COVER SHEET

1 2 3 9 7

S.E.C. Registration Number

P H I N M A   C O R P O R A T I O N

.

(Company's Full Name)

L E V E L   1 2 - P H I N M A   P L A Z A   3 9   P L A Z A

D R I V E ,   R O C K W E L L   C E N T E R   M A K A T I

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

A N N A B E L L E   G U Z M A N

Contact Person

8 8 7 0 0 1 0 0

Company Telephone Number

Preliminary Information Statement

1 2	3 1	S E C 2 0 - I S	0 4	2 8
Month	Day	FORM TYPE	Month	Day

Calendar Year

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 I. D.

Cashier

STAMPS

Remarks = Pls. Use black ink for scanning purpose

PHINMA
Making Lives Better

PHINMA Corporation

Certification

I, **Annabelle S. Guzman, Vice President - Controller** of **PHINMA Corporation** with SEC registration number **12397** with principal office at **Level 12, PHINMA Plaza, Plaza Drive, Rockwell Center, Makati City**, on oath state:

1) That on behalf of **PHINMA Corporation**, I have caused this report on **SEC Preliminary Information Statement 2024** to be prepared;

2) That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;

3) That the company **PHINMA Corporation** will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and

4) That I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of April, 2025.

[redacted]
Annabelle S. Guzman
Vice President - Controller

SUBSCRIBED AND SWORN to before me this _____day of APR 15 2025, 2025 in Makati City, affiant exhibited to me her Passport No. [redacted] issued on [redacted] at DFA Manila with expiration date of [redacted].

NOTARY PUBLIC
JOSHUA P. LAPUZ
Notary Public for Makati City
Appointment No. M-16 / Until 12-31-25
Roll No. 45790 / IBP Lifetime No. 4897 / 07-03-03
PTR No. 10466007 / 01-02-25 / Makati City
MCLE No. VIII-0025286 / 03-27-25
G/F Fedman Suites, 199 Salcedo St
Legaspi Village, 1229 Makati City

Doc. No. 392
Page No. 80
Book No. 79
Series of 2025

PHINMA
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PHINMA Corporation

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

TO ALL SHAREHOLDERS:

Please be informed that the Annual Shareholders' Meeting of PHINMA CORPORATION will be conducted through remote communication via www.asm.phinmacorp.ph on Thursday, 05 June 2025, at 11:00 a.m. with the following agenda:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Minutes of Previous Meeting
4. Management Report and Audited Financial Statements
5. Ratification of all acts of the Board of Directors, Committees and Management
6. Election of Directors
7. Appointment of External Auditors
8. Other Matters
9. Adjournment

For the explanation of each agenda item, please refer to Annex "**A**" of this Notice.

The record date for the determination of the shareholders entitled to attend the meeting and to vote thereat is May 13, 2025.

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PHINMA Corporation

Duly accomplished proxies should be submitted on or before May 30, 2025 by email to phncorpsec@phinma.com.ph. Validation of proxies is set on May 30, 2025 starting at 9:00 a.m.

Stockholders who wish to participate by remote communication should notify the Corporation by email to phncorpsec@phinma.com.ph on or before May 30, 2025.

Procedures for participating in the meeting through remote communication and for voting will be included in the Information Statement to be disclosed on May 15, 2025.

[redacted]

TROY A. LUNA
Corporate Secretary

Annex "A"

PHINMA CORPORATION
ANNUAL SHAREHOLDERS MEETING
Thursday, June 5, 2025, 11:00 am

Explanation of Each Item on the Agenda

1. **Call to Order**

The Chairman, Mr. Ramon R. del Rosario, Jr., will formally begin the annual meeting of the stockholders of PHINMA Corporation (the "Corporation").

2. **Proof of Notice and Determination of Quorum**

The Corporate Secretary, Atty. Troy A. Luna, will certify the date when the notice of meeting and Information Statement were sent to the stockholders of record as of May 13, 2025 and to the Securities and Exchange (SEC) and Philippine Stock Exchange (PSE), as well as the date of publication of the notice in a newspaper of general circulation.

Stockholders may participate in the meeting only by remote communication. Stockholders who have informed the Corporation of their attendance by email to phncorpsec@phinma.com.ph on or before May 30, 2025, subject to the procedure set forth in Appendix 1 of the Information Statement to be posted on the Company's website, shall be considered present at the meeting.

The Corporate Secretary will likewise certify as to the existence of a quorum. Owners of shares constituting at least a majority of the issued and outstanding capital stock of the Corporation present or by proxy, shall constitute a quorum for the transaction of business at this meeting.

The following are the rules of conduct and procedures for the meeting:

i) Votes of all stockholders may cast their votes only through ballots/ proxies actually submitted on or before May 30, 2025. A sample of the Ballot/Proxy will be included in the Information Statement.

   All Ballots/Proxies should be received by the Corporate Secretary on or before May 30, 2025 by email to phncorpsec@phinma.com.ph.

ii) Election of directors will be based on the number of votes cast by each stockholder present at the meeting, as described below.

iii) The Committee of Inspectors of Proxies and Ballots will tabulate all votes cast and received by Ballot/Proxies, and an independent third party will validate the results.

iv) Stockholders may email to phncorpsec@phinma.com.ph questions or comments on matters that are relevant and of general concern to them on or before May 30, 2025. These will be answered during the meeting or via email to the stockholder sending the question, subject to appropriateness, relevance and time limits.

3. **<u>Minutes of Previous Meeting</u>**

The minutes of the Annual Shareholders' Meeting held on April 23, 2024 are available at the Company website, www.phinma.com.ph and will be presented for approval to the shareholders during the meeting.

4. **<u>Management Report and Audited Financial Statements</u>**

Management will deliver the report on the performance of the Company for 2024 and other matters deemed relevant to the stockholders.

The Audited Financial Statements as of December 31, 2024 and management's report will be included in the Information Statement.

Both Management Report and Audited Financial Statements will be presented for approval by the stockholders.

5. **<u>Ratification of all acts of the Board of Directors, Committees and Management</u>**

The acts of the Board of Directors, Committees and Management of the Corporation since the last Annual Meeting of Shareholders will likewise be presented to the stockholders for confirmation, ratification and approval. Details will be provided in the Information Statement.

6. **<u>Election of Directors</u>**

The Corporate Secretary will present the nominees qualified for election to the Board of Directors, including the Independent Directors. A brief description of the qualifications and business experience of the nominees for election to the Board of Directors will be included in the Information Statement.

Each shareholder is entitled to one (1) vote per share multiplied by the number of board seats to be filled, and may cumulate his/her votes by giving as many votes as he/she wants to any candidate, provided that the total votes cast shall not exceed the total votes to which he/she is entitled. In the event the votes cast by a stockholder exceeds that to which he/she is entitled to vote, the Corporate Secretary in his discretion shall deduct such votes cast by the stockholder in favor of any nominee as may be necessary under the circumstances.

There are fifteen (15) seats on the Board of Directors to be filled.

In the event that only fifteen (15) are nominated to fill fifteen (15) seats in the Board, the Chairman shall direct the Corporate Secretary to cast all votes in favor of those nominated, except the votes of stockholders who wish to have their votes differently recorded.

7. **<u>Appointment of External Auditors</u>**

The stockholders will be requested to vote and ratify the selection by the Audit Committee and the Board of Directors of the external auditors for the current fiscal year. Details will be provided in the Information Statement.

8. **Other Matters**

The Chairman will open the floor for comments and questions from the stockholders. The Chairman will decide whether matters raised by any stockholder may be properly taken up in the meeting or in another forum.

9. **Adjournment**

The Chairman will adjourn the meeting when the scheduled order of business is completed.

BALLOT / PROXY

Please mark as applicable:

☐ **Vote by ballot**

The undersigned stockholder of **PHINMA CORPORATION** (the "Company") hereby casts his/her vote on the agenda items below for the 2025 PHINMA CORPORATION ASM, as indicated by the mark "X" across each agenda item below.

☐ **Vote by proxy**

The undersigned, being a stockholder of **PHINMA CORPORATION** (the "Company"), hereby appoints ____ or in his absence, the Chairman of the meeting, as *attorney* and *proxy*, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on **June 5, 2025** and at any adjournment thereof for the purpose of acting or voting on the following matters:

1. Approval of the Minutes of the previous meeting. ☐ Yes ☐ No ☐ Abstain

2. Approval of Management Report and the Audited Financial Statements ☐ Yes ☐ No ☐ Abstain

3. Ratification of all acts of the Board of Directors and Management since the last Annual Shareholders' Meeting ☐ Yes ☐ No ☐ Abstain

4. Election of Directors

   ☐ Vote for all nominees listed below:

   Oscar J. Hilado
   Ramon R. del Rosario, Jr.
   Magdaleno B. Albarracin, Jr.
   Victor J. del Rosario
   Jose L. Cuisia, Jr.
   Eduardo A. Sahagun
   Meliton B. Salazar, Jr.
   Edgar O. Chua (*Independent)*
   Juan B. Santos *(Independent)*
   Lilia B. de Lima *(Independent)*
   Rizalina B. Mantaring *(Independent)*
   Guillermo D. Luchangco (*Non-Executive Director*)
   Dato Timothy Ong (*Independent*)
   Edilberto C. de Jesus (*Independent*)
   Cielito F. Habito (*Independent*)

   ☐ Withhold vote/authority for all nominees listed on the left side

   ☐ Withhold authority to vote for the nominees listed below :

   ____
   ____
   ____
   ____
   ____
   ____
   ____
   ____
   ____
   ____

5. Appointment of Isla Lipana & Co./PwC Philippines as external auditor for CY 2025 ☐ Yes ☐ No ☐ Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting. ☐ Yes ☐ No ☐ Abstain

____
Printed Name of Stockholder

________________________ **Date**

____ **Signature of Stockholder / Authorized Signatory**

QUESTION / COMMENT : ____

____

This PROXY should be received by the Corporate Secretary **ON OR BEFORE May 30, 2025.** Proxies need not be notarized. Please attach a photocopy of any government-issued identification card/document with photo and signature such as passport, driver's license or SSS ID for identification purposes.

A stockholder giving a proxy has the power to revoke the same on or before the last day of submission of proxies on May 30, 2025. A proxy is also considered revoked if the stockholder registers his attendance and delivers a later-dated Ballot/Proxy indicating that he/she/it is voting by ballot.

This proxy, when properly executed, will be voted in the manner directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by Management or the Board of Directors.

APPENDIX 1

PROCEDURE FOR ATTENDING THE MEETING BY REMOTE COMMUNICATION

1. The meeting will be by remote communication only, and will be made accessible via livestreaming at www.asm.phinmacorp.ph. Stockholders of record as of May 13, 2025 are entitled to attend and vote on each item of the agenda of said meeting.

2. Stockholders who intend to attend the meeting by remote communication should notify the Company by email to phncorpsec@phinma.com.ph on or before May 30, 2025.

   For validation purposes, the email should contain the following information:

   (i) Name of the stockholder;
   (ii) address;
   (iii) telephone number;
   (iv) email address through which the stockholder may be reached;
   (v) a scanned copy of any valid government-issued identification card ("ID") with photo and signature of the stockholder;
   (vi) if attending through a duly-appointed Proxy, the name of the Proxy, together with a scanned copy of his/her valid government-issued ID with photo and signature; and
   (vii) If the stockholder is a corporation or other entity, the name of its authorized representative, the valid government-issued ID with photo and signature of the representative, together with its Corporate Secretary's certification stating the representative's authority to represent the corporation or entity in the meeting.

   Only stockholders who have notified the Company of their intention to participate through remote communication as above-described, by themselves or through their proxies or representatives, and have been validated to be stockholders of record of the Company as of May 13, 2025 will be considered in determining attendance at the meeting.

3. Stockholders whose shares are lodged with brokers are also requested to provide broker's certification in addition to the requirements enumerated above.

4. Stockholders who do not register their participation in the meeting may still watch the same by accessing the livestreaming link indicated, but will not be considered present at the meeting.

5. Stockholders can only vote through a Ballot/Proxy submitted to the Corporation physically or via email to phncorpsec@phinma.com.ph, on or before May 30, 2025. Ballot/Proxy should be accompanied with broker's certification for the vote to be considered.

   The Ballot/Proxy form may be downloaded from https://www.phinma.com.ph/investor-relations-program/.

Only signatures of stockholders or their proxies or representatives on Ballots/Proxies that match their signatures appearing on the scanned copy of their government-issued identification card submitted during registration, as explained above, will be honored.

5. Stockholders may email to phncorpsec@phinma.com.ph their questions or comments on matters that are relevant to the meeting and the matters discussed on or before May 30, 2025. These will be answered during the meeting, subject to appropriateness, relevance and time limits, or by email.

6. The proceedings of the meeting will be recorded. A link to the recorded webcast of the meeting will be posted on the Company's website after the meeting.

COVER SHEET

1 2 3 9 7

S.E.C. Registration Number

P H I N M A C O R P O R A T I O N

.

(Company's Full Name)

L E V E L 1 2 - P H I N M A P L A Z A 3 9 P L A Z A

D R I V E , R O C K W E L L C E N T E R M A K A T I

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

A N N A B E L L E G U Z M A N

Contact Person

8 8 7 0 0 1 0 0

Company Telephone Number

Preliminary Information Statement

1 2	3 1	**S E C 2 0 - I S**	**0 4**	**2 8**
Month	Day	FORM TYPE	Month	Day
Calendar Year				

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 I. D.

Cashier

STAMPS

Remarks = Pls. Use black ink for scanning purposes

SEC Number 12397 File Number ______

PHINMA CORPORATION

12th Floor, Phinma Plaza, 39 Plaza Drive, Rockwell Center, Makati City

Telephone No.: **8870-0100**

Company's Calendar Year Ending: **December 31**

PRELIMINARY INFORMATION STATEMENT
(SEC FORM 20 - IS)

____
Amendment Designation (If Applicable)

December 31, 2024
Period-Ended Date

____
Secondary License Type and File No.

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 Registrant as specified in its charter:

PHINMA CORPORATION

3. Province, country or other jurisdiction of incorporation or organization:

Manila, Philippines

4. SEC Identification Number: **12397**

5. BIR Tax Identification Code: **321-000-107-026**

6. Address of principal office:

12/F PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City 1210

7. Registrant's telephone number, including area code: **(632) 88700-100**

8. Date, time and place of the meeting of security holders:

Date	:	**June 5, 2025, Thursday**
Time	:	**11:00 a.m.**
Place	:	**Makati City** **By remote communication via www.asm.phinmacorp.ph**
Livestream	:	**www.asm.phinmacorp.ph**

9. Approximate date when the Information Statement is first to be posted on the Company website (https://www.phinma.com.ph): **May15, 2025**

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

Title of Each Class	No. of shares of Common Stock Outstanding or Amount of Debt Outstanding (as of Dec. 31, 2024)
Common shares	**336,325,265 shares**
Amount of Debt	**P10.9 billion**

11. Are any or all registrant’s securities listed on the Philippine Stock Exchange?

Yes **x** No _

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

Philippine Stock Exchange, Inc. - common shares

PHINMA CORPORATION
Information Statement

This information contained herein is as of March 31, 2025 and is being furnished to stockholders of record of PHINMA CORPORATION, (the "Company" or "PHN") as of May 13, 2025 in connection with its Annual Stockholders Meeting.

WE ARE NOT SOLICITING YOUR PROXY.

A. <u>BUSINES AND GENERAL INFORMATION</u>

ITEM 1. Date and Time of Annual Meeting of Security Holders

Votes will be cast by Ballot/Proxy form for stockholders attending remotely. The deadline for the submission of Proxies or Ballots/Proxies (for stockholders attending remotely) is on May 30, 2025. Proxies and Ballots/Proxies may be sent to the office of the Corporation or by email to phncorpsec@phinma.com.ph. For the convenience of the stockholders of the Company, a sample Proxy and a Ballot/Proxy is attached to the Preliminary Information Statement.

For an individual, his/her Proxy or Ballot/Proxy must be accompanied by a copy of a valid government-issued ID with a photo. For shareholders whose shares are lodged with brokers,Proxy or Ballot/Proxy must be accompanied by a broker's certification for the vote to be considered. For a corporation, the Ballot/Proxy must be accompanied by its Corporate Secretary's certification stating the representative's authority to represent the corporation in the meeting, together with a copy of the valid government-issued ID with photo of the said authorized representative. Proxies and Ballots/Proxies need not be notarized. Validation of Ballots/Proxies will be on May 30, 2025 starting at 9:00 a.m. at the office of Stock Transfer Services, Inc. at 34/f Unit D, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City.

Stockholders may email to phncorpsec@phinma.com.ph questions or comments on matters that are relevant to the meeting on or before May 30, 2025.

Date	:	**June 5, 2025**
Time	:	**11:00 a.m.**
Place	:	**Makati City** **By remote communication via www.asm.phinmacorp.ph**
Principal Office	:	**12th Floor, PHINMA Plaza,** **39 Plaza Drive, Rockwell Center** **Makati City, Philippines 1210**
Livestream	:	**www.asm.phinmacorp.ph**

Approximate date when the Information Statement is first to be posted on the Company website (https://www.phinma.com.ph): **May 15, 2025**

ITEM 2. Dissenters' Right of Appraisal

There are no matters to be taken-up at the meeting that will give rise to the right of appraisal pursuant to Title X, Section 80 of the Revised Corporation Code of the Philippines (the "Code") governing the exercise of Appraisal Rights which states that:

Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of the shares in the following instances:

a) In case an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;

b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Code;

c) In case of merger or consolidation; and

d) In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

Section 81 of the Revised Corporation Code provides the following procedure on how the appraisal right may be exercised by any stockholder who shall have voted against a proposed corporate action on any of the above instances:

1) The dissenting stockholder who votes against a proposed corporate action may in writing demand from the corporation the payment of the fair value of shares held, within thirty (30) days from the date on which the vote was taken: *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, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

2) If within sixty (60) days from the approval of the corporate action 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 (2) 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: *Provided, further*, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation.

ITEM 3. Interest of Certain Persons in Matters to be Acted Upon

a) There is no substantial interest, direct or indirect, by security holdings or otherwise, of any director or officer of the Company, any nominee or associate thereof, in any matter to be acted upon, other than election to office of directors.

b) The Board of Directors of the Company is not aware of any party who has indicated an intention to oppose the motions set forth in the Agenda.

B. CONTROL AND COMPENSATION INFORMATION

ITEM 4. Voting Securities and Principal Holders Thereof

a) Voting Securities

As of March 31, 2025, there are 336,325,265 shares of the Company's common stock that are outstanding. Of the said outstanding voting shares, 335,769,063 shares are owned by Filipinos and 556,202 shares are owned by foreign nationals. Each share is entitled to notice of and to one vote at the Annual Stockholders' Meeting.

b) Record Date

Only holders of the Company's stock of record at the close of business on May 13, 2025 are entitled to the notice of and to vote in the Annual Meeting to be held on June 5, 2025.

c) Voting Rights

In accordance with Section 23 of the Revised Corporation Code, and consistent with Company's By-Laws (the "Company's By-Laws"), directors of the Company shall be elected by cumulative voting. Each stockholder may vote in person or by proxy the number of shares of stock standing in his own name in the books of the Company as of the record date of the meeting. A stockholder may: a) vote such number of shares for as many persons as there are directors to be elected; b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of his shares, or (c) 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 corresponding number of shares owned by him as shown in the books of the Company multiplied by the number of directors to be elected, and provided further, that no delinquent stock may be voted.

d) Security Ownership of Certain Record and Beneficial Owners

The table below shows persons or groups known to PHN as of March 31, 2025 to be directly or indirectly the record or beneficial owners of more than 5% of the company's voting securities:

Table 1 - Owners of Voting Securities

Title of Class	Name & Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	# of Shares held	%
Common	Phil. Investment Mgmt.(PHINMA), Inc. ("PHINMA, Inc.") [1] Level 12, Phinma Plaza, No. 39 Plaza Drive Rockwell Center, Makati City Stockholder	Phil. Investment Mgmt. (PHINMA), Inc. which is also the record owner. Mr. Oscar J. Hilado, Chairman of Board, is the person appointed to exercise voting power.	Filipino	228,153,733	67.84%
Common	Philippine Depository and Trust Corporation[2] MSE Bldg. Ayala Avenue Makati City Stockholder	Various	Filipino	61,759,460	18.36%

[1] Phinma Inc.'s principal stockholders are: 1) EMAR Corporation (51.07%), a Filipino company principally owned by the immediate family of the late Amb. Ramon V. del Rosario, Sr., 2) Mariposa Properties, Inc. (33.00%), which is owned by Mr. Oscar J. Hilado and the members of his immediate family, and 3) Dr. Magdaleno B. Albarracin, Jr. who owns 10.39% of Phinma Inc.'s outstanding shares. The Del Rosario and Hilado Families are expected to direct the voting of the shares held by EMAR Corp. and Mariposa Properties, Inc.

[2] Philippine Depository and Trust Corporation ("PDTC") is a wholly-owned subsidiary of Philippine Central Depository, Inc., ("PCD") which acts as trustee-nominee for all shares lodged in the PCD system. It was formerly known as PCD Nominee Corporation. The beneficial owners of such shares are PCD participants who hold the shares on their behalf or in behalf of their clients.

Security Ownership of Management

The table below shows the securities beneficially owned by all directors, nominees and executive officers of PHN as of March 31, 2025.

Table 2 - Security Ownership of Management

Title of Class	Name of Beneficial Owner	No. of shares	Nature of Beneficial Ownership	Citizenship	% of Ownership
Common	Oscar J. Hilado	469,808 939,616 1,173,251	Direct Indirect Indirect	Filipino Filipino Filipino	.140% .279% .349%
Common	Magdaleno B. Albarracin, Jr.	11,272,000	Direct	Filipino	3.352%
Common	Victor J. del Rosario	1,179,173 1,244,989 2,961,041	Direct Indirect Indirect	Filipino Filipino Filipino	.351% .370% .880%
Common	Ramon R. del Rosario, Jr.	493,705 293,630 2,961,042 11,575,394	Direct Indirect Indirect Indirect	Filipino Filipino Filipino Filipino	.147% .087% .880% 3.442%
Common	Jose L. Cuisia, Jr.	27,757	Direct	Filipino	.008%
Common	Meliton B. Salazar Jr.	1 20,270	Direct Indirect	Filipino Filipino	.000% .006%
Common	Eduardo A. Sahagun	1	Direct	Filipino	.000%
Common	Rizalina G. Mantaring	13,201	Direct	Filipino	.004%
Common	Juan B. Santos	50,001	Direct	Filipino	.015%
Common	Lilia B. de Lima	1	Direct	Filipino	.000%
Common	Edgar O. Chua	1	Direct	Filipino	.000%
Common	Cielito F. Habito	1	Direct	Filipino	.000%
Common	Dato Timothy Ong	1	Direct	Filipino	.000%
Common	Edilberto C. De Jesus	34,501	Direct	Filipino	.010%
Common	Guillermo D. Luchangco	1	Direct	Filipino	.000%
Common	Regina B. Alvarez	501,257	Direct	Filipino	.149%
Common	Jose Mari del Rosario	593,965 849,247 1,960,801	Direct Indirect Indirect	Filipino Filipino Filipino	.177% .253% .583%
Common	Raphael B. Felix	29,363	Direct	Filipino	.009%
Common	Rolando D. Soliven	4,000	Direct	Filipino	.001%
Common	Nanette P. Villalobos	26,450	Direct	Filipino	.008%
Common	Peter V. Perfecto	29,000	Direct	Filipino	.009%
Common	Edmund Alan A. Qua	26,800	Direct	Filipino	.008%
Common	Annabelle S. Guzman	10,000	Direct	Filipino	.003%
Common	Grace M. Purisima	2,900	Direct	Filipino	.001%
Common	Sheila M. Barce	2,300	Direct	Filipino	.001%
Common	Karen B. Seno	3,900	Direct	Filipino	.001%
Common	Ivy V. Bermas	1,000	Direct	Filipino	.000%
Directors and Officers as a Group		**38,750,369**			**11.522%**

Voting Trust Holders of 5% or more

None of the Directors and Officers own 5% or more of the outstanding capital stock of the Company. Also, the Company is not aware of any individual holding more than 5% of the Company's outstanding shares.

Changes in Control

There are no arrangements that may result in a change in control of the registrant, nor has there been any change in control since the beginning of the last calendar year.

ITEM 5. Directors and Executive Officers

a) Board of Directors

The Company's Board of Directors is responsible for the overall management and direction of the Company. The Board meets quarterly or as often as required, to review and monitor the Company's financial position and operations.

The directors of the Company are elected at the Annual Stockholders Meeting to hold office for one year and until their respective successors have been elected and qualified. No director has resigned nor declined to stand for re-election to the Board since the date of the last annual meeting of the Company because of a disagreement with the Company on matters relating to the Company's operations, policies and practices. The Board of Directors has no reason to believe that any of the aforesaid nominees will be unwilling or unable to serve if elected as a director.

Except for Mr. Ramon R. del Rosario, Jr. who owns 4.556% and Dr. Magdaleno B. Albarracin, Jr., a member of the Board of Directors who directly owns 3.352% of PHN shares, none of the members of the Board of Directors and Officers directly own more than 2% of PHN shares.

Listed are the incumbent directors of the Company with their qualifications which include their ages, citizenship, current and past positions held and business experience for the past five years.

Table 3 - Board of Directors

Directors	Citizenship	Age	Position
Oscar J. Hilado	Filipino	87	Chairman Emeritus
Ramon R. del Rosario, Jr.	Filipino	80	Chairman & CEO
Magdaleno B. Albarracin, Jr.	Filipino	88	Vice-Chairman
Victor J. del Rosario	Filipino	76	Director
Meliton B. Salazar, Jr.	Filipino	59	President & COO, Head of Education
Eduardo A. Sahagun	Filipino	68	Executive Vice President, Construction Materials
Amb. Jose L. Cuisia, Jr.	Filipino	80	Director
Guillermo D. Luchangco	Filipino	85	Non-Executive Director
Juan B. Santos	Filipino	86	Lead Independent Director
Lilia B. de Lima	Filipino	84	Independent Director
Rizalina G. Mantaring	Filipino	65	Independent Director
Edgardo O. Chua	Filipino	68	Independent Director
Dato Timothy Ong Teck Mong	Bruneian	71	Independent Director
Edilberto C. de Jesus	Filipino	82	Independent Director
Cielito F. Habito	Filipino	72	Independent Director

Oscar J. Hilado is the Chairman Emeritus of PHINMA Corporation and was the Chairman of the Board from 2003 to 2021. He has been a Director of the Company since 1969. He is currently the Chairman of the Executive Committee and a member of the Nominations Committee and Executive Compensation Committee.

He is the Chairman of the Board of PHINMA, Inc., and Vice-Chairman of PHINMA Properties Holding Corp., and Union Galvasteel Corporation. He is a member of the Board of PhilCement Corporation, Union Insulated Panel Corporation, PhilCement Mindanao Corporation, PHINMA Hospitality, PHINMA Education Holdings, Inc. and PHINMA Education Schools. He is also a Trustee of PHINMA Foundation, Inc.

Mr. Hilado is an Independent Director and Chairman of the Audit Committee of A. Soriano Corporation and Philex Mining Corporation,and Chairman of the Corporate Governance Committee of Rockwell Land Corporation. He is also a Director of Smart Communications, Inc., Seven Seas Resort and Leisure, Inc., Digital Telecommunications Philippines, Inc., Manila Cordage Company, Beacon Venture Holdings, Inc., and United Pulp and Paper Company, Inc.

Mr. Hilado is a Certified Public Accountant with a Bachelor of Science Degree in Commerce from the De La Salle College in Bacolod and a Master's Degree in Business Administration from the Harvard Graduate School of Business.

Ramon R. del Rosario, Jr. is the Chairman and Chief Executive Officer of PHINMA Corporation. He has been a Director of the Company since October 1979. He is a member of the Executive Committee, Nominations Committee and Executive Compensation Committee.

He is also Chairman of the educational institutions under the PHINMA Education Network: Araullo University, Cagayan de Oro College, University of Iloilo, University of Pangasinan, Southwestern University, St. Jude College, Republican College, Rizal College of Laguna and Union College of Laguna and a number of other PHINMA companies. He is the President of the Board of Commissioners of PT Ind Phil Management.

Mr. del Rosario is Chairman of Philippine Business for Education (PBEd) and PHINMA-DLSU Center for Business and Society. He is Vice Chairman of Caritas Manila and PHINMA Foundation, and is a member of the Board of Trustees and former Chairman of the Makati Business Club. He is a Board Advisor for the World Bank-Civil Service Organizations (CSO) Advisory Group and a member of Management Association of the Philippines.

Mr. del Rosario served as the Philippines' Secretary of Finance from 1992 to 1993. He was a 1978 Ten Outstanding Young Men (TOYM) awardee in the field of Investment Banking and Finance and was conferred the "Management Man of the Year Award for 2010" by the Management Association of the Philippines. In 2010, Mr. del Rosario was honored by the Philippine District of the De La Salle Brothers as an Affiliated Member of the Institute of the Brothers of the Christian Schools. He was also awarded the "Business as a Noble Vocation Award", the first recipient of this global award presented by the International Christian Union of Business Executives or UNIAPAC in Lisbon, Portugal during its XXVI World Congress in November 2018. In addition to two earlier honorary doctorate degrees from other institutions, Mr. del Rosario was recently conferred the Degree of Doctor of Business Administration, Honoris Causa, by De La Salle University last December 2022. He also served previously as Chairman of the National Museum of the Philippines, the Ramon Magsaysay Foundation and the Integrity Initiative.

Mr. del Rosario holds an AB-BSC degree from De La Salle University, Manila and graduated magna cum laude. He obtained his Master's degree in Business Administration from Harvard Business School and was conferred the Degree of Doctor of Business Administration, Honoris Causa, by De La Salle University.

Dr. Magdaleno B. Albarracin, Jr. is the Vice-Chairman of PHINMA Corporation. He has been a Director of the Company since 1980. He is a member of the Executive Committee and Risk Oversight Committee.

He is the Vice Chairman of Philippine Investment Management, Inc. (PHINMA, Inc.) and the Chairman of PHINMA, Inc.'s Executive Committee. He has been with PHINMA, Inc. since June 23, 1971. He is a Member of the Board in all companies under the PHINMA Group.

Dr. Albarracin was President and a former director of Holcim Philippines, Inc. He was a member of the Board of Regents of the University of the Philippines (UP) as well as Board of Trustees of UPEngineering Research and Development Foundation, Inc. (UPERDFI). He was the Chairman of the Board of Trustees of the University of San Carlos, Cebu City. He served as Dean of the UP College of Business Administration and was President of the ASEAN Federation of Cement Manufacturers.

Dr. Albarracin has a Bachelor of Science degree in Electrical Engineering from UP and a Master of Science degree in Electrical Engineering from the University of Michigan. He obtained his Master in Business Administration degree from UP and his Doctorate in Business Administration from Harvard University.

Dr. Meliton B. Salazar, Jr., is the President & Chief Operating Officer, Head of Education of PHINMA Corporation. He is concurrently the President and Chief Executive Officer of PHINMA Education, and Senior Vice President of PHINMA, Inc. since 2003. He was first elected as a

Director of the Company at the Annual Stockholders' Meeting held in April 2021. He is a member of the Executive Committee and Nominations Committee.

Dr. Salazar also serves on the Board of schools in the PHINMA Education network, PHINMA, Inc., Union Galvasteel Corporation, PhilCement Corporation, PHINMA Property Holdings Corporation, PHINMA Hospitality and Union Insulated Panel Corporation.

He is also the President and Co-Founder of Philippine Business for Education (PBEd), a nonprofit organization founded by the country's top business leaders that works for education policy reform; Vice-Chairman of the Board of Trustees of Ateneo de Manila University (ADMU); and an Advisory Council member for the Second Congressional Commission on Education (EDCOM II).

Prior to joining PHINMA, Dr. Salazar was a part-time Associate Professor at the School of Management and at the School of Social Sciences from 2007 to 2010 and Part-Time Lecturer at the Department of Economics, Department of English and Department of Math at ADMU from 1988 to 1992. He was also a part-time Lecturer at the Economics Department of Assumption College and an Associate Professor at the Asian Institute of Management (AIM).

Dr. Salazar has a BS Management Engineering degree from ADMU; an MA in International Political Economy and Development from Fordham University in New York; and a PhD in International Relations, Major in International Development and Development Management from the School of International Service at The American University in Washington, D.C.

Victor J. del Rosario was elected as a director of PHINMA Corporation in September 2008. He is the Chairman of Union Galvasteel Corporation and Philcement Corporation since 2017. He is also a member of the Board of Directors of PHINMA, Inc., PHINMA Solar Energy, Union Insulated Panel Corporation and other PHINMA-managed companies.

He previously served as the Executive Vice President & Chief Strategic Officer of PHINMA, Inc. and Executive Vice President & Chief Finance Officer of PHINMA Corporation, prior to his retirement in 2021. Mr. del Rosario is also Vice Chairman of the Board of The Table Group, Inc. and Seventy 7 Seeds, Inc. He has been a director of CBTL Holdings, Inc. since 2005.

Mr. del Rosario holds a Bachelor's Degree in Economics and Accounting from De La Salle University and a Master's degree in Business Administration from Columbia University. He attended the PHINMA Group Annual Corporate Governance Enhancement Session on October 2, 2023 on Data Analytics and Artificial Intelligence (AI), Workplace Reimagined and Overview of Corporate Governance conducted by SGV & Co.

He is the brother of Mr. Ramon R. del Rosario, Jr. and Mr. Jose Mari del Rosario.

Eduardo A. Sahagun, was first elected as a Director of the Company on April 2021. He is the President and Chief Executive Officer of Union Galvasteel Corporation, PHINMA Solar, and PhilCement Corporation since 2017. He is also a Director of UGC, Philcement, PHINMA Solar Energy, PPHC, PHINMA Insurance Brokers, Inc., Song Lam Joint Stock Company, Union Insulated Panel Corporation, First Batangas Hotel Corporation, and Cagayan de Oro College, Inc., and also serves as a member of the PHINMA Foundation, Inc.'s Board of Trustees. He also is the current Chairman of Edcommerce Corporation and an Independent Director of Philippine Savings Bank.

Mr. Sahagun formerly served as President and Country Chief Executive Officer of Holcim Philippines Inc., as a Director of Holcim Philippines Manufacturing Corporation, and as a Director of Holcim Mining and Development Corporation.

A Certified Public Accountant, Mr. Sahagun obtained his Bachelor of Science in Commerce degree, major in Accounting from Holy Angel University and his Master in Business Administration from the Ateneo Graduate School of Business. He also earned his graduate degree in Management Science from the Arthur D. Little Management Education Institute (now known as Hult International Business School) in Cambridge, Massachusetts, USA. He likewise took up the Senior Management Program, Senior Leadership Program, and Managing Change Program at the Institute for Management Development, based in Lausanne, Switzerland.

Jose L. Cuisia, Jr. was has been a Director of the Company since 1994. He is currently a member of the Executive Committee and Audit and Related Party Transactions Committee.

He was previously the Philippine Ambassador Extraordinary and Plenipotentiary to the United States of America and held other assignments as non-resident Ambassador to other smaller countries. He also served as Governor of the Bangko Sentral ng Pilipinas and chaired its Monetary Board from 1990 to 1993, and was Governor for the Philippines to the International Monetary Fund and Alternate Governor to the World Bank. Amb. Cuisia was also Administrator and CEO of the Philippine Social Security System from 1986 to 1990 and Commissioner representative of the Employer's Group for the Social Security System from September to December 2010.

Amb. Cuisia is the Chairman of the Board of The Covenant Car Company, Inc. and FWD Life Insurance Company, Adlemi Properties Inc., Five J's Diversified Inc. and JVC Holdings Corporation. He was Vice-Chairman of the Board and Lead Independent Director of SM Prime Holdings and former director of Manila Water Company, Inc. He holds directorships in Century Properties Group, Inc., PHINMA, Inc., and Asian Breast Center, Inc. He previously held the Chairmanship of the Board of Far East Bank and Trust Company, Union Bank of the Philippines, Asian Institute of Management, BPI-Philam Life Assurance Co., Philam Foundation, Tower Club, Inc., and De La Salle University. Ambassador Cuisia was elected as Chairman of the Board of Trustees of the University of Asia & the Pacific in 2019; elected to the Board of Trustees of the De La Salle Medical & Health Sciences Institute and De La Salle University -Dasmarinas in December 12, 2019 and the former Chairman, Current Trustee and Treasurer of the Ramon Magsaysay Awards Foundation. He is a Convenor-Trustee of the PBED and a Trustee of the Makati Business Club.

Amb. Cuisia is a recipient of numerous awards including 2016 Ten Outstanding Filipino, 2016 Order of the Sikatuna, and Management Man of the Year Award for 2007 from the MAP, among others. He obtained his BSC-Accounting and AB-Social Sciences degrees, magna cum laude, from DLSU and Master's degree in Business Administration from University of Pennsylvania. He attended the PHINMA Group Annual Corporate Governance Enhancement Session on October 2, 2023 on Data Analytics and Artificial Intelligence (AI), Workplace Reimagined and Overview of Corporate Governance conducted by SGV & Co.

Guillermo D. Luchangco was elected as a Non-Executive Director of the Company in April 2024. He is currently a member of the Risk Oversight Committee. He was an Independent Director in PHINMA Corporation from 2005 to 2021 and in PHINMA, Inc. from 2021 - 2024.

He is the Chairman of Investment & Capital Corporation of the Philippines (ICCP) since 1987 and Ionics, Inc. since 1991. He is currently the Chairman and Chief Executive Officer of the ICCP Group and the Chairman of ICCP Ventures. He is the Chairman of the Philippines-British Business Council, Philippine Co-Chair of the Philippines-Singapore Business Council, Chairman of the Committee on Trade and Investments of the Philippines-US Business Council, Member and past President of Makati Business Club and Member of Philippine Chamber of Commerce and Industry.

Mr. Luchangco was an Independent Director of Roxas & Co., Inc., PHINMA Energy Corporation and Globe Telecom. He is a former Managing Director and Regional Coordinator for Management Services of SGV & Company and former Executive Director of SGV Goh Pte Ltd Singapore.

Mr. Luchangco earned his Bachelor of Science Degree in Chemical Engineering from De La Salle University and obtained his Master of Business Administration Degree from Harvard Business School.

Juan B. Santos was elected as an Independent Director in April 2018 and was appointed as Lead Independent Director in June 2021. He is currently the Chairman of the Audit and Related Party Transactions Committee and a member of the Executive Committee.

He is an Independent Director of Rizal Commercial Banking Corporation and Lead Independent Director of House of Investments, Inc. He is a Director of Sunlife Grepa Financial, Inc., and Allamanda Management Corporation. He is a Member of the Advisory Board of Mitsubishi Motors

Phils. Corp. and East-West Seeds Co and a member of the Board of Trustee of St. Luke's Medical Center. He also serves as Consultant to Marsman-Drysdale Group of Companies.

Mr. Santos' past executive positions and directorships include: Chairman of Social Security System; Secretary of Trade and Industry, Philippines; Chairman and CEO of Nestle Philippines, Singapore and Thailand; Director of Philex Mining Corporation, Philippine Long Distance Telephone Company and San Miguel Corporation.

Mr. Santos graduated with a Bachelor of Science in Business Administration degree from ADMU, took up Advanced Management at the International Institute of Management Development (IMD), Lausanne, Switzerland and postgraduate studies on Foreign Trade from Thunderbird School of Global Management in Arizona, USA.

Dr. Lilia B. de Lima was elected as an Independent Director of the Company in April 2018. She is currently the Chairperson of the Corporate Governance Committee and a member of the Risk Oversight Committee.

She is an Independent Director of IONICS, Inc., IONICS EMS, FWD Insurance Philippines, Dusit Thani Philippines, Science Park of the Philippines, RFM Science Park of the Philippines, Pueblo de Oro Development Corporation, Regatta Properties Inc. and Cadence Property Development. She is a Director/Trustee of Fatima Center for Human Development, RCBC Trust, Senior Adviser to the Board in RCBC and a Board Advisor of AC Industries. She is Executive in Residence at Asian Institute of Management, Lifetime Member Management Association of the Philippines, Board Adviser for The Outstanding Women in the Nations Service (TOWNS) and Philippines-Japan Economic Cooperation Committee, Inc. (PHILJEC).

Atty. de Lima received the 2017 Ramon Magsaysay Award for her sustained leadership as Director General of the Philippine Economic Zone Authority, in building a credible and efficient ("PEZA") during her 21 years of service from its creation in 1995 to 2016. She is the first woman honored as "Management Man of the Year" by the Management Association of the Philippines in 2010. In 2014 The Philippine-Japan Society recognized her Outstanding Achievement in the Promotion of Philippine-Japan Relation, the first woman to receive the award in 36 years. The Joint Foreign Chambers of Commerce of the Philippines awarded her The Arangkada Lifetime Achievement Award in 2014. She was awarded the Robert Storey International Award for Leadership by The Center for American and International Law in Dallas, Texas in 2013. She was awarded the ASEAN CEO Award in 2011 and in 2010 the Government of Japan bestowed on her the highest award given to a non-head of State, the Order of the Rising Sun, Gold and Silver Star. She is twice a recipient of the Presidential Medal of Merit from the Philippine government. Miss de Lima was also recognized as Outstanding Women in the Nation's Service Award in the field of law in 1983.

Atty. de Lima was elected Delegate to the 1971 Constitutional Convention, served as Director of the Bureau of Domestic Trade, Executive Director of the Price Stabilization Council, Department of Trade and Industry, Chief Operating Officer of World Trade Center Manila and Commissioner of the National Amnesty Commission.

Atty. de Lima earned her Associate in Arts from the Centro Escolar University and her Bachelor of Laws from the Manuel L. Quezon University and subsequently passed the Philippine BAR. She was conferred a Doctor of Laws Honoris Causa by Manuel L. Quezon University and is a fellow of the Center for American and International Law in Dallas, Texas, USA.

Rizalina G. Mantaring was elected as an Independent Director of the Company in April 2019. She is the Chairperson of the Risk Oversight Committee and a member of the Corporate Governance Committee.

She was the CEO of Sun Life Financial Philippines until her retirement in June 2018, after which she assumed the chairmanship of Sun Life Financial Philippine Holding Co. until she stepped down in August 2019. She started her career in Information Technology, joining Sun Life in 1992 as Senior Manager for Asia Pacific of its Information Systems Department and progressively took on a variety of roles until she was appointed Chief Operations Officer for Asia in 2008.

Ms. Mantaring is the Lead Independent Director of Ayala Corporation, First Philippine Holdings

Corporation Inc. and Bank of the Philippine Islands. She is also an Independent Director of Universal Robina Corporation Inc., BPI Asset Management & Trust Company (BPI Wealth), GoTYME Bank, Inc., Maxicare Healthcare Corporation Inc. and East Asia Computer Center Inc. Among her other affiliations are as a member of the Board of Trustees and Treasurer of Makati Business Club and member of Philippine Business for Education. She was also President of the Management Association of the Philippines and the Philippine Life Insurance Association. A recipient of the Asia Talent Management Award in the Asia Business Leaders Award organized by the global business news network Consumer News and Business Channel (CNBC), she has also been recognized by the International Association of Business Communicators (Philippines) with the CEO Excel award, and was named by Moneysense Magazine as one of the 12 Most Influential in Personal Finance. She was selected as one of the 100 Most Outstanding Alumni of the past century in 2010 by the University of the Philippines College of Engineering and received the PAX award, the highest award given to outstanding alumnae, in 2019 from St. Scholastica's College Manila.

Ms. Mantaring holds a BS Electrical Engineering degree from the University of the Philippines where she graduated with honors. She obtained her MS degree in Computer Science from the State University of New York at Albany. She is also a Fellow, Life Management Institute (with distinction) and Associate, Customer Service (with honors) of the Life Office Management Association.

Edgar O. Chua was first elected as an Independent Director of the Company at the Annual Stockholders' Meeting held in April 2021. He is the Chairman of the Executive Compensation Committee and a member of the Audit and Related Party Transactions Committee.

He is currently the Chairman of Makati Business Club, Philippine Business for the Environment, Ramon Magsaysay Award Foundation and President of De La Salle Philippines. He is the Lead Independent Director of Integrated Micro-Electronics, Inc. and Independent Director of Metropolitan Bank and Trust Company since 2017, Philcement since 2021, and First Gen since 2021. He was the Chairman for the College of Saint Benilde, University of La Salle Bacolod and CEO of De La Salle Philippines. He is a Trustee/Treasurer of PBED and Trustee for the De La Salle Greenhills since 2019, The English-Speaking Union of the Philippines, Inc. since 2009, Gawad Kalinga Community Development Foundation Inc. since 2005, and Pilipinas Shell Foundation Inc. 2003. Mr. Chua is also a Member of the Advisory Board of Mitsubishi Motors Phil. Corp. and Coca Cola Bottlers Phils. He is likewise affiliated with the Integrity Initiative, National Resilience Council, and the Phil. Disaster and Resilience Foundation.

Mr. Chua held senior positions within various Shell Group of Companies, both locally and outside of the Philippines, including but not limited to being the Chairman and President of Pilipinas Shell Petroleum from September 2003 to May 2017 and being the Country Chairman of Shell companies in the Philippines from September 2003 to October 2016.

Mr. Chua earned his Bachelor of Science degree in Chemical Engineering from DLSU in 1978 and attended various international seminars and courses including the senior management course in INSEAD in Fontainebleau, France.

Dato Timothy Ong Teck was elected as an Independent Director of the Company in April 2024. He is currently a member of the Corporate Governance Committee and Risk Oversight Committee.

He has been a Non-Executive Independent Director of YOMA Strategic Holdings Ltd. since 2016. He is an Independent Director of PHINMA, Inc. and PHINMA Education Holdings, Inc. since 2016. He is the Chairman of Asia Inc. Forum since 2003. He is a Board Member of Baiduri Finance since 2006, Baiduri Bank since 1994 and National Insurance Co. since 1985. He is a member of the Board of Governors of the Asian Institute of Management (AIM) and a Trustee of the Ramon Magsaysay Awards Foundation (RMAF).

He was an Independent Director of PHINMA, Inc. from 2016 - 2024 and was the Chairman of Brunei Economic Development Board from 2005 to 2010.

Dato Ong earned his Bachelor of Arts Degree in Economics and Political Science from the Australian National University and took up Master of Science in International Relations from London School of Economics.

Dr. Edilberto C. de Jesus was elected as an Independent Director of the Company in April 2024. He is currently the Chairman of the Nominations Committee and a member of the Audit and Related Party Transactions Committee. He was an Independent Director of PHINMA, Inc. from 2009 to 2024.

He is currently a Director of Far Eastern University Group, FEU Public Policy Center, FEU Institute of Technology, FEU Roosevelt College, FEU High School and Foundation for Liberty and Prosperity.

His current affiliations include as member of the Makati Business Club, Institute of Corporate Directors and International Center for Innovation, Transformation and Excellence in Governance and Asian Dialogue Society. He is currently a Non-resident Sr. Research fellow at the Ateneo de Manila School of Government and member of Board of Advisers Doshisha Business School, Kyoto.

He was the former Secretary of the Department of Education, a former President of the Asian Institute of Management, a former President of the University of the Cordilleras and a former President of Far Eastern University (FEU). He was the Lead Independent Trustee of FEU from 2012 to 2022. He was a Director of Centro Escolar University from 2006 to 2008, the Chairman of the Institute of Environmental Sciences for Social Change from 2000 to 2002 and was a member of the Board of Trustees of the Coordinating Council for Private Educational Associations from 1996 to 2002. He was also a former Secretariat Director of Southeast Asia Ministers of Education Organization in Bangkok and a former member of the Board of Advisers of the Philippine Business for Education (PBEd).

Dr. de Jesus obtained his Bachelor of Arts Honor Degree in Humanities from the Ateneo de Manila University, and his Master of Philosophy and PhD in History from Yale University.

Dr. Cielito F. Habito was elected as an Independent Director of the Company on April 23, 2024. He is currently a member of the Corporate Governance Committee and Executive Compensation Committee.

Dr. Habito is the former Secretary of Socioeconomic Planning and Director-General of the National Economic and Development Authority. He is a Professor of Economics at the Ateneo de Manila University. He currently heads the USAID Trade-Related Assistance for Development (TRADE) Project. He is also a member of the Advisory Committee of the Japan International Cooperation Agency since 2013.

He has been an Independent Director of First Gen Corporation since 2016 and Sun Life Prosperity Funds since 2019. He is a member of the Board of Governors of Economic Research Institute for ASEAN and East Asia from 2021, Management Association of the Philippines from 2022, and the Board of Trustees of Ramon Magsaysay Awards Foundation since 2018.

Dr. Habito holds Bachelor of Science Degree in Agriculture from the University of the Philippines Los Baños, Master of Economics from the University of New England (Australia), and a Ph.D. in Economics and Master of Arts in Economics from Harvard University.

b) Executive Officers

The officers of PHINMA Corporation are elected annually by the Board of Directors and serve for one (1) year and until their respective successors are elected and qualified.

Except for Mr. Ramon R. del Rosario, Jr. who owns 4.556% and Dr. Magdaleno B. Albarracin, Jr., a member of the Board of Directors who directly owns 3.352% of PHN shares , none of the officers of the Company holds more than two percent (2%) of the Company's shares.

Table 4 – Executive Officers

Name	Citizenship	Age	Position
Ramon R. del Rosario, Jr	Filipino	80	Chairman and CEO
Meliton B. Salazar, Jr.	Filipino	59	President and COO, Head of Education
Eduardo A. Sahagun	Filipino	68	Executive Vice President, Construction Materials
Jose Mari del Rosario	Filipino	67	Senior Vice President, Hospitality
Raphael B. Felix	Filipino	53	Senior Vice President, Properties
Edmund Alan A. Qua Hiansen	Filipino	41	Senior Vice President, CFO
Regina B. Alvarez	Filipino	58	Senior Vice President, Group Controller
Nanette P. Villalobos	Filipino	52	Vice President, Treasurer
Annabelle S. Guzman	Filipino	53	Vice President, Controller
Rolando D. Soliven	Filipino	50	Vice President, Corporate Governance and Chief Compliance Officer
Peter Angelo V. Perfecto	Filipino	59	Vice President, Public Affairs
Alejandro Diego Luis Giles R. Katigbak	Filipino	54	Assistance Vice President, Chief Risk Officer
Ivy V. Villasquez-Bermas	Filipino	44	Chief Audit Executive
Grace M. Purisima	Filipino	42	Assistant Treasurer
Sheila M. Barce	Filipino	42	Assistant Vice President, Finance
Karen B. Seno	Filipino	45	Assistant Vice President, Human Resource
Melvin S. Mendoza	Filipino	52	Assistant Vice President, Information Technology
Robert James G. Pabustan	Filipino	53	Assistant Vice President, Business Developement
Troy A. Luna	Filipino	62	Corporate Secretary
Daneia Isabelle F. Palad	Filipino	35	Assistant Corporate Secretary

Jose Mari del Rosario Senior Vice President, Hospitality of PHINMA Corporation (PHN), is concurrently the President and CEO of PHINMA Microtel Hotels Inc. and PHINMA Hospitality, Inc. These two companies are the master franchise holder and management company respectively of Microtel by Wyndham & TRYP by Wyndham in the Philippines. Microtel & TRYP are international hotel chains under Wyndham Hotels & Resorts with properties operating in key business hubs and leisure destinations in the country. Mr. del Rosario is also the President and CEO of Paramount Hotels & Facilities Management Co. Inc., which provides property management and consultancy services to hotels, food & beverage facilities, and office/commercial buildings. Presently, he sits on the Board of Directors of the Philippine Hotel Owners Association and Philippine Franchise Association. In 2015, he was honored with the Ernst & Young Entrepreneur of the Year – Industry Entrepreneur award for his game-changing role in the hospitality industry. In 2007, he was recognized by GoNegosyo as Most Inspiring Tourism Entrepreneur. He earned his Diploma in Hotel & Restaurant Management in Hotelconsult Schulhotels (now César Ritz Colleges) Valais, Switzerland. He is also an alumnus of Cornell University's General Managers Program. He took up his MBA at Arthur D. Little School of Management (now Hult International Business School) in Cambridge, Massachusetts. He is the brother of Mr. Ramon R. del Rosario, Jr. and Mr. Victor J. del Rosario.

***Raphael B. Felix*,** Senior Vice President, Properties of PHINMA Corporation (PHN) is concurrently the President and Chief Executive Officer of PHINMA Property Holdings Corporation (PPHC), the real-estate subsidiary of PHN. He also serves as the President of PHINMA Prism Development Corporation since 2019, involved in upscale housing developments. He also serves as chairman of Community Developers and Construction Corporation, PPHC's construction arm. He joined PHINMA Properties in 2007 as Business Planning Manager. Mr. Felix is a graduate of AB Economics from the Ateneo de Manila University and has attended business planning and strategy courses from Asian Institute of Management, Ateneo Graduate School and Harvard Business Review.

Edmund Alan A. Qua Hiansen is Senior Vice President, Chief Financial Officer. Concurrent positions held include: Chief Financial Officer of Song Lam Cement Joint Stock Company and Deputy Chief Finance Officer of PHINMA Prism Development Corporation. He holds a Bachelor of Science degree in Finance from Butler University in Indianapolis, Indiana, USA where he was recognized as one of the Top 100 Outstanding Students in 2005 and a Master's degree in Global Finance from HKUST-NYU Stern. He is the Chairman of the FINEX Research and Development Foundation Junior FINEX Committee and a Vice Chairman of the Financial Executive Institute of the Philippines Ethics Committee.

Regina B. Alvarez is the Senior Vice President, Corporate Services and Planning She was previously appointed as Senior Vice President, Finance of the company in April 2005. Ms. Alvarez also served as Senior Vice President and Group Controller of PHINMA, Inc. and PHINMA Corporation. She also holds various executive posts in PHINMA-managed companies. She is also a director of Araullo University and South Western University. Ms. Alvarez is a Certified Public Accountant and holds a Bachelor of Science degree in Business Administration and Accountancy from the University of the Philippines and a Master's degree in Business Administration from the Wharton School of Business.

Nanette P. Villalobos was appointed Vice President and Treasurer in January 2019. She was previously the Treasurer for PHINMA Energy Corporation from 2018 to 2019 and Treasurer for South Luzon Thermal Energy Corporation from 2015 to 2019. Currently, she also holds the following positions: Vice President and Treasurer for PHINMA, Inc., Assistant Treasurer for PPHC, Treasurer for PHINMA Education Holdings, Inc., Treasurer and Compliance Officer for PHINMA Insurance Brokers, Inc. and Treasurer for PHINMA Hospitality. She obtained her degree in Bachelor of Science in Accountancy from the University of the East. She completed the Ateneo-BAP Treasury Certification Program in 2004. She attended the Basic Management Program at the Asian Institute of Management in 2008. She attended and completed a Certification study for Macro Economics at University of Asia and the Pacific in 2014. She took up the Diploma Program in Corporate Finance of the Ateneo Graduate School of Business-Center for Continuing Education in 2022. She is a member of Fund Managers Association of the Philippines (FMAP) and Financial Executives Institute of the Philippines (FINEX).

Annabelle S. Guzman is Vice President, Controller. She joined the company in September 2020 and was appointed Vice President and Controller on April 14, 2021. She is a Certified Public Accountant and holds a Bachelor of Science degree in Business Administration and Accountancy from the University of the Philippines. Prior to joining the Company, she has been working in the financial services industry, as VP – Fund Administration Manager with JP Morgan Chase & Co and as Finance Head with Pepper Financial Services.

Rolando D. Soliven was elected Compliance Officer on April 14, 2021 and is concurrently Vice President, Group Corporate Governance since April 2019 and Data Protection Officer since May 2022. He has been an officer of the company since March 2012. He holds a Bachelor of Science degree in Accountancy from San Beda College. He has also completed the Enterprise Wide Risk Management Program and the Business Analytics Program of the Asian Institute of Management. He is a Certified Public Accountant (CPA), Certified Internal Auditor (CIA), Certified in Risk Management Assurance (CRMA), ISO 31000 Certified Risk Manager (CRM), and Certified Fraud Examiner (CFE). He is a Fellow of the Institute of Corporate Directors (ICD) and a member of both the Institute of Internal Auditors (IIA) and the Association of Certified Fraud Examiners (ACFE).

Peter Angelo V. Perfecto was appointed Vice President, Public Affairs in April 2019. As former Executive Director of the Makati Business Club from 2011 to 2018, he also took on leadership and secretariat roles in the Integrity Initiative, Bishops-Businessmen's Conference for Human Development, National Competitiveness Council and the APEC Business Advisory Council. He also helped establish Philippine Business for Education and became its first Executive Director, driving business-led advocacies for education reform and mobilizing resources from corporates as well as international agencies. Today, he concurrently serves as the PHINMA Foundation Vice President, chairman of the Oxfam Pilipinas Board as well as its Country Governance Group, and private sector representative of the People's Survival Fund. His other past positions include Director

V for Media and Public Affairs of the Office of the Presidential Adviser on the Peace Process and Executive Director of Amnesty International Philippines where he had the opportunity to join various international meetings and working groups on human rights. An alumnus of the Ateneo de Manila University, he completed his Bachelor of Science in Management Engineering in 1987.

Alejandro Diego Luis Giles R. Katigbak was appointed as Assistant Vice President, Chief Risk Officer effective April 12, 2022. He received his bachelor's degree in Management Economics from the Ateneo de Manila University and an MBA with concentration in Finance and Corporate Accounting from the University of Rochester in New York. Prior to joining PHINMA Corporation he was employed in a financial advisory capacity at various Philippine firms including Investment & Capital Corporation of the Philippines, Jardine Fleming Exchange Capital Group, Inc., and SyCip, Gorres, Velayo and Company.

Ivy Villasquez Bermas was appointed as Chief Audit Executive in April 2024. She received her degree in Bachelor of Science in Accountancy in Miriam College. She completed her Master of Business Administration in De La Salle Lipa, Batangas. She is a member of the Institute of Internal Auditors, Philippines and Philippine Institute of Public Accountants. She is a Certified Public Accountant and Certified Internal Auditor.

Grace M. Purisima joined the company in 2011 and was elected Assistant Treasurer in April 2019. She is also the Assistant Treasurer of PHINMA, Inc. She completed the Treasury Certification Program from the Ateneo de Manila University Graduate School of Business and Bankers Association of the Philippines (Ateneo-BAP) in 2012. She holds a Bachelor of Arts degree in Management Economics from Ateneo de Manila University. He attended the PHINMA Group Annual Corporate Governance Enhancement Session on October 2, 2023 on Data Analytics and Artificial Intelligence (AI), Workplace Reimagined and Overview of Corporate Governance conducted by SGV & Co.

Sheila M. Barce was appointed as Assistant Vice President, Finance in April 2024. She is a Certified Public Accountant and received her Bachelor's Degree in Accountancy from the Ateneo De Naga University (Cum Laude) and a Master's Degree in Business Administration from the University of the Philippines Diliman. She attended the CFO Leadership Development Program at the AIM in 2023. Currently, she is also the Controller of PHINMA Insurance Brokers, Inc.

Karen B. Seno was appointed as Assistant Vice President, Human Resources in April 2024. She took up Bachelor of Arts in Communication Arts major in Broadcast Journalism at De La Salle University and studied Introduction to Organizational Development at the Ateneo Center for Organization Research and Development. She completed the Chief Human Resource Officer Development Program at the Asian Institute of Management. She recently completed an Objectives and Key Results (OKR) training from Knowles Training Institute. She is also concurrently AVP, Human Resources of PHINMA, Inc.

Melvin S. Mendoza was appointed Assistant Vice President, Information Technology in April 2024. He received his Bachelor of Science in Business Administration Major in Computer Management from the Lyceum University of the Philippines, Intramuros Manila. He is a member of IT Interaction Philippines (ITIP) and Information Security Officers Group (ISOG).

Robert James G. Pabustan was appointed as Assistant Vice President, Business Development in April 2024. He received his Bachelor of Arts degree in Humanities with the field of specialization in Business Administration from the Center for Research and Communication (now University of Asia & the Pacific). He completed his Master's in Business Management degree with specialization in Finance from the Asian Institute of Management. He has held various positions in PHINMA Group including as AVP Treasurer for SLTEC and in 2017 he was seconded to the Construction Materials Group where he served as AVP-Supply Chain.

Troy A. Luna was elected as the Corporate Secretary in March 2017. He also acts as Corporate Secretary of PHINMA, Inc., and other PHINMA-related corporations such as the AU, COC, UPang, UI, SWU, SJCI, RC, RCL, UCL, PHINMA Education, Asian Plaza, Inc., UGC, PhilCement, ABCIC, Toon City Animation, Inc. and other unrelated companies such as TCL Sun, Inc., Newminco Pacific Mining Corporation and Philippine Business for Education, Inc., a Trustee of the Licensing Executives Society of the Philippines and a Trustee and President of the Intellectual Property Alumni Association . He was elected as Director of the Company on November 5, 2020 until April 2021. He holds a Liberal Arts in Economics degree from the De La Salle University. He is a lawyer by profession, having earned his Bachelor of Laws degree from the Ateneo de Manila University School of Law in 1986 and was admitted to the Philippine Bar in 1987. He is a Senior and name Partner of the Migallos & Luna Law Offices. He attended the PHINMA Group Annual Corporate Governance Enhancement Session on October 2, 2023 on Data Analytics and Artificial Intelligence (AI), Workplace Reimagined and Overview of Corporate Governance conducted by SGV & Co.

Daneia Isabelle F. Palad was elected Assistant Corporate Secretary in April 2024. She received her Bachelor of Arts in Economics and Development Management from Ateneo de Manila University in 2010 and completed her Juris Doctor degree from Ateneo School of Law in 2014.

c) ***Family Relationship***

Ramon R. del Rosario, Jr. is the brother of Mr. Victor J. del Rosario and Mr. Jose Mari del Rosario. Other than the foregoing family relationships, none of the directors, executive officers or persons nominated to be elected to PHN’s Board are related up to the fourth civil degree, either by affinity or consanguinity.

d) ***Significant Employees***

Other than the Directors and Officers identified in the item on Directors and Executive Officers in this Information Statement, there are no other employees of the Company who may have significant influence in the Company’s major and/or strategic planning and decision-making.

e) ***Involvement in Certain Legal Proceedings***

The Company is not aware of any of the following events having occurred during the past five years up to the date of this report that are material to an evaluation of the ability or integrity of any director, nominee for election as Director, executive officer, underwriter or controlling person of the Company:

1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time ;
2) any conviction by final judgment, including the nature of the offense in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign , excluding traffic violations and other minor offenses ;
3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities ; and

4) being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.
5) A securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

f) Warrants and Options Outstanding

There are no warrants or options granted by the Company to any of its Directors or Executive Officers.

g) Relationships and Related Transactions

Parties are related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions and the parties are subject to common control. Related parties may be individual or corporate entities.

The Company, in the regular conduct of business, has entered into transactions consisting of reimbursement of expenses, office space rentals, consultancy fees and grant of non-interest bearing advances with associates and other related parties. Transactions entered into with related parties are at arm's length and have terms similar to the transactions entered into with third parties.

The significant related party transactions entered into by the Company with its associates and entities under common control and the amounts included in the consolidated financial statements with respect to such transactions follow:

Company	Nature	Amount/ Volume	Amount Due to Related Parties	Amount Due from Related Parties (Note 10)	Loans receivable (Note 10)	Terms	Conditions
2024							
Ultimate Parent							
PHINMA Inc.	Share in expenses, management fees and bonus	**262,791**	**70,901**	**1,505**	**-**	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
*Other related parties**							
PHINMA Insurance Brokers, Inc. (PHINMA Insurance), PHINMA Foundation, Inc., Phinma Plaza Condominium Corporation, Phinma Prism Property Development Corp.	Advances (PHINMA Prism)	**-**	**-**	**56,142**	**-**	Interest-bearing at range of 4.7% - 6.3% ; payable in March 2026 and to be settled in cash. This is presented as part of non-current receivables.	Unsecured, no impairment
	Interest income (PHINMA Prism)	**3,563**	**-**	**782**	**-**	Interest at 4.7% to 6.3% for 95 days; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Share in expenses	**20,310**	**6,478**	**81,990**	**-**	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
PHINMA Prism	Loan receivable	**-**	**-**	**-**	**196,803**	The loan to PHINMA Prism bear interest ranging from 7.21% to 7.75% with a maturity of 91 days up to 365 days This loan is due and demandable and collectible in cash.	Unsecured, no impairment
Shareholders of Parent Company	Loan receivable	-	-	-	**1,793**	Non-interest bearing; due and demandable, settled in cash at gross amounts.	Unsecured, no impairment
PTC Myanmar, IPM, PHINMA Saytanar (PSEd), PE International, Yayasan Triputra Persada	Share in expenses	**28,377**	**73**	**17,048**	**-**	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
PPSMI	Advances	**31,940**	**-**	**23,889**	**-**	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
InPHIN8, PPSMI, DBHC, FBHC, SFSHC	Management And Incentive Fees	**32,537**	**-**	**-**	**-**	Noninterest-bearing; due and demandable; and to be settled in cash. at gross amounts.	Unsecured, no impairment
	Rent (Inphin8)	**9,493**	**-**	**-**	**-**		
			77,452	181,356	198,596		

** Entities under common control or with common shareholders*

Company	Nature	Amount/ Volume	Amount Due to Related Parties	Amount Due from Related Parties (Note 10)	Loans receivable (Note 10)	Terms	Conditions
2023							
Ultimate Parent							
PHINMA Inc.	Share in expenses, management fees and bonus	333,022	70,636	5,660	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Purchase of shares	2,335,451	-	-	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Purchase of properties	452,787	-	-	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
*Other related parties**							
PHINMA Insurance Brokers, Inc. (PHINMA Insurance), PHINMA Foundation, Inc., Phinma Plaza Condominium Corporation, Phinma Prism Property Development Corp.	Advances (PHINMA Prism)	-	-	56,142	-	Interest-bearing at range of 4.7% - 6.3% for 95 days; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Interest income (PHINMA Prism)	3,597	-	-	-	Interest at 4.7% to 6.3%; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Share in expenses	10,344	1,345	68,970	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts..	Unsecured, no impairment
PTC Myanmar, IPM, PHINMA Saytanar (PSEd), PE International, Yayasan Triputra Persada	Share in expenses	5,384	-	17,066	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
PHINMA Prism	Loan receivable	-	-	-	176,428	The loan to PHINMA Prism bear interest ranging from 7.21% to 7.75% with a maturity of 91 days up to 365 days. This loan is due and demandable and collectible in cash.	Unsecured, no impairment
Shareholders of Parent Company	Loan receivable	-	-	-	1,793	Non-interest bearing; due and demandable, settled in cash at gross amounts..	Unsecured, no impairment
UPPC	Consultancy Fee	2,437	-	3,032	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
InPHIN8, DBHC, FBHC, SFSHC	Management And Incentive Fees	10,714	-	-	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Rent (Inphin8)	8,943	-	-	-		
			71,981	150,870	178,221		

In last two years, the Company was not a party in any transaction in which a Director or Executive Officer of the Company, any nominee for election as a director, any security holder owning more than 10% of the Company's issued and outstanding shares and/or any member of his immediate family had a material interest thereon, except as disclosed below.

The Company has a management contract with Philippine Investment-Management (PHINMA), Inc. up to June 30, 2029 renewable thereafter upon mutual agreement. Under this contract, PHINMA has a general management authority with the corresponding responsibility over all operations and personnel of the Company including planning, direction, and supervision of finance and other business activities of the Company. Under the existing management agreement, the Company pays PHINMA, Inc. a fixed monthly management fee plus an annual incentive based on a certain percentage of the Parent Company's net income. Renewal has been approved by the Board on March 5, 2024 and approved by the shareholders during the Annual Shareholders' Meeting on April 23, 2024.

As of March 31, 2025, PHINMA Inc. owns 228,153,733 shares, which represent 67.84% of total outstanding shares of stock of the Company.

Material related party transactions are reviewed by the Audit and Related Party Committee of the Board. The Company have approval requirements and limits on the amount and extent of related party transactions in compliance with the requirements under Revised SRC Rule 68.

Refer to Note 32 – Related Party Transactions of the 2024 Audited Consolidated Financial Statements for further details.

h) Election of Directors

The Directors of the Company are elected at the Annual Stockholders Meeting to hold office for one (1) year and until their respective successors have been elected and qualified.

The functions of the Nominations Committee was tucked into the new Corporate Governance and Nominations Committee which was created on May 15, 2017 at the Organizational Meeting of the Company in compliance with the recommendations of the Securities and Exchange Commission Code of Corporate Governance.After having conducted the nomination for purposes of the election of Directors and after pre- screening the qualifications of the nominees, the Nominations Committee has submitted the following list of candidates who qualify for election to the Board of PHINMA Corporation at the forthcoming Annual Shareholders Meeting on June 5, 2025:

1. Oscar J. Hilado
2. Magdaleno B. Albarracin, Jr.
3. Victor J. del Rosario
4. Ramon R. del Rosario, Jr.
5. Amb. Jose L. Cuisia, Jr.
6. Eduardo A. Sahagun
7. Meliton B. Salazar, Jr.
8. Guillermo D. Luchangco
9. Juan B. Santos *(Independent)*
10. Lilia de Lima (*Independent)*
11. Rizalina G. Mantaring *(Independent)*
12. Edgar O. Chua *(Independent)*
13. Dato Timothy Ong (*Independent*)
14. Edilberto C. de Jesus (*Independent*)
15. Cielito F. Habito (*Independent*)

The foregoing persons were nominated by Mr. Ramon R. del Rosario,Jr. He is not related to any of the director-nominees, either by consanguinity or affinity, except to Mr. Victor J. del Rosario who is his brother.

The securities owned by the nominees as of March 31, 2025 are as follows:

Title of Class	Name of Beneficial Owner	Citizenship	No. of shares	Nature	% of ownership
Common	Oscar J. Hilado	Filipino	469,808 939,616 1,173,251	Direct Indirect Indirect	.140% .279% .349%
Common	Magdaleno B. Albarracin, Jr.	Filipino	11,272,000	Direct	3.352%
Common	Victor J. del Rosario	Filipino	1,179,173 1,244,989 2,961,041	Direct Indirect Indirect	.351% .370% .880%
Common	Ramon R. del Rosario, Jr.	Filipino	493,705 293,630 2,961,042 11,575,39	Direct Indirect Indirect Indirect	.147% .087% .880% 3.442%
Common	Jose L. Cuisia, Jr.	Filipino	27,757	Direct	.008%
Common	Meliton B. Salazar Jr.	Filipino	1 20,270	Direct Indirect	.000% .006%
Common	Eduardo A. Sahagun	Filipino	1	Direct	.000%
Common	Juan B. Santos	Filipino	50,001	Direct	.015%
Common	Lilia de Lima	Filipino	1	Direct	.000%
Common	Rizalina G. Mantaring	Filipino	13,201	Direct	.004%
Common	Edgar O. Chua	Filipino	1	Direct	.000%
Common	Cielito F. Habito	Filipino	1	Direct	.000%
Common	Dato Timothy Ong	Filipino	1	Direct	.000%
Common	Edilberto C. De Jesus	Filipino	34,501	Direct	.010%
Common	Guillermo D. Luchangco	Filipino	1	Direct	.000%

The Board of Directors has no reason to believe that any of the nominees will be unwilling or unable to serve if re-elected/elected as a director.

The Company's Nominations Committee is composed of the following:

Edilberto C. de Jesus	-	Chairman
Oscar J. Hilado	-	Member
Ramon R. del Rosario, Jr.	-	Member
Chito B. Salazar, Jr.	-	Member

i) ***Independent Directors***

On June 30, 2004, the SEC approved amendment to the Amended By-Laws of PHINMA Corporation to incorporate a provision stating that it shall conform to the requirement of law to have independent directors. On May 27, 2010, the SEC approved a further amendment to the Amended By-laws adopting and stating that the Company shall comply with Securities Regulation Code (SRC) Rule 38 as amended and all rules and regulations relative to the requirements on nomination and election of independent directors.

The following are the nominees for independent directors, as submitted to and pre-screened by the Nominations Committee of the Company using the aforementioned guidelines, pertinent provisions of the Company's Manual on Good Corporate Governance and its Amended By-Laws. They are neither officers nor substantial shareholders of the Company. Mr. Ramon R. del Rosario, Jr. nominated the candidates for independent directors. Mr. Del Rosario is not related to the independent director-nominees by consanguinity or affinity.

1. Juan B. Santos
2. Lilia de Lima
3. Rizalina G. Mantaring
4. Edgar O. Chua
5. Dato Timothy Ong
6. Edilberto C. de Jesus

7. Cielito F. Habito

All the independent directors possess the qualifications and none of the disqualifications under Securities Regulation Code or the Company's Manual of Corporate Governance.

ITEM 6. Compensation of Directors and Executive Officers

The Directors are paid a bonus based on the net income of the Company for each calendar year. The compensation received by the officers who are not included in the Board of Directors of the Company represents salaries and bonuses.

For the calendar years ended December 2024 and 2023, the total salaries, allowances and bonuses paid by the Company to the directors and executive officers as well as estimated compensation of directors and executive officers for CY 2025 are as follows:

TABLE 5 - Compensation of Directors and Executive Officers

Name and Principal Position	Year	Salary	Bonus	Others
CEO and the Top 4				
Oscar J. Hilado Chairman Emeritus				
Ramon R. del Rosario, Jr. Chairman and CEO				
Meliton B. Salazar, Jr. President and COO, Head of Education				
Pythagoras L. Brion, Jr. Group CFO				
Edmund Alan A. Qua Hiansen Senior Vice President, CFO **				
Regina B. Alvarez Senior Vice President, Group Controller				
TOTAL	2025* 2024 2023	49,983,986 47,603,796 25,198,785	11,925,004 10,040,370 10,250,700	1,925,000 1,925,000 1,525,000
All other Directors and Officers as a Group unnamed* **	2025* 2024 2023	39,014,104 37,156,289 22,736,865	13,445,267 13,202,775 14,224,850	9,010,000 9,010,000 5,025,000

* *Estimated compensation of directors and executive officers for the year.*
** *Promoted to SVP, CFO role on April 1, 2024*
*** *Majority of employers from PHINMA Inc. was transferred to PHINMA Corp. starting Jan 1, 2024, as a result of consolidation of operations*

a) <u>Compensation of Directors</u>

The Directors receive per diem and bonus based on a percentage of the net income of the Company for each calendar year.

There are no other existing arrangements/agreements to which said Directors are to be compensated during the last completed calendar year and the ensuing year.

b) <u>Employment Contracts and Termination of Employment and Change-in Control Arrangements</u>

There is no existing contract between the Company, the executive officers or any significant employee.

Under Article VI, Section 1 of the Company's By-Laws, the Officers of the Corporation shall hold office for one (1) year and until their successors are chosen and qualified in their stead. Any Officer elected or appointed by the majority of the Board of Directors may be removed by the affirmative vote of the Board of Directors.

c) **Compensatory Plan or Arrangement**

The compensation received by Officers who are not members of the Board of Directors of the Company represents salaries, bonuses and other benefits.

All permanent and regular employees of the Company and its subsidiaries are covered by PHINMA Group retirement plan (the "Plan"). The Plan provides benefits upon normal retirement beginning at age sixty (60), early retirement beginning at age fifty (50) with completion of at least ten (10) years of service, voluntary separation beginning upon completion of at least ten (10) years of service, total and physical disability, death and involuntary separation. The benefits are based on the employee's final monthly basic salary and length of service.

The Company also provides a defined contribution plan that covers all regular full-time employees under which the Company pays fixed contributions based on the percentage contributed by the employees from their monthly salaries.**Compensation Committee**

The members of the Compensation Committee are as follow:

Edgar O. Chua	-	Chairman
Oscar J. Hilado	-	Member
Ramon R. del Rosario, Jr.	-	Member
Cielito F. Habito	-	Member

ITEM 7. Appointment of External Auditors

Audit services of Isla Lipana & Co./PwC Philippines (PwC) for the calendar year ended December 31, 2024 included the examination of the parent and consolidated financial statements of the Company, review of final income tax returns and other services related to filing of reports made with the Securities and Exchange Commission and Philippine Stock Exchange, Inc.

During the past year, there has been no event in which PHINMA Corporation and PwC has any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedures.

The Company is in compliance with SRC Rule 68, paragraph 3(b) (ix) requiring the rotation of external auditors or engagement partners who have been engaged by the Company for a period of five (5) consecutive years and the mandatory two-year cooling-off period for the re- engagement of the same signing partner or individual auditor. The engagement partner who conducted the audit for Calendar Year 2024 is Ms. Lois Gregorio-Abad , a SEC accredited auditing partner of PwC. This is the first year of Ms. Gregorio-Abad as audit partner of the company.

The Audit Committee, the Board of Directors and the stockholders of PHINMA Corporation approved the engagement of PwC as the Company's external auditor for CY 2024.

The members of the Audit and Related Party Transactions Committee are the following:

Juan B. Santos	-	Chairman
Edgar O. Chua	-	Member
Jose L. Cuisia Jr.	-	Member
Edilberto C. de Jesus	-	Member

The external auditors for the most recently completed calendar year are expected to be present at the shareholders' meeting, will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

External Audit Fees and Related Services

Audit and Audit-Related Fees

The Company paid or accrued fees for professional services rendered by PwC and SGV and Co. for the past two (2) years.

The audit fees are for the audit of the Company's annual financial statements or services normally provided in connection with statutory and regulatory filings or engagements for CY 2024 and 2023.

Tax Fees - The Company did not engage PwC for tax advisory services for the years ended December 31, 2024 and 2023, thus fees amounting to nil, respectively.

All Other Fees in CY 2024 represent various engagements like company valuation, transfer pricing, security risk assessment, training seminars and review of prospectus for the company's stock rights offering.

The Audit Committee discusses with the external auditor before the audit commences, the nature and scope of the audit. The Committee also approves audit plans, audit fees, scope and frequency before the conduct of the external audit. It evaluates and determines non-audit work by the external auditor and reviews the non-audit fees paid to the external auditor, both in relation to their significance to the audit and ensuring that there is no conflict with the audit work and in relation to the Company's total expenditure on consultancy.

Refer to **Annex G** –for further details.

ITEM 8. Compensation Plans

No action is to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. <u>ISSUANCE AND EXCHANGE OF SECURITIES</u>

ITEM 9. Authorization or Issuance of Securities Other than for Exchange

No action will be presented for stockholders' approval at this year's annual meeting which involves authorization or issuance of any securities.

ITEM 10. Modification or Exchange of Securities

No action will be presented for stockholders' approval at this year's annual meeting which involves the modification of any class of PHN's securities, or the issuance of one class of PHN's securities in exchange for outstanding securities of another class.

ITEM 11. Financial and Other Information

The Company's financial statements for the year ended December 31, 2024 and Management's Discussion and Analysis or Plan of Operation are will be attached hereto as **Annexes "C"** and **"D"** respectively in the Definitive Information Statement.

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER A COPY OF THE ANNUAL REPORT ON SEC FORM 17-A, FREE OF CHARGE. SUCH WRITTEN REQUEST SHOULD BE DIRECTED TO THE CORPORATE SECRETARY, 7TH FLOOR, PHINMA PLAZA, 39 PLAZA DRIVE, ROCKWELL CENTER, MAKATI CITY 1210.

