIBOR/applicable reference rate + margin	4,022 LIBOR/applicable reference rate + margin	318,561
	P150,190	P121,555	P230,738	P70,702	P131,522	P162,061	P866,768

December 31, 2021	<1 Year	1-2 Years	>2-3 Years	>3-4 Years	>4-5 Years	>5 Years	Total
Fixed Rate							
Philippine peso-denominated Interest rate	P68,436 3.875% - 9.8754%	P57,685 3.284% - 9.8754%	P95,030 3.284% - 9.8754%	P55,159 3.284% - 9.8754%	P68,051 3.284% - 9.8754%	P145,335 3.3832% - 9.8754%	P489,696
Foreign currency-denominated (expressed in Philippine peso) Interest rate	1,995 4.7776% - 5.5959%	6,852 4.7776% - 5.5959%	1,225 5.5959%	1,281 5.5959%	1,340 5.5959%	12,044 5.5959%	24,737
Floating Rate							
Philippine peso-denominated Interest rate	3,139 BVAL + margin or BSP overnight rate, whichever is higher	1,585 BVAL + margin or BSP overnight rate, whichever is higher	706 BVAL + margin or BSP overnight rate, whichever is higher	119 BVAL + margin or BSP overnight rate, whichever is higher	119 BVAL + margin or BSP overnight rate, whichever is higher	7,524 BVAL + margin or BSP overnight rate, whichever is higher	13,192
Foreign currency-denominated (expressed in Philippine peso) Interest rate	16,040 LIBOR/applicable reference rate + margin	113,137 LIBOR/applicable reference rate + margin	115,122 LIBOR/applicable reference rate + margin	1,774 LIBOR/applicable reference rate + margin	44,814 LIBOR/applicable reference rate + margin	3,964 LIBOR/applicable reference rate + margin	294,851
	P89,610	P179,259	P212,083	P58,333	P114,324	P168,867	P822,476

The sensitivity to a reasonably possible 1% increase in the interest rates, with all other variables held constant, would have decreased the Group's profit before tax (through the impact on floating rate borrowings) by P833 and P3,080 for the period ended March 31, 2022 and for the year ended December 31, 2021, respectively. A 1% decrease in the interest rate would have had the equal but opposite effect. These changes are considered to be reasonably possible given the observation of prevailing market conditions in those periods. There is no impact on the Group's other comprehensive income.

Foreign Currency Risk

The functional currency is the Philippine peso, which is the denomination of the bulk of the Group's revenues. The exposure to foreign currency risk results from significant movements in foreign exchange rates that adversely affect the foreign currency-denominated transactions of the Group. The risk management objective with respect to foreign currency risk is to reduce or eliminate earnings volatility and any adverse impact on equity. The Group enters into foreign currency hedges using a combination of non-derivative and derivative instruments such as foreign currency forwards, options or swaps to manage its foreign currency risk exposure.

Short-term currency forward contracts (deliverable and non-deliverable) and options are entered into to manage foreign currency risks arising from importations, revenue and expense transactions, and other foreign currency-denominated obligations. Currency swaps are entered into to manage foreign currency risks relating to long-term foreign currency-denominated borrowings.

Certain derivative contracts are designated as cash flow hedges. The Group applies a hedge ratio of 1:1 and determines the existence of an economic relationship between the hedging instrument and hedged item based on the currency, amount and timing of the cash flows. The Group assesses whether the derivatives designated in the hedging relationship is expected to be effective in offsetting changes in cash flows of the hedged item using the cumulative dollar-offset and hypothetical derivative method.

The following are the main sources of ineffectiveness in the hedge relationships:

- the effect of the counterparty's and the Group's own credit risk on the fair value of the derivative contracts, which is not reflected in the change in the fair value of the hedged cash flows attributable to the change in foreign exchange rates; and
- changes in the timing of the hedged transactions.

Information on the Group's foreign currency-denominated monetary assets and monetary liabilities and their Philippine peso equivalents is as follows:

	March 31, 2022		December 31, 2021	
	US Dollar	Peso Equivalent	US Dollar	Peso Equivalent
Assets				
Cash and cash equivalents	US\$2,871	P148,529	US\$3,177	P162,053
Trade and other receivables	1,032	53,408	1,215	61,951
Prepaid expenses and other current assets	19	984	14	715
Noncurrent receivables	3	139	3	138
	3,925	203,060	4,409	224,857
Liabilities				
Loans payable	257	13,251	331	16,884
Accounts payable and accrued expenses	1,645	85,130	2,573	131,235
Long-term debt (including current maturities)	6,641	343,657	6,267	319,588
Lease liabilities (including current portion)	781	40,416	847	43,210
Other noncurrent liabilities	10	508	63	3,200
	9,334	482,962	10,081	514,117
Net foreign currency-denominated monetary liabilities	(US\$5,409)	(P279,902)	(US\$5,672)	(P289,260)

The Group reported net losses on foreign exchange amounting to P1,965 and P541 for the periods ended March 31, 2022 and 2021, respectively, with the translation of its foreign currency-denominated assets and liabilities (Note 4). These mainly resulted from the movements of the Philippine peso against the US dollar as shown in the following table:

	US Dollar to Philippine Peso
March 31, 2022	P51.740
December 31, 2021	50.999
March 31, 2021	48.530
December 31, 2020	48.023

The management of foreign currency risk is also supplemented by monitoring the sensitivity of the Group's financial instruments to various foreign currency exchange rate scenarios.

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity (due to translation of results and financial position of foreign operations):

	P1 Decrease in the US Dollar Exchange Rate		P1 Increase in the US Dollar Exchange Rate	
	Effect on Income before Income Tax	Effect on Equity	Effect on Income before Income Tax	Effect on Equity
March 31, 2022				
Cash and cash equivalents	(P2,483)	(P2,324)	P2,483	P2,324
Trade and other receivables	(233)	(754)	233	754
Prepaid expenses and other current assets	(10)	(17)	10	17
Noncurrent receivables	-	(3)	-	3
	(2,726)	(3,098)	2,726	3,098
Loans payable	15	253	(15)	(253)
Accounts payable and accrued expenses	413	1,217	(413)	(1,217)
Long-term debt (including current maturities)	6,590	5,245	(6,590)	(5,245)
Lease liabilities (including current portion)	694	608	(694)	(608)
Other noncurrent liabilities	-	11	-	(11)
	7,712	7,334	(7,712)	(7,334)
	P4,986	P4,236	(P4,986)	(P4,236)
	P1 Decrease in the US Dollar Exchange Rate		P1 Increase in the US Dollar Exchange Rate	
	Effect on Income before Income Tax	Effect on Equity	Effect on Income before Income Tax	Effect on Equity
December 31, 2021				
Cash and cash equivalents	(P2,722)	(P2,608)	P2,722	P2,608
Trade and other receivables	(404)	(870)	404	870
Prepaid expenses and other current assets	(12)	(11)	12	11
Noncurrent receivables	-	(2)	-	2
	(3,138)	(3,491)	3,138	3,491
Loans payable	30	324	(30)	(324)
Accounts payable and accrued expenses	1,086	1,865	(1,086)	(1,865)
Long-term debt (including current maturities)	6,215	4,917	(6,215)	(4,917)
Lease liabilities (including current portion)	762	657	(762)	(657)
Other noncurrent liabilities	54	48	(54)	(48)
	8,147	7,811	(8,147)	(7,811)
	P5,009	P4,320	(P5,009)	(P4,320)

Exposures to foreign exchange rates vary during the period depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's foreign currency risk.

Commodity Price Risk

Commodity price risk is the risk that future cash flows from a financial instrument will fluctuate because of changes in commodity prices.

The Group enters into various commodity derivatives to manage its price risks on strategic commodities. Commodity hedging allows stability in prices, thus offsetting the risk of volatile market fluctuations. Through hedging, prices of commodities are fixed at levels acceptable to the Group, thus protecting raw material cost and preserving margins. For hedging transactions, if prices go down, hedge positions may show marked-to-market losses; however, any loss in the marked-to-market position is offset by the resulting lower physical raw material cost.

The Parent Company enters into commodity derivative transactions on behalf of its subsidiaries to reduce cost by optimizing purchasing synergies within the Group and managing inventory levels of common materials.

Commodity Swaps, Futures and Options. Commodity swaps, futures and options are used to manage the Group's exposures to volatility in prices of certain commodities such as fuel oil, crude oil, coal, aluminum, soybean meal and wheat.

Commodity Forwards. The Group enters into forward purchases of various commodities. The prices of the commodity forwards are fixed either through direct agreement with suppliers or by reference to a relevant commodity price index.

Liquidity Risk

Liquidity risk pertains to the risk that the Group will encounter difficulty to meet payment obligations when they fall due under normal and stress circumstances.

The Group's objectives to manage its liquidity risk are as follows: a) to ensure that adequate funding is available at all times; b) to meet commitments as they arise without incurring unnecessary costs; c) to be able to access funding when needed at the least possible cost; and d) to maintain an adequate time spread of refinancing maturities.

The Group constantly monitors and manages its liquidity position, liquidity gaps and surplus on a daily basis. A committed stand-by credit facility from several local banks is also available to ensure availability of funds when necessary. The Group also uses derivative instruments such as forwards and swaps to manage liquidity.

The table below summarizes the maturity profile of the Group's financial assets and financial liabilities based on contractual undiscounted receipts and payments used for liquidity management.

March 31, 2022	Carrying Amount	Contractual Cash Flow	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	Over 5 Years
Financial Assets						
Cash and cash equivalents	P301,385	P301,385	P301,385	P -	P -	P -
Trade and other receivables - net	184,288	184,288	184,288	-	-	-
Derivative assets (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	2,727	2,727	1,970	35	722	-
Financial assets at FVPL (included under "Prepaid expenses and other current assets" account)	301	301	301	-	-	-
Financial assets at fair value through other comprehensive income (FVOCI) (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	41,967	41,970	49	-	-	41,921
Financial assets at amortized cost (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	577	577	547	30	-	-
Noncurrent receivables and deposits - net (included under "Other noncurrent assets - net" account)	32,405	33,053	-	7,238	20,611	5,204
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	14,139	14,139	12,035	764	-	1,340
Financial Liabilities						
Loans payable	174,638	175,131	175,131	-	-	-
Accounts payable and accrued expenses (excluding current retirement liabilities, derivative liabilities, infrastructure retirement obligation (IRO), asset retirement obligation (ARO), deferred income and other current non-financial liabilities)	197,918	197,918	197,918	-	-	-
Derivative liabilities (included under "Accounts payable and accrued expenses" and "Other noncurrent liabilities" accounts)	3,620	3,620	3,257	2	361	-
Long-term debt (including current maturities)	858,149	996,147	185,051	150,980	484,277	175,839
Lease liabilities (including current portion)	88,698	109,395	25,726	23,485	33,083	27,101
Other noncurrent liabilities (excluding noncurrent retirement liabilities, derivative liabilities, IRO, ARO, mine rehabilitation obligation (MRO), deferred income and other noncurrent non-financial liabilities)	8,093	8,094	-	3,172	3,863	1,059

December 31, 2021	Carrying Amount	Contractual Cash Flow	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	Over 5 Years
Financial Assets						
Cash and cash equivalents	P300,030	P300,030	P300,030	P -	P -	P -
Trade and other receivables - net	161,808	161,808	161,808	-	-	-
Derivative assets (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	1,529	1,529	870	61	598	-
Financial assets at FVPL (included under "Prepaid expenses and other current assets" account)	298	298	298	-	-	-
Financial assets at FVOCI (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	41,982	42,016	47	32	-	41,937
Financial assets at amortized cost (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	577	586	556	30	-	-
Noncurrent receivables and deposits - net (included under "Other noncurrent assets - net" account)	32,310	32,902	-	7,085	20,475	5,342
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	12,965	12,965	10,872	629	-	1,464
Financial Liabilities						
Loans payable	190,779	191,186	191,186	-	-	-
Accounts payable and accrued expenses (excluding current retirement liabilities, derivative liabilities, IRO, ARO, deferred income and other current non-financial liabilities)	191,864	191,864	191,864	-	-	-
Derivative liabilities (included under "Accounts payable and accrued expenses" and "Other noncurrent liabilities" accounts)	1,992	1,992	1,247	23	722	-
Long-term debt (including current maturities)	813,965	946,870	123,060	206,989	433,488	183,333
Lease liabilities (including current portion)	94,992	120,223	27,788	23,175	36,545	32,715
Other noncurrent liabilities (excluding noncurrent retirement liabilities, derivative liabilities, IRO, ARO, MRO, deferred income and other noncurrent non-financial liabilities)	7,897	8,097	-	3,453	3,553	1,091

Credit Risk

Credit risk is the risk of financial loss to the Group when a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from trade and other receivables and investment securities. The Group manages its credit risk mainly through the application of transaction limits and close risk monitoring. It is the Group's policy to enter into transactions with a wide diversity of creditworthy counterparties to mitigate any significant concentration of credit risk.

The Group has regular internal control reviews to monitor the granting of credit and management of credit exposures.

Trade and Other Receivables

The exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on the credit risk.

The Group obtains collateral or arranges master netting agreements, where appropriate, so that in the event of default, the Group would have a secured claim.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the standard payment and delivery terms and conditions are offered. The Group ensures that sales on account are made to customers with appropriate credit history. The Group has detailed credit criteria and several layers of credit approval requirements before engaging a particular customer or counterparty. The review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer and are reviewed on a regular basis. Customers that fail to meet the benchmark creditworthiness may transact with the Group only on a prepayment basis.

Investment in Debt Instruments

The Group limits its exposure to credit risk by investing only in liquid debt instruments with counterparties that have high credit ratings. The Group monitors changes in credit risk by tracking published external credit ratings. To determine whether published ratings remain up to date and to assess whether there has been a significant increase in credit risk at the reporting date that has not been reflected in published ratings, the Group supplements this by reviewing changes in bond yields.

Credit Quality

In monitoring and controlling credit extended to counterparty, the Group adopts a comprehensive credit rating system based on financial and non-financial assessments of its customers. Financial factors being considered comprised of the financial standing of the customer while the non-financial aspects include but are not limited to the assessment of the customer's nature of business, management profile, industry background, payment habit and both present and potential business dealings with the Group.

The credit quality of financial assets is being managed by the Group using internal credit ratings. Credit quality of the financial assets were determined as follows:

High grade includes deposits or placements to reputable banks and companies with good credit standing. High grade financial assets include cash and cash equivalents and derivative assets.

Standard grade pertains to receivables from counterparties with satisfactory financial capability and credit standing based on historical data, current conditions and the Group's view of forward-looking information over the expected lives of the receivables. Standard grade financial assets include trade and other receivables and noncurrent receivables and deposits.

Receivables with high probability of delinquency and default were fully provided with allowance for impairment losses.

Financial information on the Group's maximum exposure to credit risk, without considering the effects of collaterals and other risk mitigation techniques, is presented below.

	March 31, 2022	December 31, 2021
Cash and cash equivalents (excluding cash on hand)	P299,968	P298,783
Trade and other receivables - net	184,288	161,808
Derivative assets	2,727	1,529
Investment in debt instruments at FVOCI	46	46
Investment in debt instruments at amortized cost	577	577
Noncurrent receivables and deposits - net	32,405	32,310
Restricted cash	14,139	12,965
	P534,150	P508,018

The table below presents the Group's exposure to credit risk and shows the credit quality of the financial assets by indicating whether the financial assets are subjected to 12-month expected credit loss (ECL) or lifetime ECL. Assets that are credit-impaired are separately presented.

March 31, 2022						
	Financial Assets at Amortized Cost			Financial Assets at FVPL	Financial Assets at FVOCI	Total
	12-Month ECL	Lifetime ECL not Credit Impaired	Lifetime ECL Credit Impaired			
Cash and cash equivalents (excluding cash on hand)	P299,968	P -	P -	P -	P -	P299,968
Trade and other receivables	184,288	-	13,304	-	-	197,592
Derivative assets	-	-	-	1,908	819	2,727
Investment in debt instruments at FVOCI	-	-	-	-	46	46
Investment in debt instruments at amortized cost	547	30	-	-	-	577
Noncurrent receivables and deposits	-	32,405	574	-	-	32,979
Restricted cash	12,035	2,104	-	-	-	14,139

December 31, 2021						
	Financial Assets at Amortized Cost			Financial Assets at FVPL	Financial Assets at FVOCI	Total
	12-Month ECL	Lifetime ECL not Credit Impaired	Lifetime ECL Credit Impaired			
Cash and cash equivalents (excluding cash on hand)	P298,783	P -	P -	P -	P -	P298,783
Trade and other receivables	161,808	-	13,268	-	-	175,076
Derivative assets	-	-	-	851	678	1,529
Investment in debt instruments at FVOCI	-	-	-	-	46	46
Investment in debt instruments at amortized cost	547	30	-	-	-	577
Noncurrent receivables and deposits	-	32,310	572	-	-	32,882
Restricted cash	10,872	2,093	-	-	-	12,965

The aging of receivables is as follows:

March 31, 2022	Amounts Owed by Related Parties			Total
	Trade	Non-trade		
Current	P83,935	P36,134	P14,305	P134,374
Past due:				
1 - 30 days	7,897	3,697	431	12,025
31 - 60 days	3,583	700	22	4,305
61 - 90 days	1,481	626	511	2,618
Over 90 days	19,331	23,971	968	44,270
	P116,227	P65,128	P16,237	P197,592

December 31, 2021	Amounts Owed by Related Parties			Total
	Trade	Non-trade		
Current	P69,571	P30,459	P14,151	P114,181
Past due:				
1 - 30 days	10,052	1,063	386	11,501
31 - 60 days	3,135	1,790	37	4,962
61 - 90 days	1,947	2,418	30	4,395
Over 90 days	14,351	24,727	959	40,037
	P99,056	P60,457	P15,563	P175,076

Various collaterals for trade receivables such as bank guarantees, time deposits and real estate mortgages are held by the Group for certain credit limits.

The Group believes that the unimpaired amounts that are past due by more than 30 days are still collectible based on historical payment behavior and analyses of the underlying customer credit ratings. There are no significant changes in their credit quality.

The Group computes impairment loss on receivables based on past collection experience, current circumstances and the impact of future economic conditions, if any, available at the reporting period. There are no significant changes in the credit quality of the counterparties during the period.

The Group's cash and cash equivalents, derivative assets, investment in debt instruments at FVOCI, investment in debt instruments at amortized cost and restricted cash are placed with reputable entities with high quality external credit ratings.

The Group's exposure to credit risk arises from default of counterparty. Generally, the maximum credit risk exposure of trade and other receivables and noncurrent receivables and deposits is its carrying amount without considering collaterals or credit enhancements, if any. The Group has no significant concentration of credit risk since the Group deals with a large number of homogenous counterparties.

The Group does not execute any credit guarantee in favor of any counterparty.

Financial and Other Risks Relating to Livestock

The Group is exposed to financial risks arising from the change in cost and supply of feed ingredients and the selling prices of chicken, hogs and cattle and related products, all of which are determined by constantly changing market forces such as supply and demand and other factors. The other factors include environmental regulations, weather conditions and livestock diseases for which the Group has little control. The mitigating factors are listed below:

- The Group is subject to risks affecting the food industry, generally, including risks posed by food spoilage and contamination. Specifically, the fresh meat industry is regulated by environmental, health and food safety organizations and regulatory sanctions. The Group has put into place systems to monitor food safety risks throughout all stages of manufacturing and processing to mitigate these risks. Furthermore, representatives from the government regulatory agencies are present at all times during the processing of dressed chicken, hogs and cattle in all dressing and meat plants and issue certificates accordingly. The authorities, however, may impose additional regulatory requirements that may require significant capital investment at short notice.
- The Group is subject to risks relating to its ability to maintain animal health status considering that it has no control over neighboring livestock farms. Livestock health problems could adversely impact production and consumer confidence. However, the Group monitors the health of its livestock on a daily basis and proper procedures are put in place.
- The livestock industry is exposed to risk associated with the supply and price of raw materials, mainly grain prices. Grain prices fluctuate depending on the harvest results. The shortage in the supply of grain will result in adverse fluctuation in the price of grain and will ultimately increase the Group's production cost. If necessary, the Group enters into forward contracts to secure the supply of raw materials at a reasonable price.

Other Market Price Risk

The Group's market price risk arises from its investments carried at fair value (financial assets at FVPL and FVOCI). The Group manages its risk arising from changes in market price by monitoring the changes in the market price of the investments.

Capital Management

The Group maintains a sound capital base to ensure its ability to continue as a going concern, thereby continue to provide returns to stockholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The Group manages its capital structure and makes adjustments in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

The Group monitors capital on the basis of debt-to-equity ratio, which is calculated as total debt divided by total equity. Total debt is defined as total current liabilities and total noncurrent liabilities, while equity is total equity as shown in the consolidated statements of financial position.

The BOD has overall responsibility for monitoring capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the external environment and the risks underlying the Group's business, operation and industry.

The Group, except for BOC which is subject to certain capitalization requirements by the Bangko Sentral ng Pilipinas, is not subject to externally imposed capital requirements.

10. Financial Assets and Financial Liabilities

Recognition and Initial Measurement. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position when it becomes a party to the contractual provisions of the instrument.

A financial asset (unless a trade receivable without a significant financing component) or financial liability is initially measured at the fair value of the consideration given or received. The initial measurement of financial instruments, except for those designated as at FVPL, includes transaction costs. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial Assets

The Group classifies its financial assets, at initial recognition, as subsequently measured at amortized cost, FVOCI and FVPL. The classification depends on the contractual cash flow characteristics of the financial assets and the business model of the Group for managing the financial assets.

Subsequent to initial recognition, financial assets are not reclassified unless the Group changes the business model for managing financial assets. All affected financial assets are reclassified on the first day of the reporting period following the change in the business model.

The business model refers to how the Group manages the financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Group considers the following information in assessing the objective of the business model in which a financial asset is held at a portfolio level, which reflects the way the business is managed and information is provided to management:

- the stated policies and objectives for the portfolio and the operation of those policies in practice;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how employees of the business are compensated; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

The Group considers the contractual terms of the instrument in assessing whether the contractual cash flows are solely payments of principal and interest. For purposes of this assessment, "principal" is defined as the fair value of the financial asset on initial recognition. "Interest" is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as profit margin. The assessment includes whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. The Group considers the following in making the assessment:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

For purposes of subsequent measurement, financial assets are classified in the following categories: financial assets at amortized cost, financial assets at FVOCI (with or without recycling of cumulative gains and losses) and financial assets at FVPL.

Financial Assets at Amortized Cost. A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVPL:

- it is held within a business model with the objective of holding financial assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely

payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in the consolidated statements of income when the financial asset is derecognized, modified or impaired.

The Group's cash and cash equivalents, trade and other receivables, investment in debt instruments at amortized cost, noncurrent receivables and deposits, and restricted cash are included under this category.

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

Financial Assets at FVOCI. Investment in debt instruments is measured at FVOCI if it meets both of the following conditions and is not designated as at FVPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in the fair value in other comprehensive income. This election is made on an instrument-by-instrument basis.

Financial assets at FVOCI are subsequently measured at fair value. Changes in fair value are recognized in other comprehensive income.

Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment on investment in debt instruments are recognized in the consolidated statements of income. When investment in debt instruments at FVOCI is derecognized, the related accumulated gains or losses previously reported in the consolidated statements of changes in equity are transferred to and recognized in the consolidated statements of income.

Dividends earned on holding an investment in equity instrument are recognized as dividend income in the consolidated statements of income when the right to receive the payment has been established, unless the dividend clearly represents a recovery of the part of the cost of the investment. When investment in equity instruments at FVOCI is derecognized, the related accumulated gains or losses previously reported in the consolidated statements of changes in equity are never reclassified to the consolidated statements of income.

The Group's investments in equity and debt instruments at FVOCI are classified under this category.

Financial Assets at FVPL. All financial assets not classified as measured at amortized cost or FVOCI are measured at FVPL. This includes derivative financial assets that are not designated as cash flow hedge. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVPL.

At initial recognition, the Group may irrevocably designate a financial asset as at FVPL if the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on different bases.

The Group carries financial assets at FVPL using their fair values. Attributable transaction costs are recognized in the consolidated statements of income as incurred. Changes in fair value and realized gains or losses are recognized in the consolidated statements of income. Fair value changes from derivatives accounted for as part of an effective cash flow hedge are recognized in other comprehensive income. Any interest earned from investment in debt instrument designated as at FVPL is recognized in the consolidated statements of income. Any dividend income from investment in equity instrument is recognized in the consolidated statements of income when the right to receive payment has been established, unless the dividend clearly represents a recovery of the part of the cost of the investment.

The Group's derivative assets that are not designated as cash flow hedge and investments in equity instruments at FVPL are classified under this category.

Financial Liabilities

The Group determines the classification of its financial liabilities, at initial recognition, in the following categories: financial liabilities at FVPL and other financial liabilities. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

Financial Liabilities at FVPL. Financial liabilities are classified under this category through the fair value option. Derivative instruments (including embedded derivatives) with negative fair values, except those covered by hedge accounting relationships, are also classified under this category.

The Group carries financial liabilities at FVPL using their fair values and reports fair value changes in the consolidated statements of income. Fair value changes from derivatives accounted for as part of an effective accounting hedge are recognized in other comprehensive income and presented in the consolidated statements of changes in equity. Any interest expense incurred is recognized as part of "Interest expense and other financing charges" account in the consolidated statements of income.

The Group's derivative liabilities that are not designated as cash flow hedge are classified under this category.

Other Financial Liabilities. This category pertains to financial liabilities that are not designated or classified as at FVPL. After initial measurement, other financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any premium or discount and any directly attributable transaction costs that are considered an integral part of the effective interest rate of the liability. The effective interest rate amortization is included in "Interest expense and other financing charges" account in the consolidated statements of income. Gains and losses are recognized in the consolidated statements of income when the liabilities are derecognized as well as through the amortization process.

Debt issue costs are considered as an adjustment to the effective yield of the related debt and are deferred and amortized using the effective interest method. When a loan is paid, the related unamortized debt issue costs at the date of repayment are recognized in the consolidated statements of income.

The Group's liabilities arising from its trade transactions or borrowings such as loans payable, accounts payable and accrued expenses, long-term debt, lease liabilities and other noncurrent liabilities are included under this category.

Derecognition of Financial Assets and Financial Liabilities

Financial Assets. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement; and either: (a) has transferred substantially all the risks and rewards of the asset; or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group’s continuing involvement. In that case, the Group also recognizes the associated liability. The transferred asset and the associated liability are measured on the basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group is required to repay.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statements of income.

Impairment of Financial Assets

The Group recognizes allowance for ECL on financial assets at amortized cost and investments in debt instruments at FVOCI.

ECLs are probability-weighted estimates of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive), discounted at the effective interest rate of the financial asset, and reflects reasonable and supportable information that is available without undue cost or effort about past events, current conditions and forecasts of future economic conditions.

The Group recognizes an allowance for impairment based on either 12-month or lifetime ECLs, depending on whether there has been a significant increase in credit risk since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward-looking information.

The Group recognizes lifetime ECLs for receivables that do not contain significant financing component. The Group uses provision matrix that is based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the borrowers and the

economic environment.

At each reporting date, the Group assesses whether these financial assets at amortized cost and investments in debt instruments at FVOCI are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the restructuring of a financial asset by the Group on terms that the Group would not consider otherwise;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for that financial asset because of financial difficulties.

The Group considers a financial asset to be in default when a counterparty fails to pay its contractual obligations, or there is a breach of other contractual terms, such as covenants.

The Group directly reduces the gross carrying amount of a financial asset when there is no reasonable expectation of recovering the contractual cash flows on a financial asset, either partially or in full. This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

The ECLs on financial assets at amortized cost are recognized as allowance for impairment losses against the gross carrying amount of the financial asset, with the resulting impairment losses (or reversals) recognized in the consolidated statements of income. The ECLs on investments in debt instruments at FVOCI are recognized as accumulated impairment losses in other comprehensive income, with the resulting impairment losses (or reversals) recognized in the consolidated statements of income.

Classification of Financial Instruments between Liability and Equity

Financial instruments are classified as liability or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

A financial instrument is classified as liability if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity;
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole or in part, the amount separately determined as the fair value of the liability component on the date of issue.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

The table below presents a comparison by category of the carrying amounts and fair values of the Group's financial instruments:

	March 31, 2022		December 31, 2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash and cash equivalents	P301,385	P301,385	P300,030	P300,030
Trade and other receivables - net	184,288	184,288	161,808	161,808
Derivative assets (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	2,727	2,727	1,529	1,529
Financial assets at FVPL (included under "Prepaid expenses and other current assets" account)	301	301	298	298
Financial assets at FVOCI (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	41,967	41,967	41,982	41,982
Financial assets at amortized cost (included under "Prepaid expenses and other current assets" and "Investments in equity and debt instruments" accounts)	577	577	577	577
Noncurrent receivables and deposits - net (included under "Other noncurrent assets - net" account)	32,405	32,405	32,310	32,310
Restricted cash (included under "Prepaid expenses and other current assets" and "Other noncurrent assets - net" accounts)	14,139	14,139	12,965	12,965
Financial Liabilities				
Loans payable	174,638	174,638	190,779	190,779
Accounts payable and accrued expenses (excluding current retirement liabilities, derivative liabilities, IRO, ARO, deferred income and other current non-financial liabilities)	197,918	197,918	191,864	191,864
Derivative liabilities (included under "Accounts payable and accrued expenses" and "Other noncurrent liabilities" accounts)	3,620	3,620	1,992	1,992
Long-term debt (including current maturities)	858,149	883,008	813,965	854,665
Lease liabilities (including current portion)	88,698	88,698	94,992	94,992
Other noncurrent liabilities (excluding noncurrent retirement liabilities, derivative liabilities, IRO, ARO, MRO, deferred income and other noncurrent non-financial liabilities)	8,093	8,093	7,897	7,897

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

Cash and Cash Equivalents, Trade and Other Receivables, Noncurrent Receivables and Deposits and Restricted Cash. The carrying amount of cash and cash equivalents, and trade and other receivables approximates fair value primarily due to the relatively short-term maturities of these financial instruments. In the case of noncurrent receivables and deposits and restricted cash, the fair value is based on the present value of expected future cash flows using the applicable discount rates based on current market rates of identical or similar quoted instruments.

Derivatives. The fair values of forward exchange contracts are calculated by reference to current forward exchange rates. In the case of freestanding currency and commodity derivatives, the fair values are determined based on quoted prices obtained from their respective active markets. Fair values for stand-alone derivative instruments that are not quoted from an active market and for embedded derivatives are based on valuation models used for similar instruments using both observable and non-observable inputs.

Financial Assets at FVPL and Financial Assets at FVOCI. The fair values of publicly traded instruments and similar investments are based on quoted market prices in an active market. For debt instruments with no quoted market prices, a reasonable estimate of their fair values is calculated based on the expected cash flows from the instruments discounted using the applicable discount rates of comparable instruments quoted in active markets.

Loans Payable and Accounts Payable and Accrued Expenses. The carrying amount of loans payable and accounts payable and accrued expenses approximates fair value due to the relatively short-term maturities of these financial instruments.

Long-term Debt, Lease Liabilities and Other Noncurrent Liabilities. The fair value of interest-bearing fixed-rate loans is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as at reporting date. Discount rates used for Philippine peso-denominated loans range from 1.1% to 5.8% and 1.0% to 4.8% as at March 31, 2022 and December 31, 2021, respectively. The discount rates used for foreign currency-denominated loans range from 0.5% to 2.5% and 0.3% to 1.5% as at March 31, 2022 and December 31, 2021, respectively. The carrying amounts of floating rate loans with quarterly interest rate repricing approximate their fair values.

Derivative Financial Instruments and Hedge Accounting

The Group uses derivative financial instruments, such as forwards, swaps and options to manage its exposure on foreign currency, interest rate and commodity price risks. Derivative financial instruments are initially recognized at fair value on the date the derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of derivatives that are not designated as hedging instruments are recognized in the consolidated statements of income.

Freestanding Derivatives

The Group designates certain derivatives as hedging instruments to hedge the exposure to variability in cash flows associated with recognized liabilities arising from changes in foreign exchange rates and interest rates.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedging instrument are expected to offset the changes in cash flows of the hedged item.

Cash Flow Hedge. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and presented in the "Hedging reserve" account in the consolidated statements of changes in equity. The effective portion of changes in the fair value of the derivative that is recognized in other comprehensive income is limited to the cumulative change in fair value of the hedged item. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the consolidated statements of income.

The Group designates only the intrinsic value of options and the change in fair value of the spot element of forward contracts as the hedging instrument in cash flow hedging

relationships. The change in fair value of the time value of options, the forward element of forward contracts and the foreign currency basis spread of financial instruments are separately accounted for as cost of hedging and recognized in other comprehensive income. The cost of hedging is removed from other comprehensive income and recognized in the consolidated statements of income, either over the period of the hedge if the hedge is time related, or when the hedged transaction affects the consolidated statements of income if the hedge is transaction related.

When the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is transferred and included in the initial cost of the hedged asset or liability. For all other hedged transactions, the amount accumulated in equity is reclassified to the consolidated statements of income as a reclassification adjustment in the same period or periods during which the hedged cash flows affect the consolidated statements of income.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument expires, is sold, is terminated or is exercised, hedge accounting is discontinued prospectively. The amount that has been accumulated in equity is: (a) retained until it is included in the cost of non-financial item on initial recognition, for a hedge of a transaction resulting in the recognition of a non-financial item; or (b) reclassified to the consolidated statements of income as a reclassification adjustment in the same period or periods as the hedged cash flows affect the consolidated statements of income, for other cash flow hedges. If the hedged future cash flows are no longer expected to occur, the amounts that have been accumulated in equity are immediately reclassified to the consolidated statements of income.

Embedded Derivatives

The Group assesses whether embedded derivatives are required to be separated from the host contracts when the Group becomes a party to the contract.

An embedded derivative is separated from the host contract and accounted for as a derivative if all of the following conditions are met:

- (a) the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract;
- (b) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- (c) the hybrid or combined instrument is not recognized as at FVPL.

However, an embedded derivative is not separated if the host contract is a financial asset.

Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Embedded derivatives that are bifurcated from the host contracts are accounted for either as financial assets or financial liabilities at FVPL.

Derivative Instruments Accounted for as Cash Flow Hedges

The Group designated the following derivative financial instruments as cash flow hedges:

March 31, 2022	Maturity			Total
	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	
Foreign currency risk:				
Call spread swaps:				
Notional amount	US\$100	US\$ -	US\$190	US\$290
Average strike rate	P51.96 to P56.15	-	P48.00 to P53.70	
Foreign currency and interest rate risks:				
Cross currency swap:				
Notional amount	US\$20	US\$240	US\$40	US\$300
Average strike rate	P47.00 to P57.50	P47.00 to P56.50	P47.00 to P56.50	
Fixed interest rate	4.19% to 5.75%	4.19% to 5.80%	3.60% to 5.75%	
Interest rate risk:				
Interest rate collar:				
Notional amount	US\$15	US\$30	US\$215	US\$260
Interest rate	0.44% to 1.99%	0.44% to 1.99%	0.44% to 2.00%	

December 31, 2021	Maturity			Total
	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	
Foreign currency risk				
Call spread swaps:				
Notional amount	US\$40	US\$60	US\$190	US\$290
Average strike rate	P51.96 to P54.47	P52.95 to P56.15	P48.00 to P53.70	
Foreign currency and interest rate risks:				
Cross currency swap:				
Notional amount	US\$20	US\$240	US\$40	US\$300
Average strike rate	P47.00 to P57.00	P47.00 to P56.50	P47.00 to P56.50	
Fixed interest rate	4.19% to 5.75%	4.19% to 5.80%	3.60% to 5.75%	
Interest rate risk:				
Interest rate collar:				
Notional amount	US\$15	US\$30	US\$15	US\$60
Interest rate	0.44% to 1.99%	0.44% to 1.99%	0.44% to 1.99%	

The following are the amounts relating to hedged items:

March 31, 2022	Change in Fair Value Used for Measuring Hedge Ineffectiveness	Hedging Reserve	Cost of Hedging Reserve
Foreign currency risk:			
US dollar-denominated borrowings	(P152)	P -	(P288)
Foreign currency and interest rate risks:			
US dollar-denominated borrowings	(384)	(635)	537
Interest rate risk:			
US dollar-denominated borrowings	(26)	19	-

December 31, 2021	Change in Fair Value Used for Measuring Hedge Ineffectiveness	Hedging Reserve	Cost of Hedging Reserve
Foreign currency risk:			
US dollar-denominated borrowings	(P577)	P -	(P304)
Foreign currency and interest rate risks:			
US dollar-denominated borrowings	(680)	(802)	576
Interest rate risk:			
US dollar-denominated borrowings	4	(3)	-

There are no amounts remaining in the hedging reserve from hedging relationships for which hedge accounting is no longer applied.

The following are the amounts related to the designated hedging instruments:

	Notional Amount	Carrying Amount		Line Item in the Consolidated Statement of Financial Position where the Hedging Instrument is Included	Changes in the Fair Value of the Hedging Instrument Recognized in Other Comprehensive Income	Cost of Hedging Recognized in Other Comprehensive Income	Amount Reclassified from Hedging Reserve to the Consolidated Statement of Income	Amount Reclassified from Cost of Hedging Reserve to the Consolidated Statement of Income	Line Item in the Consolidated Statement of Income Affected by the Reclassification
March 31, 2022		Assets	Liabilities						
Foreign currency risk: Call spread swaps	US\$290	P597	P6	Prepaid expenses and other current assets, Other noncurrent assets - net, and Accounts payable and accrued expenses	P152	(P172)	(P141)	P52	Interest expense and other financing charges, and Other charges - net
Foreign currency and interest rate risks: Cross currency swap	300	168	403	Other noncurrent assets - net, Accounts payable and accrued expenses and Other noncurrent liabilities	384	24	(79)	26	Interest expense and other financing charges, and Other charges - net
Interest rate risk: Interest rate collar	260	54	1	Prepaid expenses and other current assets, Other noncurrent assets - net and Other noncurrent liabilities	26	9	-	3	Interest expense and other financing charges
December 31, 2021		Assets	Liabilities						
Foreign currency risk: Call spread swaps	US\$290	P635	P12	Prepaid expenses and other current assets, Other noncurrent assets - net and Accounts payable and accrued expenses	P577	(P497)	(P597)	P194	Interest expense and other financing charges and Other charges - net
Foreign currency and interest rate risks: Cross currency swap	300	42	817	Other noncurrent assets - net, Accounts payable and accrued expenses and Other noncurrent liabilities	680	(340)	(476)	168	Interest expense and other financing charges and Other charges - net
Interest rate risk: Interest rate collar	60	1	5	Other noncurrent assets - net, and Accounts payable and accrued expenses	(4)	(16)	-	16	Interest expense and other financing charges

No ineffectiveness was recognized in the 2022 and 2021 consolidated statements of income.

The table below provides a reconciliation by risk category of components of equity and analysis of other comprehensive income items, net of tax, resulting from cash flow hedge accounting.

	March 31, 2022		December 31, 2021	
	Hedging Reserve	Cost of Hedging Reserve	Hedging Reserve	Cost of Hedging Reserve
Beginning balance	(P805)	P272	(P1,271)	P570
Changes in fair value:				
Foreign currency risk	141	(172)	597	(497)
Foreign currency risk and interest rate risks	473	24	1,195	(340)
Interest rate risk	29	9	24	(16)
Amount reclassified to profit or loss	(220)	81	(1,073)	378
Tax effect	(234)	35	(277)	177
Ending balance	(P616)	P249	(P805)	P272

Derivative Instruments Not Designated as Hedges

The Group enters into certain derivatives as economic hedges of certain underlying exposures. These include freestanding and embedded derivatives found in host contracts, which are not designated as accounting hedges. Changes in fair value of these instruments are accounted for directly in the consolidated statements of income. Details are as follows:

Freestanding Derivatives

Freestanding derivatives consist of interest rate, foreign currency and commodity derivatives entered into by the Group.

Currency Forwards

The Group has outstanding foreign currency forward contracts with aggregate notional amount of US\$1,036 and US\$748 as at March 31, 2022 and December 31, 2021, respectively, and with various maturities in 2022. The net positive (negative) fair value of these currency forwards amounted to (P124) and P380 as at March 31, 2022 and December 31, 2021, respectively.

Currency Options

The Group has outstanding currency options with an aggregate notional amount of US\$1,344 and US\$400 as at March 31, 2022 and December 31, 2021, respectively, and with various maturities in 2022. The net negative fair value of these currency options amounted to P69 and P7 as at March 31, 2022 and December 31, 2021, respectively.

Commodity Swaps

The Group has outstanding swap agreements covering its fuel oil and coal requirements, with various maturities in 2022 and 2023. Under the agreements, payment is made either by the Group or its counterparty for the difference between the hedged fixed price and the relevant price index.

The outstanding notional quantity of fuel oil were 21.8 million barrels and 24.6 million barrels as at March 31, 2022 and December 31, 2021, respectively. The net negative fair value of these swaps amounted to P1,631 and P533 as at March 31, 2022 and December 31, 2021, respectively.

The outstanding notional quantity coal were 102,000 metric tons and 96,000 metric tons as at March 31, 2022 and December 31, 2021, respectively. The positive fair value of these swaps amounted to P663 and P62 as at March 31, 2022 and December 31, 2021, respectively.

Embedded Derivatives

The Group's embedded derivatives include currency forwards embedded in non-financial contracts.

Embedded Currency Forwards

The total outstanding notional amount of currency forwards embedded in non-financial contracts amounted to US\$266 and US\$260 as at March 31, 2022 and December 31, 2021, respectively. These non-financial contracts consist mainly of foreign currency-denominated purchase orders, sales agreements and capital expenditures. The embedded forwards are not clearly and closely related to their respective host contracts. The net negative fair value of these embedded currency forwards amounted to P148 and P209 as at March 31, 2022 and December 31, 2021, respectively.

The Group recognized marked-to-market losses from freestanding and embedded derivatives amounting to P8,547, P3,896 and P9,427 for the periods ended March 31, 2022 and 2021, and December 31, 2021, respectively (Note 4).

Fair Value Changes on Derivatives

The net movements in fair value of all derivative instruments are as follows:

	March 31, 2022	December 31, 2021
Balance at beginning of year	(P463)	(P3,263)
Net change in fair value of derivatives:		
Designated as accounting hedge	387	1,492
Not designated as accounting hedge	(8,541)	(9,366)
	(8,617)	(11,137)
Less fair value of settled instruments	(7,724)	(10,674)
Balance at end of period	(P893)	(P463)

Fair Value Measurements

The Group measures financial and non-financial assets and liabilities at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: (a) in the principal market for the asset or liability; or (b) in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or most advantageous market must be accessible to the Group.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for

the asset or liability, either directly or indirectly; and

Level 3: inputs for the asset or liability that are not based on observable market data.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing the categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

Fair Value Hierarchy

Financial assets and financial liabilities measured at fair value in the consolidated statements of financial position are categorized in accordance with the fair value hierarchy. This hierarchy groups financial assets and financial liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and financial liabilities.

