COVER SHEET

P W - 2
SEC Registration Number

A . S O R I A N O   C O R P O R A T I O N

(Company's Full Name)

7/ F   P A C I F I C   S T A R   B U I L D I N G
G I L   J.   P U Y A T   A V E N U E   C O R.   M A K A T I   A V E.
M A K A T I   C I T Y

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

ATTY. JOSHUA L. CASTRO
(Contact Person)

8819-0251
(Company Telephone Number)

1 2 *Month* **3 1** *Day*
(Fiscal Year)

Preliminary Information Statement
(Form Type)

0 4 *Month* **2 0** *Day*
(Annual Meeting)

Not Applicable
(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

Remarks: Please use BLACK ink for scanning purposes.

A. SORIANO CORPORATION

Notice of Annual Meeting of Stockholders

NOTICE IS HEREBY GIVEN that the regular Annual Meeting of Stockholders (ASM) of A. Soriano Corporation (ANSCOR or the Company) will be held on Wednesday, 20 April 2022 at 10:00 A.M. virtually. There will be no physical venue for the ASM.

Stockholders who would like to participate in the virtual ASM may register by sending an email of their intention to participate to registration@anscor.com.ph not later than three (3) working days before the ASM or not later than 13 April 2022. The Procedure for Registration, Participation and Voting in the 2022 ASM of the Company is attached as Annex "A". A livestream of the virtual ASM will also be posted in the Company's website.

The agenda for the meeting and its explanation is as follows:

1. Approval of the minutes of previous meeting. The minutes of ASM last 14 April 2021 is posted in the Company's website. Please refer to page 15 of the Information Statement ("IS") for further information on the approval of minutes of previous meeting.
2. Presentation of the Chairman and Chief Executive Officer's Message to Stockholders. The Chairman's Message to Stockholders is a summary of the Company's financial performance for the year ended December 31, 2021.
3. Election of members of the Board of Directors. The members of the Board of Directors are elected annually during the ASM and shall serve until the next ASM or until their successors are elected or appointed in case of vacancy due to death, resignation or removal. Please refer to pages 4 to 5 of the IS for the nominees for election as Directors of the Company.
4. Approval for Mr. Oscar J. Hilado to continue to act as Independent Director of the Company. The Company is allowed to retain an Independent Director who has served for more than nine years to continue based on meritorious justification/s and provided Stockholders' approval is secured. Please refer to page 10 of the IS.
5. Appointment of external auditors. The appointment of SGV & Co. will be presented for approval of the Stockholders.
6. Ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting. As a matter of policy, Management seeks the ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting. Please refer to pages 14 to 15 of the IS for a summary of resolutions passed by the Board of Directors.
7. Such other business as may properly come before the meeting. Any other matter which may properly be brought may be taken up by the stockholders during this portion of the meeting.

Only stockholders of record in the books of the Company at the close of business on 18 March 2022 will be entitled to vote at the meeting.

Stockholders are requested to complete, date, sign, and return the enclosed proxy form to reach the Company as promptly as possible not less than ten (10) working days prior to the Annual Meeting or not later than 1 April 2022. The signed proxy form may be emailed to our Stockholder Relations Officer, Ms. Rose Reyes at rose.reyes@anscor.com.ph.

Proxy validation will be held at A. Soriano Corporation, 7th Floor, Pacific Star Bldg., Makati Avenue corner Gil Puyat Avenue, Makati City on 11 April 2022 from 11:00 A.M. to 12:00 noon.

Makati City, Philippines, 28 March 2022.

THE BOARD OF DIRECTORS

By

LORNA PATAJO-KAPUNAN

Corporate Secretary

Annex "A"

Procedure for Registration, Participation and Voting in the 2022 Annual Stockholders Meeting of A. SORIANO CORPORATION

A. Soriano Corporation (the Company) will be conducting its Annual Stockholders Meeting (ASM) on 20 April 2022 at 10:00 AM virtually. There will be no physical venue for the ASM.

Each share of stock outstanding as of 18 March 2022 are entitled to participate and vote in the 2022 ASM.

I. Registration and Participation/Attendance Procedure:

1. Stockholders who intend to participate in the virtual ASM may register by sending an email to registration@anscor.com.ph not later than three (3) working days before the ASM or not later than 13 April 2022, of their intention to participate together with the following:

   a. For individual stockholders:

      i. Scanned copy of any valid government-issued ID;

      ii. Scanned copy of stock certificate in the name of the individual stockholder; and

      iii. Active contact number, either landline or mobile.

   b. For stockholders with joint accounts:

      i. Scanned copy of authorization letter signed by other stockholders indicating the person among them authorized to participate and/or vote in the 2022 ASM;

      ii. Documents required under items 1.a (i) and (iii) for the authorized stockholder; and

      iii. Scanned copy of stock certificate in the name of the joint stockholders.

   c. For stockholders under PCD Participant/Brokers Account or "Scripless Shares":

      i. Coordinate with the broker and request for the full account name and reference number or account number;

      ii. Documents required under items 1.a (i) and (iii).

d. For corporate stockholders:

i. Secretary's Certificate attesting to the authority of the representative to participate and/or vote in the 2022 ASM;

ii. Documents required under items 1.a (i) and (iii) for the authorized representative; and

iii. Scanned copy of stock certificate in the name of the corporate stockholder.

2. Upon successful registration and validation of the documents submitted through email above, the stockholder will receive an email confirmation and a unique link which can be used to log in and view the 2022 ASM.

3. Only those stockholders who have registered following the procedure above and stockholders who have provided their executed Proxy Form shall be included for purposes of determining the existence of a quorum.

4. For purposes of voting during the 2022 ASM please see section on Voting Procedure below.

5. For the Question and Answer portion during the 2022 ASM, stockholders may send their questions related to the agenda by email to registration@anscor.com.ph. Due to limitations on technology and time, not all questions may be responded to during the 2022 ASM but the Company will endeavor to respond to all the questions through email.

6. The proceedings during the 2022 ASM will be recorded as required by the Securities and Exchange Commission.

II. Voting Procedure:

Stockholders may vote during the 2022 ASM either (1) by Proxy or (2) by voting in absentia through our Online Stockholder Voting System.

1. Voting by Proxy:

a. Download and fill up the Proxy Form at https://www.anscor.com.ph/disclosures/proxy. The Chairman, or in his absence, the Vice-Chairman, the Chief Financial Officer or the Corporate Secretary is authorized to cast the votes pursuant to the instructions in the Proxy Form.

b. Send a scanned copy of the executed Proxy Form by email to our Stockholder Relations Officer, Ms. Rose Reyes at rose.reyes@anscor.com.ph or at registration@anscor.com.ph not later than ten (10) working days prior to the ASM or not later than 1 April 2022.

c. The hard copy of the signed Proxy Form should be delivered to: The Corporate Secretary, 7th Floor, Pacific Star Building, Gil Puyat Avenue corner Makati Avenue, Makati City.

2. Voting in absentia through the Online Stockholder Voting System:

a. Follow the Registration and Participation/Attendance Procedure set forth above.

b. Signify your intention to vote in absentia through the Online Stockholder Voting System by email to registration@anscor.com.ph not later than three (3) working days before the 2021 ASM or not later than 13 April 2022.

c. Upon validation, the Company will send an email to the stockholder containing the link for the Online Stockholder Voting System and the instructions for casting votes in the Online Stockholder Voting System. Registered stockholders shall have until the adjournment of the ASM on 20 April 2022 to cast their votes.

d. All agenda items indicated in the Notice of Meeting will be included in the Online Stockholder Voting System and the registered stockholder may vote as follows:

i. For items other than election of the Directors, the stockholder may vote: “For”, “Against”, or “Abstain”. The vote shall be considered as cast for all the stockholder’s shares; and

ii. For the election of Directors, the stockholder may vote for all the nominees, not vote for any of the nominees, or vote for some of the nominees only, in such number of shares as the stockholder may see fit, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of Directors to be elected.

e. Once voting is completed in the Online Stockholder Voting System, the stockholder shall proceed to click on the “Submit” button which shall complete the process. Once submitted, the stockholder may no longer change the votes cast. The votes cast in absentia will have equal effect as votes cast by proxy.

For any questions or clarification, you may contact us through Ms. Rose Reyes at rose.reyes@anscor.com.ph or through telephone number 8819-0251 or our stock transfer agent, Stock Transfer Service, Inc., through Michael Capoy at mccapoy@stocktransfer.com.ph or Ma. Corazon P. Biag at mpbiag@stocktransfer.com.ph, or their telephone numbers 8403-3798 and 5310-1343.

A. SORIANO CORPORATION

P R O X Y

THIS PROXY IS BEING SOLICITED IN BEHALF OF ANDRES SORIANO III

____
Date

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned stockholder of A. Soriano Corporation, do hereby appoint, name and constitute ANDRES SORIANO III, or in his absence, the Vice Chairman of the Board, the Chief Financial Officer or the Corporate Secretary, in the order as enumerated, as my true and lawful proxy for me and in my name and stead, to attend the Annual Meeting of the Stockholders of the Corporation on 20 April 2022 and at any adjournment(s) thereof, to vote all my shares of stock in the Corporation in all matters set forth in the agenda as I have expressly indicated by marking the same with an "X" or a "✓".

If no specific instruction is given, the shares will be voted FOR the election of the nominees for directorship whose names appear in this proxy form and FOR the approval of all matters listed in the proxy statement the stockholders' approval of which is sought in the meeting. Moreover, this proxy shall confer discretionary authority to vote with respect to the election of any person to any office for which a bona fide nominee is named in the proxy statement and such nominee is unable to serve or for good cause will not serve; and to all matters incident to the conduct of the meeting.

I T E M	A C T I O N		
	FOR	**AGAINST**	**ABSTAIN**
1. To approve the minutes of the 14 April 2021 Annual Meeting of Stockholders			
2. To approve the 2021 Annual Report of the Corporation			
3. To elect the following nominees as directors of the Corporation			
a. Andres Soriano III			
b. Eduardo J. Soriano			
c. Ernest K. Cuyegkeng			
d. Johnson Robert G. Go, Jr.			
e. Oscar J. Hilado			
f. William H. Ottiger			
g. Alfonso S. Yuchengco III			
4 To approve the continuation of Mr. Oscar J. Hilado to act as Independent Director of the Company			
5. To re-appoint SGV & Co. as external auditors of the Corporation			
6. To ratify all acts, contracts and resolutions of Management and the Board of Directors since the last annual meeting of the Corporation			
7. Other Matters			

Please refer to the Notice of Meeting for the agenda items of the stockholders' meeting on 20 April 2022.
Please see reverse side for voting, revocability, validation, submission deadline and authentication of proxies.

____
Printed Name of Stockholder

____
Signature of Stockholder
or Authorized Signatory*

[*N.B.: Corporations, Partnerships and Associations must attach certified resolutions or extracts thereof designating the authorized signatory/ies for the purpose of this Proxy.]

<u>PLEASE DATE, SIGN, and RETURN PROXY</u>

Voting, Revocability of Proxies, Validation/ Submission Deadline, Authentication

When proxies are properly dated, executed, and returned on or before 4 April 2022, the shares they represent will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, the shares will be voted FOR the election of the nominees for directorship whose names appear in the proxy form and FOR the approval of all matters the stockholders' approval of which is sought in the meeting. A stockholder giving a proxy has the power to revoke it at any time prior to its exercise by voting in person at the Annual Meeting, by giving written notice to the Corporate Secretary prior to the Annual Meeting or by giving a subsequent proxy which must be received by the office of the Corporate Secretary not later than 4 April 2022.

Each share of stock outstanding as of record date will be entitled to one (1) vote on all matters. The candidates for election as directors at the Annual Meeting who receive the highest number of affirmative votes will be elected. The appointment of the independent auditors for the Company for the current year as well as other items presented to the Stockholders during the Annual Meeting will require the affirmative votes of a majority of the votes cast on the matter. Pursuant to Section 6, Article III of the By-Laws of the Corporation, written proxy shall be filed with the Corporate Secretary not less than ten (10) working days prior to the date of such meeting or not later than 4 April 2022.

Pursuant to the provisions of the By-Laws, the Board of Directors has set the date of validation of proxies to 11 April 2022. For this purpose, the Corporate Secretary shall act as the inspector at the election of directors and other voting by stockholders.

Under SEC Memo Circular No. 5 Series of 1996, all proxies executed abroad must be duly authenticated by the Philippine Embassy or Consular Office.

Person Making the Solicitation

The solicitation of proxies in the form accompanying this Statement is made in behalf of Management through Atty. Lorna Patajo-Kapunan and the proxy given will be voted in accordance with the authority contained therein. The solicitation of proxies in the accompanying form will be primarily by mail. However, personal solicitation may be made by officers, directors and regular employees of the Company whose number is not expected to exceed fifteen (15), and who will receive no additional compensation therefor. The Company will bear the cost, amounting to One Million Four Hundred Thousand Pesos (P1,400,000.00), of preparing and mailing the annual report, information statement and other materials furnished to the stockholders in connection with proxy solicitation.

None of the Directors has informed the Company that he intends to oppose any action intended to be taken by the Company.

Interest of Certain Persons in Matters to be Acted Upon

No Director or Executive Officer, nominated for re-election as Director or his associate has, at any time, any substantial interest, direct or indirect, by security holdings or otherwise, on any of the matters to be acted upon in the meeting, other than the approval of the Annual Report, election to office and ratification of acts of Management.

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

1. Check the appropriate box: /x / Preliminary Information Statement	:	/ / Definitive Information Statement
2. Name of the registrant as specified in its charter	:	A. SORIANO CORPORATION
3. Province, or country or other jurisdiction of incorporation organization	:	Makati City, Philippines
4. SEC Identification Number	:	PW - 02
5. BIR Tax Identification Code	:	000-103-216-000
6. Address of principal office	:	7th Floor, Pacific Star Building Makati Avenue corner Gil Puyat Avenue 1209 Makati City, Philippines
7. Registrant's telephone number, including area code	:	(632) 8819-0251 to 60
8. Date, Time and Place of the meeting	:	20 April 2022, Wednesday at 10:00 A.M. Virtual Meeting
9. Approximate date on which the Information Statement is first to be sent or given to security holders	:	The IS will be posted in the Company's website/PSE Edge on or before 28 March 2022
10. In case of Proxy Solicitations Name of Person Filing the Statement/Solicitor	:	Atty. Lorna Patajo-Kapunan, Corporate Secretary
Address	:	7th Floor, Pacific Star Building Makati Avenue corner Gil Puyat Avenue 1209 Makati City, Philippines
Telephone Nos.	:	(632) 8819-0251 to 60

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount to debt is applicable only to corporate registrants):

Title of Each Class	:	Common Shares
Number of shares of Common Stock Outstanding or Amount of Debt Outstanding as of 28 February 2022	:	2,500,000,000

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

If so, disclose name of the Exchange : Philippine Stock Exchange

INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1: Date, Time and Place of Meeting of Security Holders

(a)

Date	:	Wednesday, 20 April 2022
Time	:	10:00 A.M.
Place	:	Virtual Meeting
Principal Office	:	7th Floor, Pacific Star Building Makati Avenue corner Gil Puyat Avenue 1209 Makati City, Philippines

(b) This information statement and the enclosed proxy form are posted in the Company's website and/or PSE Edge.

Item 2: Dissenter's Right of Appraisal

There are no corporate matters or action that will trigger the exercise by the stockholders of their Right of Appraisal under the Corporation Code. However, if at any time after the information statement has been sent out, an action which may give rise to the Right of Appraisal is proposed at the meeting, any stockholder who wishes to exercise such right and who voted against the proposed action must make a written demand within thirty (30) days after the meeting.

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares. Provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made. Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

Item 3: Interest of Certain Persons in Opposition to Matters to be Acted Upon

(a) No Director or Executive Officer, nominated for re-election as Director, or his Associate has, at any time, any substantial interest, direct or indirect, by security holdings or otherwise, on any of the matters to be acted upon in the meeting, other than the approval of the Annual Report, election to office and ratification of acts of Management.

(b) None of the Directors has informed the Company of any intention to oppose an action intended to be taken by the Company.

B. CONTROL AND COMPENSATION INFORMATION

Item 4: Voting Securities and Principal Holders Thereof

(a) There are 2,500,000,000 shares of common stock and 500,000,000 shares of preferred stock outstanding and issued as of 18 March 2022. All the issued shares are entitled to vote on a one (1) share - one (1) vote basis. The Company has two (2) class of shares, common and preferred.

(b) Only stockholders of record on the books of the Company at the close of business on 18 March 2022 will be entitled to vote at the Annual Meeting. Presence by proxy or through registration for the virtual ASM of a majority of the shares of common stock outstanding on the record date is required for a quorum.

(c) Pursuant to the Revised Corporation Code and as provided under Section 8, Article III of the By-Laws, every stockholder is entitled to vote such number of shares for as many persons as there are directors or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his 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 shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected. The proxy being solicited includes the authority to cumulate votes.

(d) Security Ownership of Certain Record and Beneficial Owners and Management

i. Security Ownership of Certain Record and Beneficial Owners

As of 28 February 2022, the following are the Security Ownership of Certain Record and Beneficial Owners of the Company:

Title of Class	Name/Address of Record Owner & Relationship w/ Issuer	Name of Beneficial Ownership & Relationship with Record Owner	Citizenship	Number of Shares	Percentage Held
Common	Anscor Consolidated Corporation 7th Flr. Pacific Star Bldg., Makati Avenue Makati City (Subsidiary)	Anscor Consolidated Corporation (Subsidiary)	Filipino	1,272,329,761*	42.411%
Common	PCD Nominee Corp. (Non-Filipino) 37th Flr the Enterprise Center, Inc. Ayala Avenue corner Paseo de Roxas, Makati City (Depository Account)	PCD Nominee Corp. (Non-Filipino) (Depository Account)	Non-Filipino	496,475,045	16.549%
Common	A-Z Asia Limited Philippines, Inc. Barrio Mabacan Calauan, Laguna (Stockholder)	A-Z Asia Limited Philippines, Inc. (Stockholder)	Filipino	161,546,329	5.385%
Common	PCD Nominee Corp. (Filipino) 37th Flr. The Enterprise Center, Inc. Ayala Avenue corner Paseo de Roxas, Makati City (Depository Account)	PCD Nominee Corp. (Filipino) (Depository Account)	Filipino	112,739,373	3.758%

Common & Preferred	A. Soriano Corp. Retirement Plan (Filipino) 7th Flr. Pacific Star Bldg., Makati City (Subsidiary)	A. Soriano Corp. Retirement Plan (Subsidiary)	Filipino	63,694,835** 500,000,000	Common Preferred	2.123% 16.667%

** Includes 122,287,251 shares lodged with PCD Nominee Corp. (Filipino).*
*** Includes 7,694,835 shares lodged with PCD Nominee Corp. (Filipino).*

Anscor Consolidated Corporation is wholly owned by A. Soriano Corporation, the registrant Company, represented by Mr. Ernest K. Cuyegkeng as Treasurer.

PCD Nominee Corporation, a wholly owned subsidiary of Philippine Central Depository, Inc. ("PCD"), is the registered owner of the shares in the books of the Company's transfer agent in the Philippines. The beneficial owners of such shares are PCD's participants, who hold the shares on their behalf or in behalf of their clients of which ATRAM Trust Corporation is the sole owner of more than 5%, specifically 24.84%, the bulk of which or 17.558% is owned by Deerhaven, LLC, a company registered in Delaware, USA. Shares owned by Deerhaven, LLC are indirectly owned by Andres Soriano III. PCD is a private company organized by the major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.

A-Z Asia Limited Philippines, Inc. is a holding company incorporated in the Philippines on 25 April 2003. Shares owned by A-Z Asia Limited Philippines, Inc. are indirectly owned by Eduardo J. Soriano.

A. Soriano Corporation Retirement Plan (the Plan) is a retirement benefit program established by the Company for the benefit of its employees. The Plan is administered by Trustees who are at the same time employees of the Company.

Other than the above, there are no stockholders owning more than 5% of the Company's outstanding shares of stock.

The Company is not aware of any material pending legal proceedings to which the Company or any of its subsidiaries is a party.

ii. Securities Ownership of Directors and Management

As of 28 February 2022, the following are the security ownership of the Directors and Officers of the Company:

Title of Class	Name of Beneficial Owner	Amount and Nature Of Security Ownership		Citizenship	Percent
Common	Andres Soriano III	489,428,270	Direct/Indirect	American	16.314%
Common	Eduardo J. Soriano	180,415,944	Direct/Indirect	Filipino	6.014%
Common	Oscar J. Hilado	20,000	Direct/Indirect	Filipino	0.001%
Common	Jose C. Ibazeta	32,951	Direct	Filipino	0.001%
Common	Ernest K. Cuyegkeng	20,000	Direct	Filipino	0.001%
Common	Johnson Robert G. Go, Jr.	20,100	Direct	Filipino	0.001%
Common	Alfonso S. Yuchengco III	20,000	Direct	Filipino	0.001%
Total		**669,957,265**			**22.332%**

Lorna Patajo-Kapunan, William H. Ottiger, Lorenzo D. Lasco, Narcisa M. Villaflor, Joshua L. Castro, Salome M. Buhion and Ma. Victoria L. Cruz do not own shares of the Company.

iii. Voting Trust Agreement

The Company does not have any voting trust agreement with any stockholder.

(e) No change in control of the Company occurred since the beginning of the last calendar year. Management is not aware of any arrangement which may result in a change in control of the Company.

Except as indicated in the above section on Security Ownership of Certain Record and Beneficial Owners, there are no other persons holding 5% or more of the common stock of the Company.

As of 28 February 2022 the foreign ownership level of total outstanding shares is 16.55%

The Company does not own any other equity securities beneficially owned by its directors and other nominees.

Item 5: Information required of Directors and Executive Officers

(a) Directors and Executive Officers

Pursuant to the Corporation's By-Laws, in addition to the right of the Board of Directors to make nominations for the election of Directors including independent

Directors, nominations for Directors including independent Directors may be made by any shareholder entitled to vote for the election of Directors.

Nominations shall be received by the Chairman of the Board of Directors (which nominations may be sent through the Corporate Secretary), on the 1st of March of every year or at such earlier or later date as the Board of Directors may fix.

For this year, the Board of Directors set the deadline for nomination of Directors on 1 March 2022.

Each nomination under the preceding paragraph shall set forth the name, age, business address and, if known, residence address of each nominee, the principal occupation or employment of each such nominee, the number of shares of stock of the Corporation which are beneficially owned by each such nominee, and the interests and positions held by each nominee in other corporations. In addition, the shareholder making such nomination shall promptly provide any other information reasonably requested by the Corporation.

The Board, by a majority vote unless a greater majority is required under these By-Laws, may, in its discretion, determine and declare that a nomination was not made in accordance with the foregoing procedures, and/or that a nominee is disqualified for election as Director and if the Board should so determine, the defective nomination and the nomination of the disqualified person shall be disregarded.

On March 1, 2022, Mr. Eduardo J. Soriano, the Vice Chairman, nominated all the nominees for Directors including independent Directors contained in the information statement. Mr. Soriano is not related to any of the independent Directors nominated. No other nomination was submitted as of 1 March 2022.

Unless marked otherwise, the proxies received will be voted FOR the election of the nominees named below who have signified their acceptance of their respective nominations. The Board of Directors has no reason to believe that any of such nominees will be unwilling or unable to serve if elected as a Director. Each Director shall serve until the next annual meeting of stockholders or until his successor is elected or appointed in case of vacancy due to death, resignation or removal. Management recommends a vote FOR the election of each of the nominees listed below. Except for Mr. William H. Ottiger, all the nominees are incumbent Directors of the Company.

The nominations for independent Directors complies with SRC Rule 38, which requires that a corporation with a class of equity securities listed for trading on the Philippine Stock Exchange or with assets in excess of Fifty Million Pesos

(P50,000,000.00) and having two hundred (200) or more holders, at least two hundred (200) of which are holding at least one hundred (100) shares of a class of its equity securities shall have at least two (2) independent Directors or such independent Directors shall constitute at least twenty percent (20%) of the members of such Board.

The three nominated independent Directors of the Company are Mr. Oscar J. Hilado, Mr. Alfonso S. Yuchengco III and Mr. Johnson Robert G. Go, Jr.

Mr. Hilado has been an independent Director of the Company for the last five years and has served as independent Director for more than nine years reckoned from the year 2012. The Company is allowed to retain an independent Director who has served for more than nine years to continue as long as meritorious justifications is provided and shareholders' approval is secured.

The Company believes that there are meritorious justifications to retain Mr. Hilado as an independent Director. He has been an essential member of the Board of Directors, serving at the same time as the Chairman of the Audit and Compensation Committees of the Company. He is highly qualified and well respected in the business community and sits as independent director in the Boards of other companies. He has performed his role as independent Director with dedication and commitment. His insights, wisdom, and knowledge of the Company gained from his experience over the years will help the Company navigate new challenges in the years ahead. The retention of Mr. Hilado as independent Director will also preserve a well-balanced Board composition in terms of tenure. Mr. Yuchengco and Mr. Go, the other nominees for independent Directors were first elected as Directors in 2019 while Mr. Ottiger, another nominee for Director, is a first time nominee, thus, ensuring that the Board has fresh perspective from relatively new members. Because of the invaluable contribution of Mr. Hilado, the Company is unable to find a suitable replacement for him. Please refer to page 10 for his business experience.

Mr. Yuchengco is an independent Director since 2019 while Mr. Go is a Director of the Company since 2019 but is a first time nominee as an independent Director.

The three nominated independent Directors are neither officers nor employees of the Company or of any of its subsidiaries. They do not have any relationship with the Company which would interfere with the exercise of independent judgment in carrying out their responsibilities. Further, the nominated independent Directors possess all the qualifications and none of the disqualifications to serve as independent Directors of the Company. The independent Directors are nominated and elected in the same manner as regular directors in accordance with the nomination and election procedures provided in the By-Laws. The Company amended its By-Laws on 10 June 2009 to incorporate the requirements of SRC Rule 38 with respect to the nomination and election of independent Directors.

A brief description of the nominated Directors' business experiences for the last five years follows:

ANDRES SORIANO III, age 70, American, Director of the Company since 19 May 1982; Chairman and Chief Executive of the Company (1983 to present); Chairman and President of Anscor Consolidated Corporation (1987 to present); Chairman of The Andres Soriano Foundation, Inc. (1985 to present), Phelps Dodge International Philippines, Inc. (1983 to present), Phelps Dodge Philippines Energy Products Corporation (1997 to present), Seven Seas Resorts and Leisure, Inc. (1998 to present) and Pamalican Resort, Inc. (May 2011 to present); Director of International Container Terminal Services, Inc. (ICTSI) (July 1992 to present). Mr. Soriano was formerly the President and Chief Operating Officer of San Miguel Corporation and was subsequently the Chairman and Chief Executive Officer of San Miguel Corporation. He was Chairman of Coca-Cola (Philippines), Coca-Cola Amatil (Australia) and Nestle (Philippines). He was a Director of SPI Technologies and eTelecare Global Solutions, Inc. until 2006. He was also a Member of the G.E. Asian Advisory and the Wharton East Asia Executive Board. He holds a Bachelor of Science Degree in Economics, Major in Finance and International Business, Wharton School of Finance and Commerce, University of Pennsylvania, (1972).

EDUARDO J. SORIANO, age 67, Filipino, Director of the Company since 21 May 1980; Vice Chairman of the Company (1990 to present) and Treasurer (1990 to September 2018); Chairman of Anscor Holdings, Inc. (2012 to present); Member of the Board of Trustees and President of The Andres Soriano Foundation, Inc. (1985 to present); Director of Phelps Dodge Philippines Energy Products Corporation (1997 to present), Phelps Dodge International Phils., Inc. (1997 to present); Graduate of Bachelor of Science Degree in Economics, Major in History, University of Pennsylvania, (1977).

ERNEST K. CUYEGKENG, age 75, Filipino, Director of the Company since 22 April 2009; Executive Vice President and Chief Financial Officer of the Company (1990 to present); President and Director of Phelps Dodge Philippines Energy Products Corporation (1999 to present), and Anscor Holdings, Inc. (2012 to present); Director (2008 to present) and President (since 2021) of Seven Seas Resorts and Leisure, Inc. ; KSA Realty Corporation (2001 to present), Prople, Inc. (2007 to present), Testech, Inc. (2003 to present), T-O Insurance (2008 to present), Sumifru, Singapore (2003 to present), and Philippine British Assurance Co. Inc. (Nov. 2011 to present); Chairman and Director of ArthaLand Corporation (2007 to present);

Member of the Board of Trustees of The Andres Soriano Foundation, Inc. (1990 to present); Member of the Management Association of the Philippines, Makati Business Club and Financial Executive Institute of the Philippines (FINEX); Graduate of De La Salle University, B.A. Economics and B.S. Business Administration, (1968), Masters Degree in Business Administration, Columbia Graduate School of Business, New York, (1970).

JOHNSON ROBERT G. GO, JR., age 55, Filipino, Director of the Company since 19 November 2019; Director of Universal Robina Corporation (May 5, 2005 to present), JG Summit Holdings, Inc. and Robinsons Land Corporation; President of the Dameka Trading, Inc., member of the Senior Advisory Board of Robinsons Bank Corporation and a Trustee of the Gokongwei Brothers Foundation, Inc. He received his Bachelor of Arts degree in Interdisciplinary Studies (Liberal Arts) from the Ateneo de Manila University.

OSCAR J. HILADO, age 84, Filipino, an Independent Director of the Company since 13 April 1998; Chairman of Philippine Investment Management (PHINMA), Inc. (January 1994 to present); Chairman of the Board & Chairman of the Executive Committee of Phinma Corporation; Vice Chairman of the Board of Phinma Property Holdings Corporation; Vice Chairman of Union Galvasteel Corporation (March 2017 to present), Director of Phil. Cement Corporation (July 2018 to present), Phinma Solar Energy Corporation (July 2017 to present); Phinma Hospitality, Inc. (July 2011 to present), Phinma Education Holdings, Inc. (March 2016 to present), Araullo University, Inc. (April 2004 to present), Cagayan de Oro College, Inc. (June 2005 to present), University of Iloilo, Inc. (August 2009 to present), University of Pangasinan, Inc. (August 2009 to present), Southwestern University (June 2016 to present), St. Jude College, Manila (January 2018 to present), Republican College (March 2020 to present), Rizal College of Laguna (October 2020 to present) Manila Cordage Corporation (1986 to present); Independent Director of Philex Mining Corporation (December 2009 to present), Metro Pacific Investments Corporation (May 2021 to present) Rockwell Land Corporation (May 2015 to present), Smart Communications, Inc. (May 2013 to present), Digital Telecommunications Philippines, Inc. (DIGITEL) (May 2013 to present), Roxas Holdings, Inc. (March 2016 to present), Seven Seas Resorts & Leisure, Inc. and Pamalican Resort, Inc. (May 2011 to present), Beacon Property Ventures, Inc. (December 1994 to present), Cebu Light Industrial Park, Inc. (February 1996 to present), Pueblo de Oro Development Corporation (February 1996 to present), United Pulp and Paper Company, Inc. (December 1969 to present). Graduate of De La Salle College (Bacolod), Bachelor of Science in Commerce (1958), Masters Degree in Business Administration, Harvard Graduate School of Business, (1962).

WILLIAM H. OTTIGER, age 54, Swiss, Senior Vice President and Corporate Development Officer (2013 to present); Treasurer of the Company (2018 to present); Director of Anscor International, Inc. (2021 to present); Director of Phelps Dodge International Philippines, Inc. (April 2016 to present); Director of Seven Seas Resorts and Leisure, Inc. (2019 to present); Director of ATRAM Trust Corporation (2019 to present); Director of ATR Asset Management, Inc. (2019 to present); Director of AG&P International Holdings Pte. Ltd. (2014 to 2022); Director of Prople Limited (2010 to present). Formerly CEO of Anscor Cirrus Medical Staffing, Inc. (USA), an Anscor portfolio investment sold in 2017; UBS Investment Bank, London (UK) and San Miguel Brewing Hong Kong Ltd. Graduate of Washington & Lee University, B.A. European History, (1990); London Business School, MBA, (2001).

ALFONSO S. YUCHENGCO III, age 62, Filipino, an Independent Director of the Company since 10 April 2019 to present; Director of Mapua Institute of Technology (1999 to present); Chairman of Testech, Inc. (2003 to present); Chairman of Prople, Inc. (2009 to present); Member of the Board of Trustees of Semiconductor and Electronics Industries in the Philippines, Inc. (2011 to present). He is a graduate of BS Asian Studies from De La Salle University (1981).

The following are the members of the Executive Committee, Audit Committee, Compensation Committee and Nomination Committee for the period April 14, 2021 to April 19, 2022

Executive Committee:

Mr. Andres Soriano III	Chairman
Mr. Eduardo J. Soriano	Vice Chairman
Mr. Oscar J. Hilado	Member
Mr. Ernest K. Cuyegkeng	Member
Mr. Jose C. Ibazeta	Member

Audit Committee:

Mr. Oscar J. Hilado	Chairman
Mr. Eduardo J. Soriano	Member
Mr. Jose C. Ibazeta	Member

Compensation Committee:

Mr. Oscar J. Hilado	Chairman
Mr. Andres Soriano III	Member
Mr. Alfonso S. Yuchengco III	Member

Nomination Committee:

Mr. Eduardo J. Soriano	Chairman
Mr. Oscar J. Hilado	Member
Mr. Alfonso S. Yuchengco III	Member

On April 20, 2022, the Board of Directors will elect the members of the different Board Committees during the Organizational Meeting of the Board of Directors to serve for the ensuing year.

The following are not nominees but incumbent officers of the Company:

LORNA PATAJO-KAPUNAN, age 69, Filipino, Corporate Secretary of A. Soriano Corporation (1998 to present); Senior Partner of Kapunan & Castillo Law Offices; Corporate Secretary, Roxas Holdings, Inc. (1995 to 2014), Central Azucarera de Don Pedro (February 1995), Central Azucarera de la Carlota (March 1996), Beverage Industry Association of the Philippines (February 1991 to present), Seven Seas Resorts & Leisure, Inc. (November 1990 to present), Pamalican Island Holdings, Inc. (1995 to present), iAcademy (2002 to 2011), Uni-President Phils., Inc. (2002 to present), Huntly Corporation (February 1992 to present), Palomino Resources, Inc. and Malate Pensionne, Inc. (2001 to 2014), Cuisine Exchange, Inc. and Culinary Innovators, Inc. (2001 to 2014), Jose M. Velero Corporation (2001 to 2014), Creative Concoctions, Inc. (2001 to 2014), Hotel Concepts, Inc. (September 2001 to present), Creative Hotel Concepts, Inc. (September 2001 to 2014), Culinary Events, Inc. (2001 to 2014), AH Distribution Corporation, Hotel & Resorts Trench, Inc. (2002 to 2014), It's About Taste (I'ATE), Inc. (2002 to 2014), Kitchen Alley, Inc. (2001 to 2014), Les Maitres Gourmands, Inc. (July 2001 to 2014); Traditional Financial Services Philippines, Inc. (2008 to present); Avaya Philippines, Inc. (2006 to present), Elixir Gaming Technologies Philippines, Inc. (2007 to 2008), Elixir Group Philippines, Inc. (2006 to 2008); Director of AMAX Holdings Limited (2008 to 2014), Corporate Secretary, Blessed Mary Mother of the Poor Foundation, Inc. (2014), Montemar Beach Club, Inc. (2013 to present), Philcomsat Communications Satellite Corporation (Philcomsat) (2013 to present), UNLAD Foundation (2015). Graduate of University of the Philippines College of Law, (1978); Seminar Courses: Japan Institute of Invention and Innovation (JIII) Tokyo (1997); National Institute on Humanitarian Law, San Remo, Italy (September 2005); Summer Course International Humanitarian Law, Magdalene College, Cambridge University, London UK (July 2010). Bar Examiner, Mercantile Law (1988). The Outstanding Women In The Nations Service (TOWNS) Awardee – Corporate Law (1995); Filipinas Women Network (FWN) Influential Women Award (2016); Columnist, Business Mirror "Legally Speaking"; Program Host/Commentator "Laban Para Sa Karapatan" DWIZ, 882 AM; Top 100 Lawyers in the Philippines (2019 to 2021); 2021 Corporate Int'l Global Awardee.