ITEM 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be presented for stockholders' approval at this year's annual meeting in respect of (1) the merger of consolidation of PHN into or with any other person, or of any other person into or with PHN , (2) acquisition by PHN or any of its stockholders of securities of another person, (3) acquisition by PHN of any other going business or of the assets thereof, (4) the sale or transfer or all or any substantial part of the assets of PHN (5) liquidation or dissolution of PHN.

ITEM 13. Acquisition of Disposition of Property

The Company and its subsidiaries purchased and sold properties in the normal course of their business.

No action will be presented for stockholders' approval at this year's annual meeting in respect of any acquisition or disposition of property of PHN.

ITEM 14. Restatement of Accounts

No action will be presented for stockholders' approval at this year's annual meeting which involves the restatement of any of PHN's assets, capital or surplus account.

D. <u>OTHER MATTERS</u>

ITEM 15. Actions with Respect to Reports

At the last Annual Stockholders Meeting held on April 23, 2024, the Chairman and CEO and the President reported to the stockholders the Company and its subsidiaries operational performance in 2023 while the CFO reported on the Company's financial performance. The following matters were presented and approved by the stockholders at such meeting:

a) Minutes of the 2023 Annual Stockholders Meeting;
b) Calendar Year 2023 Audited Financial Statements;
c) Ratification of all resolutions of the Board of Directors and acts of Management in 2023 done in the ordinary course of the Company's business;
d) Election of fifteen (15) Directors, including seven (7) independent Directors for 2024;
e) Renewal of management contract with Philippine Investment-Management (PHINMA), Inc. until June 30, 2029;
f) Appointment of Isla Lipana & Co./PwC Philippines as independent external auditor.

For the Annual Stockholders Meeting scheduled on June 5, 2024, the Chairman and CEO and the President will report on the operational performance of the Company and its subsidiaries in 2024 while the CFO will report on the financial performance. The following matters will also be presented for consideration by the stockholders at such meeting:

a) Minutes of the Previous Meeting **(Annex E)** ;
b) 2024 Audited Financial Statements **(Annex C**);
c) Ratification of all acts of the Board of Directors, Committees and Management in 2024 done in the ordinary course of the Company's business (**Annex F)**;
d) Election of fifteen (15) Directors, including seven (7) independent Directors for 2025 ;
e) Appointment of External Auditors

The approval of the Minutes of the previous Annual Shareholders Meeting, the approval of Management Report including the Audited Financial Statements for the year ended December 31, 2024, the ratification of all acts of the Board of Directors and of Management since the last Annual Shareholders Meeting, and the approval of the appointment of the Company's external auditor shall require the affirmative vote or written assent of a majority of the stockholders entitled to vote during the Annual Shareholders Meeting.

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 security holders.

ITEM 17. Amendment of Charter, By-Laws or Other Documents

There is no action to be taken with respect to amendment of charter, by-laws or other documents.

ITEM 18. Other Proposed Action

Other than the matters indicated in the Notice and Agenda included in this Information Statement, there are no other actions proposed to be taken at the annual meeting.

ITEM 19. Voting Procedures

For the election of Directors, each shareholder is entitled to one (1) vote per share multiplied by the number of board seats to be filled and may cumulate his/her votes by giving as many votes as he/she wants to any candidate provided that the total votes cast shall not exceed the total votes to which he/she is entitled. In the event the votes cast by a stockholder exceeds that to which he/she is entitled to vote, the Corporate Secretary in his discretion shall deduct such votes cast by the stockholder in favor of any nominee as may be necessary under the circumstances. There are fifteen (15) seats on the Board of Directors to be filled.

In the event that only fifteen (15) are nominated to fill the fifteen (15) seats in the Board, the Chairman shall direct the Corporate Secretary to cast all votes in favor of those nominated, except the votes of stockholders who wish to have their votes differently.

All the items in the agenda for approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of those present at the meeting, except the election of Directors which will be based on the number votes cast by each stockholder present at the meeting, in person or through a proxy. Each of the proposed resolutions will be shown on the screen as the same is taken-up at the meeting.

Votes of all stockholders attending by remote communication may only be cast through proxies or ballots/proxies submitted on or before May 30, 2025. A sample of the Ballot and Ballot/ Proxy will be included in the Information Statement.

All Ballots and Ballots/Proxies should be received by the Corporate Secretary on or before May 30, 2025 physically or by email to phncorpsec@phinma.com.ph.

The votes received will be tabulated and validated by an independent third party. The Corporate Secretary shall report the results of voting during the meeting.

Stockholders may email to phncorpsec@phinma.com.ph questions or comments on matters that are relevant and of general concern to them on or before May 30, 2025. These will be answered during the meeting, subject to appropriateness, relevance and time limits, or via email to the stockholder sending the said questions.

SIGNATURE

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 April 28, 2025.

PHINMA CORPORATION
Issuer

[redacted]

TROY A. LUNA
Corporate Secretary

NOTICE: The Company will post the full version of this SEC Form 20-IS (Definitive Information Statement), together with all its annexes including the 2024 consolidated audited financial statements of the Company, on the company website www.phinma.com.ph upon its approval by the Securities and Exchange Commission.

Certification that no directors and officers are connected with any government agency

(Certification that no directors and officers are connected with any government agency will be attached to the Definitive Information Statement)

Certificate of Independent Directors

(Certificate of Independent Directors are for notarization and will be attached to the Definitive Information Statement)

ANNEX B

Compliance Program

Annex B

COMPLIANCE PROGRAM

PART IV – <u>CORPORATE GOVERNANCE</u>

<u>Compliance Policy</u>

PHINMA Corporation (the “Corporation) believes that good governance is an integral component of sound business management and exerts every effort necessary to ensure compliance within the organization.

In accordance with the State’s policy to actively promote corporate governance reforms aimed to raise investor confidence, develop capital market and help achieve high sustained growth for the corporate sector and the economy, the Board of Directors, Management, and Employees of PHINMA Corporation commit to the principles and best practices contained in the Manual on Good Corporate Governance approved in August 2002 and as amended in March 2004, February 2008, March 2011, June 2014. The Manual was further amended to substantially adopt the 2016 Code of Corporate Governance for Publicly-Listed Companies in May 2017 and March 2018. Relevant provisions from the 2019 Revised Corporation Code of the Philippines (R.A. 11232) were incorporated into the Manual in October 2020 and November 2022.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT (I-ACGR)

SEC MC No. 15, Series of 2017 released in December 2017 mandates all publicly listed companies to submit an Integrated Annual Corporate Governance Report (IACGR) covering all relevant information for the year on May 30 of each year.

PHINMA Corporation submitted to the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE) its I-ACGR for 2022 on May 29, 2024. The I-ACGR for YE 2024 is due to be submitted on May 30, 2025.

As of December 31, 2024, PHINMA Corporation has substantially complied with the principles and best practices contained in the Manual on Good Corporate Governance. There were no sanctions imposed on any director, officer or employee for non-compliance with the Manual.

COMPLIANCE MONITORING AND IMPROVING CORPORATE GOVERNANCE

The Compliance Officer and the Internal Auditor monitor the Corporation’s compliance with the Manual and the timely submission of reports and disclosures to both SEC, PSE and PDEx. In addition, the SEC, PSE and PDEx websites are constantly monitored for relevant circulars or memorandums affecting, improving, and updating the corporate governance of the Corporation. As appropriate, the Manual and relevant policies are promptly amended and circulated for implementation.

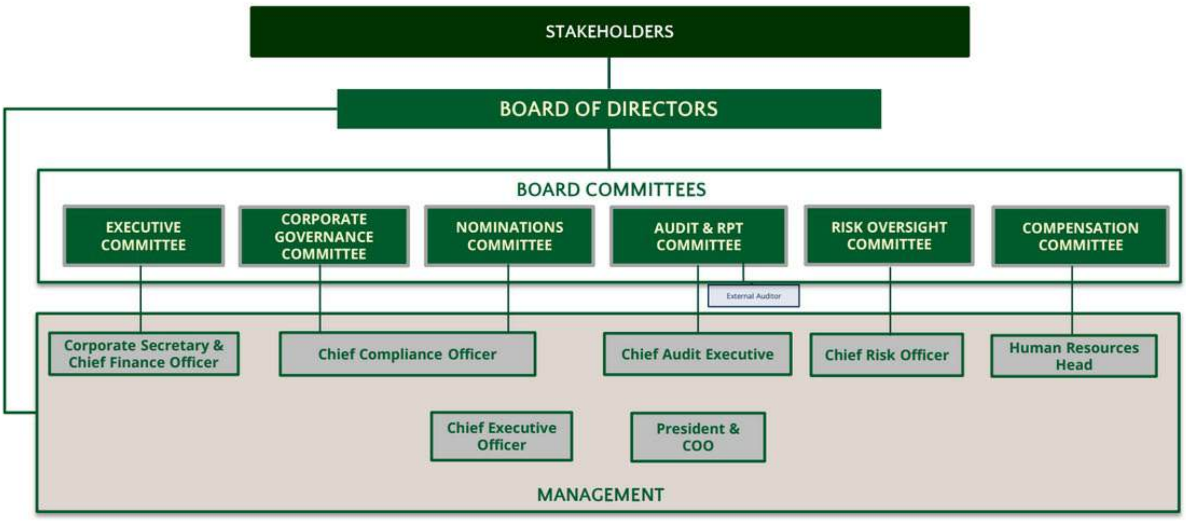
As a result of the Compliance Program, there is effective management of the relationships between shareholders, stakeholders, directors, creditors, government, and employees. Furthermore, the internal workings of the Corporation are directed and controlled leading to corporate integrity, transparency, and enhanced corporate performance, a dominant theme of Good Corporate Governance.

In March 2023, the PHINMA Governance Library, an internal online resource for governance documents was completed and cascaded to the Strategic Business Units with the aim of sharing best practices and synergizing corporate governance within the PHINMA Group. This online resource is continuously being maintained and updated by the Governance team.

PHINMA Corporation received Two-Arrow Award recognitions for three consecutive years based on the results of the 2021, 2022 and 2023 ASEAN Corporate Governance Scorecard (ACGS) assessments. The Golden Arrow is awarded by the Institute of Corporate Directors (ICD) to publicly-listed companies that exhibited observable conformance with the Philippine Code of Corporate Governance and internationally recommended corporate governance practices as espoused by the ACGS.

DISCLOSURE AND TRANSPARENCY

PHINMA commits itself to high standards of disclosure and transparency. In addition to submitting annual and quarterly financial information and other statutory requirements, the corporation promptly discloses to the SEC, PSE and PDEx material and market-sensitive information that may affect the public's investment decisions, such as declaration of dividends, investments and divestments and other items. The disclosures are also uploaded to the Corporation's website for the benefit of the public.



BOARD OF DIRECTORS

Key Roles and Responsibilities

As mandated by its Charter, the Board's roles and responsibilities include fostering the long-term success of the Corporation and securing its sustained competitiveness and profitability in a manner consistent with its corporate objectives and fiduciary responsibility. The Board always takes into consideration the best interest of the Corporation, its shareholders, and other stakeholders when it exercises its powers and duties. The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities and acts on a fully informed basis, in good faith, with due diligence and care in directing the Corporation towards sustained progress.

Composition

As of December 31, 2024, the Board of Directors consists of 15 members, nominated in accordance with the By-Laws of the Corporation. In compliance with the legal requirement of SEC for publicly listed corporations, PHINMA's Board of Directors includes seven (7) independent directors. The independent directors hold no interest or have no relationship with the corporation that may hinder their independence from the corporation or management or would interfere with the exercise of independent judgment in carrying out their responsibilities.

Diversity
PHINMA values diversity and supports workforce equality and is strongly against discrimination of any form at all levels thus it ensures that its board members are a combination of executive, non-executive and independent directors with varied but substantial professional knowledge and experience on the industries it operates in which creates a platform for balanced-view discussion necessary to arrive at key business decisions.

		OJH	RRR	MBA	MBS	EAS	VJ R	JL C	JBS	LB L	RGM	EOC	GDL	CFH	DTO	ECJ
Industry Sector Expertise	Educational Services	∉	∉	∉	∉		∉	∉	∉	∉		∉		∉	∉	∉
	Construction Industry	∉	∉	∉		∉	∉		∉	∉						
	Real Estate / Property Development	∉	∉	∉		∉		∉	∉		∉	∉	∉		∉	
	Hospitality and Tourism	∉	∉		∉			∉	∉	∉					∉	
	Banking and Finance	∉	∉			∉	∉	∉	∉		∉	∉	∉	∉	∉	
	Insurance	∉	∉			∉		∉		∉	∉	∉			∉	
Subject Matter Expertise	Executive Leadership	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉
	Accounting	∉	∉			∉	∉	∉	∉			∉			∉	
	Capital Management	∉	∉	∉		∉	∉	∉	∉	∉	∉	∉	∉		∉	
	Corporate Governance	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉
	Corporate Financing	∉	∉			∉	∉	∉	∉		∉		∉	∉	∉	
	Risk Management	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	∉	
	Information Technology				∉	∉	∉									
	Sustainability	∉	∉			∉			∉	∉	∉	∉		∉		
	Government Relations	∉	∉		∉	∉		∉	∉	∉		∉		∉	∉	∉
Board Tenure in Years			45	45	4	4	17	31	7	7	6	4	1	1	1	1
Age		87	80	88	59	67	76	80	86	84	64	68	85	71	71	82
Gender		M	M	M	M	M	M	M	M	F	F	M	M	M	M	M

Independence
The company has seven (7) Independent Directors constituting more than the required 1/3 of its 15 board seats and none of the independent directors have reached the nine-year limit. The company keeps track of the period of service rendered by its Independent Directors counted from reckoning date of 2012.

The Non-Executive Directors held a separate meeting with the External Auditor, the Chief Audit Executive, the Chief Compliance Officer and Chief Risk Officer on December 10, 2024, without any executive directors present. Updates on compliance and governance, audit (external and internal) and risk were presented during the meeting. The Non-Executive Directors made their comments on management's performance in meeting the Company's goals and objectives. The meeting was chaired by Mr. Juan B. Santos, as the Lead Independent Director. The Board Charter mandates the lead independent director to act as an intermediary between the Chairman of the Board and other Directors; convene, determine the agenda and chair the periodic meetings of non-executive directors (NEDs) and independent directors (IDs); and contribute to the performance evaluation of the Chairman of the Board.

BOARD PERFORMANCE

During the year, the Board of Directors held a total of six (6) meetings, five (5) regular board and one (1) organizational meeting. The details of the matters taken up during the Board meetings are detailed in the Definitive Information Statement sent to shareholders.

The attendance of the directors to the Annual Stockholders Meeting, Organizational Meeting and Board Meetings in 2024 is as follows:

Directors	Annual Stockholders Meeting	Organiza-tional Meeting	Regular Meetings				
	Apr. 23	Apr. 23	Mar. 5	May 15	Aug. 6	Nov. 7	Dec. 12
OSCAR J. HILADO Chairman Emeritus	P	P	P	P	P	P	P
RAMON R. DEL ROSARIO, JR. Chairman & CEO	P	P	P	P	P	P	P
MAGDALENO B. ALBARRACIN, JR. Vice Chairman	P	P	P	P	P	P	P
MELITON B. SALAZAR, JR. President & COO	P	P	P	P	P	P	P
VICTOR J. DEL ROSARIO Non- Executive Director	P	P	P	P	P	P	P
EDUARDO A. SAHAGUN Executive Vice President	P	P	P	P	P	P	P
JOSE L. CUISIA, JR. Non-Executive Director	P	P	P	P	P	P	P
Guillermo D. Luchangco* Non-Executive Director	P	P	-	P	P	P	P
JUAN B. SANTOS Independent Director	P	P	P	P	P	P	P
LILIA B. DE LIMA Independent Director	P	P	P	P	P	P	P
RIZALINA G. MANTARING Independent Director	A	A	P	P	P	P	P
EDGAR O. CHUA Independent Director	P	P	P	P	P	P	P
DATO TIMOTHY ONG TECK MONG Independent Director*	P	P	-	P	P	P	P
EDILBERTO C. DE JESUS Independent Director*	P	P	-	P	P	P	P
CIELITO F. HABITO Independent Director*	P	P	-	P	P	P	P

P : Present A : Absent
*Elected at the Annual Stockholders' Meeting held on 23 April 2024
23 April 2024 - Organizational Meeting held after the Annual Stockholders' Meeting

A summary of significant resolutions approved by the Board of Directors in 2023 are detailed in Annex F of the Definitive Information Statement.

Board Committees

To assist it in discharging its duties and responsibilities, the Board constitutes committees which directly report to the Board in accordance with duly approved procedures.

As of December 31, 2024 the board committees and its members were as follows:

	Executive	Audit & RPT	Risk Oversight	Corporate Governance	Nominations	Executive Compensation
Oscar J. Hilado	C				M	M
Ramon R. del Rosario, Jr.	M				M	M
Magdaleno B. Albarracin, Jr.	M		M			
Jose L. Cuisia Jr.	M	M				
Victor J. del Rosario						
Eduardo A. Sahagun						
Chito B. Salazar, Jr.	M				M	
Edgar O. Chua (ID)		M				C
Juan B. Santos (Lead ID)	M	C				
Lilia B. de Lima (ID)			M	C		
Rizalina G. Mantaring (ID)			C	M		
Guillermo D. Luchangco (NED)			M			
Dato Timothy Ong (ID)			M	M		
Edilberto C. de Jesus (ID)		M			C	
Cielito F. Habito (ID)				M		M

Executive Committee
The Executive Committee is composed of six (6) directors, one of whom is an independent director. The Committee is tasked to assist the Board in matters concerning its interests and the management of its business and may exercise all the powers and perform the duties of the Board within the authority granted to it. It acts by majority vote of all its members during the interim period between scheduled Board meetings.

Corporate Governance Committee
The Corporate Governance Committee is composed of four (4) directors, all of whom are independent directors with experience, expertise and working knowledge on corporate governance. The Committee was first formed at the Organizational Meeting on April 10, 2017 tasked to assist the Board in the performance of its corporate governance responsibilities which include the implementation and periodic review of the Corporate Governance Manual, policies and framework, annual board self-assessment and continuing training program for directors. Until April 2022, the Committee was named Corporate Governance and Nominations Committee and reviewed the profiles of candidates for directors, including the proposed composition of committees.

The following sets forth the actions taken by the Committee in 2024.

• Reviewed the summary of results of the Board Evaluation for year-end 2023 (February 2024)

• Reviewed the CG Calendar of Activities for the Year 2024 (February 2024)

• Submitted and presented to the Board the Report of the CG Committee for the Year 2023. (March 2024)

• Reviewed and approved for submission the Integrated Annual Corporate Governance Report (I- ACGR) for year-end 2023. (May 2024)

• Reviewed the proposals by SEC-accredited training providers and approved the selection of SGV & Co. who conducted the annual training for directors on Overview of Corporate Governance, Cybersecurity, Business Continuity Management and Sustainability last December 5, 2024. (July 2024)

• Reviewed the summary of results of the Annual Corporate Governance Scorecard assessment and Gap Analysis for year-end 2022 noting the Areas for Improvement. (July 2024)

• Reviewed and approved the CG Committee Self-Assessment Tool. (July 2024)

• Reviewed and approved the revisions to the Board Assessment Tool for 2024. (July 2024)

• Attended the annual PHINMA Group Corporate Governance Training conducted by SGV & CO. on Overview of Corporate Governance, Cybersecurity, Business Continuity Management and Sustainability. (December 2024)

• Attended the meeting of the Non-Executive Directors (NED). (December 2024)

Corporate Governance Committee	**Feb. 20**	**Jul. 21**
LILIA B. DE LIMA – CHAIRPERSON	P	P
RIZALINA G. MANTARING	P	P
EDGAR O. CHUA*	P	-
DATO TIMOTHY ONG**	-	P
CIELITO F. HABITO**	-	P

P : Present I A : Absent

*Mr. Edgar O. Chua transferred to the Nominations Committee on April 23, 2024.
**Dato Timothy Ong and Mr. Cielito F. Habito were elected and joined the Committee on April 23, 2024.

Nominations Committee
The Nominations Committee is composed of four (4) directors, one of whom is an independent director who is also the Chairman. The Committee was first formed at the Organizational Meeting on April 12, 2022. The Committee oversees the nomination and election process for the company's Board of Directors. The Committee reviews the qualifications of candidates and submits a list of qualified nominees.

The Nominations Committee held one meeting on February 6, 2024 with all members present. The Committee completed the following activities in 2024:

● Reviewed and endorsed to the Board the Nominations Committee Charter and the Nominations and Election policy.

● Evaluated the qualifications and endorsed to the Board the:
1. Nomination of new directors consisting of three (3) Independent Directors and one (1) Non-Executive Director.

2. Nomination of eleven (11) incumbent Directors, including four (4) Independent Directors.

3. Proposed composition of the Board Committees

4. Reappointment of Management Officers and the inclusion of the Chief Audit

Executive in the list of Management Officers.

Executive Compensation Committee
The Compensation Committee is composed of four (4) directors, one (1) of whom is an independent director who is also the Chairman. The duties and responsibilities of this committee include establishing policies on executive remuneration, ensuring that the compensation is consistent with the Corporation's culture, strategy and control environment, and strengthening policies on conflict of interest, salaries and benefits and compliance with statutory requirements.

Risk Oversight Committee
The Risk Oversight Committee is composed of five (5) members, four (4) of whom are independent directors, including the Chairman. The Committee assists the Board of the Corporation in fulfilling its corporate governance responsibility with respect to its oversight of the Corporation's risk management framework. While the Committee has responsibilities and powers set forth in the Charter, the Corporation's management is ultimately responsible for designing, implementing, and maintaining an effective risk management program. In 2024, the Risk Oversight Committee held two (2) meetings on August 28, 2024 and October 29, 2024 where all committee members were present. The Committee reviewed the Corporation's Risk Management Framework and its Top Business Risks, including strategic risks, business risk assessments and corresponding mitigation plans. In doing so, the Committee also reviewed the Top Business Risks and corresponding mitigation plans of its subsidiary companies.

Risk Oversight Committee	**YEAR 2024**	
	August 28	**November 29**
RIZALINA G. MANTARING - CHAIRPERSON	P	P
MAGDALENO B. ALBARRACIN, JR.	P	P
LILIA B. DE LIMA	P	P
DATO TIMOTHY ONG TECK MONG	P	P
GUILLERMO D. LUCHANGCO	A	P

P : Present I A : Absent

Audit and Related Party Transactions Committee
The Audit and Related Party Transactions Committee is composed of four (4) members of the Board, three (3) of whom are independent directors, including the Chairman. The Committee assists the board of directors of PHINMA Corporation in fulfilling its oversight responsibilities for the financial reporting process, the system of internal controls, the audit process, and the Corporation's process for monitoring compliance with laws and regulations. In 2024, the Committee held five (5) meetings. All meetings obtained complete attendance.

The Committee reviewed the audited financial statements for 2023 and the interim statements for the quarters ending March 31, June 30, and September 30 for the year 2024. Pursuant to the Company's current corporate governance principles and requirements on the periodic review of an external auditor's appointment, in our Committee meeting held August 7, 2023, we agreed to propose to the Board of Directors the appointment of PwC Isla Lipana & Co. as the external auditor for 2024 together with their proposed fees.

During the year, the Committee reviewed and approved the scope and deliverables of the PwC audit plan. The Committee approved the Internal Audit plan for 2024 and 2025, reviewed the audit reports, and evaluated Internal Audit's performance. The Committee reviewed the material related party transactions for 2024, the 2025 top risks and the corresponding mitigating controls of the Company, and activities related to the Integrity Assurance programs. The Committee also performed a self-assessment of the Committee's performance against the approved Charter, in line with the guidelines issued by the SEC.

JUAN B. SANTOS CHAIRPERSON	P	P	P	P	P
RIZALINA G. MANTARING*	P	-	-	-	-
JOSE L. CUISA, JR.	P	P	P	P	P
EDGAR O. CHUA	P	P	P	P	P
EDILBERTO C. DE JESUS**	-	P	P	P	P

P : Present I A : Absent

*Ms. Mantaring served as a member of the Committee until April 23, 2024.

**Mr. Edliberto C. de Jesus was elected and joined the Committee on April 23, 2024.

INTERNAL AUDIT

PHINMA Corporation has an independent Internal Audit organization that reports directly to the Board of Directors, through the Audit and Related Party Transactions Committee, and administratively to Senior Management. The Internal Audit (IA) team provides the Corporation with professional assurance and consulting services that are designed to add value and improve operations. Consistent with its thrust to become better business partners, Internal Audit helps the Corporation accomplish its objectives by bringing a systematic and disciplined approach to evaluating and improving the effectiveness of PHINMA's risk management, control, and governance processes. Additionally, IA provides the Board, senior management and stockholders with reasonable assurance that the Corporation's key organizational and procedural controls are effective, appropriate and faithfully complied with.

To ensure the independence of Internal Audit, the Audit and Related Party Transactions Committee reviewed and approved the IA Charter which outlines internal audit's purpose, reporting relationships, authorities and responsibilities. Through this Charter, the internal auditors are kept free from interference by any element in the organization in matters of audit selection, scope, procedures, frequency, timing, or report content. Likewise, members of Internal Audit do not have any direct operational responsibility or authority over any of the activities audited and, as such, are further prohibited from implementing internal controls or engaging in any other activity that may impair the internal auditor's judgment.

Under the IA Charter, IA performed various internal control reviews of the Corporation and its subsidiaries and affiliates. Based on the results of these reviews, Internal Audit reported that overall controls are adequate and effective as contained in the Audit and Related Party Transactions Committee Report for 2024.

BOARD PERFORMANCE EVALUATION

Policy

The Board Assessment Policy and Procedures prescribe a self-assessment process that uses a five-point rating scale (1-Excellent to 5-Poor) to evaluate the performance of the Board as a body, the Board Committees, individual directors, Chairman of the Board and Key Officers. The criteria used in this assessment covered the key areas of governance, based on the duties and responsibilities listed in the Manual on Corporate Governance, Board Charter, and other relevant company policies.

Results and Action Plans

The Board of Directors of PHINMA Corporation obtained an overall rating of Excellent for their performance in the year 2024. All (15) fifteen directors of the company participated in the online assessment exercise completed in February 2025. The results of the board evaluation and action plans were presented to the Corporate Governance Committee and to the Board of Directors in March 2025.

Third Party Facilitator

As duly-endorsed by the Corporate Governance Committee and approved by the Board in

August 2022, the company engaged Good Governance Advocates & Practitioners of the Philippines (GGAPP) as the Third Party Board Evaluation Facilitator. SEC Code of Corporate Governance for PLCs recommends that a third-party facilitates the board evaluation after three years. In March 2023, the summary of results of the Board Evaluation for year-end 2022 facilitated by GGAPP were reviewed and the action plans presented to the Board.

TRAINING OF DIRECTORS AND OFFICERS

From the feedback of directors in the board evaluation exercise, insights and recommendations were gathered to address continuing training needs and pursue further improvements in board performance.
Proposals from SEC-accredited training providers were reviewed and the Board approved SGV & Co. who conducted the online training for directors and officers on Overview of Corporate Governance, GenAI Cybersecurity, Look out of the Board and Management in terms of Sustainability and Upcoming Revised Sustainability Reporting Guidelines for PLCs last December 5, 2024. The training was likewise attended by directors and key officers from the Strategic Business Units of PHINMA.

For the past three years, the directors and key officers have attended trainings on Artificial Intelligence overview, Internal Control Environment, Sustainability Reporting, Change Management, Succession Planning, Business Continuity Planning and SEC Updates including the Revised Corporation Code of the Philippines conducted by SEC-accredited training providers.

It is the company's policy to provide onboarding training to new directors within the first month of their election or before the next Board meeting to orient the new directors on business structure, strategy, Governance Codes and Policies, Articles, By-Laws, Corporate Governance Manual, Board and Committee Charters, SEC-mandated governance and related matters necessary for the effective performance of their duties and responsibilities.

CODE OF CONDUCT

We believe that our commitment to ethical business practices, good corporate governance and social responsibility is vital and integral to the pursuit of our Mission to help build our Nation through competitive and well-managed business enterprises. As a matter of policy, every employee and officer of PHINMA is directed to avoid any situation that could interfere or appear to interfere with his or her independent judgement in performing his or her duties. The policy also prohibits employees from using their official position to secure a contract of employment for a related party, soliciting gifts or any property for personal gain from any individual or organization that deals with the company and using company information for personal gain. No employee may engage in any business or undertaking that is indirectly or directly in competition with or prejudicial to the interests of the Corporation.

The PHINMA Code of Business Conduct (the "PHINMA Code") is founded on the PHINMA core values of integrity, patriotism, competence and professionalism. It embodies this unwavering commitment, and sets forth policies and guidelines on the following:
• Conflict of Interest
• Insider Trading
• Gifts and Gratuities
• Sexual Harassment
• Anti-Fraud
• Whistleblowing and Non-retaliation
• Related Party Transactions
• Health, Safety and Welfare

For more discussion and relevant information on the PHINMA Code you may refer to the Corporation's website at www.phinma.com.ph

ANNEX C

Audited
Consolidated
Financial Statements
Calendar Year 2024

PHINMA
Making Lives Better

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The management of PHINMA CORPORATION (the "Company") and SUBSIDIARIES (collectively the "Group") is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, as at December 31, 2024 and December 31, 2023, and for each of the three years in the period ended December 31, 2024, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud of error.

In preparing the consolidated financial statements, management is responsible for assessing the Company and its subsidiaries' 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 and its subsidiaries or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Group'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.

Isla Lipana & Co., the independent auditor appointed by the stockholders as at and for the period ended December 31, 2024, has audited the consolidated financial statements of the company in accordance with Philippine Standards on Auditing and in its report to the Stockholders, has expressed their opinion on the fairness of presentation upon completion of such audit.

The comparative information for the consolidated financial statements is based on the consolidated financial statements as at December 31, 2023 and for the period ended December 31, 2023 and 2022 which were audited by Sycip Gorres Velayo & Co.. in accordance with the Philippine Standards on Auditing.

12th Floor, PHINMA Plaza
39 Plaza Drive, Rockwell Center
Makati City, Philippines 1210

Tel: +632 8870 0100
Fax: +632 8870 0456
www.phinma.com.ph

[redacted]

RAMON R. DEL ROSARIO, JR.
Chairman of the Board and Chief Executive Officer

[redacted]

MELITON B. SALAZAR, JR.
President and COO, Head of Education

[redacted]

EDMUND ALAN A. QUA HIANSEN
Senior Vice President, Chief Financial Officer

Signed this 14th day of April 2025.

12th Floor, PHINMA Plaza
39 Plaza Drive, Rockwell Center
Makati City, Philippines 1210

Tel: +632 8870 0100
Fax: +632 8870 0456
www.phinma.com.ph

PHINMA
Making Lives Better

1 5 APR 2025

SUBSCRIBED AND SWORN to before me this __________ day of ____________ 2025 in Makati City, affiants exhibiting to me their respective identifications, as follows:

Name	ID Presented	Date of Issue	Place of Issue
Ramon R. del Rosario, Jr.	Passport No. [redacted]	[redacted]	DFA NCR East
Meliton B. Salazar, Jr.	Passport No. [redacted]	[redacted]	DFA Antipolo
Edmund Alan A. Qua Hiansen	[redacted]	[redacted]	DFA Manila

Doc No.: 233;
Page No.: 48;
Book No.: 60;
Series of 2025

ATTY. MIKHAIL JOSE AMANDO R. FABIO III
NOTARY PUBLIC FOR AND IN MAKATI CITY
APPOINTMENT NO. M 326 VALID UNTIL DECEMBER 31, 2025
PTR No. MKT 10471129 / 01-06-25 / MAKATI CITY
IBP No. 501098 01-07-2025 Roll No. 81066
MCLE Compliance No. VIII-0008160 April 14, 2025
VALID UNTIL APRIL 14, 2028

12th Floor, PHINMA Plaza
39 Plaza Drive, Rockwell Center
Makati City, Philippines 1210

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COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

						1	2	3	9	7

COMPANY NAME

PHINMA CORPORATION AND SUBSIDIARIES

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

12TH FLOOR, PHINMA PLAZA, 39 PLAZA DRIVE, ROCKWELL CENTER, MAKATI CITY

Form Type	Department requiring the report	Secondary License Type, If Applicable
AACFS	SEC	NA

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
ciobci@phinma.com.ph	8870-0100	09178558312

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
1,206	June 5	December 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
Annabelle S. Guzman	asguzman@phinma.com.ph	8870-0104	09178766377

CONTACT PERSON's ADDRESS

12th Floor, PHINMA Plaza, 39 Plaza Drive, Rockwell Center, 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.*

Independent Auditor's Report

To the Board of Directors and Shareholders of
PHINMA Corporation
12/F, Phinma Plaza
39 Plaza Drive, Rockwell Center
Makati City 1210

Our Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of PHINMA Corporation (the "Parent Company") and its subsidiaries (together, the "Group") as at December 31, 2024, and their consolidated financial performance and their consolidated cash flows for the year then ended, in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

What we have audited

The consolidated financial statements of the Group comprise:

- the consolidated statement of financial position as at December 31, 2024;
- the consolidated statement of income for the year ended December 31, 2024;
- the consolidated statement of comprehensive income for the year ended December 31, 2024;
- the consolidated statement of changes in equity for the year ended December 31, 2024;
- the consolidated statement of cash flows for the year ended December 31, 2024; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for Opinion

We conducted our audit in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

Our Audit Approach

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated financial statements. In particular, we considered where management made subjective judgments; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Key Audit Matters

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

Key audit matters identified in our audit are real estate revenue recognition, recoverability of goodwill, valuation of unquoted investment classified as financial asset at fair value through profit or loss and restatement of prior year financial statements.

Key Audit Matters	How our audit addressed the Key Audit Matters
Real estate sales recognition The Company's revenue recognition process, policies and procedures are significant to our audit because these involve application of significant judgment and estimation in the following areas affecting the occurrence and accuracy of the revenue recognized as described in Note 4 of the consolidated financial statements: 1) assessment of the probability that the entity will collect the consideration from the buyer; 2) application of the input method as the measure of progress in determining real estate revenue; 3) estimation of the total project cost; and 4) computation of the significant financing component.	• Obtained understanding of the Group's revenue recognition policies in accordance with PFRS 15, Revenue from Contracts with Customers and PIC Q&A 2018-12, PFRS 15 Implementation Issues Affecting the Real Estate Industry. • Obtained an understanding of the business processes and information technology (IT) environment, and the end-to-end process on the computation of the significant financing component. • Performed controls testing and inspected the contract to sell to validate the completeness and accuracy of data reflected in IT system, the review and approval of progress billings and percentage of completion computations, including the review of accomplishment reports.

Key Audit Matters	How our audit addressed the Key Audit Matters
For the year ended December 31, 2024, real estate sales and interest income from significant financing component amounted to P1.57 billion and P0.13 billion, respectively, comprising 7.2% of the consolidated revenue.	• Tested the reasonableness of the project construction budgets by testing the controls in relation to the budget creation process and approval and performing a lookback analysis on the accuracy of the budget preparation by selecting completed projects. • Inspected the billing statements, official receipts and proof of payment to ascertain the collections from customers. • Tested the accuracy, existence and completeness of the percentage of completion (POC) through inspection of supporting evidence such as the project construction budgets, project accomplishment reports, purchase orders, invoices, and certificate of completion, including the review of the POC worksheets per project. • Performed site visits and inventory count across various ongoing developments and projects to test the existence of the project reports. • Performed accuracy and reasonableness testing of the revenue recognized and percentage of completion during the year through recalculation. • On the significant financing component, the following procedures were performed: a. Reviewed the management's methodology and assumptions used in the calculation of the significant financing component; b. Tested the relevant inputs to the calculation such as POC and collection schedules through inspection of the construction forecasts and contract to sell; c. Assessed the reasonableness of the discount rates used with reference to market rates and performed sensitivity analysis; and d. Tested the reasonableness of the interest income/expense.

Key Audit Matters	How our audit addressed the Key Audit Matters
Recoverability of goodwill Under IAS 36 Impairment of Assets, the Company is required to annually test the amount of goodwill for impairment. As at December 31, 2024, the Company's goodwill arising from its acquisitions of educational institutions and other businesses amounted to P2.25 billion, which is considered significant to the consolidated financial statements. In addition, management's assessment process requires significant judgment and estimation. The Company's disclosures about goodwill are included in Notes 5 and 17 to the consolidated financial statements.	• Obtained an understanding of the goodwill recognition and impairment assessment process. • Engaged our valuation experts to assist us in evaluating the assumptions and methodologies used in management's calculation. • Reviewed management's basis for identifying the CGU where goodwill is attributed to. Performed evaluation and tested reasonableness of assumptions, estimates, and judgements used in the valuation model. This includes: a. inputs used in determining the discount rate, including the Weighted Average Cost of Capital (WACC) with reference to comparable schools; b. terminal growth rates to externally derived data; c. revenue growth rates to historical data; and d. cost and operating expense ratios based on historical results. • Tested the accuracy of the discounted cash flow and the CGU's carrying amount calculation. • Performed sensitivity analysis on the assumptions used.
Valuation of Unquoted Investment Classified as Financial Asset at Fair Value through Profit or Loss (FVPL) The Company has unquoted equity investment classified as financial assets at FVPL amounting to P2.04 billion, comprising 3.8% of total assets as at December 31, 2024.The valuation of this investment is significant to our audit because it is inherently subjective as it involves the use of valuation inputs that are not market observable. Management also applied judgment in selecting the valuation technique and the assumptions to be used. These assumptions include discount rate, terminal growth rate, volatility, and option-adjusted spread. The Company's disclosures about its unquoted equity investment classified as financial assets at FVPL are included in Note 13 to the consolidated financial statements.	• Obtained an understanding of the process involved in assessing the fair value of the financial asset at FVPL. • Engaged our valuation experts to assist us in evaluating the assumptions and methodologies used in management's calculation. • Reviewed management's data, model and methodologies. • Performed evaluation and tested reasonableness of assumptions, estimates, and judgements used in the valuation model. This includes: a. inputs used in determining the discount rates with reference to comparable companies; b. terminal growth rates to externally derived data; c. stock volatility based on historical results; and d. option adjusted spread through recalculation. • Performed sensitivity analysis on the assumptions used. • Tested the appropriateness of the accounts used in recognizing the fair value, the presentation and disclosure of the of the financial asset at FVPL and the completeness of the disclosed significant assumptions.

Key Audit Matters	How our audit addressed the Key Audit Matters
Restatement of the December 31, 2023 consolidated financial statements For the year ended December 31, 2024, Union Galvasteel Corporation (UGC) management, the Parent Company's subsidiary, identified errors affecting certain financial statement line items. These errors resulted from an incorrect application of certain accounting policies and certain amounts in the previously reported 2023 consolidated financial statements have been restated to amend the errors. The Company's disclosures about the restatement are included in Note 41 to the consolidated financial statements.	• Reviewed the completeness and accuracy of management schedules and calculations supporting the adjustments affecting the prior year audited financial statements of UGC. • Tested the quantity and actual unit cost composition used in calculating the correct balance of inventory • Performed a recalculation of the management computed cost of goods sold using the corrected inventory balances, purchases, and other labor and overhead costs. • Tested the transactions and balances used in the calculation of corrected balances of restated accounts by inspecting supporting documents and invoices of sampled transactions and balances. • Tested the appropriateness of the accounts used, including the presentation and disclosure of the accounts with restatement.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 17-A, but does not include the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of the auditor's report, and the SEC Form 20-IS (Definitive Information Statement) and Annual Report which are expected to be made available to us after that date.

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

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

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the SEC Form 20-IS (Definitive Information Statement) and Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and the SEC.

Other Matter

The consolidated financial statements of the Group as at December 31, 2023 and for the years ended December 31, 2023 and 2022 were audited by another auditor whose report dated March 5, 2024 expressed an unqualified opinion on those statements.

We were not engaged to audit, review or apply any procedures to the Company's consolidated financial statements as at and for the year ended December 31, 2023 other than with respect to the adjustments and, accordingly, we do not express an opinion on any other form of assurance on the 2023 consolidated financial statements taken as a whole. Our opinion is not modified in respect of this matter.

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ma. Lois M. Gregorio-Abad.

Isla Lipana & Co.

Ma. Lois M. Gregorio-Abad
Partner
CPA Cert. No. 0104589
P.T.R. No. 0028729; issued on January 3, 2025 at Makati City
T.I.N. 212-206-626
BIR A.N. 08-000745-129-2024, issued on November 8, 2024; effective until November 7, 2027
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 14, 2025

Statement Required by Rule 68
Securities Regulation Code (SRC)

To the Board of Directors and Shareholders of
PHINMA Corporation
12/F, Phinma Plaza
39 Plaza Drive, Rockwell Center
Makati City 1210

We have audited the consolidated financial statements of PHINMA Corporation (the "Parent Company") and its subsidiaries (together, the "Group") as at and for the year ended December 31, 2024, on which we have rendered the attached report dated April 14, 2025. The supplementary information shown in the Reconciliation of Parent Company's Retained Earnings Available for Dividend Declaration, a Map of the Relationship of the Companies within the Group, and Schedules A, B, C, D, E, F, and G, as additional components required by the Revised Rule 68 of the SRC, are presented for purposes of filing with the Securities and Exchange Commission and are not required parts of the basic consolidated financial statements. Such supplementary information and schedules are the responsibility of the Group's management and has been subjected to auditing procedures applied in the audit of the basic consolidated financial statements. In our opinion, the supplementary information has been prepared in accordance with the Revised Rule 68 of the SRC.

Isla Lipana & Co.

Ma. Lois M. Gregorio-Abad
Partner
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Makati City
April 14, 2025

Statement Required by Rule 68
Securities Regulation Code (SRC)

To the Board of Directors and Shareholders of
PHINMA Corporation
12/F, Phinma Plaza
39 Plaza Drive, Rockwell Center
Makati City 1210

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of PHINMA Corporation (the “Parent Company”) and its subsidiaries (together, the “Group”) as at and for the year ended December 31, 2024, and have issued our report thereon dated April 14, 2025. Our audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Components of 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 (PFRS) Accounting Standards 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 Rule 68 of the SRC issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group’s consolidated financial statements as at and for the year ended December 31, 2024 and no material exceptions were noted.

Isla Lipana & Co.

Ma. Lois M. Gregorio-Abad
Partner
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Makati City
April 14, 2025

PHINMA CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(With comparative figures as at December 31, 2023)
(Amounts in Thousands)

		December 31	
	Notes	**2024**	2023
			(As restated)
ASSETS			
Current Assets			
Cash and cash equivalents	8	**3,096,553**	2,905,913
Investments held for trading	9	**1,340,861**	375,096
Current portion of:			
Trade and other receivables	10	**10,987,541**	8,260,197
Contract assets	24	**2,047,789**	3,105,830
Inventories	11	**5,830,094**	3,348,558
Input value-added taxes (VAT) and other current assets	18	**2,727,742**	1,859,079
Total Current Assets		**26,030,580**	19,854,673
Noncurrent Assets			
Noncurrent portion of:			
Trade and other receivables	10	**350,248**	331,719
Contract assets	24	**1,844,418**	516,752
Investment in and advances to associates and joint ventures	12	**861,040**	618,524
Financial assets at fair value through profit or loss (FVPL)	13	**2,042,183**	1,916,238
Financial assets at fair value through other comprehensive income (FVOCI)	14	**139,013**	163,108
Property, plant and equipment	15	**16,861,608**	14,479,990
Investment properties	16	**967,940**	925,471
Intangible assets	17	**2,394,238**	1,951,480
Right-of-use assets	35	**404,670**	423,281
Deferred tax assets - net	33	**229,381**	164,807
Derivative asset	13	**1,000,586**	889,721
Other noncurrent assets	18	**734,088**	560,824
Total Noncurrent Assets		**27,829,413**	22,941,915
Total Assets		**53,859,993**	42,796,588
LIABILITIES AND EQUITY			
Current Liabilities			
Notes payable	19	**16,022,789**	7,626,264
Trade and other payables	20	**4,717,866**	3,828,486
Contract liabilities	21	**3,207,075**	1,911,643
Trust receipts payable	11	**695,121**	883,106
Income and other taxes payable		**372,538**	224,350
Current portion of:			
Long-term debt	22	**5,349,901**	3,799,341
Lease liabilities	35, 37, 38	**90,271**	128,510
Due to related parties	32, 36, 37	**77,452**	71,981
Total Current Liabilities		**30,533,013**	18,473,681
Noncurrent Liabilities			
Long-term debt - net of current portion	22	**5,587,656**	10,339,725
Non-controlling interest put liability	6	**-**	2,570,619
Deferred tax liabilities - net	33	**639,693**	696,455
Pension and other post-employment benefits	34	**452,604**	358,321
Lease liabilities - net of current portion	35	**428,129**	396,007
Other noncurrent liabilities	36	**395,908**	301,918
Total Noncurrent Liabilities		**7,503,990**	14,663,045
Total Liabilities		**38,037,003**	33,136,726
Equity Attributable to Equity Holders of the Parent			
Capital stock	23	**3,363,312**	2,863,312
Additional paid-in capital	23	**919,367**	396,845
Treasury shares	23	**(2,282)**	(57,909)
Exchange differences on translation of foreign operations		**(1,113)**	(773)
Equity reserves	6	**(44,678)**	(1,709,755)
Other comprehensive income	14	**49,523**	63,772
Retained earnings	23	**5,052,873**	5,112,162
Equity Attributable to Equity Holders of the Parent		**9,337,002**	6,667,654
Non-controlling Interests		**6,485,988**	2,992,208
Total Equity		**15,822,990**	9,659,862
Total Liabilities and Equity		**53,859,993**	42,796,588

See accompanying Notes to Consolidated Financial Statements.

PHINMA CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME
(With comparative figures for the years ended December 31, 2023 and 2022)
(Amounts in Thousands, Except Per Share Data)

		Years Ended December 31		
	Notes	**2024**	2023	2022
			(As restated)	
REVENUES				
Revenue from contracts with customers	24	**23,146,900**	20,840,789	17,334,033
Investment and interest income	26	**496,155**	329,681	260,901
Rental income	16	**116,103**	103,348	69,648
		23,759,158	21,273,818	17,664,582
COSTS AND EXPENSES				
Cost of sales	26	**(12,769,379)**	(11,807,090)	(11,681,409)
General and administrative expenses	27	**(3,868,697)**	(2,778,457)	(2,030,826)
Cost of educational, hospital and installation services	26	**(2,198,626)**	(2,053,833)	(1,613,799)
Cost of real estate sold and construction services	26	**(1,200,572)**	(984,290)	-
Selling expenses	28	**(988,977)**	(720,468)	(534,525)
Cost of hotel operations	26	**(224,526)**	(131,322)	-
Cost of management and administrative services	26	**(117,183)**	(83,875)	-
		(21,367,960)	(18,559,335)	(15,860,559)
OTHER INCOME (EXPENSES), NET				
Interest expense and other financing charges	31	**(1,606,394)**	(1,004,689)	(688,190)
Unrealized gain (loss) on change in fair value of financial assets at FVPL	13	**125,945**	(292,850)	103,845
Net gains on derivatives	13	**110,865**	241,212	142,596
Equity in net (losses) earnings of associates and joint ventures	12	**(19,163)**	(81,596)	58,014
Foreign exchange gains - net	38	**43,709**	4,580	89,500
(Loss) gain on sale of property, plant and equipment - net	15	**(205)**	2,366	489
Gain on sale of investment properties	16	**-**	7,764	-
Others - net	25	**155,771**	70,341	39,400
		(1,189,472)	(1,052,872)	(254,346)
INCOME BEFORE INCOME TAX		**1,201,726**	1,661,611	1,549,677
PROVISION FOR (BENEFIT FROM) INCOME TAX	34			
Current		**297,219**	144,701	59,642
Deferred		**(32,361)**	19,228	(39,146)
		264,858	163,929	20,496
NET INCOME		**936,868**	1,497,682	1,529,181
Attributable to:				
Equity holders of the Parent		**279,550**	831,266	947,677
Non-controlling interests		**657,318**	666,416	581,504
Net income		**936,868**	1,497,682	1,529,181
Basic/Diluted Earnings Per Common Share - Attributable to Equity Holders of the Parent	37	**0.95**	2.90	3.42
Dividends declared per share	23	**0.60**	0.60	0.50

See accompanying Notes to Consolidated Financial Statements.

PHINMA CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(With comparative figures for the years ended December 31, 2023 and 2022)
(Amounts in Thousands)

		Years Ended December 31		
	Notes	**2024**	2023	2022
			(As restated)	
NET INCOME		**936,868**	1,497,682	1,529,181
OTHER COMPREHENSIVE INCOME (LOSS)				
Items not to be reclassified to profit or loss in subsequent periods				
Unrealized (loss) gain on change in fair value of financial assets at FVOCI	14	**(7,845)**	32,542	15,713
Re-measurement (loss) gain on defined benefit obligation	34	**(56,647)**	(16,112)	8,797
Share in unrealized loss on change in fair value of financial assets at FVOCI and defined benefit obligation of associates and joint venture	12	-	(201)	(1,729)
Income tax effect		**12,149**	(6,409)	(2,199)
		(52,343)	9,820	20,582
Item to be reclassified to profit or loss in subsequent periods				
Exchange differences on translation of foreign operations		**(428)**	208	(439)
Total other comprehensive income		**(52,771)**	10,028	20,143
TOTAL COMPREHENSIVE INCOME		**884,097**	1,507,710	1,549,324
Attributable to:				
Equity holders of the Parent		**240,087**	854,516	964,965
Non-controlling interests		**644,010**	653,193	584,359
Total comprehensive income		**884,097**	1,507,709	1,549,324

See accompanying Notes to Consolidated Financial Statements.

PHINMA CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(With comparative figures for the years ended December 31, 2023 and 2022)
(Amounts in Thousands)

	Equity Attributable to Equity Holders of the Parent											
	Capital stock (Note 23)	Additional paid-in Capital	Treasury shares (Note 23)	Exchange differences on translation of foreign Operations	Equity reserves (Note 6)	Other comprehensive income (Note 14)	Share in other comprehensive income of associates and joint ventures (Note 12)	Retained earnings (Note 23) Appropriated	Retained earnings (Note 23) Unappropriated	Subtotal	Non-controlling Interests	Total (Note 23)
Balance, January 1, 2024 (as restated)	2,863,312	396,845	(57,909)	(773)	(1,709,755)	63,772	-	1,600,000	3,512,162	6,667,654	2,992,208	9,659,862
Adjustment on PFRS 15: Significant financing component	-	-	-	-	-	-	-	-	(142,170)	(142,170)	(9,068)	(151,238)
Balance, January 1, 2024 (as adjusted)	2,863,312	396,845	(57,909)	(773)	(1,709,755)	63,772	-	1,600,000	3,369,992	6,525,484	2,983,140	9,508,624
Comprehensive income (loss)												
Net income	-	-	-	-	-	-	-	-	279,550	279,550	657,318	936,868
Other comprehensive income (loss)	-	-	-	(340)	-	(5,594)	-	-	(33,529)	(39,463)	(13,308)	(52,771)
Total comprehensive income (loss)	-	-	-	(340)	-	(5,594)	-	-	246,021	240,087	644,010	884,097
Transactions with owners												
Cash dividends (Note 23)	-	-	-	-	-	-	-	-	(171,795)	(171,795)	(377,197)	(548,992)
Stock rights offering (SRO) (Note 23)	500,000	473,500	-	-	-	-	-	-	-	973,500	-	973,500
Business combination (Note 5)	-	-	-	-	-	-	-	-	-	-	474,084	474,084
Issuance of shares from stock purchase plan (SPP) (Note 6)	-	-	-	-	(8,424)	-	-	-	-	(8,424)	58,933	50,509
Dilution of equity shares (Note 6)	-	-	-	-	(443,539)	-	-	-	-	(443,539)	(391,688)	(835,227)
Issuance of shares of subsidiaries (Note 6)	-	-	-	-	977,637	-	-	-	-	977,637	1,670,473	2,648,110
Buyback of shares in UGC (Note 6)	-	-	-	-	(30,995)	-	-	-	-	(30,995)	24,012	(6,983)
Accretion of interest in NCI put liability (Note 6)	-	-	-	-	(279,069)	-	-	-	-	(279,069)	(57,747)	(336,816)
Derecognition of NCI put liability (Note 6)	-	-	-	-	1,449,467	-	-	-	-	1,449,467	1,457,968	2,907,435
Parent company shares held by a subsidiary (Note 23)	-	49,022	55,627	-	-	-	-	-	-	104,649	-	104,649
Total transactions with owners	500,000	522,522	55,627	-	1,665,077	-	-	-	(171,795)	2,571,431	2,858,838	5,430,269
Realized gain on sale of financial assets at FVOCI (Note 14)	-	-	-	-	-	(8,655)	-	-	8,655	-	-	-
Balance, December 31, 2024	3,363,312	919,367	(2,282)	(1,113)	(44,678)	49,523	-	1,600,000	3,452,873	9,337,002	6,485,988	15,822,990

	Equity Attributable to Equity Holders of the Parent											
								Retained earnings (Note 23)				
	Capital stock (Note 23)	Additional paid-in Capital	Treasury shares (Note 23)	Exchange differences on translation of foreign Operations	Equity reserves (Note 6)	Other comprehensive income (Note 14)	Share in other comprehensive income of associates and joint ventures (Note 12)	Appropriated	Unappropriated	Subtotal	Non-controlling Interests	Total (Note 23)
Balance, January 1, 2023 (as previously reported)	2,863,312	396,845	(182)	(933)	(299,535)	50,920	9,809	1,765,500	3,595,143	8,380,879	2,761,790	11,142,669
Prior period adjustments (Note 41)	-	-	-	-	-	-	-	-	(893,481)	(893,481)	(18,106)	(911,587)
Balance, January 1, 2023 (as restated)	2,863,312	396,845	(182)	(933)	(299,535)	50,920	9,809	1,765,500	2,701,662	7,487,398	2,743,684	10,231,082
Comprehensive income (loss)												
Net income	-	-	-	-	-	-	-	-	831,266	831,266	666,416	1,497,682
Other comprehensive income (loss)	-	-	-	160	-	27,370	(201)	-	(4,078)	23,251	(13,223)	10,028
Total comprehensive income (loss)	-	-	-	160	-	27,370	(201)	-	827,188	854,517	653,193	1,507,710
Transactions with owners												
Cash dividends (Note 23)	-	-	-	-	-	-	-	-	(171,795)	(171,795)	(301,564)	(473,359)
Business combination (Note 5)	-	-	-	-	(636,375)	(14,280)	(9,608)	-	(10,631)	(670,894)	573,887	(97,007)
Dilution of equity shares (Note 6)	-	-	-	-	(3,053)	-	-	-	-	(3,053)	(734)	(3,787)
Acquisition of NCI (Note 6)	-	-	-	-	(522,315)	-	-	-	-	(522,315)	(542,437)	(1,064,752)
Accretion of interest in NCI put liability (Note 6)	-	-	-	-	(248,477)	-	-	-	-	(248,477)	(133,821)	(382,298)
Reversal of appropriation (Note 23)	-	-	-	-	-	-	-	(1,765,500)	1,765,500	-	-	-
Appropriation of retained earnings (Note 23)	-	-	-	-	-	-	-	1,600,000	(1,600,000)	-	-	-
Parent company shares held by a subsidiary (Note 23)	-	-	(57,727)	-	-	-	-	-	-	(57,727)	-	(57,727)
Total transactions with owners	-	-	(57,727)		(1,410,220)	(14,280)	(9,608)	(165,500)	(16,926)	(1,674,261)	(404,669)	(2,078,930)
Realized gain on sale of financial assets at FVOCI (Note 14)	-	-	-	-	-	(238)	-	-	238	-	-	-
Balance, December 31, 2023	2,863,312	396,845	(57,909)	(773)	(1,709,755)	63,772	-	1,600,000	3,512,162	6,667,654	2,992,208	9,659,862
Balance, January 1, 2022	2,863,312	259,248	(143,574)	(581)	(81,446)	38,167	11,538	1,765,500	2,776,780	7,488,944	2,483,624	9,972,568
Comprehensive income (loss)												
Net income	-	-	-	-	-	-	-	-	947,677	947,677	581,504	1,529,181
Other comprehensive income (loss)	-	-	-	(352)	-	13,153	(1,729)	-	6,216	17,288	2,855	20,143
Total comprehensive income (loss)	-	-	-	(352)	-	13,153	(1,729)	-	953,893	964,965	584,359	1,549,324
Transactions with owners												
Cash dividends (Note 23)	-	-	-	-	-	-	-	-	(135,930)	(135,930)	(198,838)	(334,768)
Accretion of interest in NCI put liability (Note 6)	-	-	-	-	(218,089)	-	-	-	-	(218,089)	(107,355)	(325,444)
Sale of treasury shares	-	137,597	143,851	-	-	-	-	-	-	281,448	-	281,448
Buyback of shares (Note 23)	-	–	(459)	-	-	-	-	-	-	(459)	-	(459)
Total transactions with owners	-	137,597	143,392	-	(218,089)	-	-	-	(135,930)	(73,030)	(306,193)	(379,223)
Realized gain on sale of financial assets at FVOCI	-	-	-	-	-	(400)	-	-	400	-	-	-
Balance, December 31, 2022	2,863,312	396,845	(182)	(933)	(299,535)	50,920	9,809	1,765,500	3,595,143	8,380,879	2,761,790	11,142,669

See accompanying Notes to Consolidated Financial Statements.

PHINMA CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(With comparative figures for the years ended December 31, 2023 and 2022)
(Amounts in Thousands)

		Years Ended December 31		
	Notes	**2024**	2023	2022
			(As restated)	
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax	41	**1,201,726**	1,661,611	1,549,677
Adjustments to reconcile income before income tax to net cash flows:				
Interest expense and other financing charges	31	**1,606,394**	1,004,689	688,190
Depreciation and amortization	30	**1,022,656**	786,056	629,184
Interest income	25	**(478,864)**	(314,349)	(248,963)
Provision for ECL	10	**266,359**	-	-
Pension and other employee benefits expense	34	**193,619**	125,143	103,368
Unrealized (gain) loss on change in fair value of financial assets at FVPL	13	**(125,945)**	292,850	(103,845)
Net gain on derivatives	13 and 39	**(110,865)**	(241,212)	(142,596)
Unrealized foreign exchange gain - net	38	**(43,709)**	(4,580)	(89,500)
Equity in net losses (earnings) of associates and joint ventures	12	**19,163**	81,596	(58,014)
Gain on investments held for trading - net	9	**(12,419)**	(15,124)	(11,737)
Gain on sale of investment properties	16	**-**	(7,764)	(32,592)
Loss (gain) on sale of property, plant and equipment	15	**205**	(2,366)	(489)
Dividend income	25	**(4,873)**	(208)	(201)
Loss (gain) on pre-termination of long-term leases	35	**349**	225	(5,621)
Operating income before working capital changes		**3,533,796**	3,366,567	2,276,861
(Increase) decrease in:				
Trade and other receivables		**(2,862,783)**	(1,759,614)	(496,743)
Contract assets		**(420,863)**	(1,092,158)	-
Inventories		**(1,956,928)**	(125,989)	(401,954)
Input value-added taxes and other current assets		**(832,639)**	(308,577)	(274,586)
Other non-current assets		**(229,159)**	-	-
Increase (decrease) in:				
Trade and other payables		**1,059,456**	41,002	(91,297)
Due to related parties		**5,471**	-	-
Trust receipts payable		**(187,985)**	754,857	(1,583,184)
Contract liabilities		**1,295,432**	142,082	89,495
Other non-current liabilities		**93,990**	-	-
Net cash (used in) provided by operations		**(502,212)**	1,018,170	(481,408)
Interest paid		**(1,485,736)**	(912,060)	(706,092)
Income tax paid		**(225,908)**	(239,392)	(86,107)
Contributions to the pension fund	34	**(128,763)**	(101,679)	(41,844)
Benefits paid from operating fund	34	**(15,191)**	(11,016)	(23,804)
Interest received		**402,267**	212,618	49,554
Net cash used in operating activities		**(1,955,543)**	(33,359)	(1,289,701)
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to:				
Investment held for trading	9	**(2,450,228)**	(68,000)	(1,468,223)
Property, plant and equipment	15	**(3,612,973)**	(2,432,584)	(1,432,052)
Investment in and advances to associates and joint ventures	12	**(264,671)**	(165,024)	(109,266)
Intangible assets	17	**(45,790)**	(32,391)	(11,124)
Investment properties	16	**(53,801)**	(241,193)	(3,780)
Proceeds from sale of:				
Investments held for trading	9	**1,496,882**	507,416	2,136,372
Investment properties	16	**-**	19,928	35,759
Property, plant and equipment	15	**14,715**	10,761	2,054
Financial assets at FVOCI		**16,300**	250	1,450
Gross inflow (outflow) in other noncurrent assets		**55,895**	195,737	(58,065)
Proceeds from collection of advances to associates and joint ventures	12	**1,299**	5,000	-
Dividends received	13	**6,566**	208	201
Acquisition of subsidiaries - net of cash acquired	6	**(368,391)**	(983,362)	-
Net cash used in investing activities		**(5,204,197)**	(3,183,254)	(906,674)

Forwarded

	Notes	Years Ended December 31 2024	2023 (As restated)	2022
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments of:				
Notes payable	19, 38	**(10,722,251)**	(7,158,495)	(1,531,718)
Long-term debt	22, 38	**(3,740,063)**	(748,958)	(1,048,952)
Cash dividends	23, 38	**(588,269)**	(405,795)	(377,332)
Lease liabilities	35, 38	**(170,794)**	(111,449)	(125,452)
Treasury shares		**-**	-	(459)
Proceeds from availments of:				
Notes payable	38	**19,118,011**	9,029,800	3,380,647
Long-term debt	38	**496,250**	3,159,325	1,280,000
Proceeds from sale of treasury shares	23	**104,649**	-	281,448
Proceeds from the SRO	23	**973,500**	-	-
Gross outflow in due to related parties		**-**	(85,767)	(27,283)
Gross inflow in other noncurrent liabilities		**-**	86,245	1,640
Issuance of shares to non-controlling interests	1, 6	**2,698,619**	-	-
Acquisition of non-controlling interests	6	**(842,210)**	(1,068,538)	-
Net cash provided by financing activities		**7,327,442**	2,696,368	1,832,539
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		**22,938**	4,580	89,500
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**190,640**	(515,665)	(274,336)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		2,905,913	3,421,578	3,695,914
CASH AND CASH EQUIVALENTS AT END OF YEAR	8	**3,096,553**	₱2,905,913	₱3,421,578

See accompanying Notes to Consolidated Financial Statements.

PHINMA CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

As at and for the year ended December 31, 2024
(With comparative figures as at and for the years ended December 31, 2023 and 2022)
(In the notes, all amounts are shown in thousands of Philippine Peso unless otherwise stated)

1. Corporate Information

PHINMA Corporation (PHN or the Parent Company) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on March 12, 1957.

The Parent Company is listed in the Philippine Stock Exchange (PSE) since August 15, 1958. On August 2, 2006, the Philippine SEC approved the extension of the Parent Company's corporate life for another 50 years. On May 27, 2010, the Philippine SEC approved the change in the Parent Company's corporate name from Bacnotan Consolidated Industries, Inc. to PHINMA Corporation. Its principal activity is holding investments in shares in various subsidiaries, associates and investees and other financial instruments.

Following are the subsidiaries of the Parent Company and the nature of their principal business activities:

Subsidiaries	Nature of Business	Calendar/ Fiscal Yearend	**December 31, 2024** PHN Direct Interest	**December 31, 2024** Direct Interest of Subsidiary	**December 31, 2024** PHN Effective Interest	December 31, 2023 PHN Direct Interest	December 31, 2023 Direct Interest of Subsidiary	December 31, 2023 PHN Effective Interest
Construction Materials Group								
Union Galvasteel Corporation (UGC)	Manufacturing and distribution of steel products	December 31	**98.64**	-	**98.64**	98.01	-	98.01
PHINMA Solar Energy Corporation (PHINMA Solar)	Solar rooftop	December 31	-	**100.00**	**98.64**	-	100.00	98.01
Union Insulated Panel Corporation [j]	Manufacturing and distribution of insulated panel	December 31	-	**100.00**	**98.64**	-	-	-
Philcement Corporation (PCC) [g]	Manufacturing and distribution of cement products	December 31	**60.00**	–	**60.00**	60.00	-	60.00
Philcement Mindanao Corporation (PMC) [h]	Manufacturing and distribution of cement products	December 31	-	**70.00**	**42.00**	-	-	-
Education Group								
PHINMA Education Holdings, Inc. (PEHI) [a]	Holding company	March 31	**66.42**	-	**66.42**	75.21	-	75.21
Pamantasan ng Araullo (Araullo University), Inc. (AU) [a]	Educational institution	March 31	-	**97.76**	**64.93**	-	97.76	73.53
Cagayan de Oro College, Inc. (COC) [a]	Educational institution	March 31	-	**91.27**	**60.62**	-	91.27	68.64
University of Iloilo (UI) [a]	Educational institution	March 31	-	**69.23**	**45.98**	-	69.23	52.07
University of Pangasinan (UPANG) and Subsidiary [a]	Educational institution	March 31	-	**69.33**	**46.05**	-	69.33	52.14
Southwestern University (SWU) [a]	Educational institution	March 31	-	**94.51**	**62.77**	-	84.34	63.43
St. Jude College, Inc. (SJCI) [a]	Educational institution	March 31	-	**98.44**	**65.38**	-	98.30	73.93
Republican College, Inc. (RCI)	Educational institution	December 31	-	**99.97**	**66.40**	-	98.41	74.01
Rizal College of Laguna (RCL) [a]	Educational institution	April 30	-	**90.00**	**59.80**	-	90.00	67.69
Union College of Laguna (UCLI) [a]	Educational institution	December 31	-	**80.91**	**53.74**	-	80.91	60.85
Career Academy Asia, Inc. (CAA) [a and b]	Educational Institution	March 31	**90.00**	-	**90.00**	90.00	-	90.00
St. Jude College, Inc. Cavite (SJC-C)	Educational Institution	December 31	-	**94.62**	**62.85**	-	-	-
Properties Group								
PHINMA Property Holdings Corporation (PPHC) [d]	Real estate development	December 31	**78.61**	**22.38**	**94.01**	76.81	22.38	94.01
P & S Holdings Corporation (PSHC)	Investment and real estate holdings	December 31	**60.00**	-	**60.00**	60.00	-	60.00
Asian Plaza, Inc. (API)	Lease of real property	December 31	**57.62**	-	**57.62**	57.62	-	57.62
Community Developers and Construction Corporation (CDCC) [d]	Real estate development	December 31	-	**99.22**	**93.28**	-	99.22	93.28
Community Property Managers Group, Inc. (CPMGI) [d]	Property Management	December 31	-	**95.75**	**90.01**	-	95.75	90.01
ABCIC Property Holdings, Inc. (APHI) [d]	Selling of real and personal properties	December 31	**89.98**	-	**89.98**	89.98	-	89.98
JEPP Property Corporation [e]	Real estate development	December 31	-	**55.00**	**51.71**	-	-	-
Hospitality Group								
PHINMA Hospitality, Inc. (PHI) and Subsidiaries [d and h]	Management services and investment holdings	December 31	**63.77**	**36.23**	**84.65**	63.77	36.23	84.65

Subsidiaries	Nature of Business	Calendar/ Fiscal Yearend	December 31, 2024 PHN Direct Interest	Direct Interest of Subsidiary	PHN Effective Interest	December 31, 2023 PHN Direct Interest	Direct Interest of Subsidiary	PHN Effective Interest
PHINMA Microtel Hotels, Inc. (PHINMA Microtel) [(d)]	Hotel franchising	December 31	**51.00**	-	**51.00**	51.00	-	51.00
Coral Way City Hotel Corp. (Coral Way)	Hotel operations	December 31	**23.75**	**26.44**	**46.13**	23.75	26.44	46.13
Krypton Esplanade Hotel Corporation (KEHC)	Hotel operations	December 31	-	**100.00**	**46.13**	-	100.00	46.13
Others								
One Animate Limited (OAL) and Subsidiary [(c)]	Business process outsourcing - animation services	December 31	**80.00**	-	**80.00**	80.00	-	80.00

[(a)] *Balances as at and for the year ended December 31 of these subsidiaries were used for consolidation purposes.*
[(b)] *CAA ceased its operations on March 31, 2019.*
[(c)] *OAL owns 100.00% interest in Toon City Animation, Inc. (Toon City). OAL and Toon City ceased operations in April 2013.*
[(d)] *On July 17, 2023, PHN acquired shares in the following companies: 36.71% ownership interest of PPHC; 63.47% ownership interest of APHI; 63.77% ownership interest of PHI; 51.00% ownership interest of PHINMA Microtel and 8.03% ownership interest of PEHI*
[(e)] *PPHC and Jepp Real Estate Co. Inc. (JREC) entered into a joint development agreement in 2022 to form Jepp Property Corporation (JEPP) in Bacolod. On November 6, 2024, PPHC obtained 55% controlling shares of stock of JEPP.*
[(f)] *PHINMA Hospitality Management Corporation (PHMC) was incorporated on May 9, 2024. PHN will invest and obtain 100% ownership in PHMC by the second quarter of 2025.*
[(g)] *On March 15, 2024, Philcement Mindanao Corporation (PMC) was incorporated. Philcement entered in a share purchase agreement with Petra Cement, Inc. (Petra) for the acquisition of 100% outstanding shares of Petra. Subsequent arrangements provide that the shares will eventually be transferred to PMC, which was completed on April 7, 2025, pending the approval of the SEC.*
[(h)] *On May 15, 2024, the Board of Directors (BOD) approved PHN's additional investment to be made to PHI amounting to ₱252 million.*
[(i)] *On September 2, 2022, Union Insulated Panel Corporation (UIPC) was incorporated, which is 100% owned by UGC. On August 6, 2024, the BOD approved an investment up to ₱210 million in UIPC Insulated Panel Plant Project, through UGC.*

The Parent Company and its subsidiaries (collectively referred to as “the Company”) were all incorporated in the Philippines, except for OAL which was incorporated in Hong Kong. The Company’s ultimate parent company is Philippine Investment-Management (PHINMA), Inc. (PHINMA, Inc.), which is also incorporated in the Philippines.

The information on the segments of the Company is presented in Note 40 to the consolidated financial statements.

The registered office address of the Parent Company is 12th Floor, PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City.

The consolidated financial statements of the Company as at December 31, 2024 and 2023, and for each of the three years in the period ended December 31, 2024 were reviewed and recommended for approval by the Audit Committee on April 14, 2025. On April 14, 2025 the Board of Directors (BOD) approved the issuance of the Company’s consolidated financial statements.

2. Basis of Preparation and Consolidation and Statement of Compliance

The consolidated financial statements of the Company have been prepared on a historical cost basis, except for:

- investments held for trading;
- investments in financial assets at fair value through profit or loss (FVPL);
- financial assets at fair value through other comprehensive income (FVOCI); and
- derivative financial instruments that are measured at fair value.

The consolidated financial statements are presented in Philippine Peso (₱) which is the Parent Company’s functional and presentation currency, and rounded to the nearest thousands peso, except when otherwise indicated.

Statement of Compliance

The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards, as modified by the application of the financial reporting reliefs issued and approved by SEC in response to COVID-19 pandemic for the years ended December 31, 2023 and 2022.

The Company availed of the relief granted by the SEC under Memorandum Circular (MC) No. 34-2020 which further extended the deferral of Philippine Interpretations Committee (PIC) Q&A 2018-12-D (assessment if the transaction price includes a significant financing component) until December 31, 2023.

PFRS Accounting Standards comprise the following authoritative literature:

- PFRS Accounting Standards
- PAS Standards; and
- Interpretations issued by the of the International Financial Reporting Interpretations Committee (IFRIC), Philippine Interpretations Committee (PIC), and Standing Interpretations Committee (SIC) as approved by the Financial and Sustainability Reporting Standards Council (FSRSC) and the Board of Accountancy, and adopted by the SEC.

The preparation of financial statements in conformity with PFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its controlled subsidiaries.

The Company controls an investee if and only if the Company has:

- Power over an 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.

Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

For entities wherein the indirect ownership is equal to or lower than 50%, management considers the situations when control is achieved in determining whether the entities will be classified as controlled subsidiaries.

The consolidated financial statements include additional information about subsidiaries that have NCI that are material to the Company (Note 7). Management determined material partly-owned subsidiaries as those with carrying value of NCI greater than 5% of total NCI as at end of the year.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction and is shown as part of "Equity reserves" under the consolidated statement of changes in equity.

Accounting policies and reporting period of its subsidiaries are consistent with the policies adopted by and the reporting period of the Parent Company.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions that is, as transactions with the owners in their capacity as owners. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired in the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Disposal of a subsidiary

When the Company ceases to have control, any retained interest in the subsidiary is re-measured to its fair value at the date when control is lost, with the change in carrying amount generally recognized in profit or loss. The fair value is the initial carrying amount for purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that subsidiary are accounted for as if the Company had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

If the Company surrenders control to a related party within the group it ultimately belongs, the difference between the consideration received and the fair value of the subsidiary at divestment date, is recognized as other charges to equity.

Changes in Accounting Policies and Disclosures

<u>New standards, amendments and interpretations adopted by the Company</u>

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective as at January 1, 2024. The Company has not early adopted any standard, interpretation, or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have any significant impact on the consolidated financial statements of the Company.

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

  The amendments clarify:

  - That only covenants with which an entity must comply on or before reporting date will affect a liability's classification as current or non-current.
  - 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, 2024 and must be applied retrospectively. The Company's loan classification and compliance to debt covenants are disclosed in Note 22.

- Amendments to PAS 7 and PFRS 7*, Disclosures: Supplier Finance Arrangements*

  The amendments to PAS 7 Statement of cash flows requires disclosure on information about supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows and on the entity's exposure to liquidity risk. Supplier finance arrangements are characterized by one or more finance providers offering to pay amounts an entity owes its suppliers and the entity agreeing to pay according to the terms and conditions of the arrangements at the same date as, or a date later than, suppliers are paid. These arrangements provide the entity with extended payment terms, or the entity's suppliers with early payment terms, compared to the related invoice payment due date. Supplier finance arrangements are often referred to as supply chain finance, payables finance or reverse factoring arrangements.

  An entity shall disclose the following in aggregate for its supplier finance arrangements:

  a) The terms and conditions of the arrangements. However, an entity shall disclose separately the terms and conditions of arrangements that have dissimilar terms and conditions.

  b) As at the beginning and end of the reporting period:
     i) The carrying amounts, and associated line items presented in the entity's statement of financial position, of the financial liabilities that are part of a supplier finance arrangement.
     ii) The carrying amounts, and associated line items, of the financial liabilities disclosed under (i) for which suppliers have already received payment from the finance providers.
     iii) The range of payment due dates for both the financial liabilities disclosed under (i) and comparable trade payables that are not part of a supplier finance arrangement.

  c) the type and effect of non-cash changes in the carrying amounts of the financial liabilities disclosed under (b) (i).

  The amendments are effective for annual reporting periods beginning on or after January 1, 2024 with early adoption permitted. The Company's liabilities under supplier finance arrangements are presented as trust receipts payable in the statements of financial position in Note 11.

- Adoption of the Deferred Provisions of PIC Q&A 2018-12, *PFRS 15 Implementation Issues Affecting the Real Estate Industry* (as amended by PIC Q&A 2020-04)

  On February 14, 2018, the PIC issued PIC Q&A 2018-12 which provides guidance on some PFRS 15 implementation issues affecting the real estate industry. On October 25, 2018 and February 8, 2019, the Philippine SEC issued SEC MC No. 14-2018 and SEC MC No. 3-2019 respectively, providing relief to the real estate industry by deferring the application of the following provisions of this PIC Q&A for a period of three (3) years until December 31, 2020. On December 15, 2020, the Philippine SEC issued SEC MC No. 34-2020 which further extended the deferral of certain provisions of this PIC Q&A until December 31, 2023.

  The PIC Q&A provisions covered by the Philippine SEC deferral that the Company availed in 2021 follows:

	Deferral Period
Assessing if the transaction price includes a significant financing component as discussed in PIC Q&A 2018-12-D (as amended by PIC Q&A 2020-04)	Until December 31, 2023

On July 8, 2021, to assist real estate companies to finally adopt the above mentioned PIC Q&A and IFRIC pronouncements and enable them to fully comply with PFRS 15 and revert to full PFRS, the SEC issued SEC MC No. 8-2021 amending the transition provision of the above PIC Q&A, which would provide real estate companies the accounting policy option of applying either the full retrospective approach or modified retrospective approach when they apply the provisions of the above PIC Q&A and IFRIC pronouncements.

The Company has adopted for the first-time effective January 1, 2024 certain amendments to existing standard and interpretations deferred by SEC under Memorandum Circular No. 2018-12 and adopted the guidelines in determining the significant financing component of the contract.

The Company elected to apply such amendments by recognizing the cumulative effect as an adjustment to the retained earnings as at January 1, 2024, which is the date of initial application. The Company elected to apply such amendments retrospectively only to contracts that are not completed contracts at the date of initial application. As a result, an adjustment to decrease contract assets by ₱201.7 million, decreased deferred tax liabilities, net of ₱50.4 million, decreased retained earnings amounting to ₱142.2 million and decreased non-controlling interest amounting to ₱9.1 million was recognized in the consolidated statements of financial position as at January 1, 2024.

For the year ended December 31, 2024, the Company assessed that the overall impact of the adoption of the requirement of PIC Q&A No. 2018-12 pertaining to significant financing component is amounting to ₱133.7 million (Note 25).

Future Changes in Accounting Policies and Disclosures

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

- Amendments to PAS 21, *The Effects of Changes in Foreign Exchange Rates titled Lack of Exchangeability*

  The amendments specify how to assess whether a currency is exchangeable, and how to determine the exchange rate when it is not.

  The amendment defines that a currency is exchangeable into another currency when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations.

  An entity shall estimate the spot exchange rate at a measurement date when a currency is not exchangeable to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2025, with earlier application permitted. An entity is not permitted to apply the amendments, retrospectively. Instead, an entity is required to apply the specific transition provisions included in the amendments.

- Amendments to PFRS 18*, Presentation and Disclosure in Financial Statements*

  PFRS 18 will replace IAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though PFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

  Management is currently assessing the detailed implications of applying the new standard on the group's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

  - Although the adoption of PFRS 18 will have no impact on the Company's net profit, the Company expects that grouping items of income and expenses in the statements of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Company has performed, the following items might potentially impact operating profit:
    - Foreign exchange differences currently aggregated in the line item 'other income (expenses), net' in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.
    - PFRS 18 has specific requirements on the category in which derivative gains or losses are recognised – which is the same category as the income and expenses affected by the risk that the derivative is used to manage. Although the group currently recognises some gains or losses in operating profit and others in finance costs, there might be a change to where these gains or losses are recognised, and the group is currently evaluating the need for change.
  - The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the statement of financial position, the group will disaggregate goodwill and other intangible assets and present them separately in the statements of financial position.
  - The Company does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:
    - management-defined performance measures;
    - a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain nature expenses; and
    - for the first annual period of application of PFRS 18, a reconciliation of each line item in the statements of profit or loss between the restated amounts presented by applying PFRS 18 and amounts previously presented applying PAS 1.
  - From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

    The Company will apply the new standard from its mandatory effective date of January 1, 2027. Retrospective application is required, and so the comparative information for the financial year ending December 31, 2026 will be restated in accordance with PFRS 18.

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*

  The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

  On January 13, 2016, the Financial and Sustainability Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the IASB completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

There are no other relevant standards, amendments or interpretations that are effective beginning on or after January 1, 2025 that are expected to have a material impact on the Group's financial statements.