The table below analyzes financial instruments carried at fair value by valuation method:

	March 31, 2022			December 31, 2021		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Financial Assets						
Derivative assets	P -	P2,727	P2,727	P -	P1,529	P1,529
Financial assets at FVPL	-	301	301	-	298	298
Financial assets at FVOCI	779	41,188	41,967	777	41,205	41,982
Financial Liabilities						
Derivative liabilities	-	3,620	3,620	-	1,992	1,992

The Group has no financial instruments valued based on Level 3 as at March 31, 2022 and December 31, 2021. For the period ended March 31, 2022 and for the year ended December 31, 2021, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurement.

11. Event After the Reporting Date

Payment of Fixed Rate Peso-Denominated Series D Bonds by the Parent Company

On April 7, 2022, the Parent Company paid the P10,000 Series D fixed rate Peso-denominated bonds issued in 2017. The Series D Bonds were paid using the proceeds from the short-term loan facilities.

12. Other Matters**a. Commitments**

The outstanding purchase commitments of the Group amounted to P195,589 and P154,461 as at March 31, 2022 and December 31, 2021, respectively.

Amounts authorized but not yet disbursed for capital projects were approximately P407,809 and P320,973 as at March 31, 2022 and December 31, 2021, respectively.

These consist of construction, acquisition, upgrade or repair of fixed assets needed for normal operations of the business. The fund to be used for these projects will come from available cash, short-term loans and long-term debt.

- b.** There were no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows, except those stated in Management's Discussion and Analysis of Financial Position and Financial Performance.
- c.** There were no material changes in estimates of amounts reported in prior financial years.
- d.** The effect of Coronavirus Disease 2019 pandemic and Russia-Ukraine conflict in the performance of the Group as at first quarter of 2022 are discussed in the Management's Discussion and Analysis of Financial Position and Financial Performance.
- e.** Certain accounts in prior years have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported financial performance for any period.

SAN MIGUEL CORPORATION AND SUBSIDIARIES

FINANCIAL SOUNDNESS INDICATORS

The following are the major performance measures that San Miguel Corporation and Subsidiaries (the Group) uses. Analyses are employed by comparisons and measurements based on the financial data as of March 31, 2022 and December 31, 2021 for liquidity, solvency and profitability ratios and for the periods ending March 31, 2022 and 2021 for operating efficiency ratios.

	March 2022	December 2021
<u>Liquidity:</u>		
Current Ratio	1.28	1.36
Quick Ratio	0.84	0.88
<u>Solvency:</u>		
Debt to Equity Ratio	2.04	2.01
Asset to Equity Ratio	3.04	3.01
<u>Profitability:</u>		
Return on Average Equity Attributable to Equity Holders of the Parent Company	3.34%	4.09%
Interest Rate Coverage Ratio	2.63	2.34
Return on Assets	2.17%	2.43%
	Period Ended March 31	
	2022	2021
<u>Operating Efficiency:</u>		
Volume Growth (Decline)	16%	(7%)
Revenue Growth (Decline)	57%	(6%)
Operating Margin	13%	16%

The manner by which the Group calculates the key performance indicators is as follows:

KPI	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Quick Ratio	$\frac{\text{Current Assets} - \text{Inventory} - \text{Current Portion of Biological Assets} - \text{Prepayments}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Total Liabilities (Current + Noncurrent)}}{\text{Equity}}$
Asset to Equity Ratio	$\frac{\text{Total Assets (Current + Noncurrent)}}{\text{Equity}}$
Return on Average Equity	$\frac{\text{Net Income Attributable to Equity Holders of the Parent Company}^*}{\text{Average Equity Attributable to Equity Holders of the Parent Company}}$
Interest Rate Coverage Ratio	$\frac{\text{Earnings Before Interests and Taxes}}{\text{Interest Expense and Other Financing Charges}}$

KPI	Formula
Return on Assets	$\frac{\text{Net Income}^*}{\text{Average Total Assets}}$
Volume Growth	$\left(\frac{\text{Sum of all Businesses' Revenue at Prior Period Prices}}{\text{Prior Period Net Sales}} \right) - 1$
Revenue Growth	$\left(\frac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}} \right) - 1$
Operating Margin	$\frac{\text{Income from Operating Activities}}{\text{Net Sales}}$

* Annualized for quarterly reporting.



MANAGEMENT’S DISCUSSION AND ANALYSIS
OF FINANCIAL POSITION AND FINANCIAL PERFORMANCE

INTRODUCTION

The following discussion should be read in conjunction with the attached unaudited consolidated financial statements of San Miguel Corporation (“SMC” or “Parent Company”) and its subsidiaries (collectively referred to as the “Group”) as at and for the period ended March 31, 2022 (with comparative figures as at December 31, 2021 and for the period ended March 31, 2021). All necessary adjustments to present fairly the consolidated financial position, financial performance and cash flows of the Group as at March 31, 2022, and for all the other periods presented, have been made. Certain information and footnote disclosure normally included in the audited consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards (PFRS) have been omitted.

I. 2022 SIGNIFICANT TRANSACTIONS

AVAILMENT OF LONG-TERM DEBT

PESO TERM LOAN

▪ **SMC SLEX Holdings Company Inc. (SSHCI, formerly MTD Manila Expressways Inc.)**

On January 3 and February 7, 2022, SSHCI availed of a total of P2,100 million term loan from the P20,000 million term loan facility agreement executed in December 3, 2021 with various local banks. The loan is subject to a floating interest rate and will mature on January 3, 2025. The proceeds of the loan will be used for capital projects.

FOREIGN-CURRENCY DENOMINATED LOANS

▪ **SMC Global Power Holdings Corp. (SMC Global)**

On January 21, 2022, SMC Global availed of a US\$200 million term loan from the loan facility agreement with a foreign bank executed on September 8, 2021. Proceeds of the loan were used mainly for capital expenditures in connection with the expansion projects of SMC Global. The loan is subject to a floating interest rate and will mature on September 2024.

▪ **SMC**

On February 18, 2022, SMC availed of a US\$200 million term loan from the US\$900 million term loan facility executed on October 21, 2021 for general corporate purposes. The loan is subject to a floating interest rate and will mature on October 21, 2026.

ISSUANCE AND PAYMENT OF FIXED RATE PESO-DENOMINATED BONDS

Issuance of P30,000 Million Fixed Rate Bonds by SMC

On March 4, 2022, SMC issued and listed on the Philippine Dealing and Exchange Corporation (PDEx) P17,440 million Series J and P12,560 million Series K Fixed rate Peso-denominated Bonds from the P60,000 million Shelf Registered fixed rate Bonds. The bonds are due on March 2027 and 2029 with interest rates per annum of 5.2704% and 5.8434%, respectively.

The proceeds from the issuance of the Bonds were used to settle the short-term loan facility availed for the redemption of Subseries “2-C” and Subseries “2-E” Preferred Shares on September 21, 2021.

Payment of Fixed Rate Peso-Denominated Series A Bonds by SMC

On March 1, 2022, SMC paid its P6,683 million Series A Fixed rate Peso-denominated Bonds. The Series A Bonds, which forms part of the P20,000 million Series ABC Fixed rate Bonds issued by SMC in 2017, matured on the same date.

The Series A Bonds were paid using the proceeds from short-term loan facilities.

PAYMENT OF OTHER MATURING OBLIGATIONS

During the first quarter of 2022, the Group paid a total of P6,419 million of its scheduled amortizations and maturing obligations funded by cash generated from operations.

Petron Corporation (Petron), Infrastructure, Energy, Packaging and SMC paid a total of P2,734 million, P1,877 million, P927 million, P721 million and P160 million, respectively, of their maturing obligations.

EVENT AFTER THE REPORTING DATE

On April 7, 2022, SMC paid the P10,000 million Series D fixed rate Peso-denominated Bonds. The Series D Bonds were paid using the proceeds from the short-term loan facilities.

II. FINANCIAL PERFORMANCE

2022 vs. 2021

	March		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2022	2021	Amount	%	2022	2021
<i>(In Millions)</i>						
Sales	P316,765	P201,160	P115,605	57%	100%	100%
Cost of Sales	256,867	149,032	107,835	72%	81%	74%
Gross Profit	59,898	52,128	7,770	15%	19%	26%
Selling and Administrative Expenses	(19,767)	(19,917)	150	1%	(6%)	(10%)
Operating Income	40,131	32,211	7,920	25%	13%	16%
Interest Expense and Other Financing Charges	(12,365)	(11,861)	(504)	(4%)	(4%)	(5%)
Interest Income	1,037	847	190	22%	0%	0%
Equity in Net Earnings of Associates and Joint Ventures	448	319	129	40%	0%	0%
Gain on Sale of Property and Equipment	2	1	1	100%	0%	0%
Other Charges - Net	(9,129)	(2,110)	(7,019)	(333%)	(3%)	(1%)
Income Before Income Tax	20,124	19,407	717	4%	6%	10%
Income Tax Expense	6,181	2,233	3,948	177%	2%	1%
Net Income	P13,943	P17,174	(P3,231)	(19%)	4%	9%
Net Income Attributable to Equity Holders of the Parent Company	P6,336	P9,296	(P2,960)	(32%)	2%	5%
Net Income Attributable to Non-controlling Interests	7,607	7,878	(271)	(3%)	2%	4%
Net Income	P13,943	P17,174	(P3,231)	(19%)	4%	9%

The Group's consolidated sales for the first quarter of 2022 rose 57% to P316,765 million from P201,160 million of the same period last year, on the back of robust volume growth and better selling prices.

The Group's cost of sales increased by 72% mainly due to: (a) higher cost per liter of fuel products and significant increase in sales volume of Petron, (b) higher cost of coal and higher power purchases of the Energy business, and (c) higher sales volumes and increase in prices of raw materials of the Food and Beer and Non-alcoholic Beverages (NAB) Divisions of the Food and Beverage business.

Consolidated operating income amounted to P40,131 million, up by 25% from the previous year. The increase was partly softened by rising commodity and coal prices which begun to challenge the Food Division under the Food and Beverage business and the Energy business.

The increase in interest income was mainly due to SMC's higher interest rates on cash and cash equivalents.

The increase in equity in net earnings of associates and joint ventures was mainly due to the share on the higher net income of Manila North Harbour Port Inc. and Angat Hydropower Corporation (Angat Hydro).

Gain on sale of property and equipment in 2022 and 2021 pertains to disposal of various assets.

Other charges - net in 2022 increased primarily due to the: (a) higher commodity hedging loss of Petron, (b) higher loss on foreign exchange from the revaluation of foreign-currency denominated long-term debt of SMC and SMC Global, and (c) lower income from Power Sector Assets and Liabilities Management Corp. (PSALM) fixed fee reduction recognized by San Miguel Energy Corporation (SMEC).

The higher income tax expense of the Group in 2022 was primarily due to the adjustment made in the first quarter of 2021 for the impact of Corporate Recovery and Tax Incentives for Enterprises (CREATE) Law in 2020 which reduced income tax expense by P3,607 million in the first quarter of 2021. Under the CREATE Law, the income tax rate decreased from 30% to 25% effective July 1, 2020.

Consolidated net income amounted to P13,943 million, down 19% from P17,174 million last year which included the impact of the CREATE Law for 2020. Without the impact of CREATE Law adjustment, consolidated net income should have been 3% higher from last year.

The following are the highlights of the performance of the individual business segments:

1) FOOD AND BEVERAGE

San Miguel Food and Beverage, Inc. (SMFB) posted consolidated sales of P83,054 million during the first three months of the year, 9% higher than the same period last year, mainly driven by a combination of volume growth and better selling prices across the Food, Beer and NAB and Spirits divisions.

SMFB's consolidated operating income ended slightly higher at P12,700 million which has been affected by rising input costs on raw materials and utilities. Net income amounted to P9,151 million.

a) Beer and NAB Division

San Miguel Brewery, Inc. (SMB) recorded consolidated sales of P29,659 million for the first quarter of 2022, up 3% from last year's P28,846 million, mainly due to the sales growth performance of its international operations, coupled with the impact of SMB Domestic operations' price increase implemented last October 1, 2021 which more than made up for the lower domestic volumes. Consolidated volumes ended at 49.4 million cases.

SMB's operating income stood at P6,751 million, at par with last year, despite higher production costs and selling and administrative expenses. Consolidated net income declined by 10% to P4,935 million from P5,458 million last year, which included the impact of CREATE Law adjustment for 2020. Without this, consolidated net income in 2022 would have been P9 million higher than 2021.

Domestic Operations

SMB's domestic beer volumes reached 43.5 million cases for the first three months, 6% lower compared to the same period last year. Volumes in January were affected by the surge of Coronavirus Disease 2019 (COVID-19) Omicron variant with alert level restrictions raised and liquor ban re-implemented in various areas. This was significantly reduced by the combined sales improvement in February and March, together with the implementation of stronger brand promotions and volume generating activities. Domestic beer sales slightly increased to P26,450 million, resulting from the impact of a price increase implemented late last year.

NAB volumes sustained its growth momentum delivering double digit growth during the first quarter of the year.

Operating income amounted to P6,224 million.

To support SMB's domestic performance, new and refreshed brand campaigns were launched to promote distinctive brand experience which was also supported by consumer and trade programs in key channels namely: San Miguel Pale Pilsen's "*Sarap Laging Ka-Selfie*" and "*Happy Hour*" promos and "*Gintong Dagat*" campaign, Red Horse's "*Red Horse Beer Astig*" promo, and "*Una*" and "*Patak*" value for money campaigns; and San Mig Light's "*Bright Side*" thematic campaign and new digital content buckets.

International Operations

SMB's international operations sustained its growth momentum in the first three months of the year, with volumes and revenue increasing by 21% and 18% from the same period last year, respectively. This was primarily driven by the continuous growth from Exports and Indonesia and improvements from Thailand operations, offsetting the decline in Vietnam, South China and Hong Kong which had the worst wave of COVID-19 in the first quarter of 2022.

b) Spirits Division

Ginebra San Miguel Inc. (GSMI) sustained its volume growth in the first quarter of the year posting 12.2 million cases, 6% higher compared to the same period last year. Bannered by the latest thematic campaign "*Hanggang Huling Patak*" of Ginebra San Miguel, the ad resonated well with consumers, further strengthening the brand and spurring more consumption. It also contributed to increasing GSMI's market share to double-digit lead against its closest competitor based on the report released by Nielsen Company.

As a result, sales reached P12,620 million, 11% higher from the P11,338 million reported in the same period in 2021. Operating income grew 39% to P1,796 million mainly brought by higher volumes, impact of price increase implemented in February 2022, and sustained operating efficiencies.

Net income amounted to P1,399 million, 34% higher than 2021.

c) Food Division

The Food division delivered strong revenue growth in the first three months of 2022 hitting P40,777 million, a 13% growth from the same period last year amidst setbacks brought by the COVID-19 Omicron-induced lockdowns, the aftermath of Typhoon "Odette" that affected the Visayas region and inflationary conditions arising from the global environment. Growth was supported by higher volumes and enhanced sales mix that put emphasis on premium products coupled with price increases implemented since the latter part of 2021.

Consolidated operating income declined 8% to P4,177 million, as a result of significant increases in cost of major raw materials, challenges in supply chains and skyrocketing fuel prices. To cushion the impact, the Food division maximized the use of alternative raw materials, implemented purposive fixed costs cuts, fully utilized company-owned production facilities and capitalized on synergies in logistics and distribution. This brought net income to P3,036 million.

Revenues from the Animal Nutrition and Health segment grew by 33%, on account of strong volume performance from all major feed types which continue to benefit from the opening of new accounts, successful farm conversions, consistent supply availability and superior feed quality. Hog feeds, in particular, finally posted growth for the first time since the hit of the African Swine Fever, as hog farms started to repopulate.

The Protein segment, consisting of Poultry and Meats businesses, delivered revenues at par with last year. Poultry's revenues grew 3% as selling prices were kept at a high level given minimal frozen inventory and a premiumization strategy for the Magnolia brand. Volumes from Community Resellers, Manukang Bayan and foodservice continued to improve, mitigating the impact of lower foot traffic in supermarkets and wet markets in January and February due to COVID-19 Omicron-induced restrictions. Meats revenues on the other hand ended lower owing to the deliberate downsizing of hog operations.

Prepared and Packaged Food segment's consolidated revenues grew by 5%, mainly driven by consistent growth from the processed meats business led by its flagship products - Tender Juicy Hotdogs, Purefoods Chicken Nuggets, Purefoods Native Line and Purefoods and Star canned products. Emerging products from the Ready-to-Eat segment, plant-based Veega brand, and salad aids continue to grow solidly, indicative of positive consumer acceptance.

The Flour segment revenues remained strong posting a 52% growth versus the same period last year, which was driven by both higher volumes and better selling prices. Expanding geographical distribution in Visayas and Mindanao and the rebound of institutional customers were the key contributors.

2) PACKAGING

The Packaging business' consolidated sales for the first quarter of 2022 grew 9% to P8,048 million versus the same period last year, sustaining its recovery path since end of 2021. Demand from beverage customers for metal closures, plastics, two-piece aluminum cans, logistics services, and beverage filling continue to increase, along with the stable growth from China, Malaysia and Australia operations.

With effective cost management programs and improved productivity, operating income amounted to P613 million, 56% higher than last year.

3) ENERGY

SMC Global's first quarter 2022 consolidated sales amounted to P43,036 million, a 57% increase from P27,366 million in the previous year. This was mainly brought about by the increase in average bilateral rates attributable to higher fuel prices driven by rising coal indices. This is along with the 10% improvement in off-take volumes of 6,991 gigawatt hours (Gwh) versus last year, as overall system demand in Luzon started to pick-up due to relatively lighter COVID-19 quarantine restrictions. On January 26, 2022, its 20MW Battery Energy Storage System (BESS) in Kabankalan, Negros also commenced operations.

In spite of strong revenue growth, operating income declined by 28% to P6,071 million as coal prices more than doubled from last year on account of increasing coal indices. Power purchases also increased due to exposure to high Wholesale Electricity Spot Market prices, particularly in January when there were simultaneous multiple plant shutdowns in Luzon plus the continued deration of Ilijan power plant due to gas supply restriction.

Together with the decrease in income from the reduction in PSALM fixed fees and the turn-around of provision for income tax for the period compared to same period in 2021, which recorded the full benefits of the CREATE Law, net income amounted to P1,928 million, down 75% from the previous year. Without the impact of CREATE Law adjustment, decline in net income would have been lower.

4) FUEL AND OIL

Petron opened the year strong, delivering a net income of P3,598 million for the first quarter, more than double the P1,730 million it generated in the same period last year, as it continued to regain significant volumes and realizing the benefits of the strong refining cracks in the region.

Consolidated sales volume grew 34% to 25.7 million barrels resulting from higher demand and the easing of mobility restrictions which saw significant volume growth in almost all its products. In the Philippines, retail volumes increased by 7% while its commercial volumes, including sales of jet fuels and lubricant products significantly improved by almost 50%. Petrochemical volumes rose by about 30% with the increasing demand for resin used for PPEs and online deliveries. With this growing demand and higher prices of petrochemicals, Petron resumed operations of its polypropylene plant after a two-year shutdown.

Petron's consolidated sales for the first three months jumped to P172,331 million, up 107% from last year's P83,307 million with the recovery in demand and higher international prices. From January to March, Dubai crude prices reached an average of US\$95.56 per barrel level brought about by the geopolitical tension and supply concerns caused by the conflict between Russia and Ukraine.

Operating income grew 130% to P8,431 million.

With continuous recovery, Petron focused on further strengthening its reach and broadening its offerings ahead of future demand. More service stations were opened during the first quarter in major areas as part of its continuing network expansion program while adopting a new modular and panelized construction system that is creating a more efficient and greener way to construct service stations. Nine more Treats convenience stores were also added since 2021 to beef up its non-fuel business and complement the continuous growth of its retail network.

5) INFRASTRUCTURE

The Infrastructure business' volumes for the first quarter posted double-digit growth at 21% mainly on the back of increase in traffic flow during the months of February and March which more than compensated lower volumes due to travel restrictions imposed in January. Correspondingly, consolidated revenues ended at P6,235 million, 44% higher than last year's levels.

Operating income rose by 108% to P2,461 million, as a result of increase in volume and better margins backed by continued cost management initiatives.

Ongoing infrastructure projects continue to progress well. The Metro Rail Transit Line 7 (MRT 7) project's guideway, stations and depots are already in advanced stages of construction. Construction of South Luzon Expressway (SLEX) Toll Road 4 (SLEX-TR4) project and Skyway Stage 4 are both ongoing together with right of way acquisitions. For the Manila International Airport project, land development works is ongoing in accordance with the set timetables and environmental and social plans while the new airport masterplan and new aerodrome consultancy contracts were already awarded. The facility agreement for the Export

Credit Agency financing for the land development works has already been signed in March, 2022 and currently working on the financial close.

2021 vs. 2020

	March		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2021	2020	Amount	%	2021	2020
<i>(In Millions)</i>						
Sales	P201,160	P214,066	(P12,906)	(6%)	100%	100%
Cost of Sales	149,032	181,429	(32,397)	(18%)	74%	85%
Gross Profit	52,128	32,637	19,491	60%	26%	15%
Selling and Administrative Expenses	(19,917)	(20,909)	992	5%	(10%)	(10%)
Operating Income	32,211	11,728	20,483	175%	16%	5%
Interest Expense and Other Financing Charges	(11,861)	(13,232)	1,371	10%	(5%)	(6%)
Interest Income	847	2,085	(1,238)	(59%)	0%	1%
Equity in Net Earnings (Losses) of Associates and Joint Ventures	319	(46)	365	793%	0%	(0%)
Gain (Loss) on Sale of Property and Equipment	1	(331)	332	100%	0%	(0%)
Other Income (Charges) - Net	(2,110)	3,723	(5,833)	(157%)	(1%)	2%
Income Before Income Tax	19,407	3,927	15,480	394%	10%	2%
Income Tax Expense	2,233	2,834	(601)	(21%)	1%	1%
Net Income	P17,174	P1,093	P16,081	1,471%	9%	1%
Net Income (Loss) Attributable to Equity Holders of the Parent Company	P9,296	(P1,274)	P10,570	830%	5%	(0%)
Net Income Attributable to Non-controlling Interests	7,878	2,367	5,511	233%	4%	1%
Net Income	P17,174	P1,093	P16,081	1,471%	9%	1%

The Group's consolidated sales for the first quarter of 2021 ended at P201,160 million, 6% lower than the same period in 2020. This, however, was an improvement from the 15% decline recorded in the first quarter of 2020 and the 29% decline for the full year in 2020. Petron, Energy and Infrastructure businesses continue to be weighed down by lower demand due to restrained mobility, travel and commercial/social events. This was offset by the Food and Beverage business' continuous volume recoveries combined with better selling prices.

Lower cost of sales by 18% to P149,032 million was mainly due to the decline in sales volume and cost per liter of fuel products of Petron, partly offset by the increase in sales volume of the Spirits division under the Food and Beverage business.

The decrease in selling and administrative expenses by 5% to P19,917 million was mainly due to the lower advertising and promotions and freight, trucking and handling expenses, primarily from Petron and the Beer and NAB and Food divisions under the Food and Beverage business.

With sustained improvements from the Food and Beverage business and the turnaround of Petron, coupled with lower raw material costs and effective cost saving efforts across the Group, consolidated operating income significantly increased to P32,211 million for the first quarter of 2021 from P11,728 million in the same period of 2020.

The decrease in interest expense and other financing charges was mainly due to the lower average interest rate and borrowing level of Petron.

The decrease in interest income was primarily due to lower interest rates and average balance of cash and cash equivalents.

The increase in equity in net earnings (losses) of associates and joint ventures was mainly due to the share in net income of Angat Hydro and Bank of Commerce in March 2021 versus net loss in the same period of 2020.

The loss on sale of property and equipment in 2020 mainly represents the retirement by San Miguel Yamamura Packaging Corporation of the fixed assets of its Manila Plastics Plant which were damaged by the fire incident in Pandacan, Manila in February 2020. The loss represents a 25% reduction in the Group's total net income for the first quarter of 2020.

Other charges - net in 2021 primarily consist of the commodity hedging loss of Petron partly offset by SMEC's recognition of income from PSALM fixed fee reduction for the extended outages of Sual Power Plant's Units 1 and 2. Other income - net in 2020 consists mainly of the gain on commodity hedging of Petron and the settlement received by the Energy business from third party contractors on account of damages arising from the latter's nonfulfillment of obligations under procurement-related contracts.

The decrease in income tax expense was mainly due to the impact of the adoption of CREATE Law in 2021 and 2020, which reduced the income tax rate from 30% to 25%. This was partly offset by the turnaround of Petron resulting to an income tax expense in March 2021 compared to income tax benefit in the same period of 2020.

Consolidated net income ended at P17,174 million, more than 15 times higher than 2020, reflecting the strong recoveries from Petron and the Food division under the Food and Beverage business, together with consistent growth from the Spirits division and the Energy business.

The share of non-controlling interests on the Group's net income increased in March 2021 mainly due to the: (a) net income of Petron in March 2021 compared to net loss in March 2020, (b) higher amount of distribution on SMC Global's Senior Perpetual Capital Securities, and (c) higher net income of the Food and Beverage business.

The following are the highlights of the performance of the individual business segments:

1) FOOD AND BEVERAGE

SMFB's consolidated sales for the first quarter of 2021 grew 11% to P76,362 million. This was attributable to sustained all-time high volumes from the Spirits division, continuous volume improvements of the Food division and generally better selling prices from the Food and Beer and NAB divisions.

Consolidated operating income and net income stood at P12,569 million and P9,679 million, notable increases of 45% and 66%, respectively.

a) Beer and NAB Division

SMB recorded consolidated sales of P28,846 million for the first quarter of 2021, a 2% improvement from the same period in 2020. Consolidated volumes, which continue to be affected by various quarantine restrictions and liquor bans in the domestic operations, ended at 51.5 million cases, down by 11%. Notwithstanding, operating income grew by 25% to P6,751 million on the back of effective cost management efforts. Net income increased by 45% from the same period in 2020 to P5,458 million.

Domestic Operations

Domestic operations' sales ended 2% higher than 2020 at P26,294 million, buoyed by the price increase implemented in March 2020. Volumes in the first quarter of 2021 still ended lower by 13% at 46.4 million which continues to be weighed down by the liquor bans in selected regions and key cities and the closure of most on-premise outlets.

Operating income ended at P6,413 million, up by 25% from 2020, resulting from continued cost management efforts.

SMB continues to focus its efforts on strengthening further its company-initiated consumption-generating programs and direct-to-consumer initiatives to help improve sales. Among these are the digital ads such as the new "*Beer Call Muna Tayo*" and "*#Tara Beer Tayo*" for Pale Pilsen, thematic visibility campaigns, brand awareness initiatives posted on Facebook and SMB PH official Viber and other consumer promos.

International Operations

International operations posted higher volumes, up 4% from 2020, as Indonesia, Hong Kong, South China, Vietnam and Exports markets continue to deliver better performance from 2020.

b) Spirits Division

GSMI achieved a net income of P1,042 million for the first quarter of 2021, up 120% from the same period in 2020, the highest earned in a single quarter by the division as of March 31, 2020. Consolidated sales and operating income stood at P11,338 million and P1,290 million, an increase of 52% and 88% versus 2020, respectively. Volumes was 29% higher compared to 2020 levels - similarly an all-time quarter high, which was driven by strong consumption, boosted by Ginebra San Miguel's new thematic campaign "*Bagong Tapang*", Vino Kulafu's re-airing of "*Lakas sa Magandang Bukas*", combined with sustained efforts on distribution expansion.

c) Food Division

The Food division sustained its good momentum since the last quarter of 2020, posting consolidated sales of P36,180 million in the first quarter of 2021, 9% higher compared to 2020, driven by higher volumes and generally better selling prices across all its business segments.

Consolidated operating income reached P4,533 million, up 75% from 2020, lifted by continuous cost reduction efforts and optimization of the use of company owned facilities.

The Protein segment, consisting of the Magnolia Chicken and Monterey Meats businesses, sales grew 11% versus 2020 mainly driven by volume improvements and favorable selling prices brought by continuous short supply of pork nationwide. Volumes in supermarkets and *lechon manok* outlets continue to improve which has already gone back to normal operations, while sales to food service accounts continue to struggle due to limited operations. The community resellers also continue to grow which has now reached more than 14,500 as at end of March 2021 around the country, contributing more than 1/3 of total volumes.

Animal Nutrition and Health segment sustained its growth momentum as revenues grew by 13%, driven by continuing strong demand for commercial feeds consisting of our free-range fowl, aquatic, duck, and layer feeds. Vetmed and Petfood volumes likewise posted growth during the period. This was partly offset by lower demand from hogs and broiler feeds due to African Swine Fever and shortage of day-old broilers, respectively.

Meanwhile, revenues of the Prepared and Packaged Food segment grew by 6% from 2020 as sales from refrigerated meats - TJ hotdog, canned products (Spam, Star and Dari margarine), Cheese and Magnolia pancake mixes continue to grow.

The newly launched seafood line, plant-based products and ready-to-eat lines have also been gaining interest from the consumers which allowed them choices of different food variety and preferences.

Revenues of the Flour segment grew 5% mainly driven by new accounts and sustained double digit growth since December 2020 from the recoveries of our existing dealers which resumed operations.

2) PACKAGING

The Packaging business' consolidated sales for the first quarter of 2021 amounted to P7,354 million, down 13% from 2020, mainly due to lower demand from key beverage and food customers, with Export sales constrained by tight shipments.

As a result, operating income amounted to P393 million, 31% lower than 2020.

3) ENERGY

SMC Global reported consolidated sales of P27,366 million for the first quarter of 2021, 3% lower versus 2020, as off-take volumes of 6,344 Gwh declined by 5%. This was mainly due to continuing quarantine restrictions and lower spot sales which were mitigated by higher average realization prices.

Operating income year-on-year grew by 8% to P8,423 million brought by a combination of lower fuel costs and operating expenses. Net income stood at P7,777 million, 141% higher from 2020.

4) FUEL AND OIL

Petron bolstered its rebound with a reported net income of P1,730 million for the first quarter of 2021, a significant reversal from the net loss of P4,877 million in the same period in 2020.

While sales volumes continue to improve, it still reflected the slowdown in demand due to COVID-19 pandemic. First quarter of 2021 ended with 19.4 million barrels, 21% lower than

the 24.7 million barrels sold in the same period in 2020. Consolidated sales settled at P83,307 million, down 20% from P104,623 million in 2020.

Operating income reached P3,661 million, from operating loss of P4,409 million in 2020. This was mainly due to an inventory gain recognized in the first quarter of 2021, in contrast with an inventory loss in the same period of 2020, resulting from recent improvements in international oil prices.

Petron has built 14 new service stations in the first quarter of 2021 and plans to build more. The Bataan Refinery has also started to transition into Authority of the Freeport Area of Bataan and begun to avail of fiscal incentives from operating in a freeport zone.

5) INFRASTRUCTURE

The Infrastructure business' sales for the first quarter of 2021 stood at P4,330 million, down 7% versus same period in 2020. Average daily traffic has been improving since December 2020 despite prevailing travel restrictions. SLEX and Star Tollway, in particular, registered higher average daily traffic volumes compared to the first quarter of 2020.

Operating income amounted to P1,182 million, a decline of 33% from same period of 2020, resulting from higher operating expenses.

While the Infrastructure business is efficiently managing the operating toll roads and monitoring the recovery of traffic flow, construction works of ongoing projects continue. On April 11, 2021, the Northbound section of SLEX Elevated Extension was opened to the public, while the Southbound section was opened on December 10, 2021. The project was formally inaugurated last February 15, 2022. The Skyway Stage 3 has also received the Notice to Collect Toll last July 1, 2021 from the Toll Regulatory Board of the Department of Transportation. Construction of the MRT 7 is also progressing well.

III. FINANCIAL POSITION

2022 vs. 2021

	March	December	Horizontal Analysis		Vertical Analysis	
	2022	2021	Amount	%	2022	2021
Cash and cash equivalents	P301,385	P300,030	P1,355	0%	14%	15%
Trade and other receivables - net	184,288	161,808	22,480	14%	9%	8%
Inventories	138,828	141,209	(2,381)	(2%)	7%	7%
Current portion of biological assets - net	3,317	3,106	211	7%	0%	0%
Prepaid expenses and other current assets	113,907	108,689	5,218	5%	5%	5%
Total Current Assets	741,725	714,842	26,883	4%	35%	35%
Investments and advances - net	55,381	55,002	379	1%	3%	3%
Investments in equity and debt instruments	41,951	41,966	(15)	(0%)	2%	2%
Property, plant and equipment - net	577,796	567,609	10,187	2%	28%	28%
Right-of-use assets - net	162,090	163,364	(1,274)	(1%)	8%	8%
Investment property - net	69,488	69,825	(337)	(0%)	3%	3%
Biological assets - net of current portion	2,537	2,244	293	13%	0%	0%
Goodwill - net	130,269	130,081	188	0%	6%	6%
Other intangible assets - net	198,135	190,979	7,156	4%	9%	9%
Deferred tax assets	17,005	17,141	(136)	(1%)	1%	1%
Other noncurrent assets - net	97,955	98,600	(645)	(1%)	5%	5%
Total Noncurrent Assets	1,352,607	1,336,811	15,796	1%	65%	65%
Total Assets	P2,094,332	P2,051,653	P42,679	2%	100%	100%
Loans payable	P174,638	P190,779	(P16,141)	(8%)	8%	9%
Accounts payable and accrued expenses	202,657	194,579	8,078	4%	10%	10%
Lease liabilities - current portion	21,567	23,423	(1,856)	(8%)	1%	1%
Income and other taxes payable	29,214	23,102	6,112	26%	2%	1%
Dividends payable	2,857	4,296	(1,439)	(33%)	0%	0%
Current maturities of long-term debt - net of debt issue cost	149,257	88,857	60,400	68%	7%	4%
Total Current Liabilities	580,190	525,036	55,154	11%	28%	25%
Long-term debt - net of current maturities and debt issue costs	P708,892	P725,108	(P16,216)	(2%)	34%	35%
Lease liabilities - net of current portion	67,131	71,569	(4,438)	(6%)	3%	4%
Deferred tax liabilities	29,872	28,742	1,130	4%	1%	1%
Other noncurrent liabilities	20,033	19,959	74	0%	1%	2%
Total Noncurrent Liabilities	825,928	845,378	(19,450)	(2%)	39%	42%

Forward

	March 2022	December 2021	Horizontal Analysis Increase (Decrease)		Vertical Analysis	
			Amount	%	2022	2021
Capital stock - common	P16,443	P16,443	-	0%	1%	1%
Capital stock - preferred	10,187	10,187	-	0%	1%	0%
Additional paid-in capital	177,719	177,719	-	0%	8%	9%
Capital securities	28,171	28,171	-	0%	1%	1%
Equity reserves	14,714	14,136	578	4%	1%	1%
Retained earnings:						
Appropriated	69,301	66,630	2,671	4%	3%	3%
Unappropriated	158,435	157,707	728	0%	8%	8%
Treasury stock	(144,363)	(144,363)	-	0%	(7%)	(7%)
Equity Attributable to						
Equity Holders of						
the Parent Company	330,607	326,630	3,977	1%	16%	16%
Non-controlling Interests	357,607	354,609	2,998	1%	17%	17%
Total Equity	688,214	681,239	6,975	1%	33%	33%
Total Liabilities and Equity	P2,094,332	P2,051,653	P42,679	2%	100%	100%

Consolidated total assets as at March 31, 2022 amounted to about P2,094,332 million, P42,679 million higher than December 31, 2021. The slight increase was primarily due to higher balance of trade and other receivables, property, plant and equipment and other intangible assets.

The increase in trade and other receivables - net by P22,480 million was mainly attributable to the higher trade customer balances of Petron and the Energy business and higher receivables from the Malaysian Government under the Automatic Pricing Mechanism of Petron Malaysia.

The increase in total biological assets by P504 million was due to higher volume of chicken loaded in the farm and higher cost of feeds.

The increase in prepaid expenses and other current assets by P5,218 million was primarily due to the: (a) higher specific tax and product replenishment claims and unused creditable withholding taxes by Petron and higher prepaid excise taxes of SMB, and (b) additional restricted cash funding for the payment of long-term debt of Infrastructure business.

The decrease in loans payable by P16,141 million was mainly due to the net payment of loans made by SMC.

The increase in income and other taxes payable by P6,112 million was mainly due to higher Value Added Tax payable of the Energy business, higher excise tax liability of Petron Philippines, higher taxable income of the Beer and NAB and Spirits divisions of the Food and Beverage business and Petron Malaysia.

The decrease in dividends payable by P1,439 million was mainly due to payment by SMC of dividends to preferred shareholders on January 7, 2022 which was declared on November 11, 2021.

The increase in total long-term debt, net of debt issue costs by P44,184 million was primarily due to the issuance of P30,000 million fixed rate Peso-denominated bonds by SMC and availment of foreign term loans by the Group. The increase was partly offset by the payment of Series A fixed rate Peso-denominated bonds of SMC.

The decrease in total lease liabilities by P6,294 million was primarily due to the payments made to PSALM by the Energy business' entities under the IPPA Agreements.

2021 vs. 2020

	March 2021	December 2020	Horizontal Analysis Increase (Decrease)		Vertical Analysis	
			Amount	%	2021	2020
Cash and cash equivalents	P336,682	P347,209	(P10,527)	(3%)	18%	18%
Trade and other receivables - net	119,143	124,369	(5,226)	(4%)	6%	7%
Inventories	94,691	102,822	(8,131)	(8%)	5%	5%
Current portion of biological assets – net	3,261	3,401	(140)	(4%)	0%	0%
Prepaid expenses and other current assets	96,442	94,610	1,832	2%	5%	5%
Total Current Assets	650,219	672,411	(22,192)	(3%)	34%	35%
Investments and advances - net	48,292	50,495	(2,203)	(4%)	3%	3%
Investments in equity and debt instruments	41,774	41,766	8	0%	2%	2%
Property, plant and equipment - net	520,055	511,624	8,431	2%	28%	27%
Right-of-use assets - net	168,130	169,208	(1,078)	(1%)	9%	9%
Investment property - net	65,386	60,678	4,708	8%	3%	3%
Biological assets - net of current portion	2,113	2,352	(239)	(10%)	0%	0%
Goodwill - net	129,607	129,733	(126)	(0%)	7%	7%
Other intangible assets - net	170,362	169,532	830	0%	9%	9%
Deferred tax assets	18,171	20,946	(2,775)	(13%)	1%	1%
Other noncurrent assets - net	82,514	83,462	(948)	(1%)	4%	4%
Total Noncurrent Assets	1,246,404	1,239,796	6,608	1%	66%	65%
Total Assets	P1,896,623	P1,912,207	(P15,584)	(1%)	100%	100%
Loans payable	P138,371	P140,645	(P2,274)	(2%)	7%	8%
Accounts payable and accrued expenses	153,151	153,249	(98)	(0%)	8%	8%
Lease liabilities - current portion	26,286	25,759	527	2%	2%	1%
Income and other taxes payable	20,982	20,998	(16)	(0%)	1%	1%
Dividends payable	2,690	4,231	(1,541)	(36%)	0%	0%
Current maturities of long-term debt - net of debt issue cost	86,547	74,502	12,045	16%	5%	4%
Total Current Liabilities	428,027	419,384	8,643	2%	23%	22%
Long-term debt - net of current maturities and debt issue costs	688,460	692,407	(3,947)	(1%)	36%	36%
Lease liabilities - net of current portion	85,268	91,278	(6,010)	(7%)	4%	5%
Deferred tax liabilities	24,755	27,749	(2,994)	(11%)	1%	2%
Other noncurrent liabilities	26,262	26,301	(39)	(0%)	2%	1%
Total Noncurrent Liabilities	824,745	837,735	(12,990)	(2%)	43%	44%

Forward

	March	December	Horizontal Analysis		Vertical Analysis	
			Increase (Decrease)			
	2021	2020	Amount	%	2021	2020
Capital stock - common	P16,443	P16,443	P-	0%	1%	1%
Capital stock - preferred	10,187	10,187	-	0%	1%	1%
Additional paid-in capital	177,719	177,719	-	0%	9%	9%
Capital securities	28,171	28,171	-	0%	1%	1%
Equity reserves	8,188	10,131	(1,943)	(19%)	0%	1%
Retained earnings:						
Appropriated	66,287	60,155	6,132	10%	3%	3%
Unappropriated	161,813	162,204	(391)	(0%)	10%	8%
Treasury stock	(115,146)	(110,146)	(5,000)	(5%)	(6%)	(6%)
Equity Attributable to						
Equity Holders of						
the Parent Company	353,662	354,864	(1,202)	(0%)	19%	18%
Non-controlling Interests	290,189	300,224	(10,035)	(3%)	15%	16%
Total Equity	643,851	655,088	(11,237)	(2%)	34%	34%
Total Liabilities and Equity	P1,896,623	P1,912,207	(P15,584)	(1%)	100%	100%

Consolidated total assets as at March 31, 2021 amounted to about P1,896,623 million, P15,584 million lower than December 31, 2020. The decrease was primarily due to the lower balance of cash and cash equivalents, inventories and deferred tax assets, partly offset by the increase in property, plant and equipment.

The decrease in inventories by P8,131 million was mainly due to the lower volume of crude and finished products of Petron.

The increase in investment property by P4,708 million was mainly due to the acquisition of various properties by San Miguel Properties, Inc.

The decrease in biological assets - net of current portion by P239 million was mainly due to the decrease in poultry inventory caused by the amortization of farms already in the laying stage and lower unit cost for newly loaded flocks.

The decrease in deferred tax assets by P2,775 million was mainly due to the lower tax rates on net operating loss carry-over, allowance for impairment of receivables and inventory losses and unrealized gross profit and foreign exchange losses as a result of the implementation of CREATE Law.

The decrease in dividends payable by P1,541 million was mainly due to the payment by SMC on January 8, 2021 of the dividends declared to preferred shareholders in December 2020.

The increase in current maturities of long-term debt, net of debt issue costs, by P12,045 million was mainly due to the reclassification by SMC of the US\$516 million floating-interest loan to current liabilities, which was paid on April 26, 2021, offset by the payment by SMB of its Series G Bonds.

The decrease in total lease liabilities by P5,483 million was primarily due to the payments made to PSALM by the Energy business' entities under the IPPA Agreements.

The decrease in deferred tax liabilities by P2,994 million mainly represents the lower tax rates on temporary difference recognized by the Energy business' entities under the IPPA Agreements on

the monthly fixed payments to PSALM over the finance lease-related expenses as a result of the implementation of CREATE Law.