LORENZO D. LASCO, age 59, Filipino, Vice President (joined the group in 1997); Director and General Manager of Anscor Holdings, Inc. (2000 to present); Director of AFC Agribusiness Corp.; Project Manager at Seven Seas Resorts and Leisure, Inc. (Amanpulo); used to be connected with Ayala Land, Inc. (ALI); Graduate of the Asian Institute of Management, Masters in Business Administration (1989).

NARCISA M. VILLAFLOR, age 59, Filipino, Vice President and Comptroller of the Company since 19 April 2000; Treasurer of Seven Seas Resorts and Leisure, Inc., Pamalican Resort, Inc. and Anscor Holdings, Inc., The Andres Soriano Foundation, Inc., Pamalican Island Holdings, Inc., and Sutton Place Holdings, Inc.; Director of Anscor Consolidated Corporation and A. Soriano Air Corporation; Trustee of The Andres Soriano Foundation, Inc. Joined SGV (January 1985 to November 1989) and joined Anscor in December 1989; Graduate of University of the Philippines, Bachelor of Science in Business Administration and Accountancy (1984). Attended AIM Management Program (November 1996).

JOSHUA L. CASTRO, age 47, Filipino, Vice President (April 2017 to present) and Assistant Corporate Secretary of the Company; Assistant Corporate Secretary of Seven Seas Resorts and Leisure, Inc. and Island Aviation, Inc. (2006 to present); Corporate Secretary of Phelps Dodge Philippines Energy Products Corporation and The Andres Soriano Foundation, Inc. (2006 to present); and Anscor Holdings, Inc. (2012 to present), Tax Lawyer, SyCip Gorres Velayo & Co. (1999 to 2005); Graduate of San Beda College of Law (1999).

SALOME M. BUHION, age 49, Filipino, Assistant Vice President- Accounting (April 2017 to present) and Accounting Manager (January 1998 to April 2017) of the Company; Assistant Manager, Business System Division (Support Management Group), Equitable PCI Bank, (1997); Auditor, SyCip Gorres Velayo & Co. (1994 to 1997); Certified Public Accountant.

MA. VICTORIA L. CRUZ, age 57, Filipino, Assistant Vice President of the Company (April 2017 to present); Executive Secretary to the Chairman (September 1998 to March 2017). Ms. Cruz was formerly the Executive Assistant to the Head of Mission of the Embassy of Peru. She also worked with Shangri-La’s Mactan Island Resort, John Clements Consultants, Inc. and the Mandarin Oriental Hotel, Manila. She received a Bachelor of Science degree major in Business Management from De La Salle University in 1984.

(b) Resignation of Directors
Since the date of the last annual meeting, no incumbent Director has resigned or declined to stand for re-election to the Board of Directors due to disagreement with Management.

(c) Ownership Structure and Parent Company
The registrant has no parent company.

(d) Family Relationship
Andres Soriano III and Eduardo J. Soriano are brothers. There are no other family relationships known to the Company.

(e) Executive Officers and Significant Employees
There are no significant employees.

(f) Legal Proceedings
For the last five years and as of 31 January 2021, Management is not aware of any pending material legal proceeding i.e., bankruptcy petitions, convictions by final judgment, being subject to any order, judgment or decree or violation of a Securities or Commodities Law involving its nominees for directorship, executive officers and incumbent officers and directors.

(g) Certain Relationship and Related Transactions
There are no Management transactions during the year or proposed transactions to which the Company was or is to be a party, in which any of its Directors, nominees for election as Directors, Executive Officers, security holders owning more than 5% of the outstanding shares of the Company, or any member of the immediate family of any of the foregoing persons, have or is to have material interest.

Item 6: Compensation of Directors and Executive Officers

(a) As approved in 2004, Directors are paid a per diem of P20,000.00 per meeting attended and are given directors bonus representing no more than 1% of previous year's net income. Similarly, annual bonus, of no more than 3% of the preceding year's net income as well as salary increase of Executive Officers are approved by the Compensation Committee and the Board of Directors.

Name	**Principal Position**	**Compensation**		
		2020 Actual	**2021 Actual**	**2022 (Estimate)**
Andres Soriano III	Chairman & Chief Executive Officer			
Ernest K. Cuyegkeng	Executive Vice President & Chief Financial Officer			
William H. Ottiger	Senior Vice President, Treasurer & Corporate Development Officer			
Narcisa M. Villaflor	Vice President & Comptroller			
Lorenzo D. Lasco	Vice President			
Joshua L. Castro	Vice President & Assistant Corporate Secretary			
Salome M. Buhion	Assistant Vice President-Accounting			
Ma. Victoria L. Cruz	Assistant Vice President			
Salaries		P 53,937,950	P 53,769,244	P 62,140,675
Benefits		1,775,523	2,513,949	1,916,916
Bonus		57,400,000	-	78,800,000
Sub-Total Top Executive		113,113,473	56,283,193	142,857,591
Other Directors		18,914,286	5,402,857	24,567,143
Total		**P 132,027,759**	**P 61,686,050**	**P 167,424,734**

(b) Employment Contracts and Termination of Employment and Change-in Control Arrangements

All the Executive Officers are not subject of any employment contract. Neither are there any compensatory plans or arrangements with respect to the named Executive

Officers that will result from their resignation, retirement or any other termination or from change in control in the Company or change in the named Executive Officers' responsibilities following a change in control.

(c) Warrants and Options Outstanding
There are no warrants or options granted to the Directors, Chief Executive Officer, and other named Executive Officers.

Item 7: Independent Public Accountants

(a) SyCip Gorres Velayo & Co. (SGV) has been the Company's independent auditors since its establishment in 1946. They will again be nominated for reappointment and presented for approval by the stockholders during the stockholders' meeting as external auditors for the ensuing calendar year. Unless marked to the contrary, proxies received will be voted FOR the appointment of SGV as the independent auditors for the ensuing year. The Management recommends a vote FOR the appointment of SGV as independent auditors of the Company for the ensuing year.

(b) In compliance with SRC Rule 68 paragraph 3(b) (IV) (Rotation of External Auditors), the SGV audit partner, as of December 2019, is Ms. Dhonabee B. Señeres, who is on her third year of audit engagement.

(c) A representative of SGV is expected to be present at the Annual Meeting to respond to appropriate questions from the stockholders and to make a statement if so desired.

(d) The Company has no disagreement with its independent auditors on Accounting and Financial Disclosures and changes in Accounting and Financial Disclosures are included in the attached Notes to Financial Statements, if applicable.

(e) Audit and Audit Related Fees
The Company paid to its external auditors the following fees for the past two years:

Year	**Audit Fees**
2021	**P 1,320,000**
2020	P 1,320,000

The audit fees were evaluated and approved by the Audit Committee based on the scope of work of external auditors and the complexity of accounting and audit issues identified. There are no other fees paid to the external auditors for other assurance and related services.

(f) Tax Consultancy and Other Fees
The consultancy and other fees paid by the Company to SGV for the year 2021 amounted to P1,352,000.

Item 8: Compensation Plan

There are no matters or actions to be taken up in the meeting with respect to any compensation plan pursuant to which cash or noncash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9: Authorization or issuance of securities other than exchange

There are no matters or actions to be taken up with respect to authorization or issuance of securities.

Item 10: Modification or Exchange of Securities

There is no matter or action to be taken up for the modification or exchange of any class of the Company securities.

Item 11: Financial and Other Information

The audited financial statements as of December 31, 2021, Management's Discussion and analysis, market price of shares and dividends and other data related to the Companies' financial information are attached hereto as "Annex B".

1. Financial statements meeting the requirements of SRC Rule 68, as amended; (please see "Annex F", pages 1 to 82 of the Draft of the 2021 Audited Financial Statement attached hereto).
2. "Annex B", management discussion and analysis and plan of operation; and (please see pages 29 to 52 of the Preliminary Information Statement).
3. "Annex B", changes in and disagreements with accountants on accounting and financial disclosure. (please see page 52 of the Preliminary Information Statement).

Item 12: Mergers, Consolidation, Acquisitions, and Similar Matters
There is no action to be taken with respect to any transactions involving mergers, consolidation, acquisitions or similar matters.

Item 13: Acquisition or Disposition of Property

There is no action to be taken with respect to acquisition or disposition of any property.

Item 14: Restatement of Accounts

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of the new and amended Philippine Financial Reporting Standards (PFRSs) which became effective beginning 1 January 2021. There is no restatement of accounts to disclose.

D. OTHER MATTERS

Item 15: Action with Respect to Reports

The following reports/minutes shall be submitted for approval/ratification:

(a) Approval of Minutes of Annual Meeting of Stockholders on 14 April 2021

The Minutes of Annual Meeting of Stockholders of the Company held on 14 April 2021 ("Minutes") will be presented for approval of the stockholders. Such action on the part of the stockholders will not constitute approval or disapproval of the matters referred to in said Minutes since Stockholders' approval and action on those items had already been obtained in that meeting and subsequently carried out.

The Minutes and related records are available for inspection at the office of the Company during business hours. In addition, copies of the Minutes shall be posted at the meeting site.

Summary of the Minutes of 14 April 2021:

In the Annual Stockholders' Meeting the following were taken up:

1. Approval of the minutes of previous meeting.
2. Presentation of the Chairman and Chief Executive Officer's Message to Stockholders.
3. Election of members of the Board of Directors.
4. Approval of the continuation of Mr. Oscar J. Hilado to act as Independent Director and to serve as such if elected as one of the Directors of the Corporation:
5. Re-appointment of SGV & Co. as external auditors of the Corporation.
8. Ratification of all acts, contracts, investments and resolutions of the Board of Directors and Management since the last annual meeting.

In the organizational meeting that followed after the Stockholders' Meeting, the Executive Officers were re-elected and the members of the Audit Committee, Executive Committee, Compensation Committee, and Nomination Committee were re-appointed.

(b) Approval of 2021 Audited Financial Statements

The Audited Financial Statements of the Company for the period ended 31 December 2021 will be submitted for approval of the stockholders at the Annual Meeting.

SGV had examined the Financial Statements in accordance with generally accepted auditing standards and have expressed their opinion on the fairness of the presentation in their report to the Board of Directors and Stockholders of the Company. The information and representation in the Financial Statements are the responsibility of Company's Management.

(c) Ratification of All Acts, Contracts, Investments and Resolutions of the Board of Directors and Management since 14 April 2021 Meeting

As a matter of corporate policy, Management seeks the approval and ratification by the stockholders of all acts, contracts, investments and resolutions of the Board of Directors and Management since 14 April 2021. These are reflected in the Minutes of the meetings of the Board of Directors, in the regular reports and disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange, and in the 2021 Annual Report of the Company. For reference, attached herewith (**Annex A**) is a list of all the resolutions approved by the Board of Directors since February 18, 2021 which are the subject of ratification by the stockholders.

Item 16: Matters Not Required to be Submitted

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of the security holders.

Item 17: Amendment of Charter, By-laws or Other Documents

There is no action to be taken with respect to any amendment of the Company's Articles of Incorporation or By-laws.

Item 18: Other Proposed Actions

As indicated in the Notice of Annual Meeting of the Stockholders, the fourth item on the agenda is for approval of the shareholders for Mr. Oscar J. Hilado to continue to act as an independent Director of the Company. The Company is allowed to retain an independent Director who has served for more than nine years based on meritorious justification/s and provided shareholders' approval is secured.

The Company believes that there are meritorious justifications to retain Mr. Hilado as an independent Director. He has been an essential member of the Board of Directors, serving at the same time as the Chairman of the Audit and Compensation Committees of the Company. He is highly qualified and well respected in the business community and sits as independent director in the Boards of other companies. He has performed his role as independent Director with dedication and commitment. His insights, wisdom, and knowledge of the Company gained from his experience over the years will help the Company navigate new challenges in the years ahead. The retention of Mr. Hilado as independent Director will also preserve a well-balanced Board composition in terms of tenure. Mr. Yuchengco and Mr. Go, the other nominees for independent Directors were first elected as Directors in 2019 while Mr. Ottiger, another nominee for Director, is a first time nominee, thus, ensuring that the Board has fresh perspective from relatively new members. Because of the invaluable contribution of Mr. Hilado, the Company is unable to find a suitable replacement for him. Please refer to page 10 for his business experience.

Item 19: Voting Procedures

(a) All questions and elections shall be decided by majority vote of stockholders present and in proxy and entitled to vote thereat.

(b) Stockholders may vote during the 2022 ASM either (1) by Proxy or (2) by voting in absentia through our Online Stockholder Voting System.

1. Voting by Proxy:

   a. *Download and fill up the Proxy Form at https://www.anscor.com.ph/disclosures/proxy. The Chairman, or in his absence, the Vice-Chairman, the Chief Financial Officer or the Corporate Secretary is authorized to cast the votes pursuant to the instructions in the Proxy Form.*
   b. *Send a scanned copy of the executed Proxy Form by email to our Stockholder Relations Officer, Ms. Rose Reyes at rose.reyes@anscor.com.ph or at registration@anscor.com.ph.*

c. *The scanned copy of the executed Proxy Form should be emailed to above not less than ten (10) working days prior to the ASM or not later than 4 April 2022.*
d. *The hard copy of the signed Proxy Form should be delivered to: The Corporate Secretary, 7th Floor, Pacific Star Building, Gil Puyat Avenue corner Makati Avenue, Makati City.*

2. Voting in absentia through the Online Stockholder Voting System:

   a. *Follow the Registration and Participation/Attendance Procedure set forth above.*
   b. *Signify your intention to vote in absentia through the Online Stockholder Voting System by email to registration@anscor.com.ph not later than three (3) working days before the 2022 ASM or not later than 13 April 2022.*
   c. *Upon validation, the Company will send an email to the stockholder containing the link for the Online Stockholder Voting System and the instructions for casting votes in the Online Stockholder Voting System. Registered stockholders shall have until the adjournment of the ASM on 20 April 2022 to cast their votes.*
   d. *All agenda items indicated in the Notice of Meeting will be included in the Online Stockholder Voting System and the registered stockholder may vote as follows:*

      i. For items other than election of the Directors, the stockholder may vote: “For”, “Against”, or “Abstain”. The vote shall be considered as cast for all the stockholder’s shares.
      ii. For the election of Directors, the stockholder may vote for all the nominees, not vote for any of the nominees, or vote for some of the nominees only, in such number of shares as the stockholder may see fit, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of Directors to be elected.

   e. *Once voting is completed in the Online Stockholder Voting System, the stockholder shall proceed to click on the “Submit” button which shall complete the process. Once submitted, the stockholder may no longer change the votes cast. The votes cast in absentia will have equal effect as votes cast by proxy.*

Other Matters

As of the date hereof, there are no other matters which the Board of Directors intends to present or has reason to believe others will present at the meeting. If other matters come before the meeting, the proxy holders will vote in accordance with his best judgment with respect to such matters that are not known to the solicitors at a reasonable time before the solicitation is made.

The Company shall provide to the stockholders, without charge, on written request the Annual Report of the Company on SEC Form 17-A, and list of stockholders as of record date. All such requests for a copy of the Annual Report, and list of stockholders shall be directed to the Corporate Secretary, 7th Floor, Pacific Star Building, Makati Avenue corner Gil Puyat Avenue, Makati City, Philippines.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 28 March 2022.

LORNA PATAJO-KAPUNAN
Corporate Secretary

ANNEX A

Resolutions Approved During the Meetings of the Board of Directors of A. Soriano Corporation for the Period April 14, 2021 to February 23, 2022

1. Board Meeting held on April 14, 2021

1.1 RESOLVED, That the Board of Directors of A. Soriano Corporation by unanimous concurrence, submits herewith the Statement and Annual Report of the Chairman of the Board of Directors and President of the Corporation as its own Report to the Stockholders for the year ended December 31, 2020.

1.2 RESOLVED, as it is hereby resolved, that the Corporation through Anscor International, Inc. is hereby authorized to invest the amount of US$6.00 million in Asia Partners I LP under such terms and conditions as may be for the best interest of the Corporation.

RESOLVED, FURTHER, that Mr. Ernest K. Cuyegkeng is hereby authorized to sign any all documents that may be required to give full force and effect to this resolution.

1.3 RESOLVED, as it is hereby resolved, that the Integrated Annual Corporate Governance Report (I-ACGR) of the Corporation for the year 2020 pursuant to SEC Memorandum Circular No. 15, Series of 2017 is hereby approved.

1.4 RESOLVED, as it is hereby resolved, that the Corporation approved the upliftment of the Corporation's i-People, Inc. shares which are lodged with ATRAM Trust Corporation.

RESOLVED, FURTHER, that Mr. Ernest Kenneth S. Cuyegkeng, Executive Vice President and Chief Financial Officer, is hereby authorized to sign, execute and deliver, on behalf of the Corporation any and all documents as may be required to give full force and effect to this resolution.

2. Board Meeting held on July 21, 2021

2.1 RESOLVED, as it is hereby resolved, that the Corporation through Anscor International, Inc. is hereby authorized to invest the amount of US$835,278.00 in AP I Tycho Pte. Ltd. which will in turn invest in SCI under such terms and conditions as may be for the best interest of the Corporation.

RESOLVED, FURTHER, that Mr. Ernest K. Cuyegkeng is hereby authorized to sign any all documents that may be required to give full force and effect to this resolution.

2.2 RESOLVED, as it is hereby resolved, that the Board of Directors of the Corporation hereby approves the additional investment of Anscor International, Inc. in Wholesome Spirits, Inc. amounting to US$500,000.00.

3. Board Meeting held on November 17, 2021

RESOLVED, as it is hereby resolved, that there is hereby declared out of the surplus profits of the Corporation, a special cash dividend of Twenty Five Centavos (P0.25) per share on the common stock of the Corporation, payable on December 27, 2021, to all stockholders of record as of the close of business on December 3, 2021, and Mr. Ernest K. Cuyegkeng, the Corporation's Executive Vice President and Chief Financial Officer, is hereby directed and authorized to cause the payment of the said cash dividend on the specified date.

4. February 23, 2022

4.1 RESOLVED, as it is hereby resolved, that the audited Financial Statements of A. Soriano Corporation for the year ended December 31, 2021 is hereby approved.

4.2 The Board proceeded to approve the record date, proxy validation date and the date of the Annual Stockholders' Meeting as follows:

- i) Record Date – March 18, 2022
- ii) Proxy Validation Date – April 11, 2022
- iii) Date of Stockholders' Meeting – April 20, 2022

4.3 RESOLVED, as it is hereby resolved, that there is hereby declared out of the surplus profits of the Corporation, a regular cash dividend of Fifty Centavos (P0.50) per share on the common stock of the Corporation, payable on April 5, 2022, to all stockholders of record as of the close of business on March 11, 2022, and Mr. Ernest K. Cuyegkeng, the Corporation's Executive Vice President and Chief Financial Officer, is hereby directed and authorized to cause the payment of the said cash dividend on the specified date.

ANNEX B

MANAGEMENT REPORT

I. Brief Description of General Nature and Scope of the Business and Management's Discussion and Analysis of Operation

Description of General Nature and Scope of Business

A. Soriano Corporation ("Anscor") was incorporated on February 13, 1930.

Anscor is a Philippine holding company with diverse investments. Anscor's major investments are in Phelps Dodge Philippines Energy Products Corporation ("PDP Energy") which manufactures wire and cable products and Seven Seas Resorts and Leisure, Inc., owner of Amanpulo Resort. It has other investments in companies engaged in a wide range of activities in the Philippines including aviation, business process outsourcing and real estate. As a holding company, the principal sources of income for Anscor are: the share in net earnings of the companies in which it has investments, management fees, interest income, dividends and gains from the sale of investments, mainly the trading gain on marketable securities and bonds.

Growing the businesses is vital to Anscor's long-term success. The Company keeps a tight watch on the existing portfolio of businesses and new opportunities as they emerge.

As of 31st December 2021, the Company's consolidated total assets stood at ₱23.6 billion. For the year ended 31st December 2021, consolidated revenues of the Company amounted to ₱11.4 billion.

A. Soriano Corporation has the following direct/indirect subsidiaries/associates as of December 31, 2021:

Company	Ownership	Business	Jurisdiction
A. Soriano Air Corporation	100%	Rental	Philippines
Pamalican Island Holdings, Inc.	62%	Holding Company	Philippines
Island Aviation, Inc.	62%	Air Transport	Philippines
Anscor Consolidated Corporation	100%	Holding Company	Philippines
Anscor International, Inc.	100%	Holding Company	British Virgin Island
International Quality Healthcare Investment Ltd.	100%	Holding Company	British Virgin Island

Company	Ownership	Business	Jurisdiction
IQ Healthcare Professional Connection, LLC	93%	Inactive	USA
Prople Limited, Inc.	32%	Business Processing & Outsourcing	Hongkong
Prople, Inc.	32%	Business Processing & Outsourcing	Philippines
AG&P International Holdings, Pte Ltd.	21%	Modular Steel Engineering / LNG Construction	Singapore
Anscor Holdings, Inc.	100%	Real Estate Holding	Philippines
Akapulko Holdings, Inc.	100%	Real Estate Holding	Philippines
Lakeroad Corporation	100%	Real Estate Holding	Philippines
Mainroad Corporation	100%	Real Estate Holding	Philippines
Makatwiran Holdings, Inc.	100%	Real Estate Holding	Philippines
Makisig Holdings, Inc.	100%	Real Estate Holding	Philippines
Malikhain Holdings, Inc.	100%	Real Estate Holding	Philippines
Mountainridge Corporation	100%	Real Estate Holding	Philippines
Rollingview Corporation	100%	Real Estate Holding	Philippines
Timbercrest Corporation	100%	Real Estate Holding	Philippines
Sutton Place Holdings, Inc.	100%	Holding Company	Philippines
Phelps Dodge International Philippines, Inc.	100%	Holding Company	Philippines
Minuet Realty Corporation	100%	Landholding	Philippines
Phelps Dodge Philippines Energy Products Corporation	100%	Wire Manufacturing	Philippines
PD Energy International Corporation	100%	Wire Manufacturing	Philippines
Summerside Corporation	100%	Holding Company	Philippines
AFC Agribusiness Corporation	81%	Agricultural Land Holding	Philippines
Seven Seas Resorts and Leisure, Inc.	62%	Villa Project Development	Philippines
Pamalican Resort, Inc.	62%	Resort Operations	Philippines
Vicinetum Holdings, Inc.	32%	Holding Company	Philippines
Fremont Holdings, Inc.	26%	Real Estate Holding	Philippines
ATRAM Investment Management Partner Corp.	20%	Asset Management	Philippines
KSA Realty Corporation	14%	Realty	Philippines

Below are the Key Performance Indicators of the Group:

Over the last years, consolidated revenues and net income from operations are as follows (in thousand pesos except earnings per share):

	Years Ended December 31		
	2021	2020	2019
REVENUES			
Sale of goods – net	**₱8,751,667**	₱6,448,195	₱8,208,375
Services	**1,013,454**	767,570	1,342,390
Dividend income	**399,429**	259,109	373,587
Interest income	**53,534**	82,204	124,478
	10,218,084	7,557,078	10,048,830
INVESTMENT GAINS (LOSSES)			
Gain (loss) on increase (decrease) in market values of FVPL investments	**1,124,061**	(76,521)	1,151,784
Gain on sale of FVOCI investments	**532**	1,150	11,860
	1,124,593	(75,371)	1,163,644
EQUITY IN NET EARNINGS (LOSSES) AND IMPAIRMENT LOSS ON INVESTMENTS IN ASSOCIATES	**11,410**	(598,006)	(517,090)
TOTAL	**11,354,087**	6,883,701	10,695,384
INCOME BEFORE INCOME TAX	**2,917,745**	460,045	2,367,750
PROVISION FOR INCOME TAX	**380,152**	291,320	429,373
NET INCOME	**2,537,593**	168,725	1,938,377
OTHER COMPREHENSIVE INCOME (LOSS)	**176,601**	(189,753)	(101,982)
TOTAL COMPREHENSIVE INCOME (LOSS)	**₱2,714,194**	(₱21,028)	₱1,836,395
Net Income Attributable to:			
Equity holders of the Parent	**₱2,504,080**	₱165,647	₱1,843,615
Noncontrolling interests	**33,513**	3,078	94,762
	₱2,537,593	₱168,725	₱1,938,377
Total Comprehensive Income (Loss) Attributable to:			
Equity holders of the Parent	**₱2,680,681**	(₱24,106)	₱1,741,633
Noncontrolling interests	**33,513**	3,078	94,762
	₱2,714,194	(₱21,028)	₱1,836,395

(Forward)

	Years Ended December 31		
	2021	2020	2019
Earnings Per Share			
Basic/diluted, for net income attributable to equity holders of the Parent	**₱2.04**	₱0.13	₱1.53
Basic/diluted, for total comprehensive income (loss) attributable to equity holders of the Parent	**₱2.18**	(₱0.02)	₱1.44

Financial Performance in 2021

Anscor registered a net income of P2.5 billion in 2021, a significant improvement from the P165.6 million net profit posted in 2020.

Despite the challenges, Phelps Dodge Philippines Energy Products Corporation generated a record net profit of P909.9 million and Seven Seas Resorts and Leisure, Inc. reported a net income of P77.7 million.

The Philippine Stock Exchange Index ended the year on par with last year's level. Nevertheless, Anscor's domestic investment portfolio generated a gain of P1.8 billion, driven by a 62% increase in market value of the International Container Terminal Services, Inc. Overall, Fair Value through Profit and Loss investments gained P1.1 billion for the year, from a loss of P76.5 million for 2021.

With the easing of pandemic restrictions and strong company profits, the Company expect that the economy will continue to improve in 2022.

Higher dividend income, foreign exchange gains and equity in net earnings were registered during the year. The prospects for Anscor's investments in domestic and foreign private equities remain strong.

Anscor paid a total cash dividend of P0.75 per share in 2021: P0.50 per share on April 14, 2021, and P0.25 per share on December 27, 2021. The Company's book value per share increased from P15.23 to P16.67 as of December 31, 2021.

The Soriano Group Operations

PHELPS DODGE INTERNATIONAL PHILIPPINES, INC. (PDP)

The year 2021 started with optimism that the effects of COVID-19 on public health and the economy would be resolved as vaccines arrived. As such, PDP saw a resurgence of orders in the first quarter of 2021 as customers rushed to complete their delayed projects and to begin new ones.

With infection rates increasing again and another lockdown imposed at the start of the third quarter, business slowed, affecting the company's growth trajectory for the year.

Despite the slowdown in the second half, the business-to-business segment continued to be strong. PDP's vision to provide the best solutions to meet the electrical requirements of customers included new innovative products that help clients to reduce costs and a fast response system to meet their needs.

The Company's focus on the communication and energy sector were rewarded with a large increase in orders, offsetting the slowdown in the commercial sector.

PDP's retail side saw a reduced demand. Sales were higher than last year but were below expectations. Many small and medium projects were put on hold due to the sudden surge in copper prices and the rise in construction material costs.

The company faced multiple challenges throughout the year. The worldwide supply disruption delayed delivery of materials to some customers. To solve this, the company increased its purchase of copper and other critical materials and parts. Though higher metal costs increased PDP's working capital requirements, the company's strong balance sheet enabled it to meet its needs.

COVID-19 infections rose in the third quarter, affecting PDP's workforce and challenging the scheduling process and to their credit, they were able to rise to the challenge.

While sales were marginally higher in 2021, and below pre-pandemic levels, higher metal costs and selling prices enabled the company to post profits of P909.9 million.

To prepare for the economy's return to pre-pandemic levels in the second half of 2022 or in early 2023, the company continued to expand its production capacity and infrastructure, increase its investments in promotion and marketing activities, and enable critical management development.

PDP will continue to ensure the safety and wellness of its workforce through the consistent implementation of strict health and safety protocols to minimize if not totally eliminate work disruptions due to the pandemic and accidents.

SEVEN SEAS RESORTS AND LEISURE, INC. (OWNER OF AMANPULO RESORT)

Amanpulo continued to gain momentum in the domestic market through its partnerships, new product offerings, and absolute focus on health and safety of guests, team members, and communities. Occupancy improved from 36.9% to 40.0%. In 2021, revenues reached P836.1 million from P646.3 million, and consolidated net income rose to P77.7 million from a break even in 2020.

A webpage for local offers was launched, supported by sustained social media advertisements and direct mail campaigns. The Resort has become a favorite venue for weddings.

The company began constructing five new premium beach pool casitas that will expand the Resort's product offering.

Amanpulo was officially certified for ISO 22000:2018 FMS, a globally recognized food safety standard, and is one of just six hotels in the Philippines to achieve this feat. Amanpulo's Marine Conservation Program reached its targeted hatchlings for the year, increased coral rejuvenation and saw the area's fish population rise. The island will continue with its commitment to the sustainability of its surrounding sea and island communities.

Amanpulo received the citation as the "Best Ever Hotel Worldwide" in the January 2021 edition of the Gallivanter's Guide while Destination Deluxe Magazine awarded Amanpulo third place as the "Private Island of the Year." World Travel Awards named the resort "Asia's Leading Private Island Resort 2021," the "Philippines' Leading Luxury Hotel Villa 2021" and the "Philippines' Leading Private Island Resort 2021." For the second consecutive year, Amanpulo won as the "Philippines' Best Resort Spa 2021" in the World Spa Awards.

ATRAM INVESTMENT MANAGEMENT PARTNERS CORPORATION (ATRAM)

ATRAM performed strongly in 2021 as its assets under management (AUM) increased to P174.0 billion, a 33% growth from the previous year. The increase in AUM was attributed to positive net fund inflows of P30.0 billion, driven by strong client interest in global fund products. ATRAM Group's revenues jumped by 57% to P727.0 million in 2021 from P463.0 million in 2020.

ATRAM, in collaboration with its affiliate Seedbox, launched four new funds on GCash through GInvest, the investment platform that gives Filipinos access to fund products for low investment amounts. Through this collaboration, ATRAM's retail client base increased to over one million active investors at the end of 2021.

The company raised brand awareness and launched digital marketing initiatives by holding the Finspire Summit, one of the largest online investment conferences in the Philippines.

The Asian Investor awarded ATRAM as the “Best Local Fund House in the Philippines” for 2021, its fourth award of this kind in the last seven years. The company was recognized as the “Fastest Growing Fund Management Company” in the 2021 Global Banking and Finance Awards and received the “Most Innovative Mutual Fund Offerings” award from The Global Economics Awards 2021.

ATRAM continued to target its digital transformation. System upgrades and application development began in 2021. These are ready to extend its reach through various contact channels with a wide selection of investment solutions and an enhanced digital experience.

KSA REALTY CORPORATION (owner of the Enterprise Center)

Office leasing in the Philippines shrunk amid the COVID-19 pandemic, the extension of the work-from-home setup in many companies and the uncertainties posed by upcoming elections.

After careful review, some concessions were granted to tenants of The Enterprise Center (TEC) who sustained losses due to their inability to operate at optimal rates.

TEC’s average effective rent increased from P1,502 per sq.m. in 2020 to P1,539 per sq.m. in 2021. Despite this, operating income decreased in 2021 as average occupancy during the year fell to 80%, as compared to last year’s 95%. Net income stood at P1.3 billion.

KSA declared P1.3 billion in dividends in 2021, of which P185.6 million was paid to Anscor.

STARTUP AND PRIVATE EQUITY VENTURES

A portion of the Company’s assets is dedicated to private equity funds and early-stage opportunities.

Anscor began investing in ***Y-mAbs Therapeutics, Inc.*** in 2015 and it was listed on the Nasdaq (Ticker: YMAB) in 2018. Y-mAbs is a clinical stage biopharmaceutical company focused on developing and commercializing novel, antibody-based therapeutic products to treat cancer.

Y-mAbs has an advanced product pipeline, including two pivotal-stage product candidates, naxitamab and omburtamab. Naxitamab received its first approval from the US Food and Drug Administration in November 2020 and a second approval is expected in 2022. After performing extremely well in 2020, Y-mAbs stock price fell dramatically in 2021, along with the wider biotech sector.

The Company invested US$5.0 million in ***Macquarie ASEAN Technology Investments Holdings II LP*** in 2018, a special-purpose vehicle invested exclusively in shares of Grab Holdings, Inc. Grab is the leading on-demand transportation and food delivery provider in Southeast Asia with a leading market share in seven countries, including the Philippines.

In December 2021, Grab was listed on the Nasdaq via a special purpose vehicle. At the end of December 2021, Anscor reported an increase in value of this investment of P129.5 million.

Anscor has committed US$20.0 million to ***Navegar I LP***, ***Navegar II LP*** and ***Sierra Madre Philippines I LP***, three Philippine-focused private equity funds. Investments are diversified across e-commerce, business process outsourcing, information technology, casual dining, logistics, and education.

In March 2021, Anscor committed US$6.0 million to ***Asia Partners LP***, a Singapore-based private equity fund focused on high growth technology and technology enabled companies across Southeast Asia.

<u>Other Information</u>

Except as discussed above, disclosures of the following information are not applicable for the registrant and its subsidiaries:

Business Development

- Bankruptcy, receivership or similar proceedings
- Material reclassification, merger, consolidation or purchase or sale of a significant amount of asset

Business of the Issuer

- Distribution methods of the products or services
- Status of any publicly-announced new product and services
- Competition
- Transaction with and/or related parties (except those disclosed in the notes to financial statements)
- Patents, trademarks, copyrights, licenses, franchises, royalty, etc.
- Need for any government approval of principal products and services
- Effect of existing or probable governmental regulations on the business
- The amount spent on development activities and its percentage to revenues during each of the last three years.

Anscor and its subsidiaries are not aware of any major risks involved in their businesses.

Components of financial soundness and indicators of the Group are shown in Annex E of this report.

The following are the key performance indicators for the Parent Company (In thousand pesos except earnings per share and market price per share):

	Periods ended December 31	
	2021	2020
Revenues (excluding investment gains or losses)	**1,466,407**	1,599,751
Investment Gains (Losses)	**1,984,265**	(730,936)
Net Income	**3,359,704**	569,610
Total Comprehensive Income	**3,402,617**	569,407
Earnings Per Share		
Net Income	**1.34**	0.23
Total Comprehensive Income	**1.36**	0.23
Market Price Per Share (PSE)	**7.95**	6.60

<u>The Key Financial Indicators of the Major Subsidiaries are the following:</u>

PDP Energy and PDIPI

In Million Pesos

	12/31/2021	12/31/2020	12/31/2019
1. Net sales	**8,752**	6,448	8,208
2. Gross profit	**1,603**	1,366	1,546
3. Net income	**910**	692	804

Seven Seas Group

In Million Pesos

	12/31/2021	12/31/2020	12/31/2019
1. Occupancy rate	**40.0%**	36.9%	54.2%
2. Hotel revenue	**836.1**	646.3	1,140.9
3. Gross operating profit (GOP)	**327.8**	207.3	537.3
4. GOP ratio	**39.2%**	32.1%	47.1%
5. Resort net income	**64.6**	(9.5)	223.6
3. Lease net income	**13.1**	13.9	12.5
4. Consolidated net income	**77.7**	4.3	236.1

Occupancy rate is based on actual room nights sold over room nights on a 12-month period. Hotel revenues include rooms, food and beverage and other ancillary services. GOP is total revenues less direct costs and GOP ratio is GOP over total hotel revenues.

Outlook

Anscor has adapted to the times of the pandemic and there is a growing optimism that a real recovery has begun, with many economists projecting growth in the mid-single digits. Higher vaccination rates, the transition to a new national dispensation in mid-2022 and expected stimulus of the economy, all bode well for the future.