3. Summary of Material Accounting Policy Information

Financial Instruments - Initial Recognition and Subsequent Measurement

Financial assets

Initial Recognition and Measurement. Financial assets are classified, at initial recognition, in the following measurement categories:

a) those to be measured subsequently at fair value (either through OCI or through profit or loss), and;
b) those to be measured at amortized cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company 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 'solely payments of principal and interest (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 FVPL, irrespective of the business model.

The Company'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.

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 FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- financial assets at FVPL

Financial Assets at Amortized Cost (Debt Instruments). Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in consolidated statement of income when the asset is derecognized, modified or impaired.

The Company's financial assets at amortized cost includes cash and cash equivalents, trade and other receivables, refundable deposits (presented under "Input value-added taxes and other current assets" and "Other noncurrent assets") and deposits (presented under "Other noncurrent assets") as at December 31, 2024 and 2023.

Financial Assets Designated FVOCI (Equity Instruments). Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as "Investment income" in the consolidated statement of income when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.

The Company elected to classify irrevocably under this category its investment in club shares and non-listed equity investments as at December 31, 2024 and 2023.

Financial Assets at FVPL. Financial assets at FVPL are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in the consolidated statement of income.

This category includes investments held for trading and non-listed equity investment which the Company had not irrevocably elected to classify at FVOCI. Dividends on listed equity investments are also recognized as "Investment income" in the consolidated statement of income when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial 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 profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would 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 either at amortized cost or at fair value depending on whether the cash flows of the hybrid contract are solely payments of principal and interest and the assessment of the business model within which the financial asset is held.

Modification of Financial Assets. The Company 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 profit or loss, to the extent that an impairment loss has not already been recorded. The Company considers both qualitative and quantitative factors in assessing whether a modification of financial asset is substantial or not.

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 Company 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 statement of income.

Derecognition. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's consolidated statement of financial position) when:

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

Impairment of Financial Assets. The Company recognizes an allowance for expected credit losses (ECLs) 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 Company expects to receive, discounted at an approximation of the original EIR. 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.

With the exception of purchased or originated credit impaired financial assets, expected credit losses are required to be measured through a loss allowance at an amount equal to:

- 12-month expected credit losses (ECLs) - these are ECLs that result from default events that are possible within 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs - these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

For cash and cash equivalents, other receivables and deposits (presented under “Other noncurrent assets” account in the consolidated statement of financial position), the Company applies a general approach which measures ECL on either a 12-month or lifetime basis depending on whether a significant increase in credit risks has occurred once initial recognition on whether an asset is considered to be credit-impaired, adjusted for the effects of collateral, forward-looking factors and time value of money.

For trade receivables including real estate installment contracts receivable (ICR) and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience for trade receivables, and external-credit mapping for other debt instruments at amortized cost to calculate ECLs, adjusted for forward-looking factors specific to the debtors and the economic environment.

For its real estate ICR and contract assets, the Company uses the vintage analysis for ECL by calculating the cumulative loss rates of a given real estate ICR and contract asset pool. It derives the probability of default (PD) from the historical data of a homogenous portfolio that share the same origination period. The information on the number of defaults during fixed time intervals of the accounts is utilized to create the probability model. It allows the evaluation of the loan activity from its origination period until the end of the contract period.

The Company, in general, considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off, in whole or in part, when the asset is considered uncollectible, the Company has exhausted all practical recovery efforts and has concluded that it has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof.

The receivables of PEHI, PCC, UGC and PPHC that were subjected to specific identification were not included in the credit loss computation. Specifically impaired receivables are receivables that have high non-collectibility risk and fully provided for ECL.

Financial Liabilities

Initial Recognition and Measurement. Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, financial liabilities at amortized cost (loans and borrowings and 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.

The Company’s financial liabilities include notes payable, trade and other payables, trust receipts payable, due to related parties, lease liabilities, long-term debt, and non-controlling interest put liability.

The Group has no financial liabilities at FVPL or derivative liabilities designated as hedging instruments during and at the end of each reporting period.

Subsequent Measurement. The measurement of financial liabilities depends on their classification, as described below:

Loans and Borrowings and Payables. After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in 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 "Interest expense and other financing charges" in the consolidated statement of income.

This category generally applies to notes payable, trade and other payables, trust receipts payable, due to related parties, lease liabilities, long-term debt and non-controlling interest put liability of the Company as at December 31, 2024 and 2023.

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

Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset, if any, are capitalized during the period of time that is required to complete and prepare the asset for its intended use.

Other borrowing costs are recognized and charged to profit or loss in the year in which these are incurred.

Non-controlling Interest Put Liability

While the NCI put remains unexercised, the Company accounts for it at the end of each reporting period as follows:

(a) The Company determines the amount that would have been recognized for the NCI including an update to reflect allocations of profit or loss, allocations of changes in OCI and dividends declared for the reporting period, as required by PFRS 10, *Consolidated Financial Statements*;
(b) The Company derecognizes the NCI as if it was acquired at that date;
(c) The Company recognizes a financial liability at the present value of the amount payable on exercise of the NCI put in accordance with PFRS 9. There is no separate accounting for the unwinding of the discount due to the passage of time; and
(d) The Company accounts for the difference between (b) and (c) as an equity transaction.

If the NCI put is exercised, the same treatment is applied up to the date of exercise. The amount recognized as the financial liability at that date is extinguished by the payment of the exercise price.

If the NCI put expires unexercised, the position is unwound so that the NCI is recognized at the amount it would have been, as if the put option had never been granted. The financial liability is derecognized, with a corresponding credit to the same component of equity.

Determination of Fair Value

The fair value measurement is based on the presumption that the transaction to sell 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 Company. 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 non-financial asset takes into account a market participant's ability to generate economic benefits by using 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 Company 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 their 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 their fair value measurement is unobservable

The fair value for financial instruments traded in active markets at the reporting date is based on their quoted price or binding dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. Securities defined in these account as 'listed' are traded in an active market. When the Company has financial assets and financial liabilities with offsetting positions in market risks or counterparty credit risk, it has elected to use the measurement exception to measure the fair value of its net risk exposure by applying the bid or ask price to the net open position as appropriate.

For all other financial instruments not traded in an active market, the fair value is determined by using valuation techniques deemed to be appropriate in the circumstances. Valuation techniques include the market approach (i.e., using recent arm's length market transactions adjusted as necessary and with reference to the current market value of another instrument that is substantially the same) and the income approach (i.e., discounted cash flow analysis and option pricing models making as much use of available and supportable market data as possible).

For the purpose of the fair value disclosures, the Company 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.

Cash

Cash and cash equivalents consist of cash on hand, cash in banks and other short-term highly liquid investments with maturities of three months or less from date of acquisition. These are measured in the statement of financial position at fair value and subsequently carried at amortized cost which approximates the face or nominal amount.

Cash in banks earn interest at the prevailing bank deposit rates. Short-term deposits are made for varying periods of up to three months depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates.

Inventories

Inventories are valued at the lower of cost or net realizable value (NRV). Costs incurred in bringing each inventory to its present location and conditions are accounted for as follows:

Finished goods	-	determined using the moving average method; cost includes direct materials, labor and a proportion of manufacturing overhead costs based on normal operating capacity but excludes borrowing costs.
Raw materials, spare parts and others	-	determined using the moving average method.

The net realizable value of inventories, except spare parts, is the selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of spare parts is the current replacement cost.

The Company writes down the cost of inventories and supplies whenever the NRV of inventories, spare parts, supplies and other inventories becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes. Inventory items identified to be obsolete and unusable are also written off and charged as expense for the year.

Real Estate Inventories. Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as real estate inventory and are measured at the lower of cost and NRV. Principally, this is the land, condominium and residential units and parking slots that the Company develops and intends to sell before, or on completion of, development.

Cost incurred in bringing each property to its present location and condition includes:

- Acquisition costs of raw land;
- Amounts paid to contractors for construction and development; and
- Capitalized borrowing costs, planning and design costs, cost of site preparation, professional fees for legal services, property transfer taxes, development overheads and other related costs.

NRV is the estimated selling price in the ordinary course of business, based on market prices at the reporting date, less estimated costs of completion and estimated costs necessary to make the sale.

When a real estate inventory is sold, the carrying amount of the property is recognized as an expense in the period in which the related revenue is recognized. The carrying amount of the real estate inventory recognized in profit or loss is determined with reference to the directly attributable costs incurred on the property sold and an allocation of any other related costs based on the relative size of the property sold.

Construction Materials Inventory. This pertains to construction materials, which are stated at lower of cost and NRV. Cost is determined using the first-in, first-out method and composed of purchase price, transport, handling and other costs directly attributable to the acquisition. NRV of construction materials inventory is the current replacement cost. In determining the NRV, the Company considers any adjustment necessary for obsolescence.

Other Current Assets

Deferred charges. Deferred charges refer to scholarship and discounts unamortized as of the end of financial reporting period.

Prepaid taxes. This consists of creditable withholding taxes which are withheld from purchases to suppliers that will be used within the normal operating cycle of the Company.

Prepayments. Prepayments are expenses paid in advance and recorded as assets before they are utilized. Prepayments expected to be realized for no more than twelve months after the reporting period, are classified as current assets. Otherwise, they are classified as other noncurrent assets.

Investment in Associates and Joint Ventures

Associates

Associates are all entities over which the group has significant influence but not control or joint control.

This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognized at cost.

Joint ventures

Under PFRS 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Company does not have arrangements classified as joint operations.

Interests in joint ventures are accounted for using the equity method, after initially being recognized at cost in the consolidated statement of financial position.

The consolidated statement of income reflects the Company's share of the results of operations of the associates and joint ventures. In addition, when there has been a change recognized directly in the equity of the associates and joint ventures, the Company recognizes its share of any changes, when applicable, in equity. Unrealized gains and losses resulting from transactions between the Company and the associates and joint ventures and are eliminated to the extent of the interest in the associate or joint ventures.

The Company's share of profits or losses of its associates and joint ventures is shown on the face of the consolidated statement of income outside operating profit and represents profit. This is the profit or loss attributable to equity holders of the associates and joint ventures and therefore is profit or loss after tax and net of controlling interest in the subsidiaries of the associates and joint venture.

The accounting policies of the associates and joint ventures are consistent to those used by the Company for like transactions and events in similar circumstances. When necessary, adjustments are made to bring the accounting policies in line with those of the Company.

When the Company's share of losses exceeds its interest in an equity-accounted associate and joint venture, the carrying amount of the investment, including any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Company has an obligation or have made payments on behalf of the associates or joint ventures.

Management determined material associates and joint ventures as those associates and joint ventures where the carrying amount of the Company's investment is greater than 5% of the total investments in associates and joint ventures as at end of the year and the associate or joint venture contributes more than 5% of the consolidated net income based on the equity in net earnings/losses. As at December 31, 2024 and 2023, the Company has no material associates and joint ventures (Note 13).

After application of the equity method, the Company determines whether it is necessary to recognize an additional impairment loss on the Company's investments in associates and joint ventures. The Company determines at the end of each reporting period whether there is any objective evidence that the Company's investment in associates and joint ventures is impaired.

If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of its investment in the associates and joint ventures and its carrying amount and recognizes the amount in the Company's consolidated statement of income.

Upon loss of significant influence or joint control over the associates or joint venture, the Company measures and recognizes any retained investment at its fair value. Any difference between the carrying amounts of the Company's investment in the associates and joint ventures upon loss of significant influence or joint control and the fair value of the remaining investment and proceeds from disposal is recognized in consolidated statement of income.

Property, Plant and Equipment

Property, plant and equipment, except land, are stated at cost less accumulated depreciation, amortization and any impairment loss. Land is carried at cost (initial purchase price and other cost directly attributable to the acquisition) less any impairment loss.

Depreciation commences once the property, plant and equipment are available for use and is computed using the straight-line method over the following estimated useful lives of the assets:

Plant site improvements	10 - 20 years
Buildings and improvements	10 - 50 years
Machinery and equipment	5 - 20 years
Transportation equipment	2 - 10 years
Office furniture and equipment	3 - 10 years
Leasehold improvements	3 - 10 years or lease term, whichever is shorter

Investment Properties

Investment properties are measured initially at cost, including direct transaction costs.

The carrying amount includes the cost of replacing part of an existing investment property at the time the cost is incurred, if the recognition criteria are met, and excludes the costs of day-to-day servicing of an investment property. Subsequent to initial recognition, investment properties (except land) are stated at cost less accumulated depreciation and any impairment in value. Land is carried at cost less any impairment in value.

Depreciation is calculated on a straight-line basis over 50 years. The estimated useful lives of the depreciable investment properties pertain to building, apartment and condominium units.

Depreciation of the building improvements is calculated over the shorter between the estimated useful life of the building improvements and the remaining useful life of the building unit.

Business Combinations, Goodwill and Impairment of Goodwill

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 NCI in the acquiree. For each business combination, the Company measures the NCI in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in general and administrative expenses.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at 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. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with PAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified at equity is not re-measured, and its subsequent settlement is not accounted for within equity.

Business combinations under common control used an accounting similar to pooling-of-interest method. In pooling-of-interests method, the assets and liabilities of the acquired entities are based on the carrying values reported in the consolidated financial statements of the original parent. Accordingly, the assets and liabilities of the acquired entities will be based on the fair value as at the date the acquired entities became part of the original parent and adjusted for subsequent transactions. Any goodwill relating to the acquired entities that was recognized in the original parent's consolidated financial statements will also be recognized. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of combination that would otherwise be done under the acquisition method. The only adjustments that are made are to align the accounting policies. The difference in the carrying values of the acquired entities and the fair value of the consideration given is accounted for as "Other reserves" and is presented as a separate component of equity in the consolidated statement of financial position. Whereas, the carrying amount with respect to the new parent are the same as those in its existing financial statements prior to taking over control of the other entity.

The Company did not restate the periods prior to the combination under common control but retained the equity balances. While the financial information for periods prior to the transaction are not restated, the values assigned to the acquired entities, including equity reserves, are determined as if pooling had been applied since the entities were under common control.

This means that any equity values associated with the acquired entities that would have been recognized in equity are carried over as at the date of transaction. This view of not restating balances is consistent with of the pooling-of-interests concept.

Further, the Company's common control business combination involves acquisition of partially owned subsidiaries of the original parent. The NCI is acquired as part of the common control business combination at the same time as the common control transaction. Accordingly, the acquisition of the NCI by the new parent is accounted for from the date of acquisition of these interests.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for NCI over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in the consolidated statement of income.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the acquirer shall report in its financial statements provisional amounts for the items for which the accounting is incomplete.

During the measurement period, the acquirer shall retrospectively adjust the provisional amounts recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date and, if known, would have affected the measurement of the amounts recognized as of that date.

During the measurement period, the acquirer shall also recognize additional assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition date and, if known, would have resulted in the recognition of those assets and liabilities as of that date. The measurement period ends as soon as the acquirer receives the information it was seeking about facts and circumstances that existed as of the acquisition date or learns that more information is not obtainable. However, the measurement period shall not exceed one year from the acquisition date.

Goodwill is not amortized but is reviewed for impairment at least annually. For purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (CGU) that are expected to benefit from the synergies of the combination. In certain circumstances where it is not possible to complete the initial allocation of the goodwill to a CGU or group of CGUs for impairment purposes before the end of the annual period in which the combination is effected, the goodwill (or part of it) is left unallocated for that period. Goodwill must then be allocated before the end of the first annual period beginning after the acquisition date.

Impairment of Goodwill. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Under PAS 36, *Impairment of Assets*, the Company is required to perform annual impairment tests on the amount of goodwill acquired in a business combination. Moreover, if the Company did not finalize the goodwill allocation to CGUs, as required by PAS 36, and there are indicators that the provisional goodwill may be impaired, an impairment test of the provisional goodwill is performed. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible Assets (Except for Goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition.

Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and the expenditure is reflected in the consolidated statement of income in the year in which the expenditure is incurred.

The useful lives of intangible assets are as follows:

Franchise	20 years
Software costs	5 years
Student lists	3 years
Leasehold rights	Based on the term in the facility lease agreement

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the leasehold rights, student lists and software costs and franchise are accounted for by changing the appropriate amortization period or method, as appropriate, and treated as changes in accounting estimates.

The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of income in the expense category consistent with the function of the intangible asset.

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

Impairment of Nonfinancial Assets

Other non-financial assets, mainly property, and equipment, intangible assets and investment properties, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or CGUs). Impairment losses, if any, are recognized in profit or loss. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

When impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but the increased carrying amount should not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. Reversals of an impairment loss are credited in profit or loss.

<u>Equity</u>

Capital stock

Common and preferred shares are stated at par value and are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction from the proceeds.

Additional paid in capital

Any amount received by the Company in excess of par value of its shares is credited to Additional paid-in capital which forms part of the non-distributable reserve of the Company and can be used only for purposes specified under corporate code

Treasury Shares

Treasury shares are recorded at cost and deducted from the Company's equity. No gain or loss is recognized in the consolidated statement of income on the purchase, sale, issue or cancellation of the Company's own equity instruments. On subsequent issuance, any difference between the carrying amount and the consideration received is recognized under "Additional paid-in capital" account in the consolidated statement of financial position.

Shares of the Parent Company held by a subsidiary are reflected as treasury shares in the consolidated statements of changes in equity.

Equity Reserves

Other reserves consist of equity transactions other than capital contributions, such as equity transactions arising from transactions with NCI and share-based payment transactions.

Retained earnings

Retained earnings represents the cumulative balance of periodic profit/loss, dividend distributions, prior period adjustments and effect of changes in accounting policy and capital adjustments.

Dividend distribution to the shareholders is recognized as a liability in the financial statements in the period in which the dividends are approved and declared by the Company's BOD.

<u>Revenue</u>

When determining the Company's performance obligations, the Company assesses its revenue arrangements against specific criteria to determine if the Company is acting as principal or agent. The Company considers both the legal form and the substance of the agreement to determine each party's respective roles in the agreement.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 4.

The specific recognition criteria before revenue is recognized are as follows:

Sale of Goods. Revenue from sale of goods is principally derived from sale of roofing and other steel products, books, uniforms and incidentals, and pharmacy sales and payment is normally due upon delivery to customers or up to 60 days for sale of roofing and other steel products. Revenue from stand-alone sale of roofing and other steel products, sale of books, uniforms and incidentals in bookstores and sale of medicines and supplies in pharmacy are considered as single performance obligations and recognized at a point in time when control of the asset is transferred to the customer, generally on delivery of the promised goods.

There are no other promises in these types of arrangements that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g., warranties, customer loyalty points). There are no variable consideration, significant financing components, noncash consideration, and consideration payable to the customer that could affect the determination of the transaction price.

Certain books, uniforms and incidentals are included already in the total amount of fees to be paid by the students upon enrolment. The consideration for these goods are assessed separately from tuition and other fees. The Company determined that these goods are distinct promises from the educational services since the students can benefit from the books, uniforms and incidentals either on their own or together with other resources that are readily available to the student, and the Company's promise to transfer the said goods to the students is separately identifiable from the educational services in the contract.

Installation Services. The Company provides installation services for roofing and other steel products that are bundled together with the sale of the roofing and other steel products and payment is normally due within 60 days from progress billing. The Company assessed that while the installation services can be obtained by the customers from other providers, the installation and the goods are not distinct within the context of the contract since the Company provides a significant service of integrating the goods or services with other goods or services promised in the contract into a bundle of goods or services that represent the combined output for which the customer has contracted. In other words, the Company is using the goods or services as inputs to produce or deliver the combined output specified by the customer.

Hence, the transaction price which corresponds to the contract price net of discount is allocated entirely to the installation service. The Company recognizes revenue from installation services over time, using an output method based on the percentage of completion to measure progress towards complete satisfaction of the service, because the customer controls an asset as it is created or enhanced by the Company in the customer’s premises.

Tuition, School Fees and Other Services. Revenue is recognized over time when the related educational services are rendered using the output method (i.e., time lapsed over the service period such as semester or school year, depending on the curriculum registered). Total assessments of tuition and other school fees, net of monthly amortization to revenue, are recorded as part of “Contract liabilities” account in the consolidated statement of financial position and are normally due upon enrollment up to 5 months which corresponds to one semester.

Hospital Routine Services. Revenue is recognized over time upon rendering of medical services and administration of medicines and other pharmaceutical products to in-patient customers to be used in their medical operations and payment is due normally upon performance of the service up to one year. The Company elects to use the right to invoice practical expedient in recognizing revenue because the Company has a right to the consideration from the patient in an amount that corresponds directly with the value to the patient of the Company's performance to date. The Company assessed that the medical services and products used by in-patients are not distinct within the context of the contract since the Company provides a significant service of integrating the promises within the contract. The total consideration, net of discount, for the medical services and the medicines used by in-patients comprises the transaction price which is allocated entirely to hospital routine services.

Consultancy Services. Revenue from consultancy services are recognized over time using an output-based measure of progress based on milestones achieved assessed by project managers since based on the terms and conditions of the Company's contract with its customers, the Company's performance does not create an asset with an alternative use and the Company has an enforceable right to payment for performance completed to date. Payment for consultancy services is normally due within 60 days from progress billing. Revenue from consultancy services also include the revenue on services provided by the Parent Company as a consultant in establishing and facilitating cement sale deals between its subsidiary and a cement seller.

Real Estate Sales. The Company enters into contracts with customers to sell property that are either completed or under development.

- Completed Real Estate Inventory
- The sale of completed property constitutes a single performance obligation and the Company has determined that it is satisfied at the point in time when control is transferred. For unconditional exchange of contracts, this generally occurs when legal title is transferred to the customer. For conditional exchanges, this generally occurs when all significant conditions are satisfied.

Real Estate Inventory under Development. The Company considers whether there are promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. For contracts relating to sale of property under development, the Company is responsible for the overall management of the project and identifies various goods and services to be provided, including design work, procurement of materials, site preparation and foundation pouring, framing and plastering, mechanical and electrical work, installation of fixtures (e.g., windows, doors, cabinetry, etc.) and finishing work. The Company accounts for these items as a single performance obligation because it provides a significant service integrating the goods and services (the inputs) in the completed property (the combined output) which the customer has contracted to buy.

For the sale of real estate inventory under development, the Company has determined that its performance does not create an asset with alternative use to the Company based on the terms and conditions of its contract with the buyers and it has concluded, at all times, it has an enforceable right to payment for performance completed to date. Therefore control is transferred and revenue is recognized over time.

The Company's performance is measured using input method, by reference to the costs incurred to the satisfaction of a performance obligation (e.g., resources consumed, labor hours expended, costs incurred, time elapsed or machine hours used) relative to the total expected inputs to the completion of the property. The Company excludes the effect of any costs incurred that do not contribute to the Company's performance in transferring control of goods or services to the customer (such as unexpected amounts of wasted materials, labor or other resources) and adjusts the input method for any costs incurred that are not proportionate to the Company's progress in satisfying the performance obligation (such as land, mobilization costs, temporary facilities and uninstalled materials).

Revisions in the estimated development costs brought about by increases in projected costs in excess of the original budgeted amounts, for part of total project costs on a prospective basis, is allocated between costs of sales and real estate inventories.

Construction Contracts. Revenue from construction contracts are recognized over time using the input method. Input method recognizes revenue on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation. Progress is measured based on actual resources consumed such as materials, labor hours expended and actual overhead incurred relative to the total expected inputs to the satisfaction of that performance obligation, or the total estimated costs of the project. The Company uses the cost accumulated by the accounting department to determine the actual resources used. Input method exclude the effects of any inputs that do not depict the entity's performance in transferring control of goods or services to the customer.

Contract costs include all direct materials and labor costs and those indirect costs related to contract performance. Expected losses on onerous contracts are recognized immediately when it is probable that the total unavoidable contract costs will exceed total contract revenue. The amount of such loss is determined irrespective of whether or not work has commenced on the contract; the stage of completion of contract activity; or the amount of profits expected to arise on other contracts, which are not treated as a single construction contract.

Changes in contract performance, contract conditions and estimated profitability, including those arising from contract penalty provisions and final contract settlements that may result in revisions to estimated costs and gross margins are recognized in the year in which the changes are determined. Profit incentives are recognized as revenue when their realization is reasonably assured.

Significant financing component. In determining the transaction price, the Company adjusts the promised amount of consideration for the effects of the time value of money if the timing of payments agreed to by the Company and the customer provides the customer or the Company with a significant benefit of financing the sale of real estate to the buyer. In those circumstances, the contract contains a significant financing component. A significant financing component may exist regardless of whether the promise of financing is explicitly stated in the contract or implied by the payment terms agreed to by the parties to the contract.

In adjusting the promised amount of consideration for a significant financing component, the Group uses the discount rate that would be reflected in a separate financing transaction between the entity and its customer at contract inception. That rate would reflect the credit characteristics of the party receiving financing in the contract, as well as any collateral or security provided by the customer or the entity, including assets transferred in the contract. The Company determines that rate by identifying the rate that discounts the nominal amount of the promised consideration to the price that the customer would pay in cash for the goods or services when (or as) they transfer to the customer.

Service Fees. Service fees pertains to rental management, technical services and property administration and management. These services pertain to the Company's obligation to look for different tenants and manage different condominium covered by the management agreement. Related fees are recognized over time when services are rendered.

Unit Improvement Income. Unit improvement income under pre-completion stage are recognized over time during the construction period or percentage of completion (POC) since based on the terms and conditions of its contract with the buyers, the Company's performance does not create an asset with an alternative use and the Company has an enforceable right to payment for performance completed to date.

In measuring the progress of its performance obligation over time, the Company uses output method. The Company recognizes revenue on the basis of direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract. Progress is measured using survey of performance completed to date. This is based on the monthly project accomplishment report prepared by the third-party surveyor as approved by the construction manager which integrates the surveys of performance to date of the construction activities for both sub-contracted and those that are fulfilled by the developer itself.

Water Revenues. Revenue from water services is recognized upon the supply of water to the customers and when the related services are rendered. The performance obligations are satisfied over-time.

Forfeitures and Cancellations of Real Estate Contracts. Income from forfeited reservation and collections is recognized when the deposits from potential buyers are deemed nonrefundable due to prescription of the period for entering into a contracted sale. Such income is also recognized, subject to the provisions of Republic Act (RA) No. 6552, *Realty Installment Buyer Act*, upon prescription of the period for the payment of required amortizations from defaulting buyers.

In 2021, PPHC adopted the third acceptable approach in accounting for cancellations under PIC Q&A 2020-05 where the cancellation is accounted for as a modification of the contract (i.e., from non-cancellable to being cancellable). Under this approach, revenues and related costs previously recognized shall be reversed in the period of cancellation and the inventory shall be reinstated at cost.

Commission Income. Revenue from commissions is recognized upon collection of insurance premium from policyholders.

Management Fees. Management fees represent payment to the Company for services rendered as covered by existing management contracts. Management fees are recognized over time when earned based on a certain percentage of gross revenues of hotels as provided in the management contracts.

License, Marketing and Reservation Fees. License fees represent payment to the Company in consideration for the services provided by the Company to hotel licensees with respect to training, consultation, compliance and other services. Marketing and reservation fees represent the share of the hotel licensee in the marketing and promotional efforts provided by the Company for the hotel brand. License, marketing and reservation fees are recognized over time when earned based on certain percentage of gross revenues of the licensees as provided in the license agreements.

Franchise Fees. Franchise fees represent the one-time fee payment equivalent to a fixed rate upon signing of the license agreement. Franchise fees are recognized when earned based on certain amount per guest room of the licensee.

Hotel Operations. Revenue is recognized based on actual occupancy. Based on the Company's assessment, all of the Company's contracts with customers generally undertake to provide single performance obligation are fixed price which is mainly hotel services and sale of goods.

The Company recognizes revenue as the services are rendered over time. Revenue from stand-alone sale of hotel supplies are considered as a single performance obligation recognized at a point in time when control of the asset is transferred to the customer, generally on delivery of the promised goods.

Contract Balances

Receivables. A receivable represents the Company'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 Assets.* A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional. The Company currently does not have right to consideration that is conditional.

For the Company's real estate segment, the amounts recognized as revenue related to sale of a property under development for a given period do not necessarily coincide with the amounts billed to or certified by the customer. In the case of contracts in which the goods or services transferred to the customer exceed the related amount billed, the difference is recognized as a contract asset.

For the Company's construction segment, contract assets include costs and estimated earnings in excess of billings on uncompleted contracts which represents total costs incurred and estimated earnings recognized in excess of amounts billed.

Contract Liabilities. A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company 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 Company performs under the contract. These pertain to unearned revenue from tuition, school and other service fees and deposits from customers for future goods and services.

For the Company's real estate segment, contract liability is recognized in the case of contracts in which the goods or services transferred are lower than the amount billed to the customer.

For the Company's construction segment, contract liabilities include billings in excess of costs and estimated earnings on uncompleted contracts which represents billings in excess of total costs incurred and estimated earnings recognized.

Costs to Obtain Contract. The Company pays sales commission to its employees for each contract that they obtain for sale of roofing and other steel products and installation services. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions included under "Selling expenses" account because the amortization period of the asset that the Company otherwise would have used is one year or less.

On the other hand, the Company's real estate segment pays sales commission to its brokers and marketing agents for contracts that they obtain to sell certain units of property and capitalizes the incremental cost of obtaining a contract that meet the criteria in PFRS 15. These costs are amortized and are charged to expense in the period in which the related revenue is recognized as earned. Capitalized costs to obtain such contracts are represented as "Cost to obtain contract" under "Other current assets" account in the consolidated statement of financial position and its amortization is included in the "Operating expenses" as "Commission expense" in the consolidated statement of income.

The real estate segment assesses, at each reporting date, whether the carrying amount exceeds the remaining amount of consideration that the entity expects to receive in exchange for the residential development less the costs that relate directly to completing the development and that have not been recognized as expenses.

Contract Fulfillment Assets. The Company's contract fulfillment costs pertain to cost of temporary facilities, mobilization and demobilization costs, capitalized borrowing costs and land acquisition costs as included in the "Inventories" account in the consolidated statement of financial position. The Company amortizes contract fulfillment assets over the expected construction period using POC following the pattern of real estate revenue recognition. The amortization is included within cost of sales (for contract fulfillment asset) and operating expenses (for capitalized costs to obtain a contract).

<u>Other Revenues</u>

Investment Income. Investment income includes net gains and losses on investments held for trading and interest income. Interest income is recognized as the interest accrues, taking into account the effective yield on the asset. Dividend income is recognized when the shareholder's right to receive the payment is established.

Rental Income. Revenue is recognized on a straight-line basis over the lease term or based on the terms of the lease as applicable.

<u>Costs and Expenses</u>

Costs and expenses are generally recognized as incurred. Costs and expenses constitute the following:

Cost of Sales, Cost of Real Estate Sold and Construction Services, Cost of Educational Services, Cost of Installation Services, Cost of Hotel Operations, Cost of Hospital Services, and Cost of Management Services. Cost of sales includes direct materials used, personnel costs, as well as repair and power and fuel used to run production of steel products. Cost of sales also includes cost of books, uniforms and incidentals and cost of medicines and pharmaceutical products sold. Cost of educational services constitutes costs incurred to administer academic instruction. Cost of hospital services includes professional fees paid to medical personnel, utilities and other medical supplies used to render medical services. Costs of hotel services includes advertising and promotions expenses incurred for advertising schemes and promotional activities for indorsing the project hotels of the Company. Costs of real estate sold includes cost of land and development. Costs of management services constitute costs incurred for the general management of all operations and personnel of customers and costs of administering the business. These expenses are expensed as incurred.

General and Administrative Expenses. General and administrative expenses constitute costs of administering the business and are expensed as incurred.

Selling Expenses. Selling expenses include costs of distribution of steel products, books, incidentals, personnel costs, freight expenses, commission and advertising. Selling expenses are expensed as incurred.

Pension and Other Employee Benefits

Defined Benefit Plan. The Parent Company, PHI, PHINMA Microtel Hotels, PPHC, PCC, UGC, PHINMA Solar, PEHI, UPANG, AU, COC, UI, SJCI, RC, RCL, UCLI , and SWU have distinct funded, noncontributory defined benefit retirement plans covering all permanent employees, each administered by their respective Retirement Committees. The rest of the subsidiaries have no retirement plan either because the subsidiaries ceased commercial operations or accounting or administrative functions are handled by an employee of another company within the group. Retirement costs on these defined benefit retirement plans are actuarially determined using the projected unit credit method. The retirement plan meets the minimum retirement benefits required under Republic Act (RA) No. 7641, otherwise known as *"The Philippine Retirement Pay Law"*,.

The liability (or asset) recognized in the consolidated statement of financial position is the present value of the defined benefit obligation less fair value of the plan assets at the reporting date. In cases when the amount determined results in an asset, the Company measures the resulting asset at the lower of such amount determined and the present value of any economic benefits available to the Company in the form of refunds or reductions in future contributions to the plan. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity which approximate the terms of the related retirement benefit obligation.

Remeasurement gains or losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity (within reserve for remeasurement on retirement benefit) in other comprehensive income in the period in which they arise.

Past service costs are recognized immediately in profit or loss.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Company, nor can they be paid directly to the Company. 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).

The Company's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Defined Contribution Plan. The Parent Company also provides a defined contribution plans that cover all regular full-time employees under which the Company pays fixed contributions based on the percentage contributed by the employees from their monthly salaries. The retirement funds for the defined benefit and defined contribution plans cannot be used to meet the funding requirements of each other. While the Company is covered under R.A. 7641, which provides for qualified employees to receive a defined minimum guarantee, the existing defined benefit plan is sufficient to cover the required minimum retirement obligation under the law. Accordingly, the Company accounts for its monthly defined contribution as expense when incurred.

Termination Benefits. Termination benefits are employee benefits provided in exchange for the termination of an employee's employment as a result of either an entity's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.

Employee Leave Entitlement. Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees.

Share-based payments

PEHI has a stock sharing plan (SSP) offered to BOT members, executives and employees which gives them the right to purchase a fixed number of Company shares set aside by the SSP ("equity-settled transactions").

The cost of equity-settled transactions is measured by reference to the fair value at the date when they are granted, determined using the appropriate valuation techniques. The amount is fixed at grant date. The cost of equity-settled transactions, together with a corresponding increase in equity, is recognized over the period in which the service and/or performance conditions are fulfilled, ending on the date on which the relevant executives and employees become fully entitled to the awarded (the vesting date). The amount recognized in equity is subsequently reclassified to additional paid-in capital upon exercise or expiration of the options.

The cumulative expense recognized for the equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The charge or credit in profit or loss for a period represents the movement in cumulative expense recognized as of the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

Leases

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

- *Right-of-use Assets*. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term as follow:

Land	5-25 years
Buildings	3.5-5 years
Warehouses	2-20 years
Vehicles	3-3.5 years
Others	3-5 years

  Right-of-use assets are subject to impairment.

- *Lease Liabilities*. At the commencement date of the lease, the Company 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 Company and payments of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

  In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if 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 in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

- *Short-term Leases*. The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date or initial application of PFRS 16 and do not contain a purchase option). Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

Company as Lessor. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated income to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, 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. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. When discounting is used, the increase due to the passage of time is recognized as interest expense in the consolidated statement of income. When the Company expects a provision to be reimbursed, the reimbursement is recorded as a separate asset but only when the receipt of the reimbursement is virtually certain.

Foreign Currency-denominated Transactions and Translation

The consolidated financial statements are presented in Philippine peso, which is the Parent Company’s functional and presentation currency. The subsidiaries determine their own functional currency and items included in the financial statements of each subsidiary are measured using that functional currency.

Other than OAL, the functional and presentation currency of the subsidiaries within the Company is Philippine peso. The functional currency of OAL is U.S. Dollar. The assets and liabilities of foreign operations are translated into Philippine peso at the rate of exchange prevailing at the reporting date and their income statements are translated at exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in the consolidated statement of income.

Taxes

Current Income Tax. Current 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 authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted as at the reporting date.

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

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits from excess minimum corporate income tax (MCIT) and unused tax losses from net operating loss carry over (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward benefits of unused MCIT and NOLCO can be utilized, except:

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

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

Deferred tax liabilities are recognized in full for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of goodwill.

Deferred income tax relating to items recognized outside the consolidated statement of income is recognized outside profit or loss. Deferred income tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Value-Added Tax (VAT). Revenue, expenses and assets are recognized net of the amount of VAT, if applicable.

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 part of "Income and other taxes payable" account in the consolidated statements of financial position. 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 part of "Input value-added taxes" account in the consolidated balance sheet to the extent of the recoverable amount.

Earnings per Common Share (EPS) Attributable to the Equity Holders of the Parent

Basic EPS is computed by dividing net income attributable to the common equity holders of the Parent Company by the weighted average number of outstanding common shares during the year after giving retroactive effect to any stock dividend declared during the year.

The Company does not have potential common share or other instruments that may entitle the holder to common shares. Hence, diluted EPS is the same as basic EPS.

Segment Reporting

The Company is organized into six major business segments namely, investment holdings, property development, construction materials, educational services, hospitality, hotel franchising and management and business process outsourcing (BPO). Financial information about the Company's business segments is presented in Note 40 to the consolidated financial statements.

Contingencies

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

Related party transactions and relationships

Related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Restatement

The Company presents a third statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements if: (a) it applies an accounting policy retrospectively, makes a retrospective restatement of items in its financial statements or reclassifies items in its financial statements; and (b) the retrospective application, retrospective restatement or the reclassification has a material effect on the information in the statement of financial position at the beginning of the preceding period. The Company determines the practicability of presenting a third statement of financial position based on the circumstances of the adjustments required in relation to the nature of the restatement.

Events After Financial Reporting Date

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

4. Significant Accounting Judgments, Estimates and Assumptions

The accompanying consolidated financial statements prepared in conformity with PFRS require management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and related notes. In preparing the Company's consolidated financial statements, management has made its best judgments, estimates and assumptions of certain amounts, giving due consideration to materiality. The judgments, estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from such estimates.

The Company believes the following represents a summary of these significant judgments, estimates and assumptions and related impact and associated risks in its consolidated financial statements.

Judgments

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

- *Revenue Recognition for Real Estate*

  i. *Existence of a Contract.*

     Existence of a Contract. For real estate sales, the Company's primary document for a contract with a customer is a signed contract to sell. It has determined however, that in cases wherein contract to sell are not signed by both parties, the combination of its other signed documentation such as reservation agreement, official receipts, quotation sheets and other documents, would contain all the criteria to qualify as contract with the customer under PFRS 15.

     In addition, part of the assessment process of the Company before real estate revenue recognition is to assess the probability that the Company will collect the consideration to which it will be entitled in exchange for the real estate property that will be transferred to the customer.

In evaluating whether collectability of an amount of consideration is probable, the Company considers the significance of the customer's initial payments in relation to the total contract price. Collectability is also assessed by considering factors such as past history with the customer, age, pricing of the property and ability to comply with the documentary requirements. The Company requires a certain percentage of buyer's payments of total selling price (buyer's equity), to be collected as one of the criteria in order to initiate revenue recognition. Reaching this level of collection is an indication of buyer's continuing commitment and the probability that economic benefits will flow to the Company. Management regularly evaluates the historical cancellations and back-outs if it would still support its current threshold of customers' equity before commencing revenue recognition. For construction contracts, the Company assessed that various documents or arrangements (whether separately or collectively) will create a contract in accordance with PFRS 15. The Group considered relevant facts and circumstances including customary business practices and assessed that the enforceability of its documents or arrangements depends on the nature and requirements stated in the terms of those documents or arrangements. Certain documents that indicate enforceability of contract include Letter/Notice of Award, Letter of Intent, Notice to Proceed and Purchase Order.

ii. *Revenue Recognition Method.*

For sale of real estate inventories under development, the Company has concluded that revenue is to be recognized over time because (a) the Company's performance does not create an asset with an alternative use and; (b) the Company has an enforceable right for performance completed to date. The promised property is specifically identified in the contract and the contractual restriction on the Company's ability to direct the promised property for another use is substantive. This is because the property promised to the customer is not interchangeable with other properties without breaching the contract and without incurring significant costs that otherwise would not have been incurred in relation to that contract. In addition, under the current legal framework, the customer is contractually obliged to make payments to the developer up to the performance completed to date.

The Company has determined that input method used in measuring progress of the performance obligation faithfully depicts the Company's performance in transferring control of real estate development to the customers.

For construction contracts, the Company concluded that revenue is to be recognized over time because (a) the customer controls assets as it is created or enhanced; (b) the Company's performance does not create an asset with an alternative use and; (c) the Company has an enforceable right for performance completed to date. The Company assessed that the first criterion is consistent with the rationale for POC revenue recognition approach for construction contract. Moreover, the customer can also specify the design of the asset being constructed and the Company builds the asset on the customer's land and the customer can generally control any work in progress arising from the Company's performance. The last criterion is evident in the actual provisions of the contract. As the Company cannot direct the asset to another customer, it satisfies the criteria of no alternative use.

The Company elected to use the input method to measure the progress of the fulfillment of its performance obligation, which is based on the actual costs incurred to date relative to the total estimated costs to complete the construction projects. The Company believes that this method faithfully depicts the Company's performance towards satisfaction of its performance obligation because there is a direct relationship between the Company's effort (i.e., costs incurred) and the transfer of control of the services provided to the customer.

iii. *Identifying Performance Obligation.*

Construction projects of the Company usually includes individually distinct goods and services. These goods and services are distinct as the customers can benefit from the service on its own and are separately identifiable. However, the Company assessed that goods and services are not separately identifiable from other promises in the contract. The Company provides significant service of integrating the various goods and services (inputs) into a single output for which the customer has contracted. Consequently, the Company accounts for all of the goods and services in the contract as a single performance obligation.

iv. *Consideration of Significant Financing Component in a Construction Contract.*

The Company usually imposes to its customers a percentage of contract price as an advance payment of the total contract price as mobilization fees. The Company concluded that there is no significant financing component for those contracts where the customer pays in advance, considering: (a) the advance payments have historically been recouped within 12 months from the reporting date; and (b) the billings are normally based on the progress of work. The lag time between performance of construction service which is measured through POC and actual billing and billing to collection is substantially within 12 months.

- *Determining the Lease Term of Contracts with Renewal and Termination Options – Company as a Lessee*. The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

  The Company has several lease contracts that include extension and termination options. The Company applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

  Rent expense for short-term leases amounted to ₱130.4 million, ₱140.1 million and ₱113.5 million for the years ended December 31, 2024, 2023 and 2022, respectively (Note 35).

<u>Estimates and Assumptions</u>

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting 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 in the succeeding paragraphs.

- *Business Combination.* The Company's consolidated financial statements and financial performance reflect acquired businesses after the completion of the respective acquisition. Except for business combination under common control for which pooling of interest method is applied, the Company accounts for the acquired businesses using the acquisition method, which require extensive use of accounting judgments and estimates to allocate the purchase price to the fair market values of the acquiree's identifiable assets and liabilities and contingent liabilities, if any, at the acquisition date.

Any excess in the purchase price over the estimated fair market values of the net assets acquired is recorded as goodwill in the Company's consolidated statement of financial position. Thus, the numerous judgments made in estimating the fair market value to be assigned to the acquiree's assets and liabilities can materially affect the Company's financial performance.

The Company entered into multiple business combination transactions as disclosed in Note 5.

- *Leases - Estimating the Incremental Borrowing Rate.* The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

  The Company's lease liabilities amounted to ₱518.4 million and ₱524.5 million as at December 31, 2024 and 2023, respectively (Note 35).

- *Determining the Significant Financing Component from revenue from real estate sales.* The Group's revenue from real estate sales provides various payment schemes which are usually different from the progress of the transfer of goods and services through POC. As such, the Group concluded that a significant financing component exists. In adjusting the promised amount of consideration for a significant financing component, the Group uses the discount rate that would be reflected in a separate financing transaction between the entity and its customer at contract inception. That rate would reflect the credit characteristics of the party receiving financing in the contract, as well as any collateral or security provided by the customer or the entity, including assets transferred in the contract. The Group determines that rate by identifying the rate that discounts the nominal amount of the promised consideration to the price that the customer would pay in cash for the goods or services when (or as) they transfer to the customer.

  As at December 31, 2024, interest income recognized as significant financing component amounted to P133.7 million (Note 25) (2023 - nil).

- *Estimating Allowance for ECLs*

  The following information explains the inputs, assumptions and techniques used by the Company in estimating ECL:

  a. General approach for cash and cash equivalents, other receivables and deposits

     The ECL is measured on either a 12-month or lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. The Company considers the probability of its counterparty to default in its obligation and the expected loss at default after considering the effects of collateral, any potential value when realized, forward-looking estimates and time value of money.

b. Simplified approach for receivables from customers

The Company uses a simplified approach for calculating ECL on receivables from customers through the use of provision matrix to calculate ECLs.
The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography and customer type and rating).

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

For the Company's real estate segment, it uses vintage analysis approach to calculate ECLs for real estate ICR and contract assets. The vintage analysis accounts for expected losses by calculating the cumulative loss rates of a given loan pool. It derives the probability of default (PD) from the historical data of a homogenous portfolio that share the same origination period. The information on the number of defaults during fixed time intervals of the accounts is utilized to create the PD model. It allows the evaluation of the loan activity from its origination period until the end of the contract period.

c. Incorporation of forward-looking information

The Company considers a range of relevant forward-looking macro-economic assumptions for the determination of unbiased general industry adjustments and any related specific industry adjustments that support the calculation of ECLs. A broad range of forward-looking information are considered as economic inputs such as the gross domestic product, inflation rate, unemployment rates, industry growth rates and other economic indicators.

The macroeconomic factors are aligned with information used by the Company for other purposes such as strategic planning and budgeting.

The Company identifies and documents key drivers of credit risk and credit losses of each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses.

Predicted relationship between the key macro-economic indicators and default and loss rates on various portfolios of financial assets have been developed based on analyzing historical data over the past three (3) to five (5) years. The methodologies and assumptions including any forecasts of future economic conditions are reviewed regularly.

d. Grouping of instruments for losses measured on collective basis

For expected credit loss provisions modelled on a collective basis, a grouping of exposures is performed on the basis of shared risk characteristics, such that risk exposures within a segmentation are homogeneous. The Company segmentized its receivable from students on the basis of the geographical location of each school (e.g., Pangasinan, Cebu, Iloilo, Nueva Ecija, Manila, Quezon City, Cagayan de Oro) while receivable from customers of construction materials are segmentized based on the type of customer (e.g., contractors, hardwares, developers, roofing specialists, fabricators and end users). Receivable from patients, consultancy services, and others are assessed as separate segments.

Receivables from real estate sales are grouped based on shared risk characteristics, such that risk exposures within a group are homogenous. In performing this grouping, there must be sufficient information for the Company to be statistically credible.

Where sufficient information is not available internally, the Company has considered benchmarking internal/external supplementary data to use for modelling purposes.
The characteristics and any supplementary data used to determine groupings for real estate receivables are (i) bank financing, (ii) in-house financing and (iii) HDMF financing.

The following credit exposures are assessed individually:

a. All stage 3 assets, which are considered to be specifically impaired, regardless of the class of financial assets; and
b. Cash and cash equivalents, other receivables and deposits

There have been no significant changes in estimation techniques or significant assumptions. The receivables of the Company that were subjected to specific identification were not included in the credit loss computation. Specifically impaired receivables are receivables that have high non-collectibility risk and fully provided for ECL.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company’s historical credit loss experience and forecast of economic conditions may also not be representative of customer’s actual default in the future. The changes in the gross carrying amount of receivables during the year did not materially affect the allowance for ECLs.

Provision for ECL amounted to ₱266.4 million for the year ended December 31 ,2024 (2023 - ₱88.1 million; 2022 - ₱178.8 million) (Note 10). The allowance for ECL amounted to ₱1,780.6 million as at December 31, 2024 (2023 - ₱1,524.7 million). The carrying amounts of trade and other receivables amounted to ₱11,337.8 million as at December 31, 2024 (2023 - ₱8,8,591.6 million) (Note 10).

- *Estimating Net Realizable Value of Inventories.* The Company carries inventories at net realizable value when this becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes.

  The Company recognized provision for inventory obsolescence of ₱0.55 million for the year ended December 31, 2024 (2023 - reversal of ₱4.1 million; 2022 – P4.0 million). There are no inventories written off for the years ended December 31, 2024 and 2023. The allowance for inventory obsolescence amounted to ₱7.3 million as at December 31, 2024 (2023 - ₱6.7 million). The carrying amounts of inventories amounted to ₱5,830.0 million as at December 31, 2024 (2023 - ₱3,348.6 million) (Note 11).

- *Impairment of Goodwill.* The Company performs impairment testing of goodwill on an annual basis or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. This requires an estimation of the VIU of the CGU to which the goodwill is allocated. VIU is determined by making an estimate of the expected future cash flows from the CGU and applies a discount rate to calculate the present value of these cash flows. Goodwill acquired through business combination has been allocated to one CGU which is also the operating entity acquired through business combination and to which the goodwill relates. The recoverable amount of goodwill has been determined based on VIU calculation using cash flow projections covering a five-year period. The calculation of VIU for the Company's goodwill is sensitive to revenue growth rates and discount rates.

  Revenue growth rates estimates are based on values acquired in previous years and also takes into account anticipated increase from various market initiatives. Discount rate reflects the current market assessment of the risk specific to each CGU. The discount rate is based on the average percentage of the weighted average cost of capital for the industry.

  This rate is further adjusted to reflect the market assessment of any risk specific to the CGU for which future estimates of cash flows have not been adjusted. The carrying amounts of the CGUs and the assumptions used in management's assessment are disclosed in Note 17.

  Management believes that no reasonably possible change in these key assumptions would cause the carrying values of goodwill to materially exceed its recoverable amount. The Company performs its annual testing of goodwill every December 31.

  There was no impairment loss on goodwill in 2024 and 2023. The carrying amount of goodwill amounting to ₱2,249.3 million as at December 31, 2024 (2023 - ₱1,822.1 million, was presented under "Intangible assets" account in the consolidated statements of financial position (Note 17).

- *Realizability of Deferred Tax Assets.* The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. The assessment in the recognition of deferred tax assets on temporary differences is based on the level and timing of forecasted taxable income of the subsequent reporting periods. This forecast is based on past results and future expectations on revenues and expenses. However, there is no assurance that sufficient taxable profit will be generated to allow all or part of the deferred tax assets to be utilized.

  Carrying values of deferred tax assets amounted to ₱906.8 million as at December 31, 2024 (2023 - ₱804.2 million) (Note 33). The Company's deductible temporary differences, unused NOLCO and MCIT, for which no deferred tax assets are recognized in the consolidated statements of financial position are disclosed in Note 33.

- *Estimating Useful Lives of Property, Plant and Equipment, Investment Properties and Intangible Assets with Finite Useful Lives.* The Company estimates the useful lives of depreciable property, plant and equipment, depreciable investment properties and intangible assets with finite useful lives based on the period over which the property, plant and equipment, investment properties and intangible assets with finite useful lives are expected to be available for use and on the collective assessment of industry practice, internal technical evaluation and experience with similar assets and in the case of intangible assets, useful lives are also based on the contracts covering such intangible assets. The estimated useful lives of property, plant and equipment, investment properties and intangible assets with finite useful lives are reviewed at each financial year-end and updated if expectations differ materially from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the property, plant and equipment, investment properties and intangible assets with finite useful lives. However, it is possible that future results of operations could be materially affected by changes in the estimates brought about by changes in factors. The amounts and timing of recording of expenses for any period would be affected by changes in these factors and circumstances.

  The carrying amounts of depreciable property, plant and equipment, investment properties and intangible assets with finite useful lives are disclosed in Notes 15, 16 and 17 of these consolidated financial statements.

  Pension Benefits. The cost of pension plans is determined using projected unit credit method. Actuarial valuation includes making various assumptions which consists, among other things, discount rates, rates of compensation increases and mortality rates. Due to complexity of valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in assumptions. While the Company believes that its assumptions are reasonable and appropriate, significant differences in its actual experience or significant changes in its assumptions may materially affect its cost for pension and other retirement obligations. All assumptions are reviewed every year-end in Note 34.

  Pension costs for the year ended December 31, 2024 amounted to ₱193.6 million (2023 - ₱128.1 million; 2022 - ₱106.5 million) (Notes 29 and 34). Pension and other-employment benefits liability amounted to ₱452.6 million as at December 31, 2024 (2023 - ₱358.3 million) (Note 34).

- *Fair Value of Financial Instruments.* When the fair values of financial instruments recorded on the consolidated statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of mathematical models. The input to these models is taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of liquidity and model inputs such as correlation and volatility. The Company's investments held for trading, financial assets at FVPL, financial assets at FVOCI and derivatives instruments are recorded at fair value.

  The methods and assumptions used to estimate the fair value of financial assets and liabilities are discussed in Note 39.

- *Contingencies and tax assessments.* The Company is currently involved in various legal proceedings and assessments for local and national taxe*s*

  The estimate of the probable costs for the resolution of these claims has been developed in consultation with outside counsel handling the defense in these matters and is based upon an analysis of potential results. The Company currently does not believe these proceedings will have a material adverse effect on the Company's consolidated financial statements. Based on management's assessment, appropriate provisions were made in the consolidated statements of financial position.

5. Business Combination

i. Acquisition of JEPP Properties Corporation by PPHC

On October 22, 2022, PPHC and Jepp Real Estate Co. Inc (JREC). entered into a joint development agreement to form JEPP Property Corporation (JEPP), in Bacolod. JEPP was incorporated and registered with Philippine SEC on December 12, 2022. The Company's purpose is to deal and engage in the real estate business in all aspects: to hold, develop, finance and otherwise deal in and dispose of all kinds of real estate development. As at December 31, 2022, the PPHC has no ownership interest in JEPP.

On January 19, 2023, PPHC and JREC entered into a Contract to Sell whereby PPHC agreed to purchase 9.7% ownership interest in JEPP from JREC, for a total consideration of P294.1 million. These were recorded as advances to third party as part of receivables, pending resolution of certain conditions in the agreement.

On November 17, 2023, PPHC entered into a subscription agreement with JEPP, whereby it agreed to subscribe and purchase 18.2 million shares of JEPP for a price of ₱18.2 million. As at December 31, 2023, PPHC has no ownership interest in JEPP.

PPHC entered into additional subscription agreement with JEPP whereby it agreed to subscribe and purchase 60.0 million shares of JEPP for a price of ₱60.0 million, and 55.04 million shares of JEPP for a price of ₱55.04 million, these were paid on January 15, 2024 and October 28, 2024, respectively.

On November 6, 2024 (the acquisition date), PPHC obtained 55.00% controlling shares of stock of JEPP for a total consideration of ₱827.1 million, of which ₱399.7 million is outstanding as at December 31, 2024. The amount also includes the abovementioned subscriptions for primary shares of JEPP amounting to ₱133.2 million. Net purchase consideration paid to JREC amounted to ₱294.1 million. The acquisition increased PPHC's market through expansion in Bacolod.

The fair value of the identifiable assets and liabilities of JEPP as at the date of the acquisition are as follows:

	Fair Values Recognized at Acquisition Date
Total assets:	
Cash and cash equivalents	5,043
Trade and other receivables	52,081
Inventories	657,827
Prepaid expenses and other current assets	18,009
Property, plant and equipment	553
Total assets	733,513
Total liabilities:	
Trade payables and other payables	(101,192)
Total liabilities	(101,192)
Total identifiable net assets acquired	632,321
Less: PPHC subscriptions to JEPP	(133,238)
Net identifiable assets acquired	499,083
Less: Share of NCI in net assets acquired	(478,042)
Add: Goodwill arising from acquisition	273,077
Purchase consideration transferred for net assets acquired	294,118

The net assets recognized in the December 31, 2024 financial statements were based on a provisional assessment of the fair value. The Company recognized the non-controlling interests using fair value method. Upon acquisition, PPHC recognized goodwill amounting to ₱273.1 million attributable to the increase in market share and will not be deductible for tax purposes.

From the date of acquisition, JEPP's revenues and net income amounting to ₱316.4 million and ₱123.5 million, respectively, formed part of the 2024 consolidated statement of income. If the combination had taken place at the beginning of the year, JEPP's total contribution to revenues and net income to the 2024 consolidated statements of income would have been ₱316.4 million and ₱100.2 million, respectively.

The net cash outflow related to the acquisition is as follows:

	Amount
Cash payments relating to acquisition	294,118
Less cash of acquired subsidiaries	(5,043)
Net cash outflow	289,075

ii. Acquisition of St. Jude College - Cavite by PEHI

On December 6, 2024, PEHI entered into a deed of absolute sale of shares agreement to acquire a 94.62% ownership in St. Jude College – Cavite.

The fair value of the identifiable assets and liabilities of the acquiree as at the date of the acquisition are as follows:

	Fair Values Recognized at Acquisition Date
Total assets:	
Cash and cash equivalents	5,277
Property, plant and equipment	89,504
Other assets	18,015
Total assets	112,796
Total liabilities:	
Trade and other payables	(183,194)
Pension	(3,167)
Total liabilities	(186,361)
Total identifiable net liabilities assumed	(73,565)
Add: Proportionate share of NCI in net liabilities assumed	3,958
Goodwill arising from acquisition	154,200
Purchase consideration transferred	84,593

The net liabilities assumed in the December 31, 2024 financial statements were based on a provisional assessment of the fair value. The Company recognized the non-controlling interests at their proportionate share of the acquired net identifiable liabilities.

The net cash outflow related to the acquisition is as follows:

	Amount
Cash payments relating to acquisition	84,593
Less cash of acquired subsidiaries	(5,277)
Net cash outflow	79,316

From the date of acquisition, SJC Cavite’s revenues and net income amounting to ₱19.4 million and ₱8.0 million, respectively, formed part of the 2024 consolidated statement of income. If the combination had taken place at the beginning of the year, SJC Cavite’s total contribution revenues and net loss in the 2024 consolidated statements of income would have been ₱142.5 million and ₱111.7 million, respectively.

iii. Acquisition of PHINMA Property Holdings Corporation, ABCIC Property Holdings, Inc. PHINMA Hospitality and PHINMA Microtel Hotels, Inc.

On July 17, 2023, the Parent Company and PHINMA, Inc., executed a Deed of Sale for the purchase of investments of PHINMA, Inc. in the following Companies:

Company	Description	PHINMA, Inc.'s Direct Ownership	Transaction Value (₱ in millions)
PPHC	Holding company of the Company's property development arm	36.71%	588.9
PHI	Management company of the Company's Microtel and TRYP hotels; part-owner in 7 hotels	63.77%	251.2
PHINMA Microtel	Master franchisor of Microtel and TRYP hotels in the Philippines	51.00%	21.2
APHI	Owner of real estate properties	63.47%	409.4
Total			1,270.7

The fair value of the identifiable assets and liabilities of the acquiree as at the date of the acquisition are as follows:

Company	PPHC	PHI	PHINMA Microtel	APHI
Current assets	5,872,075	177,847	72,639	119,008
Noncurrent assets	958,256	271,740	3,172	250,352
Total assets	6,830,331	449,587	75,811	369,360
Current liabilities	(4,255,742)	(22,216)	(17,530)	(592)
Noncurrent liabilities	(1,258,421)	(10,248)	(11,070)	(70)
Total Liabilities	(5,514,163)	(32,464)	(28,600)	(662)
Net assets acquired	1,316,168	417,123	47,211	368,698

The net cash outflow related to the acquisition is as follows:

	Amount
Cash payments relating to acquisition	1,270,699
Less cash of acquired subsidiaries	287,337
Net cash outflow	983,362

The Parent Company and all the entities above are subsidiaries of PHINMA, Inc. before and after the business combination. Thus, the acquisition was accounted for as business combination under common control for which pooling of interests method was applied in the preparation of the consolidated financial statements. The assets, liabilities and equity of the acquired businesses are included in the consolidated financial statements at their carrying amounts. Financial information for periods prior to the date of business combination was not restated.

Under the pooling of interests method:

- The assets and liabilities of the combining entities are reflected at their carrying amounts;
- No adjustments are made to reflect fair values, or recognize any new assets or liabilities at the date of combination. The only adjustments would be to harmonize accounting policies between the combining entities;
- No "new" goodwill is recognized as a result of the business combination;
- Any difference between the consideration transferred and the net assets acquired is reflected within equity;
- The consolidated statement of income in the year of acquisition reflects the results of the combining entities starting when the combination took place.

The combination resulted to equity adjustment from common control business combination, included under "Equity reserves" account, amounting to ₱636.4 million. It also resulted to increase in "Non-controlling interests" account amounting to ₱573.9 million and decreases in "Retained earnings", "Other comprehensive income" and "Share in other comprehensive income of associates and joint ventures accounts amounting to ₱10.6 million, ₱14.3 million and ₱9.6 million, respectively.

6. Transactions with Non-controlling Interests and Others Changes in Ownership

Dilution and Acquisition of Ownership Interest of NCI in SWU

On April 26, 2024, PEHI acquired additional 226,922 common shares of SWU for a total consideration of ₱835.2 million, which increased its ownership interest to 97.76%. The acquisition resulted to the decrease in "Non-controlling interest" and "Equity reserves" accounts in the statements of changes in equity by ₱443.5 million and ₱391.7 million, respectively.

Dilution of Ownership Interest in PEHI

Issuance of shares from SPP

On July 14, 2023, PEHI's stock purchase plan was approved by its Board of Trustees and shareholders. The stock sharing plan was offered to PEHI's executives and employees with more than 1 year of service as of March 31, 2023. For the year ended December 31, 2024, PEHI granted 638,570 shares to its employees with a fair value at grant date of ₱58.9 million (2023 – nil). This resulted to a corresponding decrease of the Parent Company's ownership interest in PEHI amounting to ₱8.4 million (2023 – nil) or to 75.01%. The transaction resulted to the decrease in "Equity reserves" and increase to "Non-controlling interests" accounts by ₱8.4 million and ₱58.9 million, respectively.

Call and Put Option over the NCI in PEHI and Issuance of shares to NCI

In 2021, PEHI and the Parent Company signed a Shareholders Agreement with third party investors (the "Investors") who acquired non controlling interest in PEHI. As part of the signed investment agreement of PEHI and the Investors, in the event that an initial public offering (IPO) of PEHI is not completed on the fifth anniversary of the agreement, the Investors have an irrevocable right and option to sell to and obligate the Parent Company to purchase all or portion of their shares (put option). On the other hand, the Parent Company has an irrevocable right and option to purchase and obligate all of the Investors to sell all of its shares under certain conditions.

The exercise price of the options is based at a price that generates 10% internal rate of return, based on the investor US dollar subscription price per share, which is calculated at the agreed exchange rate for the period beginning on the closing date and ending on the date of the relevant notice.

Asian Development Bank (ADB) invested 1.1 million shares of PEHI for a total consideration of ₱625.0 million. The stock purchase agreement contains call and put options and as a result, additional non-controlling interest put liability is recognized.

The transactions described above resulted to recognition of “Non-controlling interest put liability” amounting to ₱2,570.6 million as at 2023, and derecognition of “Non-controlling interests” amounting to ₱133.8 million 2023, with the difference recorded as “Equity reserves” amounting to ₱248.5 million in 2023.

For the year ended December 31, 2024 , accretion of interest in the put liability amounts to ₱336.8 million, presented in the statements of changes in equity as decreases in “Equity Reserves” and “Non-controlling interest” amounting to ₱279.0 million and ₱57.7 million, respectively.

On May 21, 2024, PEHI signed an investment agreement with Phoenix Investments II Pte. Ltd (Phoenix II), an investment vehicle of funds managed by KKR, a leading global investment firm, relating to the issuance of newly issued shares. Concurrently, Phoenix II entered into an agreement to acquire all of the shares in PEHI owned, directly or indirectly, by Asian Development Bank (ADB), Nederlandse Financierings-Maatschappij voor Ontwikkelingslanden N.V. (FMO) and Kaizen Private Equity II Pte. Ltd. (Kaizen) and a termination agreement between PHN and the original shareholders was executed.

In the fourth quarter of 2024, all of the completion obligation requirements indicated in the new shareholder agreement and termination agreement were met. Following the completion of the two transactions, ADB, FMO and Kaizen will no longer be shareholders of PEHI and PHN derecognized the put liability amounting to ₱2,907.4 million and the related reserve in equity amounting to ₱1,449.5 million, and increased the non-controlling interest by ₱1,458.0 million.

In October 2024, PEHI sold 25,132,793 shares to Phoenix Investments II Pte LTD (KKR) for a total consideration of ₱2,439.7 million. The transaction resulted to the increase in “Equity reserves” and “Non-controlling interests” accounts in the statements of changes in equity by ₱977.6 million and ₱1,462.1 million, respectively.

The transactions described above, further reduced the Company’s ownership in PEHI to 66.41% as at December 31, 2024.

Acquisition of Ownership Interest of NCI in PEHI

On July 17, 2023, the Parent Company acquired the shares in PEHI held by PHINMA, Inc. for a total cost of ₱1,064.8 million, which increased its ownership interest to 75.21%. The transaction resulted to the decrease in “Non-controlling interests” and “Equity reserves” accounts in the statements of changes in equity by ₱542.4 million and ₱522.3 million, respectively.

Dilution and Acquisition of Ownership Interest of NCI in AU

On September 1, 2023, PEHI acquired 32,361 shares in AU for a total cost of ₱3.79 million, which increased its ownership interest to 97.76%. The transaction resulted to the decrease in “Equity reserves” and “Non-controlling interests” accounts in the statements of changes in equity by ₱3.1 million and ₱0.7 million, respectively.

Buy back of UGC shares

On May 22, 2024, UGC acquired 780,811 shares of its own common shares under stock purchase plan from retired employees for ₱6.98 million which increased the Company's ownership interest to 98.64%. The transaction resulted to the decrease in "Equity reserves" and increase to "Noncontrolling interests" accounts by ₱31 million and ₱24 million, respectively.

Acquisition of ownership interest in PMC

In Q4 2024, ANFLO Management and Investment Corporation subscribed to 30% ownership interest in PMC for a total consideration of ₱208.3 million.

7. Material Partly-owned Subsidiaries

Financial information of subsidiaries that have material NCI are provided below:

Proportion of equity interest held by NCI in 2024 and 2023 are as follows:

	NCI Percentage of Ownership	
Name	**2024**	2023
API	**42.38**	42.38
PPHC and subsidiaries	**5.99**	5.99
PCC	**40.00**	40.00
PEHI and subsidiaries	**33.58**	24.79

Accumulated balances of material NCI as at December 31 are as follow:

Name	**2024**	2023
PEHI and subsidiaries	**4,060,287**	1,347,026
PCC	**973,950**	885,152
PPHC and subsidiaries	**796,505**	318,842
API	**162,023**	189,808

Profit (loss) allocated to material NCI for the years ended December 31 follows:

Name	**2024**	2023
PEHI and subsidiaries	**538,858**	251,216
PCC	**88,798**	134,536
PPHC	**2,526**	3,490
API	**(1,301)**	7,434

The summarized financial information of these subsidiaries are provided below. This information is based on amounts before inter-company eliminations.

Summarized total assets and liabilities as at December 31, 2024 and 2023 are as follows:

	PPHC and subsidiaries	PEHI and subsidiaries	API	PCC
2024				
Current assets	**7,655,734**	**6,915,371**	**66,956**	**7,010,952**
Noncurrent assets	**2,771,855**	**14,064,961**	**283,551**	**4,083,782**
Total assets	**10,427,589**	**20,980,332**	**350,507**	**11,094,734**
Current liabilities	**7,007,812**	**7,342,116**	**52,414**	**8,090,743**
Noncurrent liabilities	**1,188,742**	**3,413,592**	**-**	**144,116**
Total liabilities	**8,196,554**	**10,755,708**	**52,414**	**8,234,859**
2023				
Current assets	6,898,713	4,531,476	112,950	4,656,472
Noncurrent assets	1,012,287	11,759,680	289,145	4,090,432
Total assets	7,911,000	16,291,156	402,095	8,746,904
Current liabilities	4,774,291	3,619,863	52,189	4,696,188
Noncurrent liabilities	1,130,710	4,752,096	-	1,545,834
Total liabilities	5,905,001	8,371,959	52,189	6,242,022

Summarized statements of comprehensive income for the year ended December 31, 2024 and 2023:

	PPHC and subsidiairies	PEHI and subsidiaries	API	PCC
2024				
Revenues	**2,342,133**	**(2,652,148)**	**3,458**	**9,467,919**
Cost of sales	**(1,358,186)**	**(2,018,437)**	**-**	**(8,400,222)**
Administrative and selling expenses	**(765,465)**	**(241,040)**	**(519)**	**(420,435)**
Finance costs	**(397,174)**	**60,362**	**-**	**(371,946)**
Other income - net	**121,716**	**1,535,518**	**(5,594)**	**20,956**
Income (loss) before income tax	**(56,976)**	**(3,315,745)**	**(2,655)**	**296,272**
Income tax	**(41,305)**	**1,364,354**	**(415)**	**(74,053)**
Net income (loss)	**(98,281)**	**(1,951,391)**	**(3,070)**	**222,219**
Other comprehensive income (loss)	**(6,334)**	**1,348,279**	**-**	**(367)**
Total comprehensive (loss) income	**(104,615)**	**(603,112)**	**(3,070)**	**221,852**
2023				
Revenues	1,915,503	5,438,698	3,588	8,664,116
Cost of sales	(1,068,166)	(2,405,211)	-	(7,821,066)
Administrative and selling expenses	(391,002)	(1,600,733)	(1,509)	(289,544)
Finance costs	(122,759)	(210,544)	-	(261,349)
Other income - net	32,578	17,960	15,409	19,866
Income before income tax	366,154	1,240,170	17,488	312,023
Income tax	(84,009)	(45,994)	-	24,266
Net income	282,145	1,194,176	17,488	336,289
Other comprehensive income (loss)	(11,440)	(24,638)	-	(1,785)
Total comprehensive income	270,705	1,169,538	17,488	334,504

Summarized statements of cash flows for the year ended December 31, 2024 and 2023:

	PPHC and subsidiaries	PEHI and subsidiaries	API	PCC
2024				
Operating	**(793,301)**	**1,017,995**	**1,783,161**	**(1,582,093)**
Investing	**(234,182)**	**(4,092,466)**	**(50,771,161)**	**(291,514)**
Financing	**1,078,483**	**3,099,485**	**-**	**1,950,204**
Net (decrease) increase in cash and cash equivalents	**51,000**	**25,014**	**(48,988,000)**	**76,597**
Dividends paid to non-controlling interests	**-**	**351,231**	**20,657**	**-**
2023				
Operating	(1,074,261)	67,667,789	16,316	435,491
Investing	(25,769)	(68,794,704)	2,324	(365,809)
Financing	789,987	804,306	-	138,595
Net increase (decrease) in cash and cash equivalents	(310,043)	(322,609)	18,640	208,277
Dividends paid to non-controlling interests	-	259,994	-	40,000

8. Cash and Cash Equivalents

This account consists of:

	2024	2023
Cash on hand and in banks	**2,005,188**	2,115,094
Short-term deposits	**1,091,365**	790,819
	3,096,553	2,905,913

Cash in banks earn interest at the prevailing bank deposit rates. Short-term deposits are made for varying periods of up to three months depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates.

Interest income from cash and cash equivalents amounted to ₱53.8 million for the year ended December 31, 2024 (2023 - ₱69.5 million; 2022 - ₱29.6 million) (Note 25).

9. Investments Held for Trading

This account consists of investments in:

	2024	2023
Unit Investment Trust Funds (UITFs)	**1,337,191**	371,412
Marketable equity securities	**3,670**	3,684
	1,340,861	375,096

Investments held for trading have yields ranging from 3.95% to 5.12% for the year ended December 31, 2024, (2023 - 3.83% to 5.00% ; 2022 - 1.25% to 1.84%).

Movement in the investments held for trading for the years ended December 31 are as follows:

	2024	2023
At January 1	**375,096**	654,316
Additions	**2,450,228**	68,000
Sale of investments	**(1,484,463)**	(347,220)
At December 31	**1,340,861**	375,096

Additions to investments held for trading as at December 31, 2022 amounted to ₱1,468.2 million.

Proceeds from the sale of investments for the year ended December 31, 2024 amounts to ₱1,496.9 million (2023 - ₱507.4 million; 2022 - ₱2,136.4 million), resulting to gains from investments held for trading amounting to ₱12.4 million for the year ended December 31, 2024 (2023 - ₱15.1 million; 2022 - ₱11.7 million) (Note 25).

10. Trade and Other Receivables

This account consists of:

	Notes	2024	2023
			(As restated)
Receivables from customers		**8,398,405**	6,058,404
Advances to suppliers and contractors		**2,717,255**	1,944,760
Loans receivables		**218,898**	379,486
Accrued interest receivables		**516,873**	440,276
Advances to other third parties		**278,434**	540,518
Due from related parties	32	**181,356**	150,870
Rent receivable		**113,727**	112,662
Advances to officers and employees		**118,315**	61,793
Others		**575,165**	427,844
		13,118,428	10,116,613
Less allowance for ECLs		**(1,780,639)**	(1,524,697)
		11,337,789	8,591,916
Less: Noncurrent portion		**350,248**	331,719
		10,987,541	8,260,197

Receivables from customers include receivables from sale of roofing and other steel products to customers which are normally on a 30 to 60-day term. Receivables from customers also include tuition and other school fees receivables which are normally collected within the current school semester.

Receivables from customers also includes PPHC's trade receivables with detailed nature below:

- Retention Receivables

  Retention receivables includes those arising from sale of real estate under HDMF financing and those from construction contracts.

  Retention receivables from HDMF represent amounts withheld by HDMF on the Group's loan take-out of sales of condominium and housing units availed under HDMF financing scheme. These are released to the Group within two years from the date of loan take-out. Day 1 loss, as a result of discounting, recognized in relation to retention receivables from loan take-outs amounted to P13.3 million for the year ended December 31, 2024 (2023 - ₱9.7 million; 2022 - nil). Interest income from accretion in value amounted to P11.5 million for the year ended December 31, 2024 (2023 -P10.5 million; 2022 – nil).

  Retention receivable from construction contracts represents the amount retained by the contract owner as security for any construction defects and other non-compliance from the specifications and shall be released after the period as indicated in the contract.

  As at December 31, 2024, retention receivables amount to ₱430,674 (2023 - ₱405,810).

- Real Estate ICR

  Real estate ICR consist of accounts collectible in equal monthly installments with various terms up to a maximum of ten (10) years. These are carried at amortized cost. The corresponding titles to the condominium and housing unit sold under this arrangement are transferred to the buyers only upon full payment of the contract price. Real estate ICR are subject to 16.0% interest rate per annum in 2024 and 2023.

  Interest income earned from real estate ICR for the year ended December 31, 2024 amounted to ₱25.3 million (2023 - ₱24.4 million; 2022 - nil) (Note 25). As at December 31, 2024, real estate ICR amounts to ₱72,084 (2023 - ₱199,582).

  In 2023, PPHC entered into an agreement to sell receivables without recourse with a local financial institution whereby the Company sold its installment contracts. The carrying value of real estate ICR and contract assets sold amounted to ₱83.8 million. Sale of receivables were not made in 2024.

- Construction Contracts Receivable

  Construction contract receivables principally consist of receivables arising from third-party construction projects. These receivables are based on progress billings provided to customers over the period of construction and are normally collected within 30 days.

  As at December 31, 2024, construction contracts receivable amounts to ₱63,775 (2023 - ₱90,598). No interest income earned from construction receivables as a result of delays in 2024 and 2023.

- Property Management Receivables

  Receivables from property management services are claims from condominium corporations and unit owners for the services rendered by the Group. These are generally on a 30-day credit term. As at December 31, 2024, property management receivables amount to ₱82,433 (2023 - ₱88,782).

Advances to suppliers and contractors are noninterest-bearing and normally received within the next financial year. This account mainly consists of safeguard duties paid to Bureau of Customs in relation to the PCC's importation of cement. In October 2019, PCC filed a petition with the Court of Tax Appeals (CTA) to reverse and nullify the imposition by the Department of Trade and Industry (DTI) of safeguard duties on its importation of cement during the year. As at December 31, 2024 and 2023, safeguard duties paid amounted to ₱1,242.6 million.

Loan receivables

Loans receivables as at December 31 consist of:

	Note	**2024**	2023
Related party	32	**198,596**	178,221
Third party		**20,302**	21,304
		218,898	199,525

The loans receivables from third parties mainly consist of 10-year interest-bearing loans to a third party that are collectible on quarterly installments beginning January 1, 2024. Non-current portion of the loans receivable as at December 31, 2024 amounts to ₱7.5 million (2023 - ₱8.0 million).

Accrued interest receivables are normally collected within the next financial year. Interest income from trade and other receivables for the year ended December 31, 2024 amounted to ₱190.1 million (2023 - ₱35.2 million; 2022 - ₱9.9 million) (Note 25). Of the total interest income from trade and other receivables, ₱133.6 million pertains to the significant financing component (2023 and 2022 – nil) (Note 25).

Advances to other third parties mainly represent advances to utility companies, brokers and agents. It also include PPHC's advances to condominium corporations for the out-of-pocket costs paid while in the process of establishing the condominium corporations and receivables from the related parties of SWU before the takeover of the Company in April 2015.

The terms and conditions of the amounts due from related parties are discussed in Note 32.

Rent receivables are noninterest-bearing and are collectible within the next financial year.

Advances to officers and employees pertain to advances made to officers and employees for business transactions they enter on behalf of the Company. These are normally liquidated within a year.

Other receivables include receivables from Social Security System (SSS) and Philippine Health Insurance Corporation (Philhealth), which are noninterest-bearing and are normally collected within the next financial year.

Movements in the allowance for ECLs are as follows:

	Note	Customer	Others	Total
2024				
Balance at January 1, 2024		**1,376,992**	**147,705**	**1,524,697**
Provisions	27	**264,788**	**1,571**	**266,359**
Write-off		**(32)**	**-**	**(32)**
Reclassification	24	**(39,648)**	**29,263**	**(10,385)**
Balance at December 31, 2024		**1,602,100**	**178,539**	**1,780,639**
2023				
Balance at January 1, 2023		1,230,484	146,935	1,377,419
Provisions	27	87,376	725	88,101
Write-off		(22,747)	-	(22,747)
Acquisition through business combination		81,879	45	81,924
Balance at December 31, 2023		1,376,992	147,705	1,524,697

For the year ended December 31, 2024, the Company reclassified a portion of its allowance for ECL from customers to others and contract assets amounting to ₱29.3 million and ₱10.4 million, respectively (2023 – nil) (Note 24).

11. Inventories

This account consists of:

	Note	**2024**	2023
			(As restated)
At cost:			
Land and development cost		**2,802,856**	1,218,512
Finished goods	41	**2,110,378**	1,467,898
Raw materials		**362,312**	248,514
Spare parts and other		**190,703**	-
Condominium and housing units for sale		**153,565**	179,625
Other inventories		**177,742**	133,168
		5,797,556	3,247,717
At net realizable value:			
Finished goods		**16,231**	**-**
Spare parts and others		**-**	93,033
Other inventories		**23,562**	14,516
		39,793	107,549
Less: Allowance for inventory write down		**(7,255)**	(6,708)
		32,538	100,841
		5,830,094	3,348,558

Movements in the land and development costs and condominium and housing units for sale are as follows:

	Notes	**2024**	2023
Land and development costs			
Balance at beginning of year		**1,218,512**	-
Recognized as cost of sale - net of cancelled sales	26	**(1,034,576)**	(765,685)
Land and development cost		**2,389,101**	87,482
Land acquired during the year		**229,800**	141,560
Capitalized depreciation	30	**19**	19
Acquisition through business combination		**-**	1,755,136
Balance at end of year		**2,802,856**	1,218,512
Condominium and housing units for sale			
Balance at beginning of year		**179,625**	-
Recognized as cost of sale – net of cancelled sales	26	**(26,060)**	(80,114)
Acquisition through business combination		**-**	259,739
Balance at end of year		**153,565**	179,625

Real estate inventories recognized as costs of sales for the year ended December 31, 2024 amounted to ₱1,060.6 million (2023 - ₱909.1 million; 2022 - nil) (Note 26). Cost of real estate sales includes acquisition cost of land, amount paid to contractors, development costs and other costs attributable to bringing the real estate inventories to their intended condition. There are no borrowing costs capitalized in 2024 and 2023.