The decrease in equity reserves by P1,943 million was mainly due to the: (a) redemption of the US\$300 million Undated Subordinated Capital Securities by SMC Global in February 2021, (b) loss on translation of foreign operations for the first quarter of 2021, and (c) impact of CREATE Law on the Group's deferred tax on reserve for retirement plan.

The increase in appropriated retained earnings by P6,132 million was mainly due to the appropriation by SSHCI to fund the construction of the SLEX Toll Road 4 project, partly offset by the reversal of appropriation of Petron for capital projects that were already completed.

The increase in treasury stock by P5,000 million represents the redemption by SMC of the Subseries "2-G" Preferred Shares.

IV. SOURCES AND USES OF CASH

A brief summary of cash flow movements is shown below:

<i>(In millions)</i>	March 31	
	2022	2021
Net cash flows provided by operating activities	P20,060	P41,796
Net cash flows used in investing activities	(25,581)	(19,387)
Net cash flows provided by (used in) financing activities	6,191	(34,302)

Net cash flows provided by operating activities for the period basically consists of income for the period and changes in noncash current assets, certain current liabilities and others.

Net cash flows provided by (used in) investing activities included the following:

<i>(In millions)</i>	March 31	
	2022	2021
Additions to property, plant and equipment	(P13,137)	(P13,537)
Additions to intangible assets	(7,925)	(2,189)
Additions to advances to contractors and suppliers	(2,934)	(2,087)
Increase in other noncurrent assets and others	(2,233)	(1,293)
Additions to investment property	(440)	(1,076)
Additions to investments and advances	(388)	(347)
Additions to investments in equity and debt instruments	(80)	(40)
Interest received	909	789
Proceeds from disposal of a subsidiary, net of cash and cash equivalents disposed of	307	-
Dividends received	283	266
Proceeds from sale of property and equipment	57	127

Net cash flows provided by (used in) financing activities included the following:

<i>(In millions)</i>	March 31	
	2022	2021
Proceeds from long-term debt - net	P38,962	P4,757
Payment of short-term loans - net	(16,227)	(2,163)
Payment of cash dividends and distributions	(8,670)	(10,439)
Payment of lease liabilities	(7,226)	(6,708)
Redemption of preferred shares	-	(5,000)
Redemption of capital securities of a subsidiary	-	(14,582)

The effect of exchange rate changes on cash and cash equivalents amounted to P685 million and P1,366 million in March 2022 and 2021, respectively.

V. KEY PERFORMANCE INDICATORS

The following are the major performance measures that the Group uses. Analyses are employed by comparisons and measurements based on the financial data of the current period against the same period of previous year. Please refer to Item II “Financial Performance” for the discussion of certain Key Performance Indicators.

	March 2022	December 2021
<u>Liquidity:</u>		
Current Ratio	1.28	1.36
Quick Ratio	0.84	0.88
<u>Solvency:</u>		
Debt to Equity Ratio	2.04	2.01
Asset to Equity Ratio	3.04	3.01
<u>Profitability:</u>		
Return on Average Equity Attributable to Equity Holders of the Parent Company	3.34%	4.09%
Interest Rate Coverage Ratio	2.63	2.34
Return on Assets	2.17%	2.43%
	Period Ended March 31	
	2022	2021
<u>Operating Efficiency:</u>		
Volume Growth (Decline)	16%	(7%)
Revenue Growth (Decline)	57%	(6%)
Operating Margin	13%	16%

The manner by which the Group calculates the key performance indicators is as follows:

KPI	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Quick Ratio	$\frac{\text{Current Assets} - \text{Inventories} - \text{Current Portion of Biological Assets} - \text{Prepayments}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Total Liabilities (Current + Noncurrent)}}{\text{Equity}}$
Asset to Equity Ratio	$\frac{\text{Total Assets (Current + Noncurrent)}}{\text{Equity}}$
Return on Average Equity	$\frac{\text{Net Income Attributable to Equity Holders of the Parent Company}^*}{\text{Average Equity Attributable to Equity Holders of the Parent Company}}$
Interest Rate Coverage Ratio	$\frac{\text{Earnings Before Interests and Taxes}}{\text{Interest Expense and Other Financing Charges}}$
Return on Assets	$\frac{\text{Net Income}^*}{\text{Average Total Assets}}$
Volume Growth	$\left(\frac{\text{Sum of all Businesses' Revenue at Prior Period Prices}}{\text{Prior Period Net Sales}} \right) - 1$
Revenue Growth	$\left(\frac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}} \right) - 1$
Operating Margin	$\frac{\text{Income from Operating Activities}}{\text{Net Sales}}$

* Annualized for quarterly reporting.

VI. OTHER MATTERS

a. Commitments

The outstanding purchase commitments of the Group amounted to P195,589 million and P154,461 million as at March 31, 2022 and December 31, 2021, respectively.

Amounts authorized but not yet disbursed for capital projects were approximately P407,809 million and P320,973 million as at March 31, 2022 and December 31, 2021, respectively.

These consist of construction, acquisition, upgrade or repair of fixed assets needed for normal operations of the business. The fund to be used for these projects will come from available cash, short-term loans and long-term debt.

- b. There were no known trends, demands, commitments, events or uncertainties that will have a material impact on the Group's liquidity. The Group does not anticipate within the next 12 months any cash flow or liquidity problems. The Group was not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring payments. There

were no significant amounts of the Group's trade payables that have not been paid within the stated trade terms.

- c. There were no known events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.
- d. There were no changes in contingent liabilities and contingent assets since the last annual reporting date, except for Note 43 (a) of the 2021 Audited Consolidated Financial Statements, that remain outstanding as at March 31, 2022. No material contingencies and any other events or transactions exist that are material to an understanding of the current interim period.
- e. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a favorable or unfavorable impact on net sales or revenues or income from continuing operation, except those discussed in Item II - Financial Performance.
- f. There are no significant elements of income or loss that did not arise from continuing operations.
- g. Except for the Prepared and Packaged Food and Protein segments of the Food division under the Food and Beverage business, which consistently generate higher revenues during the Christmas holiday season, the effects of seasonality or cyclicity on the interim operations of the Group's businesses are not material.
- h. There were no material off-statements of financial position transactions, arrangements, obligations (including contingent obligations), and other relationship of the Group with unconsolidated entities or other persons created during the reporting period.

ANNEX “C”

**MANAGEMENT’S DISCUSSION AND ANALYSIS
OF FINANCIAL POSITION AND FINANCIAL
PERFORMANCE
(As of December 31, 2021)**



SAN MIGUEL CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND FINANCIAL PERFORMANCE

This discussion summarizes the significant factors affecting the consolidated financial performance, financial position and cash flows of San Miguel Corporation ("SMC" or the "Parent Company") and its subsidiaries (collectively referred to as the "Group") for the three-year period ended December 31, 2021. The following discussion should be read in conjunction with the attached audited consolidated statements of financial position of the Group as at December 31, 2021 and 2020, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2021. All necessary adjustments to present fairly the Group's consolidated financial position as at December 31, 2021 and the financial performance and cash flows for the year ended December 31, 2021 and for all the other periods presented, have been made.

The financial information appearing in this report is presented in Philippine Peso, which is the functional currency of the Parent Company. All financial information are rounded off to the nearest million (000,000), except when otherwise indicated.

I. FINANCIAL PERFORMANCE

Comparisons of key financial performance for the last three years are summarized in the following tables.

	Years Ended December 31		
	2021	2020	2019
		<i>(In Millions)</i>	
Sales	P941,193	P725,797	P1,020,502
Cost of Sales	746,050	576,449	818,815
Gross Profit	195,143	149,348	201,687
Selling and Administrative Expenses	(77,991)	(77,872)	(85,972)
Operating Income	117,152	71,476	115,715
Interest Expense and Other Financing Charges	(49,265)	(52,035)	(56,019)
Interest Income	3,591	6,182	10,675
Equity in Net Earnings of Associates and Joint Ventures	1,040	417	105
Gain (Loss) on Sale of Property and Equipment	167	(491)	(237)
Other Income (Charges) - net	(6,733)	11,861	6,848
Net Income	48,159	21,879	48,574
Net Income Attributable to Equity Holders of the Parent Company	13,925	2,973	21,329
Net Income Attributable to Non-controlling Interests	34,234	18,906	27,245

2021 vs. 2020

	December		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2021	2020	Amount	%	2021	2020
<i>(In Millions)</i>						
Sales	P941,193	P725,797	P215,396	30%	100%	100%
Cost of Sales	746,050	576,449	169,601	29%	79%	79%
Gross Profit	195,143	149,348	45,795	31%	21%	21%
Selling and Administrative Expenses	(77,991)	(77,872)	(119)	(0%)	(8%)	(11%)
Operating Income	117,152	71,476	45,676	64%	13%	10%
Interest Expense and Other Financing Charges	(49,265)	(52,035)	2,770	5%	(5%)	(7%)
Interest Income	3,591	6,182	(2,591)	(42%)	0%	1%
Equity in Net Earnings of Associates and Joint Ventures	1,040	417	623	149%	0%	0%
Gain (Loss) on Sale of Property and Equipment	167	(491)	658	134%	0%	(0%)
Other Income (Charges) - Net	(6,733)	11,861	(18,594)	(157%)	(1%)	1%
Income Before Income Tax	65,952	37,410	28,542	76%	7%	5%
Income Tax Expense	17,793	15,531	2,262	15%	2%	2%
Net Income	P48,159	P21,879	P26,280	120%	5%	3%
Net Income Attributable to Equity Holders of the Parent Company	P13,925	P2,973	P10,952	368%	1%	0%
Net Income Attributable to Non-controlling Interests	34,234	18,906	15,328	81%	4%	3%
Net Income	P48,159	P21,879	P26,280	120%	5%	3%

The Group performed very well in 2021, with some of the businesses considered fully recovered and even registered improvements over pre-pandemic 2019 performance. The Group's consolidated sales rose 30% to P941,193 million from P725,797 million in the previous year, with the Food and Beverage, Energy, Fuel and Oil and Infrastructure businesses all delivering double-digit revenue growth. This is still 8% behind 2019 pre-pandemic level but is nevertheless a big improvement coming from the 29% decline in 2020.

The Group's cost of sales increased by P169,601 million or 29% mainly due to: a) higher cost per liter of fuel products and increase in sales volume of Petron Corporation (Petron); b) higher cost of coal, full year operations of Unit 3 of the Masinloc Power Plant, which started commercial operations on September 26, 2020 and higher power purchases from the spot market and external suppliers of the Energy business; and c) increase in sales volume and higher excise tax of the Food and Beverage business.

As a result of group-wide cost management efforts and the adoption of enhanced operational efficiencies, consolidated operating income grew 64% to P117,152 million from the previous year. This surpassed the Group's 2019 pre-pandemic operating income of P115,715 million by 1%.

The decrease in interest expense and other financing charges was mainly due to lower average interest rates and borrowing level of SMC, Petron and the Food and Beverage business, partly offset by the higher interest from higher loan balance of the Infrastructure business.

The decrease in interest income was primarily due to lower interest rates and average balance of cash and cash equivalents.

The increase in equity in net earnings of associates and joint ventures was mainly due to the share in the higher net income of Bank of Commerce (BOC) and Manila North Harbour Port, Inc. (MNHPI) and share in the lower net loss of Angat Hydro Corporation (Angat Hydro).

The gain on sale of property and equipment in 2021 mainly represents the gain on the disposal of properties by San Miguel Baoding Brewery and San Miguel China Investment Co. Ltd. The loss in 2020 mainly represents the retirement by San Miguel Yamamura Packaging Corporation (SMYPC) of the fixed assets of its Manila Plastics Plant which were damaged by the fire incident in Pandacan, Manila in February 2020.

Other charges - net in 2021 primarily consist of the commodity hedging loss of Petron and the loss on the revaluation of foreign currency denominated net liabilities of the Group as a result of the depreciation of Philippine Peso against the US Dollar by P2.98 in December 2021, partly offset by San Miguel Energy Corporation's (SMEC) recognition of income from the reduction of Power Sector Assets and Liabilities Management Corporation (PSALM) fixed fee charges for the extended outages of Sual Power Plant's Units 1 and 2. Other income - net in 2020 pertains mainly to the: (a) gain on the revaluation of foreign currency denominated net liabilities of the Group as a result of the appreciation of Philippine Peso against the US Dollar by P2.61 in December 2020, (b) settlement received by the Energy business from third party contractors on account of damages arising from the latter's nonfulfillment of obligations under procurement-related contracts, and (c) income recognized by the Group from the Tax Credit Certificates (TCC) issued by the Bureau of Internal Revenue (BIR) in relation to the claims for refund filed for overpayment of excise taxes with the BIR for San Mig Light.

The increase in income tax expense in 2021 was primarily due to the turnaround of Petron resulting to an income tax expense in 2021 compared to income tax benefit in 2020. This was partly offset by the impact of the adoption of the Corporate Recovery and Tax Incentives for Enterprises (CREATE) Law in 2021 and 2020, which reduced the income tax rate from 30% to 25%. The effect of the adoption of CREATE Law in 2020 was adjusted in the first quarter of 2021.

Consolidated net income reached P48,159 million, up 120% from the P21,879 million reported in 2020. More significantly, this is almost at par with pre-pandemic net income level.

The share of non-controlling interests (NCI) on the Group's net income increased in 2021 mainly due to the: (a) net income of Petron in 2021 compared to a net loss in 2020, (b) higher amount of distribution on Senior Perpetual Capital Securities (SPCS) of SMC Global Power Holdings Corp. (SMC Global) and Petron and (c) higher net income of the Food and Beverage business.

The following are the highlights of the performance of the individual business segments:

1. FOOD AND BEVERAGE

San Miguel Food and Beverage, Inc. (SMFB) delivered sustained growth throughout 2021, posting consolidated revenues of P309,778 million, an increase of 11% from last year, as the Food, Beer and Non-alcoholic Beverages (NAB) and Spirits divisions all turned in solid results.

SMFB's consolidated operating income improved 31% to P43,695 million while net income rose 40% to P31,417 million, a significant achievement considering the implementation of community lockdowns and liquor bans in many areas throughout the year, coupled with increasing raw material prices.

a. Beer and NAB Division

San Miguel Brewery Inc. (SMB) continued its recovery in 2021, as consolidated volumes slightly improved to 204.4 million cases. SMB conducted programs to spur consumption to mitigate pandemic restrictions implemented in various parts of the country. Consolidated sales amounted to P116,286 million, 8% higher compared to last year.

Consolidated operating income grew 10% to P26,915 million on account of continuing cost management initiatives. Net income rose 17% to P20,449 million.

Domestic Operations

SMB's domestic beer volumes moderately increased in 2021 while non-alcoholic beverage volumes ended significantly higher than last year. This represents a gradual recovery, coming from the large decline experienced in 2020. Beer volumes improved through various thematic campaigns, activations and consumer promos, which boosted demand and consumption, and softened the effects of liquor bans and mobility restrictions. Domestic beer sales amounted to P105,114 million, up 7% from the previous year, brought about by the full year impact of the price increase implemented in March 2020 and October 2021. Operating income amounted to P25,224 million, an 8% increase over the previous year.

Recovery was further reinforced by nationwide marketing programs and thematic campaigns. San Miguel Pale Pilsen's "*Beer Call Muna Tayo*" and San Mig Light's "*Imagine*" campaigns boosted brand equity while at the same time promoting home consumption and pushing for "*e-numan*" online gatherings. While Red Horse's "*Patak*" and "*Lakas*" advertisements reinforced the brand's leadership and value-for-money proposition. Domestic operations also sustained visibility for Gold Eagle Beer, through distinctive out-of-home installations and improved penetration in Visayas region.

International Operations

SMB's international operations likewise sustained its growth in 2021, posting an 8% and 11% volume and revenue improvement versus the previous year, respectively. This was primarily driven by volume expansion in Indonesia and Exports, offsetting shortfalls in South China, Vietnam, Hong Kong and Thailand which experienced extended and varied pandemic restrictions. With cost management programs and improved sales and operational efficiencies, operating income similarly grew compared to 2020.

b. Spirits Division

Ginebra San Miguel Inc. (GSMI) capped off another stellar year with volumes reaching an all-time high of 41.9 million cases, an 8% increase from 2020, and 17% higher than 2019 pre-pandemic levels.

Growth was mainly the result of its successful marketing campaigns, namely: "*Bagong Tapang*" for GSM, "*Kusog Kulafu*" under-the-cap consumer promo in the Visayas and Mindanao regions for Vino Kulafu, and the "*Choose What's True*" campaign for GSM Blue. These were further supported by national and local consumer promos, aggressive market penetration activities for push brands and continued expansion of distribution channels throughout the year.

Revenues reached P42,534 million, 17% higher from the P36,202 million reported in 2020. Operating income grew 39% to P5,293 million while net income amounted to P4,179 million, 52% higher than 2020 and 150% higher than 2019 pre-pandemic earnings.

c. Food Division

The Food division posted consolidated revenues of P150,970 million in 2021, 12% higher compared to the previous year and 8% higher than pre-pandemic levels in 2019.

Growth was driven by the robust performance of the Protein, Animal Nutrition and Health, Value-Added Meats and Flour segments, all of which grew double-digits, boosted by favorable pricing and volume gains.

These brought the Food Division's consolidated operating income to P11,506 million, a sizeable 122% increase from 2020, in spite of rising costs of major raw materials which put some pressure on margins. This was partly mitigated by the group-wide cost containment efforts, efficiency improvement initiatives, and the optimized utilization of company-wide production facilities.

As a result, consolidated net income surged to P7,610 million, a 165% increase from 2020 and 121% higher than the 2019 pre-pandemic earnings.

- The Protein segment, consisting of the Magnolia Chicken and Monterey Meats businesses, revenues grew 14% buoyed by improvements in chicken prices as the Food division was able to keep its inventory at optimal level, even as industry supply was augmented by imported frozen chicken. The Protein segment's performance received a boost from the growing network of community sellers, and the gradual recovery of *lechon manok* outlets.
- The Animal Nutrition and Health segment expanded revenues by 12% owing to sustained volume increases of free-range fowl, layer, duck, and aquatic feeds. This was brought about by the successful conversion campaigns, intensive penetration and sales activities targeting backyard and medium scale farms. Meanwhile, as hog farms started to slowly repopulate with the waning of African Swine Fever (ASF), sales of hog feeds showed slight recovery in the last quarter of 2021. Likewise, demand for broiler feeds picked up with improved availability of day-old chicks.
- Prepared and Packaged Food segment's consolidated revenues grew 6% from 2020, mainly driven by growth of Value-Added Meats, led by core, flagship products *Purefoods Tender Juicy* hotdog, chicken nuggets, and bacon. Newly launched ready-to-eat products such as meat-free product line *Veega*, Purefoods spaghetti sauce and seafood nuggets also delivered remarkable growth in 2021.

Meanwhile, Magnolia's revenues was lower than previous year as home-baking activities receded, while foodservice recovery remained limited. Nonetheless, margarine, cheese, and San Mig Coffee Sugar free variant grew steadily while sales of newly launched retail packs of Magnolia Salad Aids have been promising.

- The Flour segment maintained its upward momentum with revenues ending 17% higher versus 2020. Growth in all geographical areas, led by Mindanao and the Greater Manila Area was driven by strong volumes due to an expanded distribution network and the recovery in existing customers' operations.

2. PACKAGING

The Packaging business registered sales of P33,703 million in 2021, a 7% increase from the previous year, mainly driven by increase in volumes from food and beverage accounts, improved performance from the glass, plastics, metal crowns, and two-piece aluminum cans, and flexibles businesses, as well as better results from the Australasian and Malaysian operations.

Operating income amounted to P1,162 million, 21% higher compared to 2020, on account of higher sales, effective cash management and maximization of cost containment measures.

3. ENERGY

SMC Global delivered off-take volumes of 27,221 gigawatt hours (GWh) in 2021, a 4% growth versus 2020, as industrial activities started to pickup with relatively lighter Corona Virus Disease (COVID)-19 quarantine restrictions compared to 2020. Correspondingly with higher spot and average bilateral rates, consolidated revenues for the year rose by 16% to P133,710 million.

Operating income declined by 14% to P31,886 million on account of a significant rise in average coal input costs and higher power purchases. The higher power purchases were the result of lack of peak capacity to serve the Energy Group's improved bilateral requirements, with the continued deration of the Ilijan power plant due to gas supply restriction and the extended outages in Sual power plant.

Consequently, net income amounted to P15,978 million, down by 15% from the previous year. Without the recorded liquidated damages from a third-party contractor arising from non-fulfillment of obligations under its procurement-related contracts in 2020, net income would have been higher by around 5%.

4. FUEL AND OIL

Petron continued to bounce back from the pandemic, delivering a net income of P6,136 million, reversing the P11,413 million net loss in 2020.

Petron's consolidated sales volume grew 5% to 82.2 million barrels, made possible by the easing of pandemic restrictions and the re-start of economic activities that improved overall demand.

Petron Philippines' retail volumes increased by 6% brought about by volume-generating programs amid the implementation of granular lockdowns. Industrial sales grew by 2% as travel restrictions eased out and more industries reopened. Petron's lubricant sales likewise grew which recorded the highest growth at 11%, highlighting the strong performance and presence of its locally produced engine oils and other lubricant products in the market.

Consolidated sales for the year reached P438,057 million, up 53% from the previous year, driven by the increase in international prices and higher local demand. Recovering oil demand and tightened supply caused Dubai crude oil prices to breach the US\$80 per barrel level in the fourth quarter which averaged nearly US\$70 per barrel in 2021, 64% higher than 2020's US\$42 per barrel, the highest annual average price in the past three years.

With improved refining margins and various operational efficiencies continuously enacted, operating income grew 472% to P17,215 million, an immense turnaround from the P4,629 million operating loss reported in 2020.

5. INFRASTRUCTURE

The Infrastructure business sales rose 35% to P19,690 million, mainly driven by a 35% combined increase in average daily traffic volume in all operating toll roads namely, South Luzon Expressway (SLEX), Skyway Stages 1, 2 and 3, Southern Tagalog Arterial Road (STAR) Tollway, Tarlac-Pangasinan-La Union Expressway (TPLEX) and Ninoy Aquino International Airport Expressway, all posted double digit growth, indicating that more motorists are enjoying improving travel movement.

Operating income grew by 164% to P6,788 million, mainly driven by volume increase and margin improvements backed by cost management initiatives.

In 2021, the Infrastructure business continued its aggressive expansion, fully opening the Skyway Stage 3 on January 14 and opening the Northbound section of the Alabang South Skyway Extension Project (SLEX Elevated Extension) on April 11. The SLEX Elevated Extension was formally inaugurated on February 15, 2022, which can accommodate around 200,000 cars per day. This is seen to further ease travel in and out of Metro Manila.

On September 21, 2021, San Miguel Holdings Corp. (SMHC) through its subsidiary Pasig River Expressway Corporation, together with the Department of Public Works and Highways (DPWH), Department of Transportation (DOTr), and Toll Regulatory Board (TRB), signed the Execution of the Supplemental Toll Operations Agreement for the financing, construction, operation and maintenance of the P91,800 million Pasig River Expressway (PAREX). PAREX is an elevated and hybrid 19.37 kilometer-expressway, that would pass along the banks of Pasig River from Manila to Taguig. The groundbreaking was held last September 24, 2021.

The 22-km Metro Rail Transit Line 7 (MRT 7) Project is likewise on-track, with construction steadily progressing. The Infrastructure business unveiled six brand new trainsets, a total of 18 cars, for the much-anticipated MRT 7 mass transit project. These are the first batch of 36 train sets or a total of 108 cars. Test runs is slated to begin by the end of 2022.

The SLEX TR4 and Skyway Stage 4 Projects are also progressing well. SLEX TR4 pre-construction activities along Santo Tomas-Makban; Makban-San Pablo and San Pablo to Tiaong as well as right of way acquisition are ongoing. The construction of Skyway Stage 4 workable areas along C5 road is almost complete while the Detailed Engineering Designs of several sections are either being reviewed by the independent consultant or pending approval and signing of the TRB.

The Bulacan Bulk Water Project's Stages 1 and 2 facilities are already operational and has started on Stage 3. The Memorandum of Agreement for the pipe conveyance extension was approved on December 22, 2021, while undergoing bidding process for Norzagaray Water System and Angat-Bustos Water System, as well as right of way acquisitions.

2020 vs. 2019

	December		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2020	2019	Amount	%	2020	2019
	<i>(In Millions)</i>					
Sales	P725,797	P1,020,502	(P294,705)	(29%)	100%	100%
Cost of Sales	576,449	818,815	(242,366)	(30%)	79%	80%
Gross Profit	149,348	201,687	(52,339)	(26%)	21%	20%
Selling and Administrative Expenses	(77,872)	(85,972)	8,100	9%	(11%)	(8%)
Operating Income	71,476	115,715	(44,239)	(38%)	10%	12%
Interest Expense and Other Financing Charges	(52,035)	(56,019)	3,984	7%	(7%)	(5%)
Interest Income	6,182	10,675	(4,493)	(42%)	1%	1%
Equity in Net Earnings of Associates and Joint Ventures	417	105	312	297%	0%	0%
Loss on Sale of Property and Equipment	(491)	(237)	(254)	(107%)	(0%)	(0%)
Other Income - Net	11,861	6,848	5,013	73%	1%	0%
Income Before Income Tax	37,410	77,087	(39,677)	(51%)	5%	8%
Income Tax Expense	15,531	28,513	(12,982)	(46%)	2%	3%
Net Income	P21,879	P48,574	(P26,695)	(55%)	3%	5%
Net Income Attributable to Equity Holders of the Parent Company	P2,973	P21,329	(P18,356)	(86%)	0%	2%
Net Income Attributable to Non-controlling Interests	18,906	27,245	(8,339)	(31%)	3%	3%
Net Income	P21,879	P48,574	(P26,695)	(55%)	3%	5%

Sales and margin improvements in the second half of 2020 reduced overall decline with the Group's consolidated sales and operating income reaching P725,797 million and P71,476 million, 29% and 38% lower than 2019, respectively. The decline in revenue was mainly caused by lower sales volume of Petron and the Beer and NAB division under the Food and Beverage business. This was due to lockdown and strict quarantine restrictions implemented by the government in the early part of 2020 coupled with lower selling price per liter of fuel products of Petron as a result of the volatility of global crude oil prices. Sales of the Energy business also declined due to the deferment of the power supply agreements with Manila Electric Company (Meralco) and lower contract rates under the new power supply agreements that took effect on December 26, 2019 compared to the previous agreements. The Infrastructure business likewise registered a decline in sales which was mainly brought about by the decline in average daily traffic volume in all the operating toll roads which have been weighed down by the different levels of travel restrictions in 2020.

Cost of sales was lower by 30% to P576,449 million mainly due to the: (a) decrease in sales volume and lower cost per liter of fuel products of Petron, (b) lower power purchases, decline in net generation cost due to lower average cost of coal and natural gas prices, and lower energy fees due to the decline in net generation of the Sual, Ilijan and San Roque Power Plants, and (c) lower sales volume from Beer and NAB and Food divisions. This was partly offset by the increase in sales volume of the Spirits division.

The decrease in selling and administrative expenses by 9% to P77,872 million was mainly due to lower advertising and promotion, and freight, trucking and handling expenses primarily from the Beer and NAB and Food divisions under the Food and Beverage business, and reduction in outsourced services of Petron due to the pandemic. Advertising campaigns and promotions were suspended and reduced, respectively, due to quarantine restrictions while the decline in freight, trucking and handling was brought about by lower sales volume.

The decrease in interest expense and other financing charges was mainly due to the: (a) lower average interest rate of Petron and (b) lower interest expense of the Energy business from the declining principal balance of its finance lease liabilities.

The decrease in interest income was primarily due to lower interest rates and average balance of cash and cash equivalents.

The increase in equity in net earnings of associates and joint ventures was mainly due to the share on the higher net income of MNHPI.

The loss on sale of property and equipment mainly pertains to the retirement of the fixed assets of SMYPC Manila Plastics Plant which were damaged by the fire incident in Pandacan, Manila in February 2020. The loss which represents a 1% reduction in the Group's total net income did not have a significant impact on the Group's results of operations.

The increase in other income - net was mainly due to the: (a) settlement received by the Energy business from third party contractors on account of damages arising from the latter's nonfulfillment of obligations under procurement-related contracts and (b) income recognized by SMC from the TCC issued by the BIR in relation to the claims for refund filed for overpayment of excise taxes with the BIR for San Mig Light.

The lower income tax expense was primarily due to the: (a) tax benefit by Petron from the loss before tax in 2020 compared to tax expense on the income before tax in 2019, (b) lower taxable income of the Beer and NAB division and Infrastructure business, and (c) derecognition by SMC of deferred income tax asset on the Net Operating Loss Carry-Over (NOLCO) which expired in 2019.

Consolidated net income for the year 2020 amounted to P21,879 million, 55% lower than 2019. Consolidated net income in the second half of 2020 amounted to P25,867 million, 15% higher than the same period in 2019, reversing the first half net loss of P3,988 million, which was due largely to the economy's contraction and quarantine restrictions. The improvement in the performance for the second half of 2020 was mainly brought about by the sustained performance recoveries from all major businesses, combined with effective cost saving initiatives implemented throughout the Group.

The share of NCI on the Group's net income decreased in 2020 mainly due to the net loss of Petron in 2020 as compared to a net income in 2019 and lower net income of the Beer and NAB division under the Food and Beverage business and SMC Tollways Corporation (SMC Tollways, formerly Atlantic Aurum Investments Philippines Corporation). The decrease was offset by the higher amount of distribution on SMC Global's SPCS.

The following are the highlights of the performance of the individual business segments:

1. FOOD AND BEVERAGE

SMFB registered consolidated sales of P279,290 million for the full year of 2020, 10% lower than 2019. Its strong rebound in the second half of 2020 narrowed its 19% decline in the first half of 2020, as a result of continuous volume improvements from its Beer and NAB division, the all-time high performance of its Spirits division, and steady growth of the Prepared and Packaged Food segment of the Food division. This was, however, slightly

tempered by lower volumes from the Food division's Protein and Animal Nutrition and Health segments.

SMFB's consolidated operating income ended at P33,412 million, a 30% decline, while net income closed at P22,401 million, down 31% from 2019.

a. Beer and NAB Division

SMB recorded consolidated sales of P107,928 million in 2020, 24% lower than 2019. The decline was a direct effect of the Enhanced Community Quarantine (ECQ) restrictions throughout the country, as well as its regional markets. SMB saw significant sales recovery in the second half of 2020, posting a 52% sales improvement over the first half, delivering volumes of 202 million cases.

Operating income amounted to P24,467 million, down 37%, and net income stood at P17,455 million.

Domestic Operations

Domestic operations recorded robust volume growth in the first two months of 2020, but quarantine lockdowns resulted to the closure of all on and off-premise outlets, limited transport activities, and the banning of the sale of liquor products in many markets. All these took a toll on beer sales, particularly in the second quarter of 2020.

The easing of restrictions paved the way for the gradual, partial re-opening of the economy. As a result, performance began to pick-up in mid-May of 2020, with significant volume recovery in June 2020, and sustained month-on-month sales improvements until December 2020. Sales for 2020 amounted to P97,828 million, buoyed by the price increase implemented on March 1, 2020, but remained 24% lower versus 2019. Combined with cost containment efforts, operating income ended at P23,259 million.

SMB boosted its presence in digital, e-premise, and other appropriate channels for sustained brand equity. It also tapped opportunities for selling especially in emerging and relevant channels, to mitigate the impact of the pandemic and adapt to the new normal. SMB also put in place programs to further support the shift from on-premise to home consumption. Effective cost management, rationalized spending, tighter business controls, and other cost saving initiatives were also implemented, helping sustain the domestic operations' positive profit level.

To support recovery, SMB strengthened its marketing campaigns with TV and radio placements namely, the "*Inom Sweet Home 5+1*" promo and "*Pass the Bottle*" with the San Miguel Beermen. Digital brand campaigns were also rolled out to supplement traditional media. For the first time, the yearly SMB *Oktoberfest* event was held virtually over Facebook.

International Operations

International operations were also affected by the pandemic, as governments in countries where there are operations implemented their own containment measures. This resulted to the temporary closure of manufacturing plants, as well as the closure of on-premise outlets, which resulted to a decline in consumption. The operations in Indonesia and Thailand were particularly affected, as on-premise consumption in these markets are relatively high.

Meanwhile, the Hong Kong, South China, and Vietnam markets were less affected, as evidenced by significantly improved profits compared to 2019. The Exports business also recorded consistent improvements, brought about by the continuous growth of off-trade channels and brand focused distribution.

SMB International continues to implement its marketing programs, volume incentive initiatives, and market penetration and distribution activities, to sustain and improve volumes and profitability.

b. Spirits Division

GSMI started with a healthy volume growth in the first two months of 2020. Volumes shrank during the ECQ, but quickly recovered after. Trade replenishments boosted sales, leading to June 2020 volumes reaching the highest monthly levels on record.

Coming from a volume decline in the first half of 2020, GSMI's sustained, strong month-on-month volume rebound resulted to full-year 2020 volumes of 38.6 million cases, up 8% from 2019. This is attributable to the expansion of distribution reach, continued efforts to maintain brand relevance, prompt replenishment of stocks in outlets, utilization of e-commerce channels via the San Miguel online store "*The Mall*", and promotion through the online *Ginumanfest* live concert.

In July 2020, GSMI resumed its "*Lakas sa Magandang Bukas*" and "*I Choose Mojito*" marketing campaigns on radio and television, as the economy reopened.

GSMI launched a new thematic campaign in September 2020, "*One Ginebra Nation 2.0*", sending out a message of hope, resiliency and unity, attuned to the call of this ongoing challenges which further helped bump up volumes. This was supported by localized consumer promos and the expansion of distribution coverage. Another campaign, "*GSM Blue I Choose Mojito 2.0*", also contributed to volume increase.

Consolidated sales for the year 2020 reached P36,202 million, up 25% from P29,063 million in 2019.

With better operational efficiencies and effective alcohol sourcing, operating income amounted to P3,806 million, up 32% versus 2019. Net income hit P2,757 million, 65% higher from 2019, the highest ever recorded by GSMI as at December 2020.

c. Food Division

The Food division's consolidated sales declined by 3% to P135,170 million from 2019, reflecting the full impact of ECQ in its basic food segments which was partly moderated by the solid performance of the Prepared and Packaged Food segment as packaged food became an essential item in consumers' grocery baskets as they settled into their home-based- work-from-home and online classes lifestyle.

Sales in the first three quarters of 2020 followed a downward trend but slowly returned to growth as quarantine restrictions were eased in September 2020. While institutional sales remained weak due to limited dine-in activities of food service, incremental sales from alternative trade channels partly offset this and the usual demand surge from Christmas spending boosted revenues in the fourth quarter of 2020.

Operating income dropped by 17% to P5,185 million in 2020 primarily due to the impact of the pandemic on revenues and operating expenses.

- The Protein segment, consisting of the Magnolia Chicken and Monterey Meats businesses, was most affected by the pandemic as revenues declined by 10%. Many of the foodservice customers, including fast food chains and "*lechon manok*" outlets, were forced to close shop during the ECQ. This resulted in a massive build-up of frozen chicken inventory in the second quarter of 2020, which pushed down prices. In response, aggressive move-out plans were implemented, such as developing alternative trade channels, notably community resellers, to push volumes

and help bring down inventory. Poultry volumes in the fourth quarter of 2020 posted double-digit growth quarter-on-quarter, buoyed by a moderate uptick during the holiday season and incremental sales from alternative channels, particularly community resellers which accounted for 11% of total volumes in 2020. From 192 community resellers in March 2020, it expanded to over 13,000 by end-December 2020 and this was still expanding. Chicken prices likewise improved since October 2020 and reached around P125/kilo in December 2020. Meanwhile, the Monterey Meats business experienced lower revenues brought about by the restrictions on the movement of pork imposed by some local government units to combat ASF.

- Animal Nutrition and Health segment revenues registered a slight decrease of 2% due to the continuing effects of the ASF which affected hog feeds sales. Proving to be a reliable supplier during the ECQ and able to implement more competitive selling prices has allowed the business to grab market share. Volumes ended slightly higher than 2019, registering robust growth in free range fowl, duck and aquatic feeds, as customers opted for superior product quality produced in the new feed mills.
- Prepared and Packaged Food segment, composed of the processed meats, dairy, spreads, ice cream, biscuits and coffee businesses, posted 10% revenue growth as restricted living led to more in-home cooking and consumption. This pushed demand for breakfast items and benefitted the premium processed meats, margarine, cheese, and pancake mixes which all registered double-digit growth rates. Flagship product, *Purefoods Tender Juicy* Hotdog, saw volumes grow across all retail channels with the chicken variant - *Tender Juicy Chicken* Hotdog - registering the highest growth at 98% during the pandemic. *Purefoods* Hams and *Magnolia* Cheeseballs performed strongly in December 2020 as special Christmas bundles were created so that more families could celebrate despite tight budgets.

Changes in consumer behavior and increased demand for in-home food driven by lockdown restrictions, gave opportunity to push new products such as the ready-to-cook *Magnolia* Fried Chicken, the newly-launched plant-based food products under the *Veega* brand, the *Purefoods* seafood line, and the *Purefoods* Heat and Eat slow-cooked viands. New product launches also included ready-to-eat viands under the *Cook Express* and *Chef's Selections* brands targeted at foodservice outlets and home-based businesses.

- Revenues of the Flour segment were down by 2% mainly from a slowdown in volumes from institutional customers as well as lower selling prices. Price rollbacks were made for hard flour due to aggressive competition in the industry. However, the retail sector continued to grow on the strength of increased demand for Bake Best flour premixes and baking ingredients arising from heightened consumer interest in home baking.

2. PACKAGING

The Packaging business registered P31,504 million in sales for 2020, down 17% from 2019, similarly reflecting the effects of the ECQ. Volumes were dragged down by lower orders from its major beverage customers. This was partly offset by increased deliveries to healthcare and pharmaceutical customers, growth in sales from the food and liquor sectors, mainly for home consumption due to the gradual re-opening of the economy and improvements in the export market. On the other hand, the performance of Australia, Malaysia, and China operations remained stable.

With effective cost management initiatives, the Packaging business generated operating income of P961 million.

3. ENERGY

SMC Global registered sales of P115,029 million in 2020, 15% lower versus 2019, as off-take volumes of 26,291 GWh declined by 7%. This was primarily due to the deferment of commencement of the 290 megawatts (MW) mid-merit power supply agreement with Meralco, where the provisional approval of the Energy Regulatory Commission (ERC) was posted and distributed to the parties only on March 16, 2020 and the expiration of the 260 MW power supply agreement of Masinloc Power Partners Co. Ltd. (MPPCL).

In addition, the new Meralco baseload power supply agreements that took effect on December 26, 2019 have lower contract rates compared to the previous power supply agreements.

Sales volumes were affected by a decline in demand from industrial and contestable customers during the lockdown period, which gradually improved with the reopening of economic activities after the easing of the ECQ restrictions. This was, however, mitigated by improved utility demand as household consumption increased.

With lower fuel costs and spot purchases and effective implementation of power dispatch strategies, operating income ended 3% higher at P36,923 million. Net income, on the other hand, amounted to P18,874 million, 31% higher than 2019.

SMC Global also increased its total capacity during 2020. On September 26, 2020, it officially started commercial operations of its Masinloc Unit 3, with 335 MW capacity. On December 15, 2020, it attained substantial completion, including testing and commissioning by the National Grid Corporation of the Philippines, of its 20 MWh Battery Energy Storage (BESS) facility in Kabankalan, Negros Occidental.

With this, SMC Global's total capacity reached 4,697 MW as at December 31, 2020, accounting for 20% of the National Grid, 27% of the Luzon Grid, and 8% of the Mindanao Grid.

It has also started to undertake the expansion of its portfolio of BESS projects that will provide an additional 1,000 MWh. The initial 490 MWh across 15 sites are in advanced stages of completion and are expected to start operating in early 2021. The remaining 510 MWh across other sites are expected to be completed by the early part of 2022.

4. FUEL AND OIL

Petron faced significant challenges throughout 2020. Global oil prices, which had already been volatile, plunged in March 2020 as a price war broke among the top oil producing countries. Dubai crude oil prices collapsed by around 33%, from an average of US\$63.5 per barrel in 2019 to US\$42 per barrel in 2020, resulting to successive rollbacks in pump prices.

Oil prices fell to as low as US\$13 per barrel in daily trading, reaching record low levels in 26 years. Refining margins also remained weak in the region as oil consumption declined. Demand for fuel also fell as transportation and mobility were severely restricted throughout the ECQ period.

Petron posted successive recoveries in the last two quarters of 2020, resulting in net profit of P2,823 million in the second half, as world crude oil prices stabilized and rallied towards end of 2020, bringing subsequent inventory gains. Consolidated volumes also improved, from a slump in the second quarter of 2020. Still, these were not enough to compensate for losses incurred in the first half of 2020, which resulted from demand contraction in both domestic and international markets, poor refining margins, and the collapse in world crude oil prices.

As a result, Petron's consolidated sales amounted to P286,033 million, down 44% from 2019. Volumes were likewise down 27% to 78.6 million barrels. Petron recorded consolidated operating loss of P4,629 million and net loss of P11,413 million in 2020.

Petron continues to implement measure to maximize productivity and reduce expenses in order to cope with the pandemic's impacts. Cash preservation initiatives are in place, as Petron continues to find new ways to adapt, given that the economy's recovery may take longer than initially expected.

5. INFRASTRUCTURE

The Infrastructure business recorded a 33% volume drop for 2020, reflecting the effect of travel restrictions throughout Luzon. Despite this, the business continued to waive toll fees to help the medical front liners. Following the easing of restrictions, a significant recovery in traffic volumes was seen, with some operating toll roads registering daily traffic at almost pre-pandemic levels.

Combined average vehicle daily traffic in the fourth quarter of 2020 reached 80% of 2019 levels, with notable recoveries from SLEX and STAR Tollway.

As a result, 2020 sales amounted to P14,565 million, 38% lower than 2019, while operating income ended 78% lower at P2,571 million.

The Infrastructure business, nevertheless, delivered on its commitments and completed two major projects. The entire stretch of the TPLEX from Tarlac up to Rosario, La Union was completed and opened to the public. The construction of the Skyway Stage 3 Project, linking SLEX and North Luzon Expressway (NLEX) was also completed. Skyway Stage 3 was soft-opened on December 29, 2020, and was inaugurated and opened to motorists on January 14, 2021.

The MRT 7 Project is progressing well, with construction returning to normal levels. Work on sections from Quezon Memorial Circle to Quirino Highway traversing Commonwealth Avenue and Regalado Avenue is ongoing.

Construction of the SLEX Toll Road 4 Project, which will extend SLEX from Sto. Tomas, Batangas to Lucena City in Quezon province is ongoing along the Alaminos-Tiaong area. Coordination with the DPWH is also ongoing to expedite the acquisition of right-of-way.

Meanwhile, the SLEX Elevated Extension Project was in an advanced stage of completion. The construction of Skyway Stage 4 has also started at workable areas along C-5. Acquisition of right-of-way properties is ongoing. The TRB has given the Group permission to proceed with detailed engineering design on realignments.