The fundamentals of each Anscor subsidiary will continue to see it through in 2022. PDP will benefit from a recovery in growth, Amanpulo expects to welcome back foreign guests very soon, and a return to in-person work augurs well for occupancy in The Enterprise Center.

Anscor's balanced portfolio of operating and financial assets, liquidity and efficient operations will continue to reward shareholders with steady income.

Employees

The Company and the Group as of December 31, 2021, has 22 and 664 employees, respectively. Breakdowns are as follows:

	Parent	Subsidiaries	Group
Management	10	173	183
Rank and file	12	491	503
TOTAL	**22**	**664**	**686**

- The Company and the Group were not subjected to any employees' strike in the past three years nor were there any threatening strike for the ensuing year.
- Employees of the Group are not subject to Collective Bargaining Agreement (CBA).
- The Group provides various employee benefits including health care and retirement benefits and has enjoyed good labor relations in the past.

Properties

Anscor owns and maintains its office at 7th Floor, Pacific Star Building in Makati City with approximately 2,000 square meters. Also, the company owns office unit A and D, 8th Floor, at 8 Rockwell, Hidalgo Drive, Rockwell Center, Makati City.

Information regarding properties of major subsidiaries and affiliates are:

- PDP Energy plants are situated on an 18.4 hectare property owned by Phelps Dodge's wholly owned subsidiary, Minuet Realty Corporation in the Luisita Industrial Park in San Miguel, Tarlac.
- Seven Seas owns a 40-room resort in Pamalican Island, called Amanpulo. This covers about 75 hectares of land, with 40 room casitas of about 65 sq. meter each and back of house facilities to service its power and water and staff house requirements. Additional 62 villa rooms are available for rent under the management agreement executed by PRI and the villa owners as of December 31, 2021.
- AHI has interests in land covering an area of approximately 111.39 hectares in Berong, Palawan, 24.1 hectares in San Vicente, Palawan and parcels of land with a total area of 36.9 hectares in Cebu. Also, AHI owns 1.27 hectare properties in Puerto Princesa.
- AFC Agribusiness has 97.4 hectares of land in Guimaras.

Other Information:

- The registrant is not involved in lease contracts requiring it to pay substantial amount of rental fees.
- There were no commitments for major capital expenditures or acquisitions of properties in the next twelve months.

Financial Condition

There was no other significant change in the Company's Consolidated Balance Sheet as of December 31, 2021 versus December 31, 2020.

The discussions below were based on the consolidated balance sheet of the Company and its subsidiaries as of December 31, 2021 and 2020.

Cash and Cash Equivalents

The decrease in cash and cash equivalents can be attributed to net cash used in investing activities and financing activities partially offset by cash generated from operating activities.

(Please see attached consolidated cash flow statements for detailed analysis of cash movements.)

Fair Value Through Profit and Loss (FVPL) Investments

The increase in the account can be attributed to the P1.1 billion increase in market value of local traded shares and foreign denominated investment in bonds, stocks and funds. Net addition for the period amounted to P458.4 million and unrealized foreign exchange gain related to foreign denominated investments amounted to P72.6 million.

Receivables

The increase in receivables was mainly due to improved revenues of the wire manufacturing business and resort operation.

Inventories

The increase was due to higher level of finished goods and raw materials inventories of the wire manufacturing subsidiary and higher spare parts and supplies of the aviation subsidiary.

Prepayments

Increase in this account can be attributed mainly to prepaid expenses related to manufacturing and resort operations.

Other Current Assets

Change in the account balance can be attributed to the increase in prepaid taxes of the resort.

Fair Value Through Other Comprehensive Income Investments (FVOCI) – noncurrent

Net decrease in this account amounted to ₱47.7 million. The decrease can be attributed to net disposal of ₱47.5 million and the decline in market value of the FVOCI investments of P2.7 million, partially offset by unrealized foreign exchange gain of ₱2.5 million.

Notes Receivable

The decrease was attributable to the collection of advances by the Parent company to Anscor Retirement Trust Fund.

Investments and Advances

The increase in investments and advances was mainly due to share in the equity earnings of the associates amounting to P11.4 million.

Property, Plant and Equipment - net

Increase amounted to P63.6 million due to additions to property and equipment of ₱340.1 million that was mainly attributable to capital expenditures of the manufacturing, resort and aviation subsidiaries, reduced by depreciation charged to operations amounting to P276.6 million.

Investment Properties - net

Decrease was mainly due to depreciation amounting to P14.7 million and impairment losses of P24.8 million, partially offset by additions to properties of P3.9 million.

Retirement Plan Assets

Change in the retirement plan asset arises mainly from fair value adjustments of the underlying assets of the retirement plan of the Group.

Deferred Tax Assets

Decrease in the account was mainly due to the deferred tax effect on the reversal of foreign exchange loss of the parent company.

Right-of-Use-Assets

With the adoption of PFRS 16, Leases, the manufacturing subsidiary as a lessee recognized asset representing the right to use the asset/property during the lease term. The decrease was mainly due depreciation of the right-of-use-assets.

Other noncurrent assets

Change in the account balance can be attributed to the increased in deposits to suppliers related to capital expenditure requirements of the resort.

Accounts Payable and Accrued Expenses

The increase was mainly attributable to the recorded liabilities to the suppliers of the resort and wire manufacturing subsidiaries as a result of increased volume of their businesses.

Dividends Payable

Dividends payable represents mainly dividend checks that were returned by the post office and which remained outstanding as of December 31, 2021 due to problematic addresses of some of the Company's stockholders. Last cash dividend payment of P0.25 per share to shareholders was on December 27, 2021.

Lease Liability (current and noncurrent)

With the adoption of PFRS 16, Leases, the manufacturing subsidiary as a lessee recognized a liability for future lease payments. The amount of lease liabilities was reduced by the payments made in 2021.

Income Tax Payable

Movement in the account was attributable to tax provision of the resort, aviation and wire manufacturing subsidiaries for 2021, partially offset by income taxes paid during the year by the Group. The reduction of the income tax rate from 30% to 25% contributed to the decrease in income tax payable of the Group.

Long-term Debt (current and noncurrent)
The decrease in the account can be attributed to P151.4 million loan paid by PDP.

Deferred Income Tax Liabilities
Increase in the account was mainly due to the deferred tax effect of unrealized increase in market value of FVPL investments and unrealized foreign exchange gain.

Retirement Benefits Payable
Decrease resulted mainly from payment of contribution to the plan.

Other noncurrent liabilities
Slight decrease in the account balance was mainly due to collection of the resort from villa owners for future facilities.

Cumulative Translation Adjustment (CTA)
This account includes translation adjustments of Anscor International, Inc., and IQHPC. Due to the appreciation of US$ vis-à-vis Philippine peso, CTA balance increased by P126.9 million.

Unrealized valuation gain on FVOCI investments (equity portion)
Decrease in the account is attributable to the decline in market values of FVOCI investments, mainly bonds, from January 1 to December 31, 2021.

Remeasurement on Retirement Benefits
Movement in the account was mainly due to the increase in fair value of the underlying assets under the retirement plan.

Noncontrolling Interest (equity portion)
Increase was mainly due to share of minority shareholders in the net income of the resort and aviation subsidiaries for the year 2021.

Others
There were no commitments for major capital expenditures in 2021.

Results of Operation

Management is not aware of any known trends, events or uncertainties except for political and market uncertainties that may have material impact on the Company's recurring revenues and profits.

The discussions below were based on the consolidated results of the Company and its subsidiaries for the year ended December 31, 2021 as compared to consolidated results for the year ended December 31, 2020:

Revenues

This year's consolidated gross revenues of P11.4 billion was higher from last year's revenue of P6.9 billion due to improved market value of FVPL investments and higher revenues of the resort and the wire manufacturing operations despite the community quarantine due to COVID-19 pandemic.

Cost of Goods Sold

Increase in cost of goods sold was mainly attributable to higher copper cost of the wire manufacturing subsidiary and increased volume of products sold.

Services Rendered

Increase in cost of services rendered was due to higher occupancy rate of the resort subsidiary.

Operating Expenses

The Group reported an increase in operating expenses for 2021 due to higher volume of business of the manufacturing and resort subsidiaries, offset by lower operating cost of the parent company.

Interest Expense

Interest expense in 2021 was lower than 2020 due to payment of loan by PDP.

Foreign Exchange Gain (loss)

Due to the depreciation of peso vis-à-vis dollar, the parent company reported foreign exchange gain on its foreign currency denominated investments in financial assets.

Provision for Income Tax - Net

Movement in the account was mainly due to the higher provision for deferred income tax of the parent company for the increase in market value of its FVPL investments and rise in unrealized foreign exchange gain.

Year Ended December 31, 2020 Compared with Year Ended December 31, 2019 (as reported in 2020 SEC 17-A)

Revenues

This year's consolidated gross revenues of P6.9 billion were significantly lower than the last year's revenues of P10.7 billion mainly due to decrease in market value of FVPL investments of P76.5 million vs a gain of P1.2 billion in 2019. Revenues of the resort and wire manufacturing operations were lower than last year as a result of community quarantine imposed by the Government due to COVID-19 pandemic, while share in net losses of associates amounting to P598.0 million was higher as compared to P517.1 million in 2019. Dividend income also decreased from P373.6 million to P259.1 million.

Cost of Goods Sold

Decrease in cost of goods sold was mainly attributable to decline in volume sold by the wire manufacturing subsidiary.

Services Rendered

Decrease in cost of services rendered was mainly due to lower occupancy rate of the resort subsidiary this year versus last year.

Operating Expenses

The Group reported a decrease in operating expenses for 2020 mainly due to lower overhead of the subsidiaries due to the quarantine imposed in 2020 due to COVID-19. Lower salaries, advertising and promotion, delivery and utilities cost were reported in 2020.

Interest Expense

Amount in 2020 was lower than 2019 due to payment of long-term loan by the Parent Company and PDP.

Foreign Exchange Gain (loss)

Due to the depreciation of dollar vis-à-vis peso, the parent company reported foreign exchange loss on its foreign currency denominated investments in financial assets.

Provision for Income Tax - Net

The tax provision of the resort and wire manufacturing subsidiaries for 2020 decreased due to lower profits.

Year Ended December 31, 2019 Compared with Year Ended December 31, 2018 (as reported in 2019 SEC 17-A)

Revenues
This year's consolidated gross revenues of P10.7 billion was higher than last year's revenue of P9.8 billion, mainly due to the gain on increase in market value of FVPL investments of P1.2 billion vis-à-vis a gain of P33.5 million in 2018. Also, the dividend income of the Parent Company was higher in 2019.

Cost of Goods Sold
Decrease in cost of goods sold was mainly attributable to lower cost of goods of the wire manufacturing subsidiary.

Services Rendered
Increase in cost of services rendered can be attributed to higher cost of services of resort operation, mainly energy costs.

Operating Expenses
The Group reported higher operating expenses mainly due to increased overhead of the resort and manufacturing subsidiaries.

Interest Expense
Amount in 2019 was lower than 2018 due to payment of long-term loan by the Parent Company and PDP.

Foreign Exchange Gain (Loss) - Net
Due to the appreciation of Peso vis-à-vis US Dollar, the Parent Company reported higher foreign exchange loss on foreign-currency denominated investment in financial assets offset by foreign exchange gain on its dollar-denominated loan.

Provision for Income Tax - Net
The current provision for income tax of the Group increased primarily due to higher taxable income of PDP which reported improved profits for 2019.

Changes in Accounting Policies
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new accounting standards effective as at January 1, 2021. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Adoption of these new standards did not have an impact on the consolidated financial statements of the Group.

- Amendment to PFRS 16, *COVID-19-related Rent Concessions beyond 30 June 2021*

  The amendment provides relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if it meets all of the following criteria:

  - The rent concession is a direct consequence of COVID-19;
  - The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;
  - Any reduction in lease payments affects only payments originally due on or before
  - June 30, 2022; and
  - There is no substantive change to other terms and conditions of the lease.

  A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

  The amendment is effective for annual reporting periods beginning on or after April 1, 2021. Early adoption is permitted.

  The Group adopted the amendment beginning April 1, 2021.

- Amendments to PFRS 9, PAS 39, PFRS 7, PFRS 4 and PFRS 16*, Interest Rate Benchmark Reform - Phase 2*

  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):

  - Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  - Relief from discontinuing hedging relationships
  - Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

  The Group shall also disclose information about:

  - The nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
  - Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

The Group adopted the amendments beginning January 1, 2021.

Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2022

- Amendments to PFRS 3*, Reference to the Conceptual Framework*

  The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The amendments added an exception to the recognition principle of PFRS 3, Business Combinations to avoid the issue of potential 'day 2'gains or losses arising for liabilities and contingent liabilities that would be within the scope of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets or Philippine-IFRIC 21, Levies*, if incurred separately.

  At the same time, the amendments add a new paragraph to PFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*

  The amendments prohibit entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss.

  The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

  The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 37, *Onerous Contracts - Costs of Fulfilling a Contrac*t

  The amendments specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach".

The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

- *Annual Improvements* to PFRSs 2018-2020 Cycle

    - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*

      The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

      The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

    - Amendments to PFRS 9, *Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities*

      The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those 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. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

      The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendments are not expected to have a material impact on the Group.

    - Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

      The amendment removes the requirement in paragraph 22 of PAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of PAS 41.

An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2023

- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

  The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

  The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense).

  An entity applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented for annual reporting periods on or after January 1, 2023.

- Amendments to PAS 8*, Definition of Accounting Estimates*

  The amendments introduce a new definition of accounting estimates and clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, the amendments clarify that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors.

  An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*
  The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

  - Replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies, and
  - Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

  The amendments to the Practice Statement provide non-mandatory guidance. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2024

- Amendments to PAS 1, Classification of Liabilities as Current or Non-current
  The amendments clarify paragraphs 69 to 76 of PAS 1, Presentation of Financial Statements, to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

  - What is meant by a right to defer settlement
  - That a right to defer must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

  The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. However, in November 2021, the International Accounting Standards Board (IASB) tentatively decided to defer the effective date to no earlier than January 1, 2024.

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

<u>Other Financial information</u>

- There are no material events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

- There are no off-balance sheet transactions, arrangements, obligations including contingent obligations, and other relationships of the Company with unconsolidated entities or other persons created during the year.

- There were no commitments for major capital expenditures in 2021 and onwards.

- The management has no knowledge of known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenue or income from continuing operations.

- There are no seasonality or cyclicality trends in the business that would have material effect on the Company's result of operations and financial condition.

- There is no other change in composition of the registrant, no restructuring, except the business combination mentioned above.

- There is no other material event subsequent to the reporting period that has not been reflected in the financial statements.

Financial Statements

1. The financial statements were presented using the classified balance sheet format in accordance with the Philippines Financial Reporting Standards (PFRS).

2. The financial statements were prepared in accordance with the disclosures required by SRC Rules 68 and 68.1, current PFRS/IAS.

3. The consolidated financial statements included disclosures with regards to new accounting standards that the Company and its subsidiaries adopted.

Audited Financial Statements

The audited Financial Statements as of 31 December 2021 and the Statement of Management Responsibility are attached to the Preliminary Information Statement.

II. Changes in and Disagreement with Accountants on Accounting and Financial Disclosure

The Company has no disagreement with its independent auditors on Accounting and Financial Disclosures and changes in Accounting and Financial Disclosures that are included in the attached Notes to the Financial Statements, if applicable.

III. External Audit Fees

SyCip Gorres Velayo & Co. (SGV) has been the Company's independent auditors since its establishment in 1946. They will again be nominated for reappointment and presented for approval by the stockholders during the stockholders' meeting as external auditors for the ensuing calendar year. Unless marked to the contrary, proxies received will be voted FOR the appointment of SGV as the independent auditors for the ensuing year. The Management recommends a vote FOR the appointment of SGV as independent auditors of the Company for the ensuing year.

In compliance with SRC Rule 68 paragraph 3(b) (IX) (Rotation of External Auditors), the SGV audit partner, as of December 2019, is Ms. Dhonabee B. Señeres, who is on her third year of audit engagement.

A representative of SGV is expected to be present at the Annual Meeting to respond to appropriate questions from the stockholders and to make a statement if so desired.

Audit and Audit Related Fees

The Company paid to its external auditors the following fees for the past two years:

Year	**Audit Fees**
2021	**P 1,320,000.00**
2020	P 1,320,000.00

The audit fees were evaluated and approved by the Audit Committee based on the scope of work of external auditors and the complexity of accounting and audit issues identified. There are no other fees paid to the external auditors for other assurance and related services.

Tax Consultancy and Other Fees

Tax consultancy and other fees paid by the Company to SGV for the year 2021 amounted P1,352,000.

IV. Market Price of Shares and Dividends

The Principal Market where the registrant's Common equity is traded:

Philippine Stock Exchange
Latest Market Price – 28 February 2022

Previous close	**High**	**Low**	**Close**
8.45	8.50	8.40	8.50

The following are the high and low sale prices of the shares of the Company for each quarter within the last two fiscal years:

	2021		**2020**	
Quarter	**High**	**Low**	**High**	**Low**
First	**7.80**	**6.00**	6.71	5.70
Second	**7.10**	**6.37**	6.26	5.90
Third	**7.50**	**6.10**	7.95	6.00
Fourth	**8.00**	**6.81**	8.50	6.20

Source: PSE Report

The total number of stockholders/accounts as of 28 February 2022 is 11,067 holding 2,500,000,000 shares of common stock and 1 stockholder holding 500,000,000 preferred shares

Dividends

In 2021, the Board of Directors declared the following cash dividends:

Classification	Peso Rate Per Common Share	Declaration Date	Record Date	Payable Date
Regular	0.50	18-Feb-2021	17-Mar-2021	14-Apr-2021
Special	0.25	17-Nov-2021	3-Dec 2021	27-Dec-2021

The cash dividends declared by the Board of Directors in 2020 was:

Classification	Peso Rate Per Common Share	Declaration Date	Record Date	Payable Date
Regular	0.25	16-Mar-2020	31-Mar-2020	27-Apr-2020
Special	0.50	16-Mar-2020	31-Mar-2020	27-Apr-2020

On February 23, 2022, the Board of Directors declared the following cash dividends:

Classification	Peso Rate Per Common Share	Declaration Date	Record Date	Payable Date
Regular	**0.50**	**23-Feb-2022**	**11-Mar-2022**	**05-Apr-2022**

There is no restriction on payment of dividends other than the availability of retained earnings following the SEC rule on calculation of available retained earnings for dividend declaration. As of 31 December 2021, the Company has sufficient retained earnings available for dividend declaration.

The top 20 stockholders as of 28 February 2022 is broken down as follows:

	Stockholder Name	Type of Shares	Number of Shares	% of Ownership
1.	Anscor Consolidated Corporation	Common	1,272,329,761*	42.411
2.	A. Soriano Corporation Retirement Plan	Common	63,694,835**	2.123
		Preferred	500,000,000	16.667
3.	PCD Nominee Corp. (Non-Filipino)	Common	496,475,045	16.549
4.	A-Z Asia Limited Philippines, Inc.	Common	161,546,329	5.385
5.	PCD Nominee Corp. (Filipino)	Common	112,738,789	3.758
6.	Universal Robina Corporation	Common	64,605,739	2.154
7.	Philippines International Life Common Insurance Co., Inc.	Common	57,921,593	1.931
8.	C & E Property Holdings, Inc.	Common	28,011,922	0.934
9.	Edmen Property Holdings, Inc.	Common	27,511,925	0.917
10.	MCMS Property Holdings, Inc.	Common	26,513,928	0.884
11.	Express Holdings, Inc.	Common	23,210,457	0.774
12.	EJS Holdings, Inc.	Common	15,518,782	0.517
13.	DAO Investment & Management Corp.	Common	8,628,406	0.288
14.	Philippine Remnants Co., Inc.	Common	7,556,183	0.252
15.	Balangingi Shipping Corporation	Common	2,767,187	0.092
16.	Leonardo Siguion Reyna	Common	2,625,000	0.088
17.	Lennie C. Lee	Common	2,000,000	0.067
18.	Jocelyn C. Lee	Common	2,000,000	0.067
19.	Jose C. Lee	Common	1,798,000	0.060
20.	F. Yap Securities, Inc.	Common	1,361,011	0.045
	Total		**2,878,814,892**	**95.961**

** Included 122,287,251 shares of Anscor Consolidated Corporation with ATRAM.*
*** Included 7,694,835 shares lodged with PCD Nominee Corp. (Filipino).*

V. Compliance with Leading Practice on Corporate Governance

As part of the Company's continuing efforts to comply with leading practice on corporate governance, on 10 March 2010, the Company submitted to the SEC and PSE its revised Manual on Corporate Governance in conformity with SEC Memorandum Circular No. 6, Series of 2009. The Manual on Corporate Governance was further revised on 18 February 2011 to comply with additional requirements of the SEC. On 02 July 2014, the Company submitted to the SEC and PSE its Amended Manual on Corporate Governance in conformity with SEC Memorandum Circular No. 9, Series of 2014.

With the promulgation of the Code of Corporate Governance for Publicly Listed Companies under SEC Memorandum Circular No. 19 dated November 22, 2016, the Company submitted to the SEC and PSE its Manual on Corporate Governance in compliance with said Circular. This Manual superseded all previous Manuals on Corporate Governance of the Company including its revisions.

All the revisions to the Manual on Corporate Governance are discussed and deliberated upon by the Board of Directors prior to its approval and subsequent submission to the SEC.

The Board of Directors and Management evaluates on an annual basis, the Company's compliance with the Manual on Corporate Governance. The different Board Committees also evaluate the level of compliance with the Manual on Corporate Governance.

The Company continues to improve its systems and processes to enhance adherence and fully comply with leading practices on good corporate governance. These improvements are contained in the Company's Integrated Annual Corporate Governance Report and updates thereto to be submitted to the SEC yearly. Further, Directors of the Company are required, before assuming office and annually thereafter, to attend a seminar on Corporate Governance conducted by a duly recognized private or government institution.

Likewise, following SEC's thrust to promote a better corporate governance environment, the Company complied with SEC Memorandum Circular No. 11, Series of 2014, which provides for template for publicly-listed companies' websites. The Company's website contains all the items indicated in said Circular.

As of 28 February 2022, there were no deviations from the Company's Manual on Corporate Governance.

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Building a better working world

INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
A. Soriano Corporation
7th Floor, Pacific Star Building
Makati Avenue corner Gil Puyat Avenue Extension
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of A. Soriano Corporation and its subsidiaries (the Group) as at December 31, 2021 and 2020, and for each of the three years in the period ended December 31, 2021, and have issued our report thereon dated February 23, 2022. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Dhonabee B. Señeres
Partner
CPA Certificate No. 97133
Tax Identification No. 201-959-816
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Accreditation No. 97133-SEC (Group A)
2021 valid until 2025
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025
BIR Accreditation No. 08-001998-098-2020
November 27, 2020, valid until November 26, 2023
PTR No. 8854369, January 3, 2022, Makati City

February 23, 2022

ANNEX C

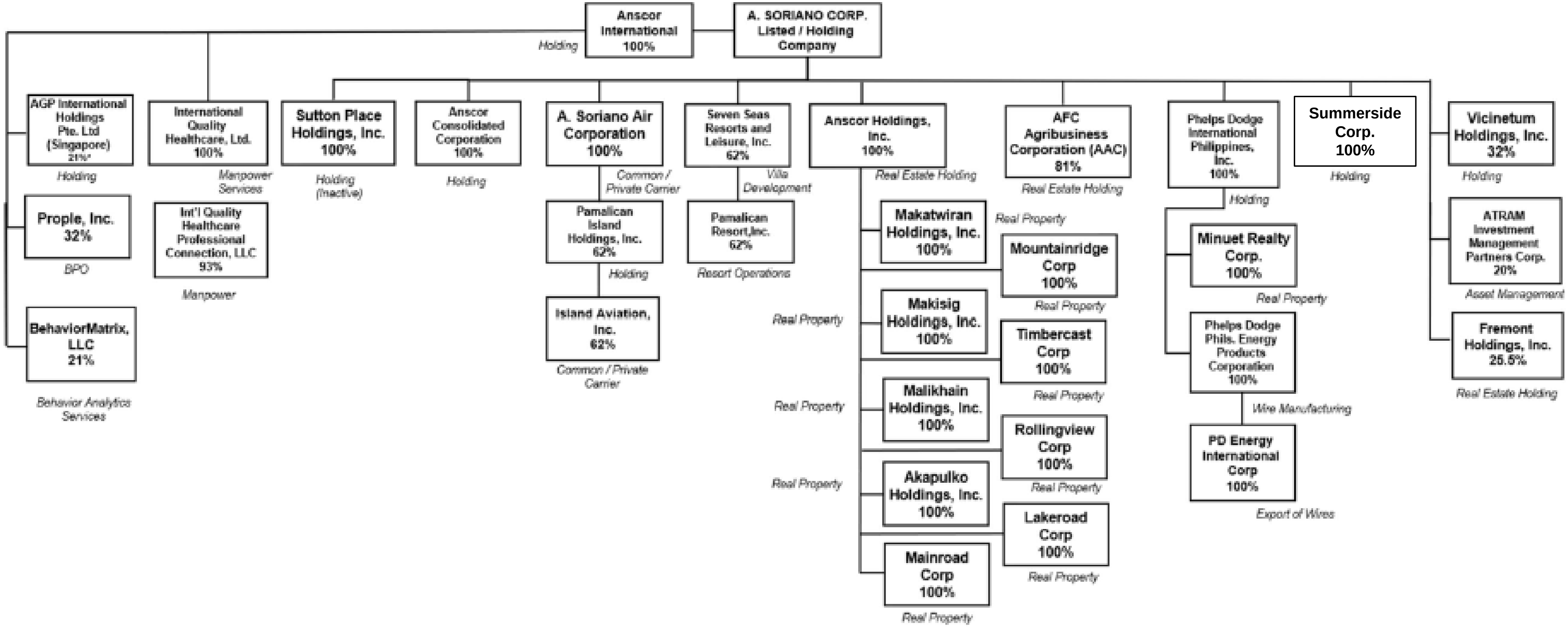
A. SORIANO CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
December 31, 2021

Unappropriated retained earnings, as adjusted to available for dividend distribution, January 1, 2021		**₱**	**2,008,325,907**
Add: net income actually earned/realized			
Net income during the period	3,359,704,488		
Fair value adjustments related to unrealized market to market gains of FVPL investments	(1,747,660,811)		
Net decrease in deferred tax assets	11,165,714		1,623,209,390
Net income actually earned			**3,631,535,297**
Less dividend declared			(1,875,000,000)
Total retained earnings available for dividend declaration, December 31, 2021		**₱**	**1,756,535,297**

A. SORIANO CORPORATION AND SUBSIDIARIES

GROUP STRUCTURE

December 31, 2021



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INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
A. Soriano Corporation
7th Floor, Pacific Star Building
Makati Avenue corner Gil Puyat Avenue Extension
Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of A. Soriano Corporation and its subsidiaries (the Group) as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021, and have issued our report thereon dated February 23, 2022. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements 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, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRSs) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRSs. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Dhonabee B. Señeres

Dhonabee B. Señeres
Partner
CPA Certificate No. 97133
Tax Identification No. 201-959-816
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Accreditation No. 97133-SEC (Group A)
2021 valid until 2025
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025
BIR Accreditation No. 08-001998-098-2020
November 27, 2020, valid until November 26, 2023
PTR No. 8854369, January 3, 2022, Makati City

ANNEX E

A. SORIANO CORPORATION AND SUBSIDIARIES

COMPONENTS OF FINANCIAL SOUNDNESS AND INDICATORS
DECEMBER 31, 2021 AND 2020

			2021		2020	
i	Current Ratio	Total Current Assets	**18,093,740,908**	9.6 : 1	**16,157,261,437**	10.0 : 1
		Total Current Liabilities	**1,877,916,302**		**1,610,273,637**	
ii	Acid Test Ratio	Total Current Assets less Inventories, Prepayments and Other Current Assets	**16,404,272,401**	8.7 : 1	**15,050,824,355**	9.3 : 1
		Total Current Liabilities	**1,877,916,302**		**1,610,273,637**	
iii	Solvency Ratio	Net Income Attributable to Equity Holders of the Parent + Depreciation and Amortization	**2,779,885,896**	108.3%	**457,820,886**	19.5%
		Total Liabilities	**2,567,867,871**		**2,341,894,799**	
iv	Debt-to-Equity Ratio	Total Liabilities	**2,567,867,871**	2.6 : 20.5	**2,341,894,799**	2.3 : 18.7
		Equity Attributable to Equity Holders of the Parent	**20,460,578,861**		**18,695,575,051**	
v	Asset-to-Equity Ratio	Total Assets	**23,624,974,330**	1.2	**21,602,285,333**	1.2
		Equity Attributable to Equity Holders of the Parent	**20,460,578,861**		**18,695,575,051**	
vi	Interest Rate Coverage Ratio	EBIT (earnings before interest and taxes)	**2,928,004,620**	285.4	**484,455,675**	19.8
		Interest Expense	**10,259,686**		**24,411,138**	
vii	Return on Equity Ratio	Net Income Attributable to Equity Holders of the Parent	**2,504,080,374**	12.2%	**165,646,806**	0.9%
		Equity Attributable to Equity Holders of the Parent	**20,460,578,861**		**18,695,575,051**	
viii	Return on Assets	Net Income Attributable to Equity Holders of the Parent	**2,504,080,374**	10.6%	**165,646,806**	0.8%
		Total Assets	**23,624,974,330**		**21,602,285,333**	

ANNEX E

A. SORIANO CORPORATION AND SUBSIDIARIES

COMPONENTS OF FINANCIAL SOUNDNESS AND INDICATORS
DECEMBER 31, 2021 AND 2020

			2021		2020	
ix	Profit Ratio	Net Income Attributable to Equity Holders of the Parent	**2,504,080,374**	22.1%	**165,646,806**	2.4%
		Total Revenues	**11,354,086,841**		**6,883,700,687**	
x	Book Value per Share	Equity Attributable to Equity Holders of the Parent	**20,460,578,861**	16.7	**18,695,575,051**	15.2
		Outstanding Nnumber of Shares	**1,227,570,239**		**1,227,570,239**	

A. SORIANO CORPORATION

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of A. Soriano Corporation 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 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 or members.

SyCip Gorres Velayo & Co., the independent auditors 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 or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

ANDRES SORIANO III	**ERNEST K. CUYEGKENG**
Chairman, President and Chief Executive Officer	Executive Vice President and Chief Financial Officer

Signed this 24th day of February 2022

REPUBLIC OF THE PHILIPPIENS)
MAKATI CITY) S.S.

SUBSCRIBED AND SWORN to before me this 24th day of February 2022, affiants exhibited to me the following:

NAME	PASSPORT NO.	DATE & PLACE ISSUED
Andres Soriano III	506368805	Jan. 14, 2015 to Jan 13, 2025/ U.S.
Ernest K. Cuyegkeng	P7236847A	May 19, 2018 to May 18, 2028/DFA NCR South

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Series of 2022

ATTY. REGINALDO L. HERNANDEZ
Notary Public for and in the City of Makati
Appointment No. M-345; Roll No. 20642
Commission expires on 12-31-22
MCLE Compliance No. VI-0008138
PTR No. 8886929; 1-28-22; Makati City
IBP No. 177887; 02-09-22; Pasig City
TIN: 100-364-501

ANNEX F

A. Soriano Corporation
and Subsidiaries

Consolidated Financial Statements
As at December 31, 2021 and 2020
and for the Years Ended
December 31, 2021, 2020 and 2019

and

Independent Auditor's Report

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

P	W	2								

COMPANY NAME

A. SORIANO CORPORATION AND SUBSIDIARIES

PRINCIPAL OFFICE *(No. / Street / Barangay / City / Town / Province)*

7th Floor, Pacific Star Building, Makati Avenue corner Gil Puyat Avenue Extension, Makati City

Form Type	Department requiring the report	Secondary License Type, If Applicable
ACFS	CRMD	NA

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
info@anscor.ph	**8819-0251**	**N/A**

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
11,070	**April 15**	**12/31**

CONTACT PERSON INFORMATION

The designated contact person *MUST* be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ms. Narcisa M. Villaflor	**nancie.villaflor@anscor.com.ph**	**8819-0251**	**N/A**

CONTACT PERSON's ADDRESS

7th Floor, Pacific Star Building, Makati Avenue corner Gil Puyat Avenue Extension, Makati City

NOTE 1 : In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

A. SORIANO CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 31	
	2021	2020
ASSETS		
Current Assets		
Cash and cash equivalents (Note 8)	**₱2,729,230,396**	₱3,091,959,345
Fair value through profit or loss (FVPL) investments (Note 9)	**11,677,813,985**	10,022,872,169
Receivables (Note 10)	**1,997,228,020**	1,935,992,841
Inventories (Note 11)	**1,625,125,201**	1,052,585,937
Prepayments	**44,807,611**	36,741,212
Other current assets	**19,535,694**	17,109,933
Total Current Assets	**18,093,740,907**	16,157,261,437
Noncurrent Assets		
FVOCI investments - net of current portion (Note 12)	**46,396,340**	94,137,422
Notes receivables (Note 27)	**297,608,131**	307,499,741
Investments and advances (Note 13)	**329,433,282**	318,329,315
Goodwill (Note 7)	**1,302,276,264**	1,302,276,264
Property and equipment (Notes 14 and 19)	**2,544,386,610**	2,480,841,422
Investment properties (Note 15)	**480,124,965**	515,702,509
Retirement plan asset - net (Note 24)	**147,141,624**	91,612,330
Deferred income tax assets - net (Note 25)	**111,523,102**	123,997,500
Right-of-use assets (Note 30)	**13,186,542**	20,721,708
Other noncurrent assets (Notes 16 and 30)	**259,156,563**	189,905,685
Total Noncurrent Assets	**5,531,233,423**	5,445,023,896
TOTAL ASSETS	**₱23,624,974,330**	₱21,602,285,333

LIABILITIES AND EQUITY		
Current Liabilities		
Notes payable (Note 17)	**₱23,166,200**	₱23,166,200
Accounts payable and accrued expenses (Note 18)	**1,110,782,433**	857,820,767
Current portion of lease liabilities (Note 30)	**9,810,744**	4,922,514
Dividends payable (Note 20)	**519,529,172**	366,069,163
Income tax payable	**138,913,467**	206,866,422
Current portion of long-term debt (Note 19)	**75,714,286**	151,428,571
Total Current Liabilities	**1,877,916,302**	1,610,273,637

(Forward)

	December 31	
	2021	2020
Noncurrent Liabilities		
Long-term debt - net of current portion (Note 19)	**₱–**	₱75,714,286
Lease liabilities - net of current portion (Note 30)	**6,789,705**	19,208,263
Deferred income tax liabilities - net (Note 25)	**521,283,828**	468,391,756
Retirement benefits payable - net (Note 24)	**48,147,054**	56,895,050
Other noncurrent liabilities (Notes 16 and 30)	**113,730,977**	111,411,807
Total Noncurrent Liabilities	**689,951,564**	731,621,162
Total Liabilities	**2,567,867,866**	2,341,894,799
Equity Attributable to Equity Holders of the Parent (Note 20)		
Capital stock	**2,505,000,000**	2,500,000,000
Additional paid-in capital	**1,859,383,287**	1,859,383,287
Cumulative translation adjustment	**226,174,184**	99,260,524
Unrealized valuation gains on FVOCI investments (Note 12)	**273,449**	2,521,749
Remeasurement on retirement benefits (Note 24)	**75,656,172**	23,720,413
Retained earnings (Note 20):		
Appropriated	**7,150,000,000**	7,150,000,000
Unappropriated	**11,299,307,145**	9,715,904,450
Cost of shares held by a subsidiary (1,272,429,761 shares in 2021 and 2020) (Note 20)	**(2,655,215,372)**	(2,655,215,372)
	20,460,578,865	18,695,575,051
Noncontrolling Interests (Note 3)	**596,527,599**	564,815,483
Total Equity	**21,057,106,464**	19,260,390,534
TOTAL LIABILITIES AND EQUITY	**₱23,624,974,330**	₱21,602,285,333

See accompanying Notes to Consolidated Financial Statements.