Under the terms of the agreements covering liabilities under trust receipts, certain inventories amounting to ₱695.1 million as at December 31, 2024 (2023 - ₱883.1 million), have been released to UGC and PCC in trust for the banks. UGC and PCC are accountable to the banks for the inventories under trust or its sales proceeds.

Trust receipts payable pertains to short-term import loans from banks for purchases of inventories from foreign suppliers with annual interest ranging from 6.6% to 7.5% for the year ended December 31, 2024 (2023 – 7.5%) and maturities ranging from 90 days to 182 days (2023 – 60 days to 90 days). UGC and PCC opened lines of credit with local banks that would initially pay the suppliers' banks for the cost of imported goods upon the receipt of the commercial invoice from the supplier.

Finished goods mainly represent roofing and other steel products of UGC.

The cost of spare parts and other inventories carried at net realizable value amounted to ₱28.5 million as at December 31, 2024 (2023- ₱107.5 million).

The Company has allowance for inventory write-down amounting to ₱7.3 million as at December 31, 2024 (2023 - ₱6.7 million).

The movements in allowance for inventory write-down for the years ended December 31 follow:

	2024	2023
Balance at beginning of year	**6,708**	10,773
Provisions (reversals), net	**547**	(4,065)
Balance at end of year	**7,255**	6,708

For the year ended December 31, 2023, the Company reversed the allowance for inventories amounting to ₱4.3 million related to inventories that were disposed or sold after the allowance was recognized. There are no reversals of inventories for the year ended December 31, 2024.

Cost of inventories sold, presented as inventories used under cost of sales, for the year ended December 31, 2024 amounted to ₱11,414.6 million (2023 - ₱10,716.5 million; 2022 - ₱10,694.9 million) (Note 26).

Depreciation charges were capitalized to “Land and development” for the year ended December 31, 2024 amounting to ₱19 (2023 - ₱19; 2022 - nil) (Note 30).

There are no real estate inventory used as collateral or pledged as security to secure the borrowings of the Group.

12. Investment in and Advances to Associates and Joint Ventures

Investments and advances to associates and joint ventures as at December 31 consist of:

	2024	2023
Interests in joint ventures	**694,604**	509,406
Investment in associates	**166,436**	107,819
Advances to associates	**-**	1,299
	861,040	618,524

The Company’s associates and joint ventures consist of the following:

	Percentage of Ownership (Effective)	
	2024	2023
Interests in joint ventures:		
PHINMA Saytanar Education Company Limited (PHINMA Saytanar) [c]	**37.61**	37.61
PT Ind-Phil Management (IPM) [c]	**51.69**	51.69
Investment in associates:		
Diniwid Beach Hotel Corp. (DBHC) [s]	**36.46**	36.46
First Batangas Hotel Corp (FBHC) [a]	**35.83**	35.83
Nemo Beach Hotel Corp. (NBHC) [a]	**16.93**	16.93
First Commonwealth Hotel Corp.(FCHC) [a]	**16.93**	16.93
South Forbes Silangan Hotel Corp. (SFSHC) [a]	**25.39**	25.39
Inphin8 Space, Inc. (InPHIN8) [b]	**34.56**	34.56
Phinma Properties Sales and Marketing Inc. (PPSMI) [b]	**30.72**	-
DITC Bulk Terminal, Inc. (DBTI) [d]	**18.00**	-

[a] *Indirect ownership through PHI.*
[b] *Indirect ownership through PPHC.*
[c] *Indirect ownership through PEHI.*
[d] *Indirect ownership through PCC*

Interests in Joint Ventures

PHINMA Saytanar and IPM were incorporated in Myanmar and Indonesia, respectively. The reporting period of the joint ventures end at December 31. The detailed carrying values of interests in joint ventures (accounted for under the equity method) are as follows:

	2024	2023
IPM	**694,604**	509,406
PHINMA Saytanar	**-**	-
	694,604	509,406

The movements and details of the investments in joint venture are as follows:

	2024	2023
Acquisition costs:		
Balance at beginning of year	**509,793**	344,769
Additions	**206,066**	165,024
Balance at end of year	**715,859**	509,793
Accumulated equity in net (losses) earnings:		
Balance at beginning of year	**(387)**	4,641
Equity in net losses	**(20,868)**	(5,028)
Balance at end of year	**(21,255)**	(387)
	694,604	509,406

The Company has no material joint venture as at December 31, 2024 and 2023.

The aggregate comprehensive (loss) income of joint ventures that are not individually material follows:

	2024	2023	2022
Share in net (loss) income/ total comprehensive (loss) income	**(₱20,868)**	(₱5,028)	₱466

Following are the status of operations and significant transactions of the interests in joint ventures:

a. IPM

On February 11, 2019, PEHI signed a Joint Venture Agreement with Tripersada Global Manajemen to form IPM for a 66.00% ownership of PEHI and 34.00% owned by Tripersada. In February 2019, PEHI invested US$2.6 million (equivalent to ₱133.2 million) into the joint venture. IPM has commenced its operations in June 2019.

On September 19, 2022, PEHI infused additional capital to IPM amounting to ₱109.2 million. This resulted to change in ownership interest from 66% to 68.72%.

On December 6, 2024, PEHI infused additional capital to IPM amounting to ₱206.7 million. No change in the ownership interest of 68.72%.

There were no dividends received for the years ended December 31, 2024, 2023 and 2022.

b. PHINMA Saytanar

In February 2018, PEHI entered into a Joint Venture Agreement (JVA) with T K A H Company Ltd. (TKAH) to establish PHINMA Saytanar in Yangon, Myanmar to provide training in vocational courses in caregiving, particularly in the care of children, the elderly, persons with disabilities, and other cases requiring specialized care. Through the joint venture, the parties aim to provide various technical vocational education and training (TVET) programs and upon the issuance and clarification of rules and regulations in Myanmar, open a higher educational institution or college that will offer various undergraduate courses including courses in Business, Information Technology, Hospitality, Nursing, Healthcare and other disciplines.

PHINMA Saytanar have an initial capital stock of US$50,000, consisting of 100 shares at US$500 per share. Fifty percent shall be owned by PEHI, while the remaining fifty percent shall be owned by TKAH.

In May 2020, PHINMA Saytanar has ceased its operations pending formal filing with regulators. The investment is fully impaired as at December 31, 2024 and 2023.

The details of the Company's interest in Phinma Saytanar as at December 31, 2024 and 2023 are as follows:

	2023
Interest in joint venture - cost:	
Balance at beginning and end of year	13,661
Accumulated equity in net losses	
Balance at beginning and end of year	(6,076)
Net investment	7,585
Allowance for impairment in investments	(7,585)
	-

Investment in Associates

The Company's associates are all incorporated in the Philippines. The reporting period of the associates ends at December 31 as the end of reporting period. The detailed carrying values of investments in associates (accounted for under the equity method) are as follows:

	2024	2023
DBTI	**56,605**	-
DBHC	**33,774**	35,178
SFSHC	**30,473**	29,314
FBHC	**22,683**	21,952
NBHC	**9,168**	10,147
FCHC	**8,863**	8,774
InPHIN8	**4,202**	2,454
PPSMI	**668**	-
	166,436	107,819

The movements and details of the investments in associates are as follows:

	2024	2023
Acquisition costs		
Balances at beginning of year	**149,471**	1,535,212
Addition	**58,605**	**-**
Reclassificiation from advances to associate	-	328,110
Acquisitions through business combination	-	149,471
Reclassification to subsidiaries	-	(1,863,322)
Balances at end of year	**208,076**	149,471
Accumulated equity in net losses		
Balances at beginning of year	**(41,652)**	(825,859)
Equity in net earnings (loss)	**1,705**	(76,568)
Dividends	**(1,693)**	-
Acquisition through business combination	-	(41,231)
Reclassification to subsidiaries	-	902,006
Balances at end of year	**(41,640)**	(41,652)
Share in other comprehensive income of associates		
Balances at beginning of year	-	25,764
Acquisition through business combination	-	(9,608)
Share in other comprehensive loss	-	(201)
Reclassification to subsidiaries	-	(15,955)
Balances at end of year	-	-
	166,436	107,819

The Company has no material associates as at December 31, 2024 and 2023.

The aggregate comprehensive income (loss) of associates that are not individually material follows:

	2024	2023	2022
Share in net income (loss)	**1,705**	(76,568)	57,548
Share in other comprehensive loss	**-**	(201)	(1,729)
Share in total comprehensive income (loss)	**1,705**	(76,769)	55,819

InPHIN8

On June 11, 2019, InPHIN8 was incorporated and registered with the SEC. InPHIN8 is a company incorporated in the Philippines and involved in co-working space services thru providing facilities and equipment in connection therewith, extending all relevant support services, and undertaking any and all activities which may be required for the purpose of said business.

For the year ended December 31 2024, PPHC has a total share in net income amounting to ₱1.7 million (2023 - ₱1.8 million).

The financial year end date of InPHIN8 is June 30. This was the reporting date established when InPHIN8 was incorporated.

PPSMI

On March 6, 2023, PPSMI was incorporated and registered with the SEC. PPSMI was established with the primary purpose of selling, marketing, leasing of real estate products. PPHC invested P2 million in PPSMI which is equivalent to a 40% ownership during 2024.

DBTI

On September 25, 2024, Philcement Corporation executed a subscription contract with Davao International Container Terminal to create the entity DBTI. DBTI is incorporated to oversee the construction and operation of a 200-meter Berth 5/bulk terminal intended for cement and cementitious materials.

The movement in advances to associate is as follows:

	2024	2023
Balance at beginning of year	**1,299**	328,110
Conversion to subsidiary	**-**	(328,110)
Advances during the year	**-**	276,000
Reclassification as a result of being a subsidiary	**-**	(276,000)
Acquisition through business combination	**-**	6,299
Collections	**(1,299)**	(5,000)
Balance at end of year	**-**	1,299

13. Financial Assets at FVPL

This account consists of:

	2024	2023
Investment in preferred shares	**2,042,183**	1,916,238

On September 18, 2019, the Parent Company executed a Term Sheet with Song Lam Cement Joint Stock Company (Song Lam), Vissai Ninh Binh Joint Stock Company (Vissai) and Hoang Manh Truong (Sponsor) for the investment of US$50.0 million via preferred shares in Song Lam. Song Lam manufactures, markets, distributes and exports clinker, cement and cement products and is a supplier of PCC, a 60%-owned subsidiary of PHN. Vissai is the parent company of Song Lam which owns and manages five cement plants in Vietnam.

In January 2020, the Parent Company, Song Lam, Vissai and Hoang Minh Truong entered into share subscription agreement related to the Parent Company's subscription of the new preferred shares of Song Lam. An advance payment of 10% equivalent to US$5.0 million was made on November 26, 2019 and the 90% balance or US$45.0 million was paid on May 18, 2021. The total US$50.0 million investment has an equivalent peso amount of ₱2.39 billion on May 18, 2021.

The preferred shares are entitled to receive an annual fixed cumulative dividend of 7.5%, independent of Song Lam's business outcome and regardless of operating business results of Song Lam and the existence of retained earnings. For the year ended December 31, 2024, the investment income recognized from the dividends in Song Lam amounts to ₱217.5 million (2023 - ₱207.6 million; 2022 - ₱209.1 million) (Note 25).

The preferred shares shall be convertible to common shares after two (2) years from issuance thereof. The Parent Company may convert the preferred shares between the last day of the second (2nd) year after issuance thereof until the end of the seventh (7th) year following said issuance.

The Parent Company has the option to sell the preferred shares or converted shares to Vissai, the Sponsor or Song Lam at a price equivalent to seventy-five million US Dollars (US$75,000,000.00), less the amount of preferred dividends received by the Parent Company. The put option may be exercised by the Parent Company after five (5) years from closing and until the end of the seventh (7th) year from said closing.

The Parent Company performs valuation of embedded derivatives and financial assets at FVPL at every reporting date using Cox-Ross-Rubenstein Binomial Lattice Model (Binomial Model). This requires an estimation of the expected future cash flows from the investee and applying a discount rate to calculate the present value of these cash flows. The discount rate uses the weighted average cost of capital (WACC) which incorporates the median debt-to-equity ratios and median beta of comparable companies as well as applying an alpha based on small-risk premium. The cash flow projections cover a five-year period.

The significant assumptions used in the fair value computation as at December 31, 2024 and 2023 are as follows:

a. The discount rate applied to cash flow projection is 14.79% and 14.84%, respectively.
b. The terminal value in the discounted cash flow uses 6.10% and 5.8% long-term growth rate based on expected Vietnam Gross Domestic Product (GDP) growth rate in 2024 and 2023, respectively.
c. The binomial model uses 33.3% and 38.06% average volatility of comparable companies' quarterly historical prices and used interquartile range to consider outliers in 2024 and 2023, respectively.
d. The option-adjusted spread computed at inception from the binomial model is 9.93% in 2024 and 2023.

The unrealized gain (loss) on change in fair value of financial assets at FVPL amounted to ₱125.9 million, (₱292.9) million and ₱103.8 million in 2024, 2023 and 2022, respectively.

The derivative asset arising from the put option amounted to ₱1,000.6 million as at December 31, 2024 (2023 - ₱889.7 million). The unrealized gain on change in fair value of the derivative asset amounted to ₱110.9 million, ₱241.2 million and ₱142.6 million in 2024, 2023 and 2022, respectively.

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption of the end of the reporting period, assuming all other assumptions were held constant:

	Increase (Decrease) in the fair value of financial asset at FVPL		Increase (Decrease) in the derivative asset	
	2024	2023	**2024**	2023
Discount rate:				
Increase by 1%	**(157,352)**	(144,187)	**134,229**	75,015
Decrease by 1%	**223,759**	195,906	**(180,488)**	(143,796)
Terminal value rate:				
Increase by 1%	**134,229**	141,037	**(137,077)**	(113,907)
Decrease by 1%	**(128,141)**	(108,849)	**108,279**	50,102
Volatility rate				
Increase by 1%	**430**	6,541	**2,765**	(23,323)
Decrease by 1%	**(15,389)**	(9,185)	**9,911**	(22,715)
Option-adjusted spread rate				
Increase by 1%	**(68,708)**	(72,241)	**23,420**	(17,675)
Decrease by 1%	**82,559**	81,596	**(36,116)**	(39,300)

14. Financial Assets at FVOCI

This account consists of:

	2024	2023
Non-listed equity securities	**86,516**	92,558
Investment in club shares	**52,497**	70,550
	139,013	163,108

Investment in equity investments pertain to shares of stock and club shares which are not held for trading as shown below.

	2024	2023
Unquoted		
Beacon Property Ventures, Inc.	**63,667**	65,473
Manila Cordage	**14,243**	14,773
Others	**8,606**	9,695
Quoted		
Manila Polo Club	**50,250**	55,000
Alabang Country Club, Inc. B	–	15,000
Others	**2,247**	3,167
	139,013	163,108

The Company has irrevocably designated the equity instruments at FVOCI, as the Company considers these investments to be strategic in nature. The dividends received were ₱0.6 million in 2024. There were no dividends received and receivable in 2023.

The movements in net unrealized gain on financial assets at FVOCI, net of tax in 2024 and 2023 are as follows:

	2024	2023
Balance at beginning of year	**63,772**	50,920
Acquisition through business combination	**-**	(14,280)
(Loss) gain due to changes in fair value of investment in equity instruments	**(5,594)**	27,370
Sale of equity instruments	**(8,655)**	(238)
Balance at end of year	**49,523**	63,772

15. Property, Plant and Equipment

This account consists of:

	January 1, 2024	Acquisition through business combination (see Note 5)	Additions	Disposals	Reclassifications	December 31, 2024
Cost						
Land	4,188,583	-	595,409	-	-	4,783,992
Plant site improvements	4,296,922	-	3,787	-	13,036	4,313,745
Buildings and improvements	6,588,237	183,618	905,842	(1,401)	20,130	7,696,426
Machinery and equipment	3,037,574	5,336	340,055	(10,989)	79,597	3,451,573
Transportation and other equipment	1,020,256	1,240	149,143	(23,756)	10,150	1,157,033
Linens, curtains and draperies	31,790	–	3,774	-	-	35,564
	19,163,362	190,194	1,998,010	(36,146)	122,913	21,438,333
Less Accumulated Depreciation						
Plant site improvements	(520,135)	-	(178,661)	-	-	(698,796)
Buildings and improvements	(2,219,309)	(96,751)	(309,868)	1,401	-	(2,624,527)
Machinery and equipment	(2,206,471)	(2,699)	(229,336)	1,705	-	(2,436,801)
Transportation and other equipment	(719,758)	(687)	(93,370)	18,120	-	(795,695)
Linens, curtains and draperies	(27,194)	-	(2,604)	-	-	(29,798)
	(5,692,867)	(100,137)	(813,839)	21,226	-	(6,585,617)
	13,470,495	90,057	1,184,171	(14,920)	122,913	14,852,716
Construction in progress	1,009,495	-	1,138,452	-	(139,055)	2,008,892
Net Book Value	14,479,990	90,057	2,322,623	(14,920)	(16,142)	16,861,608

	January 1, 2023	Acquisition through business combination (see Note 5)	Additions	Disposals	Reclassifications	December 31, 2023
Cost						
Land	3,271,394	62,699	854,490	-	-	4,188,583
Plant site improvements	3,472,872	-	-	-	824,050	4,296,922
Buildings and improvements	4,549,537	806,453	1,192,769	-	39,478	6,588,237
Machinery and equipment	2,495,712	180,898	312,643	(1,035)	49,356	3,037,574
Transportation and other equipment	602,384	328,534	104,031	(14,693)	-	1,020,256
Linens, curtains and draperies	-	28,609	3,181	-	-	31,790
	14,391,899	1,407,193	2,467,114	(15,728)	912,884	19,163,362
Less Accumulated Depreciation						
Plant site improvements	(375,831)	-	(144,304)	-	-	(520,135)
Buildings and improvements	(1,592,772)	(411,459)	(215,078)	-	-	(2,219,309)
Machinery and equipment	(1,842,164)	(139,284)	(226,058)	1,035	-	(2,206,471)
Transportation and other equipment	(404,896)	(274,743)	(46,417)	6,298	-	(719,758)
Linens, curtains and draperies	-	(26,404)	(790)	-	-	(27,194)
	(4,215,663)	(851,890)	(632,647)	7,333	-	(5,692,867)
	10,176,236	555,303	1,834,467	(8,395)	912,884	13,470,495
Construction in progress	1,406,151	95	588,721	-	(985,472)	1,009,495
Net Book Value	11,582,387	555,398	2,423,188	(8,395)	(72,588)	14,479,990

In 2024, the Company classified certain items of construction in progress to intangibles and expenses amounting to ₱15.3 million and ₱0.9 million (2023 - ₱ 72.6 million and nil), respectively (Note 17).

Outstanding construction in progress pertains to construction costs for various buildings and hospital renovations which are expected to be completed in various dates from 2025 to 2027.

Interest capitalized as part of “Construction in progress” account in 2024 amounted to ₱160 million (2023 - ₱106.6 million) at a capitalization rate ranging from 6.65% to 8.20% (2023 - 5.575% to 8.45%).

Unpaid portion of the acquired property and equipment included under “Accounts payable and other current liabilities” in the consolidated statements of financial position amounted to ₱40.2 million as at December 31, 2024 (2023 - ₱516.7 million).

Certain property and equipment of AU, COC, UI, UPANG, PCC, UGC, Coral Way and Krypton Esplanade Hotel Corporation (KEHC) with aggregate amount of ₱6,305.3 million as at December 31, 2024 (2023 - ₱5,053.3 million) are used as collateral for their respective long-term debts obtained from local banks (Note 22).

In 2024, the Company sold various property and equipment with aggregate carrying value of ₱14.9 million for ₱14.7 million, resulting to a loss of ₱0.2 million.

In 2023, the Company sold various property and equipment with aggregate carrying value of ₱8.4 million for ₱10.8 million, resulting to a gain of ₱2.4 million

In 2022, the Company sold various property and equipment with aggregate carrying value of ₱1.6 million for ₱2.1 million, resulting to a gain of ₱0.5 million.

16. Investment Properties

This account consists of:

	January 1, 2024	**Acquisition through business combination**	**Additions**	**Disposals**	**December 31, 2024**
Cost:					
Land	**624,740**	**-**	**-**	**-**	**624,740**
Buildings/units for lease	**391,858**	**-**	**53,801**	**-**	**445,659**
	1,016,598	**-**	**53,801**	**-**	**1,070,399**
Less accumulated depreciation:					
Buildings/units for lease	**(91,127)**	**-**	**(11,332)**	**-**	**(102,459)**
	925,471	**-**	**42,469**	**-**	**967,940**

	January 1, 2023	Acquisition through business combination	Additions	Disposals	December 31, 2023
Cost:					
Land	614,504	19,200	3,200	(12,164)	624,740
Buildings/units for lease	85,625	68,240	237,993	-	391,858
	700,129	87,440	241,193	(12,164)	1,016,598
Less accumulated depreciation:					
Buildings/units for lease	(72,838)	(11,679)	(6,610)	-	(91,127)
	627,291	75,761	234,583	(12,164)	925,471

The profits from the investment properties for the years ended December 31 are as follows:

	Note	**2024**	2023	2022
Rental income		**116,103**	103,348	69,648
Depreciation and amortization	30	**(11,332)**	(6,610)	(760)
		104,771	96,738	68,888

The depreciation and amortization of investment properties are presented as part of general and administrative expenses in the consolidated statements of income.

The fair values of the investment properties amounted to ₱4,367.3 million as at December 31, 2024 (2023 - ₱4,042.1 million), based on valuations performed by accredited independent appraisers on various dates from 2023 to 2024.

The description of the valuation techniques used and key inputs to fair valuation are as follows:

	Valuation technique	Significant inputs	Range (in absolute amounts)	Relationship of unobservable inputs to fair value
Land	Market comparison approach	Price per square meter	₱250 to ₱100,000	The higher the price per square meter, the higher the fair value.
Buildings/units for lease - PPHC	Income approach	Discount rates for similar lease contracts, market rent levels, expected vacancy and expected maintenance	Discount rate - 8%	The higher the rate, the lower the fair value.
			Expected vacancy - 5%	The higher the rate, the lower the fair value.
			Expected maintenance - 15% of gross revenue	The higher the rate, the lower the fair value.
			Market rent levels (housing units) - ₱33,134 to ₱46,648	The higher the market rental rate, the higher the fair value.
			Market rent levels (commercial units) - ₱8,021 to ₱17,783	The higher the market rental rate, the higher the fair value.
Buildings/units for lease - Parent Company	Market comparison approach	Price per square meter	₱201,400 to ₱282,100	The higher the price per square meter, the higher the fair value.

The fair value disclosure is categorized under Level 3, except for the investment property of COC which is categorized under Level 2.

PSHC's land amounting to ₱220.0 as at December 31, 2024 and 2023 is used as a security for its long-term debt (Note 22). Other than this, the Company has no restrictions on the realizability of its investment properties and no contractual obligations to either purchase, construct or develop investment properties.

There are no investment properties sold in 2024. In 2023, the Company sold certain investment properties and recognized a net gain of ₱7.8 million, respectively.

17. Intangible Assets

Following are the details and movements in this account:

	Student list	Software costs	Trademark with indefinite useful life	Goodwill	Total
Cost					
At January 1, 2023	165,638	85,650	-	2,221,068	2,472,356
Acquisition through business combination	-	25,130	15,335	4,122	44,587
Additions	-	32,391	-	-	32,391
Reclassification (Note 15)	-	72,587	-	-	72,587
At December 31, 2023	165,638	215,758	15,335	2,225,190	2,621,921
At January 1, 2024	**165,638**	**215,758**	**15,335**	**2,225,190**	**2,621,921**
Additions	**-**	**44,960**	**830**	**427,277**	**473,067**
Reclassification (Note 15)	**-**	**15,252**	**-**	**-**	**15,252**
At December 31, 2024	**165,638**	**275,970**	**16,165**	**2,652,467**	**3,110,240**
Amortization and Impairment					
At January 1, 2023	(165,638)	(49,861)	-	(403,132)	(618,631)
Acquisition through business combination	-	(15,275)	(6,540)	-	(21,815)
Amortization (see Note 30)	-	(28,816)	(1,179)	-	(29,995)
At December 31, 2023	(165,638)	(93,952)	(7,719)	(403,132)	(670,441)
At January 1, 2024	**(165,638)**	**(93,952)**	**(7,719)**	**(403,132)**	**(670,441)**
Amortization (Note 30)	**-**	**(44,794)**	**(767)**	**-**	**(45,561)**
At December 31, 2024	**(165,638)**	**(138,746)**	**(8,486)**	**(403,132)**	**(716,002)**
Net Book Value					
At December 31, 2024	**-**	**137,225**	**7,679**	**2,249,335**	**2,394,238**
At December 31, 2023	-	121,806	7,616	1,822,058	1,951,480

Goodwill from Group's business acquisitions are as follows:

	Note	2024	2023
Cost:			
Educational services group	5	**2,379,390**	2,221,068
Property development group	5	**273,077**	4,122
		2,652,467	2,225,190
Accumulated impairment loss		**(403,132)**	(403,132)
Balance at end of year		**2,249,335**	1,822,058

The Company performs its annual impairment test close to year-end, after finalizing the annual financial budgets and forecasts. The goodwill resulting from the acquisitions during the year are provisional goodwill are not covered by the impairment assessment performed for the year ended December 31, 2024. The goodwill resulting from acquisitions in 2024 are described in Note 5.

For the goodwill acquired through business combination in 2024, the most recent detailed calculation was made on November 6, 2024 (date of acquisition) for JEPP Properties and on December 6, 2024 (date of acquisition) for SJC Cavite. The assets acquired and liabilities assumed have not changed significantly and no changes happened that would materially impact the recoverable amount calculation. Furthermore, there is a remote likelihood that a current recoverable amount determination would be less than the current carrying amount of the CGU.

The impairment test of goodwill is based on VIU calculations that uses the discounted cash flow model. Cash flow projections are based on the most recent financial budgets and forecast. Discount rates applied are based on market weighted average cost of capital with estimated premium over cost of equity.

The following are the key assumptions used by the management in the estimation of the recoverable amount:

Gross revenues

Gross revenues of the schools acquired that are part of the Educational services group over the next six (6) years are projected to have compounded annual growth rates ranging from 18.9% to 25.0% in 2024 (2023 – 15.48% to 25.5%). The growth is in line with historical revenue growth rates and takes into account anticipated increase from various market initiatives.

Costs and operating expenses

Costs and operating expenses are projected to grow based on historical cost and operating expense ratios against revenue.

Discount rate

Discount rates are derived from the acquired schools' Weighted Average Cost of Capital (WACC) which is used by the management to assess operating performance and to evaluate future investment proposals. In determining appropriate discount rates, regard has been given to various market information, including, but not limited to, ten-year government bond yield, bank lending rates and market risk premium. The discount rates used ranges from 11.0% to 13.0% in 2024 and 12.1% in 2023, respectively.

Terminal growth rate

The long-term rate used to extrapolate the cash flow projections of the acquired investments beyond the period covered by the recent budget takes into account Philippine's GDP growth and forecasted inflation rate. The terminal growth rate used in the cash flow projections for all cash generating units is 4.61% and in 2024 and 2023, respectively.

Sensitivity analysis

The Company has determined that the recoverable amount calculations are most sensitive to changes in assumptions on cash flow projections, discount rate and verifiable industry growth rates. The Company has conducted an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount of the CGU. Management believes that any reasonably possible change in the key assumptions on which the recoverable amount of the CGU is based would not result in impairment loss due to the substantial headroom.

Based on the impairment test performed for each of the CGUs, there was no impairment loss in 2024, 2023 and 2022

18. Input VAT and Other Current Assets; Other Noncurrent Assets

Input VAT and other current assets

This account consists of:

	Notes	**2024**	2023
			(As restated)
Creditable withholding tax		**679,915**	598,035
Deferred scholarships and discounts	21	**519,387**	203,485
Refundable and other deposits	38	**517,909**	321,247
Input VAT		**306,192**	249,929
Prepaid expenses		**307,117**	216,439
Prepaid taxes		**225,562**	205,219
Cost to obtain contracts		**121,469**	43,636
Others		**50,191**	21,089
		2,727,742	1,859,079

Creditable withholding taxes are attributable to taxes withheld by third parties arising from sales and services that will be applied to future income tax payable. Determining the realizability of creditable withholding taxes requires the assessment of the availability of taxable profit expected to be generated from the operations which effectively drives the tax liabilities against which such creditable taxes can be applied.

Deferred scholarships and discounts pertain to the unamortized portion of the student scholarships and discounts that are expected to be amortized within the current school semester.

Input VAT is recognized as asset in the period such input VAT become available as tax credits to the Company and carried over to the extent that it is probable that the benefit will flow.

Refundable and other deposits mainly pertain to advanced payments to various building contractors and utility providers while construction of properties are in progress and are recouped proportionately upon every progress billing payment. This also includes advances for future purchase of land to be developed as real estate inventory.

Prepaid taxes mainly consist of overpayments of property taxes and income taxes which can be applied against any future income tax liabilities. These are recognized to the extent that it is probable that future tax liabilities will be available against which tax credits can be utilized.

Prepaid expenses mostly pertain to insurance, office and hospital supplies, business permit fees, stadd house rental and other fees in relation to investment properties. The Company expects to recognize the expenses through amortization within the next twelve (12) months either with the passage of time or through use.

Cost to obtain contracts pertains to the capitalized commissions paid to brokers and marketing agents on the sale of pre- completed real estate units. These are charged to expense in the period in which the related revenue is recognized as earned. Costs incurred prior to obtaining contract with customer are not capitalized but are expensed as incurred.

Other noncurrent assets

This account consists of:

	Notes	2024	2023
Advances to suppliers and contractors		**622,541**	395,376
Deposits in escrow - bonds		**49,401**	105,296
Refundable and other deposits	38	**28,201**	21,138
Indemnification assets	5	**6,412**	6,412
Creditable withholding taxes		**7,812**	7,812
Others		**19,721**	24,790
		734,088	560,824

Advances to suppliers and contractors

This consists of amounts advanced to various building contractors, suppliers and utility providers while construction is in progress and are recouped proportionately upon every progress billing payment.

Deposits in Escrow - Bonds

This pertains to deposits made by PPHC and held by the escrow agent and will be returned once the conditions, as stated in the escrow agreement, is fulfilled. PPHC has an escrow agreement with HDMF, with Security Bank Corporation (SBC) Trust Division as the escrow agent, whereby HDMF, in relation to the conversion of the CTS to real estate mortgage, allowed PPHC to substitute the retention held by HDMF with an escrow account.

In 2023, PPHC has an escrow agreement with Rizal Commercial Banking Corporation (RCBC) on incentivized compliance provision for Metrotowne Las Piñas and Phinma Maayo San Jose projects.

Refundable and other deposits

Refundable deposits mainly pertain to deposits under operating lease and construction. Other deposits consist of deposits made for Company's utilities which are to be applied to the last billing of the utilities provider. The current portion is included in "Input value-added taxes and other current assets" amounting to ₱36.7 million as at December 31, 2024 (2023 - ₱333.4 million).

19. Notes Payable

This account consists of notes payable of the following subsidiaries:

	2024	2023
PCC	**5,269,000**	2,949,000
PPHC	**4,670,294**	3,494,468
PHN	**3,400,000**	-
UGC	**1,690,495**	1,152,796
PSEC	**253,000**	30,000
COC	**270,000**	-
UPANG	**270,000**	-
SWU	**100,000**	-
AU	**100,000**	-
	16,022,789	7,626,264

The notes payable are unsecured short-term peso-denominated loans obtained from financial institutions with an annual interest rate ranging from 4.25% to 17.0% in 2024 (2023 - 4.0% to 17.0%).

Interest expense incurred from notes payable for the year ended December 31, 2024 amounted to ₱767.8 million (2023 - ₱302.6 million; 2022 - ₱92.3 million) (Note 31).

20. Trade and Other Payables

This account consists of:

	Notes	**2024**	2023
			(As restated)
Trade		**1,826,861**	1,531,603
Accruals for:			
Professional fees and others		**1,196,706**	920,957
Interest	22, 31	**175,871**	132,140
Commission		**290,170**	193,246
Personnel costs	32	**162,067**	148,148
Freight, hauling and handling		**81,872**	147,476
Processing cost		**-**	12,712
Deposits from buyers		**256,399**	170,143
Dividends		**214,981**	254,258
Retentions payable		**168,662**	152,373
Liability from acquisition of land	35	**94,269**	12,943
Deposit liabilities		**69,640**	61,608
Others		**180,368**	90,879
		4,717,866	3,828,486

Trade payables are noninterest-bearing and are normally settled on 30 to 90-day terms.

Accrued expenses and dividends are normally settled within the next financial year.

Dividends payable pertains to dividends not yet claimed by various stockholders. These are expected to be claimed by various stockholders within the next financial year.

Deposits from buyers pertains to equity payments on sale of condominium units and parking slots prior to recognition of revenue.

Retentions payable, representing 10.0% of each progress payments to suppliers and contractors retained by PPHC are released upon fulfillment of certain requirements.

Deposit liabilities mainly comprises laboratory deposits, student development fund and alumni fees which are refundable to students. These represent collections from (i) graduating students for their alumni membership fees and alumni identification cards; (ii) Commission on Higher Education (CHED) for their scholars; and (iii) students for their student organizations and club fees. Organizational and club fees are used to defray costs of their activities, printing and other related expenses. It also represents PPHC's rents collected on behalf of the unit owner under rental management agreement, amounts collected from customers for processing of title and registration of purchased units and security deposits for water subscription.

Other liabilities pertain to other unpaid general and administrative expenses which are normally settled throughout the financial year.

21. Contract Liabilities

This account consists of:

	2024	2023 (As restated)
Unearned revenues	**2,375,967**	1,487,609
Customers' deposits	**831,108**	424,034
	3,207,075	1,911,643

Unearned revenues pertain to portion of tuition fees received or due from students to which the Company still has an obligation to transfer services to the students within the next financial year. The amount of unearned revenues for a term shall be divided equally by the number of months covered by the term (five months each for the 1st and 2nd semesters and two months for summer). The resulting amount shall be recorded as the amount of tuition and school fees for the month, net of amortization of deferred scholarship and discounts. Total deferred scholarships and discounts amounted to ₱519.4 million as at December 31, 2024 (2023 - ₱203.5 million) presented under the "Input value-added taxes and other current assets" accounts in the statements of financial position.

Customers' deposits pertains to cash advance received to which the Company has an obligation to deliver roofing and other steel products and installation services within the next financial year.

22. Long-term Debt

Long term debt as at December 31 are as follows:

	2024		2023	
	Current portion	**Non-current portion**	Current portion	Non-current portion
PHN fixed rate bonds, net of debt issuance costs	-	-	2,989,198	-
Long term loans payable, net of debt issuance costs	**5,349,901**	**5,587,656**	810,143	10,339,725
	5,349,901	**5,587,656**	3,799,341	10,339,725

PHN Fixed Rate Bonds due 2024

There are no fixed rate bonds as at December 31, 2024. The details of the fixed rate bonds as at December 31, 2023 are as follows;

	Amount
Principal	3,000,000
Less: debt issuance cost	10,802
	2,989,198
Less current portion - net of debt issuance cost	(2,989,198)
	-

On May 6, 2021, the Parent Company filed with the SEC a Registration Statement for the proposed offering of three-year fixed rate bonds due 2024 with an aggregate principal amount of up to two Billion Pesos (₱2,000,000,000.00), with an oversubscription option of up to One Billion Pesos (₱1,000,000,000.00) at an offer price of 100% of face value. This bond offering was authorized by resolutions of the BOD of the Parent Company on March 2, 2021 and the Executive Committee of the Parent Company on April 30, 2021. The Certificate of Permit to offer securities for sale was issued by SEC on August 10, 2021.

The interest rate was set at 3.5335% and the offer period commenced at 9:00 a.m. on August 10, 2021 and ended at 5:00 p.m. on August 16, 2021. The Parent Company appointed China Bank Capital Corporation and SB Capital Investment Corporation as Joint Issue Managers and Joint Lead Underwriters; Rizal Commercial Banking Corporation –Trust and Investments Group as the Trustee; and Philippine Depository & Trust Corp. as the Registrar and Paying Agent. The Bonds have a term ending three (3) years from the Issue Date, or on August 20, 2024. In 2024, the Company fully settled the bond liability upon maturity.

The bonds were listed in the Philippine Dealing & Exchange Corp. on August 20, 2021.

The balance of unamortized debt issuance cost follows:

	2024	2023
Beginning of year	**10,802**	27,223
Amortization	**(10,802)**	(16,421)
End of year	**-**	10,802

Long- Term Loans

	2024	2023
PHN	**2,860,000**	2,930,000
PEHI	**1,889,240**	1,957,160
PCC	**1,423,500**	1,857,000
UGC	**862,500**	912,500
UPANG	**673,350**	597,875
SWU	**577,500**	581,000
PPHC	**490,625**	491,875
AU	**368,333**	394,907
UI	**520,000**	380,000
COC	**314,688**	320,938
SJC	**370,000**	270,000
Coral Way	**211,500**	214,000
Phinma Solar	**175,789**	201,831
RCL	**100,000**	-
UCLI	**50,000**	-
PSHC	**93,998**	112,000
	10,981,023	11,221,086
Less debt issuance cost	**(43,466)**	(71,218)
	10,937,557	11,149,868
Less current portion - net of debt issuance cost	**(5,349,901)**	(810,143)
	5,587,656	10,339,725

The debt agreements presented in the succeeding pages include, among others, certain restrictions and requirements. The loan agreements with Security Bank Corporation (SBC), Rizal Commercial Banking Corporation (RCBC) and China Banking Corporation (CBC) stipulate, among others, positive and negative covenants which must be complied with by PHN, UGC, PCC, PEHI, AU, COC, UPANG, UI, SWU, PPHC and Coral Way for as long as the loans remain outstanding. Negative covenants include certain restrictions and requirements, such as maintenance of certain current, debt-to-equity and debt service coverage ratios.

As at December 31, 2024, the Company is in compliance with the required financial ratios and other loan covenants, except for two (2) subsidiaries, UGC and PCC, which resulted to the classification of long term debt amounting to ₱1,711.2 million to current liabilities. UGC breached the required current, debt-to-equity and debt service coverage ratios. PCC breached the required debt-to-equity ratio.

In March 2025, PCC obtained a waiver from the bank related to the breach in the debt-to-equity ratio and classified the long term debt to non-current.

As at December 31, 2023, the Company is in compliance with the required financial ratios and other loan covenants, respectively.

Certain assets amounting ₱6,305.3 million as at December 31, 2024 and (2023 - ₱5,053.3 million), are mortgaged as collaterals for the respective long-term debts as follows (Notes 15 and 16):

Entity	Collateral
AU	Land and land improvements in the main campus
COC	Land in the main campus
UPANG	Land and land improvements
UI	Land and land improvements
PCC	Assignment of leasehold rights on the land where the cement terminal is constructed, registration of real estate or chattel mortgage on cement terminal building, equipment and other assets, and assignment of port ownership, right to land lease and rights to foreshore lease
UGC	Land, plant site improvements, buildings and installations and machinery and equipment
PSHC	Land
PPHC	Real estate ICR under receivable purchase agreements
Coral Way	Real estate mortgage on a hotel building
KEHC	Assignment of the lease rights over the land where the hotel is constructed and real estate mortgage over the hotel building and its permanent improvements

PEHI's loan agreement with CBC is covered by a negative pledge on the shares of stocks held by PEHI with AU, COC, UPANG, UI and SWU.

The balance of unamortized debt issuance cost follows:

	2024	2023
Beginning of year	**71,218**	56,575
Additions	**3,750**	30,675
Acquisition through business combination	**-**	1,587
Amortization	**(31,502)**	(17,619)
End of year	**43,466**	71,218

Interest expense (including amortization of debt issuance costs) pertaining to the long-term debt was presented as part of “Interest expense and other financing charges” account in the consolidated statements of income amounting to ₱728.5 million for the year ended December 31 ,2024 (2023 - ₱630.6 million; 2022 - ₱556.2 million) (Note 31).

The details of long-term loans are summarized below:

Debtor	Loan Amount	Date of Loan Agreement	Lender	Terms: Installments	Terms: Final Installment	Interest Rate	Purpose	Dates Drawn	Amount Drawn	Outstanding Amounts(10) 2024	Outstanding Amounts(10) 2023
PEHI	1,500,000	December 7, 2015	RCBC	28 equal quarterly payments of ₱3.8 million with the remaining balance to be paid on maturity date. First principal payment commenced on March 7, 2019.	December 7, 2025	First five years is based on the three-day average of five-year Philippine Dealing System Treasury Reference Rate (PDST-R2) plus a 1.35% spread or 5.00%, whichever is higher, and to be repriced at the end of the fifth year for the remaining five years at an interest rate based on the interest rate then current or the applicable five-year benchmark rate plus 1.35% spread or 5.00%, whichever is higher.	The loan is availed to finance the acquisition of majority ownership in AU, COC, UPANG, UI and SWU.	December 7, 2015	₱500,000	**407,906**	420,692
PEHI		December 7, 2015	RCBC	28 equal quarterly payments of ₱6.8 million with the remaining balance to be paid on maturity date. First principal payment commenced on March 7, 2019.	December 7, 2025	First seven years is based on the three-day average of seven-year PDST-R2 plus a 1.40% spread or 5.00%, whichever is higher, and to be repriced at the end of the seventh year for the remaining three years at an interest rate based on the interest rate then current or the applicable three-year benchmark rate plus 1.40% spread or 5.00%, whichever is higher.		December 7, 2015	900,000	**731,222**	751,087
PEHI	1,000,00	December 1, 2015	CBC	28 equal quarterly payments of ₱3.8 million with the remaining balance to be paid on maturity date. First principal payment commenced on March 8, 2019.	December 8, 2025	First five years is based on the three-day average of five-year PDST-R2 plus a 1.35% spread or 5.00%, whichever is higher, and to be repriced at the end of the fifth year for the remaining five years at an interest rate based on the interest rate then current or the applicable five-year benchmark rate plus 1.35% spread or 5.00%, whichever is higher.	The loan is availed to finance the acquisition of majority ownership in AU, COC, UPANG, UI and SWU.	December 8, 2015	500,000	**410,349**	425,524
PEHI	364,00	December 27, 2021	RCBC	16 equal quarterly payments of ₱2.73 million with the remaining balance to be paid on maturity date. First principal payment commenced on March 27, 2022.	December 7, 2025	First 7 years is based on the 3-day average of 7-year PDST-R2 plus a 1.40% spread or 5.00%, whichever is higher, and to be repriced at the end of the 7th year for the remaining 3 years at an interest rate based on the interest rate then current or the applicable 3-year benchmark rate plus 1.40% spread or 5.00%, whichever is higher.	The loan is availed to refinance the loan used to invest in majority ownership of PEHI's subsidiaries, AU, COC, UPANG, UI and SWU.	December 27, 2022	364,000	**329,434**	340,780

Debtor	Loan Amount	Date of Loan Agreement	Lender	Terms: Installments	Terms: Final Installment	Interest Rate	Purpose	Dates Drawn	Amount Drawn	Outstanding Amounts[10] **2024**	2023
COC	125,000	June 24, 2018	CBC	28 unequal quarterly payments as follows: 8 quarterly installments of ₱0.3 million from October 9, 2021 to July 9, 2023; 8 quarterly installments of ₱1.6 million from October 9, 2023 to July 9, 2025; 8 quarterly installment of ₱3.1 million from October 9, 2025 to July 9, 2027 and 4 quarterly installments of ₱21.3 million from October 9, 2027 to July 9, 2028. First principal payment commenced on July 9, 2021.	July 9, 2028	Fixed rate of 6.25% p.a. for the first five years; for remaining five years, higher of applicable five-year PDST-R2 plus a spread of up to 100 bps or 6.25% p.a.	The loan is availed to fund the expansion projects and development plans.	July 9, 2018	125,000	**114,688**	120,920
COC	200,000	February 1, 2023	CBC	Quarterly principal payments as follows: ₱1.69 million from May 10, 2025 to November 10, 2032 and; ₱97.5 million upon maturity on February 10, 2033	February 10, 2033	Interest payable quarterly in arrears at 7.3170% p.a. fixed up to 2/10/2028, and 7.6258% p.a. thereafter up to 2/10/2030. On the day after the seventh (7th) anniversary from the Initial Drawdown Date until the Maturity Date, the Interest Rate per annum shall be reset on the Interest Rate Resetting Date to the higher of: (a) Benchmark Rate plus Interest Spread, divided by the Interest Premium Factor; or (b) existing interest rate.	The loan is availed to fund the capital expenditures and expansion plans.	February 10, 2023	150,000	**149,343**	149,113
COC		February 1, 2023	CBC	Quarterly principal payments as follows: ₱0.565 million from May 10, 2025 to November 10, 2032 and; ₱32.5 million upon maturity on February 10, 2033	February 10, 2033	Interest payable quarterly in arrears at 7.2824% per annum fixed up to February 10, 2028, and 7.5897% per annum thereafter up to February 10, 2030. On the day after the seventh (7th) anniversary from the initial drawdown date until the maturity date, the interest rate per annum shall be reset on the interest rate resetting date to the higher of: (a) benchmark rate plus interest spread, divided by the interest premium factor; or (b) existing interest rate.		March 17, 2023	50,000	**49,771**	49,697
UI	200,000	December 12, 2017	CBC	Quarterly principal payments as follows: ₱1.0 million per quarter for the 3rd and 4th year from initial drawdown; ₱1.5 million per quarter for the 5th and 6th year; ₱2.5 million per quarter for the 7th until 9th year and ₱37.5 million per quarter for the 10th year.	December 20, 2027	Fixed for the first seven years. Applicable seven- year PDST-R2 a spread up to 1.25%, for the remaining three years, the applicable three-year PDST-R2 plus a spread up to 1.25%	The loan is availed to finance the expansion and development plans, including school building upgrades and improvement of the existing facilities.	December 20, 2017	100,000	**84,487**	89,289

Debtor	Loan Amount	Date of Loan Agreement	Lender	Terms: Installments	Terms: Final Installment	Interest Rate	Purpose	Dates Drawn	Amount Drawn	Outstanding Amounts(10) 2024	2023
UI		December 12, 2017	CBC	Principal payments will be the same with the first drawdown. As per agreement both the first and second drawdown will be repaid at the same dates and terms.	December 20, 2027	Fixed for the first seven years. Applicable seven- year PDST-R2 a spread up to 1.25%, and for the remaining three years, the applicable three-year PDST-R2 plus a spread up to 1.25%.		April 24, 2018	100,000	**84,749**	89,653
UI	200,000	October 14, 2022	RCBC	Quarterly principal payments as follows: ₱1.5 million per quarter from the beginning of the 3rd year drawn	December 18, 2032	For the first seven years, from the initial drawn date to the end of the 7th year. Interest shall be based on the sum of the applicable 7-year benchmark and margin. For the next 3 years: from the beginning of the 8th year to final maturity date - sum of the applicable 3-year benchmark and the margin.	The loan is availed to finance the expansion and development plans, including school building upgrades and improvement of the existing facilities.	October 18, 2022	200,000	**199,375**	198,957
UI	150,000	October 17, 2024	RCBC	Quarterly principal payments as follows: ₱1.5 million per quarter from the beginning of the 3rd year drawn	October 17, 2032	For the first seven years, from the initial drawn date to the end of the 7th year. Interest shall be based on the sum of the applicable 7-year benchmark and margin. For the next 3 years: from the beginning of the 8th year to final maturity date - sum of the applicable 3-year benchmark and the margin. 6.9836% inclusive of GRT (first 5 years); 7.2048% inclusive of GRT (next 2 years)	The loan is availed to finance the expansion and development plans, including school building upgrades and improvement of the existing facilities.	October 17, 2024	150,000	**148,914**	-
AU	57,000	November 29, 2019	CBC	20 equal quarterly payments of ₱3.0 million with the remaining balance to be paid on maturity date. First principal payment commenced on February 29, 2020.	November 29, 2024	Fixed rate for the first five years based on five-year Benchmark rate of the term plus interest spread or a floor rate of 5.25% plus applicable GRT.	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	November 29, 2019	₱53,700	**-**	10,700
AU	100,000	November 29, 2019	CBC	27 equal quarterly payments of ₱1.5 million starting from November 29, 2022 to May 5, 2029 with the remaining balance of ₱60.3 million to be paid on maturity date. First principal payment commenced on February 28, 2023.	November 29, 2029	Fixed rate for the first five years based on the five-year Benchmark rate of the term plus interest spread or a floor rate of 5.25% plus applicable GRT. Interest rate is subject for repricing for the remaining five years based on: i. Initial interest rate; or ii. Then prevailing five-year Benchmark rate plus interest spread, whichever is higher.	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	November 29, 2019	100,000	**88,672**	93,723

Debtor	Loan Amount	Date of Loan Agreement	Lender	Terms: Installments	Terms: Final Installment	Interest Rate	Purpose	Dates Drawn	Amount Drawn	Outstanding Amounts[10] 2024	2023
AU	100,000	November 29, 2019	CBC	28 unequal quarterly payments as follows: 8 quarterly installments of ₱2.5 million from February 28, 2023 to November 29, 2024; 16 quarterly installments of ₱3.8 million from February 28, 2025 to November 29, 2028 and four quarterly installment of ₱5.0 million from February 28, 2029 to November 29, 2029. First principal payment commenced on February 28, 2023.	November 29, 2029	Fixed rate for the first five years based on the five-year Benchmark rate of the term plus interest spread or a floor rate of 5.25% plus applicable GRT. Interest rate is subject for repricing for the remaining five years based on: i. Initial interest rate or ii. Then prevailing five-year Benchmark rate plus interest spread, whichever is higher.	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	November 29, 2019	100,000	**79,569**	89,606
AU	200,000	February 1, 2023	CBC	Quarterly principal payments as follows: ₱1.1 million from June 1, 2025 to December 1, 2032 and; ₱65.0 million upon maturity on March 1, 2033	March 1, 2033	Interest payable quarterly in arrears at 7.3900% per annum fixed up to March 1, 2028, and 7.7019% per annum thereafter up to March 1, 2030. On the day after the seventh (7th) anniversary from the initial drawdown date until the maturity date, the interest rate per annum shall be reset on the interest rate resetting date to the higher of: (a) benchmark rate plus interest spread, divided by the interest premium factor; or (b) existing interest rate.	The loan is availed to fund the capital expenditures and expansion plans.	March 1, 2023	100,000	**99,446**	98,794
AU	Included in the ₱200 million loan facility taken on February 1, 2023	February 1, 2023	CBC	Quarterly principal payments as follows: ₱1.1 million from June 1, 2025 to December 1, 2032 and; ₱65.0 million upon maturity on March 1, 2033	March 1, 2033	Interest payable quarterly in arrears at 7.7601% per annum fixed up to March 1, 2028, and 8.8076% per annum thereafter up to March 1, 2030. On the day after the seventh (7th) anniversary from the initial drawdown date until the maturity date, the interest rate per annum shall be reset on the interest rate resetting date to the higher of: (a) benchmark rate plus interest spread, divided by the interest premium factor; or (b) existing interest rate.	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	July 11, 2023	100,000	**99,390**	100,000
UPANG	190,000	March 27, 2018	CBC	32 unequal quarterly payments as follows: ₱1.9 million from June 27, 2020 to March 27, 2022; ₱2.9 million from June 27, 2022 to March 27, 2025; ₱4.8 million from June 27, 2025 to March 27, 2027; and ₱25.7 million from June 27, 2027 to March 27, 2028.	March 27, 2028	Interest shall be payable quarterly in arrears from February 27, 2018 to June 27, 2018 (92 days) shall be at 6.50% inclusive of GRT fixed for the first five years. Interest shall be based on five-year PDST-R2 (5.22% + 122 bps + 1% GRT. The interest rate for the remaining five years of the loan shall be the PDST-R2 plus a spread of up to 125 bps or 6.50% whichever is higher.	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	March 27, 2018	190,000	**143,061**	154,311

Debtor	Loan Amount	Date of Loan Agreement	Lender	Terms: Installments	Terms: Final Installment	Interest Rate	Purpose	Dates Drawn	Amount Drawn	Outstanding Amounts[10] 2024	2023
UPANG	200,000	February 1, 2023	CBC	Quarterly principal payments as follows: ₱1.1 million from May 27, 2025 to November 27, 2032 and; ₱65.0 million upon maturity on February 27, 2033	February 27, 2033	Interest payable quarterly in arrears at 7.3871% per annum fixed up to February 27, 2028, and 7.6988% per annum thereafter up to February 27, 2030. On the day after the seventh (7th) anniversary from the initial drawdown date until the maturity date, the interest rate per annum shall be reset on the interest rate resetting date to the higher of: (a) benchmark rate plus interest spread, divided by the interest premium factor; or (b) existing interest rate.	The loan is availed to fund the capital expenditures and expansion plans.	February 27, 2023	₱100,000	**99,594**	99,401
UPANG	Included in the ₱200 million loan facility taken on February 1, 2023.	February 1, 2023	CBC	Quarterly principal payments as follows: ₱0.57 million from May 27, 2025 to November 27, 2032 and; ₱32.5 million upon maturity on February 27, 2033	February 27, 2033	Interest payable quarterly in arrears at 7.4081% p.a. fixed up to 2/27/2028, and 7.7207% p.a. thereafter up to 2/27/2030. On the day after the seventh (7th) anniversary from the Initial Drawdown Date until the Maturity Date, the Interest Rate per annum shall be reset on the Interest Rate Resetting Date to the higher of: (a) Benchmark Rate plus Interest Spread, divided by the Interest Premium Factor; or (b) existing interest rate.	The loan is availed to fund the capital expenditures and expansion plans.	July 3, 2023	50,000	**49,771**	49,672
UPANG	Included in the ₱200 million loan facility taken on February 1, 2023.	February 1, 2023	CBC	31 quarterly installments of ₱0.564 million from May 27, 2025 to November 27, 2032, full payment of ₱32.5 million upon maturity	February 27, 2033	Interest payable quarterly in arrears at 7.3775% p.a. fixed up to 2/27/2028, and 7.6888% p.a. thereafter up to February 27, 2030. On the day after the seventh (7th) anniversary from the Initial Drawdown Date until the Maturity Date, the Interest Rate per annum shall be reset on the Interest Rate Resetting Date to the higher of: (a) Benchmark Rate plus Interest Spread, divided by the Interest Premium Factor; or (b) existing interest rate.	The loan is availed to fund the capital expenditures and expansion plans.	December 13, 2023	50,000	**49,776**	49,632
UPANG Urdaneta	100,000	September 29, 2015	RCBC	28 quarterly payments, to commence at the end of the 13th quarter from the initial drawdown date.	September 29, 2025	Interest shall be payable quarterly in arrears. i. Fixed rate for the first seven (7) years of the term based on three-day average of seven-year PDST-R2 + 1.42%, subject to repricing at the end of the seventh year; and ii. On the last three years of the term, the interest rate shall be based on the interest rate then current or the three-day average of three-year PDST-R2 + 1.42%, whichever is higher.	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	September 29, 2015	₱100,000	**29,889**	42,979

Debtor	Loan Amount	Date of Loan Agreement	Lender	Terms: Installments	Terms: Final Installment	Interest Rate	Purpose	Dates Drawn	Amount Drawn	Outstanding Amounts(10) 2024	Outstanding Amounts(10) 2023
UPANG Urdaneta	300,000	April 25, 2023	RCBC	31 quarterly payments of ₱1.5 million with the remaining balance of ₱84.5 million to be paid on maturity date. First principal payment will commence on September 1, 2025.	June 1, 2033	Interest payable quarterly in arrears at 7.0200% per annum fixed up to June 1, 2028 and 7.3160% thereafter up to June 1, 2030. From the beginning of the 8th year to final maturity date, interest shall be applicable 3-year BVAL + 115bps.	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	June 1, 2023	130,000	**129,397**	129,157
UPANG Urdaneta	Included in the ₱300 million loan facility taken on April 25, 2023.	April 25, 2023	RCBC	31 quarterly installments of ₱0.790 million from September 1, 2025 to March 1, 2033, full payment of ₱45.5 million upon maturity	June 1, 2033	Interest payable quarterly in arrears at 7.652% p.a. fixed up to June 1, 2028 and 7.9750% thereafter up to June 1 2030. From the beginning of the 8th year to final maturity date, interest shall be applicable 3-year BVAL + 115bps.	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	September 8, 2023	70,000	**69,734**	69,538
UPANG Urdaneta	Included in the ₱300 million loan facility taken on April 25, 2023.	April 25, 2023	RCBC	31 quarterly installments of ₱0.566million from September 1, 2025 to March 1, 2033, full payment of ₱ 32.5million upon maturity.	June 1, 2033	Interest payable quarterly at 7.691% inclusive of GRT (first 5 years); 8.015% inclusive of GRT (next 2 years)	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	July 5, 2024	50,000	**50,475**	-
UPANG Urdaneta	Included in the ₱300 million loan facility taken on April 25, 2023.	April 25, 2023	RCBC	31 quarterly installments of ₱0.566million from September 1, 2025 to March 1, 2033, full payment of ₱ 32.5million upon maturity.	June 1, 2033	Interest payable quarterly at 7.199% inclusive of GRT (first 5 years); 7.5030% inclusive of GRT (next 2 years)	The loan is availed to finance the capital expenditure projects and refinance existing loan obligations.	November 22, 2024	50,000	**50,486**	-
SWU	400,000	December 6, 2017	RCBC	28 quarterly payments of ₱1.0 million. First principal payment commenced on March 7, 2021.	December 7, 2027	Interest is payable quarterly in arrears, commencing at the end of the first quarter from the initial drawdown date. Interest shall be fixed at 6.66% from years one to five and at 6.94% onwards until maturity.	The loan is availed to finance the building development, expansion and purchase of equipment for SWU's Hospital and building developments.	December 7, 2017; December 20, 2017; March 29, 2018	100,000 200,000 100,000	**96,000** **192,000** **96,000**	96,750 194,000 97,250
SWU	200,000	April 18, 2018	CBC	27 equal quarterly payments of ₱0.5 million with the remaining balance to be paid on maturity date. First principal payment commenced on July 18, 2021.	April 18, 2028	6.4178% from years one to five and subsequently interest shall be based on the applicable five-year base rate plus spread up to 125 basis points. Effective April 18, 2023, the interest rate was repriced to 7.44%.	The loan is availed to finance the building development, expansion and purchase of equipment for SWU's Hospital and building developments.	April 18, 2018	200,000	**193,500**	193,000
SJC	110,000	April 25, 2023	RCBC	31 quarterly payments of ₱1.2 million with the remaining balance of ₱71.5 million to be paid on maturity date. First principal payment commenced will commence on August 3, 2025	May 3, 2033	Interest payable quarterly in arrears at 7.2320% per annum fixed up to May 3, 2028 and 7.5340% thereafter up to May 3, 2030. From the beginning of the 8th year to final maturity date, interest shall be applicable 3-year BVAL + 115bps.	The loan is availed to finance capital expenditures, expansion plans, and other general corporate purposes of the debtor.	May 3, 2023	110,000	**109,506**	109,302

Debtor	Loan Amount	Date of Loan Agreement	Lender	Terms: Installments	Terms: Final Installment	Interest Rate	Purpose	Dates Drawn	Amount Drawn	Outstanding Amounts[(10)] **2024**	2023
SJC	70,000	April 25, 2023	RCBC	31 quarterly payments of ₱0.79 million with the remaining balance of ₱45.5 million to be paid on maturity date. First principal payment will commence on August 3, 2025	May 3, 2033	Interest payable quarterly in arrears at 7.0670% per annum fixed up to May 3, 2028 and 7.3650% thereafter up to May 3, 2030. From the beginning of the 8th year to final maturity date, interest shall be applicable 3-year BVAL + 115bps.	The loan is availed to finance capital expenditures, expansion plans, and other general corporate purposes of the debtor.	May 31, 2023	70,000	**69,678**	69,548
SJC	90,000	April 25, 2023	RCBC	31 quarterly payments of ₱1.0 million with the remaining balance of ₱58.5 million to be paid on maturity date. First principal payment will commence on August 3, 2025	May 3, 2023	Interest payable quarterly in arrears at 7.5080% per annum fixed up to May 3, 2028 and 7.824% thereafter up to May 3, 2030. From the beginning of the 8th year to final maturity date, interest shall be applicable 3-year BVAL + 115bps.	The loan is availed to finance capital expenditures, expansion plans, and other general corporate purposes of the debtor.	July 5, 2023	90,000	**89,579**	89,405
SJC	100,000	February 5, 2024	RCBC	31 quarterly payments of ₱0.5 million with the remaining balance of ₱32.5 million to be paid on maturity date. First principal payment will commence on August 3, 2025.	May 3, 2033	Interest payable quarterly in arrears at 7.5080% p.a. fixed up to May 3, 2028 and 7.824% thereafter up to May 3, 2030.From the beginning of the 8th year to final maturity date, interest shall be applicable 3-year BVAL + 115bps.	The loan is availed to finance capital expenditures, expansion plans, and other general corporate purposes of the debtor.	February 5, 2024	50,000	**49,716**	-
SJC				31 quarterly payments of ₱0.5 million with the remaining balance of ₱32.5 million to be paid on maturity date. First principal payment will commence on August 3, 2025.	May 3, 2033	Interest payable quarterly in arrears at 7.1102% p.a. fixed up to May 3, 2028 and 7.4095% thereafter up to May 3, 2030.From the beginning of the 8th year to final maturity date, interest shall be applicable 3-year BVAL + 115bps.	The loan is availed to finance capital expenditures, expansion plans, and other general corporate purposes of the debtor.	November 8, 2024	50,000	**49,632**	-
RCL	100,000	March 19,2024	RCBC	31 quarterly payments of | ₱0.564 million with the remaining balance of 39.5 million to be paid on maturity date. First principal payment will commence on September 27, 2026.	June 27, 2034	Interest payable quarterly in arrears at 7.690% p.a. fixed up to June 27, 2029 and Sum of 5-yr BVAL + 1.150% Margin + 5% GRT For Borrower's Account for the next five years	The loan is availed to finance capital expenditures, expansion plans, and other general corporate purposes of the debtor.	June 27, 2024	50,000	**49,625**	-
RCL			RCBC	31 quarterly payments of ₱0.564 million with the remaining balance of ₱39.5 million to be paid on maturity date. First principal payment will commence on September 27, 2026.	June 27, 2034	Interest payable quarterly in arrears at 7.3035% p.a. fixed up to June 27, 2029 and Sum of 5-yr BVAL + 1.150% Margin + 5% GRT For Borrower's Account for the next five years.	The loan is availed to finance capital expenditures, expansion plans, and other general corporate purposes of the debtor.	August 15, 2024	50,000	**49,626**	-

Debtor	Loan Amount	Date of Loan Agreement	Lender	Terms: Installments	Terms: Final Installment	Interest Rate	Purpose	Dates Drawn	Amount Drawn	Outstanding Amounts(10) 2024	Outstanding Amounts(10) 2023
UCLI	50,000	August 15, 2024	RCBC	31 quarterly payments of ₱0.564 million with the remaining balance of ₱39.5 million to be paid on maturity date. First principal payment will commence on August 15, 2026.	May 15, 2034	Interest payable quarterly in arrears at 7.3035% p.a. fixed up to August 15, 2029 and Sum of 5-yr BVAL + 1.150% Margin + 5% GRT For Borrower's Account for the next five years.	The loan is availed to finance capital expenditures, expansion plans, and other general corporate purposes of the debtor.	August 15, 2024	50,000	**49,626**	-
PHN	2,000,000	May 23, 2017	SBC	Principal repayment shall commence at the end of the 3rd year from initial drawdown date until maturity date; balloon payment amounting to ₱1.9 billion or 94% of principal amount on maturity date.	May 21, 2027	Interest rate is equivalent to: i) the applicable 10-year PDST-R2 Benchmark Rate plus an interest spread of 125 basis points per annum (1.25% p.a.), and ii) 6.25% p.a., whichever is higher.	The loan is availed to refinance investments in subsidiaries and other general corporate purposes.	May 23, 2017	2,000,000	**1,905,633**	1,923,946
PHN	1,000,000	July 11, 2023	CBC	Principal repayment of ₱50.0 million after 1 year of initial drawdown date and balance on principal amount on maturity date.	July 17, 2025	With regular interest of 7.8557%. Interest to be paid on quarterly basis.	The loan is availed to finance capital expenditures, expansion plans, and other general corporate purposes of the debtor.	July 17, 2023	1,000,000	**947,900**	994,151
UGC	1,000,000	February 18, 2022	BDO	Principal amortization commence three months after drawdown date and every quarter thereafter and shall be paid based on 1.25% every quarter for 4 years and the remaining 80% paid in balloon upon maturity.	February 18, 2027	Interest rate is based on 3Y BVAL 3.3618+ spread 1.25%= 4.6118% + 5% GRT = 4.8545%	The loan is availed to refinance the outstanding loan of UGC with BDO and convert the short term loans to long-term loans.	February 18, 2022	1,000,000	**858,255**	906,247
PCC	720,000	February 26, 2021	SBC	Eight quarterly principal payments of ₱10.3 million, nine quarterly principal payments of ₱20.5 million and remaining balance to be paid at maturity date	June 13, 2025	Interest rate of 6.73% GRT inclusive, fixed rate up to maturity Interest rate of 6.84% GRT inclusive, fixed rate up to maturity	The loan is availed to partially finance the acquisition of Phase 2 port terminal. This is a continuation of the remaining tenor with the original SNPSI loan.	February 26, 2021	369,363 350,637	**122,669** **116,449**	203,270 192,964
PCC	500,000	March 19, 2021	SBC	20 unequal quarterly payments	March 30, 2026	Interest rate of 5.1% GRT inclusive, fixed rate up to March 29, 2024 and for the remaining two years, the applicable two-year BVAL plus 40 bps, subject to a floor rate of 5.1%	The loan is availed to refinance short-term project costs and finance the mixer facility.	March 19, 2021	₱500,000	**232,333**	463,284
PCC	1,000,000	September 5, 2023	SBC	Eight quarterly principal payments of ₱10.0 million, Four quarterly payments of ₱ 50.0 million and four quarterly payments of ₱180.0 million. First principal payment commenced on December 7, 2023.	September 7, 2027	Interest rate of 7.2056% fixed rate for the first 2 years, subject to repricing at the end of the 2nd year (2+2 structure)	The loan is availed to refinance existing loans and finance the expansion and improvement projects in the Mariveles facility.	September 7, 2023	1,000,000	**940,466**	976,313

Debtor	Loan Amount	Date of Loan Agreement	Lender	Terms: Installments	Terms: Final Installment	Interest Rate	Purpose	Dates Drawn	Amount Drawn	Outstanding Amounts[10] **2024**	2023
Phinma Solar	20,000	June 25, 2021	DBP	Principal repayment to commence at the end of the fifth (5th) quarter from date of Initial Draw Down. Principal shall be payable in thirty-six equal quarterly installments.	August 13, 2031	4.875% (4.924% GRT inc.) for the 1st 5 years. Next 5 years based on the relevant 5YR BVAL + 1% spread with a floor rate not lower than the rate prior to repricing (4.875%). Interest to be paid on quarterly basis	The loan is availed to finance the general corporate requirements of the rooftop solar projects.	August 31, 2021	20,000	**14,929**	17,125
Phinma Solar	80,000	April 21, 2022	DBP	Principal repayment to commence at the end of the sixth (6) months from date of Draw Down. Principal shall be payable in thirty-six equal quarterly installments.	August 13, 2031	With regular interest of 6.37710%	The loan is availed to finance the general corporate requirements of the rooftop solar projects.	April 21, 2022	80,000	**59,678**	68,447
Phinma Solar	50,000	August 2, 2023	DBP	Principal repayment commenced on August 13, 2023 from date of drawdown and principal shall be payable in 33 equal quarterly installments.	August 13, 2031	With regular interest of 7.31470%	The loan is availed to finance the general corporate requirements of the rooftop solar projects.	August 2, 2023	50,000	**40,640**	46,601
PHINMA Solar	40,000	November 10, 2023	DBP	Principal repayment commenced on November 13, 2023 and shall be payable in 32 equal quarterly installments.	August 13, 2031	With regular interest rate of 7.5413%	The loan is availed to finance the general corporate requirements of the rooftop solar projects.	November 10, 2023	40,000	**33,520**	38,450
PHINMA Solar	30,000	December 22, 2023	DBP	Principal repayment commenced on February 13, 2024 and shall be payable in 31 equal quarterly installments.	August 13, 2031	With regular interest rate of 6.9291%	The loan is availed to finance the general corporate requirements of the rooftop solar projects.	December 22, 2023	30,000	**25,588**	29,775
PSHC	154,000	July 15, 2006	UPPC	Annual installment payments of ₱4 million for 32 years starting December 31, 2021.	December 31, 2052	The effective interest rate after the modification of term is 6.80%	The loan is availed to finance the acquisition of land from UPPC.	July 15, 2006	154,000	**93,998**	112,000
PPHC	500,000	March 31, 2016	CBC	Payable in 36 quarterly installments with final repayment on April 11, 2026. Annual principal payment of 1/4 of 1% of beginning principal balance to commence on 5th quarter with remaining principal balance payable on final maturity date. The loan has prepayment option and contains negative pledges.	April 11, 2026	Fixed interest rate per annum of 6.1567% Fixed interest rate per annum of 6.04%	The loan is availed to finance the ongoing projects of PPHC.	April 11, 2016 March 20, 2016	100,000 400,000	**98,003** **392,010**	98,165 392,650

		Date of Loan		Terms					Amount	Outstanding Amounts[10]	
Debtor	Loan Amount	Agreement	Lender	Installments	Final Installment	Interest Rate	Purpose	Dates Drawn	Drawn	**2024**	2023
Coral Way	200,000	October 29, 2015	|BDO	40 quarterly installments in June 2021, the term of the loan was refinanced under the same term of the facility agreement except that the loan principal is payable quarterly until 2026.	October 29, 2026	First 7 years - fixed based on a seven-year Philippine Daily System Treasury Fixing - R2 benchmark rate plus the minimum spread of 1.4% or annual fixed 5.75%; whichever is higher. Next 3years – subject to repricing after the 7th year based on the prevailing market rate as mutually agreed upon by the third parties.	The loan is availed to partially finance the equity contribution in a subsidiary for construction of a hotel.	October 29, 2015	200,000	**57,500**	60,000
KEHC	300,000	January 2017	CBC	35 quarterly installments	January 2017	The term loan bears quarterly interest of 5.5% for the first seven (7) years and subject to repricing after the 7th year.	The loan is availed to partially finance the construction of a hotel and for working capital requirements.	January 2017	300,000	**154,000**	154,000
Total										**10,937,557**	11,149,868

23. Equity

a. Capital Stock

The composition of the Parent Company's capital stock as at December 31 is as follows:

	2024		2023	
	Number of Shares	**Amount**	Number of Shares	Amount
Preferred - cumulative, nonparticipating, ₱10 par value				
Class AA – Authorized	**50,000,000**	**500,000**	50,000,000	500,000
Class BB – Authorized	**50,000,000**	**500,000**	50,000,000	500,000
Issued and subscribed	**-**	**-**	-	-
Common - ₱10 par value				
Authorized	**420,000,000**	**4,200,000**	420,000,000	4,200,000
Issued	**336,303,550**	**3,363,036**	286,303,550	2,863,036
Subscribed	**39,994**	**400**	39,994	400
Issued and subscribed	**336,343,544**	**3,363,436**	286,343,544	2,863,436
Less: Subscription receivable		**(124)**		(124)
	336,343,544	**3,363,312**	286,343,544	2,863,312

The issued and outstanding shares as at December 31, 2024 and 2023 are held by 1,206 and 1,214 equity holders respectively.

The following summarizes information on the Parent Company's track record of registration of securities under the Securities Regulation Code:

Date of SEC Approval	Authorized shares	Issue/ Offer price
March 12, 1957	1,200,000	₱10
June 12, 1968	1,000,000	10
April 7, 1969	800,000	10
January 21, 1980	2,000,000	10
November 3, 1988	10,000,000	10
October 13, 1992	25,000,000	10
June 3, 1995	60,000,000	10
March 16, 1999	320,000,000	10

b. Retained Earnings

Appropriated

In February 2020, the Parent Company's BOD approved the appropriation of ₱165.5 million of retained earnings for the buyback of PHN shares until February 2022.

On November 10, 2021, an appropriation was made for the investment in Construction Materials business until December 31, 2022 amounting to ₱1.1 billion. Another ₱500.0 million of the retained earnings was appropriated for the Education business until December 31, 2022.

As at December 31, 2022, appropriated retained earnings amounts to ₱1,765.5 million.

On March 3, 2023, upon the expiration of the previously appropriated retained earnings of ₱1.1 billion, the Parent Company's BOD resolved to reverse the expired appropriation and re-appropriate the same amount for the investment in the Construction Materials business until December 31, 2024. On the same date, the Parent Company's BOD approved the appropriation of ₱500.0 million for the investment in PPHC.

In addition, the Parent Company's BOD approved the reversal of previous appropriations of retained earnings amounting to ₱500.0 million for investment in Education business in 2021 and ₱165.5 million for buyback of PHN shares in 2020.

As at December 31, 2024 and 2023, the appropriated retained the amounts to ₱1.6 billion.

Unappropriated

On March 1, 2022, the Parent Company's BOD declared a regular cash dividend of ₱0.40 per share or an equivalent of ₱108.8 million and a special cash dividend of ₱0.10 per share or an equivalent of ₱27.2 million, to all common shareholders of record as at March 22, 2022. The cash dividends were paid on April 6, 2022.

On March 3, 2023, the Parent Company's BOD declared a regular cash dividend of ₱0.60 per share or an equivalent of ₱171.8 million to all common shareholders of record as at March 22, 2023. The cash dividends were paid on April 5, 2023.

On March 5, 2024, the Parent Company's BOD declared a regular cash dividend of ₱0.60 per share or an equivalent of ₱171.8 million to all common shareholders of record as at March 25, 2024. The cash dividends were paid on April 12, 2024.

The balance of retained earnings includes Parent Company's accumulated equity in net earnings of subsidiaries and associates which are not currently available for dividend declaration until declared by the respective subsidiaries and associates amounting to ₱1,392.6 million as at December 31, 2024 (2023 - ₱1,428.6 million (as restated)).

c. Buyback of Shares

There were no share buy backs for the years ended December 31, 2024 and 2023 (2022 - 23,000 shares amounting to ₱0.5 million).

d. Treasury shares

Details of treasury shares are as follows:

	Parent Company Treasury Shares		Parent Company Shares held by ABCIC		Total	
Number of shares	**2024**	2023	**2024**	2023	**2024**	2023
Balance at beginning of year	**18,279**	18,279	**5,407,822**	-	**5,426,101**	18,279
Acquisition of shares	**-**	-	**104,000**	164,100	**104,000**	164,100
Issuance of shares	**-**	-	**(5,411,822)**	-	**(5,411,822)**	-
Acquisition through business combination	**-**	-	**-**	5,243,722	**-**	5,243,722
Balance at end of year	**18,279**	18,279	**100,000**	5,407,822	**118,279**	5,426,101
Balance at beginning of year	**182**	182	**57,727**	-	**57,909**	182
Acquisition of shares	**-**	-	**2,180**	3,160	**2,180**	3,160
Issuance of shares	**-**	-	**(57,807)**	-	**(57,807)**	
Acquisition through business combination	**-**	-	**-**	54,567	**-**	54,567
Balance at end of year	**182**	182	**2,100**	57,727	**2,282**	57,909

In 2024, proceeds from the sale of 5,411,822 treasury shares amounts to ₱104.6 million. There are no treasury shares sold in 2023.

In 2022, the Parent Company sold 14,431,900 treasury shares with cost of ₱143.9 million for ₱281.4 million.

e. Parent company shares held by a subsidiary

In 2023, APHI acquired additional 164,100 PHN shares with a total cost of ₱3.2 million. As at December 31, 2023, APHI holds 5,407,822 shares with a total cost of ₱57.7 million accounted as treasury shares.

In 2024, APHI acquired additional 104,000 PHN shares with a total cost of ₱2.2 million. At the same period, APHI sold 5,411,822 shares. The gain of ₱49.0 million on the disposal of shares is accounted for as APIC. As at December 31, 2024, APHI holds shares with a total cost of ₱2.1 million, accounted for as treasury shares.

f. Stock rights offering (SRO)

On August 6, 2024, the Parent Company’s BOD approved the SRO. The proceeds will be used to support PHINMA Corporation's subsidiaries in relation to their relevant expansion plans, increase capital for the Company's potential new ventures and/or general corporate purposes.

On October 16, 2024, the SEC issued a Notice of Confirmation of Exempt Transaction confirming that the Offer is exempt from the registration requirements of the Securities Regulation Code.

On October 21, 2024, the Philippine Stock Exchange (PSE) approved the application of the Parent Company for the listing of up to 51,493,306 common shares (“Offer Shares”) for the Company’s SRO of common shares to be issued from the unissued capital stock of the Parent Company, at an offer price range of ₱19.42 to ₱21.55 per Offer Share.

On November 27, 2024, the Parent Company closed the SRO with an offered a total of 50,000,000 Common Shares with a par value of ₱10.00 per share (the “Rights Shares”) at an offer price of ₱20.00 per share (the “Offer Price”) and raised ₱1 billion in capital. The Offer Price was determined based on the volume-weighted average price of the Issuer’s Common Shares traded on the PSE for each of the 90 consecutive trading days immediately prior to (and excluding) pricing date of 31 October 2024, subject to a discount of 3.46%. The entitlement ratio is one rights share for every 5.73 existing common shares.

The transaction resulted to increases in issued share capital of 50,000,000 common shares, capital stock of ₱500 million and additional paid-in capital of ₱473.5 million.

24. Revenue from Contracts with Customers

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

	2024	2023	2022
Revenue source:			
Sale of goods	**14,998,678**	13,731,283	13,693,488
Tuition, school fees and other services	**5,183,145**	4,424,398	3,347,985
Real estate sales	**1,570,155**	1,744,807	-
Hotel operations	**435,458**	219,765	-
Construction contracts	**238,946**	58,217	-
Hospital routine services	**229,686**	225,198	182,124
Management and administrative fees	**202,975**	100,039	-
Installation services	**160,054**	221,465	65,017
Consultancy	**89,289**	98,599	45,419
License, marketing and reservation fees	**33,012**	15,477	-
Franchise fees	**5,502**	1,541	-
Total revenue from contracts with customers	**23,146,900**	20,840,789	17,334,033
Timing of recognition:			
Goods transferred at a point in time	**14,998,678**	13,731,283	13,693,488
Services transferred over time	**8,148,222**	7,109,506	3,640,545
Total revenue from contracts with customers	**23,146,900**	20,840,789	17,334,033

Contract balances

	Notes	**2024**	2023
Trade receivables	10	**8,398,405**	6,058,404
Contract assets		**3,892,207**	3,622,582
Contract liabilities	21	**3,207,075**	1,911,643
Cost to obtain contract	18	**121,469**	43,636

PHN and Subsidiaries

Trade receivables include receivables from sale of roofing and other steel products and rendering of installation services to customers which are normally on a 30-60 day term. Trade receivables also include tuition and other school fees receivables which are normally collected within the current school semester. Other trade receivables are noninterest-bearing and are normally collected within the next financial year. It also include the following receivables:

Real Estate Installment Contracts. Real estate installment contracts receivable (ICR) and contract assets, 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 (i.e., a loss allowance for credit losses expected over the remaining life of the exposure, irrespective of the timing of default). 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.