Stages 1 and 2 of the Bulacan Bulk Water Treatment facilities are now complete. Feasibility study of Stage 3 has also been completed, while work on the preliminary engineering design is ongoing.

2019 vs. 2018

	December		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2019	2018	Amount	%	2019	2018
	<i>(In Millions)</i>					
Sales	P1,020,502	P1,024,943	(P4,441)	(0%)	100%	100%
Cost of Sales	818,815	825,748	(6,933)	(1%)	80%	81%
Gross Profit	201,687	199,195	2,492	1%	20%	19%
Selling and Administrative Expenses	(85,972)	(82,110)	(3,862)	(5%)	(8%)	(8%)
Operating Income	115,715	117,085	(1,370)	(1%)	12%	11%
Interest Expense and Other Financing Charges	(56,019)	(45,496)	(10,523)	(23%)	(5%)	(4%)
Interest Income	10,675	7,192	3,483	48%	1%	1%
Equity in Net Earnings (Losses) of Associates and Joint Ventures	105	(289)	394	136%	0%	(0%)
Gain (Loss) on Sale of Investments and Property and Equipment	(237)	252	(489)	(194%)	(0%)	0%
Other Income (Charges) - Net	6,848	(5,628)	12,476	222%	(0%)	(1%)
Income Before Income Tax	77,087	73,116	3,971	5%	8%	7%
Income Tax Expense	28,513	24,468	4,045	17%	3%	2%
Net Income	P48,574	P48,648	(P74)	(0%)	5%	5%
Net Income Attributable to Equity Holders of the Parent Company	P21,329	P23,077	(P1,748)	(8%)	2%	2%
Net Income Attributable to Non-controlling Interests	27,245	25,571	1,674	7%	3%	3%
Net Income	P48,574	P48,648	(P74)	(0%)	5%	5%

The Group's consolidated sales for the year 2019 amounted to P1,020,502 million, at par versus 2018. Higher volumes from the Energy and Food and Beverage businesses continue to drive revenue growth, but was moderated by the decline in the sales performance of Petron.

Cost of sales amounted to P818,815 million, slightly lower than 2018 at P825,748 million. The decrease primarily was the result of the significant decrease in average crude oil prices and sales volume of Petron. This was reduced by the increase in: (a) full year operations of Masinloc Power Plant Units 1 and 2, Malita Power Plant Unit 2, and Limay Power Plant Unit 3, alongside Limay Power Plant Unit 4 which started operations in July 2019; (b) higher power purchase costs of Sual, Ilijan and San Roque Power Plants; (c) higher energy fees of Sual and Ilijan Power Plants; and (d) volume growth of the Food and Beverage business and higher broiler cost, processing cost and major raw materials of the Food division.

Selling and administrative expenses increased by 5% to P85,972 million compared to 2018, mainly due to: (a) higher personnel expenses, logistics costs, contracted services costs and marketing expenses of the Food and Beverage business, and (b) higher operating expenses from Masinloc entities' full year operations. The increase was partly offset by lower employee costs, provision for bad debts and advertising expenses of Petron.

The Group's consolidated operating income declined by 1% at P115,715 million from 2018, weighed down by Petron and the Food and Beverage business, particularly the Food division.

This was partly offset by Beer and NAB and Spirits divisions, under the Food and Beverage business, and the Energy business which delivered strong results in 2019.

The higher interest expense and other financing charges was mainly due to higher level of long-term debt and generally higher interest rate in 2019 compared to 2018.

The higher interest income was primarily due to higher interest rate and average balance of cash and cash equivalents.

The increase in equity in net earnings (losses) of associates and joint ventures mainly represents the share of San Miguel Properties, Inc. (SMPI) on the higher earnings of BOC and the share of SMHC on the earnings of MNHPI for the period May to December 2019, net of the share on higher net losses of the Group's joint ventures.

The loss on sale of property and equipment in 2019 pertains mainly to the disposal and retirement by SMYPC of its Cebu Beverage Packaging Plant.

Other income - net in 2019 was primarily due to the foreign exchange gain on the revaluation of foreign currency denominated net liabilities of the Group as a result of the appreciation of the Philippine Peso by P1.945 in December 2019. Other charges - net in 2018 was primarily due to the foreign exchange loss on the revaluation of foreign currency denominated net liabilities of the Group as a result of the depreciation of the Philippine Peso by P2.65 in December 2018.

The higher income tax expense was primarily due to the: (a) higher provision for deferred income tax expense recognized by the Energy business on the temporary difference of monthly fixed payments to PSALM over the finance lease-related expenses and the temporary differences on foreign exchange translation and capitalized borrowing costs, and (b) higher taxable income of SMB. This was partially offset by lower provision for income tax recognized by Petron, the Food division under the Food and Beverage business and SMEC due to the decline in taxable income.

Consolidated net income amounted to P48,574 million, at par with 2018.

Share of NCI increased in 2019 mainly due to the higher amount of distribution on SMC Global's Undated Subordinated Capital Securities (USCS) and SPCS and the Food and Beverage business' higher net income, partly offset by the lower net income of Petron.

The following are the highlights of the performance of the individual business segments:

1. FOOD AND BEVERAGE

SMFB's consolidated sales for 2019 ended at P310,785 million, 9% higher than the P286,378 million reported in 2018, on account of strong volumes from the Beer and NAB and Spirits divisions and better selling prices. Consolidated operating income grew 4% versus 2018 to P47,781 million, mainly driven by the Beer and NAB and Spirits divisions sustained strong performance. This was partly offset by the slowdown in the Food division.

Net income rose 6% over 2018 to P32,279 million.

a. Beer and NAB Division

SMB sustained its volume growth, concluding 2019 with consolidated volumes of 301.6 million cases, up 6% from 2018. Consolidated sales and operating income were both 10% higher at P142,272 million and P38,720 million, respectively. Net income grew 14% to P27,285 million.

Domestic Operations

Domestic operations sold 275.3 million cases, up 7% from 2018. This was mainly the result of engaging brand and trade activations coupled with sustained economic expansion, low inflation, election-related spending, and better employment conditions. Red Horse and San Miguel Pale Pilsen maintained their position as the top selling beer brands. Both benefitted from nationwide activations and consumer promo events such as “*Pasiklaban*”, “*4Kicks*”, “*Rocker Chicks*” and “*Astig*” for Red Horse and “*Logiclub*” for San Miguel Pale Pilsen, alongside other volume-generating programs.

SMB completed its new beer production facility in Tagoloan, Misamis Oriental in the fourth quarter of 2019.

International Operations

International operations delivered revenue and operating income growth, despite a slight drop in volumes. This was on the back of strong results from Thailand operations and the Exports business, along with significant improvements in Vietnam, South China, and Hong Kong.

Distribution and marketing enhancements and penetration programs were put in place to accelerate volume growth of San Miguel brands - San Miguel Pale Pilsen, Red Horse, San Mig Light, and Cerveza Negra - and local brands. These included geographical expansion and the launch of new products in all countries with operations.

b. Spirits Division

GSMI posted a full-year net income of P1,672 million in 2019, 59% higher than 2018, the highest income recorded in the last 15 years. Volumes grew 14% from 2018 at 35.9 million cases. Much of this growth is attributed to the success of thematic campaigns, “*Pilipino Ako, Ginebra Ako*” for Ginebra San Miguel and “*I Choose Mojito*” for GSM Blue. Wider sales distribution, trade promotions and various on-ground activities for consumers also helped boost volumes. Vino Kulafu, GSMI’s Chinese wine brand, continued to post strong growth in Visayas and Mindanao regions while Primera Light Brandy also delivered healthy growth.

Before the end of 2019, GSMI launched a new campaign, “*One Ginebra Nation*”, espousing unity among Filipinos which is expected to boost volume growth further for GSMI.

Total sales reached P29,063 million, up 17%. Operating income hit P2,878 million, 57% higher than 2018, as a result of better margins deriving from operational improvements across the supply chain.

c. Food Division

The Food division generated consolidated sales of P139,459 million, 5% higher than 2018, on the back of higher volumes, better selling prices, and an improved product mix across most of business segments.

Net income for the Food division amounted to P3,449 million.

- The Protein segment, composed of Poultry and Fresh Meats, registered a 7% growth in revenues as volumes from chicken stations, *lechon manok* outlets, and major food service chains, increased. The improvement in poultry prices following the re-imposition of special safeguard duties on imported frozen chicken, also helped boost sales. Revenues from fresh meats however declined, due to restrictions imposed by several Local Government Units on pork products, in a bid to curb the spread of ASF.

- Animal Nutrition and Health segment revenues declined by 2%, following lower commercial volumes due to its portfolio rationalization. Sales of broiler and layer feeds were also lower as commercial raisers held back output, following the glut in chicken prices. This was cushioned by strong hog feeds sales prior to the ASF outbreak.
- Prepared and Packaged Food segment revenues grew 8% on the back of the strong performance of its core products and favorable selling prices of value-added meats, butter, margarine, dairy spreads, biscuits and coffee. The segment also benefitted from an improved product mix, specifically, a shift to higher-margin products and the conversion of some of pork-based products to chicken-based formulations, as in the case of the newly launched *Purefoods* Fiesta Ham Chicken.
- Flour revenues grew 11%, driven by better selling prices and healthy volume growth resulting from additional capacity from the new flour mill.

The Food division has built four new feed mills. Two facilities are in Luzon, in Bataan and San Ildefonso, and both started commercial operations in 2019. Two other feed mills in Davao and Misamis Oriental are both undergoing commissioning. The Food division has expanded its poultry breeder farm in Bataan and is constructing new poultry processing plant in Quezon and Davao. An additional flour milling facility is being commissioned in Mabini, Batangas and is expected to be operational by early 2020.

2. PACKAGING

The Packaging business' performance remained stable throughout 2019. Sales for 2019 amounted to P37,874 million, a slight increase from 2018. This was largely due to steady demand for the Packaging business' largest segments, Glass, Metal, and Flexibles businesses. The Packaging business' Malaysia operations also performed strongly as did its Logistics Services' operations, following increased demand for trucking services and pallet rentals.

Operating income reached P3,598 million, 9% higher than 2018, driven by Glass and Metal volumes. Packaging saw higher orders from the Beer and Spirits businesses, as well as carbonated soft-drinks customers, supported by programs to improve efficiencies and better management of fixed costs.

3. ENERGY

SMC Global registered consolidated sales of P135,060 million, 12% higher than the P120,103 million reported in 2018. This was on the back of an 18% increase in off-take volumes at 28,112 GWh brought about by the full year operation of Masinloc Power Plant Units 1 and 2, Unit 2 of Malita Power Plant and Unit 3 of the Limay Power Plant. Unit 4 of the Limay Power Plant also provided additional capacity starting July 2019. In addition, the Ilijan Power Plant posted higher revenues from its bilateral and spot sales in 2019.

Consolidated operating income grew 8% at P35,954 million from 2018, while net income surged 73% to P14,364 million in 2019.

4. FUEL AND OIL

Petron faced multiple challenges during 2019, foremost of which were significantly weaker refining margins and volatile global prices due to political tensions in the Middle East and uncertainties in the global economy. The price of Dubai crude oil declined from an average of US\$69 per barrel in 2018 to US\$63 per barrel in 2019. This was compounded by the shutdown of the Bataan refinery due to an earthquake in April 2019. The effect of the second

tranche of the excise tax increase and proliferation of white stations, also had an adverse effect on Petron's overall performance.

As a result, Petron's consolidated sales amounted to P514,362 million, down 8% versus 2018, mainly on account of lower average selling price of fuel, and a slight decline in volumes, which ended at 107 million barrels. Philippine operations volume declined by 5% following the unplanned total plant shutdown which began in April 2019. Petron Malaysia's domestic volumes meanwhile grew by 3%, helping offset the decline in Philippine volumes.

Operating income was also down by 14% at P16,199 million, the result of lower margins of petroleum and petrochemical products due to the combined effects of oversupply, a slowdown in demand, and the temporary cessation of refinery operations. This was partly cushioned by its extensive fixed cost savings initiatives and continued emphasis on operational efficiencies.

Petron's consolidated net income settled at P2,303 million, down by 67% from 2018's P7,069 million.

Despite this setback, Petron continues to expand its service station network to reach even more customers. In 2019, Petron opened 124 new stations, bringing its total to 2,435 service stations in the Philippines and to almost 700 in Malaysia.

5. INFRASTRUCTURE

The Infrastructure business recorded a combined 5% volume growth for the year 2019 from all of its operating toll roads. Consolidated sales reached P23,406 million, while operating income amounted to P11,444 million.

Construction of major infrastructure projects remain on going. This, however, was temporarily suspended starting on March 17, 2020 when the ECQ was implemented in Luzon by the Philippine government to control the spread of the COVID-19. Construction activities gradually resumed after the restrictions in construction activities were partially allowed in some areas until it was totally lifted on May 15, 2020.

The 89.21-kilometer TPLEX has been operational from Tarlac to Pozzorubio while the last phase from Pozzorubio to Rosario, La Union, was almost complete. This phase was temporarily opened to the public in December 2019 which was closed after the holiday season to give way for its completion.

Construction of the 22-kilometer MRT 7 Project, was likewise progressing well. Work on the section from Quezon Memorial Circle to Quirino Highway traversing Commonwealth Avenue and Regalado Avenue in Quezon City was accelerated to reach the goal of partial operation by 2021.

The Bulacan Bulk Water Supply Project now supplies potable water to 12 out of 24 Bulacan municipalities, including Balagtas, Bocaue, Bulakan, Calumpit, Guiguinto, Malolos City, Marilao, Meycauayan, Obando, Plaridel, San Jose del Monte, and Santa Maria.

The Skyway Stage 3 that linked SLEX to NLEX was in the advanced stages of completion, despite suffering a setback on February 1, 2020 from a fire in Pandacan, Manila. Approximately 300 meters of Section 2B, which was already substantially complete, was affected. Prior to work suspension due to ECQ, SMC Infrastructure had been working 24/7 to reconstruct this section and targeted to complete the Skyway 3 Project by July 2020.

SLEX TR4, the 56.862-kilometer extension of the SLEX from Sto. Tomas, Batangas to Lucena City in Quezon province, has started construction. Works from Alaminos, Laguna and Tiaong, Quezon is ongoing.

Construction of the new passenger terminal in Boracay Airport has been slowed down to give way to groundwater works and well development. Both projects were partially completed.

Meanwhile, the Concession Agreement for the Manila International Airport was signed on September 18, 2019. A game-changing infrastructure project, its detailed technical design and requirements for its financial close was ongoing.

II. FINANCIAL POSITION

A. The following are the major developments in 2021:

INVESTMENT IN SUBSIDIARIES

Merger of Northern Cement Corporation (NCC) and San Miguel Northern Cement, Inc. (SMNCI)

On March 3, 2021, the Board of Directors (BOD) and stockholders of NCC and SMNCI approved the plan of merger of NCC and SMNCI, with NCC as the surviving entity.

On June 14, 2021, the Philippine Securities and Exchange Commission (SEC) approved the Articles and Plan of Merger executed by NCC and SMNCI, whereby the entire assets and liabilities of SMNCI were transferred to and absorbed by NCC, the surviving Company.

On July 1, 2021, the effective date of the merger, NCC issued 131,835,212 common shares in favor of San Miguel Equity Investments, Inc. for a total amount of P9,834 million as consideration for the net assets of SMNCI in accordance with the Plan of Merger. The shares were issued out of the increase in the authorized capital stock of NCC, which was approved by the SEC on June 14, 2021.

The merger of NCC and SMNCI is considered to be a business combination under common control. The Group accounts for business combinations involving entities that are ultimately controlled by the same ultimate parent before and after the business combination and the control is not transitory, using the pooling of interest method.

The assets and liabilities of the combining entities are reflected in the consolidated statement of financial position at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination.

The application for a tax-free exchange certification/ruling on the merger was approved by the BIR on October 6, 2021.

Investment by SMC Equivest Corporation (SMCEC) in Preferred Shares and Common Shares of BOC

On August 5, 2021, SMCEC subscribed to 41,666,667 Series 1 Preferred Shares of BOC at P132.00 per share or a total of P5,500 million.

The preferred shares are non-voting, except as provided by law, perpetual or non-redeemable, cumulative, convertible to common shares at the option of the holders, subject to requirements under laws, rules and regulations, have preference over common shares in case of liquidation, dissolution, or winding up of the affairs of BOC and subject to the other terms and conditions as may be fixed by the BOD of BOC, required under regulations, and to the extent permitted by applicable law.

On October 20, 2021, SMCEC acquired 1,571,600 common shares of BOC at P226.48 per share or P357 million, including transaction cost, representing additional 1.4% ownership interest.

The Bangko Sentral ng Pilipinas (BSP) and SEC approved the Amendment of Articles of Incorporation of BOC on October 4 and November 2, 2021, respectively, for the change in the par value of BOC's common and preferred shares from P100.00 per share to P10.00 per share, which was approved by the BOD and stockholders of BOC on May 25 and July 8, 2021, respectively. As a result, SMPI and SMCEC's investment in BOC's common shares increased from 44,771,180 shares to 447,711,800 shares and from 6,830,556 shares to 68,305,560 shares, respectively. SMCEC's investment in BOC's preferred shares also increased from 41,666,667 shares to 416,666,670 shares.

As at December 31, 2021, SMC through SMPI and SMCEC, respectively, has 39.93% and 6.09% equity ownership interests in BOC.

On December 23, 2021, the Monetary Board of the BSP, in its Resolution No. 1798, approved the upgrade of the banking license of BOC from commercial bank to universal bank, subject to the public offering of its shares and listing the same with the Philippine Stock Exchange (PSE) within one year from the date of the grant of the universal banking license.

On February 15, 2022, the SEC issued its pre-effective letter relating to the registration of securities of up to 1,403,013,920 common shares of BOC to be listed and traded in the Main Board of the PSE in relation to its initial public offering. On February 16, 2022, the PSE approved the application for the listing of up to 1,403,013,920 common shares of BOC, which includes the 280,602,800 common shares subject of the initial public offering. The 1,403,013,920 common shares of BOC will be listed with the Main Board of the PSE on March 31, 2022.

In 2021, the Group has undertaken various financing activities. The significant transactions are as follows:

AVAILMENT OF LONG-TERM DEBT

PESO TERM LOANS

- **SMC Global**

On May 28, 2021, SMC Global availed of P5,000 million from its term loan facility agreement with a local bank executed in May 2020. The proceeds of the loan were used for general corporate purposes. The loan is subject to fixed interest rate and will mature in October 2023.

- **SMC Tollways**

On March and June 2021, SMC Tollways drew a total of P12,900 million from the P41,200 million Corporate Notes Facility Agreement dated December 9, 2019 with various local banks. The proceeds of the loan were mainly used to refinance existing debt obligations, invest and/or advance for infrastructure projects, for general corporate purposes and to finance transaction-related fees, taxes and expenses. The loan is subject to a fixed interest rate and repricing on the fifth year from initial drawdown date, and payable in 40 quarterly installments up to December 14, 2029. As at December 31, 2021, the total amount of the P41,200 million facility has been fully drawn.

- **NCC**

On June 30, 2021, SMNCI availed of P7,075 million from the P12,500 million Omnibus Loan and Security Agreement (OLSA) executed on June 22, 2021. The loan is subject to a fixed interest rate and with final repayment date on June 30, 2031. Proceeds of the loan were used to partially finance the development, design, construction, completion and operation of SMNCI's cement plant in Sison, Pangasinan. On July 1, 2021, the balance of the loan was transferred to NCC following the merger of NCC and SMNCI.

- **The Purefoods-Hormel Company, Inc. (PF-Hormel)**

On September 29, 2021, PF-Hormel availed of a P7,000 million term loan, subject to a fixed interest rate and will mature on September 29, 2026. The proceeds of the loan were used for the refinancing of existing indebtedness and general corporate purposes.

- **Southern Concrete Industries, Inc. (SCII, formerly Oro Cemento Industries Corporation)**

On December 29, 2021, SCII fully availed the P4,800 million loan from the OLSA executed on December 22, 2021. The loan is subject to a fixed interest rate and with final repayment date on December 31, 2028. Proceeds of the loan were used to partially finance the development, design, construction, completion and operation of the cement grinding facility with cement packing and pier facilities of SCII in Davao.

FOREIGN-CURRENCY DENOMINATED TERM LOANS

- **SMC Global**

- a. On March 9, 2021, SMC Global executed a five-year term loan facility agreement for the amount of US\$200 million used to refinance its maturing US\$200 million loan obligation. Drawdown was completed on March 12, 2021. On May 21, 2021, the loan facility agreement was amended to increase the amount from US\$200 million to US\$300 million.

On June 7, 2021, SMC Global availed of the remaining US\$100 million from its amended loan facility agreement. Total amount of draw down as at December 31, 2021 is US\$300 million. The proceeds of the loan were used mainly for the redemption of Series A Fixed Rate Bonds in July 2021. The loan is subject to a floating interest rate and will mature in March 2026.

- b. On April 12, 2021, SMC Global availed of US\$50 million from its term loan facility with a foreign bank executed on October 12, 2020. Proceeds of the loan were used for the payment of capital expenditures of the Ilijan Natural Gas-fired Power Plant (including expansion projects related thereto), funding of liquid natural gas import, storage and distribution facilities, pre-operating and operating working capital requirements for the BESS projects, and transaction-related fees, costs and expenses of the facility. The loan is subject to a floating interest rate and will mature in October 2023.

- **SMC**

- a. On October 21, 2021, SMC executed a five-year term loan facility agreement for the amount of US\$700 million. The facility agreement was amended on November 29, 2021 increasing the amount from US\$700 million to US\$900 million. On October 28 and December 23, 2021, SMC drew a total of US\$450 million from the facility. The loan is subject to a floating interest rate and will mature on October 21,

2026. The proceeds of the loan were and will be used for general corporate purposes.

- b. On December 13, 2021, SMC executed a five-year term loan facility agreement for the amount of US\$100 million. Drawdown was completed on December 23, 2021. The loan is subject to a floating interest rate and will mature on December 14, 2026. The proceeds of the loan were used for general corporate purposes.

ISSUANCE AND PAYMENT OF BONDS

Shelf-registration of P50,000 Million Fixed Rate Peso-Denominated Bonds by SMC and Issuance of P30,000 Million Bonds

On June 21, 2021, the SEC approved the shelf-registration of P50,000 million fixed rate Peso-denominated bonds of SMC.

On July 8, 2021, SMC issued and listed in the Philippine Dealing and Exchange Corp. (PDEx) P30,000 million Series I Bonds. The bonds are due in 2027, with an interest rate of 3.3832% per annum and with a put option on the part of the bondholder on the third anniversary of its issue date. Interest is payable every 8th of January, April, July and October of each year.

The proceeds from the issuance of the Bonds were used to repay existing obligations.

Issuance of P18,000 Million Fixed Rate Bonds by Petron

On October 12, 2021, Petron issued and listed in the PDEx P18,000 million fixed rate, Peso-denominated bonds, the first tranche of the P50,000 million shelf-registered fixed rate bonds approved by the SEC.

The bonds consist of P9,000 million Series E Bonds maturing in 2025 with an interest rate of 3.4408% per annum and P9,000 million Series F Bonds maturing in 2027 with an interest rate of 4.3368% per annum. Interest shall be payable quarterly in arrears every 12th of January, April, July and October of each year.

The proceeds from the issuance of the bonds were used primarily for the payment of the outstanding Series A Bonds, partial financing of the power plant project and payment of existing indebtedness.

Payment of Fixed Rate Peso-Denominated Series G Bonds by SMB

On April 5, 2021, SMB paid its Series G Fixed Rate Bonds amounting to P12,462 million, which matured on the same day. The Series G Bonds form part of the P15,000 million fixed rate bonds that were issued by SMB in 2014.

The payment was financed from the proceeds of the P12,000 million term loans availed on March 30, 2021 from four banks. The loans are subject to fixed interest rates, where P10,000 million are due on March 30, 2026 and P2,000 million are due on March 30, 2028.

Payment of Fixed Rate Peso-Denominated Series A Bonds by SMC Global

On July 12, 2021, SMC Global paid its Series A Fixed rate Bonds amounting to P6,153 million. The Series A Bonds, which forms part of the P15,000 million Series ABC Fixed Rate Bonds issued by SMC Global in 2016, matured on the same date.

The Series A Bonds were paid partly from the proceeds of the US\$100 million out of the US\$300 million Syndication Agreement availed in June 2021 and partly from the P5,000 million term loan availed in May 2021.

PAYMENT OF OTHER MATURING OBLIGATIONS

During the year, the Group paid P18,686 million of maturing obligations funded by cash generated from operations.

Energy, Petron, Infrastructure, Packaging and other businesses paid a total of P7,293 million, P4,785 million, P3,778 million, P2,488 million and P342 million, respectively, of their maturing long-term debt.

ISSUANCE OF CAPITAL SECURITIES BY SUBSIDIARIES

Issuance of US\$550 Million SPCS by Petron

On April 19, 2021, Petron issued US\$550 million SPCS at an issue price of 100%, with an initial distribution rate of 5.95% per annum. The securities were listed in the Singapore Exchange Securities Trading Limited (SGX-ST) on April 20, 2021. The net proceeds were used for the repayment of its indebtedness and for general corporate purposes.

Issuance of US\$750 Million SPCS by SMC Global

On June 9, 2021, SMC Global issued US\$600 million SPCS at an issue price of 100%, with an initial distribution rate of 5.45% per annum. The securities were listed in the SGX-ST on June 10, 2021.

On September 15, 2021, SMC Global issued US\$150 million SPCS at an issue price of 100.125%, with an initial distribution rate of 5.45% per annum. The additional securities which were listed on the SGX-ST on September 16, 2021 were consolidated into single series with the securities issued in June 2021.

The net proceeds will be used primarily for the 1,313.1 MW Batangas Combined Cycle Power Plant Project and for general corporate purposes.

REDEMPTION OF PREFERRED SHARES BY SMC

Redemption of Series “2” Preferred Shares - Subseries “2-G”, Subseries “2-C” and Subseries “2-E” by SMC

On March 30 and September 21, 2021, SMC redeemed its outstanding 66,666,600 Subseries “2-G”, 255,559,400 Subseries “2-C” and 134,000,100 Subseries “2-E” Preferred Shares issued in March 2016, September 2012 and 2015, respectively. The redemption price was the issue price of P75.00 per share, plus any accumulated unpaid cash dividends. The redemption of Subseries “2-G” Preferred Shares was approved by the BOD of SMC on March 11, 2021 while the redemption of Subseries “2-C” and Subseries “2-E” Preferred Shares was approved by the BOD of SMC on August 5, 2021.

The Subseries “2-G” Preferred Shares were redeemed using the proceeds of the US\$1,950 million drawdown in March 2020 from the remainder of the term loan facility amounting to US\$2,000 million.

The Subseries “2-C” and Subseries “2-E” Preferred Shares were redeemed from short-term loan availments.

The redeemed shares were not retired and may be re-issued by SMC at a price to be determined by the BOD. The shares are suspended until re-issued by SMC, upon the approval of the application for lifting of trading suspension by SMC, in accordance with the listing rules of the PSE.

REDEMPTION OF SERIES 2B PREFERRED SHARES BY PETRON

On November 3, 2021, Petron redeemed its 2,877,680 Series 2B Preferred Shares issued on November 3, 2014 at a redemption price of P1,000.00 per share or a total of P2,878 million. The Series 2B Preferred Shares were redeemed from short-term loan availments. The redemption was approved by the BOD of Petron on March 9, 2021.

REDEMPTION OF CAPITAL SECURITIES BY SMC GLOBAL

On February 26, 2021, SMC Global completed the redemption of its US\$300 million USCS issued on August 26, 2015 pursuant to the terms and conditions of the securities. The redemption price includes the principal amount and any accrued but unpaid distributions up to (but excluding) the step-up date.

The US\$300 million USCS were redeemed using part of the proceeds of the US\$350 million SPCS issued on December 15, 2020.

EVENTS AFTER THE REPORTING DATE

- **SMC**

- a. **Payment of P6,683 million Series A Fixed Rate Peso-Denominated Bonds**

- On March 1, 2022, the Parent Company paid the P6,683 million Series A fixed rate Peso-denominated bonds.

- b. **Shelf-registration of P60,000 million Fixed Rate Peso-Denominated Bonds and Issuance of P30,000 million Bonds**

- On March 4, 2022, SMC issued and listed with the PDEX a total of P30,000 million Peso-denominated fixed rate bonds, from the P60,000 million shelf registration of fixed rate bonds filed with the SEC on December 7, 2021.

- The bonds comprised of P17,440 million Series J Bonds and P12,560 million Series K Bonds, with interests of 5.2704% and 5.8434% per annum, due in 2027 and 2029, respectively.

- The proceeds from the issuance of the bonds were used to settle the short-term loan facility availed for the redemption of Subseries “2-C” and Subseries “2-E” Preferred Shares on September 21, 2021.

B. The following are the major developments in 2020:

INVESTMENT IN SUBSIDIARIES

Merger of SMYPC with San Miguel Yamamura Asia Corporation (SMYAC)

On October 23 and December 20, 2019, the Plan of Merger and Articles of Merger, respectively, were executed by and between SMYPC and SMYAC, whereby the entire assets and liabilities of SMYAC were transferred to and absorbed by SMYPC, the surviving entity.

On February 24, 2020, the SEC approved the merger and the increase in the authorized capital stock of SMYPC. On the same date, the Certificate of Filing of the Articles and Plan of Merger were issued.

On March 1, 2020, the effective date of the merger, SMYPC issued 3,901,011 and 2,100,544 common shares to SMC and Nihon Yamamura Glass Co., Ltd. (NYG), respectively, for a total amount of P6,002 million as consideration for the net assets of SMYAC pursuant to the terms of the Plan of Merger. The shares were issued out of the increase in the authorized capital stock of SMYPC. With the completion of the merger, SMC and NYG retained their respective ownership in SMYPC of 65% and 35%, respectively.

The merger of SMYPC and SMYAC is considered to be a business combination under common control. The Group accounts for business combinations involving entities that are ultimately controlled by the same ultimate parent before and after the business combination and the control is not transitory, using the pooling of interest method.

The assets and liabilities of the combining entities are reflected in the consolidated statement of financial position at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination.

On November 15, 2021, the BIR issued Ruling No. S40M-426-2021 which confirmed the tax-free exchange of investment relative to the merger of SMYPC and SMYAC.

Consolidation of NCC

On June 12, 2020, the BOD and stockholders of NCC approved the amendment of the Articles of Incorporation of NCC relating to the reclassification of 194,000,000 common shares to Series “2” Preferred Shares, the option of the stockholders of the common shares to convert to Series “2” Preferred Shares and renaming the existing 3,000,000 preferred shares of NCC to Series “1” Preferred Shares. On August 6, 2020, the SEC approved the amendment of the Articles of Incorporation of NCC to reflect the amendments.

On August 24, 2020, the stockholders of NCC which collectively own 65% of the common shares, exercised the option to convert their common shares to a total of 194,000,000 Series “2” Preferred Shares. SMEII did not exercise its option to convert its common shares to Series “2” Preferred Shares. With the conversion of the common shares, SMEII gained control of NCC, exercising 100% of voting rights.

As a result, SMEII recognized its investment in NCC at fair market value and the net assets of NCC was consolidated to SMEII as at August 24, 2020. The fair valuation of the net assets and investment in NCC resulted to the recognition of a total gain of P1,657 million, included as part of “Other income (charges) - net” account, in the consolidated statements of income in 2020.

In 2020, the Group has undertaken various financing activities. The significant transactions are as follows:

AVAILMENT OF LONG-TERM DEBT

PESO TERM LOANS

- **SMC Tollways**

On various dates in 2020, SMC Tollways availed of a total of P11,000 million from the P41,200 million Corporate Notes Facility Agreement dated December 9, 2019 with various local banks, to refinance existing debt obligations, invest and/or advance for infrastructure projects, for general corporate requirements and finance transaction related

fees, taxes and expenses. The loan is payable in 40 quarterly installments up to December 14, 2029 and subject to fixed interest rate.

- **San Miguel Foods, Inc. (SMFI)**

On various dates in April and May 2020, SMFI drew the remaining P8,000 million from the P18,000 million term loan facility for the purpose of refinancing its existing short-term loan obligations, to fund capital expansion projects and for other general corporate requirements. The loan is subject to a floating interest rate with a one-time option to convert to fixed rate. The loan is payable in ten years, in quarterly installments, which will commence in March 2023. The maturity date of the loan is on December 12, 2029.

- **Petron**

On April 27, 2020, Petron availed of P5,000 million term loan which will be amortized quarterly for five years beginning July 27, 2021 and is subject to fixed interest rate. The maturity date of the loan is on April 27, 2025. The proceeds were used for general corporate purposes.

FOREIGN-CURRENCY DENOMINATED TERM LOANS

- **Petron**

- a) On August 26, 2020, Petron availed of US\$150 million three-year long-term debt, subject to floating interest rate, that will mature on August 7, 2023. The proceeds were used to prepay part of US\$1,000 million term loan facility and US\$800 million loan.
- b) On April 22, 2020, Petron availed of JPY15,000 million term loan, subject to floating interest rate. Repayment of principal will be made in seven equal semi-annual amortization beginning March 27, 2022. The maturity date of the loan is on March 27, 2025. The proceeds were used to prepay part of US\$1,000 million term loan facility.

- **MPPCL**

On March 31, 2020, MPPCL drew US\$43 million from the US\$525 million Omnibus Expansion Facility Agreement dated December 1, 2015 to finance the construction of the additional 335 MW (Unit 3 of Masinloc Power Plant) coal-fired power plant. The loan is divided into fixed interest tranche and floating interest tranche with maturities up to December 2030.

- **SMC**

On March 19, 2020, SMC drew US\$1,950 million from the remainder of the term loan facility amounting to US\$2,000 million for general corporate purposes. The loan is subject to floating interest rate and will mature on September 27, 2024.

ISSUANCE OF FIXED RATE PESO-DENOMINATED BONDS AND REDEMPTION OF PREFERRED SHARES BY SMFB

On February 21, 2020, the SEC issued to SMFB the Permit to Sell P15,000 million fixed rate bonds, consisting of five-year Series A Bonds due in 2025 and seven-year Series B Bonds due in 2027.

SMFB was able to issue P8,000 million and P7,000 million of the Series A and B Bonds, respectively, and these were listed on the PDEX on March 10, 2020.

The Series A and Series B Bonds have fixed interest rate equivalent to 5.050% per annum and 5.250% per annum, respectively.

The proceeds were used to redeem the outstanding perpetual Series “2” Preferred Shares on March 12, 2020 and payment of transaction-related fees, costs and expenses. The redemption was approved by the BOD of SMFB on February 3, 2020.

PAYMENT OF FIXED RATE PESO-DENOMINATED NOTES BY SMC

On May 25, 2020, SMC paid the P10,000 million two-year fixed rate Peso-denominated notes issued on May 25, 2018.

The notes were paid from the proceeds of the US\$1,950 million loan drawn in March 2020.

ISSUANCE OF PREFERRED SHARES AND CAPITAL SECURITIES BY SMC

Preferred Shares

Issuance of Series “2” Preferred Shares - 266,666,667 Subseries “2-J” and 183,904,900 Subseries “2-K” Preferred Shares by SMC

On October 29 and December 10, 2020, SMC issued and listed on the PSE 266,666,667 Subseries “2-J” Preferred Shares (inclusive of the oversubscription of 133,333,267 shares) and 183,904,900 Subseries “2-K” Preferred Shares (inclusive of the oversubscription of 50,571,500 shares) under the 533,333,334 Series “2” Shelf Registered Preferred Shares. The shares were issued at an offer price of P75.00 per share for a total amount of P33,793 million. Dividend rates for Subseries “2-J” and Subseries “2-K” Preferred Shares are 4.75% and 4.50% per annum, respectively. The net proceeds from issuance of the Subseries “2-J” Preferred Shares were used for the Infrastructure projects, particularly the Manila International Airport and MRT 7, while the net proceeds from the issuance of Subseries “2-K” Preferred Shares were used for investments in BOC and airport and airport related projects and for refinancing of existing obligations.

Capital Securities

Issuance of Redeemable Perpetual Securities (RPS) by SMC

On various dates in June and July 2020, SMC issued a total of P14,810 million RPS at an issue price of 100%, with an initial distribution rate of 5% per annum.

On September 29 and October 19, 2020, SMC purchased and cancelled a total of P10,810 million RPS, pursuant to the agreement with the holders of the said RPS who accepted the offer by SMC to purchase the RPS. As a result of the purchase, the RPS were cancelled in accordance with the terms and conditions of the purchase agreement between the parties.

The net proceeds were used for general corporate requirements.

Issuance of US\$500 Million SPCS by SMC

On July 29, 2020, SMC issued US\$500 million SPCS at an issue price of 100%, with an initial distribution rate of 5.5% per annum. The securities were issued under SMC’s US\$3,000 Million Medium Term Note and Securities Programme. The net proceeds were used to finance investments and various projects, to refinance existing obligations, and for general corporate purposes.

ISSUANCE OF CAPITAL SECURITIES BY SMC GLOBAL

On various dates in 2020, SMC Global issued and listed on the SGX-ST SPCS for a total amount of US\$1,350 million. These are as follows:

AMOUNT	ISSUANCE/ LISTING DATE	ISSUE PRICE	DISTRIBUTION RATE	USE OF PROCEEDS
US\$600 million	Issued Jan 21, 2020; Listed Jan 22, 2020	100%	5.7%	For the funding requirements of the development and completion of the BESS projects and for general corporate purposes.
US\$400 million ("Original Securities")*	Issued Oct 21, 2020; Listed Oct 22, 2020	100%	7.0%	For capital expenditures and investments in liquefied natural gas facilities and related assets, for the refinancing of expiring commitments whether debt or perpetual securities, and for general corporate purposes.
US\$350 million ("Additional Securities")*	Issued Dec 15, 2020; Listed Dec 16, 2020	102.457%	7.0%	For the repurchase, refinancing and/or redemption of existing USCS, for investments in liquefied natural gas facilities and related assets, or for general corporate purposes.

** The Additional Securities are consolidated into and form a single series with the Original Securities, bringing the total securities to US\$750 million.*

REDEMPTION OF PREFERRED SHARES BY SMC

As approved by the BOD on March 12, 2020 and August 6, 2020, SMC redeemed on April 14, 2020 and September 21, 2020 all the outstanding 279,406,667 Series "1" Preferred Shares and 89,333,400 Subseries "2-D" Preferred Shares, respectively, at a redemption price of P75.00 per share, plus any accumulated unpaid cash dividends. SMC paid a total of P27,656 million to the holders of Series "1" Preferred Shares and Subseries "2-D" Preferred Shares.

The redeemed shares were not considered retired and may be re-issued by SMC at a price to be determined by the BOD. The listing of the said shares is merely suspended until re-issued by SMC, upon the approval with the PSE of the application for lifting of trading suspension in accordance with the listing rules.

PAYMENT OF OTHER MATURING OBLIGATIONS

In 2020, the Group paid P34,898 million of maturing obligations funded by cash generated from operations.

Petron, Infrastructure, Energy, SMC, GSMI and other businesses paid a total of P15,555 million, P6,794 million, P6,262 million, P4,148 million, P882 million and P1,257 million, respectively, of their maturing long-term debt.

C. The following are the major developments in 2019:

INVESTMENT IN SUBSIDIARIES

Deconsolidation of MNHPI

The Philippine Competition Commission (PCC) and Philippine Ports Authority approved the transfer of common shares equivalent to 15.17% shareholdings in MNHPI to International Container Terminal Services, Inc. (ICTSI) on March 14 and April 26, 2019, respectively. With the approval of the additional ownership in MNHPI, the total equity interest of ICTSI increased from 34.83% to 50%, while SMHC's shareholdings in MNHPI remained at 43.33%. As a result, MNHPI ceased to be a subsidiary of SMHC and was deconsolidated from the Group. The Group derecognized the assets (including goodwill) and liabilities of MNHPI, and the carrying amount of NCI as at April 26, 2019, and recognized the investment at fair market value amounting to P2,600 million. The Group recognized a gain amounting to P727 million in 2019, included as part of "Other income (charges) - net" account, in the consolidated statements of income.

In December 2019, SMHC acquired for a total of P1,060 million additional 1,950,000 and 50,000 common shares of stock of MNHPI from IZ Investment Holdings, Inc. and Petron, respectively. With the acquisition of the additional shares, SMHC increased its equity interest in MNHPI from 43.33% to 50%.

In 2019, the Group has undertaken various financing activities. The significant transactions are as follows:

AVAILMENT OF LONG-TERM DEBT

PESO TERM LOANS

▪ **INFRASTRUCTURE**

SMC Tollways

On December 16, 2019, SMC Tollways availed a P17,300 million from the P41,200 million Corporate Notes Facility Agreement dated December 9, 2019 with various local banks. Proceeds of the loan were mainly used to refinance existing debt obligations, and for the construction of Skyway Stage 3 Project. The loan is payable in 39 quarterly installments up to December 2029 and subject to a fixed interest rate.

SMC TPLEX Corporation [SMCTC, formerly Private Infra Dev Corporation]

On December 19, 2019, SMCTC drew P12,000 million from its P42,000 million Second Amendment to the OLSA dated December 16, 2019 with various local banks. Proceeds of the loan were used for consolidation of project loans, re-leveraging the project, repayment of certain shareholder advance and partial financing of operation and maintenance of the TPLEX project. The loan is subject to a fixed interest rate and payable in 39 quarterly installments up to September 19, 2029.

FOOD AND BEVERAGE

SMB

On December 19, 2019, SMB availed of a P10,000 million five-year term loan. The loan is subject to a fixed interest rate payable quarterly. The proceeds were used for general corporate purposes.

SMFI

On December 12, 2019, SMFI drew P10,000 million from its P18,000 million ten-year term loan facility. The loan is subject to a floating interest rate with a one-time option to convert to fixed interest rate within two years. The proceeds were used to refinance existing short-term loans and fund its capital expenditure requirement for the upgrade or expansion of its production facilities and/or to finance other general corporate requirements.

San Miguel Mills Inc. (SMMI)

On December 19, 2019, SMMI availed of a P2,000 million seven-year term loan. The loan is subject to a floating interest rate with a one-time option to convert to fixed rate within two years. The proceeds of the loan were used to refinance existing short-term loans, fund its capital expenditure requirements for the upgrade or expansion of its production facilities and/or finance other general corporate requirements.

- **SMC**

On June 24, 2019, SMC availed of a P16,000 million seven-year term loan. The loan is subject to a fixed interest rate payable quarterly. The proceeds were used for general corporate purposes.

FOREIGN-CURRENCY DENOMINATED LOANS

- **Petron**

In May and July 2019, Petron availed of US\$536 million and US\$264 million loans, respectively, from its US\$800 million term loan facility. The proceeds were used to refinance Dollar-denominated and Peso-denominated bilateral short-term loans, to partially prepay its existing US\$1,000 million term loan and for general corporate purposes. The loan is subject to floating interest rate and will mature on May 15, 2024.