A. SORIANO CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2021	2020	2019
REVENUES			
Sale of goods - net (Note 5)	**₱8,751,666,475**	₱6,448,195,660	₱8,208,374,800
Services (Notes 5 and 30)	**1,013,453,849**	767,569,969	1,342,389,775
Dividend income (Note 9)	**399,429,444**	259,109,001	373,587,490
Interest income (Notes 8, 9, 12 and 23)	**53,534,090**	82,203,823	124,478,035
	10,218,083,858	7,557,078,453	10,048,830,100
INVESTMENT GAINS (LOSSES)			
Gain (loss) on increase (decrease) in market values of FVPL investments (Notes 9 and 29)	**1,124,061,312**	(76,521,488)	1,151,784,252
Gain on sale of FVOCI investments (Note 12)	**532,067**	1,150,196	11,859,942
	1,124,593,379	(75,371,292)	1,163,644,194
EQUITY IN NET LOSSES AND LOSS ON INVESTMENTS IN ASSOCIATES (Note 13)	**11,409,603**	(598,006,474)	(517,090,062)
TOTAL	**11,354,086,841**	6,883,700,687	10,695,384,232
Cost of goods sold (Note 21)	**(7,071,619,957)**	(5,023,688,235)	(6,590,288,987)
Cost of services rendered (Note 21)	**(347,923,582)**	(268,702,449)	(447,058,842)
Operating expenses (Note 21)	**(1,091,980,471)**	(1,051,650,414)	(1,217,805,627)
Interest expense (Notes 17, 19, 23 and 30)	**(10,259,686)**	(24,411,138)	(48,364,623)
Foreign exchange gain (loss) - net	**139,150,079**	(106,404,104)	(92,967,921)
Other income (expense) - net (Notes 23 and 30)	**(53,708,290)**	51,200,190	68,852,086
INCOME BEFORE INCOME TAX	**2,917,744,934**	460,044,537	2,367,750,318
PROVISION FOR INCOME TAX (Note 25)	**380,152,014**	291,319,541	429,373,654
NET INCOME	**2,537,592,920**	168,724,996	1,938,376,664
OTHER COMPREHENSIVE INCOME (LOSS)			
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods:			
Unrealized valuation gains (losses) on FVOCI investments (Note 12)	**(2,705,833)**	(7,732,576)	35,957,388
Income tax effect	**829,980**	2,319,773	(10,787,216)
	(1,875,853)	(5,412,803)	25,170,172

(Forward)

	Years Ended December 31		
	2021	2020	2019
Realized losses (gains) on FVOCI investments recognized in the consolidated profit or loss (Note 12)	**(₱532,067)**	(₱1,150,196)	(₱11,859,942)
Income tax effect	**159,620**	345,059	3,557,983
	(372,447)	(805,137)	(8,301,959)
	(2,248,300)	(6,217,940)	16,868,213
Cumulative translation adjustment	**126,913,660**	(173,987,557)	(112,264,694)
	124,665,360	(180,205,497)	(95,396,481)
Other comprehensive loss not to be reclassified to profit or loss in subsequent periods:			
Remeasurement gain (loss) on retirement benefits (Note 24)	**65,213,494**	(13,097,687)	(9,304,530)
Income tax effect	**(13,277,735)**	3,550,622	2,718,980
	51,935,759	(9,547,065)	(6,585,550)
OTHER COMPREHENSIVE INCOME (LOSS)	**176,601,119**	(189,752,562)	(101,982,031)
TOTAL COMPREHENSIVE INCOME (LOSS)	**₱2,714,194,039**	(₱21,027,566)	₱1,836,394,633
Net Income Attributable to:			
Equity holders of the Parent	**₱2,504,080,376**	₱165,646,806	₱1,843,615,322
Noncontrolling interests	**33,512,544**	3,078,190	94,761,342
	₱2,537,592,920	₱168,724,996	₱1,938,376,664
Total Comprehensive Income (Loss) Attributable to:			
Equity holders of the Parent	**₱2,680,681,495**	(₱24,105,756)	₱1,741,633,291
Noncontrolling interests	**33,512,544**	3,078,190	94,761,342
	₱2,714,194,039	(₱21,027,566)	₱1,836,394,633
Earnings Per Share			
Basic/diluted, for net income attributable to equity holders of the Parent (Note 26)	**₱2.04**	₱0.13	₱1.53
Basic/diluted, for total comprehensive income (loss) attributable to equity holders of the Parent (Note 26)	**₱2.18**	(₱0.02)	₱1.44

See accompanying Notes to Consolidated Financial Statements.

A. SORIANO CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019

	Capital Stock	Additional Paid-in Capital	Cumulative Translation Adjustment	Unrealized Valuation Gains (Losses) on FVOCI Investments (Note 12)	Remeasurement on Retirement Benefits (Note 24)	Retained Earnings		Cost of Shares Held by a Subsidiary	Total	Noncontrolling Interests	Total
						Appropriated	Unappropriated				
BALANCES AT DECEMBER 31, 2018	**₱2,500,000,000**	**₱1,605,613,566**	**₱385,512,775**	**(₱8,128,524)**	**₱39,853,028**	**₱7,150,000,000**	**₱9,259,613,912**	**(2,941,058,562)**	**₱18,575,908,931**	**₱523,526,115**	**₱19,099,435,046**
Net income	–	–	–	–	–	–	1,843,615,322	–	1,843,615,322	94,761,342	1,938,376,664
Other comprehensive income (loss)	–	–	(112,264,694)	16,868,213	(6,585,550)	–	–	–	(101,982,031)	–	(101,982,031)
Total comprehensive income (loss) for the year	–	–	(112,264,694)	16,868,213	(6,585,550)	–	1,843,615,322	–	1,741,633,291	94,761,342	1,836,394,633
Cash dividends - net of dividends on common shares held by a subsidiary amounting to ₱634.6 million (Note 20)	–	–	–	–	–	–	(615,375,776)	–	(615,375,776)	–	(615,375,776)
Shares repurchased during the year (Note 20)	–	–	–	–	–	–	–	(118,975,079)	(118,975,079)	–	(118,975,079)
Sale of Company shares held by a subsidiary (Note 20)	–	253,769,721	–	–	–	–	–	106,158,723	359,928,444	–	359,928,444
Movement in noncontrolling interests	–	–	–	–	–	–	–	–	–	(56,549,623)	(56,549,623)
BALANCES AT DECEMBER 31, 2019	**2,500,000,000**	**1,859,383,287**	**273,248,081**	**8,739,689**	**33,267,478**	**7,150,000,000**	**10,487,853,458**	**(2,369,372,182)**	**19,943,119,811**	**561,737,834**	**20,504,857,645**
Net income	–	–	–	–	–	–	165,646,806	–	165,646,806	3,078,190	168,724,996
Other comprehensive income (loss)	–	–	(173,987,557)	(6,217,940)	(9,547,065)	–	–	–	(189,752,562)	–	(189,752,562)
Total comprehensive income (loss) for the year	–	–	(173,987,557)	(6,217,940)	(9,547,065)	–	165,646,806	–	(24,105,756)	3,078,190	(21,027,566)
Cash dividends - net of dividends on common shares held by a subsidiary amounting to ₱937.4 million (Note 20)	–	–	–	–	–	–	(937,595,814)	–	(937,595,814)	–	(937,595,814)
Shares repurchased during the year (Note 20)	–	–	–	–	–	–	–	(285,843,190)	(285,843,190)	–	(285,843,190)
Movement in noncontrolling interests	–	–	–	–	–	–	–	–	–	(541)	(541)
BALANCES AT DECEMBER 31, 2020	**2,500,000,000**	**1,859,383,287**	**99,260,524**	**2,521,749**	**23,720,413**	**7,150,000,000**	**9,715,904,450**	**(2,655,215,372)**	**18,695,575,051**	**564,815,483**	**19,260,390,534**
Subscription of preferred shares	5,000,000	–	–	–	–	–	–	–	5,000,000	–	5,000,000
Net income	–	–	–	–	–	–	2,504,080,376	–	2,504,080,376	33,512,544	2,537,592,920
Other comprehensive income (loss)	–	–	126,913,660	(2,248,300)	51,935,759	–	–	–	176,601,119	–	176,601,119
Total comprehensive income (loss) for the year	–	–	126,913,660	(2,248,300)	51,935,759	–	2,504,080,376	–	2,680,681,495	33,512,544	2,714,194,039
Cash dividends - net of dividends on common shares held by a subsidiary amounting to ₱954.3 million (Note 20)	–	–	–	–	–	–	(920,677,681)	–	(920,677,681)	–	(920,677,681)
Movement in noncontrolling interests	–	–	–	–	–	–	–	–	–	(1,800,428)	(1,800,428)
BALANCES AT DECEMBER 31, 2021	**₱2,505,000,000**	**₱1,859,383,287**	**₱226,174,184**	**₱273,449**	**₱75,656,172**	**₱7,150,000,000**	**₱11,299,307,145**	**(₱2,655,215,372)**	**₱20,460,578,865**	**₱596,527,599**	**₱21,057,106,464**

See accompanying Notes to Consolidated Financial Statements.

A. SORIANO CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱2,917,744,930**	₱460,044,537	₱2,367,750,318
Equity in net losses (loses) and impairment loss on investments in associates (Note 13)	**(11,409,603)**	598,006,474	517,090,062
Depreciation and amortization (Notes 14, 15, 21 and 30)	**290,485,272**	292,174,080	272,179,839
Dividend income (Note 9)	**(399,429,444)**	(259,109,001)	(373,587,490)
Interest income (Notes 8, 9, 12 and 23)	**(53,534,091)**	(82,203,823)	(124,478,035)
Loss (gain) on decrease (increase) in market values of FVPL investments (Note 9)	**(1,124,061,312)**	76,521,488	(1,151,784,252)
Impairment losses, net of recoveries (Notes 10 and 23)	**24,812,188**	64,920,658	41,752,086
Unrealized foreign exchange losses - net	**28,883,200**	60,354,216	48,116,020
Interest expense (Notes 17, 19, 23 and 30)	**10,259,686**	24,411,138	48,364,623
Retirement benefit costs (Notes 21, 22 and 24)	**23,169,533**	18,123,185	13,203,358
Gain on rent concession (Notes 23 and 30)	**–**	(3,917,535)	–
Loss (gain) on sale/disposal of:			
FVOCI investments (Note 12)	**(532,067)**	(1,150,196)	(11,859,942)
Property and equipment	**(129,464)**	–	–
Operating income before working capital changes	**1,706,258,828**	1,248,175,221	1,646,746,587
Decrease (increase) in:			
FVPL investments	**(437,722,783)**	896,473,599	(532,026,162)
Receivables	**(46,343,569)**	133,664,944	97,878,040
Inventories	**(572,539,263)**	(148,158,417)	126,033,309
Prepayments and other current assets	**(75,694,843)**	8,085,481	(17,781,010)
Increase (decrease) in:			
Accounts payable and accrued expenses	**252,961,667**	(110,491,802)	128,423,365
Cash generated from operations	**826,920,037**	2,027,749,026	1,449,274,129
Income taxes paid	**(395,024,776)**	(324,280,247)	(320,136,171)
Dividends received	**399,429,444**	237,686,696	373,587,490
Interest received	**53,534,091**	77,902,962	133,653,424
Interest paid	**(10,259,686)**	(21,699,183)	(45,077,734)
Retirement benefit contribution (Note 24)	**(20,458,236)**	(13,719,373)	(22,193,191)
Net cash flows from operating activities	**852,411,854**	1,983,639,881	1,569,107,947

(Forward)

	Years Ended December 31		
	2021	2020	2019
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of:			
FVOCI investments (Note 12)	**₱249,760,376**	₱284,642,953	₱446,651,642
Property and equipment (Note 14)	**129,464**	–	2,005,966
Additions to:			
FVOCI investments (Note 12)	**(204,636,319)**	(60,860,417)	(215,974,577)
Property and equipment (Note 14)	**(339,350,711)**	(186,285,160)	(258,131,927)
Investment properties (Note 15)	**(3,914,394)**	–	(293,595,000)
Collection from (advances to) affiliates (Notes 13 and 27)	**305,635**	91,061,736	(431,448,061)
Decrease (increase) in other noncurrent assets	**2,319,176**	40,824,382	(4,502,626)
Net cash flows from (used in) investing activities	**(297,705,949)**	169,383,494	(754,994,583)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from:			
Availment of notes payable (Notes 17 and 31)	**–**	28,166,200	–
Sale of Company shares held by a subsidiary (Note 20)	**–**	–	359,928,444
Availment of long-term debt (Note 31)	**–**	–	5,124,000
Payments of (Note 31):			
Long-term debt (Note 19)	**(151,428,571)**	(275,719,246)	(635,732,071)
Dividends (Note 20)	**(767,217,671)**	(813,500,482)	(617,229,791)
Notes payable (Note 17)	**–**	(5,000,000)	(250,000,000)
Lease liabilities (Note 30)	**4,838**	(12,038,287)	(12,309,568)
Minority Interest	**(1,800,428)**	**–**	**–**
Company shares purchased by a subsidiary (Note 20)	**–**	(285,843,190)	(118,975,079)
Net cash flows used in financing activities	**(920,441,832)**	(1,363,935,005)	(1,269,194,065)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(365,735,927)**	789,088,370	(455,080,701)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**3,006,978**	(6,007,280)	(1,556,110)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**3,091,959,345**	2,308,878,255	2,765,515,066
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 8)	**₱2,729,230,396**	₱3,091,959,345	₱2,308,878,255

See accompanying Notes to Consolidated Financial Statements.

A. SORIANO CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

A. Soriano Corporation (Anscor or the Company) was registered with the Philippine Securities and Exchange Commission (SEC) on February 13, 1930 to, among others, act as agent or representative of corporations, partnerships or individuals whether residing here or abroad; to buy, retain, possess shares of stock, franchises, patents of any person or entity and to issue shares of stock, bonds or other obligations for the payment of articles or properties acquired by the Company; and to buy or acquire all or part of the property, assets, business and clientele of any person, corporation or partnership, managing the properties or businesses so purchased or acquired and exercising all the powers necessary and convenient for the management and development of the said properties or businesses.

The Company is a corporation incorporated and domiciled in the Philippines whose shares are publicly traded.

The registered office address of the Company is at 7th Floor, Pacific Star Building, Makati Avenue corner Gil Puyat Avenue Extension, Makati City, Philippines.

The consolidated financial statements of the Company and its subsidiaries (collectively referred to as the "Group") as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021 were authorized for issue by the Board of Directors (BOD) on February 23, 2022.

2. Basis of Preparation and Changes in Accounting Policies and Disclosures

<u>Basis of Preparation</u>
The consolidated financial statements have been prepared on a historical cost basis, except for debt and equity securities that have been measured at fair value. The consolidated financial statements are presented in Philippine pesos (Peso), which is the Company's functional and presentation currency. Amounts are presented to the nearest Peso unless otherwise stated.

<u>Statement of Compliance</u>
The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs).

<u>Changes in Accounting Policies</u>
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new accounting standards effective as at January 1, 2021. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Adoption of these new standards did not have an impact on the consolidated financial statements of the Group.

- Amendment to PFRS 16, *COVID-19-related Rent Concessions beyond 30 June 2021*
  The amendment provides relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if it meets all of the following criteria:
  - The rent concession is a direct consequence of COVID-19;
  - The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;

- Any reduction in lease payments affects only payments originally due on or before June 30, 2022; and
- There is no substantive change to other terms and conditions of the lease.

A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

The amendment is effective for annual reporting periods beginning on or after April 1, 2021. Early adoption is permitted.

The Group adopted the amendment beginning April 1, 2021.

- Amendments to PFRS 9, PAS 39, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform - Phase 2*

  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):
  - Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  - Relief from discontinuing hedging relationships
  - Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

  The Group shall also disclose information about:
  - The nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
  - Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

  The Group adopted the amendments beginning January 1, 2021.

<u>Standards Issued but not yet Effective</u>
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2022

- Amendments to PFRS 3, *Reference to the Conceptual Framework*

  The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The amendments added an exception to the recognition principle of PFRS 3, *Business Combinations* to avoid the issue of potential ‘day 2’gains or losses arising for liabilities and contingent liabilities that would be within the scope of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* or Philippine-IFRIC 21, *Levies*, if incurred separately.

At the same time, the amendments add a new paragraph to PFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*

  The amendments prohibit entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss.

  The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

  The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 37, *Onerous Contracts - Costs of Fulfilling a Contract*

  The amendments specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

- *Annual Improvements to PFRSs* 2018-2020 Cycle

  - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*

    The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

    The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

- Amendments to PFRS 9, *Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities*

  The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those 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. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

  The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

  The amendment removes the requirement in paragraph 22 of PAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of PAS 41.

  An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2023

- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

  The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

  The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense).

  An entity applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented for annual reporting periods on or after January 1, 2023.

- Amendments to PAS 8, *Definition of Accounting Estimates*

  The amendments introduce a new definition of accounting estimates and clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, the amendments clarify that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors.

An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

  The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

  - Replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies, and
  - Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

  The amendments to the Practice Statement provide non-mandatory guidance. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2024

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*

  The amendments clarify paragraphs 69 to 76 of PAS 1, *Presentation of Financial Statements,* to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

  - What is meant by a right to defer settlement
  - That a right to defer must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

  The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. However, in November 2021, the International Accounting Standards Board (IASB) tentatively decided to defer the effective date to no earlier than January 1, 2024.

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

3. Basis of Consolidation and Summary of Significant Accounting and Financial Reporting Policies

Basis of Consolidation

The consolidated financial statements of the Group comprise the financial statements of the Company and the following subsidiaries as at December 31:

		Percentage of Ownership		
	Nature of Business	**2021**	2020	2019
A. Soriano Air Corporation (ASAC, Note 30)	Services/Rental	**100**	100	100
Pamalican Island Holdings, Inc. (PIHI)	Investment Holding	**62**	62	62
Island Aviation, Inc. (IAI, Note 30)	Air Transport	**62**	62	62
Anscor Consolidated Corporation (Anscorcon)	Investment Holding	**100**	100	100
Anscor Holdings, Inc. (AHI, Note 30)	Real Estate Holding	**100**	100	100
Akapulko Holdings, Inc.	Real Estate Holding	**100**	100	100
Lakeroad Corporation	Real Estate Holding	**100**	100	100
Mainroad Corporation	Real Estate Holding	**100**	100	100
Makatwiran Holdings, Inc.	Real Estate Holding	**100**	100	100
Makisig Holdings, Inc.	Real Estate Holding	**100**	100	100
Malikhain Holdings, Inc.	Real Estate Holding	**100**	100	100
Mountainridge Corporation	Real Estate Holding	**100**	100	100
Rollingview Corporation	Real Estate Holding	**100**	100	100
Timbercrest Corporation	Real Estate Holding	**100**	100	100
Phelps Dodge International Philippines, Inc. (PDIPI, Notes 7 and 30)	Investment Holding	**100**	100	100
Minuet Realty Corporation (Minuet, Note 7)	Landholding	**100**	100	100
Phelps Dodge Philippines Energy Products Corporation (PDP Energy, Notes 7 and 30)	Wire Manufacturing	**100**	100	100
PD Energy International Corporation (PDEIC, Note 7)	Wire Manufacturing	**100**	100	100
Sutton Place Holdings, Inc. (Sutton, Note 30)	Investment Holding	**100**	100	100
Cirrus Global, Inc. (CGI, Note 30)	Manpower Services	**–**	–	93
Anscor International, Inc. (AI, Note 13)	Investment Holding	**100**	100	100
IQ Healthcare Investments Limited (IQHIL)	Manpower Services	**100**	100	100
IQ Healthcare Professional Connection, LLC (IQHPC, Note 30)	Manpower Services	**93**	93	93
AFC Agribusiness Corporation (AAC, Note 15)	Real Estate Holding	**81**	81	81
Seven Seas Resorts and Leisure, Inc. (SSRLI, Notes 7 and 30)	Villa Project Development	**62**	62	62
Pamalican Resort, Inc. (PRI, Notes 7 and 30)	Resort Operations	**62**	62	62
Summerside Corp. (Summerside)*	Investment Holding	**100**	40	40

**In September 2021, the Group purchased shares of Summerside representing 60%. Accordingly, Summerside became a wholly-owned subsidiary of the Company as of December 31, 2021. As at December 31, 2020 and 2019, the Group has 100% beneficial ownership over Summerside.*

Except for AI and its subsidiaries, all the companies above are based in the Philippines. The principal business location of AI and IQHIL is in the British Virgin Islands (BVI), while IQHPC is based in the United States of America (USA).

Material Partly-Owned Subsidiaries (SSRLI and PRI)

Set out below are the summarized financial information of entities that have noncontrolling interest (NCI) that is material to the Group. The amounts disclosed are based on those included in the consolidated financial statements before intercompany eliminations.

Significant details of the balance sheets and statements of comprehensive income of SSRLI and PRI are presented below as at and for the years ended December 31 (in millions):

	2021	2020
Balance Sheets:		
Current assets	**₱866.4**	₱798.2
Noncurrent assets	**1,043.9**	984.9
Current liabilities	**481.1**	430.5
Noncurrent liabilities	**115.8**	120.9
Equity	**1,313.5**	1,231.6
Equity attributable to NCI	**526.2**	464.3

	2021	2020
Statements of Comprehensive Income:		
Revenue	**₱838.5**	₱656.4
Income before tax	**99.3**	14.3
Net income	**77.7**	0.6
Other comprehensive income (loss)	**2.4**	(0.9)
Total comprehensive income (loss)	**80.1**	(0.3)
Total comprehensive income (loss) allocated to NCI during the year		(0.1)

	2021	2020
Statements of Cash Flows:		
Cash flows from operations	**₱262.6**	₱13.0
Cash flows used in investing activities	**(181.8)**	(181.2)
Cash flows from financing activities	**15.9**	76.4

Subsidiaries are all entities over which the Group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a 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
- The Group's voting rights and potential voting rights

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. Consolidation of a subsidiary begins from the date of acquisition, being the date on which control is transferred to the Group and continue to be consolidated until the date that such control ceases. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Noncontrolling interests represent a portion of profit or loss and net assets of subsidiaries not held by the Group, directly or indirectly, and are presented separately in the consolidated statement of comprehensive income and within the equity section in the consolidated balance sheet and consolidated statement of changes in equity, separately from Company's equity.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent and to the noncontrolling interests, even if this results in the noncontrolling interests having a deficit balance. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any noncontrolling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in OCI 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

Investments in Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control or joint control over those policies. The considerations made in determining the significant influence are similar to those necessary to determine control over subsidiaries. Investments in associates are accounted for under the equity method of accounting in the consolidated financial statements and are initially recognized at cost. On acquisition of investment in an associate, any difference between the cost of the investment and the entity's share of the net fair value of the investee's identifiable assets and liabilities is accounted for as goodwill. Any excess of the entity's share of the net fair value of the investee's identifiable assets and liabilities over the cost of the investment is included as income in the determination of the entity's share of the associate's profit or loss in the period in which the investment is acquired. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment. After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in associates. At each reporting date, the Group determines whether there is objective evidence that the investment in associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value. The loss is recognized under "Equity in net losses and impairment loss on investments in associates" in the consolidated profit or loss.

The Group's share of its associates' post-acquisition profits or losses is recognized in the consolidated profit or loss, and its share of post-acquisition movements in the associates' equity reserves is recognized directly in equity. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity.

Unrealized gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associate. Unrealized losses are also eliminated, unless the transaction provides evidence of an impairment of the assets transferred. The reporting dates of the associates of the Group are identical and the associates' accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

If the Group's interest in an associate is reduced (e.g., through actual sale or deemed disposal), but the investment continues to be classified as an associate, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognized in the OCI relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

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

The following are the Group's associates as at December 31:

		Percentage of Ownership		
	Nature of Business	**2021**	2020	2019
Vicinetum Holdings, Inc. (VHI)	Investment Holding	**32**	32	32
Prople Limited (Note 13)	Business Process Outsourcing	**32**	32	32
Fremont Holdings, Inc. (FHI, Note 13)	Real Estate Holding	**26**	26	26
AGP International Holdings Pte Ltd. (AGP-SG, Note 13)	Investment Holding	**21**	21	−
AGP Group Holdings Pte Ltd. (AGP-BVI, formerly AGP International Holdings Ltd. [AGPI], Note 13)	Investment Holding	**−**	−	27
BehaviorMatrix, LLC (BM, Note 13)	Behavior Analytics Services	**21**	21	21
ATRAM Investment Management Partners Corp. (AIMP, Note 13)	Asset Management	**20**	20	20

The principal business location of AIMP, VHI and FHI is in the Philippines. AGP-BVI, AGP-SG, BM and Prople Limited are based in BVI, Singapore, USA and Hong Kong, respectively.

<u>Business Combinations and Goodwill</u>

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 noncontrolling interests in the acquiree. For each business combination, the Group elects whether to measure the noncontrolling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

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 of the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

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 to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of PFRS 9, *Financial Instruments*, is measured at fair value with changes in fair value recognized in the consolidated profit or loss in accordance with PFRS 9. Other contingent consideration that is not within the scope of PFRS 9 is measured at fair value at each reporting date with changes in fair value recognized in the consolidated profit or loss. Contingent consideration that is classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

Goodwill acquired in a business combination is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for noncontrolling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in the consolidated profit or loss.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit or a 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.

Assets Held for Sale and Discontinued Operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

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

The Group discontinues the use of the equity method for its investment in associate from the date that the investment (or the portion of it) is classified as held for sale; instead, the associate or joint venture is then measured at the lower of its carrying amount and fair value less cost to sell.

Assets and liabilities classified as held for sale are presented separately as current items in the consolidated statements of financial position. A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as net income (loss) after tax from discontinued operations in the consolidated statements of income.

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated balance sheet based on current/noncurrent classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within 12 months after the reporting period; or
- Cash or cash equivalent, unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after the reporting period; or
- 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 liabilities as noncurrent.

Deferred income tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

Foreign Currency Translation

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded in Peso based on the exchange rate recorded at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the closing exchange rate at the end of reporting period. All differences are taken to the consolidated profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as of the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the closing exchange rates at the date when the fair value was determined. Foreign exchange gains and losses relating to FVPL equity instruments are recognized in the consolidated profit or loss.

Financial statements of consolidated foreign subsidiaries which are considered foreign entities are translated into the presentation currency of the Group (Peso) at the closing exchange rate at the end of reporting period and their statements of profit or loss are translated using the monthly weighted average exchange rates for the year. The exchange differences arising from the translation are taken directly to a separate component of equity (under cumulative translation adjustment). On disposal of a foreign entity, the deferred cumulative amount recognized in equity relating to that particular foreign operation is recognized in the consolidated profit or loss.

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognizes the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of advance consideration.

Fair Value Measurement

The Group measures financial assets, such as fair value through profit or loss (FVPL) investments and fair value through other comprehensive income (FVOCI) investments, at fair value at each balance sheet date. Also, fair values of investment properties are disclosed.

Fair value is the estimated 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:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

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

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 (unadjusted) market prices in active markets for identical assets or liabilities

- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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 reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's management determines the policies and procedures for both recurring fair value measurement, such as unquoted FVPL financial assets, and for non-recurring fair value measurement.

External valuers are involved for valuation of significant assets, such as investment properties. Involvement of external valuers is decided upon annually by management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be remeasured or reassessed as per the Group's accounting policies. For this analysis, management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents with relevant external sources to determine whether the change is reasonable.

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 as explained above.

<u>Financial Instruments</u>
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.

Initial recognition and measurement of financial instruments
At initial recognition, financial assets are classified as, and measured at amortized cost, FVOCI, and FVPL. Financial liabilities are classified at initial recognition as financial liabilities at FVPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value, and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Classification of financial instruments
The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical

expedient are measured at the transaction price determined under PFRS 15, *Revenue from Contracts with Customers*.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are SPPI on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its 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. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVPL

As at December 31, 2021 and 2020, the Group has the following categories of financial assets and financial liabilities:

(a) Financial assets at FVPL

This category includes financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term.

Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVPL, irrespective of the business model.

Notwithstanding the criteria for debt instruments to be classified at amortized cost or at FVOCI, as described above, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets classified in this category may be designated by management on initial recognition when the following criteria are met:

- The designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognizing gains or losses on them on a different basis; or

- The assets are part of a group of financial assets or both which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- The financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recorded.

Derivatives recorded at FVPL
The Group has certain derivatives that are embedded in host financial contracts, such as structured notes and debt investments and conversion. These embedded derivatives include calls and puts in debt investments and interest rate and conversion options, among others.

A derivative embedded in a hybrid contract, with a financial liability or nonfinancial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at FVPL. Embedded derivatives are measured at fair value with changes in fair value recognized in the consolidated profit or loss. Reassessment occurs only if there is either a change in the terms of the contract that significantly modifies the cash flows that would be otherwise be required or a reclassification of a financial asset out of the FVPL category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at FVPL.

Financial assets at FVPL are recorded in the consolidated balance sheet at fair value. Changes in fair value are recorded in "Gain (loss) on increase (decrease) in market values of FVPL investments". Interest earned or incurred is recorded in interest income or expense, respectively, while dividend income is recorded as such according to the terms of the contract, or when the right of payment has been established.

As at December 31, 2021 and 2020, the Group has designated as FVPL all equity investments, money market papers, investments in bonds that have callable and other features, managed/hedged funds and derivatives amounting to ₱11,677.8 million and ₱10,022.9 million, respectively (see Note 9). No financial liability at FVPL is outstanding as at December 31, 2021 and 2020.

(b) Financial assets at amortized cost (debt instruments)

The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and,
- The contractual terms of the financial asset 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 (EIR) method and are subject to impairment. Gains and losses are recognized in the consolidated profit or loss when the asset is derecognized, modified or impaired.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. The amortization is included as interest income in the consolidated profit or loss. The losses arising from impairment of such financial assets are recognized as “Provision for impairment losses” account under “Other income - net” in the consolidated profit or loss.

Included under financial assets at amortized cost are cash in banks, cash equivalents, trade receivables, interest receivable, advances to employees, receivables from villa owners, dividend receivable, notes receivable and other receivables.

(c) Financial assets at FVOCI (debt instruments)

The Group measures debt instruments at FVOCI if both of the following conditions are met:

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

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the consolidated profit or loss and computed in the same manner as financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI.

When the debt instrument is disposed of, the cumulative gain or loss previously recognized under OCI is transferred to profit or loss as “Gain (loss) on sale of FVOCI investments”. Where the Group holds more than one investment in the same security, cost of the disposed investment is determined on a weighted average cost basis. Interest earned on holding FVOCI investments are reported as interest income using the effective interest rate.

As at December 31, 2021 and 2020, the Group’s FVOCI investments include investments in bonds (see Note 12).

(d) Financial liabilities - loans and borrowings

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated profit or loss.

As at December 31, 2021 and 2020, included in this category are the Group’s notes payable, accounts payable and accrued expenses, lease liabilities, long-term debt and dividends payable.

Impairment of Financial Assets
The Group recognizes an allowance for expected credit loss (ECL) for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of

the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments at FVOCI, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the internal credit rating of the debt instrument. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group's debt instruments at FVOCI comprise solely of top investment grade bonds that are graded by top credit rating agencies and, therefore, are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from the top credit rating agencies to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

The Group considers a financial asset in default when contractual payments are 120 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

<u>Derecognition of Financial Assets and Financial Liabilities</u>

Financial assets

A financial asset (or where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when, and only when:

- the rights to receive cash flows from the asset expires;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement;
- the Group has transferred its rights to receive cash flows from the asset 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 or asset.

Modification of financial assets

The Group derecognizes a financial asset when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new asset, with the difference between its carrying amount and the fair value of the new asset recognized as a derecognition gain or loss in the consolidated profit or loss, to the extent that an impairment loss has not already been recorded.

The Group considers both qualitative and quantitative factors in assessing whether a modification of financial asset is substantial or not. When assessing whether a modification is substantial, the Group considers the following factors, among others:

- Change in currency
- Introduction of an equity feature
- Change in counterparty
- If the modification results in the asset no longer considered "solely payment for principal and interest"

The Group also performs a quantitative assessment similar to that being performed for modification of financial liabilities. In performing the quantitative assessment, the Group considers the new terms of a financial asset to be substantially different if the present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the present value of the remaining cash flows of the original financial asset.

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset, the Group recalculates the gross carrying amount of the financial asset as the present value of the renegotiated or modified contractual cash flows discounted at the original EIR (or credit-adjusted EIR for purchased or originated credit-impaired financial assets) and recognizes a modification gain or loss in the consolidated profit or loss.

When the modification of a financial asset results in the derecognition of the existing financial asset and the subsequent recognition of a new financial asset, the modified asset is considered a 'new' financial asset. Accordingly, the date of the modification shall be treated as the date of initial recognition of that financial asset when applying the impairment requirements to the modified financial asset. The newly recognized financial asset is classified as Stage 1 for ECL measurement purposes, unless the new financial asset is deemed to be originated as credit impaired (POCI).

Financial liabilities
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or has expired.

Where 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 will result into the removal of the original liability and the recognition of a new liability and the difference in the respective carrying amounts is recognized in the consolidated profit or loss.

Exchange or modification of financial liabilities
The Group considers both qualitative and quantitative factors in assessing whether a modification of financial liabilities is substantial or not. The terms are considered substantially different if the present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the present value of the remaining cash flows of the original financial liability. However, under certain circumstances, modification or exchange of a financial liability may still be considered substantial, even where the present value of the cash flows under the new terms is less than 10% different from the present value of the remaining cash flows of the original financial liability. There may be situations where the modification of the financial liability is so fundamental that immediate derecognition of the original financial liability is appropriate (e.g., restructuring a financial liability to include an embedded equity component).

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 between the carrying value of the original financial liability and the fair value of the new liability is recognized in the consolidated profit or loss.

When the exchange or modification of the existing financial liability is not considered as substantial, the Group recalculates the gross carrying amount of the financial liability as the present value of the renegotiated or modified contractual cash flows discounted at the original EIR and recognizes a modification gain or loss in the consolidated profit or loss.

If modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognized as part of the gain or loss on the extinguishment. If the modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the financial instrument and are amortized over the remaining term of the modified financial instrument.

“Day 1” Difference

Where the transaction price in a non-active market is different from the fair value from other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Group recognizes the difference between the transaction price and fair value (a “Day 1” difference) in the consolidated profit or loss unless it qualifies for recognition as some other type of asset. In cases where use is made of data which is not observable, the difference between the transaction price and model value is recognized in the consolidated profit or loss only when the inputs become observable or when the instrument is derecognized. For each transaction, the Group determines the appropriate method of recognizing the “Day 1” difference.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet 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 asset and settle the liability simultaneously. This is not generally the case with master netting agreements and the related assets and liabilities are presented gross in the consolidated balance sheet. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Group and all of the counterparties.

Cash and Cash Equivalents

Cash includes cash on hand and with banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of change in value.

Restricted cash funds are recorded as other noncurrent assets unless the restriction is expected to be released at least 12 months after the reporting period.

Inventories

Inventories are valued at the lower of cost and net realizable value (NRV).

Cost of aircraft spare parts and supplies is determined at purchase price using the first-in, first-out method, while NRV is the estimated current replacement cost of such spare parts and supplies.

Cost of food and beverage inventories and operating supplies is determined using the moving average method. NRV of food and beverage inventories is the estimated selling price in the ordinary course of business, less the estimated cost of preparation and the estimated cost necessary to make the sale.