General Construction. General construction receivables principally consist of receivables arising from third-party construction projects. These receivables are based on progress billings provided to customers over the period of construction and are normally collected within 30 days.

Property Management. Receivables from property management services are claims from condominium corporations and unit owners for the services rendered by PPHC. These are generally on a 30-day credit term.

Retention. Retention receivables includes those arising from sale of real estate under HDMF financing and those from construction contracts.

Contract Assets and Liabilities. Contract assets represent the right to consideration that was already delivered by PPHC in excess of the amount recognized as installment contracts receivable. This is reclassified as real estate installment contracts receivable when the monthly amortization of the customer is already due for collection or, in the case of sales of real estate under HDMF and bank financing schemes, upon submission of the documentary requirements to HDMF and the lending bank, respectively and upon approval of the loan. Movements in contract asset during the year is mainly due to real estate sales recognized during the period less transfer to real estate installment contracts receivable.

Contract assets, as at December 31 consist of:

	2024	2023
Real estate sales	**3,917,769**	3,640,912
Unit improvement services	**3,102**	-
	3,920,871	3,640,912
Less: Allowance for ECL	**(28,664)**	(18,330)
	3,892,207	3,622,582
Less: Noncurrent portion	**1,844,418**	516,752
	2,047,789	3,105,830

Movements in the allowance for ECLs are as follows:

	Note	2024	2023
Balance at January 1, 2024		**18,330**	-
Reclassification	10	**10,385**	-
Write-off		**(51)**	-
Acquisition through business combination		-	18,330
Balance at December 31, 2024		**28,664**	18,330

Contract liabilities include unearned revenue from tuition, school and other service fees and deposits from customer for future goods and services. Contract liabilities amounting to ₱3,207.1 million as at December 31, 2024 (2023 ₱1,911.6 million (as restated)) are expected to be recognized as revenue within one year upon completion of the school term and delivery of roofing and other steel products or performance of installation service (Note 21). Contract liabilities also consist of collections from real estate customers which have not reached the equity threshold to qualify for revenue recognition and excess of collections over the goods and services transferred by PPHC based on POC. When the conditions for revenue recognition are met for the related customer account, sale is recognized and these contract liabilities will be recognized as revenue. The movement in contract liabilities is mainly due to reservation sales and advance payment of buyers less real estate sales recognized upon reaching the equity threshold and from increase in POC.

For the year ended December 31, 2024, the revenue recognized from the contract liabilities amounts to ₱5,215.1 million (2023 - ₱4,524.7 million; 2022 - ₱3,348.0 million).

For construction segment, contract liabilities include billings in excess of costs and estimated earnings on uncompleted contracts which represents billings in excess of total costs incurred and estimated earnings recognized.

Billings in excess of costs and estimated earnings on uncompleted contracts as follows:

	2024	2023
Total costs incurred to date	**176,948**	142,072
Add estimated earnings recognized	**115,238**	95,434
	292,186	237,506
Less total billings	**(292,186)**	(239,918)
	-	(2,412)

Cost to Obtain Contract. The incremental costs of obtaining a contract with a customer are recognized as an asset if PPHC expects to recover them. PPHC has determined that commissions paid to brokers and marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Costs incurred prior to obtaining contract with customer are not capitalized but are expensed as incurred. Details of the movements of cost to obtain contracts as at December 31 are as follows:

	Note	**2024**	2023
Balance at beginning of the year		**43,636**	48,260
Additions		**190,453**	102,128
Amortization		**(112,620)**	(106,752)
Balance at end of the year	18	**121,469**	43,636

The amortization of cost obtain contracts is presented as part of the commission expenses under selling expenses in the consolidated statements of income.

In line with PPHC's accounting policy, if a contract or specific performance obligation exhibited marginal profitability or other indicators of impairment, judgment was applied to ascertain whether or not the future economic benefits from these contracts were sufficient to recover these assets. In performing this impairment assessment, management is required to make an assessment of the costs to complete the contract. The ability to accurately forecast such costs involves estimates around cost savings to be achieved over time, anticipated profitability of the contract, as well as future performance against any contract-specific key performance indicators that could trigger variable consideration, or service credits.

Contract Fulfillment Assets. Contract fulfillment costs are divided into: (i) costs that give rise to an asset; and (ii) costs that are expensed as incurred. PPHC's contract fulfillment costs pertain to cost of temporary facilities, mobilization and demobilization costs, and land acquisition costs as included in the "Inventories" account in the consolidated statement of financial position. PPHC amortizes contract fulfillment assets and capitalized costs to obtain a contract over the expected construction period using percentage of completion following the pattern of real estate revenue recognition. The amortization is included within cost of sales (for contract fulfillment assets) and operating expenses (for capitalized costs to obtain a contract).

25. Investment and Interest Income; Other income, net

Investment and interest income

This account consists of:

	Notes	2024	2023	2022
Interest income on:				
Financial assets at FVPL	13	**217,519**	207,638	209,081
Cash and cash equivalents	8	**53,820**	69,542	29,599
Receivables	10	**190,054**	35,175	9,898
Due from related parties and others	32	**17,471**	1,994	385
		478,864	314,349	248,963
Net gains from investments held for trading	9	**12,418**	15,124	11,737
Dividend income		**4,873**	208	201
		496,155	329,681	260,901

For the year ended December 31, 2024, interest income recognized for the significant financing component amounts to ₱133.7 million (2023 and 2022 - nil).

Other income, net

"Others - net" in the consolidated statement of income includes miscellaneous income which mainly consists of miscellaneous cash receipts, gain from sale of non-current assets of a subsidiary, berthing fee income of PCC, income from forfeited and cancelled sales of the Properties group and income from the services provided by the Parent Company to the Ultimate Parent Company (Note 32).
For the year ended December 31,2024, miscellaneous income amounted to ₱155.7 million (2023 - ₱70.3 million; 2022 - ₱39.4 million).

26. Cost of Sales, Educational, Real Estate Sold and Construction Services, Hospital and Installation Services

This account consists of:

	Note	2024	2023	2022
			(As restated)	
Cost of sales		**12,769,379**	11,807,090	11,681,409
Cost of educational services		**1,999,181**	1,859,385	1,437,469
Cost of hospital services		**137,981**	140,618	121,577
Cost of installation services		**61,464**	53,830	54,753
		2,198,626	2,053,833	1,613,799
Cost of sales, educational, hospital and installation services		**14,968,005**	13,860,923	13,295,208
Cost of real estate sold and construction services	11	**1,200,572**	984,290	-
Cost of hotel operations		**224,526**	131,322	-
Cost of management and administrative services		**117,183**	83,875	-
		16,510,286	15,060,410	13,295,208

The details of cost of sales, educational, hospital and installation services are as follows:

	Notes	2024	2023	2022
			(As restated)	
Inventories used	11	**11,414,616**	10,716,477	10,694,947
Personnel costs	29	**1,538,164**	1,510,888	1,173,309
Depreciation	30	**686,794**	577,075	518,944
Power and fuel		**178,841**	97,497	125,016
Repairs and maintenance		**131,377**	157,300	82,896
Laboratory and school supplies		**95,885**	94,808	80,228
Rent	35	**90,232**	108,604	88,707
School affiliations and other expenses		**62,282**	49,786	30,551
Installation cost		**61,464**	53,830	58,059
Review expenses		**49,111**	32,627	33,054
Graduation expenses		**45,819**	40,000	28,615
Educational tour expenses		**35,653**	15,497	-
School materials, publication and supplies		**29,444**	22,788	12,171
Sports development and school activities		**8,948**	4,654	2,744
Subscription		**8,020**	18,639	50,650
Accreditation expenses		**2,809**	2,316	2,077
Others		**528,546**	358,137	313,240
		14,968,005	13,860,923	13,295,208

Cost of Real Estate Sales and Construction Services

Cost of real estate sales includes acquisition cost of land, construction and development cost, including overhead costs. Cost of real estate sales recognized for the year ended December 31, 2024 amounted to ₱1,060.6 million and (2023 for the six-month period ended - ₱909.1 million ; 2022 - nil) (Note 11)**.** It also includes cost of construction management services for the year ended December 31, 2024 amounting to ₱139.9 million (2023 for the six-month period ended - ₱75.2 million; 2022 - nil).

Cost of hotel operations

Cost of hotel operations for the year ended December 31, 2024 and for the six-month period ended December 31, 2023 are as follows:

	2024	2023
Depreciation and amortization	**74,852**	36,266
Personnel costs	**35,506**	12,784
Rent, light, and water	**47,814**	29,931
Guest meals	**37,537**	22,558
Laundry and dry cleaning	**10,635**	5,545
Taxes and licenses	**9,507**	11,797
Supplies	**5,252**	7,891
Others	**3,423**	4,550
	224,526	131,322

The Hospitality segment was acquired through business combination in 2023, hence there are no costs related to the segment in 2022.

Cost of management and administrative services

Cost of management and administrative services pertain to the cost incurred by PPHC in operating the condominiums. This includes personnel expenses, materials and labor, utilities and repairs and maintenance.

27. General and Administrative Expenses

This account consists of:

	Notes	**2024**	2023	2022
Personnel costs	29	**1,602,502**	1,355,498	897,014
Professional fees and outside services	32	**654,351**	483,120	370,678
Taxes and licenses		**313,945**	118,130	77,418
Provision for ECLs	10	**266,359**	88,101	178,805
Depreciation and amortization	30	**200,742**	134,740	89,891
Utilities		**156,157**	121,649	78,484
Security and janitorial		**110,197**	112,994	74,145
Transportation and travel		**86,420**	60,959	31,767
Insurance		**49,971**	25,500	18,620
Meetings and conferences		**50,527**	22,653	14,037
Rent		**40,210**	31,471	24,821
Repairs and maintenance		**39,288**	24,264	10,086
Donations		**34,786**	6,202	29,604
Office supplies		**31,380**	25,588	18,239
Dues and subscriptions		**19,666**	6,508	2,938
Communications		**17,772**	15,570	6,301
Advertising and promotions		**8,915**	8,216	2,987
Others		**185,509**	137,294	104,991
		3,868,697	2,778,457	2,030,826

28. Selling Expenses

This account consists of:

	Notes	**2024**	2023	2022
Personnel costs	29	**258,178**	196,987	217,339
Freight, handling and hauling		**167,101**	119,319	94,044
Advertising		**158,374**	128,539	50,055
Commission		**155,218**	53,447	21,055
Depreciation	30	**60,269**	37,956	20,349
Transportation and travel		**54,760**	47,592	31,131
Taxes and licenses		**33,858**	26,517	30,198
Outside services		**27,674**	36,438	22,084
Insurance		**11,762**	13,022	18,404
Repairs and maintenance		**11,347**	15,184	8,402
Utilities		**5,551**	2,351	2,551
Entertainment, amusement and recreation		**4,522**	3,710	1,673
Supplies		**4,181**	5,034	4,977
Postage, telephone and telegraph		**15,942**	13,882	4,070
Others		**20,240**	20,490	8,193
		988,977	720,468	534,525

29. Personnel Expenses

This account consists of:

	Note	**2024**	2023	2022
Salaries, employee benefits and bonuses		**3,241,334**	2,883,727	2,147,012
Pension and other post-employment benefits	34	**193,619**	128,113	106,529
Training		**31,432**	22,051	17,415
Others		**3,451**	42,266	16,706
		3,469,836	3,076,157	2,287,662

Personnel costs, other than those presented in Notes 26, 27 and 28, are under cost of hotel operations and cost of management and administrative services amounting to ₱35.5 million and ₱35.4 million for the year ended December 31, 2024 (2023 - ₱12.8 million and ₱20.7 million; 2022 - nil). respectively.

30. Depreciation and Amortization

This account consists of:

	Notes	**2024**	2023	2022
Property, plant and equipment and investment properties:	15,16			
Cost of sales, educational, installation and hospital services	26	**598,924**	508,723	463,474
General and administrative expenses	27	**128,127**	83,810	52,403
Cost of hotel operations	26	**65,953**	30,966	-
Selling expenses	28	**32,148**	15,739	13,352
Intangible assets:	17			
General and administrative expenses	27	**39,574**	28,130	9,053
Cost of sales, educational, installation and hospital services	26	**4,674**	-	-
Cost of hotel operations	26	**767**	1,179	-
Selling expenses	28	**546**	686	925
Inventories				
Capitalized depreciation to real estate inventory	11	**19**	19	-
Right-of-use assets:	35			
Cost of sales, educational, hospital installation and consultancy services	26	**83,196**	68,352	55,470
General and administrative expenses	27	**33,041**	22,800	28,435
Selling expenses	28	**27,574**	21,531	6,072
Cost of hotel operations	26	**8,132**	4,121	-
		1,022,675	786,056	629,184

31. Interest Expense and Other Financing Charges

This account consists of:

	Notes	2024	2023	2022
Interest expense on long-term debts	22	**728,544**	630,645	556,219
Interest expense on notes payable	19	**767,771**	302,582	92,265
Interest expense on lease liabilities	35	**34,623**	25,640	19,646
Other financing charges		**75,456**	45,822	20,060
		1,606,394	1,004,689	688,190

32. Related Party Transactions

Parties are related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions and the parties are subject to common control. Related parties may be individual or corporate entities.

The Company has a policy that requires approval of related party transaction by the Audit and Related Party Transactions Committee of the BOD when these breach certain limits and/or when these are not of a usual nature.

Outstanding balances at year-end are unsecured and settlement occurs in cash throughout the financial year. There have been no guarantees provided or received for any related party receivables or payables. As at December 31, 2024 and 2023, based on management's assessment, the receivables from related parties are recoverable and no impairment was recognized. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

The significant related party transactions entered into by the Company with its associates and entities under common control and the amounts included in the consolidated financial statements with respect to such transactions are shown below.

Company	Nature	Amount/ Volume	Amount Due to Related Parties	Amount Due from Related Parties (Note 10)	Loans receivable (Note 10)	Terms	Conditions
2024							
Ultimate Parent							
PHINMA Inc.	Share in expenses, management fees and bonus	**262,791**	**70,901**	**1,505**	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
*Other related parties**							
PHINMA Insurance Brokers, Inc. (PHINMA Insurance), PHINMA Foundation, Inc., Phinma Plaza Condominium Corporation, Phinma Prism Property Development Corp.	Advances (PHINMA Prism)	-	-	**56,142**	-	Interest-bearing at range of 4.7% - 6.3% ; payable in March 2026 and to be settled in cash. This is presented as part of non-current receivables.	Unsecured, no impairment
	Interest income (PHINMA Prism)	**3,563**	-	**782**	-	Interest at 4.7% to 6.3% for 95 days; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Share in expenses	**20,310**	**6,478**	**81,990**	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
PHINMA Prism	Loan receivable	-	-	-	**196,803**	The loan to PHINMA Prism bear interest ranging from 7.21% to 7.75% with a maturity of 91 days up to 365 days This loan is due and demandable and collectible in cash.	Unsecured, no impairment
Shareholders of Parent Company	Loan receivable	-	-	-	**1,793**	Non-interest bearing; due and demandable, settled in cash at gross amounts.	Unsecured, no impairment
PTC Myanmar, IPM, PHINMA Saytanar (PSEd), PE International, Yayasan Triputra Persada	Share in expenses	**28,377**	**73**	**17,048**	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
PPSMI	Advances	**31,940**	-	**23,889**	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
InPHIN8, PPSMI, DBHC, FBHC, SFSHC	Management And Incentive Fees	**32,537**	-	-	-	Noninterest-bearing; due and demandable; and to be settled in cash. at gross amounts.	Unsecured, no impairment
	Rent (Inphin8)	**9,493**	-	-	-		
			77,452	**181,356**	**198,596**		

** Entities under common control or with common shareholders*

Company	Nature	Amount/ Volume	Amount Due to Related Parties	Amount Due from Related Parties (Note 10)	Loans receivable (Note 10)	Terms	Conditions
2023							
Ultimate Parent							
PHINMA Inc.	Share in expenses, management fees and bonus	333,022	70,636	5,660	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Purchase of shares	2,335,451	-	-	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Purchase of properties	452,787	-	-	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
*Other related parties**							
PHINMA Insurance Brokers, Inc. (PHINMA Insurance), PHINMA Foundation, Inc., Phinma Plaza Condominium Corporation, Phinma Prism Property Development Corp.	Advances (PHINMA Prism)	-	-	56,142	-	Interest-bearing at range of 4.7% - 6.3% for 95 days; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Interest income (PHINMA Prism)	3,597	-	-	-	Interest at 4.7% to 6.3%; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Share in expenses	10,344	1,345	68,970	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts..	Unsecured, no impairment
PTC Myanmar, IPM, PHINMA Saytanar (PSEd), PE International, Yayasan Triputra Persada	Share in expenses	5,384	-	17,066	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
PHINMA Prism	Loan receivable	-	-	-	176,428	The loan to PHINMA Prism bear interest ranging from 7.21% to 7.75% with a maturity of 91 days up to 365 days. This loan is due and demandable and collectible in cash.	Unsecured, no impairment
Shareholders of Parent Company	Loan receivable	-	-	-	1,793	Non-interest bearing; due and demandable, settled in cash at gross amounts..	Unsecured, no impairment
UPPC	Consultancy Fee	2,437	-	3,032	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
InPHIN8, DBHC, FBHC, SFSHC	Management And Incentive Fees	10,714	-	-	-	Noninterest-bearing; due and demandable; and to be settled in cash at gross amounts.	Unsecured, no impairment
	Rent (Inphin8)	8,943	-	-	-		
			71,981	150,870	178,221		

** Entities under common control or with common shareholders*

PHINMA, Inc. The Parent Company has a 5-year management contract with PHINMA, Inc. up to June 30, 2029, renewable thereafter upon mutual agreement. Under this contract, PHINMA, Inc. has a general management authority with corresponding responsibility over all operations and personnel of the Parent Company including planning, direction, and supervision of all the operations, sales, marketing, distribution, finance and other business activities of the Parent Company. Under the existing management agreement, the Parent Company pays PHINMA, Inc. a fixed monthly management fee plus an annual incentive based on a certain percentage of the Parent Company's net income.

Management and Directors' Compensation

PHN, UGC, COC, AU, UPANG, SWU, UI and PPHC are under common management of PHINMA, Inc. and pay PHINMA, Inc. a fixed annual management fee plus an annual bonus based on a certain percentage of the respective companies' adjusted net income, as defined in the management contract between PHINMA, Inc. and the respective companies, pursuant to the provisions of the same contract.

The details of the management fee and bonus which is included in "Outside services" and "Personnel costs", respectively, under the "General and administrative expenses" account are as follows:

	2024	2023	2022
Management fee	**172,857**	99,613	90,814
Management bonus	**92,728**	162,335	121,321
	265,585	261,948	212,135

The related unpaid amount, presented as “Accruals for professional fees and others” under “Trade and other payables” account in the consolidated statements of financial position, amounted to ₱61.6 million as at December 31, 2024 (2023 - ₱75.0 million) (Note 20).

PHN, UGC, UI and AU recognized bonus to directors computed based on net income with pre-agreed adjustments. Directors’ bonus, presented in “Personnel costs” under “General and administrative expenses” account are as follows:

	2024	2023	2022
Directors’ fee	**31,852**	60,088	62,788
Directors’ bonus	**85,703**	98,453	14,898
	117,555	158,541	77,686

The related unpaid amount, presented in “Accruals for personnel costs” under “Trade and other payables” account in the consolidated statements of financial position, amounted to ₱51.0 million and as at December 31, 2024 (2023 - ₱61.7 million) (Note 20).

Compensation of key management personnel of the Company are as follows:

	Note	**2024**	2023	2022
Short-term employee benefits		**513,889**	313,780	263,476
Post-employment benefits:	34			
Retirement benefits		**24,124**	15,124	10,031
Vacation and sick leave		**3,293**	1,714	3,189
		541,306	330,618	276,696

33. Income Taxes

The components of the Company’s deferred tax assets and liabilities are as follows:

	2024	2023
Deferred tax assets:		
Net Operating Loss Carry Over (NOLCO)	**459,260**	315,276
Lease liabilities	**104,936**	99,077
Allowance for ECLs	**94,363**	164,569
Accrued expenses	**86,061**	92,436
Pension liability	**67,713**	58,377
Significant financing component	**54,594**	-
Minimum Corporate Income Tax (MCIT)	**29,243**	-
Management bonus	**3,379**	33,809
Allowance for inventory write-down	**572**	953
Others	**6,702**	39,715
	906,823	804,212
Deferred tax liabilities:		
Fair value adjustments on property, plant and equipment of subsidiaries acquired	**(397,888)**	(453,816)
Deferred gross profit on sale of real estate inventories	**(453,294)**	(446,647)
Unrealized gain on change in fair value of financial assets at FVPL and derivative asset	**(229,493)**	(109,055)
Accrued income	**(121,656)**	(105,649)
Excess of capital expenditures over depreciation	**(25,019)**	(98,431)
Right-of-use assets	**(70,416)**	(76,500)
Unrealized foreign exchange gain	**(5,553)**	(18,068)
Unamortized Debt Issuance Costs	**(3,694)**	(6,512)
Unamortized capitalized borrowing cost	**(2,405)**	(2,620)
Others	**(7,717)**	(18,562)
	(1,317,135)	(1,335,860)
	(410,312)	(531,648)

The deferred tax assets and liabilities are presented in the consolidated statements of financial position as follows:

	2024	2023
Deferred tax assets - net	**229,381**	164,807
Deferred tax liabilities - net	**(639,693)**	(696,455)
	(410,312)	(531,648)

The Company's deductible temporary differences, unused NOLCO and MCIT for which no deferred tax assets are recognized in the consolidated statements of financial position, are as follows:

	2024	2023
NOLCO	**1,291,170**	1,041,915
Allowance for impairment loss	**203,874**	203,874
Allowance for ECLs	**83,413**	122,915
Accrued personnel costs and employee benefits	**51,116**	41,750
MCIT	**57,622**	38,866
Unrealized loss on change in fair value of FVOCI	**95,917**	32,082
Unamortized past service cost	**21,635**	19,781
Pension liability	**10,333**	9,154
Lease liabilities	**20,772**	-
Equity in net losses of associate	**2,079**	2,497
Others	**1,550**	-
	1,839,481	1,512,834

Deferred tax assets were not recognized since management believes that it is not probable that sufficient future taxable profit will be available to allow said deferred tax assets to be utilized.

The educational segment as private educational institutions, are taxed based on R.A. No. 9337 which was effective January 1, 1998. Section 27(B) of R.A. No. 9337 defines and provides that: "A Proprietary Educational Institution is any private school maintained and administered by private individuals or groups with an issued permit to operate from the Department of Education (DepEd) , or CHED, or Technical Education and Skills Development Authority (TESDA), as the case may be, in accordance with the existing laws and regulations, shall pay a tax of 1% beginning July 1, 2020 until June 30, 2023 and to a tax of 10% beginning July 1, 2023 on their taxable income."

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(b) 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.

Year incurred	Expiration	Amount	**2024**	2023
2024	2027	968,377	**968,377**	-
2023	2026	508,339	**508,339**	508,339
2022	2025	415,191	**415,191**	415,191
2021	2026	499,313	**499,313**	499,313
2020	2025	568,902	**568,902**	568,902
			2,960,122	1,991,745

There were no expired NOLCO for the years ended December 31, 2024 and 2023. NOLCO amounting to ₱170.2 million was claimed as deduction against regular taxable income for the year ended December 31, 2024 (2023 - ₱47.4 million).

The details of MCIT which can be claimed as credit against future RCIT liabilities are as follows:

Year incurred	Expiration	Amount	**2024**	2023
2024	2027	40,110	**40,110**	-
2023	2026	18,739	**18,739**	18,739
2022	2025	10,683	**10,683**	10,683
			69,532	29,422

MCIT amounting to ₱12.3 million expired in 2024 (2023 - ₱1.0 million). MCIT amounting to ₱7.9 million was claimed as deduction against regular taxable income for the year ended December 31, 2024 (2023 - ₱2.5 million).

Reconciliation between the statutory tax rates and the Company's effective tax rates follows:

	2024	2023	2022
Applicable statutory tax rate	**25.00%**	25.00%	25.00%
Income tax effects of:			
Income of school's subject to lower income tax rate of 10%	**(31.94)**	(17.30)	(13.10)
Change in unrecognized deferred tax assets and others	**34.22**	1.40	(9.00)
Equity in net earnings of associates and joint ventures	**0.40**	1.10	(0.90)
Interest income subjected to lower final tax rate	**(5.64)**	(1.00)	(0.70)
Effective tax rates	**22.04%**	9.20%	1.30%

Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act

On March 26, 2021, the Republic Act No. 11534 or the Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act was signed into law to introduce reforms to the corporate income tax and incentives systems in the Philippines.

The following are the key changes to the Philippine tax law pursuant to the CREATE Act which have an impact on the Company:

- RCIT rate is reduced from 30% to 25% for domestic and resident foreign corporations. For domestic corporations with net taxable income not exceeding ₱5 million and with total assets not exceeding ₱100 million (excluding land on which the business entity's office, plant and equipment are situated) during the taxable year, the RCIT rate is reduced to 20%.
- MCIT rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023. MCIT rate is reverted to 2% of gross income.
- Imposition of improperly accumulated earnings tax (IAET) is repealed.
- Proprietary educational institutions and hospitals which are nonprofit previously subject to a tax of 10% on their taxable income, shall be imposed a tax rate of 1% beginning July 1, 2020 until June 30, 2023.

34. Pension and Other Post-employment Benefits

Pension and other post-employment benefits as at December 31 consist of:

	2024	2023
Net pension liability	**328,669**	267,222
Vacation and sick leave	**123,560**	91,094
Defined contribution plan	**375**	5
	452,604	358,321

Pension and other employee benefits expenses under “Cost of sales”, “General and administrative expenses” and “Selling expenses”, consist of:

	2024	2023	2022
Net pension expense	**143,692**	112,018	76,191
Vacation and sick leave	**40,796**	12,402	26,499
Contributions to PHINMA Jumbo retirement plan	**7,466**	2,970	3,161
Defined contribution plan	**1,665**	723	678
	193,619	128,113	106,529

A. Pension Benefit Obligation

The Company’s actuarial valuations are obtained on a periodic basis. The retirement benefits are determined using the projected unit credit method.

The retirement benefits of the Parent Company are primarily based on the number of years of service of covered employees, as well as their fixed monthly salary. Under the provisions of the retirement plan, the mandatory retirement age is sixty (60), with an early retirement option at the age of fifty (50) and ten (10) years of service, subject to the consent of the Company. The retirement benefit computed based on a graduated percentages of the plan salary depending on the number of years of service of the employees with rates ranging from 125% to 175%.

The Parent Company’s subsidiaries have non-contributory defined benefit retirement plans covering all key management personnel and permanent employees which meets the minimum retirement benefits required under RA No. 7641, The Philippine Retirement Pay Law.

The following tables summarize the components of net pension expense recognized in the consolidated statements of income and the funded status and amounts recognized in the consolidated statements of financial position for the respective plans.

Net pension expense consists of:

	2024	2023	2022
Current service cost	**126,642**	99,296	62,415
Net interest cost	**16,231**	12,402	13,364
Past service cost	**819**	320	412
Net pension expense	**143,692**	112,018	76,191

Details of net pension liability as at December 31 are as follows:

	2024	2023
Present value of defined benefit obligation	**959,958**	793,183
Fair value of plan assets	**(631,289)**	(525,961)
Pension liability	**328,669**	267,222

Changes in the present value of the defined benefit obligation are as follows:

	2024	2023
Balance at beginning of year	**793,183**	531,538
Acquisition through business combination	**3,167**	145,313
Current service cost	**126,642**	99,296
Interest cost on defined benefit obligation	**49,997**	38,350
Benefits paid from plan assets	**(45,334)**	(22,147)
Benefits paid from operating funds	**(15,191)**	(11,016)
Past service cost	**819**	320
Actuarial (gains) losses:		
Changes in financial assumptions	**8,792**	18,419
Changes in demographic assumptions	**3,627**	(14,709)
Experience adjustments	**32,361**	7,819
Net transfer of obligation	**1,895**	-
Balance at end of year	**959,958**	793,183

Change in the fair value of plan assets are as follows:

	2024	2023
Balance at beginning of year	**525,961**	335,479
Actual contributions	**128,763**	101,679
Acquisition through business combination	**-**	89,585
Interest income included in net interest cost	**33,766**	25,948
Benefits paid	**(45,334)**	(22,147)
Actual return excluding amount included in net interest cost	**(11,867)**	(4,583)
Balance at end of year	**631,289**	525,961
Actual return on plan assets	**21,899**	21,365

Change in net pension liability are as follows:

	2024	2023
Balance at beginning of year	**267,222**	196,059
Pension expense	**143,692**	112,018
Contributions	**(128,763)**	(101,679)
Benefits paid from operating fund	**(15,191)**	(11,016)
Remeasurements in OCI	**56,647**	16,112
Acquisition through business combination	**3,167**	55,728
Net transfer of obligation	**1,895**	-
Pension liability	**328,669**	267,222

The Company expects to contribute ₱107.7 million to its retirement fund in 2025.

The ranges of principal assumptions used in determining pension benefits are as follows:

	2024	2023
Discount rates	**5.9%-6.4%**	5-7%
Rates of salary increase	**3%-6.10%**	3-6%

The Company has established a retirement fund that is managed by a trustee. The carrying value and fair value of the retirement fund of the Company amounted to ₱631.3 million and ₱526.0 million as at December 31, 2024 and 2023, respectively. The major assets are as follows:

	2024	2023
Cash and short-term investments	**317,494**	338,473
Marketable equity securities	**311,939**	156,667
Others	**1,856**	30,821
	631,289	525,961

As at December 31, 2024 and 2023, the carrying amount of the retirement fund approximates its fair value. Cash and short-term investments include liquid investments in Special Deposit Accounts (SDAs), government securities and mutual funds and UITFs. Marketable equity securities can be sold through the PSE. These include shares of stock of the Parent Company with a fair value of ₱4.9 million and ₱4.5 million as at December 31, 2024 and 2023, respectively.

The voting rights over the shares are exercised by the trustee through the retirement committee, the members of which are directors or officers of the Parent Company.

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the present value of the defined benefit obligation as of the end of the reporting period, assuming all other assumptions were held constant:

	Increase (Decrease)	
	2024	2023
Discount rate:		
Increase by 1%	**(25,963)**	(11,402)
Decrease by 1%	**115,440**	117,826
Salary increase rate:		
Increase by 1%	**120,665**	122,192
Decrease by 1%	**(25,895)**	(6,564)

Shown below is the maturity analysis of the undiscounted benefit payments as at December 31:

	2024	2023
Within the next 12 months	**160,822**	137,183
Between two and five years	**371,196**	311,485
Beyond five years	**3,856,471**	2,889,349

The average duration of the defined benefit obligation as at December 31, 2024 is between 6.10 years to 17.19 years (2023 – 6.10 years to 19.93 years).

B. Defined Contribution Plan

The Company also provides a defined contribution plan that covers all regular full-time employees under which the Company pays fixed contributions based on the percentage contributed by the employees from their monthly salaries.

Participation by employees in the defined contribution plan is voluntary. Total contribution is up to 4% of annual salary, of which, 60% is contributed by the employees and 40% by the Company. There will be separate sub-funds for the defined contribution and benefit plans which will not be commingled with each other or be used to fulfill the funding requirements of both retirement plans.

The Company contributed ₱1.7 million in 2024, ₱0.7 million in 2023 and 2022 to the defined contribution plan, which were recognized as expense. The Company has payable to the defined contribution plan amounting to ₱0.4 million as at December 31, 2024 (2023 - ₱0.005 million).

C. Vacation and Sick Leave

The following tables summarize the components of vacation and sick leave expense recognized in the consolidated statements of income and the amounts recognized in the consolidated statements of financial position.

Vacation and sick leave expense consists of:

	2024	2023	2022
Current service cost	**31,077**	20,124	7,256
Past service credit	**113**	(11,200)	(1,749)
Interest cost	**6,326**	6,786	3,268
Actuarial losses (gains)	**3,280**	(3,308)	17,724
Vacation and sick leave expense	**40,796**	12,402	26,499

Changes in the present value of the vacation and sick leave obligation are as follows:

	2024	2023
Balances at beginning of year	**91,094**	79,502
Current service cost	**31,077**	20,124
Past service cost	**113**	(11,200)
Benefits paid	**(20,771)**	(9,118)
Interest cost	**6,326**	6,786
Net transfer of obligation	**12,441**	8,308
Actuarial losses (gains)	**3,280**	(3,308)
Balances at end of year	**123,560**	91,094

D. PHINMA Jumbo Retirement Plan

The Company has cross-assigned executives currently enrolled in the PHINMA Jumbo Retirement Plan of PHINMA, Inc. The Company contributes to the retirement fund of the cross-assigned executives and recognizes the contribution as retirement expense in the year it was incurred. For the year ended December 31, 2024, the Company contributed ₱7.5 million to the retirement fund (2023 - ₱3.0 million; 2022 - ₱3.1 million).

35. Leases

Company as Lessee

The Company has various lease contracts for land, buildings, warehouses and vehicles. The leases have lease terms of between two (2) and 25 years. The Company also has certain leases with lease terms of 12 months or less. The Company applies the "short-term lease" recognition exemptions for these leases. The rollforward analysis of right-of-use assets follows:

	Right-of-use: Land	Right-of-use: Buildings & Warehouses	Right-of-use: Vehicles	Right-of-use: Others	Right-of-use: Total
2024					
Cost					
At January 1, 2024	**248,434**	**306,102**	**348,817**	**2,761**	**906,114**
Additions	**-**	**85,226**	**49,775**	**464**	**135,465**
Pre-termination	**-**	**-**	**(11,794)**	**-**	**(11,794)**
At December 31, 2024	**248,434**	**391,328**	**386,798**	**3,225**	**1,029,785**
Accumulated depreciation and amortization					
At January 1, 2024	**(68,143)**	**(185,568)**	**(226,361)**	**(2,761)**	**(482,833)**
Depreciation	**(16,414)**	**(48,289)**	**(86,879)**	**(361)**	**(151,943)**
Pre-termination	**-**	**-**	**9,661**	**-**	**9,661**
At December 31, 2024	**(84,557)**	**(233,857)**	**(303,579)**	**(3,122)**	**(625,115)**
Net Book Value	**163,877**	**157,471**	**83,219**	**103**	**404,670**
2023					
Cost					
At January 1, 2023	119,241	170,017	291,890	2,470	583,618
Acquisition through business combination	98,012	126,254	-	-	224,266
Additions	31,181	9,831	62,868	675	104,555
Pre-termination	-	-	(5,941)	(384)	(6,325)
At December 31, 2023	248,434	306,102	348,817	2,761	906,114
Accumulated depreciation and amortization					
At January 1, 2023	(19,032)	(80,113)	(166,972)	(2,470)	(268,587)
Acquisition through business combination	(37,086)	(65,029)	-	-	(102,115)
Depreciation	(12,025)	(40,426)	(63,962)	(391)	(116,804)
Pre-termination	-	-	4,573	100	4,673
At December 31, 2023	(68,143)	(185,568)	(226,361)	(2,761)	(482,833)
Net Book Value	180,291	120,534	122,456	-	423,281

The roll forward analysis of lease liabilities follows:

	2024	2023
As at beginning of year	**524,517**	314,128
Payments	**(170,794)**	(111,306)
Additions	**131,839**	104,307
Accretion of interest	**34,623**	25,497
Pretermination	**(1,785)**	(1,427)
Acquisition through business combination	**-**	193,318
As at end of year	**518,400**	524,517
Less current portion of lease liabilities	**90,271**	128,510
Noncurrent portion of lease liabilities	**428,129**	396,007

In 2024, three (3) long-term lease contracts were pre-terminated by the Company. As a result, the Company recognized loss from pre-termination of lease contract amounting to ₱0.3 million recognized in the statement of income as part of "Other income (expenses)", after derecognizing the related right-of-use assets and lease liabilities amounting to ₱2.1 million and ₱1.8 million, respectively, in the statements of financial position.

In 2023, three (3) long-term lease contracts were pre-terminated by the Company. As a result, the Company recognized loss from pre-termination of lease contract amounting to ₱0.2 million recognized in the statement of income as part of “Other income (expenses)”, after derecognizing the related right-of-use assets and lease liabilities amounting to ₱1.6 million and ₱1.4 million, respectively, in the statements of financial position.

In 2022, three (3) long-term lease contracts were pre-terminated by the Company. As a result, the Company recognized gain from pre-termination of lease contract amounting to ₱5.6 million recognized in the statement of income as part of "Other income (expenses)", after derecognizing the related right-of-use assets and lease liabilities amounting to ₱18.6 million and ₱24.2 million, respectively, in the statements of financial position.

The following are the amounts recognized in the consolidated statements of income:

	Notes	2024	2023	2022
Depreciation expense of right-of-use assets	30	**151,943**	116,804	89,977
Interest expense on lease liabilities	31	**34,623**	25,640	19,646
Expenses relating to short-term leases		**130,442**	140,076	113,528
Loss (gain) on pre-termination		**349**	225	(5,621)
		317,357	282,745	217,530

Shown below is the maturity analysis of the undiscounted lease payments:

	2024	2023
1 year	**121,411**	155,812
more than 1 years to 2 years	**146,623**	95,891
more than 2 years to 3 years	**65,657**	79,212
more than 3 years to 4 years	**37,319**	68,943
more than 5 years	**395,436**	398,331

36. Commitments and Contingencies

a. Unused Credit Lines

PHN has an unused credit line amounting to ₱2.3 billion and ₱4.7 billion as at December 31, 2024 and 2023, respectively.

UGC has the following unused approved credit lines with local banks and financial institutions as at December 31:

Nature	2024	2023
Letters of credit/trust receipts	**3,696,062**	4,730,616
Bills purchase line	**650,000**	921,480
Forward contract (including settlement risk)	**1,337,900**	1,189,989

PCC has the following unused approved credit lines with local banks and financial institutions as at December 31:

Nature	2024	2023
Letters of credit/trust receipts	**2,561,643**	4,596,532
Bills purchase line	**600,432**	550,764
Forward contract (including settlement risk)	**1,552,820**	1,398,182

Phinma Solar has the following unused approved credit lines with local banks and financial institutions as at December 31:

Nature	2024	2023
Letters of credit/trust receipts	**67,000**	461,831
Bills purchase line	**50,000**	50,000
Forward contract (including settlement risk)	**154,000**	140,000

PEHI has the following unused approved credit lines with local banks and financial institutions as at December 31:

Nature	2024	2023
Letters of credit/trust receipts	**3,950,000**	4,650,000
Bills purchase line	**305,000**	275,000
Forward contract (including settlement risk)	**-**	276,850

b. PPHC is a party to certain claims arising from the ordinary course of business. PPHC management, after consultations with its legal counsel, is of the opinion that adverse judgment in any case will not materially affect its financial position and results of operations. Other disclosures required by PAS 37, Provisions, Contingent Liabilities and Contingent Assets, were not provided as it may prejudice the Group's position on these claims.

c. PPHC has entered into a Funding Commitment Agreement with the HDMF covering the terms and conditions for extension of housing loans to HDMF members under the Pag-IBIG Housing Loan Program. HDMF requires a seasoning period of two years within which to convert the Contract to Sell between the Parent Company and the buyer to Real Estate Mortgage between the HDMF and the buyer.

d. The Parent Company has entered into agreements with various Companies and individuals for the acquisition of land for development into residential projects. Liabilities arising from such contracts are as follows:

	2024	2023
Accrued land liabilities - current (Note 15)	**94,269**	12,943
Accrued land liabilities - noncurrent	**335,330**	246,502
	429,599	259,445

Noncurrent portion of the accrued land liabilities is presented as part of other noncurrent liabilities in the statements of financial position.

e. <u>PHI</u>

Lease Agreements

PHI as Lessee

On August 16, 2009, PHI entered into a lease agreement with EMAR Corporation, a related party, which shall be for a period of five (5) years until August 15, 2014 and is renewable under such terms and conditions as the parties may agree. In September 2011, the lease agreement was amended to reduce the leased area by half of the original size. On September 1, 2021 and 2020, respectively, the lease agreement was renewed for another year with total leased space of 205 square meters. PHI applied the "short-term lease" recognition exemption for this lease under PFRS 16.

Rent expense arising from this lease agreement amounted to ₱2.8 million and ₱2.7 million in 2024 and 2023, respectively.

Security Deposit

The lease agreement provides for a security deposit to be applied against monthly rentals due or to be refunded, free of interest, after PHI has completely vacated the leased premises, less certain deductions as stipulated in the agreement.

The carrying amount of the security deposit presented as part of input VAT and other current assets in the statements of financial position amounted to ₱0.4 million as at December 31, 2024 and 2023.

f. <u>Coral Way</u>

Lease Commitments

Coral Way as a Lessee

Coral Way entered into a non-cancellable commercial lease of land with Shoemart, Inc., which shall be used for the development and operation of Coral Way until 2027. The lease contract includes a clause to enable yearly upward revision of the rental charges.

Coral Way as a Lessor

Coral Way entered into a commercial lease with Paramount Hotels and Facilities Management Company, Inc. (Paramount) for the rental of a commercial space in the Hotel. The operating lease is renewable upon mutual agreement between the parties. In 2020, Coral Way and Paramount have agreed to renew the lease for another five (5) years.

In May 2010, Coral Way entered into a lease agreement with a third party for the rental of a space in the Hotel to be used as equipment room. The lease is for a period of five years. The lease agreement was renewed in 2020 for another five (5) years.

g. <u>KEHC</u>

Lease Commitments

KEHC as a Lessee

On December 19, 2013, Coral Way entered into a non-cancellable commercial lease of land with a third party, which shall be used for the development and operation of KEHC for a period of 25 years, renewable for another 10 years upon mutual agreement of the parties. The lease contract includes a clause to enable yearly upward revision of the rental charges and grace period of two years.

In 2014, KEHC and Coral Way entered into a deed of assignment wherein the latter agreed to assign all its rights, interests and obligations under the contract of lease in favor of KEHC as the new lessee. Except for the change in the lessee, all other provisions of the contract of lease shall continue to be valid and binding with the lessor.

KEHC as a Lessor

KEHC entered into a commercial lease with Paramount for the rental of a commercial space in the Hotel. The lease is for a period of three (3) years and renewable for another three (3) years, after 2019.

In 2019, KEHC entered into a lease agreement with Cutad, Inc. for the rental of a commercial space in the Hotel. The lease is for a period of twenty (20) years with 5.0% yearly escalation clause.

h. Others

There are contingent liabilities arising from tax assessments occurring in the ordinary course of business, including the petition filed for the reversal and nullification of safeguard duties on its importation of cement. On the basis of information furnished by the Company's legal counsel, management believes that none of these contingencies will materially affect the Company's financial position and result of operations.

37. EPS Computation

Basic EPS is computed as follows:

	2024	2023	2022
		(As restated)	
(a) Net income attributable to equity holders of the parent	**279,550**	831,265	947,677
(b) Weighted average number of common shares outstanding	**294,659**	286,326	276,721
Basic/diluted EPS attributable to equity holders of the parent (a/b)	**0.95**	2.90	3.42

The Company's basic and diluted earnings per share are the same since the Company does not have potential common shares.

38. Financial Risk Management Objectives and Policies

The Company's principal financial instruments comprise of cash and cash equivalents, trade receivables, refundable deposits, investments held for trading and investments in equity instruments classified as financial assets at FVOCI in Philippine Peso and U.S. dollar currencies. The main purpose of these financial instruments is for a temporary outlay of funds. The Company has financial liabilities in the form of bank loans and corporate bonds with the main purpose of funding its investments in the Strategic Business Units (SBUs), potential new investments, refinancing maturing loans, and general corporate purposes. The Company also has financial assets and liabilities, such as trade and other receivables and trade and other payables that arise directly from operations.

The main risks arising from the Company's treasury transactions are credit risk, liquidity risk, market risk, foreign currency risk, interest rate risk and equity price risk. Careful study, skill, prudence and due diligence are exercised at all times in the handling of the funds and capital raising of the Company.

Credit Risk

Credit risk is the risk that the Company will incur a loss arising from customers, clients or counter-parties that fail to discharge their contractual obligations. Due to the Company's investing and operating activities, the Company is exposed to the potential credit-related losses that may occur as a result of an individual, counterparty or issuer being unable or unwilling to honor its contractual obligations.

In managing credit risk on the financial instruments, the Company transacts only with the Financial Institutions (FIs) duly approved by the Board of Directors. Investments per financial institution are subject to a maximum of 20% of the Company's investible funds. For investments in UITFs or Mutual Funds, it is the Company's policy that investments cannot exceed 10% of the size of the fund.

A comprehensive credit and business review in coordination with dealers or underwriters is performed whenever the Company invests in non-rated securities. Furthermore, the Company monitors the credit quality of corporate and sovereign bonds with reference to credit rating studies and updates from the major rating agencies. The Company's exposure to credit risk on its cash and cash equivalents, trade and other receivables and contract assets arises from default of the counterparties with maximum exposures equal to the carrying amounts of the instruments.

	2024	2023
Financial assets at amortized cost:		
Cash and cash equivalents	**2,804,952**	2,677,785
Trade and other receivables	**8,620,534**	6,647,156
Contract assets	**3,892,207**	3,622,582
Refundable deposits	**64,901**	79,911
	15,382,594	13,027,434

Cash and cash equivalents as at December 31, 2024 excludes cash on hand amounting to ₱291.6 million (2023 - ₱228.1 million).

Trade and other receivables exclude the advances to suppliers and contractors as at December 31, 2024 amounting to ₱2,717.3 million (2023 - ₱1,944.8 million).

Refundable deposits exclude other deposits as at December 31, 2024 amounting to ₱481.2 million (2023 - ₱262.5 million) as they not financial assets.

There are no significant concentrations of credit risk.

Credit Quality of Financial Assets, Other than Receivables from Customers

The financial assets are grouped according to stage whose description is explained as follows:

Stage 1 - those that are considered current and up to 30 days past due, and based on change in rating, delinquencies and payment history, do not demonstrate significant increase in credit risk.
Stage 2 - those that, based on change in rating, delinquencies and payment history, demonstrate significant increase in credit risk, and/or are considered more than 30 days past due but does not demonstrate objective evidence of impairment as of reporting date.
Stage 3 - those that are considered in default or demonstrate objective evidence of impairment as of reporting date.

The credit quality of the Company's financial and contract assets are as follows:

	ECL Staging			
	Stage 1 12-month ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	Total
2024				
Financial Assets at Amortized Cost:				
Cash and cash equivalents	**2,804,952**	**-**	**-**	**2,804,952**
Contract assets	**3,863,543**	**28,664**	**-**	**3,892,207**
Other receivables:				
Accrued interest receivables	**516,873**	**-**	**-**	**516,873**
Advances to other third parties	**278,434**	**-**	**-**	**278,434**
Loans receivables	**218,898**	**-**	**-**	**218,898**
Due from related parties	**181,356**	**-**	**-**	**181,356**
Advances to officers and employees	**118,315**	**-**	**-**	**118,315**
Rent receivable	**113,727**	**-**	**-**	**113,727**
Others	**575,165**	**-**	**-**	**575,165**
Refundable deposits	**64,901**	**-**	**-**	**64,901**
Gross Carrying Amount	**8,736,164**	**28,664**	**-**	**8,764,828**
2023				
Financial Assets at Amortized Cost:				
Cash and cash equivalents	2,677,785	-	-	2,677,785
Contract assets	3,604,252	18,330		3,622,582
Other receivables:				
Advances to other third parties	540,518	-	-	540,518
Accrued interest receivables	440,276	-	-	440,276
Loans receivables	379,486	-	-	379,486
Due from related parties	150,870	-	-	150,870
Rent receivable	112,662	-	-	112,662
Advances to officers and employees	61,793	-	-	61,793
Others	427,844	-	-	427,844
Refundable deposits	79,911	-	-	79,911
Gross Carrying Amount	8,475,397	18,330	-	8,493,727

Credit Quality of Receivables from Customers

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). 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 of the Company's receivables from customers and contract assets using provision matrix:

	Receivables from customers and contract assets					
	Days past due					
	Current	<30 Days	30-60 Days	61-90 Days	>91 Days	Total
December 31, 2024						
Expected credit loss rate	**2%**	**15%**	**3%**	**16%**	**23%**	**9%**
Estimated total gross carrying amount default	**7,506,580**	**669,602**	**376,521**	**439,864**	**3,145,602**	**12,138,169**
Expected credit loss	**146,452**	**101,329**	**11,832**	**72,026**	**729,376**	**1,061,015**
December 31, 2023						
Expected credit loss rate	1%	11%	3%	34%	36%	8%
Estimated total gross carrying amount default	6,436,236	915,993	257,920	331,256	1,252,660	9,194,065
Expected credit loss	73,907	97,824	6,987	112,733	454,537	745,988

Customer receivables amounting to ₱569.8 million and ₱649.3 million in 2024 and 2023, respectively, was specifically identified to be fully impaired (Note 10). Impaired financial instruments comprise of receivables from customers and other receivables. The past due but not impaired trade and other receivables are expected to be collected the following year.

Liquidity Risk

Liquidity risk is the risk that the Company may not be able to settle or meet its obligations on time due to the inability to collect its receivables, liquidate its other assets or obtain funding at reasonable terms. The Company manages liquidity risks by keeping a level of cash and cash equivalents sufficient to finance the operating requirements. The cash and cash equivalents are invested in time deposits and money market funds that can be liquidated quickly. The Company also ensures that it always has enough and active working capital lines with banks for bridge financing. The maturities of the financial liabilities are determined based on the Company's projected payments and contractual maturities. The key terms and thresholds are approved by the Board of Directors. It is the Company's policy to restrict investment in marketable securities, principally to publicly traded securities with a history of marketability and by dealing with only large reputable domestic institutions.

As part of liquidity risk management, the Company regularly evaluates the projected and actual cash flows and conducts stress-testing of assumptions to establish contingency plans. The Company also has access to certain supplier finance arrangements with reputable financial institutions, and management expects these supplier finance arrangement to continue in the foreseeable future. The Company continuously assesses conditions in the financial markets for opportunities for fund-raising activities which may include bank loans and capital market issues.

The tables below show the maturity profile of the Company's financial assets used for liquidity purposes based on contractual undiscounted cash flows as of December 31:

Financial Assets	Within 1 year	1 to < 2 years	2 to < 3 years	3 to 5 years	More than 5 years	Total
2024						
Financial assets at amortized cost						
Cash and cash equivalents	**3,096,553**	-	-	-	-	**3,096,553**
Trade and other receivables	**8,620,534**	-	-	-	-	**8,620,534**
Financial assets at FVPL:						
Investment in UITF	**1,337,191**	-	-	-	-	**1,337,191**
Investments in marketable equity securities	**3,670**	-	-	-	-	**3,670**
Investments in preferred shares	-	-	**2,042,183**	-	-	**2,042,183**
	13,057,948	-	**2,042,183**	-	-	**15,100,131**
2023						
Financial assets at amortized cost						
Cash and cash equivalents	2,905,913	-	-	-	-	2,905,913
Trade and other receivables	6,647,156	-	-	-	-	6,647,156
Financial assets at FVPL:						
Investment in UITF	371,412	-	-	-	-	371,412
Investments in marketable equity securities	3,684	-	-	-	-	3,684
Investments in preferred shares	-	-	-	1,916,238	-	1,916,238
	9,928,165	-	-	1,916,238	-	11,844,403

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments as of December 31:

Financial liabilities	Within 1 year	1 to < 2 years	2 to < 3 years	3 to 5 years	More than 5 years	Total
2024						
Loans and borrowings and payables						
Notes payable	**16,022,789**	**-**	**-**	**-**	**-**	**16,022,789**
Trade and other payables	**4,461,467**	**-**	**-**	**-**	**-**	**4,461,467**
Trust receipts payable	**695,121**	**-**	**-**	**-**	**-**	**695,121**
Due to related parties	**77,452**	**-**	**-**	**-**	**-**	**77,452**
Lease liabilities	**121,411**	**146,623**	**65,657**	**37,319**	**395,436**	**766,446**
Long-term debt, including future interest payable	**5,167,249**	**1,549,433**	**3,607,173**	**966,087**	**1,540,348**	**12,830,290**
	26,545,489	**1,696,056**	**3,672,830**	**1,003,406**	**1,935,784**	**34,853,565**
2023						
Loans and borrowings and payables						
Notes payable	7,626,264	-	-	-	-	7,626,264
Trade and other payables	3,658,343	-	-	-	-	3,658,343
Trust receipts payable	883,106	-	-	-	-	883,106
Due to related parties	71,981	-	-	-	-	71,981
Lease liabilities	155,812	95,891	79,212	68,943	398,331	798,189
Long-term debt, including future interest payable	2,361,602	4,166,905	1,512,493	4,086,795	1,688,940	13,816,735
Non-controlling interest put liability	2,570,619	-	-	-	-	2,570,619
	17,327,727	4,262,796	1,591,705	4,155,738	2,087,271	29,425,237

As at December 31, 2024, trade and other payables excludes deposits from buyers amounting to ₱256.4 million (2023 - ₱170.1 million) as these are not considered as financial liability.

Changes in liabilities arising from financing activities

The changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes are as follows:

	January 1, 2024	**Acquisition through business combination**	**Additions**	**Payments**	**Others***	**December 31, 2024**
Notes payable	**7,626,264**	**-**	**19,118,011**	**(10,722,251)**	**765**	**16,022,789**
Long-term debt	**14,139,066**	**-**	**500,000**	**(3,740,063)**	**38,554**	**10,937,557**
Due to related parties	**71,981**	**-**	**447,459**	**(441,988)**	**-**	**77,452**
Dividends payable	**254,258**	**-**	**548,992**	**(588,269)**	**-**	**214,981**
Lease liabilities	**524,517**	**-**	**131.839**	**(170,794)**	**32,838**	**518,400**
Total liabilities from financing activities	**22,616,086**	**-**	**20,614,594**	**(15,663,365)**	**72,157**	**27,771,179**

* *Others include amortization of debt issue cost and accretion of interest. For lease liabilities, this also includes derecognized amount of ₱1.8 million due to pre-termination of long-term lease contract.*

	January 1, 2023	Acquisition through business combination	Additions	Payments	Others*	December 31, 2023
Notes payable	2,779,103	3,169,577	9,029,800	(7,158,495)	(193,721)	7,626,264
Long-term debt	10,934,746	743,413	3,159,325	(748,958)	50,540	14,139,066
Due to related parties	155,595	2,153	3,055,020	(3,140,787)	-	71,981
Dividends payable	185,687	1,007	473,359	(405,795)	-	254,258
Lease liabilities	314,128	193,318	107,788	(111,449)	20,732	524,517
Other noncurrent liabilities	49,577	166,096	86,245	-	-	301,918
Total liabilities from financing activities	14,418,836	4,275,564	15,911,537	(11,565,484)	(122,449)	₱22,918,004

* *Others include amortization of debt issue cost and accretion of interest. For lease liabilities, this also includes derecognized amount of P1.4 million due to pre-termination of long-term lease contract.*

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Market risks are managed by constant review of global and domestic economic and financial environments as well as regular discussions with banks' economists/strategy officers to get multiple perspectives on interest rate trends/forecasts. Regular comparison of the portfolio's marked-to-market values and yields with defined benchmarks are also made.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's financial assets that are exposed to foreign currency risk are foreign currency denominated cash and cash equivalents, receivables, derivative assets and investments in UITFs.

Foreign exchange risks on the U.S. dollar and other foreign currencies are managed through constant monitoring of the political and economic environment domestically and abroad. Should the need arise, approved hedging strategies may be implemented to mitigate risks. Returns are also calibrated on a per currency basis to account for the perceived risks with higher returns expected from weaker currencies.

The following table shows the foreign currency-denominated financial assets and financial liabilities and their peso equivalents as of December 31:

	2024		2023	
	Foreign Currency	**Peso Equivalent**	Foreign Currency	Peso Equivalent
Financial assets:				
Cash and cash equivalents	**US$817**	**47,249**	US$9,628	533,102
Cash and cash equivalents	**VND5,191**	**12**	VND17,941,227	40,936
Short-term investments	**US$3,973**	**229,822**	-	-
Receivables	**US$11,613**	**671,760**	US$10,056	556,825
Investment at FVPL	**US$35,304**	**2,042,183**	US$34,608	1,916,238
Derivative assets	**US$17,298**	**1,000,586**	US$16,069	889,721
Investment in UITF	**US$35**	**2,011**	US$35	1,937
		3,993,623		3,938,759
Financial liabilities:				
Trade and other payables	**US$118**	**6,826**	US$16	859

In translating foreign currency-denominated financial assets into peso amounts, the exchange rates used were ₱57.85 and ₱55.37 to US$1.00 and ₱0.0022719 to VND1.00 as at December 31, 2024 (2023- ₱0.0022817 to VND1.00)as at December 31, 2024 and 2023, respectively.

The following tables demonstrate the sensitivity to a reasonably possible change in the exchange rate, with all other variables held constant, of the Company's profit before tax (due to the changes in the fair value of monetary assets) as at December 31, 2024 and 2023. There is no impact on the Company's equity other than those already affecting the profit or loss.

The effect on profit before tax are as follows:

	2024		2023	
(Amounts in Millions)	**Increase (Decrease) in Peso-Dollar exchange rate**	**Effect on profit before tax**	Increase (Decrease) in Peso-Dollar exchange rate	Effect on profit before tax
PHN	**+/-1.0**	**+/-64.73**	+/-1.0	+/-61.71
PEHI	**+/-1.0**	**+/-4.18**	+/-1.0	+/-8.14
UGC	**+/-3.0**	**+/-0.08**	+/-3.0	+/-0.14
PCC	**+/-4.0**	**+/-0.14**	+/-4.0	+/-1.80

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. Interest rate risk is managed by assessing developments in the market and also internally monitoring the interest rate, interest structure, and maturity profile of the company's debt obligations.

The following tables set out the carrying amounts, by maturity, of the Company's financial assets and liabilities that are exposed to interest rate risk as of December 31:

	Interest Rates	Within 1 year	1 to < 2 years	2 to < 3 years	3 to 5 years	More than 5 years	Total
2024							
Financial Assets							
Placements (PHP)	**1.60% to 15.74%**	**1,091,365**	**-**	**-**	**-**	**-**	**1,091,365**
Financial Liabilities							
PEHI	**4.85% to 8.20%**	**2,265,506**	**279,708**	**491,063**	**784,461**	**538,286**	**4,359,024**
PHN	**6.25%**	**18,276**	**18,189**	**1,878,310**	**-**	**-**	**1,914,775**
UGC	**4.85% to 5.11%**	**48,025**	**35,535**	**798,691**	**-**	**-**	**882,251**
2023							
Financial Assets							
Placements (PHP)	1.40% to 6.10%	790,819	-	-	-	-	790,819
Financial Liabilities							
PEHI	4.85% to 8.20%	397,043	2,249,763	262,223	923,289	252,162	4,084,480
PHN	6.00%-7.86%	64,564	966,133	18,142	1,869,258	-	2,918,097
UGC	4.85%	48,218	48,258	12,233	800,276	-	908,985

Interest on financial instruments classified as fixed rate is fixed until the maturity of the instrument.

The table below sets forth the estimated change in the Company's income before tax due to a reasonably possible change in interest rates as at December 31, 2024 and 2023. There is no impact on the Company's equity other than those already affecting the profit or loss.

	2024		2023	
	Increase/ (Decrease) in basis points	**Effect on profit before tax**	Increase/ (Decrease) in basis points	Effect on profit before tax
Financial Liabilities				
PEHI	**25**	**(10,901)**	25	**(10,376)**
	(25)	**10,901**	(25)	**10,376**
PHN	**25**	**(7,150)**	25	(7,295)
	(25)	**7,150**	(25)	7,295
UGC	**25**	**2,238**	25	(2,272)
	(25)	**(2,238)**	(25)	2,272

Peso placements are subject to cash flow interest rate risk while peso and dollar bonds are subject to fair value interest rate risk.

Equity Price Risk

Equity price risk is the risk that the fair values of equities decrease as a result of changes in the levels of the equity indices and the values of individual stocks. The Company's exposure to equity price risk relates primarily to its equity investments listed in the PSE classified under investments held for trading.

The Company's policy is to maintain the risk to an acceptable level. Movement of share price is monitored regularly to determine impact on the Company's financial position. Unsystemic risk is managed through diversification in the stock portfolio.

The following tables demonstrate the effect on the Company's profit before income tax (as a result of a change in the fair value of equity instruments held as investment held for trading) due to a reasonably possible change in equity indices, based on the Company's expectation, with all other variables held constant as at December 31, 2024 and 2023.

There is no other significant impact on the Company's equity other than those already affecting the profit or loss.

	2024		2023	
	Increase/ Decrease in stock exchange index	**Effect on profit before tax**	Increase/ Decrease in stock exchange index	Effect on profit before tax
PHN	+18.02%	**408**	+8.6%	10.00
	-18.02%	**(408)**	-8.6%	(10.00)
API	+18.02%	**133**	+8.6%	0.08
	-18.02%	**(133)**	-8.6%	(0.08)

Capital Management

The primary objective of the Company's capital management is to ensure that the Company maintains a healthy capital structure to maintain strong credit rating and maximize shareholder value. Capital includes all the accounts appearing in the "Equity attributable to equity holders of the parent" and "Equity attributable to non-controlling interests" in the consolidated statements of financial position.

The Company keeps the debt-to-equity ratio at a level no higher than 3.33:1, with the DE ratio computed as Consolidated Total Indebtedness over Consolidated Total Equity. Total Indebtedness defined as (a) money borrowed; (b) any amount raised by acceptance credit facility; (c) any amount raised pursuant to any note purchase facility or the issue of bonds, promissory notes, debentures, loan stock or any similar instrument; (d) the amount of any liability in respect of any lease or hire purchase contract which would, in accordance with PFRS Accounting Standards, be treated as a finance or capital lease; (e) receivables sold on a non-recourse basis; (f) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing; (g) any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked-to-market value shall be taken into account); (h) any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; (i) the amount paid-up or credited as paid-up on any redeemable share capital; and (j) the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (a) to (i) above.

The Company's consolidated debt-to-equity ratio as at December 31 are as follows:

	2024	2023
		(As restated)
Total liabilities	**26,960,346**	24,335,949
Total equity	**15,822,990**	9,659,862
Debt-to-equity ratio	**1.70:1**	2.52:1

The Company expects to improve the debt-to-equity ratio mainly through improvement in the Company's business operations.

39. Financial Instruments

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of its assets and liabilities by valuation technique:

- 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 is significant to their fair value measurement is unobservable

Assets and liabilities measured or disclosed at fair value are as follows:

	Total	Level 1	Level 2	Level 3
2024				
Assets				
Investments held for trading:				
Investments in UITFs	**1,337,191**	**-**	**1,337,191**	**-**
Investments in marketable equity securities	**3,670**	**3,670**	**-**	**-**
Club shares designated at FVOCI	**52,497**	**-**	**52,497**	**-**
Non-listed equity instruments designated at FVOCI	**86,516**	**-**	**-**	**86,516**
Non-listed debt instrument designated at FVPL	**2,042,183**	**-**	**-**	**2,042,183**
Derivative assets	**1,000,586**	**-**	**-**	**1,000,586**
	4,522,643	**3,670**	**1,389,688**	**3,129,285**
Liabilities				
Long-term debt	**10,937,557**	**-**	**-**	**10,937,557**
2023				
Assets				
Investments held for trading:				
Investments in UITFs	371,412	-	371,412	-
Investments in marketable equity securities	3,684	3,684	-	-
Club shares designated at FVOCI	70,550	-	70,550	-
Non-listed equity instruments designated at FVOCI	92,558	-	-	92,558
Non-listed debt instrument designated at FVPL	1,916,238	-	-	1,916,238
Derivative assets	889,721	-	-	889,721
	3,344,163	3,684	441,962	2,898,517
Liabilities				
Non-controlling interest put liability	2,570,619	-	-	2,570,619
Long-term debt	14,139,066	-	-	14,139,066
	16,709,685	-	-	16,709,685

During the years ended December 31, 2024 and 2023, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

The following methods and assumptions are used to estimate the fair value of the following financial instruments.

Investments Held for Trading, Financial Assets at FVPL, Financial Assets at FVOCI and Derivative Assets. Quoted market prices have been used to determine the fair value of investments in marketable equity securities and club shares designated at FVOCI. The fair values of unquoted equity investments at FVOCI, unquoted debt investment classified as financial asset at FVPL and derivative asset have been estimated using a future cash flows from the investee and applying a discount rate to calculate the present value of the cash flows.

The valuation requires management to make certain assumptions about the model inputs including forecast cashflows, discount rate, long-term growth rate, comparable companies' average volatility, option adjusted spread and risk-free rate. The probabilities of various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted investments.

The fair values of non-listed shares of stock were determined through the following valuation approach: income approach and asset-based approach. Income approach is predicated upon the concept that the value of any asset can be estimated by ascertaining the amount and timing of future cash flows or earnings that are generated by that asset. Asset-based approach is based on the value of all the tangible and intangible assets and liabilities of the company.

For financial assets at FVOCI, the higher the value of the share price, the higher the fair value. Any change in the fair value of the non-listed equity shares will not significantly impact the consolidated financial statements.

Sensitivities related to the financial assets at FVPL and derivative assets are disclosed in Note 14.

Cash and Cash Equivalents, Trade and Other Receivables, Notes Payable, Trade and Other Payables, Trust Receipts Payable and Due to Related Parties. Due to the short-term nature of these transactions, the carrying value approximate the fair values as at the reporting date.

Long-term Debt. The Company's borrowings as at December 31, 2024 and 2023 are stated at amortized cost. The fair values of the borrowings approximate their carrying amounts.

<u>Derivative Instruments</u>

Freestanding Derivatives. The Company's derivative financial instruments are accounted for as financial instruments at FVPL.

40. Segment Information

For management purposes, the Company is organized into business units based on its products and services and has six (6) reportable operating segments as follows:

- Investment holdings - PHN and PSHC are engaged in investment holding activities of shares of stocks and other financial instruments.
- Property development - PPHC is engaged in real estate development. API and APHI lease out its real and personal properties.
- Construction materials - PCC encompasses the operations of the cement trading. UGC handles the manufacturing and trading of iron and steel products. PHINMA Solar provides solar rooftop system to customers. The Company has assessed that the nature of the products and services and the type or class of customers for these products and services are related.
- Educational services - PEHI holds interest in AU, COC, UPANG, UI, SWU, RCI, RCL and UCLI which offer graduate, tertiary, secondary and elementary education services. CAA conducts a non-sectarian institution of learning and operates schools for all levels below tertiary level, whether preschool, primary, secondary, technical and vocational, specialized programs and for all and any form of educational activities.
- Hospitality - PHI provides management services and is engaged in investment holding activities for the hotels. PHINMA Microtel is engaged in hotel franchising. Coral Way is engaged in hotel operations.
- OAL was engaged in animation services.

The BOD (Chief Operating Decision Maker) monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. Segment result is defined as the segment's income generated from its own operations, net of its share in the equity in net earnings of associates and joint ventures and investment income, before deducting interest and financing charges, provision for income tax and share of NCI. The amounts of segment assets and liabilities, and segment profit or loss are based on measurement principles that are similar to those used in measuring the assets, liabilities and profit or loss in the consolidated financial statements, which is in accordance with PFRS.

The Company does not report its results based on geographical segments since the Company's risks and rates of return are substantially in the same economic and political environment with the companies incorporated and operated in the Philippines. There are no transactions with a single customer that accounts to 10% or more of the Company's revenue.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transaction with third parties. Segment revenues, segment expenses and segment results include transfers between operating segments. These transfers are eliminated in full upon consolidation.

Segment Information

Financial information on the operating segments are summarized as follows:

	Investment holdings	Property development	Construction materials	Educational services	Hospitality	BPO	Eliminations	Total operations
Year Ended December 31, 2024								
Revenue	**815,266**	**2,357,680**	**14,295,226**	**6,386,893**	**591,631**	**-**	**(687,538)**	**23,759,158**
Segment results	**(122,508)**	**219,177**	**650,967**	**1,746,014**	**60,708**	**(331)**	**(222,899)**	**2,331,128**
Investment income	**673,606**	**200,718**	**20,691**	**51,031**	**7,161**	**-**	**(457,052)**	**496,155**
Equity in net earnings (losses) of associates and joint ventures	**-**	**(25,694)**	**-**	**(20,868)**	**10,256**	**-**	**17,143**	**(19,163)**
Interest expense and financing charges	**(386,400)**	**(397,174)**	**(570,397)**	**(241,040)**	**(22,857)**	**-**	**11,474**	**(1,606,394)**
Provision for income tax	**(10,069)**	**(53,051)**	**(30,973)**	**(171,164)**	**399**	**-**	**-**	**(264,858)**
Share of non-controlling interest	**-**	**(56,103)**	**-**	**(262,776)**	**-**	**-**	**(338,439)**	**(657,318)**
Net income attributable to equity holders of parent	**154,629**	**(112,127)**	**70,288**	**1,101,197**	**55,667**	**(331)**	**(989,773)**	**279,550**
Total assets	**14,834,648**	**11,257,678**	**16,627,994**	**20,983,838**	**1,301,905**	**769**	**(11,146,839)**	**53,859,993**
Total liabilities	**6,691,848**	**8,254,026**	**12,515,306**	**10,757,853**	**501,172**	**310,156**	**(993,358)**	**38,037,003**
Year Ended December 31, 2023								
Revenue	766,950	1,921,024	13,268,172	5,438,749	293,027	7	(414,111)	21,273,818
Segment results	(205,108)	467,317	697,979	1,410,280	46,258	(389)	1,879	2,418,216
Investment income	620,101	24,401	18,200	45,253	3,689	7	(381,970)	329,681
Equity in net earnings (losses) of associates and joint ventures	-	(76,649)	-	(5,028)	81	-	-	(81,596)
Interest expense and financing charges	(297,548)	(122,759)	(402,784)	(210,544)	(12,179)	-	41,125	(1,004,689)
Provision for income tax	(11,241)	(84,042)	(11,367)	(45,994)	(11,285)	-	-	(163,929)
Share of non-controlling interest	-	(161)	-	(254,639)	-	-	(411,618)	(666,418)
Net income attributable to equity holders of parent	106,204	208,107	302,028	939,328	26,564	(382)	(750,584)	831,265
Total assets	13,532,537	8,720,617	12,865,398	16,294,786	1,250,846	1,022	(9,868,618)	42,796,588
Total liabilities	6,340,455	5,958,056	9,762,651	8,373,846	497,025	309,917	1,894,776	33,136,726
Year Ended December 31, 2022								
Revenue	521,765	37,040	13,245,555	4,068,537	-	2	(208,317)	17,664,582
Segment results	87,327	29,921	804,293	973,520	-	(1,440)	25,331	1,918,952
Investment income	443,884	585	11,843	12,904	-	2	(208,317)	260,901
Equity in net earnings of associates and joint ventures	-	57,549	-	465	-	-	-	58,014
Interest expense and other financing charges	(249,101)	-	(305,631)	(175,167)	-	-	41,709	(688,190)
Provision for income tax	(6,238)	(5,025)	(15,629)	6,396	-	-	-	(20,496)
Share of non-controlling interests	-	-	-	(184,659)	-	-	(396,845)	(581,504)
Net income attributable to equity holders of the parent	275,872	83,030	494,876	633,459	-	(1,438)	(538,122)	947,677
Total assets	12,572,663	384,562	12,089,269	13,949,000	-	904	(6,985,373)	32,011,025
Total Liabilities	5,335,317	52,197	8,188,314	6,765,676	-	309,481	217,371	20,868,356

41. Restatement

For the year ended December 31, 2024, the management of UGC, the Parent Company's subsidiary, identified certain adjustments needed to correct select financial statement line items. These adjustments were primarily due to inconsistencies in the application of certain accounting policies and as a result, select amounts in the previously reported 2023 consolidated financial statements have been restated.

On April 7, 2025, the Company requested for an approval from the SEC to restate the 2023 consolidated financial statements and subsequently received the approval on April 11, 2025

The Company conducted a comprehensive review of its financial records, leading to the following adjustments in the consolidated financial statements:

a. Reduction in the December 31, 2023 ending balance of inventory resulting from the correct application of inventory accounting policies.
b. Reduction in the advances to suppliers presented under trade and other receivables and prepaid expenses and deposits presented under input value-added taxes and other current assets to consistently apply and reflect correct accounting policies for goods that were already delivered and expenses already incurred against trade and other payables and contract liabilities.
c. Increase in cost of sales for inventories sold in 2023 resulting from the adjustments described in (a) and (b) above.

The effects of the restatements to the Company's financial statements as at and for the year ended December 31, 2023 are summarized below. Line items that were not affected by the changes have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided.

Consolidated statement of financial position as at December 31, 2023:

	As previously stated	Effect of restatement	As restated
Current assets			
Trade and other receivables	8,513,789	(253,592)	8,260,197
Inventories	3,765,002	(416,444)	3,348,558
Input value-added taxes and other current assets	1,871,411	(12,332)	1,859,079
Total current assets	20,537,041	(682,368)	19,854,673
Total assets	43,478,956	(682,368)	42,796,588
Current liabilities			
Trade and other payables	3,572,566	255,920	3,828,486
Contract liabilities	1,809,423	102,220	1,911,643
Total current liabilities	18,115,541	358,140	18,473,681
Total liabilities	32,778,586	358,140	33,136,726
Equity			
Retained earnings, beginning of year	5,360,643	(893,481)	4,467,162
Retained earnings, end of year	6,132,003	(1,019,841)	5,112,162
Non-controlling interest	3,012,875	(20,667)	2,992,208
Total equity	10,700,370	(1,040,508)	9,659,862
Total liabilities and equity	43,478,956	(682,368)	42,796,588

Consolidated Statement of income for the year ended December 31, 2023:

	As previously stated	Effect of restatement	As restated
Costs and expenses			
Cost of sales	11,678,169	128,921	11,807,090
Income before income tax	1,790,532	(128,921)	1,661,611
Net income	1,626,603	(128,921)	1,497,682
Attributable to:			
Equity holders of the Parent	957,626	(126,360)	831,266
Non-controlling interest	668,977	(2,561)	666,416
	1,626,603	(128,921)	1,497,682
Basic/Diluted Earnings Per Common Share - Attributable to Equity Holders of the Parent	3.34	(0.44)	2.90

Consolidated Statement of cash flow for the year ended December 31, 2023:

	As previously stated	Effect of restatement	As restated
Profit before income tax	1,790,532	(128,921)	1,661,611
Operating income before working capital changes	3,495,488	(128,921)	3,366,567
(Increase) decrease in:			
Trade and other receivables	(1,978,796)	219,182	(1,759,614)
Inventories	205,160	(331,149)	(125,989)
Increase (decrease) in trade and other payables	(199,886)	240,888	41,002
Net cash provided by operations	1,018,170	-	1,018,170
Net cash used in operating activities	(33,359)	-	(33,359)

Such restatement did not impact the previously reported totals of net cash flows from operating, investing and financing activities in the statements of cash flows for the period ended December 31, 2023.

In 2022, UGC implemented a new accounting system, which introduced certain limitations that make it impracticable, as defined under PAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors,* to determine the impact of the adjustments in 2022 and retrospectively present a third statement of financial position as at January 1, 2023. Given these constraints, retrospective application has not been applied beyond what is reasonably determinable.

The effects of the restatements to the Construction Materials business segment's financial information as at and for the year ended December 31, 2023 are summarized below. Line items that were not affected by the changes have not been included. As a result, the sub-totals and totals disclosed cannot be recalculated from the numbers provided.

Construction Materials Segment	As previously stated	Effect of restatement	As restated
Segment results	826,900	(128,921)	697,979
Net income attributable to equity holders of parent	430,949	(128,921)	302,028
Total assets	13,547,766	(682,368)	12,865,398
Total liabilities	9,404,511	358,140	9,762,651

42. Events after the Reporting Period

Acquisition of PHINMA Insurance Brokers, Inc.

On January 9, 2025, the Company completed the purchase of PHINMA Insurance Brokers, Inc. (PIBI) from PHINMA, Inc. for a total transaction of P150.53 million for 2.3 million shares representing 100% ownership. On November 7, 2024, the Company disclosed the approval of the board for the acquisition of PIBI from PHINMA, Inc. PIBI is the insurance brokerage arm of the Group, involved in developing, packaging and servicing life, non-life and HMO insurance programs while dealing with reputable local and global insurance companies to answer its clients' various requirements.

Investment to PHINMA Community Housing Corporation

On March 21, 2025, the Company's BOD approved the investment of ₱250 million in PHINMA Community Housing Corporation for its initial capital expenditure requirements, purchase of land and working capital requirements.

Appropriation and Reversal of Appropriation of Retained Earnings

On March 21, 2025, the Company's BOD approved the appropriation of ₱500 million for the investment in the Construction Materials Group and ₱500 million for the investment in the PHINMA Community Housing Corporation until December 31, 2026. In addition, the BOD approved the reversal of previous appropriations of retained earnings amounting to ₱500 million for the investment in PPHC and ₱1.1 billion for the investment in the Construction Materials business

Dividend declaration

On April 14, 2025, the Company's BOD declared a ₱0.60 per share regular cash dividend amounting to ₱201.8 million payable on May 26, 2025 to shareholders of record as at May 13, 2025.