- **MPPCL**

In 2019, MPPCL availed a total of US\$75 million loan from the Omnibus Expansion Facility Agreement dated December 1, 2015 to finance the construction of the additional 335 MW (Unit 3 of Masinloc Power Plant) coal-fired power plant. The loan is divided into a fixed interest tranche and a floating interest tranche, with maturities up to December 2030.

- **SMC**

On December 27, 2019, SMC drew US\$50 million from its term loan facility amounting to US\$2,000 million. The loan is subject to a floating interest rate with maturity date on September 27, 2024. The proceeds of the loans were used for general corporate purposes.

▪ **San Miguel Yamamura Australasia Pty. Ltd. (SMYA)**

On July 31, 2019, SMYA drew AU\$80 million from AU\$100 million syndicated facility agreement entered into by SMYA on July 23, 2019. The loan is amortized over five years and is subject to a floating interest rate. Proceeds of the loan were used to refinance maturing short-term obligations and general corporate purposes.

ISSUANCE AND PAYMENT OF BONDS

Shelf-Registration of P60,000 Million Fixed Rate Peso-Denominated Bonds by SMC Global and Issuance of P30,000 Million Bonds

On March 29, 2019, the SEC approved the shelf registration of up to P60,000 million fixed rate Peso-denominated bonds of SMC Global.

On April 24, 2019, SMC Global issued and listed on the PDEX the first tranche of the fixed rate Peso-denominated bonds amounting to P30,000 million.

The Bonds consist of: (i) three-year Series H Bonds, due in 2022 with an interest rate of 6.8350% per annum; (ii) five-year Series I Bonds, due in 2024 with an interest rate of 7.1783% per annum; and, (iii) seven-year Series J Bonds, due in 2026 with an interest rate of 7.6000% per annum. Interest is payable every 24th of January, April, July and October of each year.

The net proceeds from the issuance of the Bonds were used for refinancing of maturing long-term debt and short-term loans, for investments in power-related assets and payment of transaction-related expenses.

Issuance of P10,000 Million Fixed Rate Peso-Denominated Bonds by SMC

On October 4, 2019, SMC issued fixed rate Peso-denominated Series H Bonds, the fourth tranche of the P60,000 million shelf registered fixed rate bonds. The five-year Series H Bonds due in 2024 have fixed interest rate per annum of 5.5500%. Interest is payable every 4th of January, April, July and October of each year.

The proceeds from the issuance of the Bonds were used to fund the bridge financing loan for the redemption of the outstanding Subseries “2-B” Preferred Shares and additional investment in SMHC for the Manila International Airport Project.

Payment of Fixed Rate Peso-Denominated Bonds by SMB

On April 2 and 3, 2019, SMB paid its Series E and C fixed rate Peso-denominated bonds amounting to P10,000 million and P2,810 million, respectively. The Series E and C bonds formed part of the P20,000 million and P38,800 million fixed rate bonds issued in 2012 and 2009, respectively.

PAYMENT OF OTHER MATURING OBLIGATIONS

In 2019, the Group paid P14,382 million of maturing obligations funded by cash generated from operations.

The Infrastructure, Energy and Packaging business paid a total of P8,642 million, P4,511 million and P1,031 million, respectively, of their maturing long-term debt.

ISSUANCE OF CAPITAL SECURITIES AND REDEMPTION OF PREFERRED SHARES BY SMC

Establishment of a Medium Term Note Programme

On December 5, 2019, the BOD of SMC approved the establishment of a medium term note programme amounting to US\$3,000 million (the “Programme”), and the issuance of US\$500 million perpetual securities out of the Programme. The Programme and the initial issuance of perpetual securities were both registered at the SGX-ST.

Redemption of Series “2” Preferred Shares - Subseries “2-B” by SMC

On September 23, 2019, SMC redeemed 90,428,200 Subseries “2-B” Preferred Shares at a redemption price of P75.00 per share. SMC paid P6,782 million to the holders of Subseries “2-B” Preferred Shares. The redemption was approved by the BOD of SMC on September 12, 2019. SMC initially obtained a short-term bridge financing loan to redeem the Subseries “2-B” Preferred Shares.

The bridge financing loan was paid using the proceeds of the P10,000 million fixed rate Peso-denominated Series H Bonds issued on October 4, 2019.

ISSUANCE AND REDEMPTION OF CAPITAL SECURITIES AND PREFERRED SHARES BY SUBSIDIARIES

Issuance of US\$1,300 Million SPCS by SMC Global

On April 25, 2019, SMC Global issued US\$500 million SPCS (the “Original Securities”) at an issue price of 100%, with an initial distribution rate of 6.5% per annum.

On July 3, 2019, SMC Global issued an additional US\$300 million SPCS (the “Additional Securities”) at an issue price of 102.052% plus an amount corresponding to accrued distributions from (and including) April 25 to (but excluding) July 3, 2019. The Additional Securities were consolidated into and formed a single series with the Original Securities issued in April 2019. The Additional Securities are identical in all respects with the Original Securities, other than with respect to the date of issuance and issue price.

On November 5, 2019, SMC Global issued another US\$500 million SPCS (the “2nd Original Securities”) at an issue price of 100% with an initial distribution rate of 5.95% per annum.

Proceeds from SPCS were used for the redemption of US\$300 million USCS, repayment of indebtedness and for general corporate purposes, including capital expenditures and investments in power-related assets, and for the development of BESS projects.

The US\$1,300 million SPCS are all listed on the SGX-ST.

Issuance of 20,000,000 Series 3 Perpetual Preferred Shares by Petron

On June 25, 2019, Petron issued and listed on the PSE 13,403,000 Series 3A and 6,597,000 Series 3B Perpetual Preferred Shares for a total amount of P20,000 million.

Dividend rates are 6.8713% per annum and 7.1383% per annum for Series 3A and Series 3B, respectively.

The net proceeds were used for the redemption of 7,122,320 Series 2A Preferred Shares, repayment of maturing short-term loans, long-term debt loans and general corporate purposes.

Redemption of Series 2A Preferred Shares by Petron

On November 4, 2019, Petron redeemed its 7,122,320 Series 2A Preferred Shares at a redemption price of P1,000.00 per share. Petron paid P7,122 million to the holders of Series 2A Preferred Shares. The redemption was approved by the BOD of Petron on March 12, 2019.

D. MATERIAL CHANGES PER LINE OF ACCOUNT

2021 vs. 2020

	December		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2021	2020	Amount	%	2021	2020
Cash and cash equivalents	P300,030	P347,209	(P47,179)	(14%)	15%	18%
Trade and other receivables - net	161,808	124,369	37,439	30%	8%	7%
Inventories	141,209	102,822	38,387	37%	7%	5%
Current portion of biological assets - net	3,106	3,401	(295)	(9%)	0%	0%
Prepaid expenses and other current assets	108,689	94,610	14,079	15%	5%	5%
Total Current Assets	714,842	672,411	42,431	6%	35%	35%
Investments and advances - net	55,002	50,495	4,507	9%	3%	3%
Investments in equity and debt instruments	41,966	41,766	200	0%	2%	2%
Property, plant and equipment - net	567,609	511,624	55,985	11%	28%	27%
Right-of-use assets - net	163,364	169,208	(5,844)	(3%)	8%	9%
Investment property - net	69,825	60,678	9,147	15%	3%	3%
Biological assets - net of current portion	2,244	2,352	(108)	(5%)	0%	0%
Goodwill - net	130,081	129,733	348	0%	6%	7%
Other intangible assets - net	190,979	169,532	21,447	13%	9%	9%
Deferred tax assets	17,141	20,946	(3,805)	(18%)	1%	1%
Other noncurrent assets - net	98,600	83,462	15,138	18%	5%	4%
Total Noncurrent Assets	1,336,811	1,239,796	97,015	8%	65%	65%
Total Assets	P2,051,653	P1,912,207	P139,446	7%	100%	100%
Loans payable	P190,779	P140,645	P50,134	36%	9%	8%
Accounts payable and accrued expenses	194,579	153,249	41,330	27%	10%	8%
Lease liabilities - current portion	23,423	25,759	(2,336)	(9%)	1%	1%
Income and other taxes payable	23,102	20,998	2,104	10%	1%	1%
Dividends payable	4,296	4,231	65	2%	0%	0%
Current maturities of long-term debt - net of debt issue cost	88,857	74,502	14,355	19%	4%	4%
Total Current Liabilities	525,036	419,384	105,652	25%	25%	22%

Forward

	December		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2021	2020	Amount	%	2021	2020
Long-term debt - net of current maturities and debt issue costs	P725,108	P692,407	P32,701	5%	35%	36%
Lease liabilities - net of current portion	71,569	91,278	(19,709)	(22%)	4%	5%
Deferred tax liabilities	28,742	27,749	993	4%	1%	2%
Other noncurrent liabilities	19,959	26,301	(6,342)	(24%)	2%	1%
Total Noncurrent Liabilities	845,378	837,735	7,643	1%	42%	44%
Capital stock - common	16,443	16,443	-	0%	1%	1%
Capital stock - preferred	10,187	10,187	-	0%	0%	1%
Additional paid-in capital	177,719	177,719	-	0%	9%	9%
Capital securities	28,171	28,171	-	0%	1%	1%
Equity reserves	14,136	10,131	4,005	40%	1%	1%
Retained earnings:						
Appropriated	66,630	60,155	6,475	11%	3%	3%
Unappropriated	157,707	162,204	(4,497)	(3%)	8%	8%
Treasury stock	(144,363)	(110,146)	(34,217)	(31%)	(7%)	(6%)
Equity Attributable to Equity Holders of the Parent Company	326,630	354,864	(28,234)	(8%)	16%	18%
Non-controlling Interests	354,609	300,224	54,385	18%	17%	16%
Total Equity	681,239	655,088	26,151	4%	33%	34%
Total Liabilities and Equity	P2,051,653	P1,912,207	P139,446	7%	100%	100%

Consolidated total assets as at December 31, 2021 amounted to P2,051,653 million, P139,446 million higher than December 31, 2020. The increase was primarily due to the higher balance of trade and other receivables, inventories, property, plant and equipment and other intangible assets. The increase was partly offset by the decrease in cash and cash equivalents.

The decrease in cash and cash equivalents by P47,179 million was mainly due to capital expenditures for the ongoing projects of Petron, the Energy, Food and Beverage, Cement and Infrastructure businesses, payment of lease liabilities and dividends and distributions and the redemption of equity securities. This was partly offset by the cash generated from operations and net proceeds from short-term loans, long-term debt and issuance of capital securities.

The increase in trade and other receivables - net by P37,439 million was mainly attributable to the higher trade customer balances of Petron and the Energy business and higher receivables from the Malaysian Government under the Automatic Pricing Mechanism of Petron Malaysia.

The increase in inventories by P38,387 million was mainly due to the: (a) higher prices of crude oil and finished products of Petron (b) increase in prices of imported raw material purchases by the Feeds and Flour segments of the Food division under the Food and beverage business, and (c) higher average cost of coal inventory by the Energy business.

The decrease in total biological assets by P403 million was due to lower cost of poultry and retirement of breeding stocks.

The increase in prepaid expenses and other current assets by P14,079 million was primarily due to the: (a) additional restricted cash funding for the payment of contractors and long-term debt of Infrastructure and Energy businesses, (b) higher input taxes from the ongoing projects of the Energy and Infrastructure businesses, and (c) higher advances to suppliers of coal by the Energy business.

The increase in investments and advances - net by P4,507 million was mainly due to the advances for investment by SMC, SMC Global and SMEII.

The increase in property, plant and equipment by P55,985 million was mainly due to costs of the: (a) ongoing projects of the Energy and Cement businesses, the Food and Beer and NAB divisions and Petron. This was partly offset by the depreciation during the period.

The increase in investment property - net by P9,147 million was mainly due to the acquisition of various properties by SMPI and SMHC.

The increase in other intangible assets by P21,447 million was mainly due to the costs of the various ongoing projects of the Infrastructure business net of amortization during the year.

The decrease in deferred tax assets by P3,805 million was mainly due to the lower income tax rates on NOLCO, allowance for impairment of receivables and inventory losses, unrealized gross profit and foreign exchange losses as a result of the implementation of CREATE Law.

The increase in other noncurrent assets by P15,138 million was due to the advances to contractors and suppliers for the ongoing projects of the Energy business and capitalized expenditures, including revaluations for the MRT 7 project of the Infrastructure business. This was partly offset by the reduction in MPPCL's restricted cash used for payment of loan and interests and suppliers and contractors.

The increase in loans payable by P50,134 million was mainly due to the net availments by SMC and Petron for general corporate purposes, net of payments made by SMFB and SMC Shipping and Lighterage Corporation (SMCSLC).

The increase in accounts payable and accrued expenses by P41,330 million was mainly due to Petron's higher liabilities for crude oil and petroleum products on account of the increase in prices as at end of 2021 versus end of 2020, and additional payable to contractors for the ongoing projects of the Energy business.

The increase in income and other taxes payable by P2,104 million was mainly due to higher Value Added Tax payable of the Energy business, and higher excise tax liability and withholding taxes payable of Petron Philippines.

The increase in total long-term debt, net of debt issue costs, by P47,056 million was due to the availments made by SMC, SMC Tollways, PF Hormel, NCC and SCII and the revaluation of foreign currency denominated loans. This was partly offset by the payments of Petron, the Infrastructure, Packaging and Energy businesses.

The decrease in total lease liabilities, by P22,045 million was primarily due to the payments made to PSALM by the Energy business' entities under the Independent Power Producer Administration (IPPA) Agreements.

The decrease in other noncurrent liabilities by P6,342 million mainly pertains to the payment by Keen Value Investments Limited of its noncurrent liability to a related party.

The increase in equity reserves by P4,005 million was mainly due to the gain on exchange differences on the translation of foreign operations for the period resulting from the depreciation of Philippine Peso against the US Dollar.

The increase in appropriated retained earnings by P6,475 million was mainly due to the appropriation for the period by (a) SMC SLEX Holdings Company Inc.'s (formerly MTD Manila Expressways Inc.) to fund the construction of the SLEX Toll Road 4 Project, (b) SMC SLEX, Inc.'s (formerly South Luzon Tollways Corporation) for funding of capital expenditures, (c) Magnolia, Inc. to fund its Butter, Margarine and Cheese Plant expansion projects, and

(d) Strategic Power Devt. Corp. (SPDC) for fixed monthly payments to PSALM. This was partly offset by the reversal of appropriations of Petron for capital projects that were already completed and South Premiere Power Corporation (SPPC) for the portion of paid fixed monthly payments to PSALM.

The increase in treasury stock by P34,217 million represents the redemption by SMC of the Subseries “2-G”, Subseries “2-C” and Subseries “2-E” Preferred Shares.

The increase in NCI by P54,385 million was mainly due to the (a) issuance of US\$750 million and US\$550 million SPCS by SMC Global and Petron, respectively, and (b) share of NCI on the Group's net income. This was partly offset by the share of NCI on cash dividends and distributions declared and the redemption by SMC Global of its US\$300 million USCS and by Petron of its Series 2B Preferred Shares.

2020 vs. 2019

	December		Horizontal Analysis		Vertical Analysis	
	2020	2019	Increase (Decrease) Amount	%	2020	2019
Cash and cash equivalents	P347,209	P286,457	P60,752	21%	18%	16%
Trade and other receivables - net	124,369	136,488	(12,119)	(9%)	7%	7%
Inventories	102,822	127,463	(24,641)	(19%)	5%	7%
Current portion of biological assets - net	3,401	4,151	(750)	(18%)	0%	0%
Prepaid expenses and other current assets	94,610	86,585	8,025	9%	5%	5%
Total Current Assets	672,411	641,144	31,267	5%	35%	35%
Investments and advances - net	50,495	52,861	(2,366)	(4%)	3%	3%
Investments in equity and debt instruments	41,766	42,055	(289)	(1%)	2%	2%
Property, plant and equipment - net	511,624	463,614	48,010	10%	27%	26%
Right-of-use assets - net	169,208	173,604	(4,396)	(3%)	9%	10%
Investment property - net	60,678	51,779	8,899	17%	3%	3%
Biological assets - net of current portion	2,352	2,808	(456)	(16%)	0%	0%
Goodwill - net	129,733	130,073	(340)	(0%)	7%	7%
Other intangible assets - net	169,532	149,014	20,518	14%	9%	8%
Deferred tax assets	20,946	18,052	2,894	16%	1%	1%
Other noncurrent assets - net	83,462	92,730	(9,268)	(10%)	4%	5%
Total Noncurrent Assets	1,239,796	1,176,590	63,206	5%	65%	65%
Total Assets	P1,912,207	P1,817,734	P94,473	5%	100%	100%

Forward

	December		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2020	2019	Amount	%	2020	2019
Loans payable	P140,645	P169,492	(28,847)	(17%)	8%	9%
Accounts payable and accrued expenses	153,249	176,037	(22,788)	(13%)	8%	10%
Lease liabilities - current portion	25,759	24,979	780	3%	1%	1%
Income and other taxes payable	20,998	21,185	(187)	(1%)	1%	1%
Dividends payable	4,231	4,116	115	3%	0%	0%
Current maturities of long- term debt - net of debt issue cost	74,502	43,808	30,694	70%	4%	3%
Total Current Liabilities	419,384	439,617	(20,233)	(5%)	22%	24%
Long-term debt - net of current maturities and debt issue costs	692,407	638,996	53,411	8%	36%	35%
Lease liabilities - net of current portion	91,278	117,269	(25,991)	(22%)	5%	7%
Deferred tax liabilities	27,749	25,265	2,484	10%	2%	1%
Other noncurrent liabilities	26,301	22,192	4,109	19%	1%	1%
Total Noncurrent Liabilities	837,735	803,722	34,013	4%	44%	44%
Capital stock - common	P16,443	P16,443	P-	0%	1%	1%
Capital stock - preferred	10,187	10,187	-	0%	1%	1%
Additional paid-in capital	177,719	177,938	(219)	(0%)	9%	10%
Capital securities	28,171	-	28,171	-	1%	0%
Equity reserves	10,131	14,390	(4,259)	(30%)	1%	1%
Retained earnings:						
Appropriated	60,155	56,689	3,466	6%	3%	3%
Unappropriated	162,204	173,092	(10,888)	(6%)	8%	9%
Treasury stock	(110,146)	(116,283)	6,137	5%	(6%)	(6%)
Equity Attributable to Equity Holders of the Parent Company	354,864	332,456	22,408	7%	18%	19%
Non-controlling Interests	300,224	241,939	58,285	24%	16%	13%
Total Equity	655,088	574,395	80,693	14%	34%	32%
Total Liabilities and Equity	P1,912,207	P1,817,734	P94,473	5%	100%	100%

Consolidated total assets as at December 31, 2020 amounted to about P1,912,207 million, P94,473 million or 5% higher than December 31, 2019. The increase was primarily due to the higher balance of cash and cash equivalents, property, plant and equipment and other intangible assets. This was partly offset by the decrease in inventories and trade and other receivables.

The increase in cash and cash equivalents by P60,752 million was mainly due to the: (a) net proceeds from the issuance by SMC of US\$1,950 million long-term corporate notes and preferred shares (Subseries “2-J” and Subseries “2-K” Preferred Shares), and (b) issuance by SMC and SMC Global of US\$500 million and US\$1,350 million SPCS, respectively. The increase was reduced by the: (a) funding of the various capital expenditures of the Group, (b) payment of long-term debt and short-term loans of the Group, and (c) redemption of Series “1” Preferred Shares and Subseries “2-D” Preferred Shares by SMC.

The decrease in trade and other receivables by P12,119 million was mainly due to lower trade customer balances by Petron attributable to lower fuel prices and drop in sales volume.

The decrease in inventories by P24,641 million was attributable mainly to lower prices and volume of both crude oil and finished products of Petron Philippines and Petron Malaysia.

The decrease in total biological assets by P1,206 million was mainly due to the closure of some farms affected by the ASF.

The increase in prepaid expenses and other current assets by P8,025 million was primarily due to: (a) higher specific tax and product replenishment claims and unused creditable withholding taxes by Petron, (b) increase in input taxes by Universal Power Solutions, Inc. related to the importations of equipment for the BESS projects, and (c) receipt by SMC of TCC issued by the BIR in relation to the claims for refund filed for overpayment of excise taxes with the BIR for San Mig Light.

The increase in property, plant and equipment by P48,010 million was mainly due to the: (a) ongoing projects of the Energy business, the Food and Beer and NAB divisions under the Food and beverage business, and (b) various fixed asset purchases by Petron.

The increase in investment property - net by P8,899 million was mainly due to the: (a) acquisition of land in Pandacan, Manila by SMHC, (b) acquisition of land for the Airport Project, and (c) various properties acquired by SMPI.

The increase in other intangible assets by P20,518 million was mainly due to the costs of various projects of the Infrastructure business, net of amortization for 2020, and the mineral rights recognized upon consolidation of NCC.

The increase in deferred tax assets by P2,894 million was mainly due to the recognition of deferred tax on NOLCO by Petron and SMYPC.

The decrease in other noncurrent assets by P9,268 million was due to the: (a) application of advances to contractors on progress billings by SMC Skyway Stage 3 Corporation (MMSS3, formerly Citra Central Expressway Corp.) and Mariveles Power Generation Corporation (MPGC) for the Skyway Stage 3 Project and Mariveles Power Plant Project, respectively, (b) reclassification from noncurrent to current assets of subsidy receivable due for collection in 2021 by SMCTC, (c) reclassification to debt issue cost of the loan facilitation fees and other filing and agency fees on loan facilities entered in 2019 by SMC, and (d) decrease in restricted cash balance of MPPCL.

The decrease in loans payable by P28,847 million was mainly due to the net payment of loans made by SMC and refinancing of short-term loans to long-term debt by the Food division under the Food and Beverage business and Packaging business.

The decrease in accounts payable and accrued expenses by P22,788 million was mainly due to lower liabilities for crude oil and petroleum products primarily from the drop in prices as at end of 2020 versus 2019 and lower outstanding liabilities to contractors and vendors for services purchased by Petron. The decrease was partly offset by the additional payables recognized for the construction of Mariveles Power Plant.

The increase in total long-term debt, net of debt issue costs, by P84,105 million was due mainly to the: (a) issuance of US\$1,950 million corporate notes by SMC, (b) issuance of P15,000 million fixed rate Peso-denominated bonds by SMFB, and (c) availment by the Group of long-term debt. The increase was offset by the payment of maturing obligations and translation adjustments on the foreign currency-denominated loans.

The increase in deferred tax liabilities by P2,484 million was due to the higher deferred tax liability recognized by the Energy business arising from the differences in actual PSALM payments over finance lease liability-related expenses, offset by the recognition of deferred tax on NOLCO for 2020 by Petron.

The decrease in lease liabilities, net of current portion, by P25,991 million was primarily due to the payments made to PSALM by the Energy business entities under the IPPA Agreements.

The increase in other noncurrent liabilities by P4,109 million was mainly due to the: (a) recognition by MPGC of retention payable related to the ongoing Mariveles Power Plant Project, (b) remeasurement by Petron of asset retirement obligation, and (c) increase in derivative liability of SMC due to fair valuation and foreign exchange translation.

The balance of capital securities in 2020 amounting to P28,171 million pertains to the US\$500 million SPCS and P4,000 million RPS issued by SMC, net of documentary stamp taxes and other expenses directly related to the issuances.

The decrease in equity reserves by P4,259 million pertains mainly to the currency translation adjustments for 2020 resulting from the appreciation of Philippine Peso against the US Dollar.

The increase in appropriated retained earnings by P3,466 million was due to additional appropriation by: (a) SMB for the Series G Bond which will mature in 2021, (b) SMC Skyway Corporation (formerly Citra Metro Manila Tollways Corporation) for the SLEX Elevated Extension Project, and (c) SMCSLC for various expansion projects. The increase was partly offset by the reversals made by SPPC and SPDC for the portion of paid fixed monthly payments to PSALM.

The decrease in unappropriated retained earnings by P10,888 million was mainly due to the dividends declared and distributions paid by SMC.

The decrease in treasury stock by P6,137 million represents the issuance by SMC of the Subseries "2-J" and Subseries "2-K" Preferred Shares, reduced by the redemption by SMC of the Series "1" Preferred Shares and Subseries "2-D" Preferred Shares.

The increase in NCI by P58,285 million was mainly due to the: (a) issuance of SPCS by SMC Global, (b) consolidation of NCC through SMEII effective August 12, 2020, (c) issuance of RPS by SMEII on July 1, 2020, and (d) share of NCI on the Group's net income. This was partly offset by the: (a) redemption of Series "2" Preferred Shares by SMFB, and (b) share of NCI on cash dividends and distributions declared and in currency translation adjustments for 2020.

2019 vs. 2018

	December		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2019	2018	Amount	%	2019	2018
Cash and cash equivalents	P286,457	P243,150	P43,307	18%	16%	15%
Trade and other receivables - net	136,488	129,893	6,595	5%	7%	8%
Inventories	127,463	118,946	8,517	7%	7%	7%
Current portion of biological assets - net	4,151	4,245	(94)	(2%)	0%	0%
Prepaid expenses and other current assets	86,585	92,043	(5,458)	(6%)	5%	5%
Total Current Assets	641,144	588,277	52,867	9%	35%	35%
Investments and advances - net	52,861	50,519	2,342	5%	3%	3%
Investments in equity and debt instruments	42,055	42,126	(71)	(0%)	2%	3%
Property, plant and equipment - net	463,614	594,372	(130,758)	(22%)	26%	35%
Right-of-use assets - net	173,604	-	173,604	-	10%	0%
Investment property - net	51,779	31,829	19,950	63%	3%	2%
Biological assets - net of current portion	2,808	2,844	(36)	(1%)	0%	0%
Goodwill - net	130,073	130,852	(779)	(1%)	7%	8%
Other intangible assets - net	149,014	146,608	2,406	2%	8%	9%
Deferred tax assets	18,052	19,249	(1,197)	(6%)	1%	1%
Other noncurrent assets - net	92,730	69,966	22,764	33%	5%	4%
Total Noncurrent Assets	1,176,590	1,088,365	88,225	8%	65%	65%
Total Assets	P1,817,734	P1,676,642	P141,092	8%	100%	100%
Loans payable	P169,492	184,024	(14,532)	(8%)	9%	11%
Accounts payable and accrued expenses	176,037	149,764	26,273	18%	10%	9%
Lease liabilities - current portion	24,979	19,699	5,280	27%	1%	1%
Income and other taxes payable	21,185	19,901	1,284	6%	1%	1%
Dividends payable	4,116	4,042	74	2%	0%	0%
Current maturities of long-term debt - net of debt issue cost	43,808	55,697	(11,889)	(21%)	3%	3%
Total Current Liabilities	439,617	433,127	6,490	1%	24%	25%
Long-term debt - net of current maturities and debt issue costs	638,996	561,918	77,078	14%	35%	34%
Lease liabilities - net of current portion	117,269	122,367	(5,098)	(4%)	7%	7%
Deferred tax liabilities	25,265	22,899	2,366	10%	1%	1%
Other noncurrent liabilities	22,192	24,384	(2,192)	(9%)	1%	2%
Total Noncurrent Liabilities	803,722	731,568	72,154	10%	44%	44%

Forward

	December		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2019	2018	Amount	%	2019	2018
Capital stock - common	P16,443	P16,443	P-	0%	1%	1%
Capital stock - preferred	10,187	10,187	-	0%	1%	1%
Additional paid-in capital	177,938	177,938	-	0%	10%	11%
Equity reserves	14,390	21,513	(7,123)	(33%)	1%	1%
Retained earnings:						
Appropriated	56,689	72,820	(16,131)	(22%)	3%	4%
Unappropriated	173,092	148,345	24,747	17%	9%	9%
Treasury stock	(116,283)	(109,501)	(6,782)	(6%)	(6%)	(6%)
Equity Attributable to						
Equity Holders of						
the Parent Company	332,456	337,745	(5,289)	(2%)	19%	21%
Non-controlling Interests	241,939	174,202	67,737	39%	13%	10%
Total Equity	574,395	511,947	62,448	12%	32%	31%
Total Liabilities and Equity	P1,817,734	P1,676,642	P141,092	8%	100%	100%

Consolidated total assets as at December 31, 2019 amounted to P1,817,734 million, P141,092 million higher than December 31, 2018. The increase was primarily due to the increase in cash and cash equivalents and the recognition of right-of-use assets with the adoption of Philippine Financial Reporting Standards (PFRS) 16, *Leases* effective January 1, 2019.

The increase in cash and cash equivalents in 2019 by P43,307 million was mainly due to the issuance of SPCS and preferred shares by SMC Global and Petron, respectively, and loan availments of SMC.

The increase in trade and other receivables by P6,595 million was mainly due to higher fuel prices and excise tax on fuel products of Petron, higher revenue of the Beer and NAB and Food divisions, under the Food and Beverage business, SMC Consolidated Power Corporation and MPPCL, partly offset by the decrease in Petron Malaysia's government subsidy receivable.

The increase in inventories by P8,517 million was mainly due to Petron's higher volume of finished product, higher price of crude oil and higher excise tax on petroleum products as a result of the increase in tax rates beginning 2019.

The decrease in prepaid expenses and other current assets by P5,458 million was primarily due to the: (a) decrease in input tax, goods and services tax and other prepaid taxes of Petron as a result of collection of input tax claim from the government and utilization of input tax in 2019, and (b) decrease in restricted cash balance of MMSS3. The decrease was partly offset by the receipt by SMB of TCC issued by the BIR in relation to the claims for refund filed for overpayment of excise taxes with the BIR for San Mig Light and increase in input taxes of the Infrastructure business.

The increase in investments and advances by P2,342 million was attributable to the reclassification of SMHC's investment in MNHPI from investment in subsidiary to investment in a joint venture. This was offset by the reclassification by SMC Global of its investment in MPGC to investment in subsidiary.

The decrease in property, plant and equipment by P130,758 million primarily represents the reclassification of the power plants to right-of-use assets as a result of the adoption of PFRS 16 and depreciation for 2019. This was partially reduced by the additions for 2019 from the ongoing projects of Petron, Food and Beverage, Energy and Cement businesses.

The increase in right-of-use assets by P173,604 million, primarily represents the reclassification of the power plants to right-of-use assets as a result of the adoption of PFRS 16.

The increase in investment property by P19,950 million was mainly due to the set-up of right-of-use assets of Petron for its rented properties being sub-leased to external parties.

The decrease in deferred tax assets by P1,197 million was mainly due to the derecognition by SMC of the deferred tax on NOLCO which expired in 2019.

The increase in other noncurrent assets by P22,764 million was mainly due to the: (a) advances to suppliers and contractors for the construction of the Mariveles Power Plant and BESS projects, (b) purchase of new containers by SMB, and (c) capitalized costs on the construction of MRT 7 and Section 3A-2 (Binalonan to Pozzorubio) of the TPLEX Project.

The decrease in loans payable by P14,532 million was mainly due to net payment made by Petron and deconsolidation of MNHPI.

The increase in accounts payable and accrued expenses by P26,273 million was mainly due to higher liabilities for crude oil and petroleum products of Petron on account of higher prices and increase in outstanding shipments as of end-2019 versus 2018, and higher outstanding payable to contractors of the Infrastructure business and MPGC.

The increase in income and other taxes payable by P1,284 million was mainly due to the higher taxable income of SMB.

The increase in total long-term debt, net of debt issue costs, by P65,189 million was due to the: (a) issuance of P30,000 million fixed rate Peso-denominated bonds by SMC Global, (b) availment of the US\$800 million long-term loan facility by Petron, and (c) issuance of P16,000 million long-term corporate notes, P10,000 million fixed rate Peso-denominated bonds and US\$50 million term loan by SMC, and (d) net loan availments of the Food division under the Food and Beverage business, Packaging business, MPPCL and Infrastructure business. The increase was partially offset by the: (a) redemption of Series C and E bonds of SMB, (b) payment of maturing obligations by Petron, the Energy business and SMC, and (c) foreign currency adjustment on the US Dollar-denominated loans of the Group.

The increase in total lease liabilities was mainly due to the recognition of lease liabilities for right-of-use assets as a result of the adoption of PFRS 16, interest and the effect of foreign exchange rate changes, partly offset by payments made to PSALM by the Energy business entities under the IPPA Agreements.

The increase in deferred tax liabilities by P2,366 million was mainly attributable to the temporary differences arising from interest and foreign exchange translation of US Dollar-denominated finance lease liabilities of SPPC, SMEC and SPDC. This was offset by the decrease in deferred tax liability of Petron due to recognition of NOLCO for 2019.

The decrease in other noncurrent liabilities by P2,192 million was mainly due to the deconsolidation of MNHPI.

The decrease in equity reserves by P7,123 million pertains to (a) equity reserve from the redemption of USCS by SMC Global (b) currency translation adjustments for the period resulting from the appreciation of Peso against the US Dollar and (c) the equity reserve for retirement plan.

The decrease in the group's appropriated retained earnings by P16,131 million was mainly attributable to the reversals made by the Energy business for the portion of paid fixed monthly payments to PSALM by SPPC, SMEC and SPDC.

The increase in unappropriated retained earnings by P24,747 million was primarily due to the reversal of appropriations and net income for 2019, reduced by cash dividends declared.

The increase in treasury shares by P6,782 million was due to the redemption by SMC of its Subseries "2-B" Preferred Shares.

The increase in NCI by P67,737 million pertains to the (a) issuance of SPCS by SMC Global, (b) issuance of Series 3A and 3B Preferred Shares by Petron, and (c) share of NCI on the Group's net income, reduced by cash dividends and distributions declared in 2019. The increase was offset by the: (a) redemption of USCS and Series 2A Preferred Shares by SMC Global and Petron, respectively, and (b) the effect of deconsolidation of MNHPI.

III. CASH FLOW

SOURCES AND USES OF CASH

A brief summary of cash flow movements is shown below:

	December 31		
	2021	2020	2019
		<i>(In Millions)</i>	
Net cash flows provided by operating activities	P50,138	P52,932	P93,487
Net cash flows used in investing activities	(127,572)	(84,707)	(113,332)
Net cash flows provided by financing activities	21,096	101,979	66,756

Net cash flows from operations basically consists of income for the period and changes in noncash current assets, certain current liabilities and others.

Net cash flows provided by (used in) investing activities are as follows:

	December 31		
	2021	2020	2019
		<i>(In Millions)</i>	
Additions to property, plant and equipment	(P74,421)	(P60,629)	(P65,640)
Additions to intangible assets	(26,007)	(16,618)	(17,106)
Additions to advances to contractors and suppliers	(16,067)	(4,855)	(13,601)
Decrease (increase) in other noncurrent assets and others	(7,053)	358	(16,796)
Additions to investment property	(6,546)	(8,711)	(9,386)
Additions to investments in equity and debt instruments	(6,101)	(70)	(71)
Additions to investments and advances	(5,223)	(4,001)	(2,098)
Proceeds from the redemption and disposal of investment in equity and debt instruments	6,509	108	94
Interest received	3,313	6,402	10,549
Dividends received	2,674	1,344	1,886
Proceeds from sale of property and equipment	1,350	912	871
Cash and cash equivalents of a consolidated (deconsolidated) subsidiary	-	1,053	(626)
Acquisition of subsidiaries, net of cash and cash equivalents acquired	-	-	(1,408)

Net cash flows provided by (used in) financing activities are as follows:

	December 31		
	2021	2020	2019
	<i>(In Millions)</i>		
Net proceeds from issuance of capital securities and preferred shares of subsidiaries	P61,899	P67,799	P85,733
Net proceeds from (payments of) short-term borrowings	49,599	(28,588)	(10,532)
Net proceeds from long-term borrowings	27,358	101,524	72,778
Cash dividends and distributions paid	(39,310)	(31,508)	(30,652)
Redemption of preferred shares	(34,217)	(27,656)	(6,782)
Payments of lease liabilities	(26,151)	(24,825)	(20,673)
Redemption of capital securities and preferred shares of subsidiaries	(17,459)	(15,000)	(22,305)
Decrease in non-controlling interests' share in the net assets of subsidiaries and others	(623)	(1,526)	(811)
Proceeds from reissuance of treasury shares	-	33,588	-
Net proceeds from issuance of capital securities	-	28,171	-

The effect of exchange rate changes on cash and cash equivalents amounted to P9,159 million, (P9,452) million and (P3,604) million in 2021, 2020 and 2019, respectively.

IV. ADDITIONAL INFORMATION ON UNAPPROPRIATED RETAINED EARNINGS

The unappropriated retained earnings of the Parent Company is restricted in the amount of P67,093 million in 2021, 2020 and 2019, representing the cost of common shares held in treasury.

The unappropriated retained earnings of the Group include the accumulated earnings in subsidiaries and equity in net earnings of associates and joint ventures not available for declaration as dividends until declared by the respective investees.

V. KEY PERFORMANCE INDICATORS

The following are the major performance measures that the Group uses. Analyses are employed by comparisons and measurements based on the financial data of the current period against the same period of previous year. Please refer to Item II “Financial Performance” of the MD&A for the discussion of certain Key Performance Indicators.

	December 31	
	2021	2020
Liquidity:		
Current Ratio	1.36	1.60
Quick Ratio	0.88	1.12
Solvency:		
Debt to Equity Ratio	2.01	1.92
Asset to Equity Ratio	3.01	2.92
Profitability:		
Return on Average Equity Attributable to Equity Holders of the Parent Company	4.09%	0.87%
Interest Rate Coverage Ratio	2.34	1.72
Return on Assets	2.43%	1.17%
Operating Efficiency:		
Volume Growth (Decline)	4%	(20%)
Revenue Growth (Decline)	30%	(29%)
Operating Margin	12%	10%

The manner by which the Group calculates the key performance indicators is as follows:

KPI	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Quick Ratio	$\frac{\text{Current Assets} - \text{Inventories} - \text{Current Portion of Biological Assets} - \text{Prepayments}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Total Liabilities (Current + Noncurrent)}}{\text{Equity}}$
Asset to Equity Ratio	$\frac{\text{Total Assets (Current + Noncurrent)}}{\text{Equity}}$
Return on Average Equity	$\frac{\text{Net Income Attributable to Equity Holders of the Parent Company}}{\text{Average Equity Attributable to Equity Holders of the Parent Company}}$
Interest Rate Coverage Ratio	$\frac{\text{Earnings Before Interests and Taxes}}{\text{Interest Expense and Other Financing Charges}}$
Return on Assets	$\frac{\text{Net Income}}{\text{Average Total Assets}}$
Volume Growth	$\left(\frac{\text{Sum of all Businesses' Revenue at Prior Period Prices}}{\text{Prior Period Net Sales}} \right) - 1$
Revenue Growth	$\left(\frac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}} \right) - 1$
Operating Margin	$\frac{\text{Income from Operating Activities}}{\text{Net Sales}}$

VI. OTHER MATTERS

▪ Commitments

The outstanding purchase commitments of the Group amounted to P154,461 million as at December 31, 2021.

Amount authorized but not yet disbursed for capital projects is approximately P320,973 million as at December 31, 2021.

- There are no unusual items as to nature and amount affecting assets, liabilities, equity, net income or cash flows, except those stated in Management's Discussion and Analysis of Financial Position and Financial Performance.
- There were no material changes in estimates of amounts reported in prior interim periods of the current year or changes in estimates of amounts reported in prior financial years.
- There were no known trends, demands, commitments, events or uncertainties that will have a material impact on the Group's liquidity. The Group does not anticipate within the next 12 months any cash flow or liquidity problems. The Group was not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring payments. There were no significant amounts of the Group's trade payables that have not been paid within the stated trade terms.
- There were no known trends, events or uncertainties that have had or that are reasonably expected to have a favorable or unfavorable impact on net sales or revenues or income from continuing operation.
- There were no known events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation and there were no changes in contingent liabilities and contingent assets, except for Note 43 (a) of the Audited Consolidated Financial Statements as at December 31, 2021.
- There are no significant elements of income or loss that did not arise from continuing operations.
- Except for the Prepared and Packaged Food and Protein segments of the Food division under the Food and Beverage business, which consistently generate higher revenues during the Christmas holiday season, the effects of seasonality or cyclicity on the interim operations of the Group's businesses are not material.
- There were no material off-statements of financial position transactions, arrangements, obligations (including contingent obligations), and other relationship of the Group with unconsolidated entities or other persons created during the reporting period, except for the outstanding derivative transactions entered by the Group as at and for the period December 31, 2021.

ANNEX “C-1”

**MANAGEMENT’S DISCUSSION AND ANALYSIS
OF FINANCIAL POSITION AND FINANCIAL
PERFORMANCE**

(As of March 31, 2022)



SAN MIGUEL CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND FINANCIAL PERFORMANCE

INTRODUCTION

The following discussion should be read in conjunction with the attached unaudited consolidated financial statements of San Miguel Corporation ("SMC" or "Parent Company") and its subsidiaries (collectively referred to as the "Group") as at and for the period ended March 31, 2022 (with comparative figures as at December 31, 2021 and for the period ended March 31, 2021). All necessary adjustments to present fairly the consolidated financial position, financial performance and cash flows of the Group as at March 31, 2022, and for all the other periods presented, have been made. Certain information and footnote disclosure normally included in the audited consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards (PFRS) have been omitted.

I. 2022 SIGNIFICANT TRANSACTIONS

AVAILMENT OF LONG-TERM DEBT

PESO TERM LOAN

- **SMC SLEX Holdings Company Inc. (SSHCI, formerly MTD Manila Expressways Inc.)**

On January 3 and February 7, 2022, SSHCI availed of a total of P2,100 million term loan from the P20,000 million term loan facility agreement executed in December 3, 2021 with various local banks. The loan is subject to a floating interest rate and will mature on January 3, 2025. The proceeds of the loan will be used for capital projects.

FOREIGN-CURRENCY DENOMINATED LOANS

- **SMC Global Power Holdings Corp. (SMC Global)**

On January 21, 2022, SMC Global availed of a US\$200 million term loan from the loan facility agreement with a foreign bank executed on September 8, 2021. Proceeds of the loan were used mainly for capital expenditures in connection with the expansion projects of SMC Global. The loan is subject to a floating interest rate and will mature on September 2024.

- **SMC**

On February 18, 2022, SMC availed of a US\$200 million term loan from the US\$900 million term loan facility executed on October 21, 2021 for general corporate purposes. The loan is subject to a floating interest rate and will mature on October 21, 2026.

ISSUANCE AND PAYMENT OF FIXED RATE PESO-DENOMINATED BONDS

Issuance of P30,000 Million Fixed Rate Bonds by SMC

On March 4, 2022, SMC issued and listed on the Philippine Dealing and Exchange Corporation (PDEx) P17,440 million Series J and P12,560 million Series K Fixed rate Peso-denominated Bonds from the P60,000 million Shelf Registered fixed rate Bonds. The bonds are due on March 2027 and 2029 with interest rates per annum of 5.2704% and 5.8434%, respectively.