For cable and wire manufacturing, finished goods and work in process is determined at standard cost adjusted to actual cost, which includes direct materials, direct labor and applicable allocation of fixed and variable costs, determined using weighted average method. Raw materials, other materials, reels inventory and spare parts and supplies are determined using weighted average method. NRV is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale.

Prepayments

Prepayments include advance payments of various goods and services that are yet to be delivered and from which future economic benefits are expected to flow to the Group within the normal operating cycle or, within 12 months from the reporting date.

These are initially measured at the amount paid in advance by the Group for the purchase of goods and services and are subsequently decreased by the amount of expense incurred.

Value Added Tax (VAT)

Input VAT is the 12% indirect tax paid by the Group in the course of the Group's trade or business on local purchase of goods or services, including lease or use of property, from a VAT-registered person. In case of capital goods, input VAT is spread evenly over the useful life or 60 months, whichever is shorter.

Output VAT pertains to the 12% tax due on the lease or exchange of taxable goods or properties or services by the Group.

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

For its VAT-registered activities, when VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated balance sheet. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated balance sheet up to the extent of the recoverable amount.

For its non-VAT registered activities, the amount of VAT passed on from its purchases of goods or service is recognized as part of the cost of goods/asset acquired or as part of the expense item, as applicable.

Property and Equipment

Depreciable properties, including buildings and improvements, leasehold improvements, machinery and other equipment, flight and ground equipment, furniture, fixtures and office equipment, and transportation equipment are stated at cost less accumulated depreciation and amortization, and any impairment in value. Land is stated at cost less any impairment in value.

The initial cost of property and equipment comprises its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operations, such as repairs and maintenance, are normally charged to income in the period when the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment.

Property and equipment are written off either when disposed of or when these are permanently withdrawn from use and there is no more future economic benefit expected from its use or disposal.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and amortization and any impairment in value are removed from the accounts and any resulting gain or loss is credited to or charged against current operations.

Depreciation is computed on a straight-line method over the following estimated useful lives of the properties, except for aircraft engine which is computed based on flying hours.

Category	Number of Years
Buildings and improvements	10 - 30
Land improvements	30
Leasehold improvements*	5 - 20
Flight, ground, machinery and other equipment	2 - 25
Furniture, fixtures and office equipment	2 - 5
Transportation equipment	3 - 5

**or lease term, whichever is shorter*

The useful lives, depreciation and amortization method, and residual values are reviewed periodically to ensure that the periods and method of depreciation and amortization are consistent with the expected pattern of economic benefits from the use of property and equipment.

Depreciation commences when an asset is in its operational location or working condition capable of being operated in the manner intended by management. Depreciation ceases at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, and the date the asset is derecognized.

Construction in progress (CIP) is stated at cost net of accumulated impairment losses, if any. This includes cost of construction and other direct costs. CIP is not depreciated until such time the relevant assets are completed and put into operational use.

Property Development in Progress
Property development in progress includes villa development costs and related expenses incurred.

Property development in progress is carried at the lower of cost incurred and net realizable value. Net realizable value is the selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

Investment Properties
Investment properties comprise completed property and property under construction or re-development (land, buildings and condominiums) that are held to earn rentals or capital appreciation or both and that are not occupied by the Group. Investment properties are initially measured at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the costs of day-to-day servicing of an investment property. Subsequent to initial recognition, the Group's investment properties are stated at cost, less accumulated depreciation and any accumulated impairment losses. Land is subsequently carried at cost less any impairment in value.

Expenditures incurred after the investment properties have been put into operation, such as repairs and maintenance costs, are normally charged to income in the period in which the costs are incurred.

Transfers are made to investment properties when, and only when, there is a change in use, evidenced by ending of owner-occupation, commencement of an operating lease to another party or ending of construction or development. Transfers are made from investment properties when, and only when, there is a change in use, evidenced by commencement of owner-occupation or commencement of development with a view to sale. 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 and equipment up to the date of change in use.

Investment properties are written off when either these are disposed of or when the investment properties are permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of the investment property are recognized in the consolidated profit or loss in the year of retirement or disposal.

Impairment of Nonfinancial Assets

At each reporting date, the Group assesses whether there is any indication that its nonfinancial assets (namely, property and equipment, investment properties and investments in associates) may be impaired. When an indicator of impairment exists or when an annual impairment testing for an asset is required, the Group makes a formal estimate of recoverable amount. Recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is assessed as part of the cash-generating unit to which it belongs. Where the carrying amount of an asset (or cash-generating unit) exceeds its recoverable amount, the asset (or cash-generating unit) is considered impaired and is written down to its recoverable amount. 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 (or cash-generating unit).

An impairment loss is charged to operations in the year in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is charged to the revaluation increment of the said 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 profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal, the depreciation or amortization expense is adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining life.

Goodwill

Goodwill is reviewed for impairment, annually or more frequently, if events or changes in circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill 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 of the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated, an impairment loss is recognized immediately in the consolidated profit or loss.

Impairment losses relating to goodwill cannot be reversed for subsequent increases in its recoverable amount in future periods. The Group performs its annual impairment test of goodwill as at the end of each financial reporting period.

Other Noncurrent Assets and Other Noncurrent Liabilities
Other noncurrent assets include restricted cash funds for future villa operating requirements. A corresponding liability is recognized for these funds under other noncurrent liabilities.

Deposits to suppliers in relation to major aircraft maintenance and acquisition of specific property and equipment are also classified as part of other noncurrent assets.

Capital Stock
Capital stock represents the total par value of the shares issued.

Additional Paid-in Capital
Additional paid-in capital pertains to the amount paid in excess of the par value of the shares issued.

Retained Earnings
Retained earnings represent the cumulative balance of net income or loss, net of any dividend declared and the effects of retrospective restatement recognized in accordance with PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors.*

Unappropriated retained earnings represent that portion which is free and can be declared as dividends to stockholders, after adjustments for any unrealized items which are considered not available for dividend declaration.

Appropriated retained earnings represent that portion which has been restricted and therefore, is not available for any dividend declaration.

Cost of Shares Held by a Subsidiary
The Company's shares which are acquired and held by a subsidiary (treasury shares) are deducted from equity and stated at acquisition cost. No gain or loss is recognized in the consolidated profit or loss on the purchase, sale, issue or cancellation of the Company's shares. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital.

Revenue from Contracts with Customers
Revenue from contracts with customers is recognized 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. The Group assesses its revenue arrangement against specific criteria in order to determine if it is acting as principal or agent. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

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

Sale of goods
Revenue from the sale of goods is recognized at a point in time when the control over the goods are transferred to the buyer which is generally upon delivery of the goods.

Sale of services
Revenue from rooms is recognized over time based on the actual occupancy of the guests. Other ancillary services are recognized when the related services are rendered and/or facilities/amenities are used.

Revenue from air transport services is recognized at a point in time when the related services have been substantially performed.

Project management fees and other income
Revenue from project management fees and other income is recognized over time when the control of the services is transferred to the customer, generally on delivery of the services.

<u>Contract Balances</u>
Trade receivables
Trade receivables represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities
A contract liability is the 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 contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs the obligations under the contract.

<u>Other Revenue/Income</u>
Interest
Interest income from bank deposits and investments in bonds are recognized as interest accrues based on the effective interest rate method.

Dividends
Dividend income is recognized when the shareholders' right to receive the payment is established.

Rental
Rental income is accounted for on a straight-line basis over the lease term.

<u>Costs and Expenses</u>
Costs and expenses are recognized in the consolidated profit or loss when there is a decrease in future economic benefit related to a decrease in an asset, or an increase of a liability, that can be measured reliably. Costs and expenses include the cost of administering the business and are expensed as incurred. These are generally measured at the amount paid or payable.

Cost of goods sold
The cost of goods sold is recognized as expense when the related goods are sold.

Cost of services rendered
Cost and expenses related to room services and other ancillary services are charged to operations when incurred.

Operating expenses
Operating expenses include selling, and general and administrative expenses that are expensed as incurred.

<u>Other Comprehensive Income</u>
Other comprehensive income comprises of items of income and expense that are not recognized in the consolidated profit or loss for the year in accordance with PFRSs. Other comprehensive income of the Group pertains to gains and losses on remeasuring FVOCI investments, exchange differences on translating foreign operations and remeasurements comprising actuarial gains and losses on retirement plan assets and liabilities.

Leases
The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee
The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets
The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Category	Number of Years
Building	5 years
Leasehold improvement	2 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, the Group calculates depreciation using the estimated useful life of the asset.

Lease liabilities
At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases of office equipment and warehouse (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments

on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Borrowing Costs

Borrowing costs are generally expensed as incurred. Borrowing costs are capitalized if they are directly attributable to the acquisition or construction of a qualifying asset. 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.

Pension Benefits

The Group has non-contributory defined benefit retirement plans.

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period 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 any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit 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 profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in the consolidated profit or loss.

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

Plan assets are assets that are held by a long-term employee benefit fund. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

<u>Provisions and Contingencies</u>
Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated profit or loss, net of any reimbursement. 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 assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Contingent liabilities are not recognized in the consolidated financial statements but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognized but are disclosed in the notes to consolidated financial statements when an inflow of economic benefits is probable.

<u>Income Taxes</u>
Current income tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those that have been enacted or substantively enacted as of the end of the reporting period.

Deferred income tax
Deferred income tax is provided, using the balance sheet liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, including asset revaluations. Deferred income tax assets are recognized for deductible temporary differences, carryforward benefits of unused tax credits from the excess of minimum corporate income tax (MCIT) over the regular corporate income tax, and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused tax credits from excess MCIT and unused NOLCO can be utilized. Deferred income tax, however, is not recognized on temporary differences that arise 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 income nor taxable income.

Deferred income tax liabilities are not provided on taxable temporary differences associated with investments in domestic subsidiaries. With respect to investments in foreign subsidiaries, deferred income tax liabilities are recognized except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred income tax assets and deferred income tax liabilities are measured at the tax rates that are applicable to the period 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 end of the reporting period.

Current income tax and deferred income tax relating to items recognized directly in equity are also recognized in equity and not in the consolidated profit or loss.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if:

(a) a legally enforceable right exists to set off current income tax assets against current income tax liabilities; and
(b) deferred income taxes are levied by the same taxation authority on either: the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred income tax liabilities or assets are expected to be settled or recovered.

Earnings Per Share
Basic earnings per share (EPS) is computed by dividing net income and the total comprehensive income attributable to the equity holders of the Parent for the year by the weighted average number of common shares outstanding during the year after giving retroactive effect to stock dividends declared and stock rights exercised during the year, if any. The Company does not have potentially dilutive common shares as at December 31, 2021, 2020 and 2019.

Dividends
Dividends are recognized as a liability and deducted from equity when approved by the respective BOD of the Company and subsidiaries. Dividends for the year that are approved after the end of reporting period are dealt with as an event after the end of the reporting period.

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

Segment Reporting
The Group's operating businesses 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 business segments is presented in Note 6.

4. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRSs requires the Group to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses, other comprehensive income (loss) and disclosure of contingent assets and contingent liabilities. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Judgments, estimates and assumptions 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.

Judgments

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on amounts recognized in the consolidated financial statements.

Determination of functional currency

The Company's functional currency was determined to be the Peso. It is the currency of the primary economic environment in which the Company operates.

Classification of financial instruments

The Group classifies a financial instrument, or its component parts, on initial recognition either as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definition 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 balance sheets (see Note 29).

Classification and measurement of financial assets depend on the result of the SPPI and business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve particular business objectives. In classifying the investments not held for trading as at December 31, 2021 and 2020, the Group made an irrevocable election at initial recognition to designate the instruments as FVPL investments.

Assessment of control over the entities for consolidation

The Group has wholly owned, majority and minority-owned subsidiaries discussed in Note 3. Management concluded that the Group controls these majority and minority-owned subsidiaries arising from voting rights and, therefore, consolidates the entities in its consolidated financial statements.

Determining the classification of assets held for sale

On November 19, 2021, the BOD authorized the management to proceed with the sale of all its AGP-SG shares, representing 21.4% ownership interest in AGP-SG, after negotiating with the potential buyer. Management believes that all the criteria for recognition of asset held for sale in accordance with PFRS 5 are met on that date. Accordingly, effective November 2021, the Group classified such investment as asset held for sale. On February 17, 2022, the said investment in associate held for sale was sold (see Note 33).

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation and uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Provision for expected credit losses of receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due.

The provision matrix is initially based on the Group's historically observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecasted economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At every reporting date, the historically observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historically observed default rates, forecasted economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecasted economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

For the advances to related parties, the Group uses judgment, based on the best available facts and circumstances, including but not limited to, assessment of the related parties' operating activities (active or dormant), business viability and overall capacity to pay, in providing reserve allowance against recorded receivable amounts. These reserves are re-evaluated and adjusted as additional information is received.

Allowance for expected credit losses as at December 31, 2021 and 2020 amounted to ₱782.7 million and ₱753.2 million, respectively. Receivables and advances, net of valuation allowance, amounted to ₱2,296.5 million and ₱2,245.4 million as at December 31, 2021 and 2020, respectively (see Notes 10, 13 and 27).

Valuation of unquoted equity investments
Valuation of unquoted equity investments is normally based on one of the following:

- recent arm's-length market transactions;
- current fair value of another instrument that is substantially the same;
- the expected cash flows discounted at current rates applicable for terms with similar terms and risk characteristics; or
- other valuation models.

The determination of the cash flows and discount factors for unquoted equity investments requires significant estimation. In valuing the Group's unquoted equity instruments at fair value, management applied judgment in selecting the valuation technique and comparable companies and used assumptions in estimating future cash flows from its equity instruments considering the information available to the Group (see Note 29).

Unquoted equity investments amounted to ₱1,827.3 million and ₱1,248.9 million as at December 31, 2021 and 2020, respectively (see Note 9).

Impairment of FVOCI debt investments
For FVOCI debt investments, the Group assesses the counterparty's ability to comply with the contractual obligations to pay out principal and interest. Further, the Group assesses whether the credit risk on that financial instrument has increased significantly since initial recognition. No impairment loss was recognized in 2020, 2019 and 2018. The carrying value of FVOCI debt investments amounted to ₱46.4 million and ₱94.1 million as at December 31, 2021 and 2020, respectively (see Note 12).

Estimation of allowance for inventory and impairment losses
The Group estimates the allowance for inventory obsolescence and impairment losses related to inventories based on specifically identified inventory items. The amounts and timing of recorded expenses for any period would differ if the Group made different judgments or utilized different estimates. An increase in allowance for inventory and impairment losses would increase the recorded expenses and decrease current assets.

Allowance for inventory losses and obsolescence amounted to ₱103.6 million and ₱84.8 million as at December 31, 2021 and 2020, respectively. The carrying amount of the inventories amounted to ₱1,625.1 million and ₱1,052.6 million as at December 31, 2021 and 2020, respectively (see Note 11).

Estimation of useful lives of the Group's property and equipment and investment properties
The Group estimates the useful lives of property and equipment and investment properties based on the period over which these assets are expected to be available for use. The estimated useful lives of these assets 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, the estimation of the useful lives of these assets is based on collective assessment of internal technical evaluation and experience with similar assets. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

As at December 31, 2021 and 2020, the carrying value of depreciable property and equipment and investment properties amounted to ₱2,653.4 million and ₱2,629.3 million, respectively (see Notes 14 and 15).

Recoverability of investment in associates
The carrying value of investments carried under the equity method are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The Group's impairment test on investments carried at equity is based on value-in-use calculations that use a discounted cash flow model. The expected cash flows are estimated from the operations of the associates for the next five years, as well as the terminal value at the end of fifth year. The recoverable amount is most sensitive to the discount rates used for the discounted cash flow model, as well as the expected future cash inflows, revenue growth rates and long-term growth rates used for extrapolation purposes.

The carrying amounts of the investments in associates amounted to ₱327.8 million and ₱316.4 million as at December 31, 2021 and 2020, respectively (see Note 13).

Impairment of non-financial assets
(a) Property and equipment and investment properties

The Group assesses impairment on assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- significant negative industry or economic trends.

As at December 31, 2021 and 2020, the carrying value of property and equipment and investment properties amounted to ₱3,020.6 million and ₱2,996.5 million, respectively (see Notes 14 and 15).

There is no impairment loss on property and equipment for each of the three years in the period ended December 31, 2021 (see Note 14). For investment properties, management recognized impairment loss amounting to ₱24.8 million in 2021 (nil in 2020 and 2019) (see Note 15).

(b) Goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of the cash-generating units to which the goodwill is allocated. In assessing the recoverability of the Group's goodwill, management exercised significant judgments and used assumptions such as revenue growth rates, discount rates and long-term growth rates in estimating the value-in-use of these cash-generating units.

As at December 31, 2021 and 2020, the carrying value of goodwill amounted to ₱1,302.3 million (see Note 6).

Recognition of deferred income tax assets
The Group reviews the carrying amounts of the deferred income tax assets at each end of the reporting period and reduces deferred income tax assets to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Significant management judgment is required to determine the amount of deferred income tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. However, there is no assurance that the Group will utilize all or part of the deferred income tax assets. As at December 31, 2021 and 2020, the Group recognized gross deferred income tax assets amounting to ₱118.8 million and ₱136.3 million, respectively. The Group has also temporary differences for which the deferred income tax assets are not recognized. Further details of the recognized and unrecognized deferred income tax assets are provided in Note 25.

Determination of pension and other retirement benefits
The cost of defined benefit pension plans, as well as the present value of the pension obligation is determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Net retirement plan asset as at December 31, 2021 and 2020 amounted to ₱147.1 million and ₱91.6 million, respectively. Net retirement benefits payable as at December 31, 2021 and 2020 amounted to ₱48.1 million and ₱56.9 million, respectively. Further details are provided in Note 24.

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific country and is modified accordingly with estimates of mortality improvements. Future salary increases and pension increases are based on expected future inflation rates for the specific country. Further details about the assumptions used are provided in Note 24.

Provisions and contingencies
Judgment is exercised by management to distinguish between provisions and contingencies. Policies on recognition of provision and disclosure of contingencies are discussed in Notes 3 and 32, respectively.

5. Revenue from Contracts with Customers

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	For the Year Ended December 31, 2021			
	Cable and Wire Manufacturing	**Resort Operations and Villa Development**	**Other Operations***	**Total**
Type of revenues:				
Sale of goods	**₱8,751,666,475**	**₱–**	**₱–**	**₱8,751,666,475**
Services	**–**	**836,086,850**	**177,366,999**	**1,013,453,849**
Total revenue from contracts with customers	**₱8,751,666,475**	**₱836,086,850**	**₱177,366,999**	**₱9,765,120,324**
Timing of revenue recognition:				
At a point in time	**₱8,751,666,475**	**₱345,111,567**	**₱177,366,999**	**₱9,247,145,031**
Over time	**–**	**490,975,293**	**–**	**490,975,293**
Total revenue from contracts with customers	**₱8,751,666,475**	**₱836,086,850**	**₱177,366,999**	**₱9,765,120,324**

**Other Operations include ASAC and AHI.*

	For the Year Ended December 31, 2020			
	Cable and Wire Manufacturing	Resort Operations and Villa Development	Other Operations*	Total
Type of revenues:				
Sale of goods	₱6,448,195,660	₱–	₱–	₱6,448,195,660
Services	–	646,324,208	121,245,761	767,569,969
Total revenue from contracts with customers	₱6,448,195,660	₱646,324,208	₱121,245,761	₱7,215,765,629
Timing of revenue recognition:				
At a point in time	₱6,448,195,660	₱379,854,673	₱121,245,761	₱6,949,296,094
Over time	–	266,469,535	–	266,469,535
Total revenue from contracts with customers	₱6,448,195,660	₱646,324,208	₱121,245,761	₱7,215,765,629

**Other Operations include ASAC and AHI.*

	For the Year Ended December 31, 2019			
	Cable and Wire Manufacturing	Resort Operations and Villa Development	Other Operations*	Total
Type of revenues:				
Sale of goods	₱8,208,374,800	₱–	₱–	₱8,208,374,800
Services	–	1,140,941,687	201,448,088	1,342,389,775
Total revenue from contracts with customers	₱8,208,374,800	₱1,140,941,687	₱201,448,088	₱9,550,764,575
Timing of revenue recognition:				
At a point in time	₱8,208,374,800	₱430,653,807	₱201,448,088	₱8,840,476,695
Over time	–	710,287,880	–	710,287,880
Total revenue from contracts with customers	₱8,208,374,800	₱1,140,941,687	₱201,448,088	₱9,550,764,575

**Other Operations include ASAC and AHI.*

Contract liabilities

Contract liabilities amounted to ₱76.1 million and ₱54.3 million as at December 31, 2021 and 2020, respectively. These pertain to customer advances received for customer orders (see Note 18). In 2021, 2020 and 2019, the Group recognized revenue from sales of goods and services from the contract liabilities amounting to ₱54.3 million, ₱52.7 million and ₱41.1 million, respectively.

Information about the Group's performance obligations are summarized below:

Sale of goods
The Group enters into contracts to sell with one identified performance obligation, which is satisfied upon delivery of the goods. Receivables are generally collected within 30 to 60 days from the delivery of goods and receipt of invoice.

Villa development project
The performance obligation is satisfied at a point in time and payment is generally received in advance during the construction of the villa clusters.

Resort operations
This pertains to the services provided to the guests which is satisfied over time. Some payments are received in advance from the guests.

6. **Segment Information**

The Company and its subsidiaries' operating businesses are organized and managed separately according to the nature of the products or services offered, as discussed below.

- Holding company segment pertains to the operations of the Company.

- Resort Operations segment pertains to the Company's subsidiary providing hotel and resort accommodation, relaxation and entertainment, among others, while Villa Development includes the sale of villa lots, construction of structures and set up of furniture, fixture and equipment. In 2021, 2020 and 2019, the Group has no sale of villa lots and construction of structures.

- Cable and Wire Manufacturing segment pertains to the Company's subsidiaries engaged in manufacturing, importing, exporting, buying, selling or otherwise dealing in, at wholesale, goods such as building wires, power cables, aluminum wires and cables, copper rods, automotive wires and other energy-related goods of electrical nature, including all equipment, materials, supplies used or employed in or related to the manufacture of its finished products.

- Other operations include air transportation, hangarage, real estate holding and management, and recruitment services.

  Amounts for the investments in associates comprise the Group's equity in net losses and impairment loss.

Majority of the companies within the Group were incorporated and operating within the Philippines. The amounts disclosed were determined consistent with the measurement basis under PFRSs.

The following tables present the financial information of the business segments as at and for the years ended December 31, 2021, 2020 and 2019 (in thousands):

	Before Eliminations						
	Holding Company (Parent)	**Resort Operations and Villa Development**	**Cable and Wire Manufacturing**	**Other Operations[1]**	**Total**	**Eliminations**	**Consolidated**
As at and for the year ended December 31, 2021							
Revenues, excluding interest income[2]	**₱2,599,009**	**₱836,087**	**₱8,753,766**	**₱2,206,860**	**₱14,175,722**	**(₱2,865,374)**	**₱11,310,348**
Interest income	**48,849**	**1,942**	**2,657**	**88**	**53,534**	**–**	**53,534**
Investment gains (losses)	**1,984,265**	**–**	**2,100**	**856,009**	**1,124,593**	**(1,717,781)**	**1,124,593**
Interest expense	**(9)**	**(233)**	**(9,027)**	**(1,169)**	**(10,438)**	**178**	**(10,260)**
Income tax expense (benefit from income tax)	**51,886**	**21,533**	**304,230**	**10,497**	**388,147**	**(7,995)**	**380,152**
Equity in net earnings	**58,876**	**–**	**–**	**–**	**58,876**	**(47,466)**	**11,410**
Net income	**3,359,704**	**77,733**	**909,950**	**1,789,262**	**5,281,015**	**(2,743,422)**	**2,537,593**
Total assets	**21,234,182**	**1,910,305**	**5,355,905**	**14,644,302**	**43,153,443**	**(19,526,430)**	**23,627,013**
Investments and advances	**755,610**	**93,848**		**2,173,145**	**11,812,553**	**(11,487,018)**	**325,535**
Property and equipment	**7,261**	**703,161**	**680,194**	**152,366**	**1,542,981**	**1,001,406**	**2,544,387**
Total liabilities	**982,261**	**596,838**	**659,955**	**3,247,235**	**5,486,290**	**(2,319,856)**	**3,166,434**
Depreciation and amortization	**1,987**	**82,977**	**108,698**	**53,445**	**247,107**	**26,651**	**273,758**
Cash flows from (used in):							
Operating activities							**929,835**
Investing activities							**(375,130)**
Financing activities							**(920,442)**

[1] *Other Operations include ASAC, AAC, Anscorcon, AI, AHI, IAI and the Group's equity in net losses of associates and impairment loss.*
[2] *Majority of the revenues of the Group were derived in the Philippines.*

	Before Eliminations						
	Holding Company (Parent)	Resort Operations and Villa Development	Cable and Wire Manufacturing	Other Operations[1]	Total	Eliminations	Consolidated
As at and for the year ended December 31, 2020							
Revenues, excluding interest income[2]	₱1,533,497	₱646,324	₱6,448,196	₱1,095,519	₱9,723,536	(₱2,248,661)	₱7,474,875
Interest income	66,254	4,938	10,918	94	82,204	–	82,204
Investment gains (losses)	(730,936)	–	(2,800)	746,378	12,642	(88,013)	(75,371)
Interest expense	2,536	245	16,898	4,977	24,656	(245)	24,411
Income tax expense (benefit from income tax)	(1,694)	13,698	284,623	2,688	299,315	(7,995)	291,320
Equity in net losses and impairment loss	–	–	–	(598,006)	(598,006)	–	(598,006)
Net income	569,610	626	692,026	1,138,401	2,400,663	(2,231,938)	168,725
Total assets	17,394,215	1,783,053	4,866,355	13,323,536	37,367,159	(15,764,874)	21,602,285
Investments and advances	7,623,492	–	–	2,044,491	9,667,983	(9,349,654)	318,329
Property and equipment	7,128	752,878	595,628	97,151	1,452,785	1,028,056	2,480,841
Total liabilities	565,491	551,421	833,657	3,078,431	5,029,000	(2,687,105)	2,341,895
Depreciation and amortization	17,892	108,128	96,110	46,184	268,314	23,860	292,174
Cash flows from (used in):							
Operating activities	1,323,066	13,038	693,227	281,550	2,310,881	(327,241)	1,983,640
Investing activities	(116,222)	(181,208)	(62,843)	615,788	255,515	(86,132)	169,383
Financing activities	(927,351)	76,367	(406,193)	(887,940)	(2,145,117)	781,182	(1,363,935)

[1] *Other Operations include ASAC, AAC, Anscorcon, AI, AHI, IAI and the Group's equity in net losses of associates and impairment loss.*
[2] *Majority of the revenues of the Group were derived in the Philippines.*

	Before Eliminations						
	Holding Company (Parent)	Resort Operations and Villa Development	Cable and Wire Manufacturing	Other Operations[1]	Total	Eliminations	Consolidated
As at and for the year ended December 31, 2019							
Revenues, excluding interest income[2]	₱1,657,436	₱1,140,942	₱8,208,375	₱885,568	₱11,892,321	(₱1,967,969)	₱9,924,352
Interest income	111,880	6,856	5,146	596	124,478	–	124,478
Investment gains	856,917	–	890	198,394	1,056,201	107,443	1,163,644
Interest expense	19,100	472	24,994	4,227	48,793	(428)	48,365
Income tax expense	32,285	54,717	341,630	8,737	437,369	(7,995)	429,374
Equity in net losses and impairment loss	–	–	–	(517,090)	(517,090)	–	(517,090)
Net income	2,333,251	236,089	803,960	67,103	3,440,403	(1,502,026)	1,938,377
Total assets	18,716,377	1,867,987	4,571,515	12,428,872	37,584,751	(14,472,331)	23,112,420
Investments and advances	7,284,288	–	–	2,150,520	9,434,808	(8,356,153)	1,078,655
Property and equipment	9,445	761,537	621,795	114,979	1,507,756	1,054,708	2,562,464
Total liabilities	583,560	638,053	967,613	2,812,006	5,001,232	(2,393,670)	2,607,562
Depreciation and amortization	9,194	104,414	85,213	49,224	248,045	24,135	272,180
Cash flows from (used in):							
Operating activities	542,888	449,613	1,133,537	(4,458)	2,121,580	(552,472)	1,569,108
Investing activities	(402,346)	(123,552)	(76,684)	820,614	218,032	(973,027)	(754,995)
Financing activities	(1,082,701)	(169,058)	(660,013)	(833,307)	(2,745,079)	1,475,885	(1,269,194)

[1] *Other Operations include ASAC, AAC, Anscorcon, AI, AHI, IAI and the Group's equity in net losses of associates and impairment loss.*
[2] *Majority of the revenues of the Group were derived in the Philippines.*

7. **Business Combinations**

a. Goodwill represents the excess of acquisition cost of the following subsidiaries over Anscor's share in the fair value of their net assets. As at December 31, 2021 and 2020, the carrying amount of goodwill allocated to each cash-generating unit (subsidiaries) is as follows:

PDP	₱1,202,945,277
SSRLI	99,330,987
	₱1,302,276,264

b. Impairment Testing of Goodwill

i. PDP Group

The recoverable amount of the investments in PDP Group has been determined based on the value-in-use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period.

The key assumptions used to determine the recoverable amount as at December 31, 2021 and 2020 are discussed below:

Discount rate
Discount rate is consistent with the risk-free industry interest rate. The pre-tax discount rates applied to cash flow projections in 2021 and 2020 are 11.9% and 16.7%, respectively.

Terminal value
Terminal value is computed based on Gordon Growth model, which is the quotient of the normalized value of free cash flows assuming a long-term growth rate of 4.5% and 4.7% in 2021 and 2020, respectively, and the difference between the discount rate and growth rate.

Growth rate
PDP Group assumed a growth rate of 5.0% in 2021 and 2020. Management used the average industry growth rate for the forecast.

Sensitivity to changes in assumptions
Management believes that no reasonably possible change in any of the key assumptions would cause the carrying value of the cash-generating unit to materially exceed its recoverable amount.

ii. SSRLI

The recoverable amount of the investments in SSRLI has been determined based on the value-in-use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The key assumptions used to determine the recoverable amount as at December 31, 2021 and 2020 are discussed below:

Discount rate
Discount rate is consistent with the risk-free industry interest rate. The pre-tax discount rate applied to cash flow projections in 2021 and 2020 are 11.1% and 12.8%, respectively.

Terminal value
Terminal value is computed based on Gordon Growth model, which is the quotient of the normalized value of free cash flows assuming a long-term growth rate of 4.9% in 2021 and 2020, and the difference between the discount rate and growth rate.

Growth rate
Growth rate assumptions for the five-year cash flow projections in 2021 and 2020 are supported by the different initiatives of SSRLI. SSRLI used 9.5% to 20.8% and 10.5% to 47.7% growth rate in revenue for its cash flow projection in 2021 and 2020, respectively.

Sensitivity to changes in assumptions
Management believes that no reasonably possible change in any of the key assumptions would cause the carrying value of the cash-generating unit to materially exceed its recoverable amount.

8. Cash and Cash Equivalents

	2021	2020
Cash on hand and in banks	**₱1,692,599,481**	₱2,000,092,020
Cash equivalents	**1,036,630,915**	1,091,867,325
	₱2,729,230,396	₱3,091,959,345

Cash with banks earn interest at the respective bank deposit rates ranging from 0.05% to 0.18%, 0.05% to 3.50% and 0.20% to 0.75% in 2021, 2020 and 2019, respectively. Cash equivalents with interest rates ranging from 0.50% to 1.7%, 0.19% to 5.75% and 0.88% to 4.00% in 2021, 2020 and 2019, respectively, are made for varying periods of up to three months depending on the immediate cash requirements of the Group (see Note 23).

9. FVPL Investments

	2021	2020
Quoted equity shares	**₱7,405,486,958**	₱6,481,857,144
Funds and equities	**1,790,855,560**	1,319,051,909
Unquoted equity shares	**1,827,306,698**	1,248,944,824
Proprietary shares	**399,877,073**	363,627,073
Bonds	**246,425,256**	529,582,177
Others	**7,862,440**	79,809,042
	₱11,677,813,985	₱10,022,872,169

This account consists of investments that are designated as FVPL and held-for-trading investments. Quoted equity shares consist of marketable equity securities that are listed and traded in the Philippine Stock Exchange (PSE) and Nasdaq Stock Market (NASDAQ). The fair market values of these listed shares are based on their quoted market prices as at December 31, 2021 and 2020, which are assessed to be the exit prices.

Held-for-trading investments include foreign currency-denominated mutual/hedge funds, and equity investments that are managed together on a fair value basis. These investments are classified under funds and equities.

Designated FVPL investments consist of foreign currency-denominated fixed income securities with embedded derivatives (e.g., call and put options) that significantly modify the security's cash flow. These investments are classified under bonds.

FVPL investments in bonds represent foreign currency-denominated bond securities with variable and fixed interest rates. The FVPL coupon interest rate per annum ranges from 4.2% to 6.5%, 2.43% to 8.25% and 3.95% to 9.00% in 2021, 2020 and 2019, respectively.

As at December 31, 2021 and 2020, the Group has equity investments amounting to ₱11,431.4 million and ₱9,493.3 million, respectively.

As at December 31, 2019, the Company has FVPL investments amounting to ₱1,524.0 million that are pledged as collateral for its long-term debt. The long-term debt was fully paid in 2020, hence, the pledged shares were released in 2020.

The Group's FVPL unquoted equity shares and significant investment in funds and equities include the following:

a. KSA Realty Corporation (KSA)

   On June 15, 2016, the Company acquired additional shares in KSA amounting to ₱236.5 million. This increased the Company's stake in KSA from 11.30% in 2015 to 14.28% in 2016.

   In 2019, the Company recognized ₱80.1 million gain on fair value adjustment in its investment in KSA which is presented in the consolidated profit or loss.

   As at December 31, 2021 and 2020, the Company's investment in KSA amounted to ₱1,021.7 million (see Note 29).

   The Company earned cash dividends from KSA amounting to ₱185.8 million, ₱121.4 million and ₱189.9 million in 2021, 2020 and 2019, respectively.

b. Macquarie ASEAN Technology Investments Holdings II LP (Macquarie)

   On July 13, 2018, the Company invested US$5.0 million (₱267.7 million) in Macquarie, a special purpose vehicle that invested exclusively in shares of Grab Holdings, Inc. (Grab). Grab is a Singapore-based technology company that offers ride-hailing transport services, food delivery and payment solutions through GrabTaxi, GrabFood and GrabPay.

   In December 2021, Grab became listed and launched its initial public offering. Accordingly, the investment in Macquarie is recognized as part of the "Quoted equity shares" as of December 31, 2021, from "Funds and equities" as of December 31, 2020.

   As at December 31, 2021 and 2020, the carrying value of the investment in Macquarie, inclusive of foreign exchange adjustment, amounted to ₱465.2 million and ₱240.1 million, respectively.

c. Madaket, Inc. (Madaket)

   In May 2017, AI invested US$1.0 million (₱49.7 million) in equity shares at Madaket, the owner of Madaket Healthcare. Madaket developed Electronic Data Interchange Enrollment, a service platform that automates healthcare provider data management processes in the United States.

AI recognized losses in fair value adjustment in its investment in Madaket amounting to ₱16.4 million in 2020.

As at December 31, 2021 and 2020, the Group's total investment in Madaket, inclusive of foreign exchange adjustment, amounted to nil.

d. Element Data, Inc. (Element Data)

In June 2017, AI invested US$1.0 million (₱49.5 million) in Series Seed preferred shares of Element Data, a Seattle, Washington-based Artificial Intelligence Company. Its Decision Intelligence platform incorporates a deep learning knowledge-graph with an active sense-and-response architecture, powering a decision intelligence engine that understands complex interdependencies between data and people.