PHINMA CORPORATION AND SUBSIDIARIES

Index to the Supplementary Schedules
December 31, 2024

PHINMA Corporation
12th Floor, PHINMA Plaza 39 Plaza Drive, Rockwell Center, Makati City

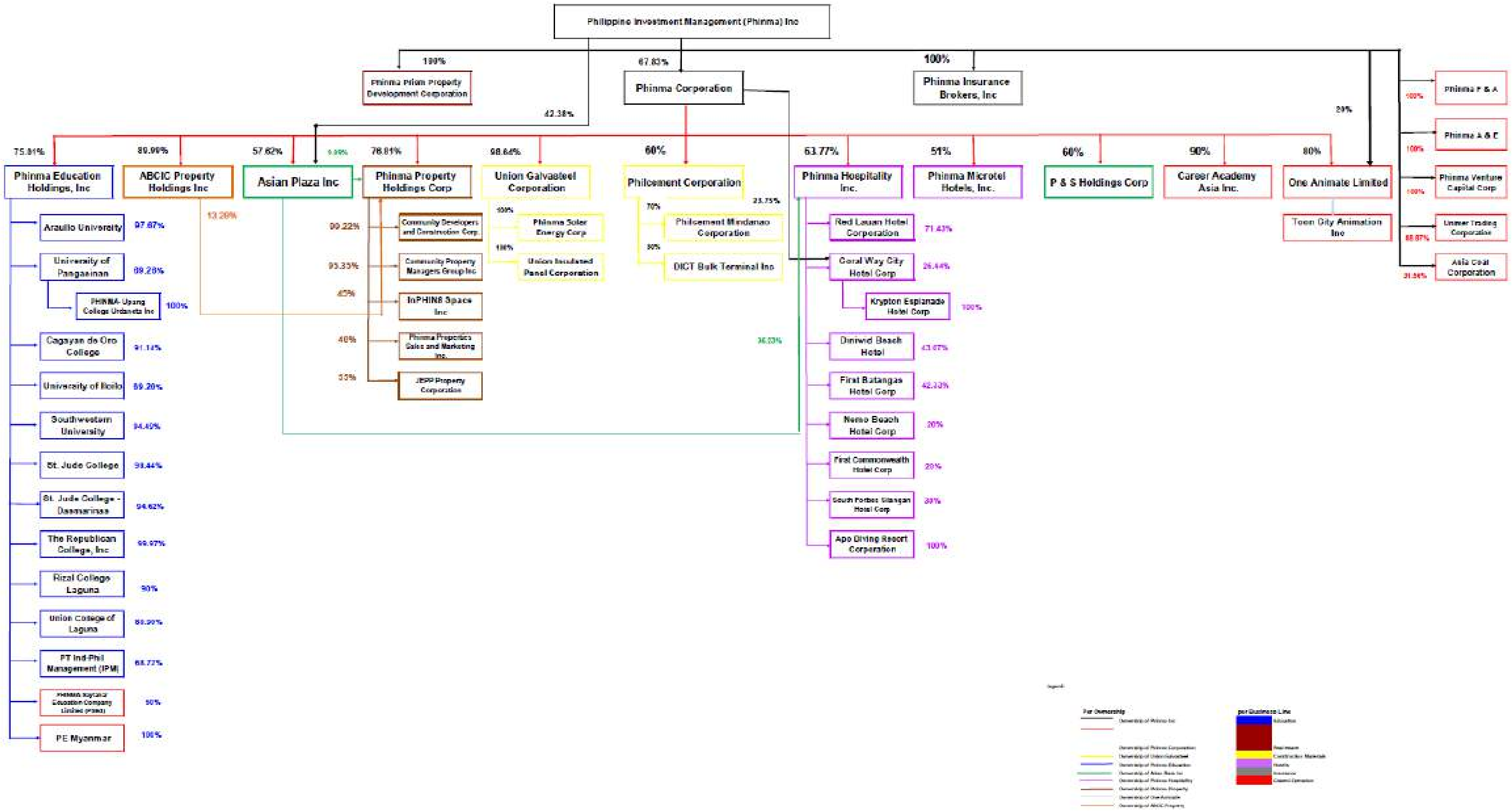
Reconciliation of Parent Company's Retained Earnings Available for Dividend Declaration

For the year ended December 31, 2024
(All amounts in Philippine Peso)
(In absolute amounts)

Unappropriated Retained Earnings at January 1, 2024			1,545,951,422
Add:	Category A: Items that are directly credited to Unappropriated retained earnings		
	Reversal of Retained earnings appropriation/s	-	
	Effect of restatements or prior-period adjustments	-	
	Others		
	Realized gain on sale of financial assets through other comprehensive income	8,655,000	
	Remeasurement loss on retirement benefit obligation	4,574,893	13,229,893
Less:	Category B: Items that are directly debited to Unappropriated retained earnings		
	Dividend declaration during the reporting period	(171,795,158)	
	Retained earnings appropriated during the reporting period	-	
	Effect of restatements or prior-period adjustments	-	
	Deferred tax asset impact from previous years booked as part of retained earnings	(206,815,961)	(378,611,119)
Unappropriated Retained Earnings, as adjusted			1,180,570,196
Add/Less:	**Net Income (loss) for the current year/period**		140,995,023
Less:	Category C.1: Unrealized income recognized in the profit or loss during the year/period (net of tax)	-	
	Equity in net income of associate/joint venture, net of dividends declared	-	
	Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	(15,577,903)	
	Unrealized fair value adjustment of financial assets at fair value through profit or loss (FVTPL)	(94,458,516)	
	Unrealized fair value gain of investment property	-	
	Others		
	Unrealized gain on derivatives	(81,185,897)	
	Unrealized gain on fair value of investments held for trading	(2,535,817)	(193,758,133)
Adjusted net income/loss			(52,763,110)
Add/Less:	Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution	-	
	Net movement of treasury shares (except for reacquisition of redeemable shares)	-	
	Net movement of deferred tax asset not considered in the reconciling items under the previous categories	(77,969,800)	
	Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	-	
	Adjustment due to deviation from PFRS/GAAP - gain (loss)	-	
	Others (describe nature)	-	(77,969,800)
Adjusted net income/loss			(130,732,910)
Total Retained Earnings, end of the year available for dividend declaration			**1,049,837,286**

SCHEDULE II

PHINMA CORPORATION AND SUBSIDIARIES
Map of the Relationship of the Companies within the Group
December 31, 2024



PHINMA CORPORATION AND SUBSIDIARIES
Supplementary Schedules Required by Paragraph 7D, Part II
Under Revised SRC Rule 68
December 31, 2024
Amounts in Philippine Peso

Schedule A. Financial Assets

Name of Issuing Entity and Association of Each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount Shown in the Balance Sheet	Value based on market quotation at end of reporting period	Income received and accrued
Cash and cash equivalents		**3,096,552,892**	**3,096,552,892**	**53,819,627**
Investment in Unit Investment Trust Fund and Money Market Fund (UITF & MMF)				
BDO Unibank, Inc. (Peso MMF)	159,106	469,053,002	469,053,002	
BDO Unibank, Inc. (ÙSD MMF)	152	1,382,619	1,382,619	
Bank of the Philippine Islands (MMF)	435,498	115,646,230	115,646,230	
Bank of the Philippine Islands (Peso Short term fund)	7,168	2,441,012	2,441,012	
Bank of the Philippine Islands (USD Short term fund)	32	628,452	628,452	
China Banking Corporation (Cash Fund)	22,837,211	29,091,996	29,091,996	
China Banking Corporation (MMF)	461,685,943	689,717,954	689,717,954	
China Banking Corporation (IFIF)	22,040	29,369	29,369	
China Banking Corporation (STF)	2,037,784	2,716,531	2,716,531	
Metropolitan Bank and Trust Company (MMF)	295,054	560,720	560,720	
Rizal Commercial Banking Corporation (Peso MMF)	380,561	703,805	703,805	
Rizal Commercial Banking Corporation (Peso CMF)	9,254,871	11,720,656	11,720,656	
Security Bank Corporation (Peso Bond Fund)	215,932	479,725	479,725	
Security Bank Corporation (Peso MMF)	8,122,503	13,018,579	13,018,579	
		1,337,190,650	**1,337,190,650**	**12,441,573**
Marketable Equity Securities				
Aboitiz Equity Venture	1,900	64,220	64,220	
Aboitiz Power Corporation	3,700	139,120	139,120	
AC Energy (ACEPH) formerly Phinma Energy Corp.	201,590	804,360	804,360	
ACE Enexor, Inc. formerly Phinma Petroleum and Geothermal Corp.	8	38	38	
Ayala Corporation	530	317,470	317,470	
Banco de Oro Universal Bank	1,504	216,576	216,576	
Century Pacific Food, Inc	3,500	144,200	144,200	
Cosco Capital	19,000	102,030	102,030	
Del Monte Pacific Limited	5,972	23,291	23,291	
DMCI Holdings, Inc	14,100	150,870	150,870	
DNL Industries	24,400	147,864	147,864	
First Gen Corp	5,600	90,272	90,272	
First Phil. Holdings Corp.	9,440	552,240	552,240	
Metrobank	5,000	360,000	360,000	
Puregold Price Club, Inc.	2,400	73,560	73,560	
Robinsons Retail Holdings, Inc.	6,100	218,685	218,685	
San Miguel Food and Beverage	1,270	66,675	66,675	
Security Bank Corporation	1,767	151,697	151,697	
Universal Robina Corp.	600	46,800	46,800	
		3,669,968	**3,669,968**	**(23,334)**
T-BILLS		-	-	-
Trade and other receivables		**8,620,532,939**	**8,620,532,939**	**207,524,990**
Financial assets at fair value through other comprehensive income				
Unquoted:				
Asian Eye Institute, Inc.	100,000	1,224,911	1,224,911	
Beacon Property Ventures, Inc.	14,400,000	63,667,321	63,667,321	
Manila Cordage Company	18,136	14,243,472	14,243,472	
PDS Holdings Corp.	4,030	866,450	866,450	
Others	various	6,514,351	6,514,351	
Quoted				
Grand Plaza Hotel	353,260	1,942,930	1,942,930	
Metro Alliance Holdings A	162,000	121,500	121,500	
Metro Alliance Holdings B	268,000	182,240	182,240	
Club shares	various	50,250,000	50,250,000	
		139,013,175	**139,013,175**	**(6,934,477)**
Financial assets at fair value through profit or loss		**2,042,183**	**2,042,183**	**125,944,688**
		13,199,001,807	**13,199,001,807**	**392,773,067**

Schedule B. Amounts Receivable from Directors, Officers, Employees, and Principal Stockholders (Other than Related Parties)

Amounts in Philippine Peso

Name and Designation of Debtor	Balance of Beginning of Period	Additions	Amounts Collected	Amounts Written off	Current	Not Current	Balance at End of Period
Advances to officers and employees	61,792,573	57,382,071	(859,957)	-	118,314,687	-	118,314,687

Schedule C. Amounts Receivable from Related Parties which are eliminated during the consolidation of financial statements

Amounts in Philippine Peso

Name and Designation of Debtor	Balance of Beginning of Period	Additions	Amounts Collected	Amounts Written Off	Current	Not Current	Balance at End of Period
Accounts Receivable							
One Animate Ltd.	303,789,245	55,216	-	-	-	303,844,461	303,844,461
Philcement Corp.	107,632,208	290,294,618	(294,827,688)	-	103,099,138		103,099,138
Union Galvasteel Corporation	77,851,619	133,249,418	(107,554,055)	-	103,546,982		103,546,982
Phinma Corporation	73,568,421	26,365,533	(26,027,228)	-	73,906,726		73,906,726
Phinma Education Holdings, Inc.	98,795,013	330,911,056	(250,043,999)	-	179,662,070		179,662,070
Phinma Solar	5,814,001	15,529,898	(21,343,899)	-	-		-
Career Asia Academy	1,266,356	287,055	-	-	1,553,411		1,553,411
Cagayan de Oro College	760,072	2,279	(474,677)	-	287,674		287,674
University of Iloilo	853,409	9,295	(723,413)	-	139,291		139,291
Pamantasan ng Araullo (Araullo University), Inc.	2,322,950	-	(1,987,965)	-	334,985		334,985
Southwestern University	20,160,672	751,944	(14,906,433)	-	6,006,183		6,006,183
University of Pangasinan	2,005,808	-	(1,854,937)	-	150,871		150,871
St. Jude College	144,743	-	(144,743)	-	-		-
Asian Plaza, Inc.	52,000,000	28,083,490	(28,083,490)	-	52,000,000		52,000,000
Republican College	56,717	-	-	-	56,717		56,717
Phinma Property Holdings Corp	6,099,928	226,633,267	-	-	232,733,195		232,733,195
Phinma Hospitality Inc	5,781,750	52,801,858	(52,289,019)	-	6,294,589		6,294,589
Phinma Microtel Hotels Inc	10,719	9,860,270	(9,806,503)	-	64,486		64,486
Community Property Managers Group, Inc.	-	501,621	-	-	501,621		501,621
Community Developers and Construction Corp	496,000	-	(496,000)	-	-		-
Union Insulated Panel Corporation	-	12,277,966	-	-	12,277,966		12,277,966
Philcement Mindanao Corporation	-	13,087,653	-	-	13,087,653		13,087,653
	759,409,631	**1,140,702,437**	**(810,564,049)**	**-**	**785,703,558**	**303,844,461**	**1,089,548,019**

Schedule D. Long-term Debt
Amounts in Philippine Peso

Title of Issue and Type of Obligation	Amount authorized by Indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long Term Debt" in related balance sheet"
PHINMA Education Holdings, Inc.			
Rizal Commercial Banking Corporation	1,468,560,307	1,468,560,307	
China Banking Corporation	410,349,210	410,349,210	-
	1,878,909,517	1,878,909,517	-
PHINMA Corporation			
China Banking Corporation	947,900,450	947,900,450	-
Security Bank Corporation	1,905,632,898	86,268,416	1,819,364,482
	2,853,533,348	1,034,168,866	1,819,364,482
Southwestern University			
Rizal Commercial Banking Corporation	384,000,000	6,000,000	378,000,000
China Banking Corporation	193,500,000	-	193,500,000
	577,500,000	6,000,000	571,500,000
Union Galvasteel Corporation			
Banco de Oro	858,255,053	858,255,053	-
PhilCement Corporation			
Security Bank Corporation	1,411,918,132	1,411,918,132	-
University of Pangasinan			
China Banking Corporation	342,201,655	16,182,300	326,019,355
Rizal Commercial Banking Corporation	329,981,239	36,610,165	293,371,074
	672,182,894	52,792,465	619,390,429
Pamantasan ng Araullo (Araullo University), Inc.			
China Banking Corporation	367,077,381	24,341,318	342,736,063
University of Iloilo			
China Banking Corporation	169,236,340	9,696,679	159,539,661
Rizal Commercial Banking Corporation	348,288,933	9,869,825	338,419,108
	517,525,273	19,566,504	497,958,769
Cagayan de Oro College			
China Banking Corporation	313,802,375	14,473,364	299,329,011
St. Jude College			
Rizal Commercial Banking Corporation	368,111,035	11,838,257	356,272,778
Rizal College of Laguna, Inc.			
Rizal Commercial Banking Corporation	99,250,000	-	99,250,000
Union College of Laguna			
Rizal Commercial Banking Corporation	49,625,000	(375,000)	50,000,000
Phinma Solar Energy Corp.			
Development Bank of the Philippines	174,355,428	25,738,152	148,617,276
P&S Holdings Corporation			
United Pulp and Paper Company, Inc.	93,998,254	4,000,000	89,998,254
Phinma Property Holdings.			
China Banking Corporation	490,013,159	774,612	489,238,547
Coral Way City Hotel			
BDO Unibank Inc.	57,500,000	7,500,000	50,000,000
China Banking Corporation	154,000,000	-	154,000,000
	211,500,000	7,500,000	204,000,000
	10,937,556,849	**5,349,901,240**	**5,587,655,609**

Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)
Amounts in Philippine Peso

Name of related party	Balance at Beginning of Period	Balance at End of Period
None	-	-

Schedule F. Guarantees of Securities of Other Issuers
Amounts in Philippine Peso

Name of Issuing Entity of Securities Guaranteed by the Company for which this Statement is Filed	Title of Issue of each Class of Securities Guaranteed	Total Amount Guaranteed and Outstanding	Amount Owned by Person for which Statement is Filed	Nature of Guarantee
None	-	-	-	-

Schedule G. Capital Stock
Amounts in Philippine Peso

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as shown under related Statement of Financial Position Caption	Number of Shares Reserved for Options, Warrants, Conversion and other Rights	Number of Shares Held by Related Parties	Directors, Officers and Employees	Others
Preferred shares						
Class AA	50,000,000	-	-	-	-	-
Class BB	50,000,000	-	-	-	-	-
	100,000,000	-	-	-	-	-
Common shares	420,000,000	336,343,544	-	228,542,478	38,750,442	69,050,624
Treasury shares	-	(18,279)	-	-	-	(18,279)
	520,000,000	**336,325,265**	**-**	**228,542,478**	**38,750,442**	**69,032,345**

SCHEDULE IV

PHINMA CORPORATION AND SUBSIDIARIES

Components of Financial Soundness Indicators

December 31, 2024

Amounts in Philippine Peso

Ratio	Formula	2024	2023 As restated	2024	2023 (As restated)
Current ratio					
	Total Current Assets divided by Total Current Liabilities			**0.85**	**1.07**
	Total Current Assets	26,030,580	19,854,673		
	Divide by: Total Current Liabilities	30,533,013	18,473,681		
	Current ratio	0.85	1.07		
Acid test ratio	Quick assets (Total Current Assets less inventories and other current assets) divided by Total Current Liabilities			**0.57**	**0.79**
	Total current assets	26,030,580	19,854,673		
	Less: Inventories	(5,830,094)	(3,348,558)		
	Other current assets	(2,727,742)	(1,859,079)		
	Quick assets	17,472,744	14,647,036		
	Divide by: Total Current Liabilities	30,533,013	18,473,681		
	Acid test ratio	0.57	0.79		
Solvency ratio	Net income plus non-cash expenses divided by total liabilities			**0.05**	**0.07**
	Net income	936,868	1,497,681		
	Non-cash expenses (depreciation and amortization)	1,022,656	786,056		
	Total	1,959,524	2,283,737		
	Total Liabilities	38,037,003	33,136,726		
	Solvency ratio	0.05	0.07		
Debt-to-equity ratio	Total debt divided by Total Equity			**2.40**	**3.43**
	Total Debt	38,037,003	33,136,726		
	Divide by: Total Equity	15,822,990	9,659,862		
	Debt-to-equity ratio	2.40	3.43		
	Total Interest-Bearing Debt divided by Total Stockholders' Equity			**1.70**	**2.25**
	Total Interest-Bearing Debt	26,960,346	21,765,330		
	Divide by: Total Equity	15,822,990	9,659,862		
	Debt-to-equity ratio	1.70	2.25		
Asset-to- equity ratio	Total assets divided by Total Equity			**3.40**	**4.43**
	Total assets	53,859,993	42,796,588		
	Divide by: Total Equity	15,822,990	9,659,862		
	Asset-to-equity ratio	3.40	4.43		
Interest rate coverage ratio	Earnings Before Interest and Tax divided by Total Interest Expense			**1.75**	**2.65**
	Earnings before interest and tax	2,808,120	2,666,300		
	Divide by: Total interest expense	1,606,394	1,004,689		
	Interest rate coverage ratio	1.75	2.65		
Return on Equity	Net Income divided by Average Stockholders' Equity			**7%**	**15%**
	Net income	936,868	1,497,681		
	Divide by: Average Stockholders' Equity	12,741,426	9,945,472		
	Return on Equity	7%	15%		
Return on assets	Net income divided by Average Total Assets			**2%**	**4%**
	Net Income	936,868	1,497,681		
	Divide by: Average Total Assets	48,328,290	37,403,806		
	Return on Equity	2%	4%		
Net profit margin	Net income divided by total revenues			**4%**	**7%**
	Net Income	936,868	1,497,681		
	Divide by: Total Revenues	23,759,158	21,273,818		
	Net profit margin	4%	7%		

ANNEX **D**

Management Report

Annex D

MANAGEMENT REPORT

FINANCIAL AND OTHER INFORMATION

Changes In and Disagreements with Accountants on Accounting and Financial Disclosures

For the last year, there have been no disagreements with the independent accountants on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure.

Management's Discussions and Analysis or Plan of Operation

CALENDAR YEAR 2024

PHINMA Corporation's ("PHN" or the "Company") consolidated revenues rose to ₱23.76 billion for the period ending December 31, 2024 from ₱21.27 billion in the previous year. The Company's consolidated net income and net income attributable to equity holders of the parent were at ₱936.87 million and ₱279.55 million, compared to the restated 2023 figures of ₱1.50 billion and ₱831.27 million respectively. PHN restated its Calendar Year (CY) 2023 financial statements following an internal review by its subsidiary Union Galvasteel Corporation (UGC), leading to lower retained earnings.

The Company's balance sheet strengthened in 2024 through its ₱1-billion stock rights offering listed in November and the ₱2.52-billion initial investment of leading global investment firm KKR in PHINMA Education through Phoenix Investments II Pte. Ltd. KKR also acquired the PHINMA Education shares of former investors Kaizenvest, Asian Development Bank, and FMO–allowing PHN to book an addition to equity of ₱1.45 billion arising from this reversal of a contingent put liability on these shares. As of end-2024, following the additional equity infusion and increase in equity reserves, PHN's book value per share rose to ₱27.76 from ₱23.29.

PHINMA Education Holdings, Inc. (PHINMA Education) recognized revenues of ₱6.39 billion, an increase of 17% compared to the prior year. Meanwhile, consolidated net income for the same period stood at ₱1.19 billion. The robust performance was primarily driven by enrollment growth as the network expanded its total enrollment to 163,854 students across the Philippines and Indonesia in School Year (SY) 2024-2025, marking a 12% increase from the previous academic year. Additionally, PHINMA Education achieved an overall board passing rate of 88% and 25 board topnotchers in 2024.

The PHINMA Construction Materials Group (PHINMA CMG) - comprised of UGC, Philcement Corporation (Philcement), and PHINMA Solar Energy Corporation (PHINMA Solar) - reported combined revenues of ₱14.30 billion due to its enhanced sales and production capabilities. In addition, PHINMA CMG's development of higher margin products and the expansion of sales channels enabled it to achieve a combined net income of ₱80.64 million in 2024 despite rising input costs and heightened market competition.

PHINMA Property Holdings Corp. (PHINMA Properties) registered revenues of ₱2.34 billion and a net loss of ₱98.28 million amid lower sales volumes and increasing interest costs. The decline is also attributable to upfront expenses related to expansion projects, the timing of revenue recognition, and the implementation of new Significant Financing Component accounting standards. The unbooked revenues will be recognized as construction progresses. PHINMA Properties looks to sustain gains from key developments particularly Saludad, its 21-hectare master-planned township in Bacolod. Meanwhile the PHINMA Group sees significant opportunities in its newly organized PHINMA Community Housing Corporation as the vehicle for its renewed thrust in the underserved socialized housing sector.

Coral Way City Hotel Corporation (Coral Way), PHINMA Hospitality, Inc., and PHINMA Microtel Hotels, Inc. posted combined revenues of ₱591.63 million and combined net income of ₱65.58 million. Sustained demand from conventions, events and corporate bookings led to a pickup in both chainwide occupancy and the average daily rates, resulting in revenue growth for the aforementioned companies. Furthermore, PHINMA Microtel Hotels Inc.'s new franchise agreement for a TRYP by Wyndham condominium-hotel project in Samal Island, Davao also contributed to the revenue increase.

For CY 2023, PHN restated its financial report after UGC identified certain adjustments needed to correct certain line items resulting from the inconsistent application of certain accounting policies. These one-off, non-cash adjustments reduced 2023 income by ₱128.92 million and retained earnings at the start of the year by ₱893.48 million. Moving forward, UGC is reinforcing its internal controls. The company has also strengthened its finance team and executive leadership, mainly with the appointment of its new Chief Operating Officer Gil Amilbangsa. Mr. Amilbangsa, a University of the Philippines industrial engineering alumnus, brings three decades of leadership experience in steel manufacturing and operations in the Philippines and abroad.

PHINMA Corporation had cash and cash equivalents of ₱3.10 billion, consolidated total assets of P53.86 billion, and total stockholders' equity of ₱15.82 billion.

2024 Highlights

PHINMA Education provides accessible, quality education to underserved youth – low-income high school graduates who are often the first in their families to go to college. On its 20th year, the company acquired its 10th Philippine school, St. Jude College Dasmariñas, Cavite and began managing its second school in Indonesia, Kalbis University in Jakarta. PHINMA Education is the largest network of tertiary education schools in Southeast Asia with enrollment of more than 163,000 students.

PHINMA CMG provides a reliable supply of essential construction materials that help Filipinos build better homes, communities, and futures. Union Galvasteel Corporation (UGC) formed its Insulated Panel Division into its own business: Union Insulated Panel Corporation (UIPC), which broke ground on its state-of-the-art manufacturing plant in Porac, Pampanga. UIPC is well-positioned to enhance the country's cold storage infrastructure and food supply chain with annual capacity of one million square meters of insulated panels. Philcement entered into partnerships with Petra Cement, Inc. and Big Boss Cement, Inc., effectively expanding the company's production capacity and sales reach through operating new plants in Zamboanga del Norte and Pampanga. Meanwhile, PHINMA Solar focused on completing its 9,39-MWac solar rooftop projects that were awarded in 2023 under the government's Green Energy Auction Program (GEAP II).

PHINMA Properties shapes new urban communities, nurturing Filipinos to become better citizens, often providing homes to first-time homebuyers. Saludad, the Group's first-ever township, highlights the synergy of PHINMA by hosting the first Southwestern University outside of Cebu, a TRYP by Wyndham hotel, as well as by utilizing construction materials from PHINMA CMG. It integrates these with the Bacolod's rich cultural heritage. The business unit also expanded PHINMA Maayo Tugbok in Mindanao and saw families start moving its various projects.

PHINMA Hospitality provides clean, comfortable, and secure lodging to leisure and business travelers in the country through its Microtel by Wyndham and TRYP by Wyndham properties. PHINMA Hospitality operates 14 Microtel by Wyndham hotels and one TRYP by Wyndham hotel in the Philippines. The hotels saw strong growth in revenue per available room (RevPAR) due to strong domestic tourism, the continued resurgence of business travel, and a steady rise in international arrivals. The increased frequency of in-person meetings and events significantly boosted demand for both accommodations and function rooms.

2025 Outlook

The Philippines is projected to sustain the economic gains made last year, primarily driven by resilient consumer spending. However, risks- especially from overseas- continue to cloud the outlook. The Philippines joins other economies in managing volatile market and business conditions as a result of regulatory uncertainty and a potential trade war. The national government plans to capitalize on growth opportunities by attracting foreign investments, while the PHINMA Group is well-positioned to benefit from ongoing economic growth, the Philippine demographic dividend, and continued infrastructure spending.

PHINMA Education will continue to maximize avenues for reaching more students in need. With funding from global investment firm KKR, the company will keep pursuing expansion opportunities in the Philippines and Southeast Asia. It will also focus on increasing technology and infrastructure investments to better serve the needs of over 163,000 students and promote affordable, accessible education.

PHINMA CMG will continue to bolster sales and maximize efficiencies in a highly competitive market. The company will effectively leverage its acquisition of Petra Cement and its agreements with Anflo Group and Big Boss Cement to increase production capacity in Luzon and Mindanao. UIPC's new state-of-the-art factory in Pampanga is expected to commence commercial operations next year. PHINMA Solar will also complete additional projects secured under the government's Second Green Energy Auction Program (GEAP II).

PHINMA Properties is set to complete the first phase of its inaugural township, Saludad, by year-end. The development, in partnership with JEPP Real Estate, will combine the PHINMA Group's key offerings in education, construction materials, and hospitality into a vibrant community that reflects Bacolod's environmental and cultural roots. The business is also spinning off its community housing arm into its own unit, reinforcing PHINMA's commitment to addressing the nation's significant housing backlog.

PHINMA Hospitality will capitalize on the sustained demand for leisure and business travel. The country's second TRYP by Wyndham hotel will break ground in Bacolod this July and will serve as Saludad's anchor tenant. Construction is also in full swing for another TRYP hotel in Samal, in partnership with Davao-based Damosa Land, paving the way for the PHINMA Group's entry into the domestic condotel market.

Key Performance Indicators (KPI)

Below are the top five (5) KPI's used to measure the financial performance of PHINMA and its material subsidiaries for the periods indicated:

Financial KPI	Definition	December 2024	December 2023 (As Restated)
Profitability			
Return on Equity (ROE)	Net Income Attributable to Equity holders of the Parent / Average Equity Attributable to Equity Holders of the Parent[1]	3.49%	11.75%
Gross Profit Margin	Gross Profit[2] / Total Revenues	30.51%	29.21%
Efficiency			
Cash Flow Margin	Cash Flows from Operating Activities / Total Revenues	-9.53%	0.65%
Liquidity			

[1] *Average Equity Attributable to Equity Holders of the Parent is derived by dividing in two (2) the sum of beginning Equity Attributable to Equity Holders of the Parent and ending Equity Attributable to Equity Holders of the Parent.*

[2] *4 Gross Profit is calculated by deducting cost of sales and cost of educational, installation, hospital and consultancy service, cost of real estate and construction services, cost of hotel operations and cost of management and administrative expenses from total revenues.*

Current Ratio	Total Current Assets Total Current Liabilities	0.85 : 1.00	1.07 : 1.00
Debt-to-Equity Ratio	Total Debt Total Equity	2.40 : 1.00	3.43 : 1.00

Profitability

The return on equity of 3.49 % in CY 2024, is lower than 11.75% return of the previous year due mainly to losses incurred by CMG and PPHC in 2024. Gross profit margin on the other hand slightly increased from 29.21% to 30.51% in 2024 due to initiatives from CMG to effectively optimize margins across product lines.

Efficiency

Net cash inflow from operations is-9.53% compared to net cash flow margin of 4.96% over the same period last year, mainly due to higher sales to institutional customers of CMG, acquisition of land and increase in project development costs from PPHC and payment of interest expense by the group.

Liquidity

Current ratio decreased from 1.07:1.00 in 2023 to 0.85:1.00 in 2024 mainly due to 1) increase in Notes Payable of Parent (P3.4 billion), CMG (₱3.1 billion), PPHC (₱1.4 billion) and the schools (P1.1 billion); and 2) the increase in contract liabilities of the schools (₱900 million) and CMG (₱466 million).

Debt-equity ratio of PHINMA and its subsidiaries as of December 31, 2024 was 2.40:1.00 mainly due to increase in Notes Payable of the Group.

Other Financial Ratios are as follows:

Financial Ratio	Definition	December 2024	December 2023 (As Restated)
Asset to Equity	Total Assets Total Equity	3.40	4.43
Interest Rate Coverage Ratio	EBITDA[3] Interest Expense and Other Financing Charges	2.38	3.44

Asset to Equity ratio of PHN and subsidiaries as of end December 2024 decreased from 4.43 to 3.40 due to 1) higher sales to institutional customers of CMG, 2) higher enrollment from schools 3) acquisition of land and increase in project development costs from PPHC and 4) expansion and renovation of the schools which were smaller in magnitude when compared with the increase in equity of ₱9.7 billion resulting from CMG's adjustment, Parent's SRO, investment of Phoenix Investments II Pte. Ltd in PEHI and the derecognition of the related contingent NCI put liability.

Interest rate coverage ratio decreased from 3.44 in 2023 to 2.38 in 2024, due to lower earnings in 2024 plus higher interest expense incurred in 2024 resulting from notes payable and loans payable obtained in 2024 at higher interest rates.

[3] *5 EBITDA is net income of the Issuer after adding back (i) interest expense and other financing charges (ii) provision for (benefit from) income tax and (iii) depreciation and amortization.*

Accounting Policies and Principles

The accompanying consolidated financial statements of Phinma Corporation have been prepared in compliance with accounting principles generally accepted in the Philippines as set forth in Philippine Financial Reporting Standards (PFRS). The consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value through profit and loss, available for sale investments and derivative investments that have been measured at fair value.

The consolidated financial statements are prepared in Philippine pesos, the company's functional and presentation currency.

Disclosures on Financial Statements

Below are additional disclosures on the Company's operations :

a. On any known trend, demand, commitment, event and uncertainty that will result in or likely to decrease its liquidity in any material way :

   PHN does not anticipate having any cash flow or liquidity problems nor does it anticipate any default or breach of any of its existing loans.

b. On any event that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation:

   None

c. On material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities or other person created during the reporting period:

   None

d. On material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures:

   None

e. On any known trend, event or uncertainty that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations:

   The geopolitical tensions, aggressive expansion across all industries and consequently higher domestic competition and interest rates remaining elevated, resulted in a sharp increase in input costs, which significantly affected the Company's margins. Their impact is reflected in the financial statements as of December 31, 2024. Phinma Corporation and its subsidiaries continue to monitor developments and to adapt accordingly with continuous implementation of cost management measures/cost rationalization across departments.

f. Any significant elements of income or loss that did not arise from the Issuer's continuing operations.

   None.

g. On the causes for any material change from period to period which shall include vertical and horizontal analyses of any material item:

   Increase or decrease of 5% or more in the financial statements are discussed below.

h. On any seasonal aspect that had a material effect on the financial condition or results of operations.

Like any other company in the construction industry, the operations of UGC are affected by seasonality demand. Demand for roofing materials is greater during the months from December to May than during the rainy months of June to November. Hence, the demand for the first semester of the calendar year is normally higher than that of the second semester.

The revenues of the PHINMA Education schools decline during summer months. Hence, net income during the first half of the calendar year is lower than the second half.

For other subsidiaries, there is no significant seasonality that would materially affect their operations.

Material Changes in Statement of Financial Position Accounts

As of December 31, 2024, the Group's total consolidated assets stood at ₱53.86 billion, higher by 25.85 % than the ₱42.80 billion total consolidated assets as of December 31, 2023.

Similarly, total consolidated liabilities amounted to ₱38.04 billion, higher by 14.79 % or by ₱4.90 billion than total consolidated liabilities as of December 31, 2023.

The following are the material changes in account balances:

ASSETS

Cash and cash equivalents
The movements in cash and cash equivalents are shown in the cash flow statement.

Investments held for trading
The increase in the account is mainly attributable to PEHI and the Parent Company's placement of the proceeds from equity received and SRO respectively, partially offset by redemption of placements of API.

Current portion - Trade and other receivables
The net increase in receivables of ₱2.73 billion is mainly due to higher sales in 2024 compared to 2023 and higher sales to institutional clients of CMG which have longer credit terms, higher enrollment for schools, partially offset by reduction in PPHC receivables amounting to P369 million.

Current portion - Contract assets
The ₱1.06 billion decrease in the account is mainly due to PPHC collections amounting to ₱1.27 billion, sale cancellations of ₱542.42 million and impact of adjustments related to Significant Financing Component amounting to ₱218.38 million. This was partially offset by re-classification of P 967.98 million from noncurrent contract assets.

Inventories
The net increase in inventory of ₱2.48 billion is attributable to the on-going property development of PPHC amounting to ₱1.56 billion and higher inventory of CMG due to its Petra operations and higher material costs.

Input value-added taxes and other current assets
The net increase in this account is mainly due to creditable withholding tax and deposit to suppliers of PPHC, scholarship grants of schools which are amortized by the end of the semester, prepayments and input tax on purchases made by the group

Noncurrent portion - Trade and other receivables
The net increase in receivables – noncurrent of ₱18.53 million is driven by the increase in PPHC's receivables from HDMF and APHI's advances to PRISM, partially offset by reduction in receivables of CMG.

Noncurrent portion - Contract assets
This account with a balance of ₱1.33 billion as of December 31, pertains to contract asset of PPHC, arising from new sales, partially offset by reclassification of contract assets, amounting to ₱967.98 million, to current.

Investment in and advances to associates and joint venture
The ₱242.52 million increase is mainly due to additional investment of PHINMA Education in PT Ind-Phil Management (IPM) amounting to ₱206.70 million partially offset by share in IPM's net loss of ₱20.87 million plus the investment of CMG in DITC Bulk Terminal.

Financial asset at fair value through profit or loss
The increase of ₱125.95 million is due to the mark-to-market gain on investment in preferred shares of Song Lam.

Financial asset at fair value through OCI
The ₱24.10 million decrease is mainly due to sale of Alabang Country Club share by Parent.

Property, plant and equipment
The ₱2.38 billion increase in this account is mainly due to: 1) renovation and expansion of schools amounting to ₱1.84 billion; 2) construction in progress of ship onloader and solar farm and packaging line of CMG amounting to ₱395.23 million and 3) ongoing construction of UIPC plant amounting to ₱147.84 million, partially offset by depreciation.

Investment properties
The net increase in this account mainly represents PPHC's increase in investment property.

Intangibles
The ₱442.76 million net increase in this account mainly represents PPHC's goodwill from acquisition of JEPP shares and goodwill resulting from the purchase of St. Jude College – Cavite.

Deferred tax assets - net
The 39% net increase in this account pertains mainly to an increase in deferred tax assets arising from provision for ECL of schools, accrued and pension expense of CMG as well as increase in PHINMA Hospitality companies' deferred tax assets.

Derivative asset – non-current
The 12% increase in this account pertains mainly to the unrealized gain on put option of the Parent company, related to the investment in Song Lam preferred shares.

Other noncurrent assets
The ₱173.26 million net increase in this account pertains mainly to the cost of digital transformation projects of PEHI and the schools which are currently under development plus the reclassification of accounts of PPHC.

LIABILITIES

Notes payable
The ₱8.40 billion increase in this account is attributable mainly to the 1) refinancing of the Parent's ₱3.0 billion Corporate Bond, 2) ₱3.08 billion notes payable of CMG for working capital requirements, 3) ₱1.05 notes for working capital and expansion of the schools and 4) notes payable obtained by PPHC for property development.

Trade and other payables
The 23% increase in Trade and other payables is mainly due to: 1) increase in working capital requirements of the schools; 2) accrual of commission and processing costs related to sales of PPHC and 3) liabilities incurred from acquisition of land by PPHC.

Contract Liabilities
Tuition fees for the semester are accrued as receivable at the start of the semester and the corresponding liability is booked under Contract Liabilities. The account increased by ₱1.30 billion mainly due to higher contract liability of the schools, resulting from high enrolment in SY2425 and CMG's increase in contract liability.

Trust receipts payable
The net decrease of ₱187.99 million in the account is attributable to settlement of CMG's trust receipts payable.

Income and other taxes payable
The net increase of ₱148.19 million in the account is attributable to increase in taxes payable from PPHC, partially offset by the settlement of CMG's and PEHI's tax payable.

Current portion - long-term debt
The increase in this account is mainly attributable to the reclassification to current portion of PEHI and CMG's long-term debt, partially offset by payment of the Parent's corporate bond.

Current portion - lease liability
The decrease in the account represents periodic lease payments by CMG

Due to related parties
The net decrease in this account is mainly attributable to the decrease in the amounts due to the parent holding company.

Long-term debt
The net decrease in this account is mainly due to portion of Parent, PEHI and CMG's long-term loans becoming current, partially offset by new long-term loans acquired by the schools amounting to P407.02 million.

Non-controlling interest put liability
The decrease in the account represents derecognition of the contingent amount payable by Phinma Corporation to non-controlling shareholders of Phinma Education.

Deferred tax liability
The net decrease in the account amounting to ₱56.76 million represents mainly the decrease in deferred tax liabilities of PPHC

Pension and other post-employment benefits
The net increase in the account amounting to ₱94.28 million represents accrual of retirement expense by the group.

Lease liability – noncurrent
The net increase in the account amounting to ₱32.12 million represents mainly the increase in lease liabilities of PPHC and CMG

Other noncurrent liability
The net increase in the account mainly represents adjustments in accrued land liability of PPHC.

EQUITY

Treasury shares
The movement in the account represents the Parent company's shares held for investment by a subsidiary (ABCIC Property Holdings, Inc.), which are classified as treasury shares during consolidation.

Exchange differences on translation of foreign operations
The movement in the account represents the adjustments arising from the translation of the financial statements of One Animate Limited (OAL) to Philippine Pesos.

Equity reserves
The movement in the account is related to the derecognition of the put option on shares in PHINMA Education and the and the acquisition of ownership interest of NCI in SWU.

Other comprehensive income
The ₱14.25 million decrease in this account is mainly due to the unrealized loss from the decrease in fair value of financial assets at FVOCI of the parent company and PHINMA Hospitality.

Retained earnings
The decrease in the account represents 1) dividends declared during the period amounting to ₱171.80 million, 2) the impact of the adoption of PIC Q&A 2018-12, affecting PPHC, on beginning retained earnings amounting

to ₱142.17 million partially offset by the net income for the 2024 and realized gain on sale of financial assets at FVOCI.

Material Changes in Income Statement Accounts

Revenues
The ₱2.49 billion increase in revenues is mainly due to :1) consolidation of sales and construction contracts of Phinma Properties and revenue from hotel operations, management, royalty and franchise fees of the Hospitality businesses in the combined amount, for both businesses (The revenues of the Property and Hospitality business were consolidated starting July 2023); 2) increase of ₱1.17 billion of PHINMA Education revenues arising from record enrollment; 3) net increase of ₱1.03 billion of CMG sales and 4) Increase in rental and investment income offset by a decrease in consultancy income of the parent company businesses.

Cost of sales
The net increase in cost of sales is attributable to increased volume of CMG coupled with higher materials cost and consolidation of cost of real estate and management of PPHC, and cost of sales and hotel operations of PHINMA Microtel and Coral Way amounting to ₱447.78 million. (PPHC, Phinma Microtel and Coral Way were consolidated starting July 2023). The increase is also due to increase in the schools' variable costs to support the higher enrollment for SY2024-25 compared to previous school year.

General and administrative expenses
General and administrative expenses increased from previous year mainly due to consolidation of operating expenses of PPHC, PHINMA Microtel and Coral Way amounting to ₱481.43 million, increase in PHINMA Education expenses amounting to ₱415.17 million, increase in CMG expenses amounting to ₱268.59 million and one-off expenses for strategic business review for the parent and subsidiaries amounting to ₱67.3 million.

Selling expenses
The increase in the account can be attributed to the consolidation of selling expenses of PPHC, PHINMA Microtel and Coral Way partially offset by reduction in selling expenses of the schools.

Interest expense and other financing charges
The increase in interest expense is mainly due to availment of loans by the group.

Unrealized gain (loss) on change in fair value of financial assets at fair value through profit or loss
Net gain is attributable to the unrealized foreign exchange loss from the investment in Song Lam preferred shares.

Net gains on derivatives
The gain on derivatives mainly resulted from the unrealized foreign exchange gain from the put option on the Song Lam preferred shares.

Equity in net earnings (losses) of associates and joint ventures
Equity in net earnings of associates refers to PEHI's equity in IPM and PHINMA Hospitality's equity in hotels.

Foreign exchange gains (losses) - net
The net forex gain is attributable to Parent's USD holdings restated at the forex rate of ₱57.85: $1 compared to ₱55.37: $1 as of December 31, 2023. This was partially offset by CMG's net forex loss.

Gain on sale of investment properties
The amount represents the gain on sale of land by SWU.

Gain loss) on sale of property, plant and equipment - net
The amount represents the loss on sale of service vehicles by CMG.

Others – net
The increase in this account is mainly due to the increase in other income of APHI, the schools and PPHC.

Provision for (benefit from) income tax
The provision resulted mainly from the schools, CMG and the Hospitality group, partially offset by tax benefit in PPHC.

CALENDAR YEAR 2023

PHINMA Corporation (PHN) realized strong consolidated revenues of ₱21.27 billion in 2023, a 20% increase from 2022. Consolidated net income correspondingly rose to ₱1.63 billion from last year's ₱1.53 billion while consolidated core net income rose 40% to ₱1.67 billion from the ₱1.19 billion recorded last year.

PHN's stronger financial results were driven by the sustained growth in the Education business which continued to see enrolment growth , along with the Construction Materials Group (CMG) and PHINMA Property Holdings Corp. (PHINMA Properties)'s efforts to improve cost efficiency. The Hospitality business likewise took advantage of the continued recovery in domestic travel and events, particularly in the Mall of Asia area.

PHINMA Education Holdings, Inc. (PHINMA Education) remained steadfast in its commitment to provide accessible quality education to the affordable segment. For the first semester of School Year (SY) 2023-2024, PHINMA Education logged its highest enrolment at 146,546 students in the Philippines and Indonesia, an 18% overall increase compared to the previous school year while also achieving savings on operational costs. As a result, PHINMA Education posted consolidated revenues of ₱5.44 billion and consolidated net income of ₱1.19 billion for calendar year 2023.

The Construction Materials Group (CMG), composed of Union Galvasteel Corporation (UGC), Philcement Corporation (Philcement), and PHINMA Solar Corporation (PHINMA Solar), posted combined revenues of ₱13.27 billion and a combined net income of ₱430.95 million for the calendar year 2023. UGC saw a growth in sales volumes as construction activities rebounded in the second half of 2023. Meanwhile, Philcement implemented various cost-saving initiatives and strategic pricing amid the highly competitive environment. PHINMA Solar also secured 58 projects, totaling 9.39 mWp, in the government's Green Energy Auction Program (GEAP II) – making it the only company to successfully bid in the solar rooftop segment.

PHINMA Property Holdings Corp. (PHINMA Properties) aims to build sustainable communities to address the Philippines' growing housing backlog. In July 2023, PHN acquired additional shares of PHINMA Properties, increasing the company's ownership from 40.10% to 76.81%. The consolidated net income for the second half of 2023 worth ₱281.99 million offset the equitized net loss of ₱63.87 million in the first six months of the year.

With the acquisition of PHINMA Hospitality and PHINMA Microtel shares in July 2023, PHN consolidated net earnings of Coral Way, PHINMA Hospitality and PHINMA Microtel for the year of ₱26.56 million. This is inclusive of the equitized net income in Coral Way amounting to ₱5.25 million during the first half of the year. Coral Way benefitted from the resurgence of conventions, events and corporate bookings in the Mall of Asia area.

Consolidated net income attributable to equity holders of the parent was at ₱957.63 million with an earnings per share of ₱3.34 during the period. Core net income attributable to equity holders of the parent stood at P3.52 per share. Total cash and cash equivalents were at ₱2.91 billion at the end of the period. Meanwhile, consolidated total assets amounted to ₱43.48 billion and total stockholders' equity amounted to ₱10.70 billion.

2023 Highlights

PHINMA Education provides accessible quality education to underserved youth, and is today one of the largest private education networks in Southeast Asia. In the 2023-2024 academic year (AY), the company recorded its highest enrollment of 146,546 students, an 18% increase over the previous AY.

2023 academic results showed a continued commitment to our students' needs. In Indonesia, Horizon Education secured full university status for its first institution, and in the Philippines, PHINMA Education achieved an 83.11% first-time pass rate across all licensure exams with 26 topnotchers.

This commitment resulted in significant financial growth with consolidated revenues of ₱5.44 billion and net income of nearly ₱1.2 billion in Calendar Year (CY) 2023—up from ₱4.07 billion and PHP 818 million in CY 2022, respectively.

PHINMA CMG—which is composed of Union Galvasteel Corporation (UGC), Philcement Corporation (Philcement), and PHINMA Solar Energy Corporation (PHINMA Solar)—supports public and private infrastructure development by supplying galvanized iron and steel building products, cement, and solar rooftop generation solutions.

Buoyed by the country's resilient economic performance in 2023, PHINMA CMG improved its cost efficiency operations as the group coursed through geopolitical tensions from the lingering Russia-Ukraine war, delayed rebound of China's economy, and delays in government infrastructure projects.

UGC's Light Steel Frames and Insulated Panels divisions have been gaining ground from their launch in 2022—all in line with the company's pivot towards the future. Philcement saw its sales volume increase but faced challenges in improving prices amid tough competition. The company also successfully concluded talks in 2023 with Petra Cement for a strategic partnership. On top of its highest-ever revenues, PHINMA Solar secured 58 projects totaling 9.39 mWp from the government's second Green Energy Auction Program—making it the sole firm to bid successfully in the solar rooftop segment.

The three companies of PHINMA CMG produced combined revenues of ₱13.27 billion, rising slightly year-on-year. The group's combined net income moderated to ₱430.95 million, largely owing to a tight competitive environment.

PHINMA Properties shapes new urban communities nurturing Filipinos to become better citizens, believing that supportive communities can help our countrymen achieve their full potential. The affordable housing segment remained PHINMA Properties' primary market this 2023, with its Maayo line still focused on the urban workforce in growth centers nationwide. The company also reactivated its economic and socialized housing segment as the country's housing backlog continues to grow.

For 2023, PHINMA Properties registered consolidated revenues of ₱2.52 billion and a consolidated net income after tax of ₱114 million—a 17% year-on-year climb.

PHINMA Hospitality Inc. (PHINMA Hospitality) remains steadfast to its commitment to provide clean, comfortable, and secure lodging to leisure and business travelers in the country through its Microtel by Wyndham and TRYP by Wyndham. PHINMA Hospitality operates 13 Microtel by Wyndham hotels and one TRYP by Wyndham hotel in the Philippines.

The hotels witnessed significant recovery from the pandemic owing to strong local tourism, the return of business travel, and the sustained increase in international travels. The uptick in face-to-face meetings and events likewise drove up demand for accommodations and function rooms.

PHINMA Corporation acquired shares of PHINMA Hospitality and PHINMA Microtel shares last July 2023. The Company consolidated net earnings of Coral Way, PHINMA Hospitality and PHINMA Microtel for the year of ₱26.56 million. This includes the equitized net income in Coral Way amounting to ₱5.25 million in the first half of 2023.

The Group's efforts to make lives better for Filipino families and communities go beyond our business operations. We participated in the Department of Education's Brigada Eskwela program for the 17th straight year, where we revitalized nearly 160 classrooms in 50 public schools—directly benefiting 28,000 students and 570 teachers. Other efforts included tree plantation and bloodletting, all made possible by the mobilization of 2,000 PHINMA Hero volunteers.

This year, PHINMA Foundation, Inc. (PFI) welcomed 73 new college scholars into its flagship PHINMA National Scholarship (PNS) program. The PNS currently supports 150 scholars across partner institutions Philippine Normal University Manila, University of the Philippines Diliman, Technological University of the Philippines Manila, and PHINMA-University of Pangasinan. PHINMA employees also provide scholars mentorship through the Big Brother and Big Sister Program—accounting for over 70% of its total mentors. PHINMA Education also assists qualified students through the Hawak Kamay (HK) Scholarship Program in the Philippines, and the Beasiswa Sahabat Horizon Program in Indonesia which reduce tuition fees by as much as 75%. This SY, some 66,759 college students or 58% of enrolled students within the network are covered.

This year, your Company has also promoted and fortified synergies among its strategic business units. PFI scholars and PHINMA Education students can pursue internships required by their degree programs under our businesses. Several PHINMA schools and property developments also utilize solar panels from PHINMA CMG, while PHINMA Properties has exercised its construction capabilities in some schools. Our Ugnayan initiative includes hybrid groupwide townhalls and regional townhall meetings to help facilitate updates and networking among our businesses' employees nationwide.

PHINMA Corporation's strong business performance has allowed it to maintain a healthy balance sheet in 2023. We are also happy to report that the Board has declared a regular cash dividend of ₱0.60 per share, which is payable on 12 April 2024.

Key Performance Indicators (KPI)

Below are the top five (5) KPI's used to measure the financial performance of PHINMA and its material subsidiaries for the periods indicated:

Financial KPI	Definition	December 2023	December 2022
Profitability			
Return on Equity (ROE)	Net Income Attributable to Equity holders of the Parent / Average Equity Attributable to Equity Holders of the Parent[4]	**11.92%**	11.94%
Gross Profit Margin	Gross Profit[5] / Total Revenues	**29.81%**	24.74%
Efficiency			
Cash Flow Margin	Cash Flows from Operating Activities / Total Revenues	**0.65%**	-7.30%
Liquidity			
Current Ratio	Total Current Assets / Total Current Liabilities	**1.13:1.00**	1.71 : 1.00
Debt-to-Equity Ratio	Total Debt / Total Equity	**3.06:1.00**	1.87 : 1.00

Profitability

The return on equity of 11.92 % in CY 2023, is slightly lower than 11.94% return of the previous year due to higher average equity attributable to shareholders of the parent in 2023. Gross profit margin on the other hand increased from 24.74% to 29.81% in 2023 due to initiatives from CMG and PHINMA Education to effectively manage fixed and semi-variable costs.

Efficiency

Net cash inflow from operations amounted to ₱138.64 million in CY 2023 compared to net cash outflow of ₱1,289.70 million in CY 2022, mainly due to higher operating income in CY 2023.

Liquidity

Current ratio dipped to 1.13:1.00 in CY 2023 as the P3 billion corporate bond became current as of December 31, 2023.

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[4] *Average Equity Attributable to Equity Holders of the Parent is derived by dividing in two (2) the sum of beginning Equity Attributable to Equity Holders of the Parent and ending Equity Attributable to Equity Holders of the Parent.*

[5] *Gross Profit is calculated by deducting cost of sales and cost of educational, installation, hospital and consultancy service, cost of real estate and construction services, cost of hotel operations and cost of management and administrative expenses from total revenues.*

Debt-to-equity ratio of PHN and its subsidiaries as of end December 2023 increased from 1.87:1.00 to 3.06:1.00, mainly due to consolidation of indebtedness from the Properties and Hospitality group, resulting from the acquisition of shares in those businesses in July 2023.

Other Financial Ratios are as follows:

Financial Ratio	Definition	December 2023	December 2022
Asset to Equity	<u>Total Assets</u> Total Equity	**4.06**	2.87
Interest Rate Coverage Ratio	<u>EBITDA[6]</u> Interest Expense and Other Financing Charges	**3.56**	4.17

Asset to Equity ratio of PHN and subsidiaries as of end December 2023 increased from 2.87 to 4.06 due to consolidation of assets of PPHC and PHINMA Hospitality companies.

Interest rate coverage ratio decreased from 4.17 in 2022, due to higher interest expense incurred in 2023 resulting from notes payable and loans payable obtained in 2023 at higher interest rates.

Accounting Policies and Principles

The accompanying consolidated financial statements of Phinma Corporation have been prepared in compliance with accounting principles generally accepted in the Philippines as set forth in Philippine Financial Reporting Standards (PFRS). The consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value through profit and loss, available for sale investments and derivative investments that have been measured at fair value.

The consolidated financial statements are prepared in Philippine pesos, the company's functional and presentation currency.

Disclosures on Financial Statements

Below are additional disclosures on the Company's operations :

a. On any known trend, demand, commitment, event and uncertainty that will result in or likely to decrease its liquidity in any material way :

   PHN does not anticipate having any cash flow or liquidity problems nor does it anticipate any default or breach of any of its existing loans.

b. On any event that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation:

   None

c. On material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities or other person created during the reporting period:

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[4] EBITDA is net income of the Issuer after adding back (i) interest expense and other financing charges (ii) provision for (benefit from) income tax and (iii) depreciation and amortization.

None

d. On material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures:

None

e. On any known trend, event or uncertainty that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations:

The geopolitical tensions from the lingering Russia-Ukraine war, delayed rebound of China's economy, delays in government infrastructure projects, tighter domestic competition as industries plan for aggressive expansion and interest rates remaining elevated, resulted in a sharp increase in input costs, which significantly affected the Company's margins. Their impact is reflected in the financial statements as of December 31, 2023. Phinma Corporation and its subsidiaries continue to monitor developments and to adapt accordingly with continuous implementation of cost management measures/cost rationalization across departments.

f. Any significant elements of income or loss that did not arise from the Issuer's continuing operations.

None.

g. On the causes for any material change from period to period which shall include vertical and horizontal analyses of any material item:

Increase or decrease of 5% or more in the financial statements are discussed below.

h. On any seasonal aspect that had a material effect on the financial condition or results of operations.

Like any other company in the construction industry, the operations of UGC is affected by seasonality demand. Demand for roofing materials is greater during the months from December to May than during the rainy months of June to November. Hence, the demand for the first semester of the calendar year is normally higher than that of the second semester.

The revenues of the PHINMA Education schools decline during summer months. Hence, net income during the first half of the calendar year is lower than the second half.

For other subsidiaries, there is no significant seasonality that would materially affect their operations.

Material Changes in Statement of Financial Position Accounts

As of December 31, 2023, the Group's total consolidated assets stood at ₱43.48 billion, higher by 35.83 % than the ₱32.01 billion total consolidated assets as of December 31, 2022.

Similarly, total consolidated liabilities amounted to ₱32.78 billion, higher by 57.07 % or by ₱11.91 billion than total consolidated liabilities as of December 31, 2022.

The following are the material changes in account balances:

ASSETS

Cash and cash equivalents
The movements in cash and cash equivalents are shown in the cash flow statement

Investments held for trading
The decrease in the account is mainly attributable to redemption of investments in UITF of the Parent Company and schools, partially offset by consolidation of investments held for trading of APHI, PPHC and PHINMA Hospitality companies

Current portion - Trade and other receivables
The net increase in receivables of ₱2.88 billion is driven by the consolidation of trade receivables of PPHC and PHINMA Hospitality companies amounting to ₱1.58 billion, in addition to the increase in receivables from CMG amounting to ₱745.36 million as business started to pick up in the third quarter. Receivables of schools likewise increased resulting from higher enrolment in SY2324.

Current portion - Contract assets
This account with a balance of ₱3.11 billion as of December 31, pertains to contract asset of PPHC, which is consolidated into the balance sheet starting July 2023 as a result of the purchase of PPHC shares by the Parent company.

Inventories
The net increase in inventory of ₱1.39 billion is attributable to the first-time consolidation of inventory of PPHC amounting to ₱1.37 billion and APHI inventory amounting to ₱42.46 million. This was partially offset by CMG's inventory reduction initiatives through purchasing process improvements.

Input value-added taxes and other current assets
The increase in the account is attributable to input tax on the Parent's purchase of shares and properties in July 2023, CMG's purchases of imported solar panels and mounting steels to support increased sales, and consolidation of PPHC and PHINMA Hospitality's input taxes and current assets.

Noncurrent portion - Trade and other receivables
The net increase in receivables – noncurrent of ₱150.78 million is driven by the consolidation of noncurrent trade receivables of PPHC and PHINMA Hospitality amounting to ₱73.67 million, in addition to the increase in receivables from CMG amounting to ₱77.11 million as business started to pick up in the third quarter.

Noncurrent portion - Contract assets
This account with a balance of ₱516.75 million as of December 31, pertains to contract asset of PPHC, which is consolidated into the balance sheet starting July 2023 as a result of the purchase of PPHC shares by the Parent company.

Investment in and advances to associates and joint venture
The decrease of ₱794.11 million is mainly due to reclassification of investment in PPHC and PHINMA Hospitality companies from associates to subsidiaries as a result of the purchase of shares of said companies in July 2023.

Financial asset at fair value through profit or loss
The decrease of ₱292.85 million is due to the mark-to-market loss on investment in preferred shares of Song Lam.

Financial asset at fair value through OCI
The ₱40.15 million increase in this account pertains mainly to APHI, PPHC and PHINMA Hospitality's financial assets at fair value, consolidated starting the third quarter of 2023.

Property, plant and equipment
The 20% increase in this account represents the following: 1) purchase of lot and property by the schools as part of their expansion projects, amounting to ₱1.90 billion and CMG's mixer plant facility; 2) purchase of office space in July 2023 by the Parent company and 3) consolidation of property, plant and equipment of PPHC, PHINMA Hospitality and Coral Way starting Q3 of 2023.

Investment properties
The net increase in this account mainly represents the purchase of properties by the Parent company in July 2023, in addition to PPHC's investment property, which was consolidated starting Q3 2023

Deferred tax assets - net
The 29% net increase in this account pertains mainly to an increase in deferred tax assets arising from lease liabilities, provision for ECL, accrued and pension expense of CMG as well as consolidation of PPHC and PHINMA Hospitality companies' deferred tax assets.

Derivative asset – non-current
The 37% increase in this account pertains mainly to the unrealized gain on put option of the Parent company, related to the investment in Song Lam preferred shares

Other noncurrent assets
The ₱337.45 million net increase in this account pertains mainly to the cost of digital transformation projects of the schools which are currently under development plus the consolidation of PPHC and PHINMA Hospitality companies' other non-current assets.

LIABILITIES

Notes payable
The ₱4.85 billion increase in this account is attributable mainly to the ₱ 3.49 billion notes payable of PPHC, consolidated for the first time in Q3 2023, plus the increase in short-term notes availed by CMG for working capital requirements, amounting to ₱1.35 billion.

Trade and other payables
The net increase in Trade and other payables is mainly due to consolidation of trade payables of PPHC and PHINMA Hospitality companies amounting to ₱1.13 billion as well as accrual of expenses by the schools.

Contract Liabilities
Tuition fees for the semester are accrued as receivable at the start of the semester and the corresponding liability is booked under Contract Liabilities. The account increased by ₱392.79 million mainly due to PPHC's contract liability consolidated starting Q3 2023 plus the higher contract liability of the schools, resulting from high enrolment in SY2324

Trust receipts payable
The increase of ₱754.86 million in the account is due to availment of new trust receipts payables in November and December 2023 by CMG, which allowed the group to maintain a sufficient cash balance at the end of the year.

Derivative liability
The decrease in this account is mainly attributable to lower forward rate on CMG's deliverable forward contracts compared to closing rate for the period

Income and other taxes payable
The net increase in this account is mainly attributable to increase in tax payable from CMG and the schools.

Current portion - long-term debt
The increase in this account is mainly attributable to the reclassification to current portion of the Parent company's ₱3.0 billion corporate bond which will mature in August 2024

Current portion - lease liability
The net increase in this account is mainly attributable to PPHC and Coral Way's lease liability consolidated beginning Q3 2023, partially offset by a decrease in CMG's and PEHI's lease liability.

Due to related parties
The net decrease in this account is mainly attributable to the decrease in the amounts due to the parent holding company.

Non-controlling interest put liability
The ₱382 million increase represents an increase in present value of the contingent amount payable by PHINMA Corporation to non-controlling shareholders of PHINMA Education

Deferred tax liability
The net increase in the account amounting to ₱269.93 million resulted mainly from the first-time consolidation of PPHC's deferred tax liability.

Pension and other post-employment benefits
The net increase in the account amounting to ₱82.72 million represents accrual of retirement expense by the schools as well as consolidation of accrued retirement from PPHC and the PHINMA Hospitality companies, shares of which were purchased in July 2023.

Lease liability – noncurrent
The net increase is mainly due to PPHC and Coral Way's lease liabilities which were consolidated starting Q3 2023, plus increase in CMG's lease liability.

Other noncurrent liability
The net increase mainly represents PPHC's other non-current liabilities which were consolidated beginning Q3 2023.

EQUITY

Treasury shares
The movement in the account represents the Parent company's shares held for investment by a subsidiary (ABCIC Property Holdings, Inc.), which are classified as treasury shares during consolidation.

Exchange differences on translation of foreign operations
The movement in the account represents the adjustments arising from the translation of the financial statements of One Animate Limited (OAL) to Philippine Pesos.

Equity reserves
The movement in the account is related to the put option on shares in PHINMA Education and the non-cash consolidation adjustments resulting from the purchase of shares of PPHC, PHINMA Hospitality and PHINMA Microtel and PEHI in July 2023.

Other comprehensive income
The increase in this account is mainly attributable to the increase in fair market value of Parent company's investment in club shares, which the Company classified as financial assets at FVOCI.

Share in other comprehensive income of associates
The change is attributable to consolidation of PPHC, Coral Way and ABCIC Property Holdings Inc., which were previously associates of the Parent company.

Retained earnings
The increase in the account represents increase in net income for the year, partially offset by dividends declared during the period amounting to ₱171.80 million.

Non-controlling interests
The increase is mainly attributable to the share of non-controlling shareholders in the income of the schools, CMG, PPHC and PHINMA Hospitality companies, offset by the impact of the accretion of the contingent NCI put liability.

Material Changes in Income Statement Accounts

Revenues
The ₱3.61 billion increase in revenues is mainly due to an increase of ₱1.53 billion of PHINMA Education arising from record enrollment and revenues of the Property and Hospitality businesses amounting to ₱2.21 billion which were consolidated beginning July 2023.

Cost of sales
The ₱1.64 billion net increase in cost of sales is attributable to first-time consolidation of cost of sales of PPHC, PHINMA Microtel and Coral Way and the increase in variable costs of the schools to support the increase in enrollment in SY2023-24.

General and administrative expenses
General and administrative expenses also increased from previous year mainly due to consolidation of administrative expenses of PPHC and PHINMA Hospitality companies, coupled with higher personnel cost to support enrollment growth in SY2023-24.

Selling expenses
The increase in the account can be attributed to CMG's initiatives to deliver budgeted sales volume by implementing various marketing strategies.

Interest expense and other financing charges
Interest expense is higher in 2023 mainly due to increase in notes payable and loans availed of by the Parent company, CMG and the schools at higher interest rates plus the consolidation of interest expense for the second half of 2023 of PPHC and Coral Way amounting to ₱134.94 million.

Equity in net earnings (losses) of associates and joint ventures
Equity in net loss of investees is mainly due to the equitized loss in PHINMA Property Holdings Corp for the first half of 2023.

Foreign exchange gains (losses) - net
The drop in foreign exchange gain is attributable to a relatively stronger peso in 2023, with an exchange rate of ₱55.37:$1, compared to ₱55.76:$1 as of December 31, 2022.

Unrealized gain on change in fair value of financial assets at fair value through profit or loss
Net loss is attributable to the unrealized foreign exchange loss from the investment in Song Lam preferred shares.

Gain (Loss) on derivatives
The gain on derivatives mainly resulted from the unrealized foreign exchange gain from the put option on the Song Lam preferred shares.

Gain on sale of investment properties
The amount represents the gain on sale of land by SWU.

Gain on sale of property, plant and equipment - net
The amount represents the gain on sale of service vehicles by CMG.

Others – net
The net increase in this account is attributable to the consolidation of PPHC's other income for the second half of 2023, partially offset by other charges from the schools

Provision for (benefit from) income tax
The provision for income tax increased as tax rates for schools reverted to 10% starting July 2023, compared to 1% for the same period last year. PHN also consolidated starting July 2023 tax provision of PPHC and PHINMA Hospitality companies amounting to ₱95.30 million, partially offset by provision for deferred income tax of CMG.

CALENDAR YEAR 2022

For the year ended December 31, 2022, consolidated revenue of PHINMA Corporation increased 10.14% to P17.66 billion. Consolidated net income declined 18.67% to P1.53 billion due to factors including higher raw materials costs driven by global supply chain disruptions, a strong US Dollar, and increased education costs due to a revision in school opening schedules.

PHINMA Education Holdings, Inc. (PHINMA Education) is the country's largest private education network. In SY 2022-23, PHINMA Education posted a 31.81% increase in annual enrollment resulting in consolidated revenue of P4.07 billion for 2022, an increase of 10.21% over the previous year. Enrollment of PHINMA Education is 124,501 students for SY 2022-23, making it the largest education network in the Philippines. Net income attributable to shareholders of the parent during the period however was P633.46 million, a decrease from P838.60 million for the previous year, due to a revision in the school opening schedules, reflecting 9 months of regular semester for 2022 compared to eleven months in 2021.

The Construction Materials Group (CMG), composed of Union Galvasteel Corporation (UGC), Philcement Corporation, and PHINMA Solar Corporation (PHINMA Solar), achieved an increase of 9.07% over the previous year with combined revenues of P 13.25 billion for 2022. Net income for the group of P494.88 million for 2022 was however lower than P902.08 million posted in the previous year due to higher input costs amidst global supply chain issues and a strong US Dollar.

During the year, PHN's subsidiary, Asian Plaza Inc. posted net income of P40.77 million mainly due to a gain on sale of real property.

From affiliates PHINMA Property Holdings Corp. (PHINMA Properties) and Coral Way City Hotel Corporation (Coral Way), PHN equitized net income of P58.01 million in 2022, an increase over P32.94 million equitized in the previous year, as both companies posted improved operating results during the year.

Consolidated net income attributable to equity holders of the parent amounted to P947.68 million in 2022 which represents a decrease of 16.06% compared to the previous year.

For 2023, PHINMA Corporation expects a recovery in profitability of its Construction Materials Group and Properties business as global supply chains and foreign exchange rates continue to stabilize and input costs decrease. Profitability of the education business will gain clarity as school opening schedules become more regular every year. Our schools are also expanding capacity in anticipation of continuing growth in enrolment. Our hotels are also expected to post a strong recovery as occupancy rates and average daily rates continue to improve with leisure and business travel gaining momentum.

PHINMA Corporation ended the period with cash and cash equivalents of P3.42 billion. Consolidated Total Assets and Total Stockholders' Equity at December 31, 2022 stood at P 32.01 billion and P 11.14 billion, respectively.

2022 Highlights

PHINMA Education, the country's largest private education network, holds the group's investment in nine tertiary education schools in the Philippines and also oversees the Horizon Education tertiary institution brand in Indonesia. Despite the suspension of face-to-face classes in the country for most of 2022, PHINMA

Education achieved record breaking enrolment for SY 2022 to 2023 of 124,501 students in the Philippines and Indonesia, an increase of over 30%.

To address inflation and its effect on affordability of its programs, PHINMA Education partnered with education financing platforms to intensify flexible tuition payment plans for students. In addition, six out of ten students in the Philippines benefit from scholarships which effectively reduce tuition fees. This resulted in high retention rates in both the Philippines and Indonesia. PHINMA Education continued to achieve strong results in key indicators like board exams and graduate employment. PHINMA Education's board exam passing rates in the Philippines averaged 76% in 2022, well above the national average. The PHINMA Education schools also produced two board topnotchers last year, producing 137 topnotchers since 2004. In its first ever tracer study, PHINMA Education found that over half of its 2020 graduates were employed within 6 months after graduation, perhaps the best testament to how the company makes lives better.

PHINMA Education posted consolidated revenues of P4.07 billion in 2022, an 11 percent increase over the previous year. Net income attributable to shareholders of the parent, on the other hand, decreased to P633.46 million due to revisions in the school opening schedules effectively shortening the 2022 school year with nine months of regular classes in CY2022 as compared to 11 months of regular classes in the previous year.

The PHINMA Construction Materials Group (PHINMA CMG), composed of Union Galvasteel Corporation (UGC), Philcement Corporation (Philcement), and PHINMA Solar Energy Corporation (PHINMA Solar), supply galvanized iron and steel building products, cement, and solar rooftop generation solutions, respectively, in support of our nation's infrastructure and construction sectors.

In 2022, even as the local construction industry began to recover following the easing of pandemic constraints, further disruptions in global supply chains as well as a strong US dollar following the Russia-Ukraine war resulted in a sharp increase in landed cost of inputs for the domestic construction industry. In response, the PHINMA CMG implemented cost management and margin optimization initiatives to continue its revenue growth while also positioning itself for improved operating results in the future.

UGC managed costs and improved margins to address the global volatility. More importantly, the company expanded two new distinct divisions to focus on promising businesses with potentially higher margins. The Light Steel Frames and Insulated Panels divisions position UGC to capture more growth as the global economy stabilizes. Philcement strengthened relationships with customers, maintained sales volumes, and recalibrated strategies to focus on higher margin products and markets in 2022. Meanwhile, PHINMA Solar continued to expand in the residential market, reduced build costs, and leveraged group synergies through joint selling efforts with UGC.

The Construction Materials Group combined posted revenues of P13.25 billion for 2022, a 9.07% increase over the previous year. Net income for the group of P494.88 million was lower than the previous year due to the abnormal global supply chain issues and the strong US Dollar.

PHINMA Property Holdings Corporation (PHINMA Properties) seeks to make lives better through creating sustainable communities and townships for middle-income Filipino families. In 2022, PHINMA Properties closed the year with record high net reservations and revenue recognition leading to improved financial results. In our hospitality business, the two hotels operating under Coral Way City Hotel Corporation began recovering leisure and corporate bookings as pandemic restrictions were removed. The Company correspondingly recognized higher earnings contributions from these two associates amounting to P58.01 million in 2022.

In 2022, the Company in coordination with its financial advisors facilitated several online corporate access events to enhance visibility in the capital markets in support of the overall plan to improve shareholder values. PHINMA launched the PHINMA Certificate of Readiness (PHINMA CORE) Program to continue to develop its bench and to prepare for the future growth of its businesses.

PHINMA Corporation's strong business performance has allowed it to maintain a healthy balance sheet in 2022 with total assets of P32.01 billion, and a current ratio and debt-to-equity ratio of 1.71:1.00 and 1.87: 1.00, respectively.

The Company is happy to report that the Board has declared a regular cash dividend of P0.60 per share, which is payable on 5 April 2023.

The Company is also delighted to share how it has made lives better outside the business, through its volunteer and scholarship programs. Last September, PHINMA Group mobilized over 800 employees, scholars, and their families to help with Brigada Eskwela, the Department of Education's annual school improvement initiative. The Company's efforts benefitted 40 public schools across the country. In November, as part of PHINMA's 66th anniversary, some 1,300 volunteers once again gave their time and talent in various PHINMA Reaches Out activities, which ranged from bloodletting, tree-planting, and coastal and river clean-up drives.

Last year, 47 deserving students were inducted into the PHINMA National Scholarship (PNS) program. With this recent addition, the program now nurtures 99 scholars from Philippine Normal University, University of the Philippines, Polytechnic University of the Philippines, and PHINMA University of Pangasinan. As these scholars complete their tertiary education, they will add to PNS' growing list of alumni which currently numbers 252. More significant to note is the fact that the PHINMA Education network supports the schooling of about 60% of its student population with the Hawak Kamay scholarship, which reduces tuition by up to 75%, based on the student's capacity to pay. Hawak Kamay boasts of at least 74,000 beneficiaries, making it the single largest private sector-driven scholarship program in the country today.

Key Performance Indicators (KPI)

Below are the top five (5) KPI's used to measure the financial performance of PHINMA and its material subsidiaries for the periods indicated:

Financial KPI	**Definition**	**December 2022**	**December 2021**
Profitability			
Return on Equity (ROE)	Net Income Attributable to Equity holders of the Parent / Average Equity Attributable to Equity Holders of the Parent[7]	**11.94%**	16.05%
Gross Profit Margin	Gross Profit[8] / Total Revenues	**24.74%**	28.05%
Efficiency			
Cash Flow Margin	Cash Flows from Operating Activities / Total Revenues	**-7.30%**	5.80%
Liquidity			
Current Ratio	Total Current Assets / Total Current Liabilities	**1.71:1.00**	1.71 : 1.00
Debt-to-Equity Ratio	Total Liabilities / Total Equity	**1.87:1.00**	2.02 : 1.00

Profitability

The return on equity of 11.94 % in CY 2022, is lower than 16.05% return of the previous year due to lower net income in 2022, coupled with higher equity resulting from the CY2022 net income and sale of treasury

[7] Average Equity Attributable to Equity Holders of the Parent is derived by dividing in two (2) the sum of beginning Equity Attributable to Equity Holders of the Parent and ending Equity Attributable to Equity Holders of the Parent.
[8] Gross Profit is calculated by deducting cost of sales and cost of educational, installation, hospital and consultancy service from total revenues.

shares in September 2022. Gross profit margin decreased from 28.05% to 24.74% in 2022 due to increased input costs, given the abnormal supply conditions and weakening of the peso.

Efficiency

Net cash outflow from operations amounted to ₱1,289.70 million in CY 2022 compared to net cash inflow of ₱929.82 million in CY 2021, mainly due to increase in trade and other receivables and in inventory of CMG and the schools, as well as payment of trust receipts by CMG.

Liquidity

Current ratio remained the same at 1.71:1.00 in CY 2022 as there were minimal net movements with current assets and current liabilities.

Debt-to-equity ratio of PHN and its subsidiaries as of end December 2022 decreased from 2.02:1.00 to 1.87:1.00, mainly due to higher equity resulting from net income for the year and sale of the treasury shares.

Other Financial Ratios are as follows:

Financial Ratio	Definition	December 2022	December 2021
Asset to Equity	Total Assets / Total Equity	**2.87**	3.02
Interest Rate Coverage Ratio	EBITDA[9] / Interest Expense and Other Financing Charges	**4.17**	4.97

Asset to Equity ratio of PHN and subsidiaries as of end December 2022 decreased from 3.02 to 2.87 due to increase in total equity from ₱9.97 billion in 2021 to ₱11.14 billion in 2022, mainly due to net income and sale of treasury shares.

Interest rate coverage ratio decreased from 4.97 in 2021 to 4.17 in 2022, due to lower earnings in CY 2022, as compared to CY 2021.

Accounting Policies and Principles

The accompanying consolidated financial statements of Phinma Corporation have been prepared in compliance with accounting principles generally accepted in the Philippines as set forth in Philippine Financial Reporting Standards (PFRS). The consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value through profit and loss, available for sale investments and derivative investments that have been measured at fair value.

The consolidated financial statements are prepared in Philippine pesos, the company's functional and presentation currency.

Disclosures on Financial Statements

Below are additional disclosures on the Company's operations :

a. On any known trend, demand, commitment, event and uncertainty that will result in or likely to decrease its liquidity in any material way :

[9] EBITDA is net income of the Issuer after adding back (i) interest expense and other financing charges (ii) provision for (benefit from) income tax and (iii) depreciation and amortization.

PHN does not anticipate having any cash flow or liquidity problems nor does it anticipate any default or breach of any of its existing loans.

b. On any event that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation:

None

d. On material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the company with unconsolidated entities or other person created during the reporting period:

None

d. On material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures:

None

e. On any known trend, event or uncertainty that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations:

The easing of pandemic constraints followed by further disruptions in global supply chains as well as a strong US dollar following the Russia-Ukraine war, resulted in a sharp increase in input costs, which significantly affected the Company's margins. Their impact is reflected in the financial statements as of December 31, 2022. Phinma Corporation and its subsidiaries continue to monitor developments and to adapt accordingly with continuous implementation of cost management measures/cost rationalization across departments.

g. Any significant elements of income or loss that did not arise from the Issuer's continuing operations.

None.

g. On the causes for any material change from period to period which shall include vertical and horizontal analyses of any material item:

Increase or decrease of 5% or more in the financial statements are discussed below.

h. On any seasonal aspect that had a material effect on the financial condition or results of operations.

Like any other company in the construction industry, the operations of UGC is affected by seasonality demand. Demand for roofing materials is greater during the months from December to May, than during the rainy months of June to November. Hence, the demand for the first semester of the calendar year is normally higher than that of the second semester.

The revenues of the PHINMA Education schools decline during summer months. Hence, net income during the first half of the calendar year is lower than the second half.

For other subsidiaries, there is no significant seasonality that would materially affect their operations.

Material Changes in Statement of Financial Position Accounts

As of December 31, 2022, the Group's total consolidated assets stood at ₱32.01 billion, higher by 6.19 % than the ₱30.15 billion total consolidated assets as of December 31, 2021.

Similarly, total consolidated liabilities amounted to ₱20.87 billion, higher by 3.44 % or by ₱694.83 million than total consolidated liabilities as of December 31, 2021.

The following are the material changes in account balances:

<u>ASSETS</u>

Cash and cash equivalents
The movements in cash and cash equivalents are shown in the cash flow statement

Investments held for trading
The drop in the account is mainly attributable to maturity of investments in UITFs of the parent company.

Trade and other receivables
The net increase in trade and other receivables is attributable to higher trade receivables from CMG on the back of improved selling prices and higher volume.

Inventories
The net increase in inventory of P401.95 million is attributable to higher input costs in 2022.

Input value-added taxes and other current assets
The net increase in this account is attributable to increase in prepaid expenses and prepaid taxes from CMG and the schools

Derivative asset - current
Higher forward rates on CMG's deliverable forward contracts compared to closing rate resulted in a derivative liability, hence the decrease in this asset account.

Investment in associates and joint venture
The increase of P165.55 million is mainly due to additional investment of Phinma Education in IPM

Financial asset at fair value through profit or loss
The increase of P103.85 million is due to the mark-to-market gain on investment in preferred shares of Songlam.

Property, plant and equipment
The P916.52 million increase is due to the purchase of land in COC, continuing construction activities in various school buildings and CMG plant site, hospital renovation and purchase of transportation and machinery equipment.

Right-of-use assets
The ₱20.21 million decrease represents the depreciation of the right-of-use assets of CMG.

Deferred tax assets - net
The 26.46% increase in this account pertains mainly to an increase in deferred tax assets of CMG, SWU and RCL.

Derivative asset – non-current
The increase of P137.62 million is due to unrealized gain on the put option on the investment in Song Lam preferred shares

Other noncurrent assets
The 16.98% increase in this account pertains mainly to the increase in advances to suppliers and contractors, in relation to the on-going construction and renovation of the schools.

<u>LIABILITIES</u>

Notes payable
The P1.85 billion increase in this account is attributable to the short-term notes that CMG availed of in 2022.