The proceeds from the issuance of the Bonds were used to settle the short-term loan facility availed for the redemption of Subseries “2-C” and Subseries “2-E” Preferred Shares on September 21, 2021.

Payment of Fixed Rate Peso-Denominated Series A Bonds by SMC

On March 1, 2022, SMC paid its P6,683 million Series A Fixed rate Peso-denominated Bonds. The Series A Bonds, which forms part of the P20,000 million Series ABC Fixed rate Bonds issued by SMC in 2017, matured on the same date.

The Series A Bonds were paid using the proceeds from short-term loan facilities.

PAYMENT OF OTHER MATURING OBLIGATIONS

During the first quarter of 2022, the Group paid a total of P6,419 million of its scheduled amortizations and maturing obligations funded by cash generated from operations.

Petron Corporation (Petron), Infrastructure, Energy, Packaging and SMC paid a total of P2,734 million, P1,877 million, P927 million, P721 million and P160 million, respectively, of their maturing obligations.

EVENT AFTER THE REPORTING DATE

On April 7, 2022, SMC paid the P10,000 million Series D fixed rate Peso-denominated Bonds. The Series D Bonds were paid using the proceeds from the short-term loan facilities.

II. FINANCIAL PERFORMANCE

2022 vs. 2021

	March		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2022	2021	Amount	%	2022	2021
<i>(In Millions)</i>						
Sales	P316,765	P201,160	P115,605	57%	100%	100%
Cost of Sales	256,867	149,032	107,835	72%	81%	74%
Gross Profit	59,898	52,128	7,770	15%	19%	26%
Selling and Administrative Expenses	(19,767)	(19,917)	150	1%	(6%)	(10%)
Operating Income	40,131	32,211	7,920	25%	13%	16%
Interest Expense and Other Financing Charges	(12,365)	(11,861)	(504)	(4%)	(4%)	(5%)
Interest Income	1,037	847	190	22%	0%	0%
Equity in Net Earnings of Associates and Joint Ventures	448	319	129	40%	0%	0%
Gain on Sale of Property and Equipment	2	1	1	100%	0%	0%
Other Charges - Net	(9,129)	(2,110)	(7,019)	(333%)	(3%)	(1%)
Income Before Income Tax	20,124	19,407	717	4%	6%	10%
Income Tax Expense	6,181	2,233	3,948	177%	2%	1%
Net Income	P13,943	P17,174	(P3,231)	(19%)	4%	9%
Net Income Attributable to Equity Holders of the Parent Company	P6,336	P9,296	(P2,960)	(32%)	2%	5%
Net Income Attributable to Non-controlling Interests	7,607	7,878	(271)	(3%)	2%	4%
Net Income	P13,943	P17,174	(P3,231)	(19%)	4%	9%

The Group's consolidated sales for the first quarter of 2022 rose 57% to P316,765 million from P201,160 million of the same period last year, on the back of robust volume growth and better selling prices.

The Group's cost of sales increased by 72% mainly due to: (a) higher cost per liter of fuel products and significant increase in sales volume of Petron, (b) higher cost of coal and higher power purchases of the Energy business, and (c) higher sales volumes and increase in prices of raw materials of the Food and Beer and Non-alcoholic Beverages (NAB) Divisions of the Food and Beverage business.

Consolidated operating income amounted to P40,131 million, up by 25% from the previous year. The increase was partly softened by rising commodity and coal prices which begun to challenge the Food Division under the Food and Beverage business and the Energy business.

The increase in interest income was mainly due to SMC's higher interest rates on cash and cash equivalents.

The increase in equity in net earnings of associates and joint ventures was mainly due to the share on the higher net income of Manila North Harbour Port Inc. and Angat Hydropower Corporation (Angat Hydro).

Gain on sale of property and equipment in 2022 and 2021 pertains to disposal of various assets.

Other charges - net in 2022 increased primarily due to the: (a) higher commodity hedging loss of Petron, (b) higher loss on foreign exchange from the revaluation of foreign-currency denominated long-term debt of SMC and SMC Global, and (c) lower income from Power Sector Assets and Liabilities Management Corp. (PSALM) fixed fee reduction recognized by San Miguel Energy Corporation (SMEC).

The higher income tax expense of the Group in 2022 was primarily due to the adjustment made in the first quarter of 2021 for the impact of Corporate Recovery and Tax Incentives for Enterprises (CREATE) Law in 2020 which reduced income tax expense by P3,607 million in the first quarter of 2021. Under the CREATE Law, the income tax rate decreased from 30% to 25% effective July 1, 2020.

Consolidated net income amounted to P13,943 million, down 19% from P17,174 million last year which included the impact of the CREATE Law for 2020. Without the impact of CREATE Law adjustment, consolidated net income should have been 3% higher from last year.

The following are the highlights of the performance of the individual business segments:

1) FOOD AND BEVERAGE

San Miguel Food and Beverage, Inc. (SMFB) posted consolidated sales of P83,054 million during the first three months of the year, 9% higher than the same period last year, mainly driven by a combination of volume growth and better selling prices across the Food, Beer and NAB and Spirits divisions.

SMFB's consolidated operating income ended slightly higher at P12,700 million which has been affected by rising input costs on raw materials and utilities. Net income amounted to P9,151 million.

a) Beer and NAB Division

San Miguel Brewery, Inc. (SMB) recorded consolidated sales of P29,659 million for the first quarter of 2022, up 3% from last year's P28,846 million, mainly due to the sales growth performance of its international operations, coupled with the impact of SMB Domestic operations' price increase implemented last October 1, 2021 which more than made up for the lower domestic volumes. Consolidated volumes ended at 49.4 million cases.

SMB's operating income stood at P6,751 million, at par with last year, despite higher production costs and selling and administrative expenses. Consolidated net income declined by 10% to P4,935 million from P5,458 million last year, which included the impact of CREATE Law adjustment for 2020. Without this, consolidated net income in 2022 would have been P9 million higher than 2021.

Domestic Operations

SMB's domestic beer volumes reached 43.5 million cases for the first three months, 6% lower compared to the same period last year. Volumes in January were affected by the surge of Coronavirus Disease 2019 (COVID-19) Omicron variant with alert level restrictions raised and liquor ban re-implemented in various areas. This was significantly reduced by the combined sales improvement in February and March, together with the implementation of stronger brand promotions and volume generating activities. Domestic beer sales slightly increased to P26,450 million, resulting from the impact of a price increase implemented late last year.

NAB volumes sustained its growth momentum delivering double digit growth during the first quarter of the year.

Operating income amounted to P6,224 million.

To support SMB's domestic performance, new and refreshed brand campaigns were launched to promote distinctive brand experience which was also supported by consumer and trade programs in key channels namely: San Miguel Pale Pilsen's "*Sarap Laging Ka-Selfie*" and "*Happy Hour*" promos and "*Gintong Dagat*" campaign, Red Horse's "*Red Horse Beer Astig*" promo, and "*Una*" and "*Patak*" value for money campaigns; and San Mig Light's "*Bright Side*" thematic campaign and new digital content buckets.

International Operations

SMB's international operations sustained its growth momentum in the first three months of the year, with volumes and revenue increasing by 21% and 18% from the same period last year, respectively. This was primarily driven by the continuous growth from Exports and Indonesia and improvements from Thailand operations, offsetting the decline in Vietnam, South China and Hong Kong which had the worst wave of COVID-19 in the first quarter of 2022.

b) Spirits Division

Ginebra San Miguel Inc. (GSMI) sustained its volume growth in the first quarter of the year posting 12.2 million cases, 6% higher compared to the same period last year. Bannered by the latest thematic campaign "*Hanggang Huling Patak*" of Ginebra San Miguel, the ad resonated well with consumers, further strengthening the brand and spurring more consumption. It also contributed to increasing GSMI's market share to double-digit lead against its closest competitor based on the report released by Nielsen Company.

As a result, sales reached P12,620 million, 11% higher from the P11,338 million reported in the same period in 2021. Operating income grew 39% to P1,796 million mainly brought by higher volumes, impact of price increase implemented in February 2022, and sustained operating efficiencies.

Net income amounted to P1,399 million, 34% higher than 2021.

c) Food Division

The Food division delivered strong revenue growth in the first three months of 2022 hitting P40,777 million, a 13% growth from the same period last year amidst setbacks brought by the COVID-19 Omicron-induced lockdowns, the aftermath of Typhoon "Odette" that affected the Visayas region and inflationary conditions arising from the global environment. Growth was supported by higher volumes and enhanced sales mix that put emphasis on premium products coupled with price increases implemented since the latter part of 2021.

Consolidated operating income declined 8% to P4,177 million, as a result of significant increases in cost of major raw materials, challenges in supply chains and skyrocketing fuel prices. To cushion the impact, the Food division maximized the use of alternative raw materials, implemented purposive fixed costs cuts, fully utilized company-owned production facilities and capitalized on synergies in logistics and distribution. This brought net income to P3,036 million.

Revenues from the Animal Nutrition and Health segment grew by 33%, on account of strong volume performance from all major feed types which continue to benefit from the opening of new accounts, successful farm conversions, consistent supply availability and superior feed quality. Hog feeds, in particular, finally posted growth for the first time since the hit of the African Swine Fever, as hog farms started to repopulate.

The Protein segment, consisting of Poultry and Meats businesses, delivered revenues at par with last year. Poultry's revenues grew 3% as selling prices were kept at a high level given minimal frozen inventory and a premiumization strategy for the Magnolia brand. Volumes from Community Resellers, Manukang Bayan and foodservice continued to improve, mitigating the impact of lower foot traffic in supermarkets and wet markets in January and February due to COVID-19 Omicron-induced restrictions. Meats revenues on the other hand ended lower owing to the deliberate downsizing of hog operations.

Prepared and Packaged Food segment's consolidated revenues grew by 5%, mainly driven by consistent growth from the processed meats business led by its flagship products - Tender Juicy Hotdogs, Purefoods Chicken Nuggets, Purefoods Native Line and Purefoods and Star canned products. Emerging products from the Ready-to-Eat segment, plant-based Veega brand, and salad aids continue to grow solidly, indicative of positive consumer acceptance.

The Flour segment revenues remained strong posting a 52% growth versus the same period last year, which was driven by both higher volumes and better selling prices. Expanding geographical distribution in Visayas and Mindanao and the rebound of institutional customers were the key contributors.

2) PACKAGING

The Packaging business' consolidated sales for the first quarter of 2022 grew 9% to P8,048 million versus the same period last year, sustaining its recovery path since end of 2021. Demand from beverage customers for metal closures, plastics, two-piece aluminum cans, logistics services, and beverage filling continue to increase, along with the stable growth from China, Malaysia and Australia operations.

With effective cost management programs and improved productivity, operating income amounted to P613 million, 56% higher than last year.

3) ENERGY

SMC Global's first quarter 2022 consolidated sales amounted to P43,036 million, a 57% increase from P27,366 million in the previous year. This was mainly brought about by the increase in average bilateral rates attributable to higher fuel prices driven by rising coal indices. This is along with the 10% improvement in off-take volumes of 6,991 gigawatt hours (Gwh) versus last year, as overall system demand in Luzon started to pick-up due to relatively lighter COVID-19 quarantine restrictions. On January 26, 2022, its 20MW Battery Energy Storage System (BESS) in Kabankalan, Negros also commenced operations.

In spite of strong revenue growth, operating income declined by 28% to P6,071 million as coal prices more than doubled from last year on account of increasing coal indices. Power purchases also increased due to exposure to high Wholesale Electricity Spot Market prices, particularly in January when there were simultaneous multiple plant shutdowns in Luzon plus the continued deration of Ilijan power plant due to gas supply restriction.

Together with the decrease in income from the reduction in PSALM fixed fees and the turn-around of provision for income tax for the period compared to same period in 2021, which recorded the full benefits of the CREATE Law, net income amounted to P1,928 million, down 75% from the previous year. Without the impact of CREATE Law adjustment, decline in net income would have been lower.

4) FUEL AND OIL

Petron opened the year strong, delivering a net income of P3,598 million for the first quarter, more than double the P1,730 million it generated in the same period last year, as it continued to regain significant volumes and realizing the benefits of the strong refining cracks in the region.

Consolidated sales volume grew 34% to 25.7 million barrels resulting from higher demand and the easing of mobility restrictions which saw significant volume growth in almost all its products. In the Philippines, retail volumes increased by 7% while its commercial volumes, including sales of jet fuels and lubricant products significantly improved by almost 50%. Petrochemical volumes rose by about 30% with the increasing demand for resin used for PPEs and online deliveries. With this growing demand and higher prices of petrochemicals, Petron resumed operations of its polypropylene plant after a two-year shutdown.

Petron's consolidated sales for the first three months jumped to P172,331 million, up 107% from last year's P83,307 million with the recovery in demand and higher international prices. From January to March, Dubai crude prices reached an average of US\$95.56 per barrel level brought about by the geopolitical tension and supply concerns caused by the conflict between Russia and Ukraine.

Operating income grew 130% to P8,431 million.

With continuous recovery, Petron focused on further strengthening its reach and broadening its offerings ahead of future demand. More service stations were opened during the first quarter in major areas as part of its continuing network expansion program while adopting a new modular and panelized construction system that is creating a more efficient and greener way to construct service stations. Nine more Treats convenience stores were also added since 2021 to beef up its non-fuel business and complement the continuous growth of its retail network.

5) INFRASTRUCTURE

The Infrastructure business' volumes for the first quarter posted double-digit growth at 21% mainly on the back of increase in traffic flow during the months of February and March which more than compensated lower volumes due to travel restrictions imposed in January. Correspondingly, consolidated revenues ended at P6,235 million, 44% higher than last year's levels.

Operating income rose by 108% to P2,461 million, as a result of increase in volume and better margins backed by continued cost management initiatives.

Ongoing infrastructure projects continue to progress well. The Metro Rail Transit Line 7 (MRT 7) project's guideway, stations and depots are already in advanced stages of construction. Construction of South Luzon Expressway (SLEX) Toll Road 4 (SLEX-TR4) project and Skyway Stage 4 are both ongoing together with right of way acquisitions. For the Manila International Airport project, land development works is ongoing in accordance with the set timetables and environmental and social plans while the new airport masterplan and new aerodrome consultancy contracts were already awarded. The facility agreement for the Export

Credit Agency financing for the land development works has already been signed in March, 2022 and currently working on the financial close.

2021 vs. 2020

	March		Horizontal Analysis Increase (Decrease)		Vertical Analysis	
	2021	2020	Amount	%	2021	2020
<i>(In Millions)</i>						
Sales	P201,160	P214,066	(P12,906)	(6%)	100%	100%
Cost of Sales	149,032	181,429	(32,397)	(18%)	74%	85%
Gross Profit	52,128	32,637	19,491	60%	26%	15%
Selling and Administrative Expenses	(19,917)	(20,909)	992	5%	(10%)	(10%)
Operating Income	32,211	11,728	20,483	175%	16%	5%
Interest Expense and Other Financing Charges	(11,861)	(13,232)	1,371	10%	(5%)	(6%)
Interest Income	847	2,085	(1,238)	(59%)	0%	1%
Equity in Net Earnings (Losses) of Associates and Joint Ventures	319	(46)	365	793%	0%	(0%)
Gain (Loss) on Sale of Property and Equipment	1	(331)	332	100%	0%	(0%)
Other Income (Charges) - Net	(2,110)	3,723	(5,833)	(157%)	(1%)	2%
Income Before Income Tax	19,407	3,927	15,480	394%	10%	2%
Income Tax Expense	2,233	2,834	(601)	(21%)	1%	1%
Net Income	P17,174	P1,093	P16,081	1,471%	9%	1%
Net Income (Loss) Attributable to Equity Holders of the Parent Company	P9,296	(P1,274)	P10,570	830%	5%	(0%)
Net Income Attributable to Non-controlling Interests	7,878	2,367	5,511	233%	4%	1%
Net Income	P17,174	P1,093	P16,081	1,471%	9%	1%

The Group's consolidated sales for the first quarter of 2021 ended at P201,160 million, 6% lower than the same period in 2020. This, however, was an improvement from the 15% decline recorded in the first quarter of 2020 and the 29% decline for the full year in 2020. Petron, Energy and Infrastructure businesses continue to be weighed down by lower demand due to restrained mobility, travel and commercial/social events. This was offset by the Food and Beverage business' continuous volume recoveries combined with better selling prices.

Lower cost of sales by 18% to P149,032 million was mainly due to the decline in sales volume and cost per liter of fuel products of Petron, partly offset by the increase in sales volume of the Spirits division under the Food and Beverage business.

The decrease in selling and administrative expenses by 5% to P19,917 million was mainly due to the lower advertising and promotions and freight, trucking and handling expenses, primarily from Petron and the Beer and NAB and Food divisions under the Food and Beverage business.

With sustained improvements from the Food and Beverage business and the turnaround of Petron, coupled with lower raw material costs and effective cost saving efforts across the Group, consolidated operating income significantly increased to P32,211 million for the first quarter of 2021 from P11,728 million in the same period of 2020.

The decrease in interest expense and other financing charges was mainly due to the lower average interest rate and borrowing level of Petron.

The decrease in interest income was primarily due to lower interest rates and average balance of cash and cash equivalents.

The increase in equity in net earnings (losses) of associates and joint ventures was mainly due to the share in net income of Angat Hydro and Bank of Commerce in March 2021 versus net loss in the same period of 2020.

The loss on sale of property and equipment in 2020 mainly represents the retirement by San Miguel Yamamura Packaging Corporation of the fixed assets of its Manila Plastics Plant which were damaged by the fire incident in Pandacan, Manila in February 2020. The loss represents a 25% reduction in the Group's total net income for the first quarter of 2020.

Other charges - net in 2021 primarily consist of the commodity hedging loss of Petron partly offset by SMEC's recognition of income from PSALM fixed fee reduction for the extended outages of Sual Power Plant's Units 1 and 2. Other income - net in 2020 consists mainly of the gain on commodity hedging of Petron and the settlement received by the Energy business from third party contractors on account of damages arising from the latter's nonfulfillment of obligations under procurement-related contracts.

The decrease in income tax expense was mainly due to the impact of the adoption of CREATE Law in 2021 and 2020, which reduced the income tax rate from 30% to 25%. This was partly offset by the turnaround of Petron resulting to an income tax expense in March 2021 compared to income tax benefit in the same period of 2020.

Consolidated net income ended at P17,174 million, more than 15 times higher than 2020, reflecting the strong recoveries from Petron and the Food division under the Food and Beverage business, together with consistent growth from the Spirits division and the Energy business.

The share of non-controlling interests on the Group's net income increased in March 2021 mainly due to the: (a) net income of Petron in March 2021 compared to net loss in March 2020, (b) higher amount of distribution on SMC Global's Senior Perpetual Capital Securities, and (c) higher net income of the Food and Beverage business.

The following are the highlights of the performance of the individual business segments:

1) FOOD AND BEVERAGE

SMFB's consolidated sales for the first quarter of 2021 grew 11% to P76,362 million. This was attributable to sustained all-time high volumes from the Spirits division, continuous volume improvements of the Food division and generally better selling prices from the Food and Beer and NAB divisions.

Consolidated operating income and net income stood at P12,569 million and P9,679 million, notable increases of 45% and 66%, respectively.

a) Beer and NAB Division

SMB recorded consolidated sales of P28,846 million for the first quarter of 2021, a 2% improvement from the same period in 2020. Consolidated volumes, which continue to be affected by various quarantine restrictions and liquor bans in the domestic operations, ended at 51.5 million cases, down by 11%. Notwithstanding, operating income grew by 25% to P6,751 million on the back of effective cost management efforts. Net income increased by 45% from the same period in 2020 to P5,458 million.

Domestic Operations

Domestic operations' sales ended 2% higher than 2020 at P26,294 million, buoyed by the price increase implemented in March 2020. Volumes in the first quarter of 2021 still ended lower by 13% at 46.4 million which continues to be weighed down by the liquor bans in selected regions and key cities and the closure of most on-premise outlets.

Operating income ended at P6,413 million, up by 25% from 2020, resulting from continued cost management efforts.

SMB continues to focus its efforts on strengthening further its company-initiated consumption-generating programs and direct-to-consumer initiatives to help improve sales. Among these are the digital ads such as the new "*Beer Call Muna Tayo*" and "*#Tara Beer Tayo*" for Pale Pilsen, thematic visibility campaigns, brand awareness initiatives posted on Facebook and SMB PH official Viber and other consumer promos.

International Operations

International operations posted higher volumes, up 4% from 2020, as Indonesia, Hong Kong, South China, Vietnam and Exports markets continue to deliver better performance from 2020.

b) Spirits Division

GSMI achieved a net income of P1,042 million for the first quarter of 2021, up 120% from the same period in 2020, the highest earned in a single quarter by the division as of March 31, 2020. Consolidated sales and operating income stood at P11,338 million and P1,290 million, an increase of 52% and 88% versus 2020, respectively. Volumes was 29% higher compared to 2020 levels - similarly an all-time quarter high, which was driven by strong consumption, boosted by Ginebra San Miguel's new thematic campaign "*Bagong Tapang*", Vino Kulafu's re-airing of "*Lakas sa Magandang Bukas*", combined with sustained efforts on distribution expansion.

c) Food Division

The Food division sustained its good momentum since the last quarter of 2020, posting consolidated sales of P36,180 million in the first quarter of 2021, 9% higher compared to 2020, driven by higher volumes and generally better selling prices across all its business segments.

Consolidated operating income reached P4,533 million, up 75% from 2020, lifted by continuous cost reduction efforts and optimization of the use of company owned facilities.

The Protein segment, consisting of the Magnolia Chicken and Monterey Meats businesses, sales grew 11% versus 2020 mainly driven by volume improvements and favorable selling prices brought by continuous short supply of pork nationwide. Volumes in supermarkets and *lechon manok* outlets continue to improve which has already gone back to normal operations, while sales to food service accounts continue to struggle due to limited operations. The community resellers also continue to grow which has now reached more than 14,500 as at end of March 2021 around the country, contributing more than 1/3 of total volumes.

Animal Nutrition and Health segment sustained its growth momentum as revenues grew by 13%, driven by continuing strong demand for commercial feeds consisting of our free-range fowl, aquatic, duck, and layer feeds. Vetmed and Petfood volumes likewise posted growth during the period. This was partly offset by lower demand from hogs and broiler feeds due to African Swine Fever and shortage of day-old broilers, respectively.

Meanwhile, revenues of the Prepared and Packaged Food segment grew by 6% from 2020 as sales from refrigerated meats - TJ hotdog, canned products (Spam, Star and Dari margarine), Cheese and Magnolia pancake mixes continue to grow.

The newly launched seafood line, plant-based products and ready-to-eat lines have also been gaining interest from the consumers which allowed them choices of different food variety and preferences.

Revenues of the Flour segment grew 5% mainly driven by new accounts and sustained double digit growth since December 2020 from the recoveries of our existing dealers which resumed operations.

2) PACKAGING

The Packaging business' consolidated sales for the first quarter of 2021 amounted to P7,354 million, down 13% from 2020, mainly due to lower demand from key beverage and food customers, with Export sales constrained by tight shipments.

As a result, operating income amounted to P393 million, 31% lower than 2020.

3) ENERGY

SMC Global reported consolidated sales of P27,366 million for the first quarter of 2021, 3% lower versus 2020, as off-take volumes of 6,344 Gwh declined by 5%. This was mainly due to continuing quarantine restrictions and lower spot sales which were mitigated by higher average realization prices.

Operating income year-on-year grew by 8% to P8,423 million brought by a combination of lower fuel costs and operating expenses. Net income stood at P7,777 million, 141% higher from 2020.

4) FUEL AND OIL

Petron bolstered its rebound with a reported net income of P1,730 million for the first quarter of 2021, a significant reversal from the net loss of P4,877 million in the same period in 2020.

While sales volumes continue to improve, it still reflected the slowdown in demand due to COVID-19 pandemic. First quarter of 2021 ended with 19.4 million barrels, 21% lower than

the 24.7 million barrels sold in the same period in 2020. Consolidated sales settled at P83,307 million, down 20% from P104,623 million in 2020.

Operating income reached P3,661 million, from operating loss of P4,409 million in 2020. This was mainly due to an inventory gain recognized in the first quarter of 2021, in contrast with an inventory loss in the same period of 2020, resulting from recent improvements in international oil prices.

Petron has built 14 new service stations in the first quarter of 2021 and plans to build more. The Bataan Refinery has also started to transition into Authority of the Freeport Area of Bataan and begun to avail of fiscal incentives from operating in a freeport zone.

5) INFRASTRUCTURE

The Infrastructure business' sales for the first quarter of 2021 stood at P4,330 million, down 7% versus same period in 2020. Average daily traffic has been improving since December 2020 despite prevailing travel restrictions. SLEX and Star Tollway, in particular, registered higher average daily traffic volumes compared to the first quarter of 2020.

Operating income amounted to P1,182 million, a decline of 33% from same period of 2020, resulting from higher operating expenses.

While the Infrastructure business is efficiently managing the operating toll roads and monitoring the recovery of traffic flow, construction works of ongoing projects continue. On April 11, 2021, the Northbound section of SLEX Elevated Extension was opened to the public, while the Southbound section was opened on December 10, 2021. The project was formally inaugurated last February 15, 2022. The Skyway Stage 3 has also received the Notice to Collect Toll last July 1, 2021 from the Toll Regulatory Board of the Department of Transportation. Construction of the MRT 7 is also progressing well.

III. FINANCIAL POSITION

2022 vs. 2021

	March	December	Horizontal Analysis		Vertical Analysis	
	2022	2021	Amount	%	2022	2021
Cash and cash equivalents	P301,385	P300,030	P1,355	0%	14%	15%
Trade and other receivables - net	184,288	161,808	22,480	14%	9%	8%
Inventories	138,828	141,209	(2,381)	(2%)	7%	7%
Current portion of biological assets - net	3,317	3,106	211	7%	0%	0%
Prepaid expenses and other current assets	113,907	108,689	5,218	5%	5%	5%
Total Current Assets	741,725	714,842	26,883	4%	35%	35%
Investments and advances - net	55,381	55,002	379	1%	3%	3%
Investments in equity and debt instruments	41,951	41,966	(15)	(0%)	2%	2%
Property, plant and equipment - net	577,796	567,609	10,187	2%	28%	28%
Right-of-use assets - net	162,090	163,364	(1,274)	(1%)	8%	8%
Investment property - net	69,488	69,825	(337)	(0%)	3%	3%
Biological assets - net of current portion	2,537	2,244	293	13%	0%	0%
Goodwill - net	130,269	130,081	188	0%	6%	6%
Other intangible assets - net	198,135	190,979	7,156	4%	9%	9%
Deferred tax assets	17,005	17,141	(136)	(1%)	1%	1%
Other noncurrent assets - net	97,955	98,600	(645)	(1%)	5%	5%
Total Noncurrent Assets	1,352,607	1,336,811	15,796	1%	65%	65%
Total Assets	P2,094,332	P2,051,653	P42,679	2%	100%	100%
Loans payable	P174,638	P190,779	(P16,141)	(8%)	8%	9%
Accounts payable and accrued expenses	202,657	194,579	8,078	4%	10%	10%
Lease liabilities - current portion	21,567	23,423	(1,856)	(8%)	1%	1%
Income and other taxes payable	29,214	23,102	6,112	26%	2%	1%
Dividends payable	2,857	4,296	(1,439)	(33%)	0%	0%
Current maturities of long-term debt - net of debt issue cost	149,257	88,857	60,400	68%	7%	4%
Total Current Liabilities	580,190	525,036	55,154	11%	28%	25%
Long-term debt - net of current maturities and debt issue costs	P708,892	P725,108	(P16,216)	(2%)	34%	35%
Lease liabilities - net of current portion	67,131	71,569	(4,438)	(6%)	3%	4%
Deferred tax liabilities	29,872	28,742	1,130	4%	1%	1%
Other noncurrent liabilities	20,033	19,959	74	0%	1%	2%
Total Noncurrent Liabilities	825,928	845,378	(19,450)	(2%)	39%	42%

Forward

	March 2022	December 2021	Horizontal Analysis Increase (Decrease)		Vertical Analysis	
			Amount	%	2022	2021
Capital stock - common	P16,443	P16,443	-	0%	1%	1%
Capital stock - preferred	10,187	10,187	-	0%	1%	0%
Additional paid-in capital	177,719	177,719	-	0%	8%	9%
Capital securities	28,171	28,171	-	0%	1%	1%
Equity reserves	14,714	14,136	578	4%	1%	1%
Retained earnings:						
Appropriated	69,301	66,630	2,671	4%	3%	3%
Unappropriated	158,435	157,707	728	0%	8%	8%
Treasury stock	(144,363)	(144,363)	-	0%	(7%)	(7%)
Equity Attributable to						
Equity Holders of						
the Parent Company	330,607	326,630	3,977	1%	16%	16%
Non-controlling Interests	357,607	354,609	2,998	1%	17%	17%
Total Equity	688,214	681,239	6,975	1%	33%	33%
Total Liabilities and Equity	P2,094,332	P2,051,653	P42,679	2%	100%	100%

Consolidated total assets as at March 31, 2022 amounted to about P2,094,332 million, P42,679 million higher than December 31, 2021. The slight increase was primarily due to higher balance of trade and other receivables, property, plant and equipment and other intangible assets.

The increase in trade and other receivables - net by P22,480 million was mainly attributable to the higher trade customer balances of Petron and the Energy business and higher receivables from the Malaysian Government under the Automatic Pricing Mechanism of Petron Malaysia.

The increase in total biological assets by P504 million was due to higher volume of chicken loaded in the farm and higher cost of feeds.

The increase in prepaid expenses and other current assets by P5,218 million was primarily due to the: (a) higher specific tax and product replenishment claims and unused creditable withholding taxes by Petron and higher prepaid excise taxes of SMB, and (b) additional restricted cash funding for the payment of long-term debt of Infrastructure business.

The decrease in loans payable by P16,141 million was mainly due to the net payment of loans made by SMC.

The increase in income and other taxes payable by P6,112 million was mainly due to higher Value Added Tax payable of the Energy business, higher excise tax liability of Petron Philippines, higher taxable income of the Beer and NAB and Spirits divisions of the Food and Beverage business and Petron Malaysia.

The decrease in dividends payable by P1,439 million was mainly due to payment by SMC of dividends to preferred shareholders on January 7, 2022 which was declared on November 11, 2021.

The increase in total long-term debt, net of debt issue costs by P44,184 million was primarily due to the issuance of P30,000 million fixed rate Peso-denominated bonds by SMC and availment of foreign term loans by the Group. The increase was partly offset by the payment of Series A fixed rate Peso-denominated bonds of SMC.

The decrease in total lease liabilities by P6,294 million was primarily due to the payments made to PSALM by the Energy business' entities under the IPPA Agreements.

2021 vs. 2020

	March 2021	December 2020	Horizontal Analysis Increase (Decrease)		Vertical Analysis	
			Amount	%	2021	2020
Cash and cash equivalents	P336,682	P347,209	(P10,527)	(3%)	18%	18%
Trade and other receivables - net	119,143	124,369	(5,226)	(4%)	6%	7%
Inventories	94,691	102,822	(8,131)	(8%)	5%	5%
Current portion of biological assets – net	3,261	3,401	(140)	(4%)	0%	0%
Prepaid expenses and other current assets	96,442	94,610	1,832	2%	5%	5%
Total Current Assets	650,219	672,411	(22,192)	(3%)	34%	35%
Investments and advances - net	48,292	50,495	(2,203)	(4%)	3%	3%
Investments in equity and debt instruments	41,774	41,766	8	0%	2%	2%
Property, plant and equipment - net	520,055	511,624	8,431	2%	28%	27%
Right-of-use assets - net	168,130	169,208	(1,078)	(1%)	9%	9%
Investment property - net	65,386	60,678	4,708	8%	3%	3%
Biological assets - net of current portion	2,113	2,352	(239)	(10%)	0%	0%
Goodwill - net	129,607	129,733	(126)	(0%)	7%	7%
Other intangible assets - net	170,362	169,532	830	0%	9%	9%
Deferred tax assets	18,171	20,946	(2,775)	(13%)	1%	1%
Other noncurrent assets - net	82,514	83,462	(948)	(1%)	4%	4%
Total Noncurrent Assets	1,246,404	1,239,796	6,608	1%	66%	65%
Total Assets	P1,896,623	P1,912,207	(P15,584)	(1%)	100%	100%
Loans payable	P138,371	P140,645	(P2,274)	(2%)	7%	8%
Accounts payable and accrued expenses	153,151	153,249	(98)	(0%)	8%	8%
Lease liabilities - current portion	26,286	25,759	527	2%	2%	1%
Income and other taxes payable	20,982	20,998	(16)	(0%)	1%	1%
Dividends payable	2,690	4,231	(1,541)	(36%)	0%	0%
Current maturities of long-term debt - net of debt issue cost	86,547	74,502	12,045	16%	5%	4%
Total Current Liabilities	428,027	419,384	8,643	2%	23%	22%
Long-term debt - net of current maturities and debt issue costs	688,460	692,407	(3,947)	(1%)	36%	36%
Lease liabilities - net of current portion	85,268	91,278	(6,010)	(7%)	4%	5%
Deferred tax liabilities	24,755	27,749	(2,994)	(11%)	1%	2%
Other noncurrent liabilities	26,262	26,301	(39)	(0%)	2%	1%
Total Noncurrent Liabilities	824,745	837,735	(12,990)	(2%)	43%	44%

Forward

	March 2021	December 2020	Horizontal Analysis Increase (Decrease)		Vertical Analysis	
			Amount	%	2021	2020
Capital stock - common	P16,443	P16,443	P-	0%	1%	1%
Capital stock - preferred	10,187	10,187	-	0%	1%	1%
Additional paid-in capital	177,719	177,719	-	0%	9%	9%
Capital securities	28,171	28,171	-	0%	1%	1%
Equity reserves	8,188	10,131	(1,943)	(19%)	0%	1%
Retained earnings:						
Appropriated	66,287	60,155	6,132	10%	3%	3%
Unappropriated	161,813	162,204	(391)	(0%)	10%	8%
Treasury stock	(115,146)	(110,146)	(5,000)	(5%)	(6%)	(6%)
Equity Attributable to						
Equity Holders of						
the Parent Company	353,662	354,864	(1,202)	(0%)	19%	18%
Non-controlling Interests	290,189	300,224	(10,035)	(3%)	15%	16%
Total Equity	643,851	655,088	(11,237)	(2%)	34%	34%
Total Liabilities and Equity	P1,896,623	P1,912,207	(P15,584)	(1%)	100%	100%

Consolidated total assets as at March 31, 2021 amounted to about P1,896,623 million, P15,584 million lower than December 31, 2020. The decrease was primarily due to the lower balance of cash and cash equivalents, inventories and deferred tax assets, partly offset by the increase in property, plant and equipment.

The decrease in inventories by P8,131 million was mainly due to the lower volume of crude and finished products of Petron.

The increase in investment property by P4,708 million was mainly due to the acquisition of various properties by San Miguel Properties, Inc.

The decrease in biological assets - net of current portion by P239 million was mainly due to the decrease in poultry inventory caused by the amortization of farms already in the laying stage and lower unit cost for newly loaded flocks.

The decrease in deferred tax assets by P2,775 million was mainly due to the lower tax rates on net operating loss carry-over, allowance for impairment of receivables and inventory losses and unrealized gross profit and foreign exchange losses as a result of the implementation of CREATE Law.

The decrease in dividends payable by P1,541 million was mainly due to the payment by SMC on January 8, 2021 of the dividends declared to preferred shareholders in December 2020.

The increase in current maturities of long-term debt, net of debt issue costs, by P12,045 million was mainly due to the reclassification by SMC of the US\$516 million floating-interest loan to current liabilities, which was paid on April 26, 2021, offset by the payment by SMB of its Series G Bonds.

The decrease in total lease liabilities by P5,483 million was primarily due to the payments made to PSALM by the Energy business' entities under the IPPA Agreements.

The decrease in deferred tax liabilities by P2,994 million mainly represents the lower tax rates on temporary difference recognized by the Energy business' entities under the IPPA Agreements on

the monthly fixed payments to PSALM over the finance lease-related expenses as a result of the implementation of CREATE Law.

The decrease in equity reserves by P1,943 million was mainly due to the: (a) redemption of the US\$300 million Undated Subordinated Capital Securities by SMC Global in February 2021, (b) loss on translation of foreign operations for the first quarter of 2021, and (c) impact of CREATE Law on the Group's deferred tax on reserve for retirement plan.

The increase in appropriated retained earnings by P6,132 million was mainly due to the appropriation by SSHCI to fund the construction of the SLEX Toll Road 4 project, partly offset by the reversal of appropriation of Petron for capital projects that were already completed.

The increase in treasury stock by P5,000 million represents the redemption by SMC of the Subseries "2-G" Preferred Shares.

IV. SOURCES AND USES OF CASH

A brief summary of cash flow movements is shown below:

<i>(In millions)</i>	March 31	
	2022	2021
Net cash flows provided by operating activities	P20,060	P41,796
Net cash flows used in investing activities	(25,581)	(19,387)
Net cash flows provided by (used in) financing activities	6,191	(34,302)

Net cash flows provided by operating activities for the period basically consists of income for the period and changes in noncash current assets, certain current liabilities and others.

Net cash flows provided by (used in) investing activities included the following:

<i>(In millions)</i>	March 31	
	2022	2021
Additions to property, plant and equipment	(P13,137)	(P13,537)
Additions to intangible assets	(7,925)	(2,189)
Additions to advances to contractors and suppliers	(2,934)	(2,087)
Increase in other noncurrent assets and others	(2,233)	(1,293)
Additions to investment property	(440)	(1,076)
Additions to investments and advances	(388)	(347)
Additions to investments in equity and debt instruments	(80)	(40)
Interest received	909	789
Proceeds from disposal of a subsidiary, net of cash and cash equivalents disposed of	307	-
Dividends received	283	266
Proceeds from sale of property and equipment	57	127

Net cash flows provided by (used in) financing activities included the following:

<i>(In millions)</i>	March 31	
	2022	2021
Proceeds from long-term debt - net	P38,962	P4,757
Payment of short-term loans - net	(16,227)	(2,163)
Payment of cash dividends and distributions	(8,670)	(10,439)
Payment of lease liabilities	(7,226)	(6,708)
Redemption of preferred shares	-	(5,000)
Redemption of capital securities of a subsidiary	-	(14,582)

The effect of exchange rate changes on cash and cash equivalents amounted to P685 million and P1,366 million in March 2022 and 2021, respectively.

V. KEY PERFORMANCE INDICATORS

The following are the major performance measures that the Group uses. Analyses are employed by comparisons and measurements based on the financial data of the current period against the same period of previous year. Please refer to Item II “Financial Performance” for the discussion of certain Key Performance Indicators.

	March 2022	December 2021
<u>Liquidity:</u>		
Current Ratio	1.28	1.36
Quick Ratio	0.84	0.88
<u>Solvency:</u>		
Debt to Equity Ratio	2.04	2.01
Asset to Equity Ratio	3.04	3.01
<u>Profitability:</u>		
Return on Average Equity Attributable to Equity Holders of the Parent Company	3.34%	4.09%
Interest Rate Coverage Ratio	2.63	2.34
Return on Assets	2.17%	2.43%
	Period Ended March 31	
	2022	2021
<u>Operating Efficiency:</u>		
Volume Growth (Decline)	16%	(7%)
Revenue Growth (Decline)	57%	(6%)
Operating Margin	13%	16%

The manner by which the Group calculates the key performance indicators is as follows:

KPI	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Quick Ratio	$\frac{\text{Current Assets} - \text{Inventories} - \text{Current Portion of Biological Assets} - \text{Prepayments}}{\text{Current Liabilities}}$
Debt to Equity Ratio	$\frac{\text{Total Liabilities (Current + Noncurrent)}}{\text{Equity}}$
Asset to Equity Ratio	$\frac{\text{Total Assets (Current + Noncurrent)}}{\text{Equity}}$
Return on Average Equity	$\frac{\text{Net Income Attributable to Equity Holders of the Parent Company}^*}{\text{Average Equity Attributable to Equity Holders of the Parent Company}}$
Interest Rate Coverage Ratio	$\frac{\text{Earnings Before Interests and Taxes}}{\text{Interest Expense and Other Financing Charges}}$
Return on Assets	$\frac{\text{Net Income}^*}{\text{Average Total Assets}}$
Volume Growth	$\left(\frac{\text{Sum of all Businesses' Revenue at Prior Period Prices}}{\text{Prior Period Net Sales}} \right) - 1$
Revenue Growth	$\left(\frac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}} \right) - 1$
Operating Margin	$\frac{\text{Income from Operating Activities}}{\text{Net Sales}}$

* Annualized for quarterly reporting.

VI. OTHER MATTERS

a. Commitments

The outstanding purchase commitments of the Group amounted to P195,589 million and P154,461 million as at March 31, 2022 and December 31, 2021, respectively.

Amounts authorized but not yet disbursed for capital projects were approximately P407,809 million and P320,973 million as at March 31, 2022 and December 31, 2021, respectively.

These consist of construction, acquisition, upgrade or repair of fixed assets needed for normal operations of the business. The fund to be used for these projects will come from available cash, short-term loans and long-term debt.

- b. There were no known trends, demands, commitments, events or uncertainties that will have a material impact on the Group's liquidity. The Group does not anticipate within the next 12 months any cash flow or liquidity problems. The Group was not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring payments. There

were no significant amounts of the Group's trade payables that have not been paid within the stated trade terms.

- c. There were no known events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.
- d. There were no changes in contingent liabilities and contingent assets since the last annual reporting date, except for Note 43 (a) of the 2021 Audited Consolidated Financial Statements, that remain outstanding as at March 31, 2022. No material contingencies and any other events or transactions exist that are material to an understanding of the current interim period.
- e. There were no known trends, events or uncertainties that have had or that are reasonably expected to have a favorable or unfavorable impact on net sales or revenues or income from continuing operation, except those discussed in Item II - Financial Performance.
- f. There are no significant elements of income or loss that did not arise from continuing operations.
- g. Except for the Prepared and Packaged Food and Protein segments of the Food division under the Food and Beverage business, which consistently generate higher revenues during the Christmas holiday season, the effects of seasonality or cyclicity on the interim operations of the Group's businesses are not material.
- h. There were no material off-statements of financial position transactions, arrangements, obligations (including contingent obligations), and other relationship of the Group with unconsolidated entities or other persons created during the reporting period.

ANNEX “D”

**MINUTES OF THE ANNUAL STOCKHOLDERS’
MEETING HELD ON JUNE 8, 2021**

**MINUTES OF THE REGULAR MEETING OF STOCKHOLDERS
OF**

SAN MIGUEL CORPORATION

Held on June 8, 2021

Via livestreaming at <https://www.sanmiguel.com.ph/ASM2021>

SHAREHOLDERS PRESENT:

See Record of Attendance attached as Annex "A" to these minutes.