In October 2017, Element Data acquired all of the intellectual property of the Group's investment in BM, an associate of the Group.

In December 2017, AI invested additional US$1.0 million (₱50.6 million) in Series Seed preferred shares of Element Data.

In 2019, AI invested additional US$0.5 million (₱26.4 million) in Element Data.

In 2019, AI recognized losses on fair value adjustment amounting to ₱26.7 million in its investment in Element Data.

Total investment carrying value in Element Data amounted to nil as at December 31, 2021 and 2020.

e. Navegar I LP (Navegar I)

In March 2013, AI invested US$0.6 million (₱26.4 million) in Navegar I, a limited partnership established to acquire substantial minority position through privately negotiated investments in equity and equity-related securities of Philippine companies that are seeking growth capital and/or expansion capital.

In July 2017, AI invested additional US$0.07 million (₱3.6 million).

In October 2018, the partial disposal of Navegar I's investments resulted to the return of capital and gain amounting to US$0.3 million (₱13.4 million) and US$0.8 million (₱43.5 million), respectively.

In 2021, AI recognized a gain on fair market value adjustment in its investment in Navegar I amounting to ₱2.0 million. In 2020 and 2019, AI recognized losses on fair value adjustment amounting to ₱2.4 million and ₱2.2 million, respectively.

Total investment in Navegar I, inclusive of foreign exchange adjustment, amounted to ₱23.1 million and ₱21.5 million as at December 31, 2021 and 2020, respectively.

As at December 31, 2021 and 2020, the Group's remaining capital commitment to be called for Navegar I amounted to US$0.05 million and US$0.06 million, respectively.

f. Navegar II LP (Navegar II)

In 2019, AI committed to invest US$10.0 million in Navegar II. AI invested US$1.49 million (₱76.08 million), US$1.0 million (₱46.5 million) and US$0.2 million (₱10.1 million) in 2021, 2020 and 2019, respectively.

In 2021 and 2020, AI recognized gains on fair market value adjustment in its investment in Navegar II amounting to ₱31.8 million and ₱14.2 million, respectively.

Total investment in Navegar II, inclusive of foreign exchange adjustment, amounted to ₱188.6 million and ₱71.3 million as at December 31, 2021 and 2020, respectively.

As at December 31, 2021 and 2020, the Group's remaining capital commitment to be called for Navegar II amounted to US$7.31 million and US$8.8 million, respectively.

g. Sierra Madre Philippines I LP (Sierra Madre)

In 2017, AI entered into an equity investment agreement with Sierra Madre, a newly formed private equity fund staffed by experienced local operators and private equity professionals. The fund will focus on providing growth capital to small and mid-sized Philippine companies.

In 2021, 2020 and 2019, AI made additional investments to Sierra Madre amounting to US$1.2 million (₱63.5 million), US$1.1 million (₱52.8 million) and US$0.9 million (₱48.0 million), respectively.

In 2021 and 2020, AI recognized gains on fair value adjustment amounting to ₱120.6 million and ₱23.2 million, respectively. In 2019, AI recognized losses on fair value adjustment amounting to ₱31.1 million.

As at December 31, 2021 and 2020, total investment in Sierra Madre, inclusive of foreign exchange adjustment, amounted to ₱326.7 million and ₱134.4 million, respectively.

As at December 31, 2021 and 2020, the Group's remaining capital commitment to be called for Sierra Madre amounted to US$4.5 million and US$5.7 million, respectively.

h. Asia Partners I LP and Asia Partners SCI (Asia Partners)

In 2021, AI committed to invest US$6.0 million in Asia Partners, a Southeast Asian focused growth capital technology investor looking to address the significant funding gap encountered by high growth companies in the region who are raising second and third rounds of institutional capital.

In 2021, AI made investment to Asia Partners amounting to US$5.2 million (₱263.9 million).

In 2021, AI recognized gains on fair market value adjustment in its investment in Asia Partners amounting to ₱5.9 million.

As at December 31, 2021, total investment in Asia Partners, inclusive of foreign exchange adjustment, amounted to ₱269.9 million.

As at December 31, 2021, the Group's remaining capital commitment to be called for Asia Partners amounted to US$0.8 million.

Net gains (losses) on increase (decrease) in market value of FVPL investments as at December 31 are as follows (in millions):

	Unrealized Valuation Gains (Losses) in Market Value		Gains (Losses) on Increase (Decrease) in Market Value of FVPL Investments
	2021	2020	in 2021
Quoted equity shares	**₱3,223.7**	₱2,613.9	**₱609.8**
Unquoted equity shares	**633.7**	491.2	**142.5**
Proprietary shares	**357.9**	321.7	**36.2**
Bonds	**(42.5)**	(17.8)	**(24.7)**
Funds and equities	**220.6**	44.9	**175.8**
Others	**1.0**	3.7	**(2.7)**
Total	**4,394.5**	3,457.6	**936.9**
Add realized gain on sale of FVPL investments			**187.2**
Net loss on decrease in market value of FVPL investments			**(₱1,124.1)**

	Unrealized Valuation Gains (Losses) in Market Value		Gains (Losses) on Increase (Decrease) in Market Value of FVPL Investments
	2020	2019	in 2020
Quoted equity shares	₱2,613.9	₱3,084.1	(₱470.2)
Unquoted equity shares	491.2	456.6	34.6
Proprietary shares	321.7	325.5	(3.8)
Bonds	(17.8)	(17.3)	(0.5)
Funds and equities	44.9	(15.7)	60.6
Others	3.7	(1.4)	5.1
Total	3,457.6	3,457.6	(374.2)
Add realized gain on sale of FVPL investments			297.7
Net loss on decrease in market value of FVPL investments			(₱76.5)

	Unrealized Valuation Gains (Losses) in Market Value		Gains (Losses) on Increase (Decrease) in Market Value of FVPL Investments
	2019	2018	in 2019
Quoted equity shares	₱3,084.1	₱2,242.3	₱841.8
Unquoted equity shares	456.6	487.5	-30.9)
Proprietary shares	325.5	282.4	43.1

(Forward)

	Unrealized Valuation Gains (Losses) in Market Value 2019	2018	Gains (Losses) on Increase (Decrease) in Market Value of FVPL Investments in 2019
Bonds	(₱17.3)	(₱54.9)	₱37.6
Funds and equities	(15.7)	(41.8)	26.1
Others	(1.4)	(7.6)	6.2
Total	3,848.9	2,907.9	923.9
Add realized gain on sale of FVPL investments			227.9
Net gain on increase in market value of FVPL investments			₱1,151.8

There were no outstanding forward transactions as at December 31, 2021, 2020 and 2019.

10. **Receivables**

	2021	2020
Trade	**₱1,966,583,522**	₱1,834,935,681
Tax credits/refunds	**136,034,296**	157,463,279
Receivables from villa owners	**59,905,684**	42,023,200
Interest receivable	**23,560,532**	26,191,265
Dividend receivable	**16,170,952**	21,422,305
Others	**12,855,696**	42,372,968
	2,215,110,682	2,124,408,698
Less allowance for expected credit losses	**217,882,662**	188,415,857
	₱1,997,228,020	₱1,935,992,841

Trade receivables are noninterest-bearing and are normally settled on a 30 to 60-day term.

Receivables from villa owners pertain to SSRLI’s net rental share and handling fees and reimbursable expenses such as guest supplies and other amenities, operating supplies, utilities, manpower, laundry services and other materials used for repairs and maintenance of the villas.

Interest receivable pertains to accrued interest income from cash and cash equivalents, notes receivable, FVPL and FVOCI investments in debt instruments.

Movements in the allowance for expected credit losses of trade and other receivable accounts are as follows:

	2021		
	Trade	**Interest and Others**	**Total**
At January 1	**₱186,825,539**	**₱1,590,318**	**₱188,415,857**
Provision for the year (Note 23)	**29,731,764**	**−**	**29,731,764**
Write-off	**(264,959)**	**−**	**(264,959)**
At December 31	**₱216,292,344**	**₱1,590,318**	**₱217,882,662**

	2020		
	Trade	Interest and Others	Total
At January 1	₱111,659,921	₱2,424,253	₱114,084,174
Provision for the year (Note 23)	75,243,352	−	75,243,352
Recoveries (Note 23)	(77,734)	−	(77,734)
Write-off	−	(833,935)	(833,935)
At December 31	₱186,825,539	₱1,590,318	₱188,415,857

11. **Inventories**

	2021	2020
At cost:		
Materials in transit	**₱377,956,695**	₱136,335,376
Raw materials	**153,323,893**	55,450,436
Aircraft parts in transit	**30,615,926**	40,089,414
Food and beverage	**10,964,889**	13,502,886
Reel inventory	**9,519,683**	8,195,616
	582,381,086	253,573,728
At net realizable value:		
Finished goods - net of allowance for inventory obsolescence of ₱34.1 million in 2021 and ₱23.7 million in 2020	**611,042,906**	445,390,570
Work in process - net of allowance for inventory obsolescence of ₱6.2 million in 2021 and ₱11.0 million in 2020	**136,257,388**	115,572,063
Raw materials - net of allowance for inventory obsolescence of ₱12.8 million in 2021 and ₱2.8 million in 2020	**181,605,892**	113,082,152
Spare parts and operating supplies - net of allowance for inventory obsolescence of ₱40.3 million in 2021 and ₱37.2 million in 2020	**83,676,820**	66,223,633
Aircraft spare parts and supplies - net of allowance for inventory obsolescence and losses of ₱9.6 million in 2021 and ₱9.5 million in 2020	**29,555,553**	58,138,235
Construction-related materials - net of allowance for inventory obsolescence of ₱0.6 million in 2021 and 2020	**605,556**	605,556
	1,042,744,115	799,012,209
	₱1,625,125,201	₱1,052,585,937

Net provision for inventory obsolescence recognized in 2021, 2020 and 2019, which was recorded under "Materials used and changes in inventories", amounted to ₱18.8 million, ₱1.5 million and ₱1.4 million, respectively (see Note 21).

Aircraft parts in transit are purchased from suppliers abroad under Freight on Board Shipping Point. These items are in the custody of either the Bureau of Customs or freight forwarder as at December 31, 2021 and 2020.

Operating supplies pertain to inventory items used in providing services such as printing, cleaning and office and guest supplies.

Construction-related materials are excess materials and supplies from Villa Development Project. These are held for use in other construction of villa or future repair or renovation of villas.

Inventories charged to cost of goods sold and services sold amounted to ₱6,697.5 million, ₱4,675.9 million and ₱6,207.8 million in 2021, 2020 and 2019, respectively (see Note 21).

12. **FVOCI Investments**

As at December 31, 2021 and 2020, FVOCI investments amounted to ₱46.4 million and ₱94.1 million, respectively, and these were recognized under noncurrent assets.

FVOCI investments in bonds represent the following:

a. Foreign currency-denominated bond securities are subject to variable and fixed coupon interest rate per annum ranging from 4.13% to 6.13% in 2021, 4.00% to 5.95% in 2020 and 4.00% to 7.38% in 2019. Maturity dates range from October 31, 2026 to June 30, 2028 for bonds held as at December 31, 2021 and May 3, 2022 to July 31, 2024 for bonds held as at December 31, 2020.

b. Geothermal Project

   In January 2014, a loan and investment agreement was entered by the Company with SKI Construction Company, Inc. (SKI), Red Core Investment Corp. (Red Core), Tayabas Power, Tiaong Geothermal Power, Inc. (Tiaong Power) and San Juan Geothermal Power, Inc. (San Juan Power), collectively referred to as Red Core Group to jointly survey and explore the geothermal energy potential in the areas defined by the Tayabas, Tiaong and San Juan Geothermal Renewable Energy Service Contract (GRESC). Under this agreement, the Company committed to lend up to ₱172.0 million for the exploration phase of the three sites.

   The Company may choose to convert each note into common shares of the three operating companies: Tayabas Power, Tiaong Power and San Juan Power to achieve 9.1% stake in each of these entities. If the Company opts not convert the note within the agreed time frame, these notes will accrue interest until they mature 62 months from the initial drawdown date.

   In 2017, the Company recognized ₱82.9 million impairment loss, bringing the investment balance to nil as at December 31, 2021 and 2020.

   In March 2018, the Company filed before the Regional Trial Court of Makati City a civil case for specific performance in order to compel Red Core Group to comply with the provisions of the loan and investment agreement signed by the parties. On November 23, 2020, the Court partially granted the Motion for Summary Judgment filed by the Company. As at February 23, 2022, the case is still ongoing.

In 2021, 2020 and 2019, gain on sale of FVOCI investments amounted to ₱0.5 million, ₱1.2 million and ₱11.9 million, respectively.

Below is the rollforward of the unrealized valuation gains (losses) on FVOCI investments recognized in equity:

	2021	2020
Beginning balance	**₱2,521,749**	₱8,739,689
Loss recognized directly in equity - net of tax	**(1,875,853)**	(5,412,803)
Amount removed from equity and recognized in consolidated statement of comprehensive income - net of tax	**(372,447)**	(805,137)
Ending balance	**₱273,449**	₱2,521,749

13. **Investments and Advances**

	2021	2020
Investments at equity - net of valuation allowance	**₱327,783,660**	₱316,374,056
Advances - net of allowance for expected credit losses of ₱564.8 million in 2021 and 2020	**1,649,622**	1,955,259
	₱329,433,282	₱318,329,315

Investments at equity consist of:

	2021	2020
Acquisition cost		
Common shares	**₱2,549,574,872**	₱2,549,574,872
Preferred shares	**4,348,973**	4,348,973
Total	**2,553,923,845**	2,553,923,845
Accumulated equity in net losses and impairment loss	**(2,420,477,863)**	(2,431,887,467)
Effect of foreign exchange differences	**194,337,678**	194,337,678
	₱327,783,660	₱316,374,056

The significant transactions involving the Group's investments in associates in 2021 and 2020 follow:

<u>AGP-SG and AGP-BVI</u>
In December 2011, AI entered into a subscription agreement with AGPI for US$5.0 million Convertible Bridge Notes (the "Notes"), with interest rate of 9% compounded annually. The principal, together with the accrued interest, is payable on the one year anniversary of the issuance of each Note.

The Notes are convertible at the option of the holder into: (a) Series B preferred shares at the per share price paid to buy out existing Series A preferred shares (US$0.345/share or the "conversion price"); or (b) the equity security issued by AGPI in its next round of equity financing at the per share price paid in such next round of financing.

AGPI is a BVI business company formed in 2010 in connection with the acquisition of equity of Atlantic, Gulf and Pacific Company of Manila, Incorporated. AGPI, through its subsidiary and associates, is focused on providing modular engineering and construction and general engineering design services, including, fabrication, assembly and manpower services, particularly in the oil, gas, petrochemical, power generation and mining industries. In 2018, the Group decided to focus on the development and construction of LNG terminals, transportation assets and platforms to deliver natural gas to end-customers and its related business (the "LNG Business") gas logistics due to the identified opportunity to combine the Group's expertise in liquefied natural gas (LNG) industry and decades-long experience in modular construction.

On June 28, 2013, AI converted the US$5.0 million Convertible Bridge Notes to 16.4 million Series B, voting preferred shares. On June 29, 2013, AI signed a definitive agreement with AGPI amounting to US$40.0 million for the subscription of 83.9 million Series C, voting preferred shares in AGPI. Series B and Series C preferred shares are convertible, at the option of the holder into Class A common shares. The subscription increased AI's holdings to 27%, giving the Group significant influence over AGPI.

In 2018, AGPI merged with AGP-BVI, its subsidiary, with the latter being the surviving entity. The Group retained its 27% ownership in AGP-BVI and its preference shares were converted to common shares upon the merger.

On July 1, 2019, AGP-BVI entered into a share swap agreement with AGP-SG to make the latter the sole owner of the former.

On July 22, 2019, AGP-SG obtained additional equity investment from new investors which effectively decreased the Group's interest in AGP-SG from 27% to 21%. The Group assessed that it still has significant influence over AGP-SG.

The principal place of business of AGP-SG is 600 North Bridge Road, Parkview Square, Singapore.

The total acquisition cost of the investment in AGP-SG amounted to ₱2.0 billion. The Group recognized an impairment loss of ₱232.3 million (after considering the effect of dilution) in 2019. In 2020 and 2019, the Group recognized equity in net losses amounting to ₱601.4 million and ₱294.1 million, respectively. The unrecognized share in net losses of AGP-SG as at December 31, 2020 amounted to ₱417.1 million. The Group is not committed to contribute to AGP-SG for any losses in excess of the cost of the investment.

The following are the significant financial information of AGP-SG as at and for the year ended December 31, 2020 (in millions):

	2020
Balance Sheets*****:	
Current assets	₱6,125.2
Noncurrent assets	13,657.9
Current liabilities	9,391.9
Noncurrent liabilities	8,348.6
Equity	2,042.4
Statements of Comprehensive Income*:	
Revenue	₱4,646.9
Loss before tax	4,859.0
Net loss	4,952.4

**Based on the latest available unaudited financial information.*

As at December 31, 2020, the carrying value of the investment amounted to nil.

On November 19, 2021, the BOD authorized the management to proceed with the sale of all its AGP-SG shares after negotiating with the potential buyer. Management believes that all the criteria for recognition of asset held for sale in accordance with PFRS 5 are met on that date. Accordingly, effective

November 2021, the Group discontinues the use of the equity method for its investment in AGP-SG and classified such investment as asset held for sale. On February 17, 2022, the said investment in associate held for sale was sold (see Note 33).

AIMP

In 2013, the Company invested ₱18.8 million in 15,000,000 common shares and ₱18.8 million in 18,750,000 cumulative, non-voting, redeemable and non-convertible preferred shares in AIMP. These investments gave the Company a total of 10% interest in the entity.

On July 6, 2017, the Company invested additional ₱91.3 million equivalent to 15,000,000 common shares, resulting to an increase in ownership from 10% to 20%, which allowed the Company to exercise significant influence over AIMP.

On December 22, 2017, AIMP redeemed the 12,300,000 preferred shares held by the Company for ₱15.6 million, inclusive of dividends accumulating to the Company amounting to ₱3.3 million.

As at December 31, 2021 and 2020, the carrying value of the investment in AIMP amounted to ₱152.5 million and ₱138.7 million, respectively.

AIMP reported net income amounting to ₱67.5 million, ₱23.3 million and ₱48.1 million in 2021, 2020 and 2019, respectively. The Group recognized equity in net earnings amounting to ₱13.5 million, ₱4.4 million and ₱9.8 million in 2021, 2020 and 2019, respectively.

FHI

On November 22, 2017, the Company and a stockholder of FHI, entered into a conditional deed of sale for the Company's purchase of 12.75% stake in FHI. The Company made an advance payment of ₱77.4 million for the said transaction.

On April 2, 2018, the advance payment of ₱77.4 million was reclassified under "Investments at equity-net of valuation allowance" upon transfer of 37,636,615 shares to the Company. On the same date, the Company entered into a deed of sale for the acquisition of 37,636,613 common shares in FHI for a total consideration of ₱103.0 million. The additional purchase of shares resulted to an increase in ownership interest from 12.75% to 25.5%.

In 2021 and 2020, the Company made a cash advance to FHI amounting to ₱76.6 million and ₱27.8 million, respectively. Total outstanding cash advance to FHI amounted to ₱104.3 million, which is presented under "Accounts payable and accrued expenses" (see Note 18).

As at December 31, 2021 and 2020, the carrying value of the investment and advances in FHI amounted to ₱175.5 million and ₱177.6 million, respectively.

FHI reported net loss amounting to ₱8.2 million, ₱5.5 million and ₱2.1 million in 2021, 2020 and 2019, respectively. The Group recognized equity in net losses amounting to ₱2.1 million, ₱1.4 million and ₱0.5 million in 2021, 2020 and 2019, respectively.

BM

In October 2011, AI entered into a subscription agreement with Predictive Edge Media Holdings, LLC (PEMH) for the acquisition of 1,000,000 Series A preferred units at US$3 per unit, which constituted 10% of the total Series A preferred units outstanding. In the first quarter of 2012, all of AI's holdings in PEMH, first acquired in October 2011, were exchanged for an interest in Predictive Edge Technologies, LLC ("Predictive"), PEMH's parent company. Predictive is a US-based early-stage technology company, which provides products and services that make practical and effective use of its patented behavioral science, based on psychological principles and state-of-the-art mathematics that allow it to measure and quantify emotions associated with digital content.

In July 2015, AI made an additional investment of US$0.5 million (₱22.5 million). In March 2016, AI invested an additional US$0.44 million (₱20.5 million) through a convertible note. In October 2016, Predictive merged with BM, its subsidiary, with the latter being the surviving company. As part of the restructuring of BM, the convertible notes and accrued interest were converted to equity on the same date and AI invested an additional US$0.81 million (₱39.2 million) for a 20.5% shareholding in BM. The increased ownership allowed AI to exercise significant influence over BM.

In 2016, AI provided impairment loss on its investment in BM amounting to ₱62.2 million.

As at December 31, 2021 and 2020, the net carrying value of AI's investment in BM amounted to nil.

Prople Limited

In November 2013, AI invested US$4.0 million (₱175.9 million) convertible notes in Prople Limited. In August 2015 and February 2016, AI purchased Tranche C notes of Prople Limited amounting to US$0.5 million (₱22.6 million) and US$0.2 million (₱10.6 million), respectively. These notes are convertible at the option of the holder into common shares of Prople Limited. The interest is 5% for the first three years and if not converted on the third anniversary of closing date (i.e., November 18, 2016, the conversion date), the interest will be the prevailing five-year US Dollar Republic of the Philippines (ROP), plus 400 basis points or 7%, whichever is higher for the next two years.

In February 2016, AI converted the notes to equity, giving AI a 32% equity stake and a significant influence over Prople Limited.

In prior years, the Group recognized impairment loss on the investment in Prople Limited.

In 2020, Prople Limited redeemed the preference shares held by the Group amounting to ₱10.1 million.

As at December 31, 2021 and 2020, the net carrying value of AI's investment in Prople Limited amounted to nil.

The Group has no share in the contingent liabilities of any associates as at December 31, 2021 and 2020.

14. Property and Equipment

	2021					
	Land, Buildings and Improvements	**Flight, Ground, Machineries and Other Equipment**	**Furniture, Fixtures and Office Equipment**	**Transportation Equipment**	**Construction in Progress**	**Total**
Cost						
January 1	**₱2,827,677,520**	**₱1,299,169,781**	**₱562,058,832**	**₱227,167,476**	**₱15,247,681**	**₱4,931,321,290**
Additions	**759,943**	**107,695,403**	**23,829,693**	**12,920,523**	**194,947,264**	**340,152,826**
Reclassification	**28,088,185**	**38,623,419**	**5,104,973**	**5,178,571**	**(76,995,148)**	**–**
Retirement/disposals	**–**	**–**	**–**	**(2,599,107)**	**–**	**(2,599,107)**
December 31	**2,856,525,648**	**1,445,488,603**	**590,993,498**	**242,667,463**	**133,199,797**	**5,268,875,009**
Accumulated Depreciation and Amortization						
January 1	**974,260,193**	**823,535,504**	**470,055,166**	**182,629,005**	**–**	**2,450,479,868**
Depreciation and amortization (Note 21)	**82,803,803**	**132,457,516**	**39,630,241**	**21,716,078**	**–**	**276,607,638**
Retirement/disposals	**–**	**–**	**–**	**(2,599,107)**	**–**	**(2,599,107)**
December 31	**1,057,063,996**	**955,993,020**	**509,685,407**	**201,745,976**	**–**	**2,724,488,399**
Net Book Value	**₱1,799,461,652**	**₱489,495,583**	**₱81,308,091**	**₱40,921,487**	**₱133,199,797**	**₱2,544,386,610**

	2020					
	Land, Buildings and Improvements	Flight, Ground, Machineries and Other Equipment	Furniture, Fixtures and Office Equipment	Transportation Equipment	Construction in Progress	Total
Cost						
January 1	₱2,750,296,452	₱1,218,414,151	₱518,630,125	₱217,613,260	₱48,538,970	₱4,753,492,958
Additions	44,739,147	24,065,790	40,653,475	11,201,836	65,624,912	186,285,160
Reclassification	32,641,921	56,689,840	4,318,178	5,266,262	(98,916,201)	−
Retirement/disposals	−	−	(1,542,946)	(6,913,882)	−	(8,456,828)
December 31	2,827,677,520	1,299,169,781	562,058,832	227,167,476	15,247,681	4,931,321,290
Accumulated Depreciation and Amortization						
January 1	895,832,760	721,854,452	418,332,114	155,010,019	−	2,191,029,345
Depreciation and amortization (Note 21)	78,427,433	101,681,052	53,265,998	34,532,868	−	267,907,351
Retirement/disposals	−	−	(1,542,946)	(6,913,882)	−	(8,456,828)
December 31	974,260,193	823,535,504	470,055,166	182,629,005	−	2,450,479,868
Net Book Value	₱1,853,417,327	₱475,634,277	₱92,003,666	₱44,538,471	₱15,247,681	₱2,480,841,422

Construction in progress includes cost of the on-going construction of the land and building improvements and cost of assembling machineries and equipment.

Depreciation amounted to ₱276.6 million, ₱267.9 million and ₱256.5 million in 2021, 2020 and 2019, respectively (see Note 21).

15. Investment Properties

	2021		
	Land	**Condominium**	**Total**
Cost			
January 1	**₱238,010,571**	**₱293,595,000**	**₱531,605,571**
Additions	**3,914,394**	**−**	**3,914,394**
December 31	**241,924,965**	**293,595,000**	**535,519,965**
Accumulated Depreciation and Amortization			
January 1	**−**	**15,903,062**	**15,903,062**
Depreciation and amortization (Note 21)	**−**	**14,679,750**	**14,679,750**
	−	**30,582,812**	**30,582,812**
Accumulated Impairment Loss	**−**		
Provision for impairment loss	**−**	**24,812,188**	**24,812,188**
Net Book Value	**₱241,924,965**	**₱238,200,000**	**₱480,124,965**

	2020		
	Land	Condominium	Total
Cost			
January 1 and December 31	₱238,010,571	₱293,595,000	₱531,605,571
Accumulated Depreciation and Amortization			
January 1	−	1,223,313	1,223,313
Depreciation and amortization (Note 21)	–	14,679,749	14,679,749
December 31	−	15,903,062	15,903,062
Net Book Value	₱238,010,571	₱277,691,938	₱515,702,509

The Group's investment properties include 144.4 hectares of land in Palawan, 36.9 hectares of land in Cebu, and 97.4 hectares of land in Guimaras. Condominium pertains to the two (2) commercial condominium units purchased by the Company in 2019 and are held for lease to other parties and associate. The aggregate fair value of these investment properties as at December 31, 2021 amounted to ₱3.88 billion.

Fair valuation of the land properties was performed by professionally qualified, SEC-accredited and independent appraiser as at October 2019 to January 2020. The fair value was determined using the sales comparison approach which considers the sale of similar or substitute properties, related market data and the assets' highest and best use. The fair value of the investment properties is categorized as Level 3 which used adjusted inputs for valuation that are unobservable as of the date of valuation.

The inputs used were offer prices of similar land. Significant increases or decreases in offer price would result in higher or lower fair value of the asset.

The appraisers determined that the highest and best use of these properties are either for residential, agricultural, commercial and recreational utility. For strategic reasons, the properties are not being used in this manner. These properties are currently held by the Group for capital appreciation.

The Group has no restrictions on the realizability of the investment properties. Under Department of Agrarian Reform (DAR) rules, AAC has to complete the development on the Guimaras land by September 2018. On November 11, 2018, DAR approved the Group's request for extension to develop the property within a non-extendible period of five years from the receipt of order or until December 6, 2023. The notice of order was received by the Group on December 7, 2018.

The fair value of the condominium units was arrived at through the use of the "Income Approach," particularly the "Discounted Cash Flow Analysis" which is a financial modelling technique based on explicit assumptions regarding the prospective cash flow to a property. This analysis involves the projection of a series of periodic cash flows to an operating property. To this projected cash flow series, an appropriate discount rate is applied to establish an indication of the present value of the income stream associated with the property being valued. In an operating property, periodic cash flow is typically estimated as gross revenue less operating expenses and other outgoings. The series of periodic net operating incomes, along with an estimate of the terminal value, anticipated at the end of the projection period, is then discounted at the discount rate, being a cost of capital or a rate of return used to convert a monetary sum, payable or receivable in the future, into present value. The fair value of the condominium units is categorized as Level 3. The highest and best use of these properties is for leasing.

The Group recognized rental income of ₱12.8 million, ₱12.3 million and ₱1.0 million from these investment properties in 2021, 2020 and 2019, respectively (see Note 30).

The aggregate direct expenses pertaining to real property taxes, condominium dues and depreciation expense amounted to ₱15.3 million, ₱19.2 million and ₱1.9 million, in 2021, 2020 and 2019, respectively.

16. Other Noncurrent Assets and Other Noncurrent Liabilities

The Group's other noncurrent assets comprise the following as of December 31:

	2021	2020
Deposit to suppliers	**₱143,809,561**	₱77,124,777
Fund for villa operations and capital expenditures (Note 30)	**104,529,256**	95,921,673
Computer software - net of accumulated depreciation of ₱13.1 million and ₱11.0 million as of December 31, 2021 and 2020, respectively	**4,896,118**	7,009,910

(Forward)

Property development in progress (Note 30)	**3,676,224**	3,679,290
Refundable deposits	**1,068,312**	1,426,368
Others	**1,177,092**	4,743,667
	₱259,156,563	₱189,905,685

Deposits to suppliers include advances to suppliers for the maintenance of IAI's aircraft and for the acquisition of specific property and equipment.

Fund for villa operations and capital expenditures is a restricted cash fund of PRI held as a source of future maintenance requirements and for future replacement of power generating units and desalination plant. Interest income on this fund shall accrue to the villa owners. A liability related to the fund was recognized and is presented as "Other noncurrent liabilities" in the consolidated balance sheets (see Note 30).

Other noncurrent liabilities amounted to ₱113.7 million and ₱111.4 million as at December 31, 2021 and 2020, respectively, which include the related liability for the fund asset of PRI recognized above and other liabilities arising from funds for future infrastructure and utility development of villas and funds for replacement of power generating units and desalination plant.

17. Notes Payable

Notes payable as at December 31, 2021 and 2020 represent unsecured, short-term, interest-bearing liabilities of IAI amounting to ₱23.2 million.

Details of the Group's short-term borrowing transactions are as follows:

a. In January and February 2020, IAI obtained loans from a bank amounting to ₱10.17 million and ₱18.00 million, respectively. The amounts loaned from the bank were used for the additional working capital of IAI. The loans have interest initially fixed at 5.00% subject to review and resetting by the bank every 30 days based on prevailing market rates at such time of review and resetting. On January 11, 2021 and February 19, 2021, the loans were rolled-over for a year amounting to ₱5.17 million and ₱18.00 million with interest fixed at a rate of 5.50% based on prevailing market rates and subject to the same terms. Subsequently, on January 6, 2022 and February 14, 2022, the loans were rolled-over for another year with the same respective principal amounts and with interest fixed at rates of 4.25% and 4.50%, respectively..

b. Total interest expense from these loans recognized in the consolidated profit or loss amounted to ₱1.1 million, ₱1.2 million and ₱0.5 million in 2021, 2020 and 2019, respectively (see Note 23).

c. The Group's unavailed loan credit line from banks amounted to ₱3,165.0 million and ₱3,191.4 million as at December 31, 2021 and 2020, respectively.

18. Accounts Payable and Accrued Expenses

	2021	2020
Trade payables	**₱298,801,504**	₱294,839,235
Refundable deposits	**194,596,351**	191,960,889
Accruals for:		
Personnel expenses	**171,917,976**	146,090,331

(Forward)

Taxes and licenses	**₱4,643,847**	₱4,770,416
Others	**66,109,324**	36,877,339
Payable to villa owners	**81,123,952**	54,862,856
Contract liabilities (Note 5)	**76,098,883**	54,286,065
Payable to a related party (Note 13)	**151,392,986**	27,805,900
Payable to contractors	**16,613,819**	19,848,123
Payable to government agencies	**32,552,217**	19,558,046
Other payables	**16,931,574**	6,921,567
	₱1,110,782,433	₱857,820,767

Trade payables are non-interest bearing and are normally settled on 30 to 90 days' terms.

Other accrued expenses include unpaid operating costs of the Group.

Refundable deposits mainly pertain to advance payments made by guests.

Contract liabilities pertain to the customers' advances for the delivery of goods and services.

Payable to contractors are amounts due to suppliers for ongoing and completed construction projects.

19. Long-term Debt

The Group's outstanding long-term debt from local banks pertain to PDP Energy:

	2021	2020
Balance as of end of year	**75,714,286**	₱227,142,857
Less current portion	**75,714,286**	151,428,571
	₱–	₱75,714,286

a. On June 24, 2013, the Company obtained a loan amounting to US$45.0 million or ₱1,997.8 million to finance the additional investments in shares of stock of AGPI. The loan is payable quarterly in seven years, inclusive of a two-year grace period and bears interest equal to outstanding three-month LIBOR rate plus 2.0% spread per annum. The loan is secured by pledge to the Company's investments in listed shares with market value amounting to ₱1,524.0 million as at December 31, 2019. This loan provides for certain affirmative and negative covenants, such as the use of the proceeds of the loan, maintenance at all times of the required collateral value of no less than 100% of the outstanding loan balance, not allow the Company's debt-to-equity ratio to exceed 1.75:1 and the Company's current ratio to fall below 1.25:1, among others. The loan agreement further provides that in the event that these ratios are violated specifically by reason of any additional indebtedness with maturity exceeding one year, the Company shall notify the bank in writing of such indebtedness. As at December 31, 2019, the Company is in compliance with the debt covenants. In 2020, the Company fully paid the loan and accordingly, the pledge over the shares of stock was released.

b. In 2015, PDP Energy obtained a long-term loan to partially fund the ₱1.5 billion cash dividend paid to Anscor. Principal amount of the loan amounted to ₱1.2 billion payable in seven years with annual interest of 4.5%, subject to repricing at the end of the fifth year.

   PDP Energy is subject to the following negative covenants for as long as the long-term loan remains outstanding, which include, but are not limited to: (a) permitting any material change in its business or in the ownership or control of its business or in the composition of its top management; (b) incurring any indebtedness (long-term loan or borrowings) with other banks except for working capital requirement; (c) allowing declaration or payment of cash dividends to its stockholders if the debt service covenant ratio is below 1.25 times or in the event of default; (d) selling, leasing, transferring or otherwise disposing all or substantially all of PDP Energy's properties and assets; (e) extending loans, advances or subsidies to any corporation it owned other than for working capital requirements or with prior consent of the bank; and (f) undertaking any capital expenditures or purchase additional capital equipment outside of the ordinary course of business. The long-term loan also provides that PDP Energy has to maintain a ratio of current assets to current liabilities of at least 1.0 times and debt-to-equity ratio should not be more than 2.0 times until final payment date. As at December 31, 2021 and 2020, PDP Energy is in compliance with the debt covenants.

In addition, the long-term loan is secured by the following collaterals, among others:

- Real estate mortgage over the land owned by Minuet;
- Chattel mortgage over machineries and equipment of PDP Energy and PDEI located in PDP Energy and PDEI's premises;
- Pledge over the shares of stock for 1,121,000 shares of PDIPI held by Anscor; and
- Assignment of leasehold rentals of the properties located in PDP Energy's premises.

On December 19, 2016, the pledge over the shares of stock for 1,121,000 shares of PDIPI held by Anscor was released by the bank.

The long-term loan also provides for pretermination without penalty.

c. In 2014, IAI converted the short-term loan amounting to US$1.1 million (₱47.0 million) to long-term loan. The term of the loan is six years, inclusive of one year grace period on principal payments. The loan is payable in 20 equal quarterly installments on principal repayment date commencing at the end of the first quarter of the grace period.