Trade and other payables
The increase of ₱ 172.79 million in trade and other payables represents increase in trade and other payables of the various schools partially offset by payments made by CMG and parent.

Contract Liabilities
The increase in contract liabilities is attributable to the higher enrolment in SY22-23 vs SY21-22. Tuition fees are accrued as payables at the start of the semester and decrease as the revenue is earned over the semester.

Trust receipts payable
The decrease of ₱1.58 billion in the account is attributable to settlement of CMG's trust receipts payable using the proceeds from the short-term loans.

Derivative liability
The increase in this account is mainly attributable to higher forward rate on CMG's deliverable forward contracts compared to closing rate for the period, resulting in a derivative liability.

Income and other taxes payable
The increase in this account is attributable to increase in tax payable from the schools.

Current portion - long-term debt
The increase in this account resulted mainly from re-classification of a portion of long-term debt of CMG which became current towards the latter part of 2022.

Due to related parties
The drop in this account is mainly attributable to payment of amounts due to the parent holding company.

Non-controlling interest put liability
The movement represents the increase in present value of the contingent amount payable by PHINMA Corporation to non-controlling shareholders of PHINMA Education.

Pension and other post-employment benefits
The increase in the account represents increased accrual of retirement benefits by CMG.

Lease liability
The decrease in the account amounting to ₱36.18 million represents periodic lease payments by UPang.

EQUITY

Treasury shares
The movement in the account represents the sale of 14.41 million treasury shares in 2022.

Exchange differences on translation of foreign operations
The movement in the account represents the adjustments arising from the translation of the financial statements of One Animate Limited (OAL) to Philippine Pesos.

Equity reserves
The movement in the account is due to the increase in the contingent liability arising from the put option on shares in PHINMA Education.

Share in other comprehensive income of associates
The change is attributable to other comprehensive income of ABCIC Property Holdings Inc.

Retained earnings
The increase in the account represents increase in net income for the year, partially offset by dividends declared during the period amounting to ₱135.93 million.

Non-controlling interests
The increase is mainly attributable to the share of non-controlling shareholders in the income of the schools and in CMG offset by the impact of the accretion of the contingent NCI put liability.

Material Changes in Income Statement Accounts

Revenues
The P1.63 billion increase in revenues is mainly due to higher CMG revenues and higher enrollment in schools.

Cost of sales
The P1.76 billion increase in cost of sales is attributable to higher costs of raw materials, fuel and freight faced by CMG, and higher cost of learning materials and other direct costs as students returned to face-to-face classes.

General and administrative expenses
General and administrative expenses also increased from previous year due to higher costs resulting from volatile supply situation as well as higher personnel cost to support increased enrollment in SY2223.

Selling expenses

The decrease in the account can be attributed to the manpower rationalization in CMG.

Interest expense and other financing charges
The increase in interest expense and other financing charges resulted from the P3 billion corporate bond issued during third quarter of last year as well as the additional long-term debt obtained by Philcement during the last quarter of 2021.

Equity in net earnings (losses) of associates and joint ventures
Equity in net earnings of investees increased in 2022 due to higher equitized earnings in Phinma Property Holdings Corp.

Foreign exchange gains (losses) - net
In 2021, the foreign exchange gain arose from the dollar-denominated assets of the parent company, earmarked for the investment in Song Lam. For 2022, the forex gain is attributable to PEHI's USD holdings restated at the forex rate of ₱55.755: $1 compared to P50.99: $1 as of December 31, 2021.

Unrealized gain on change in fair value of financial assets at fair value through profit or loss
Increase in this account is attributable to the increase in fair value of the investment in Song Lam preferred shares.

Gain (Loss) on derivatives
The gain on derivatives mainly resulted from the increase in value of the put option on the Song Lam preferred shares.

Gain on sale of property, plant and equipment - net
The amount represents the gain on sale of PPE of the Construction Materials group.

Others – net
The decrease in this account is mainly due to the lower other income of CMG and Phinma Education compared to CY 2021

Provision for (benefit from) income tax
The provision resulted mainly from the deferred tax adjustments of PHINMA Education.

Brief Description of the General Nature and Scope of Business of the Company

Parent Company

The Company was incorporated in the Philippines on March 12, 1957. Its principal activity is investment in shares of various subsidiaries, associates, affiliates and other marketable equity securities. The ultimate parent company of PHN and its subsidiaries is Philippine Investment- Management (PHINMA), Inc.

On May 27, 2010, the Securities and Exchange Commission approved the change of name of the Company from Bacnotan Consolidated Industries, Inc. to Phinma Corporation.

On July 17, 2023, the Parent Company completed the following transactions upon full payment and signing of Deed of Sale:

1. Purchase of investments of PHINMA Inc. in the following companies:

Company	Description	PHINMA Inc.'s Direct Ownership	Transaction Value (₱in millions)
PEHI	Holding company of the Company's education network comprised of 10 schools	8.03%	₱1,064.8
PPHC	Holding company of the Company's property development arm	36.71%	588.9
PHI	Management company of the Company's Microtel and TRYP hotels; part-owner in 7 hotels	63.77%	251.2
PHINMA Microtel Hotels	Master franchisor of Microtel and TRYP hotels in the Philippines	51.00%	21.2
APHI	Owner of real estate properties	63.47%	409.4

Total	₱2,335.5

The Parent Company and all the entities above are subsidiaries of PHINMA, Inc. before and after the business combination. Thus, the acquisition was accounted for as business combination under common control. The transaction is part of the consolidation of the group's strategic business units under PHINMA Corporation and will expand its exposure to these high-growth sectors. The Parent Company accounted the transaction using pooling of interest method.

2. Purchase of real estate properties from PHINMA, Inc. amounting to ₱507.1 million consisting of office floors/spaces in the Company's office building, PHINMA Plaza located in Rockwell Center, Makati City.

As of December 31, 2024, the Company's principal subsidiaries and its percentage of ownership are as follows:

Name of Subsidiaries	% of Ownership
Union Galvasteel Corporation (UGC)	98.64
Philcement Corporation (Philcement)	60.00
PHINMA Solar Energy Corporation (PHINMA Solar) [(d)]	98.64
Union Insulated Panel Corporation (UIPC) [(d and e)]	98.64
Philcement Mindanao Corporation (PMC) [(f and g)]	42.00
Phinma Education Holdings, Inc. (PHINMA Education) [(c)]	66.42
PHINMA Property Holdings Corporation and subsidiaries (PPHC) [(c)]	94.01
PHINMA Hospitality, Inc. and subsidiaries (PHI) [(c and h)]	84.65
PHINMA Microtel Hotels, Inc. (PHINMA Microtel) [(c)]	51.00
ABCIC Property Holdings, Inc. (APHI) [(c)]	89.98
Asian Plaza, Inc. (API)	57.62
P & S Holdings Corporation (PSHC)	60.00
Career Academy Asia, Inc. (CAA) [(a)]	90.00
One Animate Limited, Inc. (OAL) [(b)]	80.00

(a) CAA ceased its operations on March 31, 2019.
(b) OAL owns 100.00% interest in Toon City Animation, Inc. (Toon City). OAL and Toon City ceased operations in April 2013.
(c) On July 17, 2023, PHN acquired shares in the following companies: 36.71% ownership interest of PPHC; 63.47% ownership interest of APHI; 63.77% ownership interest of PHI; 51.00% ownership interest of PHINMA Microtel and 8.03% ownership interest of PEHI.
(d) UIPC and PHINMA Solar is 100% owned by UGC, thus PHINMA Corp. effectively owns 98.01% interest of PHINMA Solar
(e) On September 2, 2022, Union Insulated Panel Corporation (UIPC) was incorporated, which is 100% owned by UGC. On August 6, 2024, the BOD approved an investment up to ₱210 million in UIPC Insulated Panel Plant Project, through UGC.
(f) On March 15, 2024, Philcement Mindanao Corporation (PMC) was incorporated. Philcement entered in a share purchase agreement with Petra Cement, Inc. (Petra) for the acquisition of 100% outstanding shares of Petra. Subsequent arrangements provide that the shares will eventually be transferred to PMC, which is expected to be completed by 2025.
(g) In Q4 2024, ANFLO Management and Investment Corporation subscribed to 30% ownership interest in PMC for a total consideration of P208.3 million.
(h) On May 15, 2024, the Board of Directors (BOD) approved PHN's additional investment to be made to PHI amounting to ₱252 million

<u>Stock Rights Offering</u>

On August 6, 2024, the BOD of PHN approved the conduct of a Stock Rights Offering (SRO) of up to ₱ 1.00 billion to increase capital and to support the general corporate requirement of its subsidiaries.

On October 16, 2024, PHN received the Notice of Confirmation of Exempt Transaction, confirming that the SRO is exempt from the registration requirements of the Securities Regulation Code.

On October 21, 2024, the Philippine Stock Exchange (PSE) approved PHN's application for the listing of up to 51,493,306 additional common shares for the planned SRO, to be issued from the unissued capital stock of the Company.

Pursuant to Company's SRO, PHN approved the issuance of 50,000,000 shares at an entitlement ratio of 1 rights share for every 5.73 existing common shares to all stockholders as of the record date of November 8, 2024, at ₱ 20.00 per share. During the Rights Offer Period from November 13, 2024 to November 19, 2024, PHN sold 50,000,000 shares by way of SRO, which were subsequently listed with the PSE on November 27, 2024.

The principal activities of the subsidiaries are as follows

Name of Subsidiaries	Nature of Business
UGC	Manufacturing and distribution of steel products
Philcement	Manufacturing and distribution of cement products
PHINMA Solar	Owning, supplying, and distribution of photovoltaic (PV) Solar power
UIPC	Manufacturing and distribution of insulated panels
PMC	Manufactruing and distribution of cement products
PHINMA Education	Holding company for investments in education
PPHC	Real estate development and construction and property management
PHINMA Hospitality	Hotel management and development
PHINMA Microtel	Hotel management and development
Coral Way	Hotel management and development
APHI	Sale of real and personal properties
API	Lease of real property
PSHC	Investment and real estate holdings
CAA	Educational institution
OAL	BPO - Animation services

Subsidiaries:

Construction Materials Group

PHINMA operates its construction materials business through four (4) subsidiaries, namely, Union Galvasteel Corporation (“UGC”), Philcement Corporation (“Philcement”), PHINMA Solar Energy Corporation (“PHINMA Solar”), and Union Insulated Panel Corporation (UIPC), PHINMA Solar and UIPC being wholly-owned subsidiaries of UGC. The Construction Materials Group aims to maximize synergies among the various companies within the group to provide innovative construction solutions to its customers, offering one-stop shop services, from foundation to roofing, and providing superior convenience and service to customers nationwide.

Union Galvasteel Corporation (UGC)

UGC started as the Union Steel Plant Division of BCII. It began commercial operations in 1963 with a galvanizing plant in Poro, La Union for the manufacture of Galvanized Iron sheets, expanding to Ilang, Davao City in 1968 and to Calamba, Laguna in 1990. In 1993, the steel plant was spun off from BCII as a separate business unit, and incorporated as Bacnotan Steel Corporation. It was later renamed UGC in 1997 and established a modern Continuous Galvanizing Line and Color Coating Line for the manufacture of pre-painted galvanized steel coils in Calamba, Laguna. On December 22, 2010, the SEC approved the merger of UGC and Atlas Holdings Corporation, a 90%-owned subsidiary of PHINMA with UGC as the surviving entity.

UGC is a leading manufacturer of pre-painted galvanized iron roofing products and other steel products such as steel decking, frames, pre-engineered building systems and insulated panels used for cold storage and other facilities. UGC’s main manufacturing facility is located in Calamba, Laguna. It also operates roll-forming plants in Poro, San Fernando, La Union; Ilang, Davao City; Cebu City; Cagayan de Oro City; Zamboanga City; Calasiao, Pangasinan; Bacolod City; Iloilo City; Pili, Camarines Sur; San Fernando, Pampanga; Batangas City; Tacloban City, Leyte; and Cainta, Rizal.

Today, UGC is a significant player in the manufacture and distribution of pre-painted and other galvanized roofing, and of galvanized steel building products such as building system components like steel deckings, c-purlins, door jambs, steel trusses, pre-engineered building structures and insulated panels for commercial, industrial and residential applications. UGC has the largest and most diversified distribution network in the industry, with rollforming plants, warehouses and sales offices in strategic locations throughout the country. UGC’s production lines are located in:

Continuous Color Coating Line in Calamba City, Laguna
Insulated Panel Lines in Calamba City, Laguna and Davao City
Discontinuous Rollforming Lines in various locations nationwide

On December 21, 2020, UGC purchased 100% of Phinma Corporation’s shares in Phinma Solar Energy Corporation (PHINMA Solar), increasing its percentage of ownership in PHINMA Solar to 100%.

On June 30, 2022, Union Insulated Panel Corporation (UIPC) was incorporated as a wholly-owned subsidiary of UGC.

Philcement Corporation (Philcement)

Philcement was incorporated on September 22, 2017 to engage in the processing, manufacturing, distribution, marketing and sales of cement products. Philcement is PHINMA's re-entry into the cement industry, re-introducing PHINMA's legacy brand "Union Cement". Union Cement enjoyed market dominance and strong brand recognition for many years when PHINMA was in direct ownership or management of majority of the country's integrated cement plants, until the Company sold its ownership stake to Holder Bank (now Holcim) in 2003. Philcement is proud to re-introduce the legacy Union Cement brand after a 14-year hiatus. The re-branding of Union Cement aims to combine world class standards with Filipino expertise to make the lives of Filipinos better through quality, affordable, and readily available cement products. Philcement imports cement from its partner The Vissai Group, one of the biggest privately-owned cement companies in Vietnam. Philcement is owned 60.00% by PHINMA.

Philcement is a Freeport Area of Bataan ("FAB") - registered enterprise permitted to engage in the processing, manufacturing, marketing, importing, trading – wholesale and retail, selling, and distributing cement, cement products, and other by-products and establishing, operating and managing cement supply terminals at the FAB. As a FAB Registered enterprise, Philcement is entitled to the benefits and incentives under Republic Act No. 9728, also known as "The Freeport Area of Bataan Act of 2009". The Authority of the Freeport Area of Bataan is further discussed under "Regulatory Framework".

Philcement's 7.8-hectare flagship cement processing complex is located in the Freeport Area of Bataan and is considered to be the first state-of-the-art cement facility in the Philippines and one of the largest independent cement terminals globally. The facility has an initial annual capacity of 2 million metric tons of cement or 400,000 bags a day. The cement processing complex serves as a manufacturing, storage, and bagging facility of Philcement in Mariveles, Bataan. The Mariveles Cement Facility is certified under ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018.

The cement processing complex is likewise strategically located and able to afford Philcement logistical advantage over competitors who transport cement mostly via land. Philcement is likewise able to leverage having its own port which allows it to distribute its produce via sea.

In September 2019, PHINMA signed an agreement to invest USD $50.00 million in Song Lam Cement Joint Stock Company, the flagship plant of The Vissai, the largest private cement manufacturing group in Vietnam. The investment will be used to expand the capacity of the flagship plant located in Nge Anh province in Vietnam, and will cement Philcement's relationship with Viet Cement Terminal JSC, who is a shareholder in Philcement. While these mutual partnerships assure Philcement a reliable supply of high-quality cement for its customers, out of the world-class facility in Mariveles Bataan, all transactions between the different companies under the PHINMA Group and the Vissai Group are kept at arm's length and driven by market conditions. The Company finalized this investment on May 12, 2021.

In January 2024, Philcement entered into a Manufacturing and Sale Agreement with Petra Cement, Inc. that allowed Philcement to operate the Petra Cement plant located in Manuel A. Roxas, Zamboanga del Norte, and manufacture, sell, and distribute its Union Cement products. In May 2024, Philcement, through its subsidiary Philcement Mindanao Corporation, initiated the acquisition of Petra Cement, Inc. by virtue of a Share Purchase Agreement. Philcement Mindanao Corporation is 70% owned by Philcement. In October 2024, Philcement entered into a partnership with Big Boss Cement, Inc., allowing Philcement to manufacture, sell, and distribute its Union Cement products using the Big Boss cement plant in Porac, Pampanga.

PHINMA Solar Energy Corporation (PHINMA Solar)

PHINMA Solar, formerly Trans-Asia Wind Power Corporation, was incorporated in the Philippines and registered with the SEC on July 26, 2013.

PHINMA Solar is the Group's venture into the solar rooftop market, providing solar rooftop generation solutions for industrial, commercial, and residential clients, capitalizing on the opportunity presented by the declining cost of solar energy panels, rising levels of environmental awareness, and government initiatives mandating the use of renewable energy sources. In 2019, it expanded its portfolio of clients and has evolved from a lease model to a sale on installment model to maximize cashflow and mitigate exposure on fluctuation in the energy generation and prices. PHINMA Solar also started selling PV systems to commercial and residential customers.

On December 21, 2020, PHINMA approved the sale of its 225,000,000 shares of PHINMA Solar to UGC. The sale rationalized PHINMA's ownership structure in its Construction Materials Group by consolidating in UGC 100% ownership in PHINMA Solar. PHINMA Solar is 98.01% indirectly-owned by PHINMA and 100% owned by UGC.

PHINMA Solar's value proposition for its customers comes from the savings the customers are able to achieve on their annual electricity costs from using the solar rooftop system. The customers not only save on their electricity costs but also support the environment.

In collaboration with UGC, PHINMA Solar not only promotes its own brand but is also able to extend UGC sales through PHINMA Solar's network of customers and vice versa.

Aside from supplying solar rooftop systems to residential, commercial, and industrial customers, PHINMA Solar is also completing multiple rooftop solar projects, totaling 9.39 MWac, with the government as the energy offtaker through the Department of Energy's 2nd Round of Green Energy Auction Program (GEAP II).

Union Insulated Panel Corporation(UIPC)

UIPC started off as the Insulated Panels division of UGC that was spun off as a separate business unit. In June 30, 2022, UIPC was incorporated in the Philippines and registered with the SEC. However, as of 2024, the group continued to operate as a division of UGC.

UIPC offers insulation and cold chain solutions. By providing insulated materials, post-harvest and storage life of food and drugs can be extended while also addressing the intensive energy requirement of cold chain facilities and related businesses. In May 2024, UIPC broke ground for its state-of-the-art manufacturing plant in Porac, Pampanga.

Educational Services

The education services of PHINMA are held through its majority-owned subsidiary, PHINMA Education Holdings, Inc. PHINMA Education's mission is to make lives better through accessible, quality education. By intent and design, the network caters to the underserved youth – high school graduates from low-income families who want to go to college and get better jobs.

PHINMA Education holds majority equity interests in ten tertiary institutions across the Philippines:

Institution		**Location (branches)**	**Year Acquired**
LUZON			
PHINMA Araullo University	AU	Cabanatuan City, Nueva Ecija (Cabanatuan City, San Jose City)	2004
PHINMA University of Pangasinan	UPang	Dagupan City, Pangasinan (Urdaneta City)	2009
NCR Network:			
- PHINMA St. Jude College – Manila	SJC-Manila	Manila, NCR	2017
- PHINMA St. Jude College – Quezon City	SJC-QC	Quezon City, NCR	2019
Laguna Network:			
- PHINMA Rizal College of Laguna	RCL	Calamba, Laguna	2020
- PHINMA Union College of Laguna	UCL	Sta. Cruz, Laguna	2021
- St. Jude College Dasmariñas Cavite	SJC-DC	Dasmariñas, Cavite	2024

VISAYAS			
PHINMA University of Iloilo	UI	Iloilo City, Iloilo	2009
Southwestern University PHINMA*	SWU	Cebu City, Cebu	2015
MINDANAO			
PHINMA Cagayan de Oro College	COC	Cagayan de Oro City, Misamis Oriental (Cagayan de Oro City, Iligan City)	2005

* *Southwestern University owns a tertiary hospital, Southwestern University Medical Center, operated by Mount Grace Hospitals, Inc. of the United Laboratories Group.*

On 28 August 2015, PHINMA Education Holdings, Inc. was incorporated in the Philippines and registered with the SEC to invest in, purchase, acquire, own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, dispose of real and personal property of every kind and description, including shares of stock and other property of educational institutions. The company serves as the PHINMA Group's holding company for its investments in education.

As part of its growth strategy, PHINMA Education has also expanded to serve students outside the Philippines. In Indonesia, PHINMA Education entered into a joint venture agreement with PT Tripersada Global Manajemen to form PT Ind-Phil Management (IPM). Since its inception in 2019, IPM has been managing Horizon University located in Karawang, Indonesia. IPM has since expanded its footprint in Indonesia and also started managing Kalbis University, located in Jakarta, in 2024.

In 2024, PHINMA Education Holdings, Inc. signed an investment agreement with (i) Phoenix Investments II Pte. Ltd, an investment vehicle of funds managed by KKR, a leading global investment firm, and (ii) Rise Edu Pte. Ltd., an investment vehicle of funds managed by Kaizenvest, an education-focused private equity fund focused on emerging markets in South and South-East Asia. Concurrently, funds managed by KKR entered into an agreement to acquire all of the shares in PHINMA Education Holdings, Inc. owned, directly or indirectly, by the Asian Development Bank, Nederlandse Financierings- Maatschappij voor Ontwikkelingslanden N.V., and Kaizen Private Equity II Pte. Ltd., who all invested in the Company in 2019. Following completion of the aforementioned transactions, funds managed by KKR and Kaizenvest will respectively own, directly or indirectly, a 30.67% and 3.73% stake in PHINMA Education Holdings, Inc.

Properties

PHINMA Property Holdings Corporation and subsidiaries

PHINMA Property Holdings Corporation (PPHC) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on December 3, 2010. PPHC was originally incorporated on March 6, 1959 as Filoil Consolidated Industries, Inc, then changed to FCI Development Corporation (FCI) on June 16, 1975. FCI changed its name to PHINMA Property Holdings Corporation on July 23, 1987 after the merger with PHINMA Realty Corporation. On March 18, 1998, PPHC merged with Management Building Corporation with PPHC as the surviving company.

On November 25, 2010, the BOD and stockholders approved, among others, the reincorporation of the Corporation under the same name and business purpose to comply with the legal requirements for continuance of the Registrant's business when the original corporate life expired. The shareholders initially invested in PPHC a total of P125.0 million cash. The Registrant also recorded all the assets and liabilities of the old PPHC as of November 30, 2010 through a Deed of Assignment of Assets with Assumption of Liabilities, together with all the attendant rights and obligations, executed in December 2010 between the Company and the Trustee of the old PPHC. The shareholders of the old PPHC, through the Trustee, reinvested their shares in the net asset value of the old PPHC by subscribing to the shares of the Registrant.

PPHC, together with its subsidiaries (collectively referred to as the Group), develops affordable medium-rise condominium units and socialized housing units in Metro Manila and other areas in the country. The Parent Company is engaged in real estate development, principally in low-cost and middle-cost housing and vertical development. It has also engaged in construction, property management and co-working business through its subsidiaries and affiliates.

The registered office address of the Group is PHINMA Properties Center, No. 29 EDSA, Mandaluyong City. Between 1987 to 1990, PPHC was engaged in the development of upscale townhouse projects such as the Manila Polo Club Townhouses, Mariposa Villas and Mariposa Square Townhouses as well as the management and administration of the PHINMA and Kalayaan Buildings.

In 1991, in response to the government's appeal for more active private sector participation in addressing the country's housing needs, PPHC refocused its corporate mission with emphasis on providing quality and affordable housing to low and middle-income families in high growth centers and began to actively participate in low cost and socialized housing development. The initial project for this type of development was Villa Milagrosa, located in San Pedro, Laguna. In 1995, PPHC developed Villa Elisa, a 3.20 hectare project in Imus, Cavite with 3 house models to choose from – rowhouse, single-detached and single-attached designs.

In 1996, PPHC, recognizing the need for urban housing at affordable prices, shifted its focus to in-city development. In order to reduce the cost of land and maximize the land area, PPHC shifted to vertical development. The pilot project of this type was Smile Citihomes I, located at Barangay Kaligayahan, Novaliches, Quezon City. Completed by the first quarter of 1998, the project boasts of 5-storey condominium buildings with a total of 1,595 residential units, each with a 30-sq.m.floor area. The success generated by Smile Citihomes I encouraged PPHC to concentrate its land banking within Metro Manila and other urban centers to duplicate this type of development. By residing within the vicinity of Metro Manila, the prospective buyers are able to stay near or are able to limit travel time from their homes to their respective work places. Reduced travel time to and from the workplace increases the quality of life of the prospective buyers.

On February 5, 2016, Community Developers and Construction Corporation (CDCC) was established to cater to construction projects outside the Group. In 2017, it started its first construction project with P.A. Alvarez Property Development Corporation (P.A. Alvarez) with the latter's Nuvista project. In 2018, CDCC entered again a new construction project with P.A. Alvarez for the latter's St. Joseph Homes Calamba and Windfield Briza projects. CDCC also entered into a construction agreement with the Quezon City government for its Bistekville 15 and 16 housing projects.

On September 13, 2017, Community Property Managers Group Inc. (CPMGI) was established to broaden the reach of its property management business. CPMGI initially started its operations handling the administration and management of PPHC's completed projects. In 2019, CPMGI started expanding its services to third parties, through a management contract with various Urban Deca condominium corporations.

In 2019, the Group ventured in coworking business, entering into a joint venture arrangement with UnionSPACE, Inc. and Acceler8 Now, Inc. On June 11, 2019, InPHIN8 Space, Inc. (InPHIN8) was incorporated as the co-working arm of the Group. On the same year, InPHIN8 launched and started the operations of its co-working space in the fifth floor of PHINMA Plaza.

On November 4, 2024, PPHC acquired 55% of JEPP Property Corporation (JEPP). JEPP is also engaged in the real estate business, specifically to "hold, develop, finance, or otherwise deal and dispose of all kinds of real estate development". As of December 31, 2024, JEPP has an ongoing project in Bacolod.

Asian Plaza, Inc. (API)

API was incorporated in the Philippines and registered with the Philippine SEC on January 26, 2005. The Company invests in real and personal properties and various financial instruments. Revenue is generated primarily from lease of its properties.

On March 24, 2022, API signed a Contract to Sell for the sale of API's condominium unit in Rufino Pacific Tower for ₱35.8 million.

Hospitality

PHINMA Hospitality Inc., the hospitality arm of PHINMA Group, operates 14 Microtel by Wyndham hotels and one TRYP by Wyndham hotel in the Philippines. It is also a joint venture partner in majority of these properties, including the flagship 150-room Microtel by Wyndham Mall of Asia. PHINMA Microtel Hotels Inc. is the Philippine master franchise holder of Microtel by Wyndham, an international chain of limited-service hotels with 300+ properties worldwide and TRYP by Wyndham, a select-service urban hotel chain with over 100 properties.

PHINMA Corporation, has a 63.77% equity interest in PHINMA Hospitality as well as 23.75% equity interest in Coral Way City Hotel Corporation (Coral Way), owner of Microtel by Wyndham Mall of Asia. Coral Way's wholly owned subsidiary, Krypton Esplanade Hotel Corporation owns the 191-room TRYP by Wyndham Mall of Asia.

PHINMA Hospitality Inc. was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on August 23, 1999. The Company is primarily engaged in the business of developing, owning, operating and managing economy lodging facilities.

Investment Holdings

P & S Holdings Corporation, a 60% owned subsidiary of Phinma Corporation was incorporated on September 11, 1998. The company's primary purpose is to invest in real and personal properties. The company currently owns and leases land located in Bulacan.

Product Lines

Construction Materials

Construction Materials Group' major product lines are:

Business Unit	Product	Type
Steel	Colored or Prepainted Sheets	In coil or in sheets roll formed
	Heavy Gauges	In sheets, coils and roll formed
	Long Span GI Sheets	Roll formed – in sheets
	Claddings and Sidings	Roll formed – in sheets
	Decking's / C. Purlins	Roll formed – in sheets
	Metal frames / Studs	Roll formed – in sheets
	Spandrel	Roll formed – in sheets
	Polyurethane Panels	Roll formed – in sheets
	Roofing Accessories	Bended or Roll formed
	Pre-engineered Building Systems	Roll formed
Cement	Cement (in 40-kg, jumbo bags, bulk)	High-strength cement, general-purpose cement
Solar	Rooftop System	Solar photovoltaic rooftop system
	Power / electricity	Generation and distribution of solar power
Insulated Panel	Polyurethane Panels	Roll formed – in sheets

The Construction Materials Group namely UGC, Philcement, Phinma Solar, UIPC and PMC generated combined revenues of ₱ 14.30 billion, accounting for 60.17% of PHN's revenues in 2024.

CMG Combined Revenues (in thousands)

(in Thousand pesos)	Calendar Year Ended December 31, 2024	Calendar Year Ended December 31, 2023	Calendar Year Ended December 31, 2022
Revenues	**₱14,295,226**	₱13,261,327	₱13,245,555

Educational Services

PHINMA Education offers diversified tertiary programs mainly focused on employability. Its leading programs in terms of enrollment are in the areas of Allied Health Sciences, Business Management & Accountancy, Criminology, and Education. While PHINMA Education focuses on delivering tertiary education, some of its institutions also provide basic education, senior high school, graduate, and technical and vocational education and training programs.

Properties

Listed herein below is a tabular presentation of the Group's completed and on-going projects:

Completed Projects of the Properties Group as of December 2024:

Project	Location	Product Type	Year Completed	Area (sqm)	No. Of Units Completed
Mariposa Square	C. Benitez Quezon City	Townhouses	1987	2,000	10
Mariposa Villas	Mariposa St. Quezon City	Townhouses	1988	20,600	40
Manila Polo Club Townhouses	Forbes Park Makati City	Townhouses	1989	24,000	43
Villa Milagrosa	San Pedro Laguna	Townhouses	1994	10,000	155
Villa Elisa	Imus, Cavite	Townhouses	1996	34,000	334
Smile Citihomes I	Novaliches Quezon City	Medium Rise Condominiums	1998	24,020	1,595
Smile Citihomes Annex – Phase 1	Camarin Rd. Caloocan City	Medium Rise Condominiums	2000	10,000	638
Sunny Villas	Pearl Drive, Commonwealth Ave., East Fairview, Quezon City	Medium Rise Condominiums	2005	14,380	812
Spazio Bernardo	Brgy. Sauyo, Bagbag, Quezon City	Medium Rise Condominiums	2006	16,650	957
Spazio Bernardo West Villas	Brgy. Sauyo, Quezon City	Medium Rise Condominiums	2007	6,610	319
San Benissa Garden Villas	Quirino Highway Novaliches, Quezon City	Medium Rise Condominiums	2008	15,580	928
Fountain Breeze	Lombos Avenue, Sucat, Parañaque City	Medium Rise Condominiums	2011	31,240	1,640
Sofia Bellevue	Capitol Hills Drive, Quezon City	Medium Rise Condominiums	2011	17,000	840
Flora Vista	Peacock St., Brgy. Commonwealth, Quezon City	Medium Rise Condominiums	2010	18,770	870

Bistekville – Townhouse	Novaliches, Quezon City	Rowhouses	2015	1,670	40
Bistekville RH	Novaliches, Quezon City	Rowhouses	2015	660	23
ASiA Enclaves	Alabang, Muntinlupa City	Medium Rise Condominiums	2016	106,710	588
Solano Hills	Villongco St., Muntinlupa City	Medium Rise Condominiums	2016	29,000	1,260
Strikeville 4	Bacoor City, Cavite	Rowhouses	2018	45,520	115
L'Oasis	Malabon City	Medium Rise Condominiums	2020	108,000	626
Aspire Homes	Cebu City	Medium Rise Condominiums	2019	18,000	238
Arezzo Place Pasig	Sandoval Avenue, Pasig City	Medium Rise Condominiums	2021	47,000	1,980
Hacienda Balai	Novaliches, Quezon City	Medium Rise Condominiums	2021	29,000	1,220
Arezzo Place Davao	Davao City	Medium Rise Condominiums	2022	27,000	1,080
TOTAL				**657,410**	**16,351**

The following are ongoing projects under PPHC as of December 2024:

Project	Location	Product Type	Year for Target Completion	Area (sqm)	No. Of Units Completed	Total No. of Units
Uniplace @ SWU	Cebu City	Medium Rise Condominiums	2024	4,100	456	456
Metrotowne	Las Pinas	Medium Rise Condominiums	2029	21,000	330	1,650
PHINMA Maayo San Jose	Batangas	Townhouses & Single-Detached Houses	2027	95,000	235	545
PHINMA Maayo Tugbok	Tugbok Davao City	Townhouses & Single-Detached Houses	2027	96,000	-	622
Likha Estates Bacolod	Mandalagan, Bacolod City	Residential Lots	2032	94,362	-	227
Likha Residences Davao	Davao City	Townhouses	2027	17,000	-	94
Solano Hillside Residences	Muntinlupa City	Medium Rise Condominiums	2029	3,700	-	288
TOTAL				**216,100**	**1,021**	**3,273**

<u>Ongoing Construction Projects</u>

10-storey Southwestern University

Completed Construction Projects

Nuvista – San Jose Del Monte, Bulacan
St. Joseph Homes – Calamba, Laguna
St. Joseph Homes – Cabuyao, Laguna

Hospitality

PHINMA Hospitality focuses on developing and managing hotels primarily in the mid-market segment. It currently operates 14 hotels under the Microtel by Wyndham brand and one hotel under the TRYP by Wyndham brand in key business and leisure locations in the country.

Contribution of Export Sales

UGC, Philcement, PHINMA Solar, UIPC and PMC have no export sales.

Supply

Construction Materials

a. UGC

UGC's major raw materials in the production of color-coated sheets are galvanized iron sheets in coils or zinc-aluminum coated sheets in coils. The sources of galvanized and zinc aluminum coated materials are China and other Asian countries. As of today, there are no local manufacturers of these materials that can meet the quality of substrates for pre-painting.

UGCs sources steel coils from a minimum of five different suppliers and as such believes its supplier base is diverse enough so as not to pose a concentration risk to the company from the loss of any single supplier.

b. Philcement

Philcement currently sources substantially majority of its cement from one of the biggest privately-owned cement joint-stock companies in Vietnam. The Vissai Group, through Viet Cement Terminal JSC, and PHINMA, are shareholders of Philcement and it is in the mutual interest of both companies that the Vissai Group continues to supply Philcement with cement. However, the cement supply agreements between Philcement and The Vissai Group are non-exclusive, done at arm's length, and are at market prices, and as such, Philcement is free to source cement from other parties for supply reliability and risk mitigation.

To this end, Philcement has negotiated and developed cement supply arrangements with other suppliers in Asia and continues to develop other sources of cement.

Clinker is also a major input of Philcement. Currently, Philcement sources its clinker from various suppliers in Vietnam, Indonesia, and Japan.

c. PHINMA Solar

PHINMA Solar's major inputs are provided by solar panel suppliers and Engineering, Procurement and Construction ("EPC") contractors for turnkey solar projects. Supply contracts are done on a per project basis. Prior to finalizing contracts, PHINMA Solar evaluates offers from a minimum of 3 different suppliers. The company purchases from several competing suppliers and believes there is no concentration risk from any one particular supplier.

d. UIPC

UIPC's major inputs are currently supplied by UGC. UIPC also sources imported panels primarily from China and Vietnam.

Educational Services

PHINMA Education schools have common suppliers for items including computers, providers of school IT systems, and learning materials. For other suppliers like construction contractors and uniforms, suppliers vary across schools due to their geographic dispersion. Hence, PHINMA Education believes there is no concentration risk because no single supplier exerts any monopoly and there are several competing suppliers. The company benchmarks its supply costs across its schools and undertakes bidding exercises for major contracts in order to negotiate fair prices.

Properties

PPHC has adopted a state of the art (formwork) technology from abroad. The formwork system employs the use of tunnel form in building repetitive structural units. Concrete is then poured continuously resulting in highly durable housing shells compared with other existing housing units of its kind. Architectural flexibility is attained through the technology's versatile design that can be broken down into minor structural components during the planning stages of the project.

The Company has developed back up/alternative sources of materials to ensure availability and continuity of supply. The Company also arranged supply contracts for the total requirement of the project, and is not dependent on few selected suppliers.

Hospitality

Hotel supplies of PHINMA Hospitality-managed hotels are mainly sourced from different local suppliers. The group has several available suppliers and believes that there is no concentration risk from any one particular provider.

Customers

The Company believes its customer base across its major business segments are diverse enough and no single customer make up more than 20% or more of PHINMA or the business segments group revenue.

Nonetheless, below is a breakdown of some of the Group's major customers.

Construction Materials

The Construction Materials Group is not dependent on a single or few customers but, rather, has a well-balanced customer portfolio.

UGC

UGC serves the steel roofing requirements of end-users, developers, contractors, and dealers for residential, and commercial building applications and government projects including school buildings and military housing units. Through its insulated panels division, UGC also caters to the agribusiness sector such as the cold storage and poultry industries.

Philcement

Philcement’s customers are grouped into the following segments: Contractor, Dealers, Developers, End-User, Hardware stores and Retailer, and Ready-Mix Players. Notably, despite the relatively short time since the start of its operations, Philcement has supplied a number of big commercial and infrastructure projects across the country.

PHINMA Solar

PHINMA Solar’s customers are mainly in industries including mall operations, manufacturing, schools, agri-businesses, hospitals, and hotel operation. Through GEAP II, PHINMA Solar will also be supplying its generated energy to the government.

Educational Services

By intent and design, PHINMA Education caters to the underserved youth – high school graduates from low-income families who want to go to college and get better jobs. In particular, the group mainly caters to students of socio-economic class C and D, and formulates tuition fees and financial assistance programs with this market in mind.

PHINMA Education also has one school, SWU, which targets the mid-income market.

Properties

The majority of PHINMA Properties' buyers are first-time homeowners, typically with a monthly household income ranging from Php50,000 to Php150,000. Across all projects, the average total selling price stands at Php4.1M, while reinforcing PHINMA Properties' commitment to delivering accessible and sustainable housing solutions that cater to Filipino homebuyers.

Construction Services

For construction services, key clients represent a mix of residential, institutional, and commercial developments, including Mount Mayon Medical Center Inc., Faith Colleges, PHINMA Education Holdings, Inc. (PEHI), and Metro Retail Stores Group Inc., providing various construction and consultancy services nationwide.

PPHC and its subsidiaries have various customers in terms of location, profile and target market such that the loss of a few customers/clients would not have a material adverse impact on the Group.

Hospitality

For hotel management, PHINMA Hospitality operates hotels owned by various corporate entities and ownership groups. In terms of hotel customers, these consist of a combination of both individual and corporate accounts, catering to both leisure and business segments.

Transactions with and/or dependence on related parties

Other than transaction disclosed in “*Certain Relationships and Related Party Transactions”,* PHINMA has no dependence on any related parties.

Marketing and Distribution

Construction Materials

a. Steel Business

UGC serves the steel roofing requirements of end-users, developers, contractors and dealers for residential, commercial building applications, and government projects such as school buildings and reconstruction efforts. Its secondary markets are facilities for the agribusiness sector such as cold storage, poultry structures and government projects for school buildings and public markets.

UGC's main manufacturing facilities are located in Calamba City, Laguna and it maintains a nationwide distribution network consisting of roll-forming plants, warehouses and sales offices located in strategic regions around the Philippines.

b. Cement Business

Backed by decades of experience in the cement industry and armed with technical and management expertise, Philcement aims to be a partner of choice for its reliability of supply and high-quality products and services. Philcement distributes its products in 40-kg bags, jumbo bags, and bulk trucks.

To serve key markets, Philcement has built a cement facility in the Freeport Area of Bataan which started operations in February 2020. It is the first in the industry to use ship unloader for bulk cement. Further, in September 2019, Philcement entered into an agreement with Seasia Nectar Port Services, Inc. to purchase the port and port assets where its terminal is constructed on, thereby affording the company cost-efficiencies.

The cement processing complex is likewise strategically located and able to afford Philcement logistical advantage over competitors who transport cement mostly via land.

Philcement also strengthened its presence in the Northwestern Mindanao market with its operations of the Petra cement facility in Manuel A. Roxas, Zamboanga del Norte.

Philcement's main Office and Facility are located in the Freeport Area of Bataan, Mariveles, Bataan. Along with UGC, it continues to grow its distribution network nationwide.

c. Solar Business

Customers and end-users of solar rooftop systems are mainly coming from education, manufacturing and production, and healthcare industries. PHINMA Solar offers both standardized and tailor-fit packages, depending on the requirement of the customers. PHINMA Solar caters to customers located across the Philippines. PHINMA Solar also build rapport with local distribution utilities, who own and operate the distribution network the solar rooftop system will be connected. This is to ensure complete compliance to the rules and regulations set by the Department of Energy, Philippine Electrical Code, and Philippine Distribution Code, and enforced by local distribution utilities.

d. Insulated Panel Business

Prior to commercial operations of its production plant, UIPC is already building its customer base by forging good relationships with contractors, developers, and end-users of cold storage facilities.

Educational Services

PHINMA Education provides opportunities to students from low-income families by offering financial assistance and academic scholarships on top of already accessible fees. Partnerships with nearby high schools and communities are supplemented by digital marketing campaigns across each institution's catchment areas.

PHINMA Education is present in areas with a strong demand for tertiary education, with its footprint growing to 10 educational institutions across 15 campuses in the Philippines. Through IPM, PHINMA Education also manages two institutions in Indonesia.

Institution/ Network	Campus	Location	Key Market/s
PHILIPPINES			
AU	Main	Bitas, Cabanatuan City	Nueva Ecija
	South	H. Concepcion, Cabanatuan City	
	San Jose	Canuto Ramos, San Jose City	
COC	Main/Carmen	Carmen, Cagayan de Oro City	Misamis Oriental
	Puerto	Puerto, Cagayan de Oro City	
	Iligan	Pala-o, Iligan City	
UI	Main	Iloilo City	Iloilo Province and Guimaras
UPang	Main/Dagupan	Dagupan City	Pangasinan
	Urdaneta	Urdaneta City	
SWU	Main	Cebu City	Visayas, and Northern and Western Mindanao
SJC-DC	Main	Dasmariñas, Cavite	Cavite
NCR Network	SJC Manila	Sampaloc, Manila City	National Capital Region
	SJC QC	Cubao, Quezon City	
Laguna Network	RCL	Calamba City	Laguna
	UCL	Sta. Cruz City	
INDONESIA			
Horizon University	Karawang	Karawang City	Karawang
Kalbis University	Jakarta	Jakarta City	Jakarta

Properties

PPHC's sales and promotions operations are exclusively managed by PHINMA Property Sales and Marketing, Inc. (PPSMI), they oversee an extensive portfolio of residential and mixed-use developments.

PPSMI upholds high standards in sales performance and customer service by providing brokers and in-house agents with continuous training, accurate project knowledge, financing insights, and documentation expertise.

To ensure consistency and efficiency, PPSMI enforces clear sales policies, structured collaboration among brokers and agents, and performance-based incentives. Sellers receive essential resources–including project briefs, promotional materials, and standardized guidelines–ensuring accurate and seamless information dissemination.

PPHC's project team further supports these efforts by ensuring all necessary materials are in place before any development is actively promoted. With a data-driven and customer-focused approach, PPSMI connects Filipino families with their dream homes, delivering a seamless and well-guided homebuying experience.

Hospitality

PHINMA Hospitality main office is located in PHINMA Plaza, Rockwell Makati, which gives it an optimal location in terms of overseeing operations of hotels in Metro Manila, Southern Luzon, Central and Northern Luzon. Company officers also conduct regular visits to hotels in Visayas and Mindanao.

Hotels managed by PHINMA Hospitality located in various parts of the country utilize both online and traditional channels for hotel reservations.

Competition

Construction Materials

a. Steel Business

For steel roofing, UGC's main competitors are Puyat Steel, DN Steel, and Sonic Steel/United Steeltech Group. In terms of relative nationwide market share size in this category, it is estimated that UGC is roughly the same size as Puyat Steel and DN Steel, and a little over half the size of Sonic Steel/United Steeltech Group.

UGC's range of products in this category include: pre-painted galvanized sheets, galvanized sheets, light steel frames, purlins, and metal decking. In comparison, UGC's major competitors have a similar product range. UGC has a nationwide distribution network. In comparison, UGC's major competitors are also present nationwide. UGC effectively competes in the area of customer service, where its wide distribution network and speed of order fulfilment ensure its products are readily available in the market at the location and within the timeframe required by its customers.

For PU products, UGC's main competitors are DYD/Ultra, and iSteel. UGCs range of products in this category includes Insulated Roofing, Insulated Sandwich Panels and Doors.

a. Cement Business

Philcement's main competitors are Holcim, Republic Cement, Cemex, and the San Miguel Group (Eagle Cement, Northern Cement, Southern Concrete). It is estimated that in terms of relative nationwide market share size, the San Miguel Group has the largest share, while Philcement has the smallest share among the aforementioned market players. Holcim, with cement plants in La Union, Bulacan, Misamis Oriental, and Davao and terminals in Visayas and South Luzon, has nationwide market presence. Eagle Cement and Northern Cement's integrated cement plants are primarily focused on Luzon, with Northern Cement covering the areas of Northern Luzon while Eagle Cement Bulacan operations concentrate on Central Luzon, NCR, and South Luzon. Southern Concrete (Oro Cement) operates in Davao del Sur. Republic Cement, similar to Holcim, maintains a nationwide market presence with several plants located mostly in Luzon, a grinding plant in Cebu, and its Iligan Cement plant in Lanao Del Norte. Cemex Philippines, with the Solid/Rizal cement plants in Antipolo City, Rizal and Apo cement plants in Naga, Cebu, has market presence in NCR and South Luzon, and Visayas, respectively. Apart from Eagle Cement, many of these plants have been and continue to import clinker and, at many times historically, cement, to augment their supply. Aside from these large industry players with integrated capacities, Philcement also competes with cement importers in some areas. These cement importers source their cement mostly from Vietnam but also has supply from other parts of Asia.

Although Philcement's main facility is in Mariveles Bulacan, its port facilities provide transport flexibility to its customers. The facility can easily load cement to vessels and transport them out to different ports nationwide, while it can also dispatch cement products for land transport. This provides a significant competitive advantage compared to landlocked cement plants which have no choice but to traverse congested road networks. Philcement has been able to competitively serve areas such as Ilocos in North Luzon, Metro Manila, and islands in the MIMAROPA and the Visayas regions through vessels - markets which are very hard and costly to reach unless a cement plant is nearby.

In terms of pricing, Philcement recognizes the importance of quality of cement for its customers, while understanding the competitiveness of the market. Philcement's pricing strategy is market-driven and is competitive against local cement brands. For the bulk market segment where quality is of paramount significance, Philcement is also able to price competitively, while ensuring that it maintains consistent quality and reliability of supply for its customers.

b. Solar Business

PHINMA Solar's main competitors in the rooftop market are MSpectrum of the MERALCO group, Buskowitz Energy, and Solaric Energy. Besides these large players, there are also small province-specific players that compete with the company. MSpectrum caters customers mainly those that are within the distribution franchise area of MERALCO. On the other hand, Buskowitz Energy and Solaric Energy cater to customers across the Philippines.

PHINMA Solar's competitive advantage is its synergy with UGC, capitalizing on its resources and network to acquire and better serve its customers.

For government auction programs, PHINMA Solar is the sole winning bidder for the rooftop solar segment. PHINMA Solar takes advantage of its own and its affiliates' networks to acquire large rooftop spaces.

Educational Services

Philippines

In School Year (SY) 2024-2025, PHINMA Education welcomed 161,135 students in the Philippines, comprising around 55,000 tertiary freshmen students. The latest available data from the Commission on Higher Education (CHED) on total tertiary enrollment in the Philippines shows that 4.792 million students were enrolled in SY 2022-2023 - this results in an estimated nationwide market share of around 2.6 percent for the PHINMA Education Philippine network in aggregate.

The competitors of each PHINMA Education school vary depending on the location of each school, as well as the presence of both private and public schools in the area catering to the low-income market. In general, the PHINMA Education Schools are among the top five private schools operating in their respective localities in terms of enrollment, with the exception of its newer acquisitions.

Based on the CHED's latest tertiary enrollment data, the top five private higher education institution networks in the Philippines by enrollment are as follows. These networks had enrollment ranging from around 30,000 to 65,000 students across campuses during SY 2022-2023.

1. Ateneo
2. De La Salle
3. Far Eastern University
4. STI
5. University of Santo Tomas

Given its focus on the low-income market, PHINMA Education schools also compete with public educational institutions and price their tuition fees accordingly. Although state universities and colleges ("SUCs") offer free tuition, enrollment in SUCs is limited due to capacity and budget constraints. The top five SUCs in the Philippines in terms of enrollment are as follows, with SY 2022-2023 enrollment from approximately 55,000 up to 85,000 students across various campuses.

1. Batangas State University
2. Cavite State University

3. Cebu Technological University
4. Polytechnic University of The Philippines
5. University of the Philippines

Indonesia

PHINMA Education's footprint in Indonesia is through its joint venture with the Indonesia-based Triputra Group, IPM, which manages two tertiary educational institutions in Indonesia. Its managed institutions are Horizon University in Karawang and Kalbis University in Jakarta, which had a total enrollment of 2,719 students in SY 2024-2025. Similar to the schools in the Philippines, the Indonesia schools' competitors comprise private and state-owned tertiary institutions in their respective vicinities.

<u>Properties</u>

PPHC operates across multiple locations, offering a diverse portfolio of real estate developments that cater to various market segments—from affordable to upscale buyers. Our projects include residential lots, house-and-lot communities, mid-rise and high-rise condominiums, as well as commercial lots designed for investment and business opportunities.

Given this scale, PPHC competes with a mix of national and regional developers, each targeting the same buyer profiles in each location. The competitive landscape varies per location, below is an overview of the competition in each of PPHC's project sites:

Quezon City	AMAIA Steps, Novaliches (Ayala Land), Neopolitan Condominiums (Sta. Lucia Land Inc.) and Trees Residences (SMDC)
Pasig City	AMAIA Steps (Ayala Land), Urban Deca Homes Pasig (8990 Holdings Inc.) and Kasara Urban Resort Residences (Empire East)
Muntinlupa City	Eastbay Residences (Rockwell Primaries), South Escalades (Robinsons), Rhapsody Residences (DMCI), Anuva Residences (SOC Land), Cerca Alabang (Alveo Land), Studio City (Filinvest)
Paranaque City	SM Bloom (SMDC), Calathea Place (DMCI), Asteria Residences (DMCI), The Atherton (DMCI), Amaia Steps Sucat (Amaia by Ayaland)
Davao City	Amani Grand Resort Residences (Grand Land Call Patrimonio Realty Corp.), The Acropolis (COHO by Vista Land) and The Frontera (COHO by Vista Land)
Malabon City	West Residences (Major Homes) and Buildersville (Finbar Realty Development Corporation)
Tugbok, Davao	Camella Toril (Vista Land), Casa Mira Townhouse (Cebu Landmasters), Ciudad Sor Serafina (Villocino Realty), The Garden at South Ridge (Urban East).
Cebu City	Casa Mira Towers Guadalupe, Calle 104, and Mivela Garden (Cebu Landmasters), City Clou (golden Topper), Symfoni Nichols (Taft Properties), The Median Flats (Citrine Land), Avida Towers Riala (Avida Land), Kalea Heights (DMCI)
Bacolod City	Rockwell Center Bacolod (Rockwell Land), The Upper East (Megaworld Corporation), Northill Gateway (Megaworld Corporation), Bel-Air (Rockwell Land) Parkville (SMDC), Nara Residences (Rockwell), Olvera Residences (Vista Land), Smile Residences, (SMDC), One Manhattan, Kensington Sky Gardens, and Two Regis (Megaworld Corporation), Casa Mira Towers (Cebu Landmasters Inc.), Amaia Steps Two Capitol Central (Amaia Land)

Construction

Community Developers and Construction Corporation (CDCC), a subsidiary of PPHC, operates within a diverse and competitive landscape in the construction industry, engaging in a wide array of projects across residential, institutional, commercial and other categories.

CDCC's reach extends from the National Capital Region (NCR) to various provinces and frequently faces contractors ranging from Category C to Triple A. This includes PHESCO Inc., Dreambuilders Pro Inc. (DPI), A.C. Angeles Builders, Superior BT Inc., and Lalaguna Construction Incorporated. These companies offer a diverse range of services, including electrical and power construction, property development, general construction, structural retrofitting, waterproofing, and more.

Property Management

CPMGI faces competition from key players like Ayala Property Management Corporation (APMC), which focuses on high-end properties, Ortigas & Company Property Management, known for managing prime real estate in Metro Manila, and Rockwell Land Property Management, which targets luxury properties and high-net-worth individuals.

Hospitality

PHINMA Hospitality as a hotel group operating the Microtel by Wyndham and TRYP by Wyndham brands in the Philippines indirectly compete with other chains such as Seda Hotels of the Ayala Group, Park Inn by Radisson of the SM Group, Hotel 101 of the Double Dragon group, as well as the Citadines properties of the Ascott Group. Each individual hotel being managed also competes directly with other mid-market hotels in the locations in which they operate.

Intellectual Property

Under the Intellectual Property Code of the Philippines, the rights to a trademark are acquired through the registration with the Bureau of Trademarks of the Intellectual Property Office, which is the principal government agency involved in the registration of brand names, trademarks, patents and other registrable intellectual property materials.

Upon registration, the Intellectual Property Office shall issue a certificate of registration to the owner of the mark, which shall confer the right to prevent all third parties not having the consent of the owner from using in the course of trade identical or similar signs or containers for goods or services which are identical or similar to those in respect of which the mark is registered. The said certificate of registration shall also serve as prima facie evidence of the validity of registration and the ownership of the mark of the registrant. A certificate of registration shall remain in force for an initial period of ten (10) years, and may be renewed for periods of ten (10) years at its expiration.

As of December 31, 2023, PHINMA and its subsidiaries have the following registered trademarks:

PHINMA

Registered Trademark	Date of Registration	Registration No.	Date of Expiration
Making Lives Better	2 October 2015	4/2015/00001382	2 October 2025

Construction Materials

The Construction Materials Group holds several trademarks for the Union brand. UGC's logos and product names are registered while Philcement's Union Cement products are all registered. In 2022, PHINMA Solar secured the registration of its brand, Union Solar.

The Group is actively monitoring and registering its trademarks with the Intellectual Property Office.

Registered Trademark	Date of Registration	Registration No.	Date of Expiration
UGC Logo 1 UNIONGALVASTEEL A PHINMA COMPANY	30 November 2017	4/2016/00014189	30 November 2027
UGC Logo 2 UNIONGALVASTEEL A PHINMA COMPANY	30 November 2017	4/2016/00014190	30 November 2027
UGC Logo 3 UNION GALVASTEEL	2 March 2017	4/2016/00014188	2 March 2027
UGC Logo 4 union GALVASTEEL CORPORATION	8 June 2016	4/2001/00007745	8 June 2026
Duratile	4 September 2014	4/2014/00000624	4 September 2024
Duraseam DURASEAM	18 October 2018	4/2018/00000734	18 October 2028
Ecolume (Inactive)	7 April 2019	4/2018/00015871	7 April 2029
Union Cement	19 February 2021	4/2020/505431	19 February 2031
Union V Super	11 May 2018	4/2017/16641	11 May 2028
Union V Ultra	11 May 2018	4/2017/16644	11 May 2028
Union Astig	28 September 2018	4/2018/6692	28 September 2028
Sementong Astig	3 February 2019	4/2018/6691	3 February 2029
Union Connects With PHINMA CMG		PH/4/2023/531145	-
Usap Tayo With PHINMA CMG		PH/4/2023/531148	-
Union Superwall		PH/4/2021/511661	24 October 2031
Union V Maestro		PH/4/2021/511658	24 October 2031
Union V Eksperto		PH/4/2021/511656	24 October 2031
Union Extra		PH/4/2021/508060	03 September 2031
Union Solar		PH/4/2022/505703	01 September 2032
Union Galvasteel		PH /4/2024/504232	
Tatak Union QUALITY • INTEGRITY • VALUE TATAK UNION		PH/4/2021/510987	14 November 2031
Union Steel UNION STEEL		PH/4/2020/500781	09 October 2030
Duralume		PH/4/2018/015869	
Durazinc		PH/4/2018/015870	
Union DuraStrong Light Steel Frames union DURASTRONG LIGHT STEEL FRAMES		PH /4/2022/528551	10 April 2024
Galvatech		PH/4/2018/012188	

Duraweb		PH/4/2018/000736	07 April 2029
Duratherm		PH/4/2018/000735	
Laverne Tile		PH/4/2018/000733	
Union Therma UNIONTHERMA		PH/4/2023/517579	04 December 2033
Union Thermacool		PH/4/2023/517589	
Union Thermaroof		PH/4/2023/517586	
Union Insulated Panels UNION INSULATED PANELS		PH/4/2023/515829	30 October 2033
UIPC UNION INSULATED PANELS CORPORATION		PH/4/2023/515828	23 March 2034

Educational Services

Philippines

Registered Trademark	Date of Registration	Registration No.	Date of Expiration
PHINMA EDUCATION NETWORK	21 May 2007	4-2006-007016	21 May 2027
PHINMA EDUCATION NETWORK	21 May 2007	4-2006-007019	21 May 2027
	21 May 2007	4-2006-007017	21 May 2027
MAKING LIVES BETTER THROUGH EDUCATION	3 July 2014	4-2013-013276	3 July 2034
RAD Learning	8 August 2021	4-2020-520345	8 August 2031
RAD Learning	8 August 2021	4-2020-520344	8 August 2031
ARAULLO UNIVERSITY	28 November 2005	4-2004-005672	28 November 2025
CAGAYAN DE ORO COLLEGE	20 June 2013	4-2012-012185	20 June 2033
CAGAYAN DE ORO COLLEGE PHINMA EDUCATION	15 August 2013	4-2012-012187	15 August 2033
CAGAYAN DE ORO COLLEGE PHINMA EDUCATION NETWORK PRO DEO ET HUMANITATE 1948	15 August 2013	4-2012-012188	15 August 2033
UNIVERSITY OF ILOILO	13 January 2011	4-2010-5385	13 January 2031

UNIVERSITY OF ILOILO PHINMA EDUCATION NETWORK MCMXLVII EXCELSIOR	13 January 2011	4-2010-005386	13 January 2031
	7 June 2018	4-2018-000163	7 June 2028
UNIVERSITY OF ILOILO PHINMA EDUCATION NETWORK	14 December 2020	4-2020-003018	14 December 2030
UNIVERSITY OF PANGASINAN	14 June 2013	4-2012-012180	14 June 2033
UNIVERSITY of PANGASINAN PHINMA EDUCATION NETWORK	21 August 2014	4-2012-012181	21 August 2034
UNIVERSITY OF PANGASINAN MCMXXV PATRIA VIRTUS SCIENTIA PHINMA EDUCATION NETWORK	21 August 2014	4-2012-012182	21 August 2034
	7 March 2013	4-2012-012183	7 March 2033
SOUTHWESTERN UNIVERSITY	14 January 2016	4-2015-011472	14 January 2026
#TheBestYou	20 November 2021	4-2021-00520243	20 November 2031
BECOME THE BEST THAT YOU CAN BE	20 November 2021	4-2021-00520237	20 November 2031
SWU B-SCHOOL Learn business from Business.	20 November 2021	4-2021-00520247	20 November 2031
SWU design + communication Design your Future.	20 November 2021	4-2021-00520239	20 November 2031
SWU NEXT MORE THAN JUST MEDICINE	20 November 2021	4-2021-00520240	20 November 2031

SWU VETERINARY MEDICINE Vets in the City	20 November 2021	4-2021-00520238	20 November 2031
SWU IT AND ENGINEERING I.T. - the way IT should be.	15 May 2023	4-2022-00503061	15 May 2033
SWU	11 December 2023	4-2023-518732	11 December 2033

Indonesia

Registered Trademark	Date of Registration	Registration No.	Date of Expiration
Boundless Opportunities	3 November 2021	IDM000907175	23 July 2030
Horizon College	3 November 2021	IDM000907186	23 July 2030
Horizon Education	3 November 2021	IDM000907161	23 July 2030
Horizon Institute	1 November 2021	IDM000904895	24 July 2030
Horizon University	1 November 2021	IDM000904893	24 July 2030
Horizon Academy	1 November 2021	IDM000904894	24 July 2030
Limitless Opportunities	3 November 2021	IDM000907176	23 July 2030
	1 November 2021	IDM000904896	24 July 2030
Sekolah Tinggi Ilmu Ekonomi Horizon Karawang	3 November 2021	IDM000906395	25 July 2030
Sekolah Tinggi Ilmu Kesehatan Horizon Karawang	3 November 2021	IDM000906368	24 July 2030
Sekolah Tinggi Manajemen Informatika dan Komputer Horizon Karawang	3 November 2021	IDM000906372	24 July 2030
YAYASAN TRIPUTRA PERSADA HORIZON EDUCATION	3 November 2021	IDM000907160	23 July 2030

Shaping the Global Indonesian	18 April 2023	IDM001076183	28 August 2032
Masa Depan Ada Di Horizon	18 April 2023	IDM001076182	28 August 2032

Properties

Registered Trademark	Date of Registration	Registration No.	Date of Expiration
PPHC			
Hacienda Balai NORTH QUEZON CITY	05 January 2020	4/2019/00011511	05 January 2030
Hacienda Balai NORTH QUEZON CITY A Safe Community for New Beginnings	05 January 2020	4/2019/00011512	05 January 2030
METROTOWNE	07 March 2019	4/2018/00005446	07 March 7 2029
Likha RESIDENCES	January 10, 2019	4/2018/00013297	January 10, 2029
PHINMA PROPERTIES MAKING ROOM TO BUILD YOUR FUTURE	22 February 2020	4/2019/00011501	22 February 2030
UNIPLACE	August 15, 2019	4/2018/00021750	August 15, 2029
AREZZO PLACE DAVAO	March 4, 2020	4/2019/00011513	March 4, 2030
ASIA ENCLAVES ALABANG	July 17, 2020	4/2019/00011506	July 17, 2030
CDCC Community Developers and Construction Corporation	April 4, 2020	4/2019/00011499	April 4, 2030

CDCC Community Developers and Construction Corporation	April 4, 2020	4/2019/00011500	April 4, 2030
CDCC Community Developers and Construction Corporation	April 4, 2020	4/2019/00011498	April 4, 2030
PHINMA MAAYO	February 22, 2020	4/2019/00016246	February 22, 2020
Solano HILLS	August 14, 2020	4/2019/00011518	August 14, 2030
UNIPLACE at SWU VILLAGE	September 11, 2020	4/2019/00011503	September 11, 2030
AREZZO PLACE PASIG	March 5, 2020	4/2019/11516	March 5, 2030
PHINMA PROPERTY	February 5, 2021	4/2020/00000786	February 5, 2031 (10 years)
PHINMA PROPERTIES	February 19, 2021	4/2020/00000784	February 19, 2031 (10 years)
PHINMA PROPERTIES	February 19, 2021	4/2020/00000783	February 19, 2031 (10 years)
AREZZO PLACE PASIG Live fulfilled AREZZO PLACE PASIG LIVE FULFILLED	December 11, 2020	4/2019/00011517	December 11, 2030 (10 years)
CPMGI Community Property Managers Group, Inc. CPMGI COMMUNITY PROPERTY MANAGERS GROUP, INC.	December 11, 2020	4/2019/00011520	December 11, 2030 (10 years)
CPMGI Community Property Managers Group, Inc. CPMGI COMMUNITY PROPERTY MANAGERS GROUP, INC. A PHINMA PROPERTIES SUBSIDIARY	December 11, 2020	4/2019/00011519	December 11, 2030 (10 years)
ASIA ENCLAVES	February 26, 2021	4/2019/00011504	February 26, 2031 (10 years)

PHINMA MAAYO TUGTOK It Begins Here	April 4, 2022	4/2021/00518706	10 years April 4, 2032
PHINMA MAAYO - UNRAVEL THE COMFORT IN NEW BEGINNINGS	June 16, 2022	4/2022/00507097	10 years June 16, 2032
PHINMA PROPERTIES - WEAVING FILIPINO TRADITION INTO HOMES	June 16, 2022	4/2022/00507107	10 years June 16, 2032
UNIPLACE INVEST WELL. EARN WELL. LIVE WELL.	November 24, 2022	4/2021/00518708	November 24, 2032
PHINMA MAAYO You Belong Here	November 24, 2022	4/2021/00518707	November 24, 2032
SALUDAD	October 17, 2024	4/2024/00518175	October 17, 2024 10 years

Hospitality

Registered Trademark	Date of Registration	Registration No.	Date of Expiration
Microtel by Wyndham Logo MICROTEL BY WYNDHAM	May 14, 2022	529627	14 May, 2032
TRYP by Wyndham Logo TRYP HOTELES	August 30, 2012	501553	30 August, 2032

Effect of Existing or Probable Government Regulations on the Business.

Construction Materials

The Construction Materials Group relies heavily on the importation of inputs including clinker, cement, steel roofing raw materials, and solar panels. Any new taxes on these inputs or other new forms of non-tariff import restrictions may increase prices, reduce market demand, and adversely affect the business and financial performance of the Construction Materials Group.

In 2019, the Department of Trade and Industry ("DTI") imposed a definitive safeguard duty on imported cement for three years to redress alleged serious injury in the domestic industry. Philcement has filed a Petition for Review ("SGD Petition") with the Court of Tax Appeals ("CTA") opposing the safeguard taxes, maintaining that local cement manufacturers were not unduly harmed by cement imports. In August 2024, the CTA decided to deny the SGD Petition. Philcement filed a Motion for Reconsideration with alternative motion to present supplemental evidence ("Motion for Reconsideration"). In December 2024, the CTA allowed Philcement to present supplemental evidence for the CTA to decide the case on the merits with complete evidence from all parties. The domestic industry applied for an extension of the safeguard duty, which expired in October 2022. The Tariff Commission did not recommend the extension of the safeguard duty citing no significant impairment in the overall position of the domestic industry and no existence of an imminent threat of serious injury in the near future. DTI concurred with the recommendation of the Tariff Commission and in October 2022, dismissed the petition filed by local cement manufacturers to extend the tariff protection.

On top of safeguard measures, the domestic cement industry also applied for the imposition of anti-dumping duties on cement from Vietnam. In October 2022, the Tariff Commission has determined that an anti-dumping duty should be imposed on Philcement's exporter of Ordinary Portland Cement ("OPC" or "Type I"). DTI issued the final order imposing the aforementioned duty in February 2023.

To mitigate this risk, Philcement has started to manufacture its own blended cement in 2021, sold in the market as Union Extra Strength. In 2024, Philcement also started to manufacture another type of blended cement, sold in the market as Union Standard Strength. Philcement has also established supply from other cement manufacturers in Asia. The acquisition of Petra Cement and the partnership with Big Boss Cement also allows Philcement to manufacture cement. Apart from this, Philcement continue to initiate several projects over a medium-term horizon which will allow the company to expand its product offerings and its domestic production of blended cement.

For the steel industry, DTI has received an application for safeguard tax protection from two local manufacturers claiming import protection in the galvanized roofing category, where UGC is also present. To mitigate this risk, UGC has the flexibility of activating its existing galvanized line to locally produce its own galvanized roofing. UGC, together with other steel roofing importers, continues to lobby against safeguard duties and has also submitted a position paper to the DTI against the proposed safeguard taxes to protect consumer interests.

For the solar business, the Energy Regulatory Commission (ERC) issued the Distributed Energy Rules in October 2022 through the ERC Resolution No. 11 Series of 2022. This requires all developers, including solar developers, catering to commercial and industrial segment, with capacities of 100 kW to 1,000 kW to secure Certificate of Compliance (ERC COC) from the ERC prior to commercial operations of the energy system. The main objectives are 1) to gather data on small energy systems, and 2) to avoid fly-by-night suppliers providing stronger protection to end-users. PHINMA Solar, being a registered renewable energy developer with the Department of Energy, is in an advantageous position as it is recognized as a legitimate developer and supplier of solar rooftop systems. PHINMA Solar is in the process of acquiring ERC COC for its existing distributed energy projects completed prior to the issuance of the DER Rules.

Educational Services

Rules and regulations issued by the Commission on Higher Education (CHED), the Department of Education (DepEd), and the Technical Skills Development Authority (TESDA) affect the operations of the universities and colleges under PHINMA Education in the Philippines. Some of the more salient effects include curricular requirements, faculty qualifications, and specifications of facilities. The universities and colleges are also governed by the rules and regulations prescribed by R.A. 9337, "An Act Amending Certain Sections of the National Internal Revenue Code (NIRC), as amended, and for other purposes. Under R.A. 9337, the universities and colleges are subject to a tax of 10% on their taxable income. However, if the gross income from unrelated trade, business or other activity exceeds 50% of the total gross income derived by such educational institutions from all sources, the regular corporate income tax under the NIRC shall be imposed on the entire taxable income.

Under the CREATE Law, the tax rate for "proprietary educational institutions and hospitals which are non-profit" was reduced from ten percent (10%) of taxable income to one percent (1%) for the period July 1, 2020 to June 30, 2023. The educational institutions which are subsidiaries of PHINMA Education should and will thus benefit from the said reduced rate as they are all proprietary (or privately-owned) educational institutions. However, on April 8, 2021, the BIR issued the Implementing Regulations of the CREATE Law (BIR Revenue Regulation No. 05-2021) where "Proprietary Educational Institutions" is defined as being non-profit, contrary to the CREATE Law itself.

The Revenue Regulations will in effect increase the tax rate of private educational institutions from the current ten percent (10%) to twenty-five percent (25%) which is not consistent with the CREATE Law. The subsidiary schools of PHINMA Education have joined other educational institutions in challenging the said Revenue Regulations.

On July 26, 2021, the BIR issued Revenue Regulation No. 14-2021 which suspended the implementation of BIR Revenue Regulation No. 05-2021, pending the passage of appropriate legislation on the matter.

The establishment, operation, administration and management of the Universities and Colleges under PEHI are subject to the existing laws, rules and regulations, policies and standards of the Technical Skills Development Authority (TESDA), Commission on Higher Education (CHED) and Department of Education (DepEd). Regulations from these governing bodies affect the operations of PEHI.

On January 24, 2022, the BIR issued Revenue Memorandum Circular (RMC) No. 13-2022, which reiterates the amendment on the tax treatment of nonprofit hospitals and proprietary educational institutions through Republic Act No. 11635, entitled “An Act Amending Section 27(B) of the National Internal Revenue Code of 1997, As Amended, and for Other Purposes”. Qualified proprietary educational institutions and hospitals, which are nonprofit, are subject to a tax of ten percent (10%) of their taxable income, provided that from July 1, 2020 until June 30, 2023, the tax rate imposed shall be one percent (1%).

Properties

The real estate development business is subject to various regulatory frameworks, which ensure the safety, sustainability, and compliance of real estate projects in the Philippines. These regulations touch on a variety of areas, including land development, construction, zoning, environmental sustainability, and socialized housing, all of which are critical in shaping the operations of the company. Below is an overview of the key regulations and their impact on our business.

1. Presidential Decree No. 957 (Subdivision and Condominium Buyers’ Protective Decree)
This law regulates the development and sale of real property as part of a condominium or subdivision project. It covers all areas designated for residential, commercial, industrial, and recreational purposes, as well as condominium projects intended for residential or commercial uses. Under this decree, developers are required to secure a License to Sell (LTS) from the Department of Human Settlements and Urban Development (DHSUD) (formerly HLURB) before offering properties for sale. The LTS can only be issued once the developer posts a performance bond, ensuring that the construction is completed and complies with all relevant regulations.

DHSUD has the authority to issue development permits and approve subdivision or condominium plans. These plans must meet specific technical and financial standards and must be approved by the relevant Local Government Units (LGUs). The construction of these developments can only commence once the necessary permits have been secured.

2. Republic Act No. 9646 (Real Estate Service Act of the Philippines)

This law governs real estate service professionals, including brokers, appraisers, and consultants. It mandates that these professionals pass qualifying exams and be registered with **the Professional Regulation Commission (PRC)**. Additionally, real estate salespersons, who facilitate transactions on behalf of brokers, must be accredited by the PRC.

This law also mandates that real estate developers, brokers, and dealers comply with **the Anti-Money Laundering Act (AMLA)**. The recent amendment of AMLA (RA 11521) has added real estate professionals as "covered persons" under anti-money laundering and counter-terrorism financing regulations. Developers must report suspicious or covered transactions, especially those involving cash amounts exceeding **PhP 7.5 million.**

3. Batas Pambansa Bilang 220 (BP 220) - Socialized Housing Projects

The socialized housing projects of PPHC should comply to BP 220, or the **Socialized Housing Law**. It sets the minimum standards and requirements for the development of affordable housing projects aimed at low-income families. These housing projects must adhere to affordability criteria set by the government and meet specific standards related to land area, house construction, and essential infrastructure such as water, sanitation, and electricity.

PPHC is also committed to ensuring that all socialized housing projects meet the regulatory standards set by **DHSUD**, including land use requirements, basic amenities, and overall safety. It should also collaborate with the **Pag-IBIG Fund** to offer financing options for low-income buyers to facilitate homeownership.

4. Republic Act No. 7279 (Urban Development and Housing Act of 1992)

Amended by **Republic Act No. 10884**, this law requires real estate developers to dedicate a portion of their projects to socialized housing. Specifically**, 15%** of the total area or cost of subdivision projects and **5%** for condominium projects must be allocated to socialized housing. Developers also have the option to buy socialized housing bonds or engage in joint ventures with other developers to meet these requirements.

In addition to this, certain tax exemptions are granted for income derived from socialized housing development, including exemptions from VAT, income tax on project-related earnings, capital gains tax on raw land used for the project, and donor's tax on donated land for socialized housing.

5. The Building Code of the Philippines (Presidential Decree No. 1096)

The Building Code is a key regulation that ensures the structural integrity, safety, and accessibility of buildings. It mandates that all buildings, whether residential or commercial, meet specific requirements related to safety (e.g., structural soundness), fire protection, sanitary facilities, ventilation, and the overall quality of construction. To uphold these standards, the Company engages design professionals to develop plans that comply with the Building Code and the regulations set by the **Construction Industry Authority of the Philippines (CIAP).** Once these designs are approved, its subsidiary, **Community Developers and Construction Corporation (CDCC)**, takes charge of implementing them to ensure full compliance. Additionally, the Building Code emphasizes environmental sustainability by requiring construction projects to incorporate energy efficiency measures and be resilient to natural disasters such as earthquakes and floods.

6. Zoning and Land Use Regulations

Local Government Units (LGUs) are empowered to enact zoning ordinances that regulate land use within their jurisdiction. Zoning ordinances typically designate areas for specific purposes, such as residential, commercial, industrial, or agricultural uses, and developers must comply with these designations when planning their projects.

If land use is to be changed (e.g., from agricultural to residential), developers must undergo a **land conversion process**, which can be lengthy and requires the approval of the **Department of Agrarian Reform (DAR)** for agricultural lands. This process ensures that the land is fit for the intended use and adheres to the **comprehensive land use plan** approved by the LGU.

Zoning ordinances may also include special provisions, such as **environmental safeguards** for ecologically sensitive areas or **preservation zones**, where development is restricted or requires additional environmental assessments. Developers must adhere to these provisions to avoid any legal complications.

7. Environmental Laws

Environmental compliance is crucial in the development process. Developers are required to secure an **Environmental Compliance Certificate (ECC)** from **the Department of Environment and Natural Resources (DENR)** for projects that may have a significant environmental impact. This includes conducting an **Environmental Impact Statement (EIS)** to assess potential risks and propose mitigation measures.

The **Clean Air Act (RA 8749)** and **Clean Water Act (RA 9275)** are also key environmental regulations that developers must comply with. These laws regulate the emission of pollutants into the air and water, and ensure that construction sites and finished developments adhere to waste management and pollution control standards.

The company is committed to environmentally responsible development, utilizing eco-friendly materials and sustainable practices in construction and development. **DENR-accredited contractors** are employed to ensure proper handling of construction waste, water management, and the implementation of green building techniques.

8. Incorporation of Homeowners Associations and Condominium Corporations

Under **Republic Act No. 4726 (The Condominium Act)**, developers must establish a **Condominium Corporation** once construction is complete. This corporation manages common areas and enforces the rules and regulations governing the use of condominium units.

For **subdivision projects, Republic Act No. 9904 (The Magna Carta for Homeowners and Homeowners' Associations)** mandates the creation of a Homeowners' Association, which is responsible for the maintenance of common areas and ensuring the welfare of residents.

The company's property management arm**, Community Property Managers Group Inc. (CPMGI)**, assists in the incorporation and management of these associations to ensure compliance with relevant laws and regulations.

Hospitality

The hospitality industry is affected primarily by tax regulations issued by the BIR in general, as well as memorandums issued by the Department of Labor and Employment, particularly on routine regulations covering adjustments minimum wage for hotel workers, and provisions the distribution of service charge.

Governmental Evaluation of Products

Construction Materials

a. Steel Business

The Department of Trade and Industry (DTI) under its Mandatory Labelling with Self-Declaration and Conformity, requires that importers and manufacturers ensure that labelling and marking requirements of the applicable product standard and of the Consumer Act of the Philippines (R.A. 7394) are marked on the product itself.

Likewise, the Bureau of Philippine Standards (BPS) administers a product certification scheme for products under its List of Products under Mandatory Certification with specific product coverage and classification in safety and performance. For products not included in the mandatory list, manufacturers may still apply for PS License under the voluntary product certification scheme. UGC's products fall under the voluntary product certification scheme.

b. Cement Business

DTI, through the Bureau of Philippine Standards, mandates that the importation of cement products must comply with the implementing guidelines under Department Administrative Order 17-06 "The New Rules and Regulations Concerning the Mandatory Certification of Portland Cement and Blended Hydraulic Cement with Pozzolan".

Under the same DAO, all importers and manufacturers abroad need to undergo a product certification scheme for cement products incompliance with applicable Philippine National Standards (PNS 07:2018 for ordinary Portland cement and PNS 63:2008 for blended hydraulic cement with pozzolan).

c. Solar Business

For distributed energy and embedded power generation system, the Energy Regulatory Commission (ERC) has the power of evaluation and final approval prior to commercial operations. ERC has a set of guidelines in the issuance of Certificate of Compliance (COC), including the Certificate of Registration (COR) from the Department of Energy (DOE). The ERC also conducts inspection after the completion of the construction activities of solar energy facilities. This is conducted in the presence of the developer and the local distribution utility. The solar rooftop facility should comply with the technical standards set by the Philippines Electrical Code and Philippine Distribution Code.

Hospitality

The Department of Tourism (DOT) regularly evaluates the facilities and services of hotels and provides the corresponding DOT Accreditation, to officially recognize tourism enterprises as having complied with the standards for the operation of tourism facilities and services.

Raw Materials

Construction Materials

a. Steel Business

UGC's major raw materials in the production of color-coated sheets are galvanized iron sheets in coils or zinc-aluminum coated sheets in coils.

The main sources of galvanized and zinc aluminum coated materials are China and Vietnam. There are no local manufacturers of these materials that can meet the quality of substrates for pre-painting.

b. Cement Business

Philcement mainly sources its cement products from its strategic partner in Vietnam. The cement supply agreements between Philcement and The Vissai Group are non-exclusive, done at arm's length, and are at market prices, and as such, Philcement is free to source cement from other parties for supply reliability and risk mitigation Philcement sources clinker from various sources from Vietnam, Indonesia, and Japan.