DIRECTORS:

Ramon S. Ang
John Paul L. Ang
Aurora T. Calderon
Joselito D. Campos, Jr.
Teresita J. Leonardo-De Castro
Jose C. De Venecia, Jr.
Menardo R. Jiménez
Estelito P. Mendoza
Alexander J. Poblador
Reynato S. Puno
Thomas A. Tan
Margarito B. Teves
Ramon F. Villavicencio
Iñigo Zobel

In attendance:

Virgilio S. Jacinto, Corporate Secretary
Ferdinand K. Constantino, Chief Finance Officer
Joseph N. Pineda, SVP-Head of Treasury
Mary Rose S. Tan, Assistant Corporate Secretary
Darwin Virocel, R. G. Manabat & Co.
Noel L. Baladiang, R. G. Manabat & Co.
Hazel Gebilaquin, R. G. Manabat & Co.
Reynabeth D. De Guzman, Head – Investor Relations

I. CALL TO ORDER

The meeting was called to order at 2:00 p.m. Mr. Ramon S. Ang, Vice Chairman, President and Chief Operating Officer of the Company, acted as the Chairman and presided over the meeting. The singing of the National Anthem was followed by an invocation led by Ms. Reynabeth D. De Guzman, Head of Investor Relations.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary, Atty. Virgilio S. Jacinto, certified that notices were duly sent to the stockholders and there are present in the meeting, in

person or by proxy, 89.18% of the outstanding common shares, and 45.61% of the outstanding preferred shares of the Company, or about 73.08% of the total outstanding capital stock of the Company.

The Corporate Secretary stated that for the record, proxies for 73.08% of the outstanding common and preferred shares of the Company have been issued by the stockholders in favor of the Chairman, Mr. Ramon S. Ang, authorizing him to vote for the election and approval of the members of the Board of Directors and the approval of all corporate actions in the agenda.

III. APPROVAL OF THE MINUTES OF THE REGULAR STOCKHOLDERS' MEETING HELD ON JUNE 30, 2020

Upon motion duly made and seconded, the stockholders approved and ratified the minutes of the Regular Annual Meeting of Stockholders held on June 30, 2020.

IV. CHAIRMAN'S MESSAGE AND PRESENTATION OF ANNUAL REPORT

Mr. Ramon S. Ang, delivered the following message to the stockholders.

"Fellow stockholders,

We will always remember 2020 for two things.

First—how our businesses adapted to the worst pandemic in recent memory.

And second—how COVID-19 has brought out the best in us.

I am proud to say that in our country's time of great need, San Miguel did not hesitate to put society's needs over profits.

We focused our resources and actions to help our employees and hard-hit communities get through this crisis.

We have spent over P14 billion in various relief and recovery initiatives – from making food available to poor communities, supporting hospitals and medical frontliners, to helping boost government funds to address the social and economic impact of the pandemic.

Because of our experiences, we have a deeper sense of purpose and responsibility to fulfill our role as a nation-builder.

That said, we marked a number of significant milestones in 2020:

- In July, we opened the last segment of the Tarlac-Pangasinan La Union Expressway all the way to Rosario, La Union.
- Before the end of December, we soft-opened the entire 18-kilometer length of the Skyway Stage 3 from Balintawak all the way to Buendia.
- We also commissioned and started operations of a number of new facilities.

- We started construction on our new 1000 mw Battery Energy Storage facilities and we're looking to complete a number of them this year.

We know that for a true and lasting recovery for our country, we have to do our part to help end the pandemic.

In support of this goal, we are spending billions on a nationwide vaccination program for our 70,000 employees and their families.

Our new major projects that include the international airport in Bulacan, the Pasig River Expressway and our massive river cleanup projects show how confident we are about our country's post-pandemic future.

We will build back better, and you can count on San Miguel to lead from the front."

After the delivery of the message, Mr. Ramon S. Ang requested the Chief Finance Officer, Mr. Ferdinand K. Constantino to report to the stockholders the financial performance of the Company. The report is set forth below.

"More than a year since the COVID-19 pandemic disrupted our lives, San Miguel Corporation's recovery is gaining pace, reflecting our efforts to help better our country, in this new reality we live in.

Our full year results lay bare the wide-ranging impacts on our businesses of quarantine restrictions that remained in effect for much of the last year.

- Consolidated revenues of P725.8 billion was 29% lower than in 2019.
- Operating income was down 38% to P71.5 billion;
- and net income reached just P21.9 billion, a 55% drop compared to 2019.
- EBITDA at P125.9 billion was also lower by 23%.

And yet, these same results, particularly our performance in the second semester, also tell the other side of the story--how we lost no time in executing on our strategy to recover and bounce forward.

- We reviewed our capital expenditures and limited these to key investments;
- We implemented cost-saving initiatives across all our businesses;
- We quickly developed new ways to adapt to rapid changes in the business environment, harnessing and leveraging on synergies between our businesses,
- We developed new selling channels and improved distribution.

These efforts supported our recovery, as evidenced by our strong and sustained quarter-on-quarter results in the second half of the year.

We reversed a net loss of P4 billion in the first half, and posted a net income of P25.87 billion in the second half--seven times better than the first half, and fifteen percent higher than what we recorded in the same period in 2019.

- Petron posted a huge turnaround in the last two quarters, as world crude prices stabilized. It also realized inventory gains towards the end of the year.
- San Miguel Foods also posted a recovery, on the back of the solid performance of the Prepared and Packaged food business, and higher demand during the holidays.
- San Miguel Brewery posted month-on-month volume improvements until the end of the year.
- Ginebra San Miguel, on the other hand, turned in all-time high volumes better than pre-pandemic figures.
- SMC Global Power also recovered in the second half, as demand from industrial customers picked up with the reopening of the economy.

Our recovery continued through the first quarter of this year, with Petron, San Miguel Foods, GSMI, and SMC Global Power sustaining their growth:

- We posted a net income of P17.2 billion for the first three months this year--15x better than the P1.1 billion we registered in the first quarter of last year.
- Operating income reached P32.2 billion, 175% higher.
- Consolidated revenues at P201.2 billion, 6 percent lower than 2019 owing to the effect on volumes of pandemic restrictions. Still, this was a significant improvement over the 15% decline we experienced in the same period last year.

We are committed to sustaining our momentum and further strengthening our recovery for the rest of the year.

Thank you, fellow stockholders for your continued support and we pray for everyone to be safe and well."

After the presentation of Mr. Constantino, the Chairman Ramon S. Ang opened the floor for questions.

The following questions were submitted through the Company's website.

Questions received from Stockholder Mr. Ishmael Sam Canua

When is the vaccination schedule for SMC? How many voluntary employees will be given the COVID-19 vaccines? What are the COVID-19 vaccine brands?

The Chairman replied:

“SMC will spend close to P1 billion pesos to vaccinate all 70,000 of our employees and extended workforce for free. The brands of the vaccines to be administered are AstraZeneca from the United Kingdom and Moderna from the United States. We are preparing to partner with 17 sites to administer vaccines to our employees and extended workforce nationwide. We are hiring 300 nurses and doctors to help local government units.”

Will there be medical facilities in the aerotropolis project?

The Chairman replied:

“Yes, there will be a medical facility within the area. He also added that there are also plans to establish an international school within the aerotropolis. The Company has hired urban planner Felino “Jun” Palafox to master plan the airport city development in Bulacan.”

A stockholder moved to close the open forum and approve and ratify the annual report as presented. Another stockholder seconded the motion and the Chairman declared the motion as carried.

V. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS

The Chairman proceeded to the next item on the agenda which is the ratification of all acts of the Board of Directors and corporate officers since the date of the last stockholders' meeting.

The Corporate Secretary presented the matters which are to be ratified, and approved by the stockholders, to wit:

- a) shelf registration of 533,333,334 Series “2” preferred shares of the Company, with a value of Php40 billion, to be issued for a period of 3 years, and the initial offering of 266,666,667 Series “2” Preferred Shares, and (ii) additional offering of 133,333,400 Series “2” Preferred Shares with an oversubscription option of 133,333,267 Series “2” Preferred Shares;
- b) shelf registration of Php50 billion fixed rate, peso-denominated bonds, to be issued for a period of 3 years, and the initial offering of Php20 billion fixed rate, peso-denominated bonds, with an oversubscription option of Php10 billion.
- c) redemption of 279,406,667 Series “1” Preferred Shares at a redemption prices at P75.00 per share plus any accumulated and unpaid cash dividends;
- d) redemption of 89,333,400 Series “2” Preferred Shares –Subseries D at a redemption price of Php75.00 per share plus any accumulated and unpaid cash dividends;
- e) redemption of 66,666,600 Series “2” Preferred Shares –Subseries G at a redemption price of Php75.00 per share plus any accumulated and unpaid cash dividends;
- f) election of Teresita J. Leonardo-De Castro as independent director of the Company;
- g) election of John Paul L. Ang as director of the Company;

- h) investment of Php3 billion in Petrogen Insurance Corporation, an insurance company which is a wholly owned subsidiary of Petron Corporation;
- i) additional investment in subsidiaries, namely the food and beverage business, fuel and oil, packaging, power, cement, mining, infrastructure, and other subsidiaries engaged in support business such as insurance, and delegation to management of the determination of the terms and conditions of such additional investments;
- j) declaration of cash dividends for the common and preferred shares;
- k) appointment of corporate officers; and
- l) approval of signing authorities and limits.

A stockholder moved to approve, confirm and ratify all acts, resolutions and proceedings of the Board of Directors and corporate officers since the June 30, 2020 regular meeting of stockholders until June 8, 2021, as set forth in the minutes of the meetings of the Board of Directors.

Upon motion duly made and seconded, the following resolution was approved:

Resolution No. 2021-06-08-01

“RESOLVED, that all acts, resolutions and proceedings of the Board of Directors and corporate officers of the Company since the Annual Meeting of the Stockholders on June 30, 2020 until today June 8, 2021, as set forth in the minutes of the meetings of the Board of Directors be approved, confirmed and ratified.”

VI. AMENDMENT OF THE BY-LAWS OF THE CORPORATION

The Chairman proceeded with the proposal for the amendment to the Amended By-Laws of the Company and requested Atty. Jacinto to explain the amendment.

Atty. Jacinto presented to the Stockholders that as disclosed in the Information Statement distributed by the Company, on May 18, 2021, the Board of Directors approved the amendment of the Amended By-Laws of the Corporation, unanimously endorsed for approval by the stockholders of the Corporation the proposed amendment of the By-laws of the Corporation. The amendments delineate and enumerate the specific roles, functions and duties of the Chairman of the Board, and the President and Chief Executive Officer, respectively.

This proposal requires the approval of the owners of at least a majority of the outstanding capital stock of the Corporation, in accordance with Section 47 of the Revised Corporation Code of the Philippines.

As explained in the Information Statement distributed to the stockholders of the Company, the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock present or represented by proxy at this meeting is necessary for the approval of the proposed amendment.

On motion duly made and seconded and there being no objection, the following resolution was approved by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock present and/or represented:

Resolution No. 2021-06-08-02

“RESOLVED, as it is hereby resolved, that the Amended By-Laws of the Company, specifically, the amendments on the delineation and enumerated the specific roles, functions and duties of the Chairman of the Board, and the President and Chief Executive Officer, respectively, as presented by the Corporate Secretary, be approved.

VII. APPROVAL OF THE DIRECTORS’ FEES

Atty. Jacinto reported that the Corporate Governance Committee favorably endorsed to the Board of Directors during meetings held on June 8, 2021, the payment of Directors’ fees for 2020 in the amount of P72.39 million.

Upon motion duly made and seconded, the following resolution was approved:

Resolution No. 2021-06-08-03

“RESOLVED, as it is hereby resolved, that the Directors’ Fees for the year 2020 in the amount of P72.39 million, as presented, be approved.”

VIII. APPOINTMENT OF EXTERNAL AUDITORS

The Chairman of the Audit and Risk Oversight Committee, Mr. Margarito B. Teves reported that after the evaluation of the Audit Committee recommended the appointment of the accounting firm of R.G. Manabat & Co., CPAs as the external auditors of the Company for fiscal year 2021.

Upon motion duly made and seconded, the following resolution was approved:

Resolution No. 2021-06-08-04

“RESOLVED, as it is hereby resolved, that the accounting firm of R.G. Manabat & Co., CPAs are appointed as the external auditors of the Company for fiscal year 2021.”

**IX. ELECTION OF THE BOARD OF DIRECTORS AND
RE-ELECTION OF INDEPENDENT DIRECTORS**

The Chairman informed the attendees that the election of directors and the re-election of the independent directors will be jointly taken up. Thereafter, he asked the Corporate Secretary to inform the assembly of the nominations received by the Board. The Corporate Secretary read the names of the following qualified nominees:

Ramon S. Ang	Director
John Paul L. Ang	Director
Aurora T. Calderon	Director
Joselito D. Campos, Jr.	Director
Jose C. de Venecia, Jr.	Director
Menardo R. Jimenez	Director

Estelito P. Mendoza	Director
Alexander J. Poblador	Director
Thomas A. Tan	Director
Ramon F. Villavicencio	Director
Iñigo Zobel	Director
Teresita J. Leonardo-De Castro	Independent Director
Diosdado M. Peralta	Independent Director
Reynato S. Puno	Independent Director
Margarito B. Teves	Independent Director

The Chairman stated that the Proxy Statement circulated to the stockholders identifies the nominees for election as independent directors of the Board of Directors. They are Directors Reynato S. Puno, Margarito B. Teves, Teresita J. Leonardo-De Castro and Diosdado M. Peralta. This is in accordance with the requirements of the Securities and Exchange Commission.

The Chairman asked the Corporate Secretary to explain the term limits of independent directors. The Corporate Secretary, Atty. Virgilio S. Jacinto stated that, as discussed in the Information Statement distributed to the stockholders, Independent Directors Reynato S. Puno and Margarito B. Teves have been serving the Company as independent directors for more than nine (9) years. In accordance with the Manual on Corporate Governance of the Company and upon endorsement of the Corporate Governance Committee of the Company, the Board of Directors found that the independence of Directors Puno and Teves have not been diminished or impaired by their long service as members of the Board of Directors and it has full confidence that Directors Puno and Teves will continue acting as independent directors. For the stated meritorious reasons, the Board of Directors has approved and endorsed for the vote of the stockholders of the Company the election of the 15 nominees, including Directors Puno and Teves as independent directors of the Company.

Upon motion of a stockholder, the following resolution was passed:

Resolution No. 2021-06-08-05

“RESOLVED, as it is hereby resolved, that considering there are only fifteen (15) nominees and there are only fifteen (15) seats in the Board to be filled up, the balloting for the election of directors will be dispensed with and all fifteen (15) nominees, including Independent Directors Messrs. Reynato S. Puno and Margarito B. Teves be considered unanimously elected as Directors of the Company for the ensuing year, until their successors are elected and qualified, and that the votes of the stockholders present and represented by proxies be distributed and recorded accordingly.”

With the resolution, the Chairman declared all the nominees elected. The Chairman, on behalf of management, welcomed the newly-elected Board of Directors and thanked the stockholders for their vote of confidence.

X. ADJOURNMENT

The Chairman asked if there are any other matters that any stockholder wished to bring up and there being none, entertained a motion for adjournment.

A stockholder moved to adjourn the meeting, duly seconded by another stockholder. The Chairman adjourned the meeting and thanked all stockholders for attending.

A copy of the voting results is attached as Annex “B”.

ATTESTED BY:

RAMON S. ANG
Chairman

VIRGILIO S. JACINTO
Corporate Secretary

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San Miguel Corporation
PROXY VOTING MODULE
Voting Instructions (Grouped by Entry Date)
Jun 03, 2021 to Jun 07, 2021

PAGE 1

ENTRY DATE	PX FORM	SH NUMBER	STOCKHOLDER NAME	ASSIGNED SHARES	PX GROUP	VOTING INSTRUCTIONS
06/07/2021	00000001	PCD0000000098	DEUTSCHE BANK MANILA-CLIENTS A/C	748,430	01	Y A A Y Y Y Y
06/07/2021	00000002	PCD0000000098	DEUTSCHE BANK MANILA-CLIENTS A/C	498,173	01	Y Y Y Y N Y Y
06/07/2021	00000003	PCD0000000098	DEUTSCHE BANK MANILA-CLIENTS A/C	1,405,913	01	Y Y Y Y Y N Y
06/07/2021	00000004	PCD0000000098	DEUTSCHE BANK MANILA-CLIENTS A/C	2,894,045	01	Y Y Y Y Y Y Y
06/07/2021	00000005	PCDP2C000147	RCBC TRUST & INVESTMENT DIVISION	1,497,000	01	U U U Y U U U
06/07/2021	00000006	PCDP2C000149	RCBC TRUST & INVESTMENT DIVISION	46,480	01	U U U Y U U U
06/07/2021	00000007	PCDP2E000118	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	23,300	01	U U U Y U U U
06/07/2021	00000008	PCDP2F000139	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	47,800	01	U U U Y U U U
06/07/2021	00000009	PCDP2H000124	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	458,800	01	U U U Y U U U
06/07/2021	0000010	PCDP2C000149	RCBC TRUST & INVESTMENT DIVISION	106,920	01	U U U Y U U U
06/07/2021	0000011	PCDP2C000148	RCBC TRUST & INVESTMENT DIVISION	33,400	01	U U U Y U U U
06/07/2021	0000012	PCDP2C000150	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	38,480	01	U U U Y U U U
06/07/2021	0000013	PCDP2C000151	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	427,030	01	U U U Y U U U
06/07/2021	0000014	PCDP2E000119	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	14,619,870	01	U U U Y U U U
06/07/2021	0000015	PCDP2E000117	RCBC TRUST & INVESTMENT DIVISION	4,907,310	01	U U U Y U U U
06/07/2021	0000016	PCDP2E000118	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	26,800	01	U U U Y U U U
06/07/2021	0000017	PCDP2F000138	RCBC TRUST & INVESTMENT DIVISION	7,662,620	01	U U U Y U U U
06/07/2021	0000018	PCDP2F000137	RCBC TRUST & INVESTMENT DIVISION	37,800	01	U U U Y U U U
06/07/2021	0000019	PCDP2F000139	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	257,600	01	U U U Y U U U
06/07/2021	0000020	PCDP2F000140	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	16,478,340	01	U U U Y U U U
06/07/2021	0000021	PCDP2H000123	RCBC TRUST & INVESTMENT DIVISION	1,589,300	01	U U U Y U U U
06/07/2021	0000022	PCDP2H000122	RCBC TRUST & INVESTMENT DIVISION	39,400	01	U U U Y U U U
06/07/2021	0000023	PCDP2H000121	RCBC TRUST & INVESTMENT DIVISION	412,400	01	U U U Y U U U
06/07/2021	0000024	PCDP2H000124	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	14,500	01	U U U Y U U U
06/07/2021	0000025	PCDP2H000125	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	11,557,790	01	U U U Y U U U
06/07/2021	0000026	PCDP2I000111	RCBC TRUST & INVESTMENT DIVISION	4,448,340	01	U U U Y U U U
06/07/2021	0000029	PCDP2I000112	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	301,600	01	U U U Y U U U
06/07/2021	0000030	PCDP2I000113	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	6,442,400	01	U U U Y U U U
06/07/2021	0000031	PCDP2J000141	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	5,873,800	01	U U U Y U U U
06/07/2021	0000032	PCDP2J000139	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	2,879,400	01	U U U Y U U U

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06/07/2021	0000033	PCDP2J000137	RCBC TRUST & INVESTMENT DIVISION	1,652,300	01	UUUUUUU
06/07/2021	0000034	PCDP2K000120	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	5,043,100	01	UUUUUUU
06/07/2021	0000035	PCDP2K000122	RCBC TRUST & INVESTMENT DIVISION - VARIOUS TAXABLE ACCTS	4,844,800	01	UUUUUUU
06/07/2021	0000036	PCDP2K000119	RCBC TRUST & INVESTMENT DIVISION	456,000	01	UUUUUUU
06/07/2021	0000037	PCDP2K000118	RCBC TRUST & INVESTMENT DIVISION	267,000	01	UUUUUUU
06/07/2021	0000038	PCD000000054	BANCO DE ORO - TRUST BANKING GROUP	2,211,858	01	YYYYYYY
06/07/2021	0000039	PCD000000055	BANCO DE ORO - TRUST BANKING GROUP	3,228,371	01	YYYYYYY
06/07/2021	0000040	PCDP2C000027	BANCO DE ORO - TRUST BANKING GROUP	3,388,043	01	UUUUUUU
06/07/2021	0000041	PCDP2E000025	BANCO DE ORO - TRUST BANKING GROUP	50,000	01	UUUUUUU
06/07/2021	0000042	PCDP2F000028	BANCO DE ORO - TRUST BANKING GROUP	38,000	01	UUUUUUU
06/07/2021	0000043	PCDP2H000024	BANCO DE ORO - TRUST BANKING GROUP	438,600	01	UUUUUUU
06/07/2021	0000044	PCDP2I000021	BANCO DE ORO - TRUST BANKING GROUP	406,200	01	UUUUUUU
06/07/2021	0000045	PCDP2J000030	BANCO DE ORO - TRUST BANKING GROUP	788,600	01	UUUUUUU
06/07/2021	0000046	PCDP2K000028	BANCO DE ORO - TRUST BANKING GROUP	6,778,200	01	UUUUUUU
06/07/2021	0000047	PCD000000057	BANK OF COMMERCE - TRUST SERVICES GROUP	20,695	01	YYYYYYY
06/07/2021	0000048	PCD000000056	BANK OF COMMERCE - TRUST SERVICES GROUP	13,131	01	YYYYYYY
06/07/2021	0000049	PCDP2C000028	BANK OF COMMERCE - TRUST SERVICES GROUP	77,634	01	UUUUUUU
06/07/2021	0000050	PCDP2C000029	BANK OF COMMERCE - TRUST SERVICES GROUP	1,147,536	01	UUUUUUU
06/07/2021	0000051	PCDP2E000026	BANK OF COMMERCE - TRUST SERVICES GROUP	817,940	01	UUUUUUU
06/07/2021	0000052	PCDP2E000027	BANK OF COMMERCE - TRUST SERVICES GROUP	14,050,060	01	UUUUUUU
06/07/2021	0000053	PCDP2F000029	BANK OF COMMERCE - TRUST SERVICES GROUP	1,621,800	01	UUUUUUU
06/07/2021	0000054	PCDP2F000030	BANK OF COMMERCE - TRUST SERVICES GROUP	12,595,460	01	UUUUUUU
06/07/2021	0000055	PCDP2H000025	BANK OF COMMERCE - TRUST SERVICES GROUP	712,690	01	UUUUUUU
06/07/2021	0000056	PCDP2H000026	BANK OF COMMERCE - TRUST SERVICES GROUP	9,510,960	01	UUUUUUU
06/07/2021	0000057	PCDP2I000022	BANK OF COMMERCE - TRUST SERVICES GROUP	1,449,300	01	UUUUUUU
06/07/2021	0000058	PCDP2I000023	BANK OF COMMERCE - TRUST SERVICES GROUP	1,551,570	01	UUUUUUU
06/07/2021	0000059	PCDP2J000031	BANK OF COMMERCE - TRUST SERVICES GROUP	17,272,800	01	UUUUUUU
06/07/2021	0000060	PCDP2K000029	BANK OF COMMERCE - TRUST SERVICES GROUP	3,937,290	01	UUUUUUU
06/07/2021	0000061	PCDP2K000030	BANK OF COMMERCE - TRUST SERVICES GROUP	80,290	01	UUUUUUU
06/07/2021	0000062	PCD000000080	CHINA BANKING CORPORATION - TRUST GROUP	4,021	01	YYYYYYY
06/07/2021	0000063	PCD000000081	CHINA BANKING CORPORATION - TRUST GROUP	268,160	01	YYYYYYY
06/07/2021	0000064	PCD000000082	CHINA BANKING CORPORATION - TRUST GROUP	35,580	01	YYYYYYY
06/07/2021	0000065	PCDP2C000047	CHINA BANKING CORPORATION - TRUST GROUP	1,370,605	01	UUUUUUU
06/07/2021	0000066	PCDP2C000048	CHINA BANKING CORPORATION - TRUST GROUP	11,143,135	01	UUUUUUU
06/07/2021	0000067	PCDP2E000041	CHINA BANKING CORPORATION - TRUST GROUP	993,390	01	UUUUUUU
06/07/2021	0000068	PCDP2E000042	CHINA BANKING CORPORATION - TRUST GROUP	88,200	01	UUUUUUU
06/07/2021	0000069	PCDP2E000043	CHINA BANKING CORPORATION - TRUST GROUP	14,755,240	01	UUUUUUU
06/07/2021	0000070	PCDP2F000048	CHINA BANKING CORPORATION - TRUST GROUP	22,090,350	01	UUUUUUU
06/07/2021	0000071	PCDP2F000046	CHINA BANKING CORPORATION - TRUST GROUP	3,672,940	01	UUUUUUU
06/07/2021	0000072	PCDP2F000047	CHINA BANKING CORPORATION - TRUST GROUP	199,100	01	UUUUUUU
06/07/2021	0000073	PCDP2H000038	CHINA BANKING CORPORATION - TRUST GROUP	13,500	01	UUUUUUU
06/07/2021	0000074	PCDP2H000039	CHINA BANKING CORPORATION - TRUST GROUP	13,994,000	01	UUUUUUU
06/07/2021	0000075	PCDP2H000037	CHINA BANKING CORPORATION - TRUST GROUP	1,735,150	01	UUUUUUU

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06/07/2021	0000076	PCDP2I000033	CHINA BANKING CORPORATION - TRUST GROUP	7,718,880	01	UUUUUUU
06/07/2021	0000077	PCDP2I000034	CHINA BANKING CORPORATION - TRUST GROUP	1,307,490	01	UUUUUUU
06/07/2021	0000078	PCDP2I000035	CHINA BANKING CORPORATION - TRUST GROUP	49,647,570	01	UUUUUUU
06/07/2021	0000079	PCDP2J000046	CHINA BANKING CORPORATION - TRUST GROUP	912,600	01	UUUUUUU
06/07/2021	0000080	PCDP2J000047	CHINA BANKING CORPORATION - TRUST GROUP	152,400	01	UUUUUUU
06/07/2021	0000081	PCDP2J000048	CHINA BANKING CORPORATION - TRUST GROUP	6,935,300	01	UUUUUUU
06/07/2021	0000082	PCDP2K000044	CHINA BANKING CORPORATION - TRUST GROUP	2,477,200	01	UUUUUUU
06/07/2021	0000083	PCDP2K000045	CHINA BANKING CORPORATION - TRUST GROUP	24,310,700	01	UUUUUUU
06/07/2021	0000084	PCD000000337	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS ACCT.	81,080	01	YYYYNYY
06/07/2021	0000085	PCD000000337	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS ACCT.	450,000	01	YYYYANY
06/07/2021	0000086	PCD000000337	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS ACCT.	677,880	01	YYYYYYN
06/07/2021	0000087	PCD000000337	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS ACCT.	11,399,905	01	YYYYYYY
06/07/2021	0000088	PCD000000314	STANDARD CHARTERED BANK	2,100,380	01	YYYYYYY
06/07/2021	0000089	PCD000000314	STANDARD CHARTERED BANK	83,140	01	YYYYYYY
06/07/2021	0000090	PCD000000314	STANDARD CHARTERED BANK	15,830	01	YYYYYYY
06/07/2021	0000091	PCD000000085	CITIBANK N.A.	321,280	01	YYYYYYN
06/07/2021	0000092	PCD000000085	CITIBANK N.A.	409,600	01	YYYYNYN
06/07/2021	0000093	PCD000000085	CITIBANK N.A.	719,728	01	YYYYYYY
06/07/2021	0000094	PCD000000085	CITIBANK N.A.	153,110	01	YYYYNYN
06/07/2021	0000095	PCD000000085	CITIBANK N.A.	10,681,050	01	YYYYYYY
06/07/2021	0000096	PCD000000085	CITIBANK N.A.	2,480,170	01	YYYYYYY
06/07/2021	0000097	PCD000000083	CITIBANK N.A.	13,368,319	01	YYYYYYY
06/07/2021	0000098	PCD000000085	CITIBANK N.A.	334,441	01	YYYYYYY
06/07/2021	0000099	PCD000000085	CITIBANK N.A.	1,014,309	01	YYYYYYY
06/07/2021	0000100	PCD000000359	UNITED COCONUT PLANTERS BANK-TRUST BANKING	17,143	01	YYYYYYY
06/07/2021	0000101	PCDP2C000181	UNITED COCONUT PLANTERS BANK-TRUST BANKING	789,330	01	UUUUUUU
06/07/2021	0000102	PCDP2E000155	UNITED COCONUT PLANTERS BANK-TRUST BANKING	941,640	01	UUUUUUU
06/07/2021	0000103	PCDP2F000181	UNITED COCONUT PLANTERS BANK-TRUST BANKING	1,264,880	01	UUUUUUU
06/07/2021	0000104	PCDP2H000161	UNITED COCONUT PLANTERS BANK-TRUST BANKING	4,345,570	01	UUUUUUU
06/07/2021	0000105	PCDP2I000142	UNITED COCONUT PLANTERS BANK-TRUST BANKING	241,970	01	UUUUUUU
06/07/2021	0000106	PCDP2J000176	UNITED COCONUT PLANTERS BANK-TRUST BANKING	1,600,897	01	UUUUUUU
06/07/2021	0000107	PCDP2K000150	UNITED COCONUT PLANTERS BANK-TRUST BANKING	3,399,200	01	UUUUUUU
06/07/2021	0000108	PCD000000202	MBTC - TRUST BANKING GROUP	2,765,774	01	YYYYYYY
06/07/2021	0000109	PCD000000204	MBTC - TRUST BANKING GROUP	50,530	01	YYYYYYY
06/07/2021	0000110	PCD000000205	MBTC - TRUST BANKING GROUP	2,600	01	YYYYYYY
06/07/2021	0000111	PCDP2H000089	MBTC - TRUST BANKING GROUP	27,000	01	UUUUUUU
06/07/2021	0000112	PCD000000238	PNB TRUST BANKING GROUP	128,050	01	YYYYYYY
06/07/2021	0000113	PCDP2C000131	PNB TRUST BANKING GROUP	3,760,440	01	UUUUUUU
06/07/2021	0000114	PCDP2E000104	PNB TRUST BANKING GROUP	10,193,575	01	UUUUUUU
06/07/2021	0000115	PCDP2F000121	PNB TRUST BANKING GROUP	13,504,270	01	UUUUUUU
06/07/2021	0000116	PCDP2H000107	PNB TRUST BANKING GROUP	15,165,420	01	UUUUUUU

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06/07/2021	0000117	PCDP2I000093	PNB TRUST BANKING GROUP	9,001,730	01	UUUUUUU
06/07/2021	0000118	PCDP2J000120	PNB TRUST BANKING GROUP	1,917,100	01	UUUUUUU
06/07/2021	0000119	PCDP2K000102	PNB TRUST BANKING GROUP	7,233,600	01	UUUUUUU
06/07/2021	0000120	000000974111	ANG*RAMON S.	1,345,429	01	YYYYYYY
06/07/2021	0000121	000001009278	PRIVADO HOLDINGS, CORP.	368,140,516	01	YYYYYYY
06/07/2021	0000122	000001013421	MILLENNIUM ENERGY, INC.	10,807,380	01	YYYYYYY
06/07/2021	0000123	000001013420	MARINE SHORE INVESTMENT HOLDINGS, INC.	2,089,660	01	YYYYYYY
06/07/2021	0000124	000000199991	Q-TECH ALLIANCE HOLDINGS, INC.	456,000	01	YYYYYYY
06/07/2021	0000125	000001018908	ANG*JOHN PAUL LIM	5,000	01	YYYYYYY
06/07/2021	0000126	P2F001013041	BUILDNET CONSTRUCTION, INC.	66,700	01	UUUUUUU
06/07/2021	0000127	000000043451	CONSTANTINO*FERDINAND K.	415,092	01	YYYYYYY
06/07/2021	0000128	000000301892	CONSTANTINO*FERDINAND K.	62,600	01	YYYYYYY
06/07/2021	0000129	P2C001007422	CONSTANTINO*FERDINAND K.	200,000	01	UUUUUUU
06/07/2021	0000130	000001000410	TOP FRONTIER INVESTMENT HOLDINGS, INC.	1,573,100,340	01	YYYYYYY
06/07/2021	0000131	000001003329	GINGOOG HOLDINGS CORPORATION	1,830,082	01	YYYYYYY
06/07/2021	0000132	P2I001003329	GINGOOG HOLDINGS CORPORATION	1,590,000	01	UUUUUUU
06/07/2021	0000133	P2J001003329	GINGOOG HOLDINGS CORPORATION	46,950,000	01	UUUUUUU
06/07/2021	0000134	000000195146	GOLDEN VENTURES HOLDING CORP.	25,122	01	YYYYYYY
06/07/2021	0000135	P2C000195146	GOLDEN VENTURES HOLDING CORP.	120,000	01	UUUUUUU
06/07/2021	0000136	P2J001004276	LUCENA HOLDINGS CORPORATION	87,200,000	01	UUUUUUU
06/07/2021	0000137	P2I001004276	LUCENA HOLDINGS CORPORATION	1,332,000	01	UUUUUUU
06/07/2021	0000138	P2J001017799	VIDA Y AMORE HOLDINGS CORPORATION	867,000	01	UUUUUUU
06/07/2021	0000139	000001002694	LUCKY STAR HOLDINGS, INC.	666,283	01	YYYYYYY
06/07/2021	0000140	P2I001004275	METROPLEX HOLDINGS CORPORATION	1,578,000	01	UUUUUUU
06/07/2021	0000141	000000286851	COJUANGCO*MANUEL M.	115,568	01	YYYYYYY
06/07/2021	0000142	PCD0000000291	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	19,453,760	01	YYYYYYY
06/07/2021	0000143	P2E001015693	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	1,333,400	01	UUUUUUU
06/07/2021	0000144	P2F001015693	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	8,000,000	01	UUUUUUU
06/07/2021	0000145	P2I001015693	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	6,153,600	01	UUUUUUU
06/07/2021	0000146	PCDP2J000148	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	2,630,000	01	UUUUUUU
06/07/2021	0000147	PCDP2K000125	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	200,000	01	UUUUUUU
06/07/2021	0000148	PCD0000000296	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	4,106,020	01	YYYYYYY
06/07/2021	0000149	P2E001009139	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	1,333,300	01	UUUUUUU
06/07/2021	0000150	PCDP2E000126	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	28,000	01	UUUUUUU
06/07/2021	0000151	PCDP2F000149	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	9,300	01	UUUUUUU
06/07/2021	0000152	PCDP2H000131	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	49,400	01	UUUUUUU
06/07/2021	0000153	PCDP2I000119	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	1,306,000	01	UUUUUUU
06/07/2021	0000154	PCDP2K000127	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	1,456,300	01	UUUUUUU

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06/07/2021	0000155	PCD0000000136	GINEBRA SAN MIGUEL, INC. RETIREMENT PLAN	1,504,810	01	YYYYYYYY
06/07/2021	0000156	PCDP2E0000068	GINEBRA SAN MIGUEL, INC. RETIREMENT PLAN	104,690	01	UUUUUUUU
06/07/2021	0000157	PCDP2F0000076	GINEBRA SAN MIGUEL, INC. RETIREMENT PLAN	12,970	01	UUUUUUUU
06/07/2021	0000158	PCDP2H0000065	GINEBRA SAN MIGUEL, INC. RETIREMENT PLAN	211,190	01	UUUUUUUU
06/07/2021	0000159	PCDP2I0000061	GINEBRA SAN MIGUEL, INC. RETIREMENT PLAN	738,470	01	UUUUUUUU
06/07/2021	0000160	PCDP2K0000074	GINEBRA SAN MIGUEL, INC. RETIREMENT PLAN	575,000	01	UUUUUUUU
06/07/2021	0000161	PCD0000000242	PUREFOODS-HORMEL CO., INC. EMPLOYEES RET. PLAN	233,830	01	YYYYYYYY
06/07/2021	0000162	PCDP2K0000104	PUREFOODS-HORMEL CO., INC. EMPLOYEES RET. PLAN	119,900	01	UUUUUUUU
06/07/2021	0000163	PCDP2J0000122	PUREFOODS-HORMEL CO., INC. EMPLOYEES RET. PLAN	80,100	01	UUUUUUUU
06/07/2021	0000164	PCDP2E0000105	PUREFOODS-HORMEL CO., INC. EMPLOYEES RET. PLAN	53,000	01	UUUUUUUU
06/07/2021	0000165	PCDP2I0000095	PUREFOODS-HORMEL CO., INC. EMPLOYEES RET. PLAN	60,000	01	UUUUUUUU
06/07/2021	0000166	PCD0000000295	SAN MIGUEL FOODS, INC. RETIREMENT PLAN	6,750,350	01	YYYYYYYY
06/07/2021	0000167	P2E000481441	SAN MIGUEL FOODS, INC. RETIREMENT PLAN	1,333,300	01	UUUUUUUU
06/07/2021	0000168	PCDP2E0000125	SAN MIGUEL FOODS, INC. RETIREMENT PLAN	500	01	UUUUUUUU
06/07/2021	0000169	PCDP2F0000148	SAN MIGUEL FOODS, INC. RETIREMENT PLAN	16,000	01	UUUUUUUU
06/07/2021	0000170	PCDP2H0000130	SAN MIGUEL FOODS, INC. RETIREMENT PLAN	4,250	01	UUUUUUUU
06/07/2021	0000171	PCDP2I0000118	SAN MIGUEL FOODS, INC. RETIREMENT PLAN	1,404,700	01	UUUUUUUU
06/07/2021	0000172	PCDP2K0000126	SAN MIGUEL FOODS, INC. RETIREMENT PLAN	1,456,300	01	UUUUUUUU
06/07/2021	0000173	PCD0000000293	SAN MIGUEL CORPORATION RETIREMENT PLAN	2,620,007	01	YYYYYYYY
06/07/2021	0000174	PCD0000000294	SAN MIGUEL CORPORATION RETIREMENT PLAN-STP	1,187,740	01	YYYYYYYY
06/07/2021	0000175	000000164086	SAN MIGUEL CORPORATION RETIREMENT AND DEATH BENEFIT PLAN	1,394	01	YYYYYYYY
06/07/2021	0000176	0000000541389	SAN MIGUEL CORPORATION RETIREMENT PLAN	15,001	01	YYYYYYYY
06/07/2021	0000177	P2F001008322	SAN MIGUEL CORP. RETIREMENT PLAN FIP	5,333,400	01	UUUUUUUU
06/07/2021	0000178	P2H001008322	SAN MIGUEL CORP. RETIREMENT PLAN FIP	1,113,500	01	UUUUUUUU
06/07/2021	0000179	P2I001008322	SAN MIGUEL CORP. RETIREMENT PLAN FIP	2,900,000	01	UUUUUUUU
06/07/2021	0000180	P2I000748005	SAN MIGUEL CORPORATION RETIREMENT PLAN - STP	900,000	01	UUUUUUUU
06/07/2021	0000181	000001007434	PETRON CORPORATION EMPLOYEES' RETIREMENT PLAN	12,237,100	01	YYYYYYYY
06/07/2021	0000182	PCD0000000051	BA SECURITIES, INC.	10,000	01	YYYYYYYY
06/07/2021	0000183	PCD0000000052	BA SECURITIES, INC.	486,353	01	YYYYYYYY
06/07/2021	0000184	PCD0000000053	BA SECURITIES, INC.	130,861	01	YYYYYYYY
06/07/2021	0000185	PCD0000000050	BA SECURITIES, INC.	2,311,682	01	YYYYYYYY
06/07/2021	0000186	PCD0000000049	BA SECURITIES, INC.	3,360	01	YYYYYYYY
06/07/2021	0000187	PCDP2C0000026	BA SECURITIES, INC.	778,300	01	UUUUUUUU
06/07/2021	0000188	PCDP2I0000019	BA SECURITIES, INC.	101,500	01	UUUUUUUU
06/07/2021	0000189	PCDP2J0000029	BA SECURITIES, INC.	70,000	01	UUUUUUUU
06/07/2021	0000190	PCDP2H0000023	BA SECURITIES, INC.	2,446,840	01	UUUUUUUU
06/07/2021	0000191	PCDP2H0000022	BA SECURITIES, INC.	98,300	01	UUUUUUUU
06/07/2021	0000192	PCDP2F0000026	BA SECURITIES, INC.	1,506,800	01	UUUUUUUU
06/07/2021	0000193	PCDP2E0000024	BA SECURITIES, INC.	2,000	01	UUUUUUUU

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06/07/2021	0000194	PCDP2E000023	BA SECURITIES, INC.	1,649,870	01	UUUUUUU
06/07/2021	0000195	PCDP2E000021	BA SECURITIES, INC.	26,600	01	UUUUUUU
06/07/2021	0000196	PCDP2F000027	BA SECURITIES, INC.	3,571,090	01	UUUUUUU
06/07/2021	0000197	PCDP2K000027	BA SECURITIES, INC.	6,530,900	01	UUUUUUU
06/07/2021	0000198	PCDP2K000026	BA SECURITIES, INC.	533,000	01	UUUUUUU
06/07/2021	0000199	PCDP2K000025	BA SECURITIES, INC.	536,300	01	UUUUUUU
06/07/2021	0000200	PCDP2K000024	BA SECURITIES, INC.	2,000	01	UUUUUUU
06/07/2021	0000201	PCDP2E000022	BA SECURITIES, INC.	150,000	01	UUUUUUU
06/07/2021	0000202	PCDP2J000028	BA SECURITIES, INC.	10,458,100	01	UUUUUUU
06/07/2021	0000203	PCDP2J000027	BA SECURITIES, INC.	416,200	01	UUUUUUU
06/07/2021	0000204	PCDP2I000020	BA SECURITIES, INC.	1,540,740	01	UUUUUUU
06/07/2021	0000205	PCD000000331	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	938,657	01	YYYYYYY
06/07/2021	0000206	PCD000000332	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	4,000,390	01	YYYYYYY
06/07/2021	0000207	PCD000000333	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	59,628	01	YYYYYYY
06/07/2021	0000208	PCD000000334	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	57,500	01	YYYYYYY
06/07/2021	0000209	PCD000000335	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	570	01	YYYYYYY
06/07/2021	0000210	PCDP2C000170	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	275,600	01	UUUUUUU
06/07/2021	0000211	PCDP2C000171	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	193,320	01	UUUUUUU
06/07/2021	0000212	PCDP2E000140	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	590,820	01	UUUUUUU
06/07/2021	0000213	PCDP2E000141	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	25,310	01	UUUUUUU
06/07/2021	0000214	PCDP2E000142	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	38,440	01	UUUUUUU
06/07/2021	0000215	PCDP2F000168	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	16,000	01	UUUUUUU
06/07/2021	0000216	PCDP2F000167	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	340,380	01	UUUUUUU
06/07/2021	0000217	PCDP2F000166	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	93,800	01	UUUUUUU
06/07/2021	0000218	PCDP2H000148	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	26,000	01	UUUUUUU
06/07/2021	0000219	PCDP2H000149	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	123,000	01	UUUUUUU
06/07/2021	0000220	PCDP2I000130	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	22,000	01	UUUUUUU
06/07/2021	0000221	PCDP2I000131	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	111,500	01	UUUUUUU