The loan is subject to Mortgage Trust Indenture or "MTI" dated November 29, 2005 between SSRLI and the MTI trustee (AB Capital and Investment Corporation), covering a portion of the assets of SSRLI.

The interest rate shall be equivalent to the base interest rate plus margin. The interest shall be payable quarterly in arrears computed based on the outstanding balance of the loan.

This loan was settled in full in May 2020.

Total interest expense recognized in the consolidated profit or loss amounted to ₱7.1 million, ₱19.2 million and ₱44.4 million in 2021, 2020 and 2019, respectively (see Note 23).

20. **Equity**

Equity holders of the Parent

Authorized capital stock as at December 31 consists of the following shares:

	2021		2020	
	Number of Shares	**Amount**	Number of Shares	Amount
Common - ₱1.0 par value	**3,459,310,958**	**₱3,459,310,958**	3,464,310,958	₱3,464,310,958
Preferred - ₱0.1 par value	**500,000,000**	**5,000,000**	–	–
	3,959,310,958	**₱3,464,310,958**	3,464,310,958	₱3,464,310,958

Issued and outstanding shares as at December 31 consists of the following:

	2021		2020	
	Number of Shares	**Amount**	Number of Shares	Amount
Common	**2,500,000,000**	**₱2,500,000,000**	2,500,000,000	₱2,500,000,000
Preferred	**500,000,000**	**5,000,000**	–	–
	3,000,000,000	**₱2,505,000,000**	2,500,000,000	₱2,500,000,000

On February 19, 2020, the Company's BOD approved the amendment of its Articles of Incorporation (AOI) wherein authorized capital stock of 5,000,000 common shares (par value of ₱1.00 per share) amounting to ₱5.0 million will be reclassified to 500,000,000 preferred shares (par value of ₱0.01 per share) amounting to ₱5.0 million. In August 2020, the Company applied for the amendment of the AOI with the SEC and this was approved by SEC on June 21, 2021.

Outstanding common shares, net of shares held by a subsidiary, as at December 31, 2021 and 2020 totaled 1,227,570,239. The Company's equity holders as at December 31, 2021 and 2020 is 11,070 and 11,074, respectively.

The Philippine SEC authorized the offering/sale to the public of the Company's 10.0 million and 140.0 million common shares with par value of ₱1.00 each on December 29, 1948 and January 17, 1973, respectively. On August 30, 1996, the Philippine SEC authorized the licensing of 910,476,302 common shares at the subscription price of ₱2.50 per share.

In 2021, 2020 and 2019, the Company declared the following cash dividends:

	2021	2020	2019
Month of declaration	**February and November**	March	February and November
Cash dividend per share	**₱0.50 and ₱0.25**	₱0.75	₱0.25 and ₱0.25
Total cash dividends	**₱1,875.0 million**	₱1,875.0 million	₱1,250.0 million
Share of a subsidiary	**₱920.7 million**	₱937.4 million	₱634.6 million

As at December 31, 2021 and 2020, the Company's dividends payable amounted to ₱519.5 million and ₱366.1 million, respectively. Dividends payable represents mainly dividend checks that were returned by the post office and which remained outstanding as at December 31, 2021 and 2020 due to problematic addresses of some of the Company's stockholders.

The Company's BOD approved the following appropriation of the Company's unrestricted retained earnings:

Date of Appropriation	Amount
2011	₱2,100,000,000
2013	900,000,000
2014	1,600,000,000
2015	1,700,000,000
2016	850,000,000
	₱7,150,000,000

The appropriation will be used for the Company's investment program within the next three years on business activities related to tourism, business process outsourcing and manufacturing, whether based in the Philippines or offshore.

Appropriations in 2011 and 2013 were extended in 2017. Appropriations in 2014 and 2015 were extended in 2018 and 2019, respectively.

On November 11, 2020, the BOD approved the extension of the appropriation of retained earnings totaling ₱7,150.0 million for another three years.

The unappropriated retained earnings is restricted for the dividend declaration by the following:

- Balance of gross deferred income tax assets amounting ₱118.8 million and ₱136.3 million as at December 31, 2021 and 2020, respectively.
- Shares in the undistributed retained earnings of subsidiaries amounting to ₱5.2 billion and ₱3.7 billion as at December 31, 2021 and 2020, respectively, which are included in retained earnings, are not available for declaration as dividends until declared by the subsidiaries.

Shares held by a subsidiary
As at December 31, 2021 and 2020, Anscorcon holds 1,272,429,761 shares of the Company. Anscorcon purchased the Company's shares amounting to ₱285.8 million (22,557,515 shares) in 2020. In 2019, Anscorcon sold 56.0 million Company shares for ₱359.9 million.

21. Cost of Goods Sold, Cost of Services Rendered and Operating Expenses

Cost of goods sold consists of:

	2021	2020	2019
Materials used and changes in inventories (Note 11)	**₱6,664,260,843**	₱4,654,071,070	₱6,182,201,800
Salaries, wages and employee benefits (Note 22)	**127,037,370**	108,218,705	123,726,961
Depreciation and amortization (Note 14)	**109,216,132**	92,478,983	81,236,323
Repairs and maintenance	**81,254,728**	75,010,253	103,648,290
Utilities	**68,495,190**	72,743,297	81,758,417
Security services	**6,922,570**	5,992,989	5,023,323
Transportation and travel	**3,359,266**	6,045,156	7,842,844
Security services	**6,922,570**	5,992,989	5,023,323
Insurance	**2,078,351**	2,127,082	2,143,719
Others	**8,995,507**	7,000,700	2,707,310
	₱7,071,619,957	₱5,023,688,235	₱6,590,288,987

Cost of services rendered consists of:

	2021	2020	2019
Resort operating costs	**₱125,670,705**	₱101,363,691	₱160,436,397
Salaries, wages and employee benefits (Note 22)	**68,582,611**	50,926,678	65,974,344
Depreciation and amortization (Note 14)	**49,956,826**	28,521,875	39,749,485
Materials and supplies - resort operations (Note 11)	**33,249,480**	21,855,679	25,548,530
Fuel cost	**24,299,842**	16,956,751	35,731,780
Transportation and travel	**18,607,935**	18,045,475	53,711,346
Repairs and maintenance	**14,100,851**	9,122,274	30,384,808
Insurance	**7,996,096**	6,063,533	4,515,573
Outside services	**1,268,843**	726,978	1,142,487
Commissions	**–**	7,191,262	15,313,975
Others	**4,190,393**	7,928,253	14,550,117
	₱347,923,582	₱268,702,449	₱447,058,842

Operating expenses consist of:

	2021	2020	2019
Salaries, wages and employee benefits (Note 22)	**₱262,348,562**	₱292,989,341	₱343,715,912
Depreciation and amortization (Notes 14, 15 and 30)	**160,879,035**	171,173,222	151,194,031
Shipping and delivery expenses	**96,400,481**	72,923,630	89,675,097
Advertising, marketing and management fee (Note 30)	**94,978,399**	92,191,957	151,367,555
Taxes and licenses	**90,916,131**	72,842,002	55,210,882
Utilities	**84,926,823**	63,194,782	79,746,977
Repairs and maintenance	**41,843,014**	61,348,628	56,982,751
Transportation and travel	**32,264,886**	24,703,019	47,347,552
Commissions	**27,212,971**	19,791,818	34,019,789
Insurance	**26,084,688**	23,278,643	21,649,585
Professional and directors' fees	**25,274,180**	37,395,138	49,816,241
Security services	**19,182,366**	20,457,933	21,220,110
Office supplies	**18,925,461**	6,817,298	6,786,878
Communications	**14,102,634**	13,399,461	12,719,346
Donation and contribution	**12,940,389**	10,026,883	9,618,796
Association dues	**8,400,598**	7,769,547	8,113,533
Meetings and conferences	**8,255,195**	8,299,842	8,820,470
Entertainment, amusement and recreation	**6,054,664**	6,692,946	6,122,508
Rental (Note 30)	**5,708,778**	1,612,537	160,736
Medical expenses	**4,262,816**	3,805,958	8,984,153
Computer programming	**3,166,553**	2,546,436	13,450,049
Trainings	**2,428,179**	2,676,059	2,059,633
Contract maintenance	**841,934**	835,145	1,314,420
Others	**44,581,733**	34,878,189	37,708,623
	₱1,091,980,470	₱1,051,650,414	₱1,217,805,627

In 2021, 2020 and 2019, the Company paid bonus to its non-executive directors amounting to nil, ₱14.0 million and ₱4.6 million, respectively.

As approved in 2004, the directors are given bonus representing no more than 1.0% of previous year's net income of the Company.

22. Personnel Expenses

	2021	2020	2019
Salaries and wages	**₱372,619,250**	₱381,286,501	₱348,909,427
Pension costs (Note 24)	**23,169,533**	18,123,185	13,203,358
Social security premiums and other employee benefits	**62,179,760**	52,725,038	171,304,432
	₱457,968,543	₱452,134,724	₱533,417,217

In 2021, 2020 and 2019, the Group declared and paid bonuses to its executive officers amounting to nil, ₱65.5 million and ₱37.0 million, respectively.

Annual bonus of no more than 3.0% of the preceding year's net income is given to executive officers of the Company as approved in 2004.

23. Interest Income, Interest Expense and Other Income (Charges)

Interest income consists of:

	2021	2020	2019
Debt instruments (Notes 9 and 12)	**₱32,197,278**	₱47,215,234	₱75,190,235
Notes receivable (Note 27)	**15,043,868**	18,038,590	14,334,300
Cash and cash equivalents (Note 8)	**6,235,233**	15,417,105	34,410,510
Others	**57,711**	1,532,894	542,990
	₱53,534,090	₱82,203,823	₱124,478,035

Interest income on debt instruments is net of bond discount amortization amounting to ₱1.8 million, ₱0.2 million and ₱1.8 million in 2021, 2020 and 2019, respectively.

Interest expense arose from the following:

	2021	2020	2019
Long-term debt (Note 19)	**₱7,135,812**	₱19,230,512	₱44,390,418
Lease liabilities (Note 30)	**2,069,414**	2,711,954	3,286,888
Notes payable (Note 17)	**1,054,460**	1,215,914	495,072
Others	**–**	1,252,758	192,245
	₱10,259,686	₱24,411,138	₱48,364,623

Other income (charges) consists of:

	2021	2020	2019
Provision for impairment losses on:			
Receivables (Note 11)	**(₱29,731,764)**	(₱75,243,352)	(₱40,841,504)
Other current and noncurrent assets	**–**	–	(910,582)
Impairment loss on investment properties (Note 15)	**(24,812,188)**	–	–
Rental income (Note 31)	**12,809,631**	12,579,912	2,909,532
Recovery of impairment losses (Note 13)	**–**	10,322,694	–
Receipt of escrow fund and tax refund	**–**	83,967,456	88,301,725
Gain on rent concession (Note 30)	**–**	3,917,535	–
Others	**(11,973,969)**	15,655,945	19,392,915
	(₱53,708,290)	₱51,200,190	₱68,852,086

Others included ASAC's reimbursement from lessees and reversal of accrued expenses.

In relation to the sale of Cirrus, an amount in escrow was established to which the Group will be entitled to receive over a period of three years until 2020, subject to certain conditions. In 2020 and 2019, the Group received the escrow fund.

24. Pension

The Group has funded defined benefit pension plans covering substantially all of its officers and employees. The benefits to be received by the officers and employees under the pension plans shall not be less than the minimum mandated retirement benefit plan under Republic Act (RA) No. 7641.

The funds are administered by trustee banks under the control and supervision of the Board of Trustees (BOT) of the pension plans, who is composed of the executive officers of the Company.

The Group contributes to the funds as required under accepted actuarial principles to maintain the plan in sound condition and reserves the right to discontinue, suspend or change the rate and amount of its contribution to the funds at any time.

Funding Policy
The Group contributes to the plans amounts (estimated by an actuary on the basis of reasonable actuarial assumptions) which are necessary to provide the defined benefits. No member is required to make any contribution to the plans. Contributions to the plans are determined using the projected unit credit method. Under this method, the current service cost is the present value of retirement benefits payable in the future in respect of services in the current period. The past service cost (PSC) is the present value of the units of benefits payable in the future in respect of services rendered prior to valuation date.

The Group's management performs an Asset-Liability Matching Study annually. The overall investment policy and strategy of the Group's defined benefit plans is guided by the objective of achieving an investment return which, together with contributions, ensures that there will be sufficient assets to pay pension benefits as they fall due while also mitigating the various risks of the plans. The Group's current strategic investment strategy consists of 40% of equity instruments and 60% of debt instruments.

As at December 31, 2021 and 2020, the Company's defined benefit retirement fund (Fund) has investments in shares of stock of the Company with a cost of ₱413.6 million. The fair value of the shares of stock amounted to ₱506.4 million and ₱420.4 million as at December 31, 2021 and 2020, respectively.

All of the fund's investing decisions are made by the BOT of the pension plans. The retirement benefit fund's total losses and gains arising from the changes in market prices amounted to ₱75.6 million gain and ₱31.0 million gain in 2021 and 2020, respectively.

As at December 31, 2021 and 2020, the Fund's fair value amounted to ₱720.6 million and ₱551.8 million, respectively.

The following tables summarize the components of net benefit expense recognized in the consolidated profit or loss and the funded status and amounts recognized in the consolidated balance sheets.

	2021	2020	2019
Retirement benefit cost:			
Current service cost	**₱24,193,146**	₱20,555,238	₱17,562,357
Net interest	**(1,023,613)**	(2,432,053)	(4,358,999)
Net benefit expense (Note 22)	**23,169,533**	₱18,123,185	₱13,203,358
Actual return on plan assets	**₱160,279,066**	₱46,900,559	₱38,309,338

Changes in net retirement plan asset are as follows:

	2021	2020	2019
Net retirement plan asset, beginning	**₱91,612,330**	₱84,470,839	₱65,391,589
Current service cost	**(13,409,755)**	(12,178,895)	(11,281,011)
Net interest	**2,910,178**	4,034,196	5,115,853
	(10,499,577)	(8,144,699)	(6,165,158)
Actuarial changes arising from:			
Changes in financial assumptions	**₱12,608,462**	(₱15,731,936)	(₱21,613,963)
Experience adjustments	**14,654,816**	3,213,923	13,906,841
Changes in the effect of asset ceiling	**(113,372,593)**	(1,514,499)	10,662,932
Remeasurement of plan assets	**143,381,265**	21,595,526	4,002,083
Changes in demographic adjustments	**1,033,745**	–	2,205,744
	58,305,695	7,563,014	9,163,637
Contribution	**7,723,176**	7,723,176	16,196,994
Transfer to net retirement payable	**–**	–	(116,223)
Net retirement plan asset, end	**₱147,141,624**	₱91,612,330	₱84,470,839

Changes in net retirement benefits payable are as follows:

	2021	2020	2019
Net retirement benefits payable, beginning	**(₱56,895,050)**	(₱32,252,060)	(₱12,858,113)
Current service cost	**(10,783,391)**	(8,376,343)	(6,281,346)
Net interest	**(1,886,565)**	(1,602,143)	(756,854)
	(12,669,956)	(9,978,486)	(7,038,200)
Actuarial changes arising from:			
Changes in financial assumptions	**14,172,068**	(18,812,882)	(14,606,935)
Experience adjustments	**(4,452,910)**	(3,225,553)	(5,868,754)
Remeasurement of plan assets	**(2,801,571)**	1,377,734	1,997,522
Changes in demographic adjustments	**39,289**	–	–
Changes in the effect of asset ceiling	**(3,004)**	–	10,000
	6,953,872	(20,660,701)	(18,468,167)
Contribution	**14,464,080**	5,996,197	5,996,197
Transfer from net retirement asset	**–**	–	116,223
Net retirement benefits payable, end	**(₱48,147,054)**	(₱56,895,050)	(₱32,252,060)

Computation of net retirement plan assets (liabilities):

2021

	Net Retirement Plan Assets	**Net Retirement Liabilities**	**Total**
Present value of defined benefit obligation	**(₱324,044,302)**	**(₱158,680,603)**	**(₱482,724,905)**
Fair value of plan assets	**610,032,120**	**110,538,694**	**720,570,814**
Surplus (deficit)	**285,987,818**	**(48,141,909)**	**237,845,909**
Effect of the asset ceiling	**(138,846,194)**	**(5,145)**	**(138,851,339)**
Retirement plan assets (liabilities)	**₱147,141,624**	**(₱48,147,054)**	**₱98,994,570**

2020

	Net Retirement Plan Assets	Net Retirement Liabilities	Total
Present value of defined benefit obligation	(₱338,630,793)	(₱155,157,639)	(₱493,788,432)
Fair value of plan assets	453,554,056	98,262,589	551,816,645
Surplus (deficit)	114,923,263	(56,895,050)	58,028,213
Effect of the asset ceiling	(23,310,933)	–	(23,310,933)
Retirement plan assets (liabilities)	₱91,612,330	(₱56,895,050)	₱34,717,280

Changes in the present value of defined benefit obligation:

	2021	2020
Defined benefit obligation, beginning	**₱493,788,432**	₱419,533,605
Current service cost	**24,193,146**	20,555,238
Interest cost	**16,625,399**	20,545,945
Remeasurement in other comprehensive income:		
Actuarial loss (gain) - changes in financial assumptions	**(26,787,615)**	34,544,818
Actuarial loss (gain) - experience adjustments	**(10,183,068)**	11,630
Actuarial gain - changes in demographic assumptions	**(1,086,929)**	–
Benefits paid from plan assets	**(13,712,153)**	(1,402,804)
Benefits paid from the Company's fund	**(112,307)**	
Defined benefit obligation, ending	**₱482,724,905**	₱493,788,432

Changes in the fair value of plan assets:

	2021	2020
Fair value of plan assets, beginning	**₱551,816,645**	₱492,599,517
Interest income	**19,699,372**	23,927,299
Contributions	**22,187,256**	13,719,373
Remeasurement gain	**140,579,694**	22,973,260
Benefits paid from plan assets	**(13,712,153)**	(1,402,804)
Fair value of plan assets, ending	**₱720,570,814**	₱551,816,645

Changes in the effect of asset ceiling:

	2021	2020
Beginning balance	**₱23,310,933**	₱20,847,133
Changes in the effect of asset ceiling	**113,375,597**	1,514,499
Interest on the effect of asset ceiling	**2,164,809**	949,301
Ending balance	**₱138,851,339**	₱23,310,933

The fair value of plan assets as at December 31 are as follows:

	2021	2020
Debt instruments	**₱410,413,591**	₱399,277,206
Equity instruments	**225,952,971**	140,111,138
Cash and cash equivalents	**11,157,674**	847,289
Unit investment trust funds	**1,084,512**	5,062,219
Others	**71,962,066**	6,518,793
	₱720,570,814	₱551,816,645

The financial instruments with quoted prices in active market amounted to ₱522.1 million and ₱545.0 million as at December 31, 2021 and 2020, respectively. The remaining plan assets do not have quoted market prices in active market.

The plan assets have diverse investments and do not have any concentration risk.

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation of the Company, PDP Group and PRI as of the end of the reporting period, assuming all other assumptions were held constant:

2021	**Change in Rates**	**Effect on Present Value of Defined Benefit Obligation Increase (Decrease)**
Discount rates	**+100 bps**	**(₱17,213,823)**
	-100 bps	**19,452,832**
Future salary increases	**+100 bps**	**19,333,257**
	-100 bps	**(17,429,176)**

2020	Change in Rates	Effect on Present Value of Defined Benefit Obligation Increase (Decrease)
Discount rates	+100 bps	(₱20,570,429)
	-100 bps	23,424,647
Future salary increases	+100 bps	22,970,819
	-100 bps	(20,582,214)

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation of the subsidiaries except PDP Group and PRI as of the end of the reporting period, assuming all other assumptions were held constant:

2021	**Change in Rates**	**Effect on Present Value of Defined Benefit Obligation Increase (Decrease)**
Discount rates	**+100 bps**	**(₱1,199,594)**
	-100 bps	**1,356,306**
Future salary increases	**+100 bps**	**1,328,139**
	-100 bps	**(1,198,536)**

2020	Change in Rates	Effect on Present Value of Defined Benefit Obligation Increase (Decrease)
Discount rates	+100 bps	(₱1,294,462)
	-100 bps	1,472,413
Future salary increases	+100 bps	1,435,394
	-100 bps	(1,288,486)

The Group expects to make contributions amounting to ₱25.6 million to its defined benefit pension plans in 2022.

The principal assumptions used in determining pension benefit obligations for the Group's plans are shown below:

	2021	2020
Discount rate	**3.00% to 5.05%**	1.92% to 3.78%
Future salary increases	**4.00% to 5.00%**	3.00% to 5.00%

The weighted average duration of the defined benefit obligation as at December 31, 2021and 2020 ranges from 1.4 to 10.3 years and 1.4 to 11.8 years, respectively.

Shown below is the maturity analysis of the expected future benefit payments as at December 31, 2021:

Year	Amount
2022	266,389,646
2023	19,840,756
2024	24,986,688
2025	18,498,425
2026	26,532,890
2027 to 2030	148,615,212

There were no changes from the previous period in the method and assumptions used in preparing the sensitivity analysis.

25. Income Taxes

The provision for income tax consists of:

	2021	2020	2019
Current	₱327,071,822	₱332,501,209	₱419,419,841
Deferred	53,080,192	(41,181,668)	9,953,813
	₱380,152,014	₱291,319,541	₱429,373,654

The components of the net deferred income tax assets (liabilities) are as follows:

	2021		2020	
	Net Deferred Income Tax Assets[1]	Net Deferred Income Tax (Liabilities)[2]	Net Deferred Income Tax Assets[1]	Net Deferred Income Tax (Liabilities)[2]
Recognized in the consolidated profit or loss:				
Deferred income tax assets on:				
Allowance for expected credit losses	₱66,503,058	₱–	₱71,134,320	₱–
Allowance for inventory obsolescence and losses	23,659,440	–	23,625,259	–
Retirement benefits payable	17,481,703	–	16,387,929	–
Unamortized past service cost	1,340,091	926,771	2,052,372	926,771
Accrued expenses	1,094,119	–	2,833,564	–
Unrealized foreign exchange loss	–	–	553,075	11,165,712
Others	7,795,077	–	7,598,645	–
	117,873,488	926,771	124,185,164	12,092,483
Deferred income tax liabilities on:				
Unrealized foreign exchange gains	(500,115)	(2,934,499)	–	–
Retirement plan assets	(315,838)	(7,017,414)	(260,619)	(5,586,651)
Fair value adjustment	–	(300,421,730)	–	(308,417,058)
Market adjustment on FVPL investments	–	(175,482,323)	–	(137,093,780)
Uncollected management fee	–	(5,206,010)	–	(7,711,376)
	(815,953)	(491,061,976)	(260,619)	(458,808,865)
	117,057,535	(490,135,205)	123,924,545	(446,716,382)
Recognized in other comprehensive income:				
Deferred income tax assets (liabilities) on:				
Unrealized valuation gains on FVOCI investments	–	(91,150)	–	(1,080,750)
Cumulative actuarial gains	(5,534,433)	(31,057,473)	72,955	(20,594,624)
	(5,534,433)	(31,148,623)	72,955	(21,675,374)
	₱111,523,102	(₱521,283,828)	₱123,997,500	(₱468,391,756)

[1] *Pertain to SSRLI, ASAC, PDP and AHI*
[2] *Pertain to Anscor and Anscorcon*

There are deductible temporary differences for which no deferred income tax assets were recognized as future realizability of these deferred income tax assets is not probable. These deductible temporary differences are as follows:

	2021	2020
Allowances for:		
Impairment losses	₱1,812,677,232	₱1,883,617,238
Expected credit losses	299,382,582	564,800,000
NOLCO	176,058,595	196,022,196
MCIT	7,603,047	8,808,089
Accrued pension benefits and others	326,856	2,379,668

The President of the Philippines signed into law on March 26, 2021 the Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act to attract more investments and maintain fiscal prudence and stability in the Philippines. Republic Act (RA) 11534 or the CREATE Act introduces reforms to the corporate income tax and incentives systems. It takes effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or April 11, 2021.

The following are the key changes to the Philippine tax law pursuant to the CREATE Act which have an impact on the Company:

- Effective July 1, 2020, regular corporate income tax (RCIT) rate is reduced from 30% to 25% for domestic and resident foreign corporations.
- Minimum corporate income tax (MCIT) rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023.

The reconciliation of provision for income tax computed at the statutory income tax rate (25% in 2021 and 30% in 2020 and 2019) with the provision for income tax is as follows:

	2021	2020	2019
Provision for income tax at statutory tax rates	**₱729,436,234**	₱138,013,361	₱710,325,095
Additions to (reductions from) income taxes resulting from:			
Dividend income not subject to income tax	**(93,573,354)**	(72,379,100)	(108,395,002)
Decrease (increase) in market values of marketable equity securities and other investments subjected to final tax	**(493,422,144)**	216,649,877	(233,588,466)
Income tax at 5% GIT	**(7,253,409)**	(17,975,832)	(85,665,018)
Movement in unrecognized deferred income tax assets	**89,894,720**	19,854,703	87,384,190
Applied and expired NOLCO and MCIT	**29,374,421**	37,133,055	7,085,291
Nontaxable income	**–**	(218,673,569)	(13,687,406)
Interest income already subjected to final tax	**(131,030)**	(1,458,413)	(2,556,510)
Equity in net losses of associates not subject to income tax	**2,852,401**	179,401,942	85,449,941
Change in income tax rate	**29,843,670**	–	–
Deficiency tax	**13,134,794**	–	–
Others	**79,995,710**	10,753,517	(16,978,461)
	₱380,152,014	₱291,319,541	₱429,373,654

The Group has available NOLCO and MCIT which can be claimed as deduction from taxable income and as credit against income tax due, respectively, as follows:

<u>NOLCO</u>

Period of Recognition	Availment Period	Amount	Additions	Applied	Expired	Balance
2018	2019-2021	₱31,228,922	₱–	(₱20,732,363)	(₱10,496,559)	₱–
2019	2020-2022	19,831,089	–	(3,596,152)	–	16,234,937
2020	2021-2025	144,962,185	–	(69,796,884)	–	75,165,301
2021	2022-2026	–	10,100,873	–	–	10,100,873
		₱196,022,196	₱10,100,873	(₱94,125,399)	(₱10,496,559)	₱101,501,111

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(bbbb) of "Bayanihan to Recover As One Act" which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss. Hence, the incurred

NOLCO of the Group in taxable year 2020 can be claimed as deduction from the regular taxable income from taxable years 2021 to 2025, in pursuant to the Bayanihan to Recover As One Act.

MCIT

Period of Recognition	Availment Period	Amount	Additions	Applied	Expired	Balance
2018	2019-2021	₱3,218,932	₱–	₱–	(₱3,218,932)	₱–
2019	2020-2022	3,866,181	–	–	–	3,866,181
2020	2021-2023	1,722,976	–	–	–	1,722,976
2021	2022-2024	–	2,022,934	–	–	2,022,934
		₱8,808,089	₱2,022,934	₱–	(₱3,218,932)	₱7,612,091

26. Earnings Per Share - Basic / Diluted

Earnings per share - basic / diluted were computed as follows:

	2021	2020	2019
Net income attributable to equity holders of the Parent	**₱2,504,080,376**	₱165,646,806	₱1,843,615,322
Total comprehensive income (loss) attributable to equity holders of the Parent	**2,680,681,492**	(24,105,756)	1,741,633,291
Weighted average number of shares	**1,227,570,239**	1,241,967,264	1,207,960,035
Earnings (Loss) Per Share			
Basic/diluted, for net income attributable to equity holders of the Parent	**₱2.04**	₱0.13	₱1.53
Basic/diluted, for comprehensive income (loss) attributable to equity holders of the Parent	**₱2.18**	(₱0.02)	₱1.44

The Company does not have potentially dilutive common stock equivalents in 2021, 2020 and 2021.

27. Related Party Transactions

Related party relationship exists when the party has the ability to control, directly or indirectly, through one or more intermediaries, or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting entity and its key management personnel, directors or stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationships, and not merely to the legal form.

All related party transactions exceeding ₱5.0 million in a single transaction or in aggregate transactions within the last twelve (12) months shall be disclosed to and evaluated by the Related Party Transaction Committee for approval by at least majority of the BOD.

All material related party transactions, representing 10% or more of the consolidated total assets of the Group, shall be approved by at least two-thirds (2/3) vote of the BOD, with at least majority of the independent directors voting to approve the material related party transactions. These transactions shall be disclosed with the SEC.

In the normal course of business and in addition to those disclosed in Notes 13 and 30, the Group grants/ receives cash advances to/from its associates and affiliates.

Compensation of the Group's key management personnel (in millions):

	2021	2020	2019
Short-term employee benefits (Notes 21 and 22)	**₱106.8**	₱146.4	₱116.1
Retirement benefits (Notes 21, 22 and 24)	**4.4**	4.4	5.7
Total	**₱111.2**	₱150.8	₱121.8

There are no termination benefits, share-based payments or other long-term employee benefits granted to key management personnel.

On November 4, 2019, the Company granted a five-year loan amounting to ₱363.5 million to A. Soriano Corporation Retirement Plan (the Retirement Plan) at 5% interest per annum. The loan is secured by the Company's shares of stock held by the Retirement Plan with a fair value of ₱445.2 million and ₱369.6 million as at December 31, 2021 and 2020, respectively.

The balance of the loan amounted to ₱297.6 million and ₱307.5 million as at December 31, 2021 and 2020, respectively.

28. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, investments in debt instruments, quoted and unquoted equity securities, investments in mutual and hedge funds, and short-term and long-term bank loans. The Group's other financial instruments include accounts payable, lease liabilities and dividends payable and amounts due to affiliates, which arose directly from operations.

The Company's investment objectives consist mainly of:
a) maintaining a bond portfolio that earns adequate cash yields, and
b) maintaining a stable equity portfolio that generates capital gains through a combination of long-term strategic investments and short-term to medium-term hold type investment.

The main risks arising from the use of these financial instruments are credit risk, liquidity risk, interest rate risk, equity price risk, price risk of mutual funds, foreign currency risk, copper rod price risk, and operating and regulatory risks. These risks are monitored by the Company's Investment Committee (the Committee).

The Committee evaluates the performance of all investments and reviews fund allocation to determine the future strategy of the fund. The Committee is formed by the Company's Chairman, Vice Chairman, Chief Finance Officer, Treasurer and Corporate Development Officer, and an independent consultant. The Committee meets at least every quarter for the review and evaluation. The BOD reviews and approves the Company's risk management policies. The Company's policies for managing each of these risks are summarized below.

Credit risk
The Group is exposed to credit risk primarily because of its investing and operating activities. Credit risk losses may occur as a result of either an individual, counterparty or issuer being unable to or unwilling to honor its contractual obligations. The Group is exposed to credit risk arising from default of the counterparties (i.e., foreign and local currency denominated debt instruments and receivables) to its

financial assets. The Group does not have a counterparty that accounts for more than 10% of the consolidated revenue.

Credit risk management
In managing credit risk on these investments, capital preservation is paramount. The Group transacts only with recognized and creditworthy counterparties. Investments in bonds are invested in highly recommended, creditworthy debt instruments that provides satisfactory interest yield.

Credit risk exposures
The table below shows the gross maximum exposure for each class of financial assets before the effects of collateral, credit enhancements and other credit risk mitigation techniques:

	2021	2020
Cash in banks	**₱1,691,559,733**	₱1,999,052,241
Cash equivalents	**1,036,630,915**	1,091,867,325
FVPL investments - bonds	**246,425,256**	529,582,177
FVOCI investments - bonds	**46,396,340**	94,137,422
Advances	**566,449,622**	566,755,259
	3,587,461,866	4,281,394,424
Receivables:		
Trade	**1,966,583,522**	1,834,935,681
Notes receivable	**297,608,131**	307,499,741
Receivable from villa owners	**59,905,684**	42,023,200
Interest receivable	**23,560,532**	26,191,265
Dividend receivable	**16,170,952**	21,422,305
Others	**12,855,696**	42,372,968
	2,376,684,517	2,274,445,160
	₱5,964,146,383	₱6,555,839,584

Credit quality per class of financial assets
For the Group's financial assets, credit quality is monitored and managed using internal credit ratings. Internal risk ratings are derived in accordance with the Group's rating policy.

Trade receivables
An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix.

		Days Past Due But Not Impaired					
December 31, 2021	**Current**	**Less than 30 days**	**31 to 60 days**	**61 to 90 days**	**91 to 120 days**	**More than 120 days**	**Total**
Expected credit loss rate	**0%**	**0% - 1.05%**	**0% - 0.02%**	**0%**	**0% - 19.45%**	**100%**	
Estimated total gross carrying amount at default	**₱1,027,300,883**	**₱445,560,565**	**₱133,918,402**	**₱61,636,855**	**₱108,415,875**	**₱189,587,285**	**₱1,966,583,522**
Expected credit loss	**₱–**	**₱4,685,005**	**₱24,441**	**₱–**	**₱21,091,545**	**₱189,587,285**	**₱215,388,276**

December 31, 2020	Current	Days Past Due But Not Impaired Less than 30 days	31 to 60 days	61 to 90 days	91 to 120 days	More than 120 days	Total
Expected credit loss rate	0%-0.01%	0%-2.90%	0%-7.12%	0%-14.39%	0%-9.00%	0%-82.88%	
Estimated total gross carrying amount at default	₱1,009,364,877	₱423,482,894	₱130,759,432	₱35,983,385	₱67,311,653	₱168,033,440	₱1,834,935,681
Expected credit loss	₱9,082,737	₱16,119,934	₱8,548,094	₱5,137,721	₱10,741,952	₱137,195,101	₱186,825,539

Other financial assets
Credit risk from balances with banks and financial institutions is managed by the Group in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The Group invests only on quoted debt securities with very low credit risk. The Group's debt instruments at fair value through OCI comprised solely of quoted bonds that are graded in the top investment category (Very Good and Good) by the Good Credit Rating Agency and, therefore, are considered to be low credit risk investments.

The tables below present the summary of the Group's exposure to credit risk as of December 31 and show the credit quality of the assets by indicating whether the assets are subjected to the 12-month ECL or lifetime ECL.

2021	**12-month ECL**	**Lifetime ECL Not Credit Impaired**	**Lifetime ECL Credit Impaired**	**Total**
Cash in banks	**₱1,691,559,733**	**₱–**	**₱–**	**₱1,691,559,733**
Cash equivalents	**1,036,630,915**	**–**	**–**	**1,036,630,915**
FVOCI investments	**46,396,340**	**–**	**–**	**46,396,340**
Receivables:		**–**		
Notes receivable	**297,608,131**	**–**	**–**	**297,608,131**
Receivable from villa owners	**59,905,684**	**–**	**–**	**59,905,684**
Interest receivable	**22,969,437**	**–**	**591,095**	**23,560,532**
Dividends receivable	**16,170,952**	**–**	**–**	**16,170,952**
Others	**11,856,473**	**–**	**999,223**	**12,855,696**
Advances	**1,649,622**	**–**	**564,800,000**	**566,449,622**
	₱3,184,747,287	**₱–**	**₱566,390,318**	**₱3,751,137,605**

2020	12-month ECL	Lifetime ECL Not Credit Impaired	Lifetime ECL Credit Impaired	Total
Cash in banks	₱1,999,052,241	₱–	₱–	₱1,999,052,241
Cash equivalents	1,091,867,325	–	–	1,091,867,325
FVOCI investments	94,137,422	–	–	94,137,422
Receivables:		–		
Notes receivable	307,499,741	–	–	307,499,741
Receivable from villa owners	42,023,200	–	–	42,023,200
Interest receivable	25,600,170	–	591,095	26,191,265
Dividends receivable	21,422,305	–	–	21,422,305
Others	41,373,745	–	999,223	42,372,968
Advances	1,955,259	–	564,800,000	566,755,259
	₱3,624,931,408	₱–	₱566,390,318	₱4,191,321,726

Liquidity risk
Liquidity risk is defined as the risk that the Group may not be able to settle or meet its obligations as they fall due. Aside from yielding good returns, the Group ensures investments have ample liquidity to finance operations and capital requirements. Short-term bank loans are secured to fill in temporary mismatch of funds for new investments.

Where applicable, long-term debt or equity are used for financing when the business requirement calls for it to ensure adequate liquidity in the subsidiaries and affiliates' operation.

The Group's approach to managing liquidity risk is to ensure that it will always have sufficient liquidity to meet its liabilities when they are due. This is done by primarily investing in highly liquid investments.

The tables below summarize the maturity profile of the Group's financial liabilities based on undiscounted contractual payments as well as the financial assets used for liquidity management.

December 31, 2021	**Within 6 Months**	**6 to 12 Months**	**Over 1 Year to 5 Years**	**Over 5 Years**	**Total**
Cash on hand and in banks	₱1,692,599,481	₱–	₱–	₱–	₱1,692,599,481
Cash equivalents	1,036,630,915	–	–	–	1,036,630,915
FVPL investments - bonds	52,012,606	15,039,605	70,620,865	108,752,180	246,425,256
FVOCI investments - bonds	–	–	46,396,340	–	46,396,340
Receivables*	1,861,193,724	–	–	297,608,131	2,158,801,855
	₱4,642,436,726	₱15,039,605	₱117,017,205	₱406,360,311	₱5,180,853,847
Accounts payable and accrued expenses**	₱909,914,971	₱–	₱–	₱–	₱909,914,971
Lease liabilities	4,969,201	4,969,201	7,729,869	–	17,668,271
Notes payable	23,166,200	–	–	–	23,166,200
Long-term debt	75,714,286	–	–	–	75,714,286
Dividends payable	519,529,172	–	–	–	519,529,172
	₱1,533,293,830	₱4,969,201	₱7,729,869	₱–	₱1,545,992,900

* *Excluding non-financial assets amounting to ₱136.0 million. Notes receivable amounting to ₱297.6 million is included.*
** *Excluding non-financial liabilities amounting to ₱200.9 million.*

December 31, 2020	Within 6 Months	6 to 12 Months	Over 1 Year to 5 Years	Over 5 Years	Total
Cash on hand and in banks	₱2,000,092,020	₱–	₱–	₱–	₱2,000,092,020
Cash equivalents	1,091,867,325	–	–	–	1,091,867,325
FVPL investments - bonds	15,367,360	–	234,142,476	280,072,341	529,582,177
FVOCI investments - bonds	–	–	94,137,422	–	94,137,422
Receivables*	1,778,529,562	–	–	307,499,741	2,086,029,303
	₱4,885,856,267	₱–	₱328,279,898	₱587,572,082	₱5,801,708,247
Accounts payable and accrued expenses**	₱783,976,656	₱–	₱–	₱–	₱783,976,656
Lease liabilities	4,674,146	4,790,999	17,668,271	–	27,133,416
Notes payable	23,166,200	–	–		23,166,200
Long-term debt	52,548,086	98,880,485	75,714,286	–	227,142,857
Dividends payable	366,069,163	–	–	–	366,069,163
	₱1,230,434,251	₱103,671,484	₱93,382,557	₱–	₱1,427,488,292

* *Excluding non-financial assets amounting to ₱157.5 million. Notes receivable amounting to ₱307.5 million is included.*
** *Excluding non-financial liabilities amounting to ₱73.8 million.*

Accounts payable and accrued expenses, dividends payable, lease liabilities, notes payable and current portion of long-term debt are expected to be settled using cash to be generated from operations and drawing from existing lines of credits or liquidity reserves.

Market risks

Market risk is defined as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. It is the risk coming from adverse movements in factors that affect the market value of financial instruments of the Group. The Group is exposed primarily to the financial risks of changes in interest rates, equity price risk, price risk of mutual funds, foreign currency risk, copper rod price risk and operating and regulatory risk.

Investments exposed to market risk are foreign and local currency-denominated quoted debt instruments, foreign and local-currency denominated equity instruments and mutual fund/hedge fund investments.

There has been no change to the Group's manner in managing and measuring the risk.

a. Interest rate risks

Cash flow interest rate risk
Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The following table demonstrates management's best estimate of the sensitivity to reasonably possible change in interest rates, with all other variables held constant (in millions):

Floating Debt Instrument	Change in Interest Rates [in Basis Points (bps)]	Effect on Income Before Tax and Equity Increase (Decrease)
2021	**+150**	**₱0.23**
	-150	**(0.23)**
2020	+150	₱0.52
	-150	(0.52)

The sensitivity analysis shows the effect on the consolidated profit or loss of assumed changes in interest rates on the net interest income for one year, based on the floating rate of financial assets and financial liabilities held as at December 31, 2021 and 2020. There is no other impact on equity other than those affecting profit or loss.

Fair value interest rate risk
Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group accounts for its quoted debt instruments at fair value. Changes in benchmark interest rate will cause changes in the fair value of quoted debt instruments.

The tables below show the impact on income before income tax and equity of the estimated future bond yields using a duration based sensitivity approach. Items affecting profit or loss are bonds classified as FVPL and items affecting equity account are bonds classified as FVOCI. The impact of change in interest rates are as follows (in millions):

	Change in	Increase (Decrease)	
2021	**Interest Rates (in bps)**	**Effect on Income Before Tax**	**Effect on Equity**
FVOCI investments	**+100**	**₱–**	**(₱2.06)**
	-100	**–**	**2.19**
FVPL investments	**+100**	**(₱4.85)**	**₱–**
	-100	**5.11**	**–**

	Change in	Increase (Decrease)	
2020	Interest Rates (in bps)	Effect on Income Before Tax	Effect on Equity
FVOCI investments	+100	₱–	(₱1.10)
	-100	–	1.14
FVPL investments	+100	(₱23.81)	₱–
	-100	26.04	–

b. Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of the equity indices and the values of individual stock. The equity price risk exposure arises from the Group's investment in stock listed in the PSE and NASDAQ.

The sensitivity analysis assumes that the stock's standard deviation on its historical returns for the past one year provides the basis for the range of reasonably possible changes in prices of the stock investments. In establishing the relative range of the stock investment returns, the Group also assumes a 99% confidence level.

The table below shows the impact on income before income tax and equity of the estimated future return of the stock investments using a Beta-based sensitivity approach. The impact of the change in equity prices are as follows (in millions):

FVPL Investments	**Change in PSE Price Index**	**Effect on Income Before Tax and Equity Increase (Decrease)**
2021		
	+18.77%	**₱487.28**
	-18.77%	**(487.28)**
2020	+33.14%	₱1,165.59
	-33.14%	(1,165.59)

The annual standard deviation of the PSE price index is approximately with 18.77% and 33.14% and with 99% confidence level, the possible change in PSE price index could be +/- 18.77% and +/- 33.14% in 2021 and 2020, respectively.

c. Price risk of mutual funds

The Group is exposed to the risk of changes in the fund's net asset value (NAV) due to its market risk exposures.

The sensitivity analysis demonstrates management's best estimate of the impact of reasonably possible change in NAV, with all other variables held constant.

The table below shows the impact on income before income tax and equity of assumed changes in NAV. A negative amount in the table reflects a potential reduction on income before income tax or equity while a positive amount reflects a potential increase on income before income tax or equity.

The impact of the change in mutual fund prices are as follows (in millions):

Mutual Funds	**Change in NAV**	**Effect on Income Before Tax and Equity Increase (Decrease)**
2021	**+10.00%**	**₱153.90**
	-10.00%	**(153.90)**
2020	+10.00%	₱282.54
	-10.00%	(282.54)

d. Foreign currency risks

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rate. The Group's exposure arises primarily from investments in foreign currency-denominated debt investments and equity securities.

The Company and a subsidiary's foreign exchange risk arises primarily from investments in foreign currency - denominated debt and equity securities. To minimize income volatility due to exchange rate movements, liquid investments are held in a basket of currencies, including Philippine peso and other major currencies such as U.S. dollar, Australian dollar and Japanese Yen. This also enables the Company and a subsidiary to access investment opportunities in those currencies.

On borrowings, it is the Company's group-wide policy for its subsidiaries to minimize any foreign exchange risks. Thus, all borrowings, whether short-term or long-term, in general, should be in Philippine peso. Any foreign currency borrowings may be engaged only if matched by the entities' corresponding currency revenue flows or by a foreign currency asset. As such, PRI and SSRLI can borrow in U.S. dollar as their revenues are dollar-based. It is also the policy of the Group to minimize any foreign exchange exposure in its management of payables. Any substantial exposure is covered by foreign exchange contracts, if necessary.

The analysis discloses management's best estimates of the effect of reasonably possible movement of the currency rate against the Philippine peso on income before tax. It assumes that all other variables remain constant. The impact of the change in currency rates are as follows (in millions):

2021	**Change in Currency Rate**	**Effect on Income Before Tax and Equity Increase (Decrease)**
US Dollar	**+4.38%**	**₱7.69**
	-4.38%	**(7.69)**
Indonesian Rupiah	**+19.11%**	**(₱34.01)**
	-19.11%	**34.01**

2020	Change in Currency Rate	Effect on Income Before Tax and Equity Increase (Decrease)
US Dollar	+3.23%	₱6.43
	-3.23%	(6.43)
Indonesian Rupiah	+10.31%	(₱18.35)
	-10.31%	18.35

e. Copper rod price risk

The PDP Group uses copper rods in the manufacturing of its products. Copper rods component represents a significant portion of the cost of each unit produced. Average monthly purchase of copper rods amounted to ₱490.9 million, with an average quantity of about 1,182 metric tons in 2021 and ₱328.0 million, with an average quantity of about 1,136 metric tons in 2020.

Copper rods are priced based on the London Metal Exchange prices and are affected by the volatility in the price of metal in the world market. The following table represents the effect on income before tax and equity of the reasonably possible change in metal prices, as they affect prices of copper rods, with all other variables held constant.

The impact of the change in copper prices are as follows (in millions):

	% Change in Copper Rod Prices	Effect on Income Before Income Tax and Equity Increase (Decrease)
2021	**+9.02**	**(₱76.65)**
	-9.02	**76.65**
2020	+5.71%	(₱29.28)
	-5.71%	29.28

PDP Group's exposure to price risk on copper rod purchases is managed through back-to-back purchase of rods versus sales orders, average pricing on the firm orders like automobile wire products with long-term contracts, and obtaining orders from contractors with a fixed price or locked-in contracts with a specified period.

Capital management
The primary objective of the Group's capital management is to ensure an adequate return to its shareholders and to maximize its value to its shareholders. In pursuance of this goal, the Group establishes an optimum risk return investment objectives through a sound diversified investment portfolio and in ensuring a fair credit rating, the Group establishes prudent financial policies through appropriate capitalization ratios in its investments and maintain reasonable liquidity.

The Group monitors capital on the basis of the carrying amount of equity as presented on the face of the consolidated balance sheet.

No changes were made in the objectives, policies or process for the years ended December 31, 2021 and 2020.

29. Financial Instruments

Categorization of Financial Instruments

December 31, 2021	**At Amortized Cost**	**Financial Assets at FVPL**	**Financial Assets at FVOCI**	**Total**
Cash and cash equivalents	**₱2,729,230,396**	**₱–**	**₱–**	**₱2,729,230,396**
FVPL investments	**–**	**11,677,813,985**	**–**	**11,677,813,985**
FVOCI investments	**–**	**–**	**46,396,340**	**46,396,340**
Receivables*	**2,158,801,855**	**–**	**–**	**2,158,801,855**
	₱4,888,032,251	**₱11,677,813,985**	**₱46,396,340**	**₱16,612,242,576**

**Excluding non-financial assets amounting to ₱136.0 million. Notes receivable amounting to ₱297.6 million is included.*

December 31, 2020	At Amortized Cost	Financial Assets at FVPL	Financial Assets at FVOCI	Total
Cash and cash equivalents	₱3,091,959,345	₱–	₱–	₱3,091,959,345
FVPL investments	–	10,022,872,169	–	10,022,872,169
FVOCI investments	–	–	94,137,422	94,137,422
Receivables*	2,086,029,303	–	–	2,086,029,303
	₱5,177,988,648	₱10,022,872,169	₱94,137,422	₱15,294,998,239

**Excluding non-financial assets amounting to ₱157.4 million. Notes receivable amounting to ₱307.5 million is included.*

Fair Values of Financial Assets and Financial Liabilities
The carrying amounts of cash and cash equivalents, receivables, notes payable, dividends payable, current portion of lease liabilities and accounts payable and accrued expenses approximate their fair values due to the short-term maturity of these financial instruments.

The carrying values of long-term debt, which have floating rates with quarterly repricing, approximate their fair values.

FVPL and FVOCI investments are carried at fair value. The following methods and assumptions were used to estimate the fair values:

- FVPL quoted equity shares, investments in bonds, funds and equities, proprietary shares and others are derived from quoted market prices in active markets.

- FVOCI investments in bonds are derived from quoted market prices in active markets.

- FVPL investment in KSA are based on the discounted cash flow (DCF) model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, the discount rate, and growth rate. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

- FVPL investments in private equity funds are valued using the adjusted net asset method. The underlying investments under these private equity funds are carried at fair value. Other FVPL investments in unquoted equity shares are based on prices and other relevant information generated by market transactions involving identical and comparable assets, liabilities or a group of assets and liabilities, such as business. The valuation requires management to use market multiples derived from a set of comparables. Multiples might be in ranges with a difference multiple for each comparable. The selection of the appropriate multiple within the range requires judgement, considering qualitative and quantitative factors specific to the measurement.

The following tables provide the Group's fair value measurement hierarchy of its assets:

		Fair Value Measurement Using		
December 31, 2021	**Total**	**Quoted Prices in Active Markets (Level 1)**	**Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
FVPL investments:				
Quoted equity shares	**₱7,405,486,958**	**₱7,405,486,958**	**₱–**	**₱–**
Funds and equities	**1,790,855,560**	**–**	**1,790,855,560**	
Unquoted equity shares	**1,827,306,698**	**–**	**805,597,624**	**1,021,709,074**
Bonds	**246,425,256**	**246,425,256**	**–**	**–**
Proprietary shares	**399,877,073**	**–**	**399,877,073**	**–**
Others	**7,862,440**	**7,862,440**	**–**	**–**
	11,677,813,985	**7,659,774,654**	**2,996,330,257**	**1,021,709,074**
FVOCI investments	**46,396,340**	**46,396,340**	**–**	**–**
	₱11,724,210,326	**₱7,706,170,994**	**₱2,996,330,257**	**₱1,021,709,074**

		Fair Value Measurement Using		
December 31, 2020	Total	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
FVPL investments:				
Quoted equity shares	₱6,481,857,144	₱6,481,857,144	₱–	₱–
Funds and equities	1,319,051,909	–	1,319,051,909	–
Unquoted equity shares	1,248,944,824	–	227,235,750	1,021,709,074
Bonds	529,582,177	529,582,177	–	–
Proprietary shares	363,627,073	–	363,627,073	–
Others	79,809,042	79,809,042	–	–
	10,022,872,169	7,091,248,363	1,909,914,732	1,021,709,074
FVOCI investments	94,137,422	94,137,422	–	–
	₱10,117,009,591	₱7,185,385,785	₱1,909,914,732	₱1,021,709,074

Description of significant unobservable inputs to valuation of investment in KSA classified under Level 3 (amounts in millions):

2021:

	Valuation Technique	**Significant Unobservable inputs**	**Range**	**Sensitivity of Input to Fair Value**
KSA	DCF Model	Dividend payout is ₱121.0 million with 3% annual increase at the end of 2nd year	0% to 5%	0%: fair value of ₱780 5%: fair value of ₱1,069
		Liquidity discount of 20%	10% to 30%	10%: fair value of ₱1,034 30%: fair value of ₱805
		Cost of equity of 13.20%	12.2% to 14.00%	12%: fair value of ₱981 14%: fair value of ₱879

2020:

	Valuation Technique	**Significant Unobservable inputs**	**Range**	**Sensitivity of Input to Fair Value**
KSA	DCF Model	Dividend payout is ₱121.0 million with 3% annual increase at the end of 2nd year	0% to 5%	0%: fair value of ₱803 5%: fair value of ₱1,260
		Liquidity discount of 20%	10% to 30%	10%: fair value of ₱1,149 30%: fair value of ₱894
		Cost of equity of 12.80%	12.6% to 13.6%	12%: fair value of ₱1,041 14%: fair value of ₱948

An increase in the expected lease income of KSA would increase the dividend payout, which would lead to an increase in the fair value of the investment in KSA.

Reconciliation of fair value of the investment in KSA (in millions):

As at 1 January 2020	₱1,021.7
Unrealized gain in profit or loss (Note 10)	–
As at 31 December 2020	1,021.7
Unrealized gain in profit or loss (Note 10)	–
As at 31 December 2021	₱1,021.7

In 2021, Grab was listed in NASDAQ which resulted to transfer from Level 2 to Level 1 fair value measurement.

For the years ended December 31, 2021, 2020 and 2019, there were no transfers other than those mentioned above.

30. Contracts and Agreements

Anscor

a. On November 29, 2019, the Company entered into a lease agreement with ATR Asset Management, Inc., ATRAM Trust Corporation and MET Holdings, Inc. for the lease of its condominium unit commencing on the agreement date until April 30, 2021. The contract was renewed for another five years effective May 1, 2021 and the Company will receive monthly rental payments of ₱1.2 million, which is subject to 5% escalation rate starting May 1, 2022.

   The Company recognized rental income amounting to ₱12.6 million and ₱12.3 million in 2021 and 2020, respectively (see Notes 15 and 23).

IAI

a. On August 23, 2006, IAI entered into a Maintenance Service Plan (MSP) with Honeywell for the latter to service IAI's additional aircraft engine acquired in 2007. Under the terms of the programs, IAI agrees to pay a fee computed at a rate of the engine's actual operating hours or the minimum operating hours, subject to annual escalation. The engine shall be shipped to the United States to undergo repairs and maintenance as necessary by a Honeywell authorized service center. Deposits for the MSP as at December 31, 2021 and 2020 amounted to ₱22.19 million and ₱52.2 million, respectively, and included as part of "Other noncurrent assets" account in the consolidated balance sheets (see Note 16).

b. IAI entered into a lease or concessionaire agreement with Manila International Airport Authority (MIAA) which granted IAI to operate as an aircraft hangar and conduct fixed base operations within the leased premises. The agreement shall be effective for a period of one (1) year commencing on January 1, 2016. After the end of the first year, the lease is automatically renewed until IAI is permitted to stay in Ninoy Aquino International Airport (NAIA) Complex. IAI will continue to operate at NAIA Complex by virtue of the Certificate of Public Convenience and Necessity to operate Domestic Scheduled Air Transportation Services issued on January 31, 2017 and valid from March 1, 2017 up to February 28, 2022.

   On October 15, 2019, MIAA issued a memorandum stating that all general aviation operations be transferred to other alternate airports to ease the traffic congestion at the NAIA Complex. MIAA gave general aviation companies until May 31, 2020 to vacate and turn over the leased premises.

   IAI continues to operate in the leased premises after May 31, 2020 and the lease agreement was converted to a month-to-month basis starting June 1, 2020.

   On January 28, 2021, IAI received a letter from MIAA stating that should IAI desire to renew the agreement, documentary requirements must be submitted on or before February 15, 2021 and that IAI should provide its best lease offer.

   At the beginning of February 2021, Federation of Aviation Organization of which IAI is a member, sent a letter proposal to MIAA for the best lease offer price which was agreed by all of its members.

Currently, IAI is in the process of finalizing a renewed 3-year lease agreement with MIAA and is targeted to be completed in 2022. The renewal of the lease agreement is not reasonably certain as of December 31, 2021 as the acceptance by the lessor of the best lease offer is not yet evident.

IAI conducts its operations from leased facilities with ASAC which include the aircraft hangar or ramp, battery shop, parking lots, mechanics' quarters and the administrative office. The lease agreement is for a period of two years commencing on September 1, 2019 and was subsequently renewed. The renewed lease agreement was terminated on August 31, 2021. On September 1, 2021, IAI renewed the lease agreement valid for two years ending August 31, 2023.

The following are the amounts recognized in the statement of income:

	2021	2020
Depreciation expense of right-of-use assets included in property and equipment	**₱3,653,889**	₱4,614,496
Interest expense on lease liabilities	**69,899**	190,938
Expenses relating to short-term leases (included in "Rent" account under general and administrative)	**14,403,889**	1,453,698
Total amount recognized in statement of income	**₱18,129,698**	₱6,259,132

The carrying amount of lease liabilities as at December 31, 2021 and 2020 follows:

	2021	2020
At January 1, 2021	**₱2,476,212**	₱7,082,672
Additions	**7,397,613**	–
Interest for the period	**69,899**	190,938
Lease payments	**(3,769,042)**	(4,797,398)
	6,174,682	2,476,212
Less current portion of long-term lease liability	**(3,680,460)**	(2,476,212)
Long-term lease liability as at December 31, 2021	**₱2,494,222**	₱–

The lease liability was measured at the present value of the remaining lease payments discounted at IAI's incremental borrowing rates as at September 1, 2021 for the lease with ASAC. The weighted average incremental borrowing rates applied to the lease liabilities on September 1, 2021 and September 1, 2019 was 1.97% and 3.91%, respectively.

SSRLI and PRI

a. On January 9, 2007, SSRLI and the Philippine Economic Zone Authority (PEZA) signed a Registration Agreement declaring SSRLI as an Ecozone Developer/Operator, entitling SSRLI to establish, develop and construct the villas and to operate the Ecozone. SSRLI is entitled to four-year income tax holiday and tax-free importation of machineries and equipment on PEZA-covered registered activities under the Registration Agreement.

   On December 18, 2009, SSRLI's resort operations have been registered with PEZA to engage in the renovation and expansion of Amanpulo Resort at the Pamalican Island Tourism Ecozone. SSRLI's resort operations are entitled to 5% gross income tax on revenues generated from foreign clients and regular income tax on non-foreign clients under the Registration Agreement.

On July 1, 2011, PRI took over the resort operations of SSRLI. On the same date, PEZA approved PRI's application for registration as a locator at the Pamalican Island Ecozone Tourism Zone. SSRLI also transferred in the name of PRI all resort operation-related contracts entered into with related parties and third parties, including its long-term loans with a bank, except for the foreshore lease contract with the Department of Environment and Natural Resources (DENR) which is nontransferable.

On October 3, 2012, PRI entered into an operating lease agreement with SSRLI covering all rights and interests in resort-related assets, which include land, land improvements and buildings for a period of 20 years beginning July 1, 2011. Annual lease rental amounted to ₱53.5 million payable within the first five days at the beginning of each quarter.

Effective January 1, 2016, the annual rental fee upon mutual agreement of both parties was reduced to ₱42.8 million.

b. On February 18, 2011, the BOD of the Company approved the Company's acquisition of additional shares from the minority shareholders of SSRLI. The acquisition increased the ownership of the Company from 46.79% to 62.30% of the total outstanding common and preferred shares of SSRLI. Total acquisition price for the additional shares is US$5.9 million (₱255.9 million) cash consideration plus the fair value of the 46.79% investment amounting to ₱302.7 million. Goodwill recognized from the acquisition amounted to ₱99.3 million (see Note 7).

c. Since 1995, the Company charges a monthly fee amounting to US$15,000 or its Peso equivalent for the Company's general, administrative, treasury, tax and legal services rendered to PRI.

Starting January 1, 2018, both parties mutually agreed to a monthly fee amounting to ₱650,000 (eliminated in the consolidated statements of comprehensive income), inclusive of VAT. AHI also charges PRI for a monthly fee of ₱100,000 (eliminated in the consolidated statements of comprehensive income), inclusive of VAT.

d. PRI executed in the past an Operating and Management Agreement (OMA) with Amanresorts Management, B.V. (AMBV, the Operator of Amanresorts), a company based in Amsterdam, the Netherlands, for a fee of 5% of PRI's gross operating profits, as defined in the OMA. The OMA provides for, among others, the reimbursements by PRI to Amanresorts of all costs and expenses incurred by the latter in connection with the management and operation of the resort and a reserve cash funding equivalent to 3% of gross revenues, which will be used to cover the cost of replacements, renewals, and additions to furniture, fixtures and equipment.

On June 24, 2013, both parties have mutually entered into a new OMA, effective on the same date, in which PRI will pay a basic fee amounting to 4% of gross revenue and an incentive fee of 10% based on the gross operating profit collectively known as "Management fee". In addition to the management fees discussed, PRI shall also reimburse AMBV for all costs and expenses incurred by AMBV directly in connection with rendering services under the new OMA.

Likewise, a Marketing Service Agreement (MSA) was entered into by PRI with Amanresorts Services Limited (ASL) with marketing fee charges of 3% of PRI's annual gross hotel revenues. On June 24, 2013, both parties mutually entered into a new marketing services agreement of the same terms and conditions except for a lower marketing fee rate of 1% of gross revenue from 3%.

On June 24, 2011, PRI also executed a Reservation Service Agreement with Hotel Sales Services Ltd. (HSSL), a company established in British Virgin Islands, in which PRI will pay the latter a monthly fee of 6.5% on gross accommodation charges for all realized bookings processed through

HSSL's central sales and reservation offices with the exception of bookings made through the Global Distribution System (GDS) in which PRI will pay US$100 per booking. An annual maintenance fee of US$1,000 shall also be paid to HSSL.

On October 10, 2014, PRI and HSSL executed a new agreement, effective January 1, 2015, with similar terms as the original agreement, except for a higher annual maintenance fee which increased to US$3,000 from US$1,000 and a lower transaction fee for GDS Network bookings for US$100 from US$300.

PRI also obtained from Amanresorts I.P.R.B.V. (AIPRBV), a company incorporated in Amsterdam, the Netherlands, the nonexclusive license to use the Amanresorts Marks in connection with the operation of the Resort for a monthly fee of US$1,000.

The OMA, marketing and license contracts will expire on the thirty first (31st day) of December of the fifth full calendar year following their commencement. Further, AMBV has the option to extend the operating term for a period of five years from the date of its expiration.

On January 18, 2018 and March 9, 2018, the Aman Group notified PRI of the assignment of the OMA, MSA and RSA, among others, to Aman Group S.A.R.L., a company incorporated in Switzerland.

On November 28, 2018, Aman Group issued a Notice of Extension to PRI containing its election and intention to extend the operating term with PRI for a period of five (5) years from the date of expiration, which is on December 31, 2018, under the same terms and conditions as contained in the management agreement.

Total fees related to these agreements amounted to ₱75.1 million, ₱52.6 million and ₱109.7 million in 2021, 2020 and 2019, respectively.

e. PRI entered into an agreement with IAI wherein the latter will provide regular air transport service. IAI shall charge PRI a fixed round trip rate, subject to an annual review by both parties, with a guarantee that all IAI's operating cost will be covered. The agreement has a duration of three (3) years and was executed effective July 1, 2011. The agreement was renewed for another 3 years on February 13, 2015. The duration of the contract may be extended upon such terms and condition as may be mutually agreed by both parties.

   On February 15, 2018, both parties entered into a renewal agreement which shall have a duration of not less than three years unless otherwise pre-terminated. This was subsequently renewed for another 3 years, i.e., until February 2024.

f. PRI entered into a lease agreement with IAI for the guest lounge, purchasing office including storage space and vehicle parking lots. In addition, in 2020, PRI entered into short-term lease agreements with IAI for PRI's disinfecting and rapid testing area, isolation area, staff room and additional vehicle parking slots. Total rent expense relating to these lease agreements amounted to ₱5.1 million and ₱3.1 million in 2021 and 2020, respectively.

g. On July 1, 2011, PRI entered into management agreements with the villa owning companies wherein it shall provide general maintenance and accounting and administrative services for the villas. PRI shall also be responsible for the marketing and promotion of the villas. In return for these services, PRI shall be entitled to 50% of the net villa rental proceeds. PRI shall also receive reimbursements of costs, with 15% handling fees (except for utilities, which are not subject to handling fees), incurred in providing services to the villa guests. PRI's share in the net villa rental proceeds including handling fees amounted to ₱164.0 million, ₱90.9 million and ₱168.7 million in 2021, 2020 and 2019, respectively, and presented as "Services" revenue account in the consolidated statements of comprehensive income.

As part of the agreement, PRI will also receive a fund which shall be used for future maintenance requirements of the villas. As at December 31, 2021 and 2020, the restricted fund amounted to ₱104.5 million and ₱86.6 million, respectively, which is included under "Other noncurrent assets" and "Other noncurrent liabilities" in the consolidated balance sheets (see Note 16).

h. In November 2005, the DENR awarded to SSRLI the use of the foreshore land surrounding the Pamalican Island, where Amanpulo Resort is situated. The award has a duration of 25 years which may be renewed for another full period at the option of SSRLI. Annual rent shall be paid in advance on or before the 16th day of November every year.

i. In 2014, SSRLI entered into a Construction Service Contract (Service Contract) with the PEZA-registered villa owners in which SSRLI shall provide project management general and specific administration and supervision over the preconstruction and construction stages of the Project. The villa owners shall pay SSRLI a handling fee which represents 15% of the actual project cost during the villa construction or renovation. As there are no ongoing projects, no handling fee was recognized in 2021 and 2020.

j. Starting 2013, SSRLI has property development in progress, which pertains to the costs related to the development of various projects. As at December 31, 2021 and 2020, total property development in progress amounted to ₱3.7 million. This is presented as part of "Other noncurrent assets" in the consolidated balance sheets (see Note 16).

PDIPI and Subsidiaries

a. The Company has a management contract with PDP Energy which provides, among others, for payment of annual management fees amounting to ₱7.2 million (VAT inclusive), plus certain percentages of audited income before tax and management and technical assistance fees (VAT exclusive). Due from PDP Energy (eliminated in the consolidated balance sheets) amounted to ₱18.1 million and ₱28.8 million as at December 31, 2021 and 2020, respectively. Management fees (eliminated in the consolidated profit or loss) amounted to ₱103.6 million, ₱85.1 million and ₱99.0 million in 2021, 2020 and 2019, respectively.

In 2012, the PDP Energy entered into a contract of lease with a third party for the lease of its office building. The term is for a period of five years and renewable at the option of both parties. Set out below are the carrying amount of right-of-use asset recognized as at December 31, 2021 and 2020, and the movement during the period.

	2021	2020
Cost		
Beginning/Ending balance	**₱35,792,042**	₱35,792,042
Accumulated Amortization		
Beginning balance	**15,070,334**	7,535,167
Amortization for the year	**7,535,167**	7,535,167
Ending balance	**22,605,501**	15,070,334
Net Book Value	**₱13,186,541**	₱20,721,708

Set out below is the carrying amount of lease liability and its movements in 2021 and 2020:

	2021	2020
Beginning balance	**₱24,130,777**	₱30,291,973
Accretion of interest	**1,890,962**	2,520,847
Lease payments	**(9,782,651)**	(4,764,508)
Rent concession	**–**	(3,917,535)
	16,239,088	24,130,777
Less current portion of lease liability	**14,360,746**	4,922,514
Noncurrent portion of lease liability	**₱1,878,342**	₱19,208,263

Operating lease commitments- PDP Energy as lessee

The future aggregate minimum lease payments under the said lease are as follows:

	2021	2020
Not later than 1 year	**₱9,938,402**	₱9,465,145
More than 1 year but not later than 5 years	**7,729,869**	17,668,271
	₱17,668,271	₱27,133,416

b. On December 19, 2014, PDIPI entered into a trademark licensing agreement with General Cable Technologies Corporation (GCTC) wherein GCTC will grant a perpetual and exclusive license to PDIPI to use the Phelps Dodge trademark in the manufacture and sale of wires and cables in the Philippines. On the same date, PDP Energy entered into a distributor and representative agreement with General Cable Industries Inc. (GCI) which provides, among others, the exclusive distributor, reseller and representative for the sale of GCI products to customers within the Philippines.

31. Changes in Liabilities Arising from Financing Activities

December 31, 2021

	January 1, 2021	**Cash Flows for Availment**	**Cash Flows for Repayments**	**Dividend Declaration**	**Noncash Movement**	**Foreign Exchange Movement**	**Accretion of Interest**	**December 31, 2021**
Long-term debt	**₱227,142,857**	**₱–**	**(₱151,428,571)**	**₱–**	**₱–**	**₱–**	**₱–**	**₱75,714,286**
Notes payable	**23,166,200**	**–**	**–**	**–**	**–**	**–**	**–**	**23,166,200**
Dividends payable	**366,069,163**	**–**	**(767,217,671)**	**920,677,680**	**–**	**–**	**–**	**519,529,172**
Lease liabilities	**24,130,777**	**–**	**(9,782,651)**	**–**	**–**	**–**	**1,890,962**	**16,239,088**
Total liabilities from financing activities	**₱640,508,997**	**₱–**	**(₱928,428,893)**	**₱920,677,680**	**₱–**	**₱–**	**₱1,890,962**	**₱634,648,746**

December 31, 2020

	January 1, 2020	Cash Flows for Availment	Cash Flows for Repayments	Dividend Declaration	Noncash Movement	Foreign Exchange Movement	Accretion of Interest	December 31, 2020
Long-term debt	₱503,307,603	₱–	(₱275,719,246)	₱–	₱–	(₱445,500)	₱–	₱227,142,857
Notes payable	–	28,166,200	(5,000,000)	–	–	–	–	23,166,200
Dividends payable	283,974,578	–	(813,500,482)	937,595,067	(42,000,000)	–	–	366,069,163
Lease liabilities	37,374,645	–	(12,038,287)	–	(3,917,535)	–	2,711,954	24,130,777
Total liabilities from financing activities	₱824,656,826	₱28,166,200	(₱ 1,106,258,015)	₱937,595,067	(₱45,917,535)	(₱445,500)	₱2,711,954	₱640,508,997

December 31, 2019

	January 1, 2019	Cash Flows for Availment	Cash Flows for Repayments	Dividend Declaration	Foreign Exchange Movement	Accretion of Interest	December 31, 2019
Notes payable	₱250,000,000	₱–	(₱250,000,000)	₱–	₱–	₱–	₱–
Long-term debt	1,138,087,700	5,124,000	(635,732,071)	–	(4,172,026)	–	503,307,603
Dividends payable	285,828,593	–	(617,229,791)	615,375,776	–	–	283,974,578
Lease liabilities	46,397,325	–	(12,309,568)	–	–	3,286,888	37,374,645
Total liabilities from financing activities	₱1,720,313,618	₱5,124,000	(₱1,515,271,430)	₱615,375,776	(₱4,172,026)	₱3,286,888	₱824,656,826

32. Other Matters

a. ASAC is a defendant in labor lawsuits and claims. As at December 31, 2019, management has provisions for losses amounting to ₱5.7 million that may be incurred from these lawsuits. In 2020, ASAC reversed the provisions in full as management assessed that the claim is no longer probable due to the prescription of the period from which the complainants may file an independent action to re-open the labor lawsuits. The 10-year prescriptive period ended on April 20, 2020.

b. Some subsidiaries of the Group have claims, commitments, litigations and contingent liabilities that arise in the normal course of their operations which are not reflected in the consolidated financial statements. Management is of the opinion that as at December 31, 2021 and 2020, losses, if any, from these commitments and contingencies will not have a material effect on the consolidated financial statements.

c. The other information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, are not disclosed as they many prejudice the Group's negotiation with third parties.

33. Subsequent Events

- On February 17, 2022, AI disposed and transferred all of its shares in AGP-SG, for a total consideration of $38.50 million.

- On February 23, 2022, the BOD approved the declaration of cash dividend of ₱0.50 per common share, payable on April 5, 2022 to common stockholders of record as at March 11, 2022.