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06/07/2021	0000222	PCDP2I000132	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	13,330	01	UUUUUUU
06/07/2021	0000223	PCDP2J000165	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	281,670	01	UUUUUUU
06/07/2021	0000224	PCDP2J000166	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	87,000	01	UUUUUUU
06/07/2021	0000225	PCDP2K000142	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	140,400	01	UUUUUUU
06/07/2021	0000226	PCDP2K000143	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	67,400	01	UUUUUUU
06/07/2021	0000227	PCD000000324	SUMMIT SECURITIES, INC.	10	01	YYYYYYY
06/07/2021	0000228	PCD000000323	SUMMIT SECURITIES, INC.	63	01	YYYYYYY
06/07/2021	0000229	PCD000000322	SUMMIT SECURITIES, INC.	31,190	01	YYYYYYY
06/07/2021	0000230	PCD000000321	SUMMIT SECURITIES, INC.	495,374	01	YYYYYYY
06/07/2021	0000231	PCD000000320	SUMMIT SECURITIES, INC.	3,308	01	YYYYYYY
06/07/2021	0000232	PCDP2C000168	SUMMIT SECURITIES, INC.	26,400	01	UUUUUUU
06/07/2021	0000233	PCDP2E000138	SUMMIT SECURITIES, INC.	27,000	01	UUUUUUU
06/07/2021	0000234	PCDP2F000162	SUMMIT SECURITIES, INC.	72,390	01	UUUUUUU
06/07/2021	0000235	PCDP2H000145	SUMMIT SECURITIES, INC.	3,870	01	UUUUUUU
06/07/2021	0000236	PCDP2I000128	SUMMIT SECURITIES, INC.	12,800	01	UUUUUUU
06/07/2021	0000237	PCDP2J000163	SUMMIT SECURITIES, INC.	3,000	01	UUUUUUU
06/07/2021	0000238	PCDP2K000139	SUMMIT SECURITIES, INC.	66,600	01	UUUUUUU
06/07/2021	0000239	PCD000000122	F. YAP SECURITIES, INC.	10,000	01	YYYYYYY
06/07/2021	0000240	PCD000000121	F. YAP SECURITIES, INC.	47,300	01	YYYYYYY
06/07/2021	0000241	PCD000000120	F. YAP SECURITIES, INC.	114,790	01	YYYYYYY
06/07/2021	0000242	PCD000000119	F. YAP SECURITIES, INC.	12,806	01	YYYYYYY
06/07/2021	0000243	PCDP2C000068	F. YAP SECURITIES, INC.	127,240	01	UUUUUUU
06/07/2021	0000244	PCDP2C000069	F. YAP SECURITIES, INC.	10,000	01	UUUUUUU
06/07/2021	0000245	PCDP2E000061	F. YAP SECURITIES, INC.	10,840	01	UUUUUUU
06/07/2021	0000246	PCDP2F000066	F. YAP SECURITIES, INC.	22,600	01	UUUUUUU
06/07/2021	0000247	PCDP2H000057	F. YAP SECURITIES, INC.	4,650	01	UUUUUUU
06/07/2021	0000248	PCDP2I000054	F. YAP SECURITIES, INC.	36,100	01	UUUUUUU
06/07/2021	0000249	PCDP2J000071	F. YAP SECURITIES, INC.	35,100	01	UUUUUUU
06/07/2021	0000250	PCDP2J000072	F. YAP SECURITIES, INC.	337,000	01	UUUUUUU
06/07/2021	0000251	PCDP2K000065	F. YAP SECURITIES, INC.	134,400	01	UUUUUUU
06/07/2021	0000252	PCDP2K000064	F. YAP SECURITIES, INC.	218,900	01	UUUUUUU
06/07/2021	0000253	PCD000000376	WEALTH SECURITIES, INC.	29,280	01	YYYYYYY
06/07/2021	0000254	PCD000000379	WEALTH SECURITIES, INC.	1,943,380	01	YYYYYYY
06/07/2021	0000255	PCD000000378	WEALTH SECURITIES, INC.	2,035	01	YYYYYYY
06/07/2021	0000256	PCD000000377	WEALTH SECURITIES, INC.	875,439	01	YYYYYYY
06/07/2021	0000257	PCDP2C000186	WEALTH SECURITIES, INC.	306,530	01	UUUUUUU
06/07/2021	0000258	PCDP2E000158	WEALTH SECURITIES, INC.	49,810	01	UUUUUUU
06/07/2021	0000259	PCDP2F000185	WEALTH SECURITIES, INC.	301,890	01	UUUUUUU
06/07/2021	0000260	PCDP2F000186	WEALTH SECURITIES, INC.	25,000	01	UUUUUUU
06/07/2021	0000261	PCDP2H000166	WEALTH SECURITIES, INC.	36,560	01	UUUUUUU

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06/07/2021	0000262	PCDP2I000147	WEALTH SECURITIES, INC.	160,000	01	UUUUUUU
06/07/2021	0000263	PCDP2J000182	WEALTH SECURITIES, INC.	95,000	01	UUUUUUU
06/07/2021	0000264	PCDP2K000155	WEALTH SECURITIES, INC.	20,800	01	UUUUUUU
06/07/2021	0000265	PCD000000189	LUYS SECURITIES COMPANY, INC.	10,000	01	YYYYYYY
06/07/2021	0000266	PCD000000188	LUYS SECURITIES COMPANY, INC.	66,215	01	YYYYYYY
06/07/2021	0000267	PCDP2C000104	LUYS SECURITIES COMPANY, INC.	13,880	01	UUUUUUU
06/07/2021	0000268	PCDP2E000084	LUYS SECURITIES COMPANY, INC.	26,000	01	UUUUUUU
06/07/2021	0000269	PCDP2E000085	LUYS SECURITIES COMPANY, INC.	17,500	01	UUUUUUU
06/07/2021	0000270	PCDP2F000100	LUYS SECURITIES COMPANY, INC.	300	01	UUUUUUU
06/07/2021	0000271	PCDP2H000083	LUYS SECURITIES COMPANY, INC.	115,580	01	UUUUUUU
06/07/2021	0000272	PCDP2H000084	LUYS SECURITIES COMPANY, INC.	4,820	01	UUUUUUU
06/07/2021	0000273	PCDP2I000076	LUYS SECURITIES COMPANY, INC.	24,000	01	UUUUUUU
06/07/2021	0000274	PCDP2I000077	LUYS SECURITIES COMPANY, INC.	1,350	01	UUUUUUU
06/07/2021	0000275	PCDP2J000102	LUYS SECURITIES COMPANY, INC.	161,000	01	UUUUUUU
06/07/2021	0000276	PCDP2K000087	LUYS SECURITIES COMPANY, INC.	100,000	01	UUUUUUU
06/07/2021	0000277	PCD000000349	TRITON SECURITIES CORP.	2,000	01	YYYYYYY
06/07/2021	0000278	PCD000000348	TRITON SECURITIES CORP.	2,382,560	01	YYYYYYY
06/07/2021	0000279	PCD000000347	TRITON SECURITIES CORP.	278,228	01	YYYYYYY
06/07/2021	0000280	PCDP2C000176	TRITON SECURITIES CORP.	45,940	01	UUUUUUU
06/07/2021	0000281	PCDP2E000145	TRITON SECURITIES CORP.	80,800	01	UUUUUUU
06/07/2021	0000282	PCDP2E000146	TRITON SECURITIES CORP.	234,300	01	UUUUUUU
06/07/2021	0000283	PCDP2F000171	TRITON SECURITIES CORP.	910,890	01	UUUUUUU
06/07/2021	0000284	PCDP2F000172	TRITON SECURITIES CORP.	13,300	01	UUUUUUU
06/07/2021	0000285	PCDP2F000173	TRITON SECURITIES CORP.	7,000	01	UUUUUUU
06/07/2021	0000286	PCDP2H000152	TRITON SECURITIES CORP.	29,400	01	UUUUUUU
06/07/2021	0000287	PCDP2H000153	TRITON SECURITIES CORP.	397,200	01	UUUUUUU
06/07/2021	0000288	PCDP2I000134	TRITON SECURITIES CORP.	138,000	01	UUUUUUU
06/07/2021	0000289	PCDP2J000169	TRITON SECURITIES CORP.	104,400	01	UUUUUUU
06/07/2021	0000290	PCDP2K000145	TRITON SECURITIES CORP.	10,000	01	UUUUUUU
06/07/2021	0000291	PCD000000193	MANDARIN SECURITIES CORPORATION	100	01	YYYYYYY
06/07/2021	0000292	PCD000000192	MANDARIN SECURITIES CORPORATION	5,097,562	01	YYYYYYY
06/07/2021	0000293	PCD000000191	MANDARIN SECURITIES CORPORATION	1,287,562	01	YYYYYYY
06/07/2021	0000294	PCDP2C000106	MANDARIN SECURITIES CORPORATION	500	01	UUUUUUU
06/07/2021	0000295	PCDP2E000087	MANDARIN SECURITIES CORPORATION	10,400	01	UUUUUUU
06/07/2021	0000296	PCDP2F000101	MANDARIN SECURITIES CORPORATION	158,100	01	UUUUUUU
06/07/2021	0000297	PCDP2F000102	MANDARIN SECURITIES CORPORATION	314,000	01	UUUUUUU
06/07/2021	0000298	PCDP2I000078	MANDARIN SECURITIES CORPORATION	13,700	01	UUUUUUU
06/07/2021	0000299	PCDP2J000103	MANDARIN SECURITIES CORPORATION	62,500	01	UUUUUUU
06/07/2021	0000300	PCDP2K000088	MANDARIN SECURITIES CORPORATION	2,000	01	UUUUUUU
06/07/2021	0000301	PCD000000385	YAO & ZIALCITA, INC.	1,462,458	01	YYYYYYY
06/07/2021	0000302	PCD000000384	YAO & ZIALCITA, INC.	64,349	01	YYYYYYY
06/07/2021	0000303	PCDP2C000189	YAO & ZIALCITA, INC.	80,000	01	UUUUUUU
06/07/2021	0000304	PCDP2C000188	YAO & ZIALCITA, INC.	640,660	01	UUUUUUU
06/07/2021	0000305	PCDP2E000160	YAO & ZIALCITA, INC.	324,400	01	UUUUUUU
06/07/2021	0000306	PCDP2F000188	YAO & ZIALCITA, INC.	378,200	01	UUUUUUU

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06/07/2021	0000307	PCDP2H000168	YAO & ZIALCITA, INC.	128,900	01	UUUUUUU
06/07/2021	0000308	PCDP2I000149	YAO & ZIALCITA, INC.	280,100	01	UUUUUUU
06/07/2021	0000309	PCDP2J000183	YAO & ZIALCITA, INC.	205,000	01	UUUUUUU
06/07/2021	0000310	PCDP2K000156	YAO & ZIALCITA, INC.	197,520	01	UUUUUUU
06/07/2021	0000350	PCD000000186	LUCKY SECURITIES, INC.	933,539	01	YYYYYYY
06/07/2021	0000351	PCD000000187	LUCKY SECURITIES, INC.	1,418	01	YYYYYYY
06/07/2021	0000352	PCDP2C000103	LUCKY SECURITIES, INC.	1,300	01	UUUUUUU
06/07/2021	0000353	PCDP2F000099	LUCKY SECURITIES, INC.	26,300	01	UUUUUUU
06/07/2021	0000354	PCDP2H000081	LUCKY SECURITIES, INC.	51,380	01	UUUUUUU
06/07/2021	0000355	PCDP2H000082	LUCKY SECURITIES, INC.	199,000	01	UUUUUUU
06/07/2021	0000356	PCD000000194	MANDARIN SECURITIES CORPORATION	4,550	01	YYYYYYY
06/07/2021	0000357	PCDP2C000023	ASIASEC EQUITIES, INC.	609,000	01	UUUUUUU
06/07/2021	0000358	PCD000000039	ASIASEC EQUITIES, INC.	2,199,510	01	YYYYYYY
06/07/2021	0000359	PCD000000038	ASIASEC EQUITIES, INC.	35,730	01	YYYYYYY
06/07/2021	0000360	PCD000000391	PRIVADO HOLDINGS CORPORATION (ASIASEC EQUITIES, INC.)	1,933,560	01	YYYYYYY
06/07/2021	0000361	PCD000000392	GRAND ASIA CAPITAL CORP. (ASIASEC EQUITIES, INC.)	3,200,000	01	YYYYYYY
06/07/2021	0000362	PCD000000393	ANNA MARIE E. SEVILLA (ASIASEC EQUITIES, INC.)	7,257,850	01	YYYYYYY
06/07/2021	0000363	PCD000000394	KOREA GARDEN, INC. (ASIASEC EQUITIES, INC.)	756,900	01	YYYYYYY
06/07/2021	0000364	PCD000000395	MARINE SHORE INVESTMENT HOLDINGS, INC. (ASIASEC EQUITIES, INC.)	10,304,590	01	YYYYYYY
06/07/2021	0000365	PCD000000396	MILLENNIUM ENERGY, INC. (ASIASEC EQUITIES, INC.)	3,250,720	01	YYYYYYY
06/07/2021	0000366	PCD000000352	UCPB SECURITIES, INC.	408,490	01	YYYYYYY
06/07/2021	0000367	PCDP2I000138	UCPB SECURITIES, INC.	40,000	01	UUUUUUU
06/07/2021	0000368	PCDP2J000171	UCPB SECURITIES, INC.	94,000	01	UUUUUUU
06/07/2021	0000369	PCDP2K000147	UCPB SECURITIES, INC.	160,400	01	UUUUUUU
06/07/2021	0000370	PCD000000397	ANN LORRAINE O. MALIKSI (UCPB SECURITIES, INC.)	3,939	01	YYYYYYY
06/07/2021	0000371	PCDP2F000190	ANN LORRAINE O. MALIKSI (UCPB SECURITIES, INC.)	3,000	01	UUUUUUU
06/07/2021	0000372	PCDP2F000191	VAN GILBERT MALIKSI AND/OR ANN LORRAINE O. MALIKSI (UCPB SECURITIES, INC.)	6,500	01	UUUUUUU
06/07/2021	0000373	PCDP2F000192	ROY C. PAVON (UCPB SECURITIES, INC.)	8,200	01	UUUUUUU
06/07/2021	0000374	PCDP2I000151	VAN GILBERT MALIKSI AND/OR ANN LORRAINE O. MALIKSI (UCPB SECURITIES, INC.)	4,000	01	UUUUUUU
06/07/2021	0000375	PCDP2J000185	VAN GILBERT MALIKSI AND/OR ANN LORRAINE O. MALIKSI (UCPB SECURITIES, INC.)	6,500	01	UUUUUUU
06/07/2021	0000376	PCDP2K000158	VAN GILBERT MALIKSI AND/OR ANN LORRAINE O. MALIKSI (UCPB SECURITIES, INC.)	10,000	01	UUUUUUU
06/07/2021	0000377	PCD000000398	LOURDES T. DE ARROYO HOLDINGS, INC. (SECURITIES SPECIALISTS, INC.)	1,699,940	01	YYYYYYY
06/07/2021	0000378	PCD000000019	ABACUS SECURITIES CORPORATION	85,801	01	YYYYYYY

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06/07/2021	0000380	PCDP2C000018	AP SECURITIES INCORPORATED	113,290	01	UUUUUUU
06/07/2021	0000381	PCDP2F000016	AP SECURITIES INCORPORATED	233,800	01	UUUUUUU
06/07/2021	0000382	PCDP2J000015	AP SECURITIES INCORPORATED	15,000	01	UUUUUUU
06/07/2021	0000383	PCD000000089	COL FINANCIAL GROUP, INC.	696,862	01	YYYYYYY
06/07/2021	0000384	PCD000000042	ASTRA SECURITIES CORPORATION	18,285	01	YYYYYYY
06/07/2021	0000385	PCD000000043	ASTRA SECURITIES CORPORATION	4,186	01	YYYYYYY
06/07/2021	0000386	PCD000000044	ASTRA SECURITIES CORPORATION	848	01	YYYYYYY
06/07/2021	0000387	PCDP2C000025	ASTRA SECURITIES CORPORATION	287,370	01	UUUUUUU
06/07/2021	0000388	PCDP2E000020	ASTRA SECURITIES CORPORATION	171,630	01	UUUUUUU
06/07/2021	0000389	PCDP2F000023	ASTRA SECURITIES CORPORATION	393,530	01	UUUUUUU
06/07/2021	0000390	PCDP2H000019	ASTRA SECURITIES CORPORATION	67,317	01	UUUUUUU
06/07/2021	0000391	PCD000000221	PAPA SECURITIES CORPORATION	1,886,488	01	YYYYYYY
06/07/2021	0000392	PCDP2C0000121	PAPA SECURITIES CORPORATION	342,010	01	UUUUUUU
06/07/2021	0000393	PCDP2E000097	PAPA SECURITIES CORPORATION	381,740	01	UUUUUUU
06/07/2021	0000394	PCDP2F0000114	PAPA SECURITIES CORPORATION	972,750	01	UUUUUUU
06/07/2021	0000395	PCDP2H000098	PAPA SECURITIES CORPORATION	450,050	01	UUUUUUU
06/07/2021	0000396	PCDP2I000086	PAPA SECURITIES CORPORATION	357,270	01	UUUUUUU
06/07/2021	0000397	PCDP2J0000114	PAPA SECURITIES CORPORATION	38,500	01	UUUUUUU
06/07/2021	0000398	PCDP2J0000115	PAPA SECURITIES CORPORATION	40,000	01	UUUUUUU
06/07/2021	0000399	PCDP2C0000123	PAPA SECURITIES CORPORATION	30,100	01	UUUUUUU
06/07/2021	0000400	PCDP2K000097	PAPA SECURITIES CORPORATION	3,650,000	01	UUUUUUU
06/07/2021	0000401	PCDP2K000096	PAPA SECURITIES CORPORATION	707,000	01	UUUUUUU
06/07/2021	0000402	PCD000000228	PHILIPPINE EQUITY PARTNERS, INC.	658,630	01	YYYYYYY
06/07/2021	0000403	PCD000000299	SB EQUITIES, INC.	348,778	01	YYYYYYY
06/07/2021	0000404	PCD000000299	SB EQUITIES, INC.	450,138	01	YYYYYYY
06/07/2021	0000411	PCD000000310	SOLAR SECURITIES, INC.	1,362,238	01	YYYYYYY
06/07/2021	0000412	PCD000000247	QUALITY INVESTMENTS & SECURITIES CORPORATION	64,288	01	YYYYYYY
06/07/2021	0000413	PCDP2C0000133	QUALITY INVESTMENTS & SECURITIES CORPORATION	211,760	01	UUUUUUU
06/07/2021	0000414	PCDP2E0000106	QUALITY INVESTMENTS & SECURITIES CORPORATION	451,880	01	UUUUUUU
06/07/2021	0000415	PCDP2F0000123	QUALITY INVESTMENTS & SECURITIES CORPORATION	891,760	01	UUUUUUU
06/07/2021	0000416	PCDP2H0000109	QUALITY INVESTMENTS & SECURITIES CORPORATION	88,900	01	UUUUUUU
06/07/2021	0000417	PCDP2I000096	QUALITY INVESTMENTS & SECURITIES CORPORATION	157,250	01	UUUUUUU
06/07/2021	0000418	PCDP2J0000123	QUALITY INVESTMENTS & SECURITIES CORPORATION	104,000	01	UUUUUUU
06/07/2021	0000419	PCDP2K0000105	QUALITY INVESTMENTS & SECURITIES CORPORATION	45,500	01	UUUUUUU
06/07/2021	0000420	PCD000000278	REGINA CAPITAL DEVELOPMENT CORPORATION	194,468	01	YYYYYYY
06/07/2021	0000421	PCDP2J0000143	REGINA CAPITAL DEVELOPMENT CORPORATION	238,000	01	UUUUUUU
06/07/2021	0000422	PCDP2E0000120	REGINA CAPITAL DEVELOPMENT CORPORATION	151,930	01	UUUUUUU
06/07/2021	0000423	PCDP2F0000141	REGINA CAPITAL DEVELOPMENT CORPORATION	58,460	01	UUUUUUU
06/07/2021	0000424	000000507342	CORREA*AMADO T.	22	01	AAAYYYY
06/07/2021	0000425	000000952834	CORREA*AMADO T.*&/OR MA. CORAZON S. CORREA	1,757	01	AAAYYYY
06/07/2021	0000426	000000890421	CORREA*MA. CORAZON CORREA &/OR MINDA H.	133	01	AAAYYYY
06/07/2021	0000427	000000952826	CORREA*PURIFICATION*&/OR MA. CORAZON S. CORREA	2,945	01	AAAYYYY
06/07/2021	0000428	000000952800	CORREA*PURIFICATION*&/OR CAMILO S. CORREA	4,700	01	AAAYYYY

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San Miguel Corporation
PROXY VOTING MODULE
Voting Instructions (Grouped by Entry Date)
Jun 03, 2021 to Jun 07, 2021

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ENTRY DATE	PX FORM	SH NUMBER	STOCKHOLDER NAME	ASSIGNED SHARES	PX GROUP	VOTING INSTRUCTIONS
06/07/2021	0000429	0000000952788	CORREA*PURIFICATION*&/OR MARGARITA S. CORREA	4,700	01	AAAYYYY
06/07/2021	0000430	0000000952770	CORREA*PURIFICATION*&/OR PATRICIO S. CORREA	4,700	01	AAAYYYY
06/07/2021	0000431	0000000952818	CORREA*PURIFICATION*&/OR ROQUE S. CORREA	4,700	01	AAAYYYY
06/07/2021	0000432	PCD0000000399	JOB ERICKSON BATTAD ALISANGCO (BDO SECURITIES CORPORATION)	200	01	YYYYYNY
06/07/2021	0000433	PCD0000000400	ROLAND JULS G. LLAGUNO (COL FINANCIAL GROUP, INC.)	1,740	01	YYYYYYY

TOTAL PROXIES : 386
TOTAL SHARES ASSIGNED : 2,763,033,177
TOTAL UNASSIGNED SHARES : 29,707,438
TOTAL PROXIES SUPERCEDED : 0
TOTAL SHARES SUPERCEDED : 0

*** END OF REPORT ***

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San Miguel Corporation
PROXY VOTING MODULE
List of Stockholder Attendees

PAGE 1

BALLOT NUMBER	ATTENDEE NAME	SHARES
	JONNA LYN MAARAT VILLANUEVA (BPI SECURITIES CORPOR	100
	EDWARD SEE CHOI (BDO SECURITIES CORPORATION)	250
	ISHMAEL SAM D. CANUA (COL FINANCIAL GROUP, INC.)	19
	ENRIQUE LL. YUSINGCO (PAPA SECURITIES CORPORATION)	5,000
	ENRIQUE LL. YUSINGCO (PAPA SECURITIES CORPORATION)	205,560
	CALDERON*AURORA T.	22,600
	VENECIA*JOSE C. DE	5,000
	JIMENEZ*MENARDO R.	5,000
	MENDOZA*ESTELITO P.	25,122
	MENDOZA*ESTELITO P.	6,850
	POBLADOR*ALEXANDER J.	5,000
	TAN*THOMAS A.	5,000
	VILLAVICENCIO*RAMON F.	35,000
	ZOBEL*INIGO	16,171
	CASTRO*TERESITA LEONARDO DE	5,000
	PUNO*REYNATO S.	5,000
	TEVES*MARGARITO B.	5,000

TOTAL NO. OF ATTENDEES : 17
TOTAL NO. OF SHARES WITH BALLOT : 0
TOTAL NO. OF SHARES W/OUT BALLOT : 351,672
TOTAL NO. OF SHARES : 351,672

*** END OF REPORT ***

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San Miguel Corporation
PROXY VOTING MODULE
Stockholders' Meeting Vote Canvassing Results

PAGE 1

NOM. NO.	NOMINEE	VOTES
1	RAMON S. ANG	2,122,856,109
2	JOHN PAUL L. ANG	2,096,090,555
3	AURORA T. CALDERON	2,095,874,181
4	JOSELITO D. CAMPOS, JR.	2,096,114,507
5	JOSE C. DE VENECIA, JR.	2,097,396,090
6	MENARDO R. JIMENEZ	2,096,330,554
7	ESTELITO P. MENDOZA	2,097,395,595
8	ALEXANDER J. POBLADOR	2,097,396,090
9	THOMAS A. TAN	2,097,396,090
10	RAMON F. VILLAVICENCIO	2,097,846,090
11	IÑIGO ZOBEL	2,097,414,990
12	TERESITA J. LEONARDO-DE CASTRO	2,125,839,565
13	DIOSDADO M. PERALTA	2,125,389,765
14	REYNATO S. PUNO	2,122,824,141
15	MARGARITO B. TEVES	2,122,091,383
Total votes registered		31,889,893,125
Total votes counted for election of board nominees		31,588,255,705
Total uncast votes for election of board nominees		301,637,420

RES. NO.	RESOLUTION	SHARES VOTED	% TO TOTAL O.S.
2	Approval of the Minutes of the 2020 Annual Meeting of the Stockholders	2,125,992,875	89.181%
	For	2,125,969,218 -	89.180%
	Against	0 -	0.000%
	Abstain	23,657 -	0.001%
3	Approval of the Annual Report of the Company for the year ended December 31, 2020	2,125,992,875	89.181%
	For	2,125,220,788 -	89.149%
	Against	0 -	0.000%
	Abstain	772,087 -	0.032%
4	Ratification of all the acts of the Board of Directors and Officers since the 2020 Annual Stockholders' Meeting	2,125,992,875	89.181%
	For	2,125,220,788 -	89.149%
	Against	0 -	0.000%
	Abstain	772,087 -	0.032%

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San Miguel Corporation
PROXY VOTING MODULE
Stockholders' Meeting Vote Canvassing Results

PAGE 2

5 Approval of the Amendments to the Amended By-Laws of the Company to define the role, functions and duties of the Chairman of the Board, formerly the "Chairman and Chief Executive Officer" and the President and Chief Executive Officer, formerly the "President and Chief Operating Officer"	2,763,033,177	73.083%
For	2,763,033,177 -	73.083%
Against	0 -	0.000%
Abstain	0 -	0.000%
6 Approval of Directors' Fees for 2020	2,125,992,875	89.181%
For	2,124,400,912 -	89.115%
Against	1,141,963 -	0.048%
Abstain	450,000 -	0.019%
7 Re-election of Independent Directors	2,125,992,875	89.181%
For	2,124,136,762 -	89.104%
Against	1,856,113 -	0.078%
Abstain	0 -	0.000%
8 Appointment of R.G. Manabat & Company CPAs as external auditors of the Company	2,125,992,875	89.181%
For	2,124,431,005 -	89.116%
Against	1,561,870 -	0.066%
Abstain	0 -	0.000%

SUMMARY REPORT		% TO TOTAL O.S.
OUTSTANDING COMMON SHARES	2,383,896,588	
OUTSTANDING PREFERRED SHARES	1,396,797,967	
TOTAL OUTSTANDING SHARES AS OF RECORD DATE	3,780,694,555	
TOTAL SHARES IN ATTENDANCE :		
Attending proxy assignees	2,763,033,177	
Attending stockholders	351,672	
	2,763,384,849	73.092%
LESS :		
Invalidated / knocked-off / Uncast shares - Proxy Assignees	0	
Knock-off by attending stockholder	0	
Invalidated shares - Stockholders	0	
Uncast shares of stockholders	351,672	
TOTAL SHARES/VOTES COUNTED	2,763,033,177	73.083%

NOTE:

Total no. of stockholders in attendance	17
Total no. of stockholder with ballots	0

*** END OF REPORT ***

ANNEX “E”

TOP 20 STOCKHOLDERS
(As of March 31, 2022)

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San Miguel Corporation
STOCK TRANSFER MODULE
List of Stockholders
As of Mar 31, 2022

PAGE 1

RANK	STOCKHOLDER NAME	Common	TOTAL SHARES	% OF O/S
1	TOP FRONTIER INVESTMENT HOLDINGS, INC.	1,573,100,340	1,573,100,340	65.988615 %
2	PRIVADO HOLDINGS, CORP.	368,140,516	368,140,516	15.442806 %
3	PCD NOMINEE CORPORATION (FILIPINO)	217,758,193	217,758,193	9.134549 %
4	PCD NOMINEE CORPORATION (NON-FILIPINO)	38,608,309	38,608,309	1.619546 %
5	PCGG IN TRUST FOR THE COMPREHENSIVE AGRARIAN REFORM PROGRAM	27,636,339	27,636,339	1.159293 %
6	PETRON CORPORATION EMPLOYEES' RETIREMENT PLAN	12,237,100	12,237,100	0.513323 %
7	MILLENNIUM ENERGY, INC.	10,807,380	10,807,380	0.453349 %
8	SYSMART CORPORATION	5,100,607	5,100,607	0.213961 %
9	EDUARDO M. COJUANGCO JR.	3,828,702	3,828,702	0.160607 %
10	MARINE SHORE INVESTMENT HOLDINGS, INC.	2,089,660	2,089,660	0.087657 %
11	EVERETT STEAMSHIP CORPORATION	1,903,330	1,903,330	0.079841 %
12	GINGOOG HOLDINGS CORPORATION	1,830,082	1,830,082	0.076769 %
13	RAMON S. ANG	1,345,429	1,345,429	0.056438 %
14	MACRINA LEYSON	1,144,752	1,144,752	0.048020 %
15	CARMEL OF THE DIVINE INFANT JESUS OF PRAGUE INC. A/C NO 2	957,516	957,516	0.040166 %
16	PAC RIM REALTY & DEVELOPMENT CORP.	912,050	912,050	0.038259 %
17	THE ROMAN CATHOLIC BISHOP OF TUGUEGARAO	856,639	856,639	0.035934 %
18	REAL MONASTERIO DE LA PURISIMA CONCEPCION DE NUESTRA MADRE SANTA CLARA DE MANILA	810,282	810,282	0.033990 %
19	CHENG SIOK TUAN	689,113	689,113	0.028907 %
20	LUCKY STAR HOLDINGS, INC.	666,283	666,283	0.027949 %
		-----	-----	-----
		2,270,422,622	2,270,422,622	95.239980 %
		=====	=====	=====
TOTAL NO. OF SHARES :		2,383,896,588		
TOTAL NO. OF DISTINCT STOCKHOLDERS :		33,768		
TOTAL NO. OF ACCOUNTS :		33,783		

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San Miguel Corporation
STOCK TRANSFER MODULE
List of Stockholders
As of Mar 31, 2022

PAGE 1

RANK	STOCKHOLDER NAME	Preferred 2-F	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	194,342,830	194,342,830	87.019113 %
2	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	8,000,000	8,000,000	3.582087 %
3	SOCIAL SECURITY SYSTEM	7,328,500	7,328,500	3.281415 %
4	SAN MIGUEL CORP. RETIREMENT PLAN FIP	5,333,400	5,333,400	2.388088 %
5	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,794,760	1,794,760	0.803623 %
6	DIVERSIFIED AGROCHEMICALS TRADING CORPORATION	1,000,000	1,000,000	0.447761 %
7	T. D. MAKAO INC.	707,000	707,000	0.316567 %
8	GATELUCK CORPORATION	667,000	667,000	0.298656 %
9	FIRST LIFE FINANCIAL CO., INC.	533,500	533,500	0.238880 %
10	BEN TIUK SY OR JUDY YU SY	335,000	335,000	0.150000 %
11	AUGUSTO MANUEL A. AGUSTIN &/OR DORIS NUBLA AGUSTIN	320,000	320,000	0.143283 %
12	MICHAEL A. CASTRO OR TRICIA C. ODEJAR	280,000	280,000	0.125373 %
13	BAGUIO GAS CORPORATION	200,000	200,000	0.089552 %
14	ANTONIO G. TINSAY &/OR IRENE C. TINSAY &/OR JOIE C. TINSAY	118,000	118,000	0.052836 %
15	JOSELITO PULMANO OBAR OR MA. ZORAIDA CUACHON OBAR	112,000	112,000	0.050149 %
16	CHEMSON Y. LEE OR DIANA O. LEE	106,700	106,700	0.047776 %
17	RICHARD M. TIONGCO OR TIONGCO ADORACION P.	105,000	105,000	0.047015 %
18	DEWEY T. TAN	100,000	100,000	0.044776 %
19	CATHRINE DIANNE D. BRIONES OR DENNIES CARLO D. BRIONES OR MARIO KEMUEL V. BRIONES	100,000	100,000	0.044776 %
20	REYNALDO G. ALEJANDRO	71,400	71,400	0.031970 %
		-----	-----	-----
		221,555,090	221,555,090	99.203698 %
		=====	=====	=====
TOTAL NO. OF SHARES :		223,333,500		
TOTAL NO. OF DISTINCT STOCKHOLDERS :		137		
TOTAL NO. OF ACCOUNTS :		137		

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San Miguel Corporation
STOCK TRANSFER MODULE
List of Stockholders
As of Mar 31, 2022

PAGE 1

RANK	STOCKHOLDER NAME	Preferred 2-H	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	156,727,180	156,727,180	95.565354 %
2	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,506,120	1,506,120	0.918366 %
3	SAN MIGUEL CORP. RETIREMENT PLAN FIP	1,113,500	1,113,500	0.678963 %
4	MARCELINO REYES TEODORO	637,000	637,000	0.388415 %
5	MERIDIAN ASSURANCE CORPORATION	270,000	270,000	0.164634 %
6	GUINEVERE TAN GO	240,800	240,800	0.146829 %
7	BEN TIUK SY OR JUDY Y. SY	207,900	207,900	0.126768 %
8	RUPERTO CO TAN OR SIOCK HA GO TAN	192,700	192,700	0.117500 %
9	JESSICA L. MALTO	173,900	173,900	0.106037 %
10	MARCELINA ARMEDILLA DE LEON	147,000	147,000	0.089634 %
11	MARIA CONCEPCION ASUNCION OR MON EDUARDO OR MARTHA ELAINE OR MIGUEL ENRICO OR MARCO EVELIO ASUNCION	141,200	141,200	0.086098 %
12	FELICITO C. CHAVEZ	137,600	137,600	0.083902 %
13	MARIA TERESA QUIMPO LIM OR MANUEL BONCOLMO QUIMPO OR MERLY QUIMPO BANTING OR MYRNA QUIMPO NG	134,000	134,000	0.081707 %
14	KNIGHTS OF COLUMBUS FRATERNAL ASSOCIATION OF THE PHILS., INC.	132,400	132,400	0.080732 %
15	MARK CLINTON GO TAN OR ANABEL SOTINGCO TAN	130,700	130,700	0.079695 %
16	VIC IMPERIAL APPLIANCE CORPORATION	128,000	128,000	0.078049 %
17	INSIGNE FORTUNA HOLDINGS INC.	123,600	123,600	0.075366 %
18	HONG CHIA CHUAN OR TSAI HONG SHA	100,000	100,000	0.060976 %
19	LEAH ALVAREZ MENDOZA	91,700	91,700	0.055915 %
20	DEWEY T. TAN	68,800	68,800	0.041951 %
		----- 162,404,100 =====	----- 162,404,100 =====	----- 99.026890 % =====
TOTAL NO. OF SHARES :		164,000,000		
TOTAL NO. OF DISTINCT STOCKHOLDERS :		157		
TOTAL NO. OF ACCOUNTS :		157		

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San Miguel Corporation
STOCK TRANSFER MODULE
List of Stockholders
As of Mar 31, 2022

PAGE 1

RANK	STOCKHOLDER NAME	Preferred 2-I	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	149,505,250	149,505,250	88.290467 %
2	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	6,153,600	6,153,600	3.634014 %
3	SAN MIGUEL CORP. RETIREMENT PLAN FIP	2,900,000	2,900,000	1.712598 %
4	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,832,730	1,832,730	1.082320 %
5	GINGOOG HOLDINGS CORPORATION	1,590,000	1,590,000	0.938976 %
6	METROPLEX HOLDINGS CORPORATION	1,578,000	1,578,000	0.931889 %
7	LUCENA HOLDINGS CORPORATION	1,332,000	1,332,000	0.786614 %
8	SAN MIGUEL CORPORATION RETIREMENT PLAN - STP	900,000	900,000	0.531496 %
9	FIRST LIFE FINANCIAL CO., INC.	400,000	400,000	0.236220 %
10	CHING BUN TENG TIU &/OR CHING CHIONG PING GO &/OR ONGKING GIOVANNA JOY TAN	238,700	238,700	0.140965 %
11	CHIONG PING G. CHING AND/OR MARIA GRACIA J. TAN	238,700	238,700	0.140965 %
12	CHING HUAY LO SY OR JAMIE BERNADETTE ANG SY OR JUSTIN AARON ANG SY	216,800	216,800	0.128031 %
13	ANTONIO G. TINSAY &/OR JOIE C. TINSAY &/OR IRENE C. TINSAY	200,000	200,000	0.118110 %
14	JOHNSON CHEONG GO OR MARY ONG GO	133,500	133,500	0.078839 %
15	JOHNSON CHEONG GO OR JOVENTINO CHEONG GO	133,500	133,500	0.078839 %
16	KNIGHTS OF COLUMBUS FRATERNAL ASSOCIATION OF THE PHILS., INC.	133,200	133,200	0.078661 %
17	DAVID GO CHIONG OR MARIA VILMA YU CHIONG OR DELWYN VINCE YU CHIONG	126,700	126,700	0.074823 %
18	EDSEL U. LIM OR RUTH KATHERINE K. LIM	120,100	120,100	0.070925 %
19	HONG CHIA CHUAN OR TSAI HONG SHA	100,000	100,000	0.059055 %
20	BEN TIUK SY OR JUDY Y. SY	100,000	100,000	0.059055 %
		-----	-----	-----
		167,932,780	167,932,780	99.172863 %
		=====	=====	=====
TOTAL NO. OF SHARES :		169,333,400		
TOTAL NO. OF DISTINCT STOCKHOLDERS :		95		
TOTAL NO. OF ACCOUNTS :		95		

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San Miguel Corporation
STOCK TRANSFER MODULE
List of Stockholders
As of Mar 31, 2022

PAGE 1

RANK	STOCKHOLDER NAME	Preferred 2-J	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	129,400,427	129,400,427	48.525160 %
2	LUCENA HOLDINGS CORPORATION	87,200,000	87,200,000	32.700000 %
3	GINGOOG HOLDINGS CORPORATION	46,950,000	46,950,000	17.606250 %
4	VIDA Y AMORE HOLDINGS CORPORATION	867,000	867,000	0.325125 %
5	PCD NOMINEE CORPORATION (NON-FILIPINO)	741,490	741,490	0.278059 %
6	KNIGHTS OF COLUMBUS FRATERNAL ASSOCIATION OF THE PHILS., INC.	548,850	548,850	0.205819 %
7	MARY OH TAN OR JAYSON TAN DY	161,000	161,000	0.060375 %
8	SMITS, INC. RETIREMENT PLAN	160,000	160,000	0.060000 %
9	G.D. TAN & CO., INC.	132,500	132,500	0.049687 %
10	OLIVERIO L. LAPERAL, JR.	68,300	68,300	0.025612 %
11	DISTILERIA BAGO, INC. RETIREMENT PLAN	67,000	67,000	0.025125 %
12	SMC SHIPPING LIGHTERAGE CORP. RETIREMENT PLAN	54,000	54,000	0.020250 %
13	SMHC MULTI-EMPLOYER RETIREMENT PLAN	54,000	54,000	0.020250 %
14	CAN ASIA INC., RETIREMENT PLAN	40,000	40,000	0.015000 %
15	MINDANAO CORRUGATED FIBREBOARD INC. RETIREMENT PLAN	40,000	40,000	0.015000 %
16	ENRIQUE MIGUEL L. YUSINGCO	35,000	35,000	0.013125 %
17	AGNES LOGRONIO BANIQUED	26,000	26,000	0.009750 %
18	ESPERANZA S. PIJUAN	25,000	25,000	0.009375 %
19	BENG LEE ONG OR JOYCE KAREN ONG	20,000	20,000	0.007500 %
20	MA. TERESA L. YUSINGCO	14,700	14,700	0.005512 %
		266,605,267	266,605,267	99.976975 %
TOTAL NO. OF SHARES :		266,666,667		
TOTAL NO. OF DISTINCT STOCKHOLDERS :		27		
TOTAL NO. OF ACCOUNTS :		27		

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San Miguel Corporation
STOCK TRANSFER MODULE
List of Stockholders
As of Mar 31, 2022

PAGE 1

RANK	STOCKHOLDER NAME	Preferred 2-K	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	180,617,610	180,617,610	98.212505 %
2	PCD NOMINEE CORPORATION (NON-FILIPINO)	2,349,190	2,349,190	1.277394 %
3	KNIGHTS OF COLUMBUS FRATERNAL ASSOCIATION OF THE PHILS., INC.	445,800	445,800	0.242408 %
4	SAN MIGUEL MILLS, INC. RETIREMENT PLAN	147,000	147,000	0.079933 %
5	MARY OH TAN OR JAYSON TAN DY	100,000	100,000	0.054376 %
6	VIDA Y AMORE HOLDINGS CORPORATION	83,000	83,000	0.045132 %
7	G.D. TAN & CO., INC.	60,000	60,000	0.032626 %
8	ANCHOR INSURANCE BROKERAGE CORPORATION RETIREMENT PLAN	40,000	40,000	0.021750 %
9	ANTONIO T. CHUA	30,000	30,000	0.016313 %
10	CITRA METRO MANILA TOLLWAYS CORPORATION RETIREMENT PLAN	13,400	13,400	0.007286 %
11	MA. LOURDES L. JAVELLANA	7,000	7,000	0.003806 %
12	LUIS MA. GIL L. GANA OR GWENDOLYN PETRECIA LL PIMENTEL-GANA	4,000	4,000	0.002175 %
13	JOSE M. JAVELLANA JR.	2,600	2,600	0.001414 %
14	SANDRA MARIE L. JAVELLANA	1,600	1,600	0.000870 %
15	DOMINIQUE MARIE AKIO THERESE P. GANA OR JONATHAN A. PABILLORE	1,400	1,400	0.000761 %
16	MICHELLE DENISE J. LESACA	800	800	0.000435 %
17	JUSTIN MARIO L. JAVELLANA	800	800	0.000435 %
18	PETRINA MARIA LOUISE P. GANA	700	700	0.000381 %
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		183,904,900	183,904,900	100.000000 %
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TOTAL NO. OF SHARES :		183,904,900		
TOTAL NO. OF DISTINCT STOCKHOLDERS :		18		
TOTAL NO. OF ACCOUNTS :		18		