All cement products are inspected and tested for product quality under the Philippine National Standards (PNS) and American Standards for Testing and Materials (ASTM) before they leave the port of origin, and again undergo product quality testing when they arrive at local ports.

c. Solar Business

PHINMA Solar's main materials and equipment are primarily from Chinese manufacturers and distributors of solar panels, inverters, and protective devices. Depending on various market conditions and customer requirements, PHINMA Solar may choose to import materials from Chinese suppliers or directly buy materials from local distributors.

Educational Services

The PHINMA Education academic system continually evolves to serve the needs of students and of the industry, both in the Philippine and global contexts. PHINMA Education fulfills accreditation requirements to the extent required by law or by the directions set for the schools it operates or the programs they offer in both the Philippines and Indonesia.

Properties

PPHC's raw materials include cement, rebars, ready mix concrete, and structural steel, water closet, among others.

Research and Development

Construction Materials

Research and Development Cost (in '000)

Period covered	**Amount**	**% to Revenues**
CY 2023	₱1,204	0.013%
CY 2023	827	0.067%
CY 2022	1,109	0.01%

a. Steel Business

UGC has a full time Research and Development Section and one of its main functions is to take the lead in the Continuous Improvement Program in order to enhance product quality, customer service and cost competitiveness. UGC is an ISO-certified company for its Quality and Environmental Management Systems.

b. Cement Business

In its pursuit of delivering consistent and high-quality cement, Philcement Corporation has constructively completed its cement laboratory at its Mariveles Facility in 2021. The investment allows Philcement to do its own physical and chemical cement tests to ensure the consistent quality of its cement sold and distributed to customers. The Head of Plant Management is the lead for Product Quality and R&D activities for cement.

In Q3 2021, Philcement's Mariveles facility received the Philippine Standards license accreditation from DTI, allowing the Company to produce Type IP cement products locally. In 2024, Philcement received the Philippine Standards license accreditation from DTI for its local production of Type IT cement.

Philcement is an ISO-certified company for its Quality, Environmental, and Health and Safety Management Systems.

Educational Services

PHINMA Education's Academic System continually evolves to serve the needs of students and of the industry, both in the Philippine and global contexts. Such activities are led by PHINMA Education's Learning department.

Properties

Research and development activities of the Registrant and its subsidiaries are done on a per project basis. PPHC and its subsidiaries do not allocate fixed percentages or specific amounts as the costs of research and development vary depending on the nature of the project.

Hospitality

PHINMA Hospitality analyzes both global and local tourism and travel trends and explores how these can be integrated in hotel operations.

Cost and Effects of Compliance with Environmental Matters

A discussion of the Company's compliance with its Manual on Good Corporate Governance maybe found in "**Annex B".**

Construction Materials

The Construction Materials Group operates production facilities that are subject to environmental regulations with terms specified in the Environmental Compliance Certificates ("ECCs") granted by the Department of Environment and Natural Resources ("DENR"). Although the companies exert due diligence in ensuring their facilities comply with these terms, any violation of ECC terms may require the company involved to pay a fine or incur costs in order to cure the violation. There can be no assurance that current or future environmental laws and regulations will not increase the costs of conducting businesses. The introduction of new environmental laws and regulations applicable to the business could have a material effect on the financial results of the business.

a. Steel Business

UGC, as a corporate citizen, is committed to protect the environment and safeguard the health and safety of its employees. It strictly conforms to government environmental regulatory standards through its pollution control facilities for water and air. It continuously monitors its wastewater and air emissions and maintains and improves such facilities and processes to ensure environment friendly results. Regular tests conducted internally and by third parties show that effluents consistently met Department of Environmental and Natural Resources (DENR) and Laguna Lake Development Authority (LLDA) standards. In addition, UGC is a member of the Local Government Units (Calamba Green Stream Brigade and Laguna Water Conservancy), Pollution Control Association of the Philippines, Inc. (PCAPI) and Water Environment Association of the Philippines (WEAP) to strengthen its commitment and involvement for a better environment.

An Environmental Management Group which reports directly to the Head of Manufacturing is responsible for the implementation of the Company's Environmental Program including compliance with all laws and regulations on Environmental Standards.

b. Cement Business

Philcement fully complies with the regulations and conditions set by DENR and the Authority of the Freeport Area of Bataan. In January 2023, Philcement received its ISO certification, including its Environmental Management System.

A Pollution Control Officer, reporting directly to the Vice President – Plant Management, is responsible for the implementation and monitoring of the Company's environmental system, including compliance to environmental standards.

c. Solar Business

PHINMA Solar fully complies with the regulations and conditions set by the DENR. For solar rooftop projects, a Certificate of Non-Coverage (CNC) in lieu of the ECC is issued by the DENR on a per project basis.

Employees

As of December 31, 2024 and 2023, PHN and its subsidiaries had a total of 4,420 and 3,983 employees, respectively, broken down as follows:

Officers and Employees

Company	**No. of employees**			
	CY 2024		**CY 2023**	
PHN (Holding Company)				
Executive	**7**			
Managers	**2**			
Supervisors	**20**		7	
Rank and File	**5**	**34**	12	19
UGC				
Executive	**16**		17	
Managers	**92**		90	
Supervisors	**370**		331	
Rank and File	**344**	**822**	316	754
Philcement				
Executive	**14**		12	
Managers	**56**		32	
Supervisors	**107**		101	
Rank and File	**141**	**318**	57	202
Phinma Solar				
Executive	**4**		5	
Managers	**4**		9	
Supervisors	**13**		22	
Rank and File	**1**	**23**	-	36
AU				
Academic	**328**		274	
School Operations	**135**	**463**	107	381
COC				
Academic	**670**		451	
School Operations	**255**	**925**	97	548
UPANG				
Academic	**491**		335	
School Operations	**132**	**623**	89	424
UI				
Academic	**530**		431	
School Operations	**93**	**623**	119	550

SWU				
Academic	**524**		384	
School Operations	**191**	**715**	153	537
SJC-Manila				
Academic	**145**		158	
School Operations	**169**	**314**	63	221
SJC-QC				
Academic	**47**		28	
School Operations	**32**	**79**	17	45
RCL				
Academic	**81**		41	
School Operations	**42**	**123**	29	70
UCL				
Academic	**96**		42	
School Operations	**53**	**149**	24	66
PEHI Rockwell				
Executive	**21**		51	
Managers	**14**			
Supervisors	**28**			
Rank and File	**7**	**70**	25	76
PPHC*				
Executive	**8**		8	
Managers	**38**		29	
Supervisors	**92**		85	
Rank and File	**75**	**213**	71	193
CPMGI*				
Executive	**2**		2	
Managers	**12**		13	
Supervisors	**43**		45	
Rank and File	**71**	**128**	119	179
CDCC*				
Executive	**3**		3	
Managers	**3**		3	
Supervisors	**36**		32	
Rank and File	**841**	**883**	67	105
PHINMA HOSPITALITY*				
Executive	**5**		6	
Managers	**15**		23	
Supervisors	**8**		3	

Rank and File	**7**	**35**	5	37
PHINMA MICROTEL HOTELS*				
Executive	**3**		3	
Managers	**-**		-	
Supervisors	**1**		-	
Rank and File	**1**	**5**	2	5
CORAL WAY CITY HOTEL (MICROTEL MOA)*				
Executive	**-**		-	
Managers	**8**		8	
Supervisors	**5**		5	
Rank and File	**13**	**26**	14	27
KRYPTON ESPLANADE (TRYP)*				
Executive	**1**		-	
Managers	**9**		4	
Supervisors	**5**		5	
Rank and File	**15**	**30**	11	20
TOTAL		**6,600**		4,420

**These companies were consolidated to the Corporation only starting from the third quarter of 2023, after the purchase of shares in PPHC, PHINMA Hospitality and PHINMA Microtel in July 2023.*

Employees of PHN and its subsidiaries are not subject to a Collective Bargaining Agreement (CBA) except for the following subsidiaries:

a) UPANG - CBA renewed on June 14, 2022 and will expire on June 10, 2027; and
b) b) UGC - CBA been renewed on July 1, 2020 and will expire on June 30, 2025

The Company does not expect a substantial change in the workforce in the next twelve (12) months.

Risk Factors

1. Dividend Restriction

As a holding company which primarily derives cashflow from dividend income from its investments in subsidiaries and associates, PHINMA's ability to service its own obligations may be affected by the dividend restrictions imposed by the outstanding loan agreements and financial stability of its operating companies. Moreover, creditors of PHINMA's subsidiaries and affiliates will have priority claims over the assets of such subsidiaries and affiliates.

The Company has put in place prudent financial management measures, one of which is standardizing across the Company's subsidiaries and affiliates the inclusion of a provision in its loan agreements that will allow the subsidiaries and affiliate to declare and pay dividends without the need to secure approval from the lenders, for as long as the subsidiary or affiliate is compliant with the financial ratios to ensure its subsidiaries and affiliates are still afforded flexibility to upstream dividends to their parent.

As parent company, PHINMA earned ₱ 445.71 million, ₱341.49 million, and ₱169.21 million of dividend income for the years 2024, 2023 and 2022 respectively. Though these may not be indicative of future performance of the Company, PHINMA will expand its cash flow stream through several strategic initiatives such as:

- Acquiring new schools and expanding capacity of existing schools
- Expanding network in the Mindanao market through a cement manufacturing facility in Zamboanga del Norte and a new cement terminal in Davao
- Boosting the insulated panels production through the construction of a highly-automated facility
- Venturing into township development
- Increasing the Microtel and Tryp franchises in the country
- Efficiency improvements and automation

2. Business Cyclicality Risk

- Select businesses of the Group have exhibited seasonality in demand and revenues. Demand for construction materials is higher during the months from December to May, than in the rainy months of June to November. School year for PHINMA Education's schools is generally from August to April and summer classes are from May to July. Thus, cashflow outside these periods may be relatively lower.

- The Company takes this business seasonality into account during periodic budget review and undertakes capital reallocation as necessary should there be adverse changes in the business units projected cashflows.

3. Competition Risk

Construction Materials

The construction materials industry is a fragmented industry with numerous domestic and foreign competitors, although there are local market players, such as UGC, that hold relatively strong market positions.

As of December 31, 2022, UGC's estimated domestic market share for steel roofing and polyurethane products is around 6-8%, based on the company's estimates. UGC's steel roofing and steel products business faces stiff competition from other market participants that import finished steel products from foreign sources like China, Korea and Vietnam. In addition, local roll formers continue to increase in number due to low barriers to entry.

Compared to its competitors, UGC has a very large and diversified distribution network, with roll forming plants, warehouses, and sales offices in strategic locations throughout the country. UGC leverages its nationwide distribution and manufacturing footprint as a competitive advantage that ensures that its products are always available when needed by its customers. UGC can also manufacture and import roofing materials, giving it the flexibility to fulfill large, customized orders.

Philcement likewise operates in a highly competitive industry. Market players may employ aggressive pricing strategies and make it difficult for competitors, in general, to gain any non-price competitive advantage. Philcement mitigates this risk by owning and operating a very efficient cement terminal in Bataan (the "Mariveles Cement Facility") that allows the company to efficiently load and unload cement into and from vessels and transport them to different destinations nationwide. The operations of Philcement in the Petra Cement plant in Zamboanga del Norte and the Big Boss cement plant in Pampanga allows the company to strengthen its competitiveness. To this date, Philcement has been able to competitively serve key markets in North Luzon, Central Luzon, South Luzon, Metro Manila, and Mindanao regions. Philcement continues to work on strengthening its position in the market through network expansion, production capacity improvements, and new product development.

With the strong clamor for cleaner energy, PHINMA Solar finds itself in a very attractive and growing industry. Aside from other medium- and large-sized companies that offer solar rooftop solutions, several options have become available to the retail market, some of which are do-it-yourself and easily accessible through e-commerce channels. PHINMA Solar addresses this risk by ensuring high quality offers made possible by the use of materials that are of the highest quality, known as Tier 1 in the industry, as well as the provision of after-sales services. PHINMA Solar participated in and won the government energy auction to secure long-term contracts which will generate recurring revenue. This will dilute the risk arising from the market competition.

Educational Services

PHINMA Education schools compete with both public and private educational institutions that cater to the low-income market. If PHINMA Education is unable to keep its education costs at competitive levels, it may not be able to attract the desired number of students to maintain its growth and profitability.

PHINMA Education's schools are competitively priced compared to the other Higher Education Institutions ("HEIs") which target the same market. Although SUCs offer free tuition since the passage of the Universal Access to Tertiary Education Act, enrollment in SUCs is limited due to constraints in budget and infrastructure, as well as stringent academic admission requirements of SUCs. Generally, and in terms of enrollment, PHINMA Education's schools are among the top 5 private schools operating in their respective localities based on enrollment size, with the exception of the newer acquisitions St. Jude College, Inc., St. Jude College – QC, Rizal College of Laguna, and Union College of Laguna, Inc. Costs are managed in order to keep tuition fees accessible to the target market. Programs are modular, offering students options for shorter courses resulting in immediate course completion with employable skills. Options for remote and distance learning also reduce student transportation costs and improve affordability.

PHINMA Education's schools are designed to promote active learning and enable students to immediately complete courses with employable skills. In total, as of SY 2425, PHINMA Education's schools have fielded 191 board exam topnotchers since PHINMA Education's acquisition of its first school in 2004. In terms of employment, 77% of graduates are accepted into their first job within one (1) year from graduation based on 10-year tracer studies.

Hospitality

The hotel industry is highly competitive, especially for mid-market hotels. A key challenge is the entry of new competitors, which can impact market share, pricing strategies, and profitability. To address the competition risk, PHINMA Hospitality ensures that hotel operations consistently meet international hotel standards, enhancing brand reputation and instilling guest confidence. This involves maintaining high levels of cleanliness, safety, and service quality across all properties. Continuous product and service improvements, such as hotel renovations, new amenities, and leveraging technology to enhance the guest experience, are consistently implemented.

4. Market Risk

Construction Materials

The Company primarily serves the construction industry and by extension the infrastructure and real estate sectors. Growth in these key industries may be affected by certain factors including market trends, overall economic growth, and government policy. The strong consumption of construction materials in recent years may be affected by a national economic downturn, such as that caused by the ongoing COVID-19 pandemic and the global economic slowdown following the war between Russia and Ukraine, leading to the delay of construction projects and real estate developments. A change in government policy and lowered budget spending on infrastructure may also lead to lower sales growth.

The Construction Materials Group will continue to optimize its nationwide distribution area to deliver high quality products and bring value to its customers.

Educational Services

A recession or decline in disposable income caused by the pandemic or other similar factors may reduce demand for affordable education. A discontinuation of the Senior High School Voucher Program and government subsidy for tertiary education may adversely impact the number of enrollees in PHINMA Education schools.

Despite the pandemic and inflation in the wake of the Russia Ukraine war, PHINMA Education has managed to grow local system-wide student enrolment to 157,893 for school year ("SY") 2024-2025, a significant increase from pre-pandemic enrolment of 73,375 during SY 2019-2020. This robust growth highlights the Education Group's strong value proposition of affordable quality education and demonstrates the limited market risk faced by this business.

Hospitality

Economic declines can lead to decreased demand for hotel accommodation, affecting occupancy rates and revenue. To mitigate this risk, strategies such as diversifying the customer base through targeted sales and marketing campaigns and offering flexible pricing are implemented. Additionally, implementing cost-control measures to maintain profitability during periods of reduced demand is essential.

5. Regulatory Risk

Construction Materials

The Construction Materials Group relies heavily on the importation of inputs including cement and steel roofing raw materials. Any new taxes on these inputs or other new forms of non-tariff import restrictions may increase prices, reduce market demand and adversely affect the business and financial performance of the Construction Materials Group.

In 2019, the Department of Trade and Industry ("DTI") imposed a definitive safeguard duty on imported cement for three years. A safeguard duty of PHP 10.00, 9.80, and 8.00 per 40-kg bag of imported cement for the first, second, and third year, respectively, was imposed to redress the alleged serious injury in the domestic industry. Philcement has filed a Petition for Review ("SGD Petition") with the Court of Tax Appeals ("CTA") opposing the safeguard taxes, maintaining that local cement manufacturers were not unduly harmed by cement imports. In August 2024, the CTA decided to deny the SGD Petition. Philcement filed a Motion for Reconsideration with alternative motion to present supplemental evidence ("Motion for Reconsideration"). In December 2024, the CTA allowed Philcement to present supplemental evidence for the CTA to decide the case on the merits with complete evidence from all parties. Moreover, the domestic industry applied for an extension of the safeguard duty, which expired in October 2022. The Tariff Commission did not recommend the extension of the safeguard duty citing no significant impairment in the overall position of the domestic industry and no existence of an imminent threat of serious injury in the near future. DTI concurred with the recommendation of the Tariff Commission and in October 2022, dismissed the petition filed by local cement manufacturers to extend the tariff protection.

On top of safeguard measures, the domestic cement industry also applied for the imposition of anti-dumping duties on cement from Vietnam. In October 2022, the Tariff Commission has determined that an anti-dumping duty should be imposed on Philcement's exporter of Ordinary Portland Cement ("OPC" or "Type I"). DTI issued the final order imposing the aforementioned duty in February 2023.

To mitigate this risk, Philcement has started to manufacture its own blended cement in 2021, sold in the market as Union Extra Strength. In 2024, Philcement also started to manufacture another type of blended cement, sold in the market as Union Standard Strength. Philcement has also established supply from other cement manufacturers in Asia. The acquisition of Petra Cement and the partnership with Big Boss Cement also allows Philcement to manufacture cement. Apart from this, Philcement continue to initiate several projects over a medium-term horizon which will allow the company to expand its product offerings and its domestic production of blended cement.

For the steel industry, DTI has received an application for safeguard tax protection from two local manufacturers claiming import protection in the galvanized roofing category, where UGC is also present. To mitigate this risk, UGC has the flexibility of activating its existing galvanized line to locally produce its own galvanized roofing. UGC, together with other steel roofing importers, continues to lobby against safeguard duties and has also submitted a position paper to the DTI against the proposed safeguard taxes to protect consumer interests.

For the solar industry, the Energy Regulatory Commission (“ERC”) requires the Certificate of Compliance (COC) prior to commercial operations of all energy systems, including those that are constructed and will be constructed by PHINMA Solar. This can cause halts or delays in generating revenue from installed solar rooftop systems. PHINMA Solar addresses these risks by proactively acquiring necessary permits and other pre-requisites of the COC prior to the completion of the installation of its facilities.

The Construction Materials Group operated production facilities that are subject to environmental regulations with terms specific in the Environmental Compliance Certificated (“ECCs”) granted by the Department of Environment and Natural Resources (“DENR”). Although the companies exert due diligence in ensuring their facilities comply with these terms, any violation of ECC terms may require the company involved to pay a fine or incur costs in order to cure the violation. There can be no assurance that current or future environmental laws and regulations will not increase the costs of conducting businesses. The introduction of new environmental laws and regulations applicable to the business could have material effect on the financial results of the business.

Educational Services

The ability to raise additional equity financing from non-Philippine investors is restricted by the foreign ownership restrictions imposed by the Constitution and applicable laws. The Constitution prescribes that educational institutions shall be owned solely by citizens of the Philippines or corporations or associations at least sixty percent (60%) of the capital of which is owned by such citizens, except for educational institutions established by religious groups and mission boards.

The prolonged suspension of face-to-face classes as experienced during the 2020 pandemic, and the recurrent cancellation of classes due to extreme weather conditions, may adversely impact the financial and operating performance of PHINMA Education. PHINMA Education adjusted its operations by piloting its blended learning programs. These blended learning programs are new, and their effectiveness compared to face-to-face classes are regularly being assessed and improved. To mitigate possible issues, PHINMA Education conducts more frequent consultation with students and teachers and periodically adjusts the programs based on early feedback.

With regard to the “No Permit, No Exam Prohibition Act” which was signed by the President and enacted into law on March 11, 2024 and prohibits private schools from disallowing students delinquent in their tuition payments from taking exams, the effect of this law on PHINMA Education is minimal. The law mandates educational institutions to allow disadvantaged students to take exams even if they have unpaid fees as long as the reasons for nonpayment arise from emergencies and other uncontrollable events, and as long as the students agree to issue promissory notes, which is already similar to how the group operates.

In April 2023, Rep. Gloria Macapagal-Arroyo filed HB 7893, a proposed law which reverses the current K to 12 system by making grades 11 and 12 mandatory only for students entering college, effectively returning secondary education to four years. The proposed law eventually did not prosper in the House of Representatives and no similar proposed law was filed in the Senate. In the event a similar law is passed in the future, PHINMA Education believes any effect on its enrolment would be limited, as the group focuses on tertiary education and Senior High School (Grades 11 and 12) enrolment represents less than 15 percent of total enrolment.

To address risks from future education policy changes, PHINMA Education has initiated a Private Education Policy initiative which seeks to communicate the benefits of and represent the interests of the Private education sector to private and government stakeholders. The company has also recently implemented a proactive system of monitoring and anticipating regulatory and legislative changes that may impact business operations.

PHINMA Education continues to ensure compliance with the program and curriculum guidelines and requirements of the Commission on Higher Education (“CHED”), Department of Education (“DepEd”) and Philippine Accrediting Association of Schools, Colleges and Universities (“PAASCU”). PHINMA Education also continuously engages in dialogue with CHED and other regulatory bodies, and coordinates with other educational institutions to develop guidelines for remote learning in the country.

6. Supply Chain Risk

Construction Materials

Philcement relies heavily on the importation of cement and cementitious materials, such as clinker. Philcement procures majority of its cement and cementitious materials from Vietnam. Any disruption in the supply of cement from Vietnam may have a material adverse effect on the operations and financial performance of Philcement. In addition, any prolonged disruption in supply of imported cement could adversely affect Philcement's relationships with key customers, including large cement dealers and retailers.

Philcement is free to source cement from other parties to ensure reliability in its supply chain. To diversify supply, Philcement has developed cement supply arrangements with other suppliers in Asia, and continues to explore other sources of cement supply. Philcement sources its clinker from various suppliers from Vietnam, Indonesia, and Japan. There are key projects under evaluation which will provide the flexibility and capability to competitively produce and distribute cement domestically.

Philcement's supply chain can also be adversely affected in the event of a disruption in operations in its unloading port in Bataan, which may render it non-operational due to accident or other events of Force Majeure.

For UGC, although the company imports both raw materials and finished products primarily from Chinese suppliers, the China steel industry is diverse to the point that there is no material risk posed by supply disruption from any single supplier. However, developments in the Chinese economy and any changes in the regulations in China that are relevant to their steel industry may have an impact on the performance of UGC.

For PHINMA Solar, main equipment and auxiliary materials are imported from Tier 1 manufacturers in China. Alternatively, PHINMA Solar taps local distributors of these companies, should the project timeline require. Changes in Chinese export regulations can affect prices and lead times. PHINMA Solar, being heavily dependent on Chinese manufactured materials and equipment, are negotiating bulk and long-term supply contracts with Chinese manufacturers to manage these associated risks.

As the business of Construction Materials Group involves importation of raw materials for manufacturing inputs, disruptions in global supply chains and changes in global oil prices can have a significant impact on transportation costs, impacting the margins and pricing for products and services. To mitigate this, the Construction Materials Group has both long-term and short-term vendor contracts with vessel companies to smoothen out the effect of volatility in oil prices.

7. People Risk

The current and future performance of the Company depends on the expertise, experience, and continued service and employment of its senior management and key officers. The loss of the services of key officers or members of the management team could result in disruption in the operations of the Company and may delay the execution of its business plans and growth strategies.

To mitigate this risk, the Company has adopted a succession plan by identifying members of the management team who will be able to assume and take on the role and additional responsibilities arising from departures of senior management. The Company has also established organizational policies and procedures for the development and advancement of its employees to ensure that business continuity is done by employees with superior skills and talent thereby diminishing overdependence on key individuals in the Company.

Operations of the businesses can be substantially affected by a pandemic outbreak affecting the health of employees, clients, customers, or students at the various sites including manufacturing plants, warehouses, schools, affordable housing developments, hotels, and head offices. In general, on-site work by employees has been limited, where possible, through work-from-home arrangements. While operations are, to the extent possible, managed remotely. PHINMA has taken measures to ensure that the facilities are safe and that employees, students, and customers will be assured of their well-being should they visit the facilities. In the past, PHINMA has implemented thermal-scanning and other controls at all designated entrances and exits, and other sanitation and social distancing protocols including directional passageways and signs, and disinfection stations. Masks and appropriate face coverings are required in all facilities, and all facilities adhere to local government protocols.

The Company further recognizes the need to support physical, psychological and mental wellbeing. The program My Wellness Journey, aims to address all of these concerns. Employees are given access to professional support for mental wellness and psychological safety, while physical well-being is promoted on a regular basis with various programs across the Group.

8. Dependence on Key Facilities and Equipment

Construction Materials

A substantial portion of UGC's income is derived from the sale of products produced or processed at UGC's production facilities. Any breakdown of, or significant damage to, UGC's production facilities could have a material adverse effect on the results of its operations. UGC maintains comprehensive property and casualty insurance policies on its production facilities under a broad name peril policy. However, there is no assurance that the proceeds from UGC's insurance policies would be sufficient to insulate UGC from all effects of possible total loss or damage caused by the named perils in the respective policies. In addition, UGC has adopted a risks management system covering preventive and preparedness action plans.

Philcement derives its revenues and income from the sale of cement products. Any breakdown of, or significant damage to, Philcement's materials handling and manufacturing facilities could have a material adverse effect on the results of its operations. Substantial downtime could affect the efficiency of operations and attainment of financial goals and objectives. To mitigate risk of equipment failure, Philcement maintains multiple units for key items of equipment such as cement storage silos, mechanized cement packers, and truck loaders.
PHINMA Solar's revenue is derived from the sale of solar rooftop packages, and sales of electricity generated from its owned solar rooftop facilities. Selling of solar rooftop packages are dependent on imported solar panels and auxiliary materials. These materials and equipment are stored in identified warehouses of UGC and Philcement. For owned facilities, PHINMA Solar regularly checks facility performance through an online monitoring platform to ensure that the facilities are working in optimal condition. To mitigate risks, PHINMA Solar materials and equipment are covered by manufacturer's warranties and relevant insurance policies.

Educational Services

The Education Group's income is derived from education operations at various school locations. The risk of a halt in operations due to fire or calamity is mitigated to the extent that all the schools have established policies and experience in conducting blended learning modalities. All schools similarly have insurance protection, with coverage including property all risk insurance and fire and allied perils.

9. Dependence on Logistics

For the Construction Materials Group in particular, the business relies on the orderly and timely movement of imported inputs such as cement, steel coils, and solar panels into the facilities, as well as the orderly and timely dispatch of finished products to customers or warehouses. Thus, the business is highly dependent on the reliability of owned, as well as leased, logistics facilities and equipment including ship unloading equipment, warehouses, cement storage silos, ships, and trucks. Any event which causes damage or renders inoperable key logistics components such as piers or major roads could substantially affect business operations of the Construction Materials Group. In addition, any increase in third-party-provided logistics services, including international shipping and freight costs, could also effectively increase raw materials costs and reduce profit margins for the Construction Materials Group.

The Construction Materials Group companies maintain adequate level of insurance coverage over the facilities involved and undertakes periodic equipment repairs and maintenance.

10. Dependence on Weather

Construction Materials

Severe weather disturbances can affect the loading and unloading of cement at Philcement's sites. Vessels cannot be loaded, transported, or unloaded over the duration of the severe weather disturbance. Prolonged or frequent weather disturbances could delay inbound material shipments which could reduce the inbound capacity of the terminal resulting in reduced sales for Philcement. Weather disturbances can also delay outbound overland shipments to customers resulting in failure to meet delivery schedules.

To mitigate this risk, Philcement contracts larger vessels more capable of withstanding turbulent weather. Philcement is also developing relationship with clinker and cement suppliers from other countries to diversify supplier base as well as geographic region.

Weather disturbances can also delay inbound shipments of raw materials to UGC as well as outbound delivery of finished products to customers. UGC relies on several third party operated ports for inbound shipments to reduce risk from weather disturbances and also performs seasonal planning and stocking to mitigate supply outages. The adverse effect of weather disturbances on outbound deliveries is also reduced due to UGCs nationwide network of roll forming facilities and warehouses, which reduces distance to customers and provides an available amount of finished goods inventory. UGC also tends to sell more steel roofing in the wake of weather disturbances in the Philippines involving strong winds which increases the demand for roofing around the country.

Although solar power generation is highly dependent on weather condition, PHINMA Solar's revenue on sales of solar rooftop systems will not be affected unless extreme weather conditions cause project delays. On the other hand, facilities owned by PHINMA Solar may experience variable production level due to seasonality effect, which is normal and acceptable in the industry. In terms of project implementation timelines, extreme weather conditions may cause delays in inbound shipment of materials and equipment, and completion of facilities under construction.

The Construction Materials Group companies maintain adequate level of insurance coverage over the materials, equipment, and facilities involved.

Educational Services

The Education Group is likewise affected by weather disturbances as it can affect the ability to hold face-to-face classes at each particular location. This is mitigated to the extent that all the schools have policies established and experience in conducting blended learning modalities. The Head Office of the Company works with the schools in ensuring emergency preparedness such as during unforeseen weather disturbances, among others. The schools have also historically acted as evacuation centers and provide local typhoon relief to their particular communities.

11. Information Security Risk

In conducting their businesses, the business segments are required to retain confidential information from customers. Although the business segments take the necessary precautions to secure such information, advances in the field of cryptography and increased exposure due to the recent prevalence of online transactions could result in compromise or breaches of security systems and personal data stored in our systems. The security measures set up by the Company and/or its subsidiaries may be inadequate to prevent security breaches which could adversely affect business operations.

The Company and its subsidiaries take precautions to protect the personal information of its customers through existing and periodically updated IT security policies. These policies are implemented by the respective IT teams of the Company and each of the subsidiaries. In addition, the Company and its subsidiaries have various information security software and tools, including firewalls, anti-virus, and 2-FA (2-Factor Authentication). IT risk assessment is periodically conducted using vulnerability assessment and penetration testing to check the vulnerability of the Company's and the subsidiaries' IT systems and network. Finally, information security awareness and training are also provided to all employees.

Educational Services

As the PHINMA Education network continues to grow, part of its priorities for 2024 was to improve on its information security measures which includes the development of an information security plan, the acquisition of a cyber insurance product, and a network-wide installment of a Modern Security Operations Center (MSOC), a system that identifies, analyses, defends against, investigates, and reports cybersecurity-related incidents. These measures, alongside other plans in the pipeline, improve the protection of PEHI's systems against cyber threats.

RISKS RELATED TO THE PHILIPPINES

1. Territorial Disputes

The Philippines, China and several Southeast Asian nations have been engaged in a series of long-standing territorial disputes over certain islands in the West Philippine Sea, also known as the South China Sea.

In January 2013, the Philippines lodged an arbitration case against China at the Permanent Court of Arbitration in The Hague to resolve the territorial dispute. China refused to recognize that the international tribunal had jurisdiction over the case. In July 2016, the international tribunal ruled in favor of the Philippines in its case against China by upholding the position that China's "nine dash line" maritime claim is excessive and that it encroached into the Philippines' 200-nautical mile exclusive economic zone. It held that China had no legal basis to claim historic and economic rights to resources within the sea areas falling within the "nine-dash line".

Should territorial disputes between the Philippines and other countries in the region continue or escalate further, the Philippines and its economy may be disrupted and the Company's operations could be adversely affected as a result. Further disputes between the Philippines and other countries may lead to reciprocal trade restrictions on the other's imports or suspension of visa-free access and/or OFW permits. Any impact from these disputes in countries in which the Company has operations could materially and adversely affect the business, financial condition and results of operations of the Company and its Subsidiaries.

2. Foreign Exchange Risk

Majority of the Company's revenues are denominated in Philippine peso. Nonetheless, the Company has offshore transactions such as its U.S. dollar-denominated preferred share investment in Vietnam, investments in schools in Indonesia and sourcing of cement from Vietnam. The Company likewise has plans of expanding its footprint in Southeast Asia, thus exposing PHINMA to more foreign exchange risks.
At present, the country's exchange rate policy supports a freely floating exchange rate system whereby the BSP allows market forces, such as supply and demand, market-moving events, to dictate exchange rate movement. The implementation of the revised Foreign Exchange rules eased the purchase of foreign currencies in the banking system. There is no assurance that the Philippine Peso will not deprecate against other currencies.

To mitigate its exposure to exchange rate fluctuation, the exchange rate risks on other foreign currencies are managed through constant monitoring of the global political and economic environment and its impact on the foreign exchange rates. Additionally, the Company takes advantage of hedging instruments such as deliverable and non-deliverable forward contracts to mitigate said risks.

Property, Plant and Equipment

Table - Property, Plant and Equipment (in thousands)

	Dec. 31, 2024*	Dec. 31, 2023*
Cost		
Land	**₱4,783,992**	₱4,188,583
Plant site improvements	**4,313,745**	4,296,922
Buildings and improvements	**7,696,426**	6,588,237
Machinery and equipment	**3,451,573**	3,037,574
Transportation and other equipment	**1,157,033**	1,020,256
Linens, Curtains and Draperies	**35,564**	31,790
	21,438,333	19,163,362
Less : accumulated depreciation		
Plant site improvements	**698,796**	520,135
Buildings and improvements	**2,624,527**	2,219,309
Machinery and equipment	**2,436,801**	2,206,471
Transportation and other equipment	**795,695**	719,758
Linens, Curtains and Draperies	**29,798**	27,194
	6,585,617	5,692,867
	14,852,716	13,470,495
Construction in progress	**2,008,892**	1,009,495
Net Book Value	**₱16,861,608**	₱14,479,990

**Source: Audited financial statements as of December 31, 2024.*

Outstanding construction in progress pertains to construction costs for various buildings and hospital renovations which are expected to be completed in various dates from 2025 to 2027.

The following table summarizes the Group's principal properties as of December 31, 2024:

Description	Location	Use	Mortgages
PHINMA			
Land	Silang, Cavite; Calaca, Batangas; San Fernando, La Union; Samal Island, Davao Del Norte	Investment property; Residential	No encumbrances
Buildings and improvements	Makati City, Metro Manila; Silang, Cavite; San Fernando, La Union	Office space and parking lots; Residential	No encumbrances
UGC			
Land, plant and equipment	Calamba City, Laguna; Davao City, Davao del Sur	Plant operations and office	Encumbered
Lease improvements, machinery and equipment	San Fernando City, La Union; San Fernando City, Pampanga; Batangas City, Batangas; Cainta, Rizal; Pili, Camarines Sur; Bacolod City, Negros Occidental; Cebu City, Cebu; Tacloban City, Leyte; Iloilo City, Iloilo; Butuan City, Agusan del Norte; Cagayan de Oro City, Misamis Oriental; Zamboanga City, Zamboanga de Sur	Roll forming operations	No encumbrances
Lease improvements, machinery and equipment	Lucena City, Quezon; Ozamis City, Misamis Occidental	Warehousing operations	No encumbrances
Condominium unit	Las Pinas City, Metro Manila;	Investment property	No encumbrances

Description	Location	Use	Mortgages
Residential lot	Davao City, Davao del Sur; Isulan, Sultan Kudarat	Investment property	No encumbrances
Philcement			
Plant site improvements	Mariveles Diversion Road, Mariveles Bataan	Industrial	Encumbered
Land	Baseco, Mariveles, Bataan	Residential	No encumbrances
PHINMA Solar			
Owned solar rooftop systems	Quezon Province; Quezon City; Cavite; Laguna; La Union; Pampanga; Rizal; Davao City; General Santos City; Batangas	Residential, Commercial and Industrial	No encumbrances
UIPC			
Land and land improvements	Pampanga	Industrial	No emcumbrances
Educational Services			
Land, buildings and improvements	Cubao, Quezon City; Sampaloc, Metro Manila; Calamba, Laguna; Sta. Cruz, Laguna; Dasmariñas, Cavite; Cebu City, Cebu; Danao, Cebu; Talisay City, Cebu; Iligan City, Misamis Oriental; Urdaneta City, Pangasinan	Educational, hospital, commercial, residential and agricultural	No encumbrances
Land, buildings and improvements	Cabanatuan City, Nueva Ecija;; Dagupan City, Pangasinan; Iloilo City, Iloilo; Cagayan de Oro City, Misamis Oriental	Educational and residential	Encumbered
PPHC			
Building and building improvements, leasehold improvements, Office Equipment	Metro Manila, Bulacan, Cavite, Bacolod, Iloilo, Cebu, Davao	Administrative and Office use	No encumbrances
Machinery, Field Equipment	Metro Manila, Batangas, Cebu, Davao,	Construction	No encumbrances
Right of use asset	Metro Manila	Administrative and Office Use	No encumbrances
PSHC			
Land	Calumpit, Bulacan	Industrial	Encumbered

Lease Agreements

The Company, UGC, and schools also enter into lease agreements or other arrangements with various persons and entities for use in operations and office space. Lease agreements are subject to renewal under such terms and condition as may be mutually agreed upon by both parties.

PHINMA leases a portion of its office space which have a term of one (1) year, renewable at the option of the lessor at such terms and conditions to be mutually agreed by the parties.

Construction Materials

Union Galvasteel Corporation, Philcement and Phinma Solar entered into lease agreements covering its plants and warehouses, which have terms ranging from one (1) to twenty-five (25) years, renewable subject to mutual agreement of UGC, Philcement or Phinma Solar and the lessor under certain terms and conditions. In 2024, payments related to short-term leases totaled ₱ 209 million and payments for long-term leases amounted to ₱ 147 million.

Educational Services

As a Lessee

On April 1, 2019, the College entered into a lease contract to occupy a four (4) story building to be used exclusively for educational or school purposes for a period of 5 years. The lease agreement can be renewed subject to mutual agreement and can be terminated at the option of the College on the 3rd and 5th year of the lease. Refundable deposit related to the lease contract amounting to Php 0.2 million in 2024 and 2023 equivalent to one month's rent shall be returned to the College after the expiration of lease term. In 2022, the College and the lessor agreed to amend the monthly rate from Php 220,000 to Php 90,000 starting June 2021 until the College resumes face-to-face classes. In 2023, the College and lessor agreed to increase the monthly rate to Php200,000 starting December 2022.

As a Lessor

PHINMA Education's schools enter into operating leases on some of its properties, particularly, portions of its land and buildings for the operation of cell sites, canteens, food stands and convenience stores. These leases have terms ranging from less than a year to twenty-five (25) years. They include upward revisions or escalation clauses on the rental charge on an annual basis according to the prevailing market conditions, and are renewable subject to mutual agreement under certain terms and conditions.

On August 31, 2023, SWU entered into another lease contract for its investment properties. The lease term is ten years with two months rent-free period. Monthly rental is Php 70,000, subject to 5% rent escalation beginning on the third year of commencement of the lease.

Hospitality

As a Lessee

On August 16, 2009, the Company entered into a lease agreement with EMAR for the lease of office space, subject to annual renewal. Lease payments made in 2024 amount to Php 2,693,732.

Legal Proceedings

Construction Materials

Cohaco Merchandising & Development Corp., Fortem Cement Corporation, NGC Land Corp., Pabaza Import and Export Inc., and Philcement Corporation vs. Secretary Of Trade And Industry, Secretary of Finance, Commissioner Of Customs, And Chairman of The Tariff Commission (Court of Tax Appeals Case No. 10185)

On October 11, 2019, Philcement Corporation, a subsidiary of the Company, together with other cement importers Cohaco Merchandising & Development Corp., Fortem Cement Corporation, NGC Land Corp., Pabaza Import and Export Inc. , filed a Petition for Review ("SGD Petition") with the Court of Tax Appeals ("CTA") praying for the reversal and nullification of the decision of the Secretary of the Department of Trade and Industry ("DTI") dated 27 August 2019, or DTI Department Administrative Order ("DAO") No. 19-13, safeguard duties (the "Duties) on imported cement classified. Said petitioners also seek a declaration that they are not liable for payment of said Duties and a refund of the Duties already paid. They principally assert that their importations cause no serious injury or threat of serious injury to the domestic cement industry. Further, consistent with the position of the Philippine Competition Commission, the imposition of the Duties would weaken competitive pressure and endanger the realization of huge benefits that a competitive landscape in the cement industry would bring. In August 2024, the CTA decided to deny the SGD Petition. Philcement filed a Motion for Reconsideration with alternative motion to present supplemental evidence ("Motion for Reconsideration"). In December 2024, the CTA allowed Philcement to present supplemental evidence for the CTA to decide the case on the merits with complete evidence from all parties.

Properties

PPHC and its subsidiaries and affiliates are subject to various civil and criminal lawsuits and legal actions arising in the ordinary course of business. In the opinion of PPHC's management, none of the lawsuits or legal actions to which it is currently subject will materially affect the daily operations of its business nor will they have a material effect on the Group's consolidated financial position.

Market Registrant's Common Equity and Related Stockholders' Matters

Market Price

The shares of stock of PHN are listed and traded in the Philippine Stock Exchange, Inc. (PSE). The high and low market prices of the shares of stock of PHN for each quarter within the last two (2) years, and for the months January to March of 2025, are as follows:

Period	High	Low
Calendar Year 2025		
January	18.98	16.94
February	18.98	17.00
March	18.50	17.08
Calendar Year 2024		
January – March	20.40	19.50
April – June	37.90	19.00
July – September	23.90	18.82
October - December	21.20	17.20
Calendar Year 2023		
January – March	19.78	18.90
April – June	19.78	18.00
July – September	20.75	19.02
October - December	20.45	19.50

Source: Philippine Stock Exchange, Inc.

Dividends on Common Shares

Cash Dividends Payment on Common Shares

The payment by PHN of dividends shall be subject to the availability of retained earnings following the SEC rule on calculation of available retained earnings for dividend declaration, loan covenants and financial ratios.

PHN declares cash or stock dividends to its common stockholders in amounts determined by the Board taking into consideration the results of the Company's operations, its cash position, investments and capital expenditure requirements, and unrestricted retained earnings. The Company also declares special cash dividends where appropriate.

Dividends declared and paid from 2010 to 2024 are as follows:

	Dividend			
Date of Declaration	**Type**	**Rate**	**Record Date**	**Payment Date**
March 3, 2010	Cash	P0.40 per share	March 29, 2010	April 23, 2010
March 3, 2011	Cash	P0.40 per share	March 29, 2011	April 26, 2011
March 22, 2012	Cash	P0.40 per share	April 11, 2012	April 26, 2012
March 6, 2013	Cash	P0.40 per share	March 22, 2013	April 17, 2013
March 4, 2014	Cash	P0.40 per share	March 20, 2014	April 15, 2014
March 4, 2015	Cash	P0.40 per share	March 18, 2015	March 31, 2015
March 4, 2016	Cash	P0.40 per share	March 18, 2016	March 31, 2016
March 22, 2017	Cash	P0.40 per share	April 5, 2017	April 21, 2017
March 6, 2018	Cash	P0.40 per share	March 22, 2018	April 6, 2018

March 5, 2019	Cash	P0.40 per share	March 21, 2019	March 29, 2019
November 11, 2019	Cash	P0.40 per share	November 25,	December 9, 2019
February 28, 2020	Cash	P0.40 per share	March 17, 2020	March 27, 2020
March 2, 2021	Cash	P0.40 per share	April 14, 2021	May 5, 2021
March 1, 2022	Cash	P0.40 per share	March 22, 2022	April 6, 2022
March 1, 2022	Cash	P0.10 per share	March 22, 2022	April 6, 2022
March 3, 2023	Cash	P0.60 per share	March 22, 2023	April 5, 2023
March 5, 2024	Cash	P0.60 per share	March 25, 2024	April 12, 2024

On April 14, 2025, the Board of Directors declared regular cash dividend of P 0.60 per share to all shareholders of record as of May 13, 2025 payable May 26, 2025.

Stock Dividends Payment on Common Shares

No stock dividend was declared for the calendar years 2018 up to 2024.

Holders

As of March 31, 2025, there are 1,206 common shareholders.

Sale of Unregistered Securities Within the Last Three (3) Years:

PHN has no unregistered securities, hence no sale of said securities within the last three (3) years.

Stockholders

As of March 31, 2025, PHN has 336,343,544 common shares outstanding held by 1,206 stockholders. The list of the top twenty (20) stockholders of the Company as recorded by the Stock Transfer Service, Inc., the Company's stock transfer agent, is as follows:

Rank	Stockholders	No. of Shares	% of ownership
1	Philippine Investment Management, Inc. (PHINMA)	228,153,73	67.84%
2	PCD Nominee Corp. (Filipino)	61,759,460	18.36%
3	Ramon R. del Rosario, Jr.	15,323,771	4.56%
4	Magdaleno B. Albarracin, Jr.&/OR Trinidad Albaraccin	11,272,000	3.35%
5	Victor Juan J. del Rosario	5,385,203	1.60%
6	Jose Mari R. del Rosario	3,404,013	1.01%
7	Philippine Remnants Co.	1,176,308	0.35%
8	Kayumanggi Publishers Co.	517,762	0.15%
9	Regina B. Alvarez	501,257	0.15%
10	PCD Nominee Corp. (Non-Filipino)	426,520	0.13%
11	Doris Teresa Ho	185,461	0.06%
12	Virginia S. Syjuco	178,204	0.05%
13	Daughters of Charity of St. Vincent de Paul	175,533	0.05%
14	The Roman Catholic Bishop of the Diocese of Juan de Dios	169,268	0.05%
15	United Life Assurance Corporation	153,916	0.05%
16	United Insurance Company, Inc.	149,860	0.04%
17	Rosalia M. Amando	142,632	0.04%
18	Blanquita S. Gonzalez	141,051	0.04%
19	Caridad Sanchez Babao	115,484	0.03%
20	Bella S. Barrera	115,108	0.03%
TOTAL		**329,446,544**	**97.95%**

Directors

Name	Position
Oscar J. Hilado	Chairman Emeritus
Ramon R. del Rosario, Jr.	Chairman
Dr. Magdaleno B. Albarracin, Jr.	Vice-Chairman
Jose L. Cuisia, Jr.	
Victor J. del Rosario	
Meliton B. Salazar, Jr.	
Eduardo A. Sahagun	
Guillermo D. Luchangco	
Juan B. Santos	Lead Independent Director
Atty. Lilia B. de Lima	Independent Director
Rizalina G. Mantaring	Independent Director
Edgar O. Chua	Independent Director
Dato Timothy Ong	Independent Director
Edilberto C. de Jesus	Independent Director
Cielito F. Habito	Independent Director

Officers

Name	Position
Oscar J. Hilado	Chairman Emeritus
Ramon R. del Rosario, Jr.	Chairman and CEO
Dr. Magdaleno B. Albarracin, Jr.	Vice-Chairman
Meliton B. Salazar, Jr.	President and COO, Head of Education
Eduardo A. Sahagun	Executive Vice President, Construction Materials
Jose Mari R. del Rosario	Senior Vice President, Hospitality
Raphael B. Felix	Senior Vice President, Properties
Edmund Alan A. Qua Hiansen	Senior Vice President, CFO
Regina B. Alvarez	Senior Vice President, Group Controller
Nanette P. Villalobos	Vice President, Treasurer
Annabelle S. Guzman	Vice President, Controller
Rolando D. Soliven	Vice President, Corporate Governance and Chief Compliance Offcier
Peter Angelo V. Perfecto	Vice President, Public Affairs
Alejandro Diego Luis Giles R. Katigbak	Assistant Vice President, Chief Risk Officer
Ivy V. Villasquez-Bermas	Chief Audit Executive
Grace M. Purisima	Assistant Treasurer
Sheila M. Barce	Assistant Vice President, Finance
Karen B. Seno	Assistant Vice President, Human Resources
Melvin S. Mendoza	Assistant Vice President, Information Technology
Robert James G. Pabustan	Assistant Vice President, Business Development
Troy A. Luna	Corporate Secretary
Daneia Isabelle F. Palad	Assistant Corporate Secretary

Executive Committee

Name	Position
Oscar J. Hilado	Chairman
Magdaleno B. Albarracin, Jr.	Member
Ramon R. del Rosario, Jr.	Member
Jose L. Cuisia, Jr.	Member (Non-executive Director)
Meliton B. Salazar, Jr.	Member
Juan B. Santos	Member (Independent Director)

Audit and Related Party Transactions Committee

Name	Position
Juan B. Santos	Chairman (Independent Director)
Edgar O. Chua	Member (Independent Director)
Jose L. Cuisia, Jr.	Member (Non-executive Director)
Edilberto C. de Jesus	Member (Independent Director)

Risk Oversight Committee

Name	Position
Rizalina G. Mantaring	Chairman (Independent Director)
Lilia B. de Lima	Member (Independent Director)
Magdaleno B. Albarracin, Jr.	Member
Dato Timothy Ong	Member (Independent Director)
Guillermo D. Luchangco	Member (Non-executive Director)

Corporate Governance Committee

Name	Position
Lilia B. de Lima	Chairman (Independent Director)
Rizalina G. Mantaring	Member (Independent Director)
Cielito F. Habito	Member (Independent Director)
Dato Timothy Ong	Member (Independent Director)

Executive Compensation Committee

Name	Position
Edgar O. Chua	Chairman (Independent Director)
Oscar J. Hilado	Member
Ramon R. del Rosario, Jr.	Member
Cielito F. Habito	Member (Independent Director)

Nominations Committee

Name	Position
Edilberto C. de Jesus	Chairman (Independent Director)
Oscar J. Hilado	Member
Ramon R. del Rosario, Jr.	Member
Meliton B. Salazar, Jr.	Member

ANNEX E

Minutes of Annual Shareholders Meeting April 23, 2024

PHINMA CORPORATION
MINUTES OF THE ANNUAL MEETING
OF STOCKHOLDERS
on Tuesday, 23 April 2024, at 10:00 a.m.
The Fifth at Rockwell, R5 Level, Powerplant Mall,
Rockwell Center, Makati City and through
Remote communication via www.asm.phinmacorp.ph

Stockholders Present:

Philippine Investment Management (PHINMA), Inc.
ABCIC Property Holdings Corporation
Blue River Holdings, Inc.
Mariposa Properties
Emar Corporation
Mary Lou Hilado
Michael Hilado
Rosary Holding Corporation, Inc.
Oscar J. Hilado
Ramon R. del Rosario, Jr.
Magdaleno B. Albarracin, Jr.
Victor J. del Rosario
Jose L. Cuisia, Jr.
Meliton B. Salazar, Jr.
Eduardo A. Sahagun
Roberto M. Laviña
Lilia B. de Lima
Juan B. Santos
Edgar O. Chua
Jose Mari R. del Rosario
Raphael B. Felix
Regina B. Alvarez
Pythagoras L. Brion, Jr.
Nanette P. Villalobos
Danielle R. del Rosario
Peter Angelo V. Perfecto
Edmund Alan A. Qua Hiansen
Rolando D. Soliven
Annabelle S. Guzman
Erbito G. Abillon
Karina Albert
Dante Alignay
Aramaine Balon

Directors Present:

Mr. Ramon R. del Rosario, Jr. (Chairman)
Mr. Oscar J. Hilado (Chairman Emeritus)
Dr. Magdaleno B. Albarracin, Jr.
Amb. Jose L. Cuisia, Jr.
Mr. Victor J. del Rosario
Dr. Meliton (Chito) B. Salazar, Jr.
Mr. Eduardo A. Sahagun
Mr. Edgar O. Chua (Independent)
Atty. Lilia B. de Lima (Independent)
Mr. Juan B. Santos (Independent)

Elaine Barja
Nora Barja
Edward Barja
Carolyn Caspe
Elena Caw
Webster Caw
Victor Co
Alian Co
Kian Chay Co
Aileen Dosayla
John Paul Fuster
Armand Anthony Galicia
Eugenia Gomez
Edmund A. Horca
Sel Libunao
Nestor Lim
Lara Madredia
Mylene Mendoza
Danilo L. Monte
Lolita Monte
Ma. Carina Sl Nonato
Ramoncito Nonato
Nimfa R. Plantilla
Valeriano Pedro O. Plantilla III
Andre Ramirez
Abigail Sy
Edgardo C. Ting
John Brian D. Ting
Luzonia C. Ting
Moises E. Tondo
Jesus Valencia
Ivy Villasquez

Officers Present:

Name		**Position**
Ramon R. del Rosario, Jr.	-	Chief Executive Officer
Meliton B. Salazar, Jr.	-	President and Chief Operations Officer
Eduardo A. Sahagun	-	Executive Vice President, Construction Materials Group
Edmund Alan A. Qua Hiansen	-	Senior Vice President, Chief Financial Officer
Jose Mari R. del Rosario	-	Senior Vice President, Hospitality
Raphael B. Felix	-	Senior Vice President, Properties

Regina B. Alvarez	-	Senior Vice President, Group Controller
Nanette P. Villalobos	-	Vice President, Treasurer
Annabelle S. Guzman	-	Vice President, Controller
Rolando D. Soliven	-	Vice President, Corporate Governance
Peter Angelo V. Perfecto	-	Vice President, Public Affairs
Alejandro Diego Luis Giles R. Katigbak	-	Assistant Vice President, Chief Risk Officer
Ma. Gracia M. Purisima	-	Assistant Treasurer
Troy A. Luna	-	Corporate Secretary
Ma. Concepcion Z. Sandoval	-	Assistant Corporate Secretary

Before the meeting formally started, the Vice President for Public Affairs, who acted as Moderator of the Meeting, Mr. Peter Angelo V. Perfecto, informed the stockholders that the Corporation's 2023 Annual Report and 2023 Information Statement, as approved by the Securities and Exchange Commission (the "SEC"), which are considered part of the Meeting or matters relevant to the Meeting, could be accessed either by downloading them through the Corporation's website or scanning the QR codes flashed on the screen. Stockholders also had the option of downloading the reports by typing on their mobile devices the URL provided beneath the QR codes. Mr. Perfecto noted that the meeting was being recorded as required by the SEC.

At exactly 10:00 a.m., the meeting began with an Invocation and the Philippine National Anthem. Thereafter, Mr. Perfecto introduced the Corporation's Chairman and Chief Executive Officer, Mr. Ramon R. del Rosario, Jr.

I. CALL TO ORDER

The Chairman of the Board, Mr. Ramon R. del Rosario, Jr., called the meeting to order and presided over the same. The Corporate Secretary, Atty. Troy A. Luna, recorded the minutes of the meeting.

The Chairman first introduced the members of the Board of Directors who were present, the Corporate Secretary, the Group Chief Financial Officer, the new nominees to the Board of Directors and officers of the Corporation.

The Chairman also acknowledged the presence of the Corporation's independent external auditor for 2023, Sycip Gorres Velayo & Co., led by Mr. Wilson P. Tan, and Isla Lipana & Company, led by Mr. Roderick Danao, who will be presented for appointment as external auditor for 2024. Also present and acknowledged by the Chairman was Mr. Joel S. Cortez representing Stock Transfer Service, Inc. ("STSI"), the Corporation's independent third-party stock transfer agent appointed to count and validate the attendance of stockholders, and votes cast if necessary.

II. PROOF OF NOTICE AND DETERMINATION OF QUORUM

The Chairman asked the Corporate Secretary if notices of the meeting were sent to the stockholders.

The Corporate Secretary certified that Notices of the meeting were sent to all the stockholders of record of the Corporation.

Upon instruction of the Chairman, the Corporate Secretary then informed the stockholders of the procedures for attendance, voting on each item of the agenda and participation at the meeting, as follows:

1. Stockholders may participate in-person or by remote communication in accordance with the procedure set forth on Annex "A" of the Information Statement posted on the Corporation's website.

2. Owners of shares constituting at least a majority of the issued and outstanding capital stock of the Corporation, present either in person, physically or remotely, or by proxy with the proxy attending physically or remotely, shall constitute a quorum for the transaction of business at the meeting.

3. All the items in the agenda for approval by the stockholders, except the election of directors, will need the affirmative vote of stockholders owning at least a majority of the shares of stock present or represented at the meeting.

4. Election of directors will be based on the number of votes cast by each stockholder present at the meeting in favor of nominees of his/her choice, with each stockholder being entitled to such number of votes equivalent to the number of shares owned by him/her multiplied by the number of seats to be filled up.

5. The Committee of Inspectors of Proxies and Ballots will tabulate all votes cast and received, and an independent third party will validate the results.

6. Questions of stockholders attending remotely should have been emailed to the given email address (phncorpsec@phinma.com.ph) on or before April 17, 2024. These will be answered during the meeting or via email, subject to appropriateness, relevance and time limits.

7. Stockholders attending the meeting physically may ask questions during the meeting, at the appropriate time based on the agenda of the meeting, and as determined by the Chairman.

The Corporate Secretary then confirmed that based on the tabulation of attendance, there were present or duly represented at the meeting, stockholders owning **80.62%** of the issued and outstanding capital stock of the Corporation totaling 286,325,265 shares.

III. MINUTES OF PREVIOUS MEETING

With legal notices sent and a quorum being present, the Chairman proceeded to the reading and approval of the Minutes of the Annual Shareholders' Meeting held on 11 April 2023, copies of which were furnished to the stockholders as Annex "E" of the Information Statement.

(The Minutes contain the rules on attendance and participation at the said Annual Shareholders' Meeting as recited by the Corporate Secretary, including a statement that the Committee of Inspectors and Proxies and Ballots will tabulate all votes cast and received, and an independent third party will validate the results.)

A motion was made to dispense with the reading of the Minutes of the Annual Meeting of Stockholders held on 11 April 2023 and for the approval thereof, which was thereafter seconded.

Shareholders owning a total of **230,833,831** shares or **100%** of the shares present or represented at the meeting, voted in favor of the resolution. The Chairman thus declared the motion carried and the Minutes of the Annual Meeting of Stockholders held on 11 April 2023 were approved.

IV. ANNUAL REPORT OF MANAGEMENT

The next item on the agenda was the presentation of the Annual Report of Management for the year ended 31 December 2023.

The Chairman's Message

The Chairman began by delivering his message to the stockholders. Mr. Del Rosario acknowledged that 2023 presented challenges old and new, with several uncertainties emanating from the ongoing global shift to a post-COVID normal as well as the growing geopolitical tensions and conflicts in Europe, the Middle East, Africa and Asia.

On top of this, Mr. Del Rosario noted that 2023 also marked the country's first year under the new administration which by and large had undertaken major initiatives that have been well received by the business community. Particularly noteworthy was the administration's respect for the vital role of the private sector in the pursuit of economic progress. Also acknowledged by the Chairman was the administration's efforts to secure the national sovereignty in the face of challenges in the West Philippine Sea by reinforcing the country's relations with its long-standing and consistent allies particularly the United States and Japan. Given the issues the country continued to face, Mr. Del Rosario said that there was certainly more work to be done particularly to address long-standing problems that plague society: education, homelessness, hunger and health being some of the most prominent.

Mr. Del Rosario continued and said that the root of society's problems was persistent and widespread poverty. According to Mr. Del Rosario, the solution was jobs that pay decent wages, preferably in the country. He emphasized that there exists now a unique opportunity to create meaningful jobs by capturing investments related to the supply chain diversification of US companies reducing their dependence on China. He noted, however, that during the recent visit by Apple CEO Tim Cook to ASEAN countries, the latter announced continuing investments in Vietnam, Indonesia and Singapore, ignoring the Philippines. As a community, Mr. Del Rosario said that we could respond by lamenting our inadequacies or push the government to work together in seriously addressing the true issues that deter investments. A possible first step, according to Mr. Del Rosario, would be a genuine credible campaign to address the corruption that has been permeating more extensively in all aspects of our economy. Left unchecked, the sad impact of unmitigated poverty will be felt in the decades ahead.

Despite this, and through the heroic efforts of the Corporation's different business units, Mr. Del Rosario announced that PHINMA Corporation reported consolidated revenues of ₱21.27 billion, climbing 20% from the year prior. The Corporation likewise posted a consolidated core net income of ₱1.67 billion, a 40% annual increase.

Beginning with PHINMA Education Holdings, Inc. ("PHINMA Education"), Mr. Del Rosario reported that PHINMA Education logged its highest enrollment yet, driving up the Corporation's consolidated revenues and net income and putting it in a better position to assist more students in need. The Corporation's Construction Materials Group saw higher combined revenues from its three companies while improving on cost efficiency efforts amid a tight and challenging business environment. Mainly focused on affordable housing, Mr. Del Rosario said that PHINMA Property Holdings Corporation reactivated its economic and socialized housing segment to address the country's growing housing backlog. Finally, the Corporation's Hospitality business likewise took advantage of the continued rebound in domestic travel and events, both leisure and corporate, especially in the Mall of Asia area.

While the Corporation expects continuing and possibly even greater challenges and uncertainty for the balance of 2024 and in the next year, which will inevitably impact on the Philippine economy and on Philippine business, including PHINMA Corporation, Mr. Del Rosario emphasized that the Corporation's strategic response must be grounded on a clear focus on their overriding mission of making lives better and on those businesses where we have a strong competitive position. At this point, Mr. Del Rosario noted how PHINMA Corporation continued to improve lives through essential goods and services offered by their education, construction materials, property development, and hospitality businesses.

This bottom-line success allowed PHINMA Foundation to welcome 73 new college scholars under the PHINMA National Scholarship Program. The program reportedly now boasts of 150 scholars in education, engineering and accounting across four universities including PHINMA University of Pangasinan, as well as 269 alumni now building strong careers in key sectors of the society. Mr. Del Rosario added that the Corporation also set up the 1PHINMA Disaster Fund to allow them to better assist the communities when disasters occur. For the 17th straight year, over 2,000 volunteers across the Corporation's business units and in 40 different public schools nationwide joined the annual Brigada Eskwela initiative of the Department of Education aiming to improve learning facilities in public schools. PHINMA Corporation likewise continued helping communities and supporting advocacies through its 1PHINMA Reaches Out.

In 2023, PHINMA Corporation brought back the Ramon V. del Rosario Siklab Awards after a 3-year hiatus due to the pandemic, recognizing another three young entrepreneurs: Ralph Ray Chua of Immuni Global, Stephen Michael Co of Worth the Health Foods and Nipa Brew and Joy Anya Lim of Anthill Fabric Gallery. Through this recognition, PHINMA Corporation aimed to encourage sustainable entrepreneurship and nation-building efforts among youth trailblazers and enable them to be the sparks that fuel the flame of hope and change.

In commemoration of PHINMA Corporation's 67th anniversary last year, Mr. Del Rosario said that the Corporation announced its newest partnership with De La Salle University to establish the PHINMA-DLSU Center for Business and Society, which aimed to harness the transformative power of businesses to address social challenges and create lasting impact and be a lead advocate for business as a force for good.

Mr. Del Rosario ended his message by saying that the success of the Corporation's businesses envisioned to provide Filipino families and communities the essentials to live dignified lives, the successful programs run by their foundations, the communities supported by their employee volunteers and the business as a force for good advocacy and campaign that they lead, bear witness to PHINMA Corporation's mission of making lives better. He emphasized that they could not have accomplished these without the unwavering, tremendous support of the Corporation's stockholders, investors, and partners. Mr. Del Rosario said that they commit to continue to do better while doing well by harnessing The Power of One—one individual, one team, one company, one nation.

Thereafter, a video on The Power of One was shown to the stockholders and guests.

Financial Report

The Corporation's Group Chief Financial Officer, Mr. Edmund Alan A. Qua Hiansen, presented the Corporation's 2023 financial results.

In 2023, PHINMA Corporation continued its strong growth trajectory, with consolidated revenue reaching a record 21.3 billion pesos. Mr. Qua-Hiansen noted that this achievement, which nearly doubled the Corporation's pre-pandemic revenue, was a testament to the robust operational performance of our strategic business units.

For the first time, core net income attributable to the parent's shareholders exceeded one billion pesos, up 57% year on year, driven by the aforementioned revenue growth and improved operational efficiencies. Consolidated net income was 1.67 billion pesos, up 40% year on year.

To highlight the Corporation's confidence in its Strategic Business Units ("SBUs") and rationalize its corporate structure, Mr. Qua Hiansen reported that the Corporation acquired the shares of its parent company in PHINMA Education and its Property and Hospitality Companies. In the second half of the year, PHINMA Corporation recorded an incremental 2.18 billion pesos in revenue and 152.98 million pesos in net income related to the transaction.

As a result of the transaction, PHINMA Corporation began consolidating its investments in Property and Hospitality, with consolidated revenue of 2.21 billion pesos from the two SBUs. Mr. Qua Hiansen noted the continued topline growth of all four SBUs. The Construction Materials Group contributed 13.27 billion pesos of revenue while the Education business contributed 5.44 billion pesos of revenue.

Enrollment in PHINMA Education has risen at a compounded annual growth rate of 38.7% over the last five years. As PHINMA through its Education business now owns 9 schools in the Philippines and manage one school in Indonesia, Mr. Qua Hiansen said that they commit to continue providing accessible, quality education. Last year, first time board passing rates for PHINMA Education schools were 83%, while more than 80% of its students were able to find employment within 6 months of graduating. The consolidated net income of PHINMA Education reached 1.19 billion pesos last year.

Moving on to the Corporation's Construction Materials Group, PHINMA Corporation's driver of top-line revenue growth, Mr. Qua Hiansen reported that despite a challenging macroeconomic environment last year, the group still achieved record revenues of 13.27 billion pesos with a net income of 431 million pesos. While continuing to provide high quality, innovative construction solutions to its customers, the Construction Materials Group also embarked on expansion plans to address future needs. Union Galvasteel Corporation, which celebrated its 60th Anniversary, approved an investment to establish a state of the art, insulated panels factory in Pampanga, which was expected to be operational by late 2025. Philcement Corporation also signed a sales and manufacturing agreement with Petra Cement in Northwestern Mindanao and approved an investment to construct a terminal in the Southern Philippines similar to its operation in Bataan. Mr. Qua Hiansen continued and reported that PHINMA Solar was the only company awarded in the solar rooftop segment of the Government's second Green Energy Auction Program.

Mr. Qua Hiansen said that they were also seeing positive developments in their Property and Hospitality businesses. He reported that the Corporation has approved investments in both businesses, including the establishment of a property township and the expansion of our flagship Microtel in the Mall of Asia Area.

Mr. Qua Hiansen then reported on the Corporation's balance sheet, which continued to be strong and which the Corporation could use to finance its investments with a total Groupwide CAPEX budget for the year of 4.48 billion pesos. Mr. Qua Hiansen noted that approximately half of the CAPEX budget was in PHINMA Education, while PHINMA Properties allocated 1.75 billion pesos for project development and land acquisition. Construction Materials, Hospitality, and PHINMA Corporation's parent company have a combined budget of approximately 500 million pesos.

To end his report, Mr. Qua Hiansen said that they will continue to focus on cash generation, especially given the volatile capital markets. For the year, the Corporation declared and paid regular dividends of 60 centavos per share.

Mr. Qua Hiansen then thanked the Corporation's shareholders and valued partners for their continued support.

The President's Message

The Corporation's President and Chief Operations Officer, Dr. Meliton B. Salazar, Jr. thereafter, gave his message to the stockholders.

For 2024, Dr. Salazar said that the PHINMA group will continue to maximize opportunities across its industries, searching for more ways to provide the essentials of a dignified life while providing good returns to our shareholders. He added that it was during challenging times of continuing macroeconomic headwinds, climate uncertainty, war and civil unrest, the rise of extremism, persistent poverty – that they need businesses to be forces for good even more, which he emphasized PHINMA has done from its inception to today and commits to doing so for years to come.

As Dr. Salazar said, PHINMA Education continued to expand, aiming to reach even more students --more than 170,000 enrollees in the coming school year, up from 146,000 this year. As testament to its commitment to serving those who need education the most, PHINMA Education will offer BSBA and BSED for 5,500 pesos a sem. Furthermore, PHINMA Education will expand in Indonesia through additional partnerships in Jakarta and Surabaya.

For the Construction Materials Group, Dr. Salazar said that they look forward to more growth while reaffirming their commitment to sustainability, infrastructure development, and nation-building. Philcement's partnership with Petra Cement will bolster the Corporation's position in the cement industry, allowing PHINMA Corporation to service new markets in Mindanao. PHINMA Solar, the Corporation's response to the climate crisis, has reportedly drawn interest from potential partners. Union Galvasteel's entry into insulated panels and our growing involvement, on the other hand, was the Corporation's contribution to improving the country's food security.

Moving on to PHINMA Properties, beyond developments currently under construction, Dr. Salazar said that the properties group will aggressively explore the provision of shelter to the underserved and low-income Filipinos in the economic and socialized housing segment. To do this, PHINMA Properties reportedly welcomed a senior Gawad Kalinga officer into its management hoping to integrate GK learnings and experiences of serving the poor into our business.

Finally, Dr. Salazar said that PHINMA Hospitality was already profiting from the built-up demand after years of strict pandemic restrictions from its key markets. The hospitality group's Microtel and TRYP brands provide nationwide affordable, consistent quality hotels for both the rebounding business and leisure Filipino travelers as well as foreign tourists.

Dr. Salazar emphasized that beyond what they already have, they have also started looking into other businesses meant to make people's lives better – from food, to health, to green industry.

Building on the momentum of 2023, Dr. Salazar said that they hope to reach even greater heights by serving even more. With the support of the stockholders, the board directors and PHINMA's other boards, shareholders, management leaders, employees, bank, and business partners, they hope to reach many more milestones and achieve much in the years to come. Dr. Salazar then encouraged everyone to continue to do well and do good together.

As a final word, Dr. Salazar noted that education, roads and bridges, shelter, food, leisure, solar power – all essentials of a dignified and fulfilling life, were what made up PHINMA, this year and beyond.

(A detailed, descriptive, balanced and comprehensible assessment of the Corporation's performance, including information on any material change in the Corporation's business, strategy and other affairs were discussed and included in the Corporation's Annual Report, at pages 8-18, which the Moderator explained at the start of the meeting could be

accessed through the Corporation's website or scanning the QR codes provided to the stockholders.)

(Similarly, the Corporation's Audited Financial Statements were incorporated in the Definitive Information Statement, copies of which were uploaded in the Corporation's website and disclosed to the SEC and PSE, and also incorporated in the 2023 Annual Report of the Corporation, which could also be downloaded from the Corporation's website. In addition, as stated earlier by the Moderator, QR Codes of the Definitive Information Statement and Annual Report were provided to the Stockholders at the start of the meeting.)

(The following information were also included in the Corporation's 2023 Annual Report and Information Statement:

a) the Minutes of the 2023 Annual Stockholders' Meeting [As disclosed in 2023 Definitive Information Statement - Annex "E"];
b) the security ownership of the Corporation's stockholders, as well as security ownership of its directors and officers [As disclosed in 2023 Definitive Information Statement – ITEM 4. Voting Securities and Principal Holders Thereof, Page 20];
c) a statement on the adequacy of the Corporation's internal controls or risk management systems, and a statement of all external audit and non-audit fees;
d) dividends declared and paid by the Corporation, as well as the Corporation's dividend policy [As disclosed in 2023 Definitive Information Statement – Annex D. Management Report – Market Registrant's Equity and Related Stockholders' Matters];
e) the profiles of the Corporation's directors and officers, as well as the profiles of nominees to be elected to the Board of Directors. Their profiles include their qualifications, experience, length of service in the Corporation, educational background, and their board and committee membership in the Corporation and in other organizations, including other listed companies or government positions, if any (As disclosed in 2023 Definitive Information Statement – ITEM 5. Directors and Executive Officers, Page 22);
f) the attendance report for the Corporation's directors, indicating their attendance at each Board meeting, committee meeting, and special or regular stockholder meetings (As disclosed in 2023 Definitive Information Statement – Annex "B" Compliance Program, Page 58);
g) the appraisal and performance reports for the member of the Board and the criteria and procedure for assessment (As disclosed in 2023 Definitive Information Statement – Annex "B" Compliance Program, Page 59);
h) a report on the annual compensation of each director, as well as the aggregate compensation of the President/Chief Executive Officer, and the Corporation's top four most highly compensated officers (As disclosed in 2023 Definitive Information Statement – ITEM 6. Compensation of Directors and Executive Officers, Page 36); and

i) *disclosures on related party transactions, including dealings with directors (As disclosed in 2023 Definitive Information Statement – ITEM 5. Directors and Executive Officers, Page 31).*

Following the reports of Management, the Chairman asked Mr. Perfecto to recite the questions that were received from the stockholders ahead of the meeting. The questions were answered by the officers of the Corporation as follows:

Question No. 1: Now that PHINMA Education has a foothold in Indonesia, are there other countries in the region that the group is eyeing next?

Dr. Chito B. Salazar, Head of Education, responded by saying that while PHINMA Education's priority was to establish and move up its expansion in Indonesia, which was considered the largest market in Southeast Asia, they have begun to explore other countries. According to Dr. Salazar, they were looking at entering countries like Cambodia, Laos and Vietnam in the future while noting that Indonesia was still their top priority at the moment.

Question No. 2: Why is the progress on the insulated panel plant? How does it fit into the overall strategy of PHINMA's construction materials group?

Mr. Eduardo A. Sahagun, Executive Vice President for Construction Materials Group, answered that they were about to break ground on their insulated panels by middle of next month. For this insulated panel business, Mr. Sahagun explained that they would be putting up a state-of-the-art facility, which would produce around 1 million square meters of insulated panel. This was reportedly the group's contribution to end climate change and hunger as well as improve the lives of farmers and reduce products' wastage.

Question No. 3: Why has PHINMA chosen Bacolod as the location for its township? Are there any new updates on the project?

Mr. Raphael B. Felix, Senior Vice President for Properties, explained that the choice of Bacolod was really a choice of balance. The group wanted to be able to shape the urban landscape of an emerging city and at the same time focus on the affordable middle-income market. According to Mr. Felix, Bacolod presented itself as an opportunity to do both. As to the progress of the project, Mr. Felix said that they broke ground last February 17 and that there was currently a lot of soil movement. They expect to start their selling efforts around July 2024.

Question No. 4: The hospitality sector was one of the hardest hit from the pandemic. Why has PHINMA chosen to increase its stake in the hospitality segment?

The Senior Vice President for Hospitality, Mr. Jose Mari R. del Rosario, said that it was precisely because of their experience during the pandemic. He said that the MICROTEL and TRYP business models have proven to be very resilient even during very difficult times. They were able to keep all their properties afloat even those that had essential lower exposure. Mr. Jose Mari R. del Rosario added that they were largely domestic market driven versus foreign, which was the opportunity that they currently see. They also chose a product that was focused on the mid-market and that they feel that this was the opportunity that they should capitalize on moving forward.

There being no other questions, a motion was made for the approval of the Annual Report together with the Audited Financial Statements and the notes thereto for the year ended December 31, 2023, and was thereafter seconded.

Shareholders owning a total of **230,833,831** shares or **100%** of the shares present or represented at the meeting, voted in favor of the resolution. The Chairman thus declared the motion carried and the Audited Financial Statements and the notes thereto were approved.

V. RATIFICATION OF ALL ACTS OF THE BOARD, COMMITTEES, AND MANAGEMENT SINCE THE LAST SHAREHOLDERS' MEETING

The Chairman proceeded to the ratification of all acts of the Board of Directors, Committees, and Management since the last meeting of stockholders.

On motion duly made and seconded, and with the affirmative vote of shareholders owning a total of **230,833,831** shares or **100%** of shares present or represented at the meeting, the Chairman declared the motion carried and all acts of the Board of Directors, the Executive Committee, and other committees and/or officers of the Corporation during the past fiscal year were confirmed, approved, and ratified.

VI. ELECTION OF DIRECTORS

The next item on the agenda was the election of directors for the next fiscal year.

Upon request of the Chairman, the Corporate Secretary informed the stockholders that the Nominations Committee had pre-screened and shortlisted the nominees qualified to be elected as Directors of the Corporation for Fiscal Year 2024-2025. There were now fifteen (15) nominees to fill fifteen (15) seats on the Corporation's Board of Directors, with seven (7) Independent Directors, and the nominees were as follows:

1. Mr. Oscar J. Hilado

2. Mr. Ramon R. del Rosario, Jr.
3. Dr. Magdaleno B. Albarracin, Jr.
4. Dr. Meliton (Chito) B. Salazar, Jr.
5. Mr. Victor J. del Rosario
6. Amb. Jose L. Cuisia, Jr.
7. Mr. Eduardo A. Sahagun
8. Mr. Guillermo D. Luchangco

And as Independent Directors:

9. Mr. Edgar O. Chua
10. Mr. Juan B. Santos
11. Atty. Lilia B. de Lima
12. Ms. Rizalina G. Mantaring
13. Dato Timothy Ong
14. Dr. Edilberto C. de Jesus
15. Dr. Cielito F. Habito

(The profiles of the nominees to the Board of Directors were part of the Definitive Information Statement uploaded onto the Corporation's website and distributed to the stockholders through disclosures to the SEC and PSE. In addition, as stated earlier by the Moderator, the QR Code of the Definitive Information Statement was provided to the Stockholders at the start of the meeting.)

Considering that there were only fifteen (15) nominees to fill fifteen (15) seats in the Board, and there being no objection to the distribution of the said votes equally among the said nominees, **230,833,831** votes were cast for each nominee, equivalent to **100%** of the total outstanding shares of the Corporation present or represented at the Meeting. The said nominees were therefore declared as the duly elected members of the Board of Directors for the ensuing year, and until their successors are duly elected and qualified.

VII. RENEWAL OF MANAGEMENT CONTRACT

The next item on the agenda was the renewal of management contract with Philippine Investment-Management (PHINMA), Inc. The Chairman requested the Corporation's Group CFO, Mr. Qua Hiansen to give a brief presentation.

Mr. Qua Hiansen reported that management was proposing a renewal of the Corporation's Management Contract with Philippine Investment Management (PHINMA), Inc. for a period of five (5) years from July 01, 2024 to June 30, 2029 with a monthly management fee of P1,470,000.00 for the 1st year, subject to an escalation of

P147,000.00 per month every anniversary date. All other terms of the contract remain the same.

On motion duly made and seconded, and with the affirmative vote of shareholders owning a total of **230,833,831** shares or **100%** of shares present or represented at the meeting, the Chairman declared the motion carried and the proposal for the renewal of the Management Contract with Philippine Investment Management (PHINMA), Inc. for a period of five (5) years from July 01, 2024 to June 30, 2029 with a monthly management fee of P1,470,000.00 for the 1st year, subject to an escalation of P147,000.00 per month every anniversary date, with all other terms of the contract to remain the same, was approved.

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman announced that the next item on agenda was the appointment of the Corporation's external auditor for the ensuing fiscal year. The Chairman said that the Audit Committee and the Board of Directors have selected and recommended the appointment of Isla Lipana & Co./PwC as the external auditor of the Corporation.

A motion was made to appoint Isla Lipana & Co./PwC as the Corporation's external auditor for the year 2024 and until its successor was duly appointed and was thereafter seconded.

Shareholders owning a total of **230,833,831** shares or **100%** of the shares present or represented at the meeting, voted in favor thereof. The Chairman thus declared the motion carried and Isla Lipana & Co./PwC was appointed as the external auditor of the Corporation for the ensuing year and until its successor was duly appointed.

IX. OTHER MATTERS AND ADJOURNMENT

The Chairman asked the stockholders if there were any other matters that they want to raise. At this point, a shareholder of the Corporation, Ms. Eugenia Gomez, stood up to be recognized and commended one of the Corporation's employees, Ms. Annabelle S. Guzman, the Vice President-Controller of the Corporation, for her professionalism and kindness, which go very well with the Corporation's mission of making lives better.

The Chairman thereafter informed the stockholders that they may still email their questions or comments within one (1) week from the meeting. The Corporation shall answer all questions relevant to the meeting and the matters taken up.

Before the Chairman adjourned the meeting, he expressed his sincerest gratitude to the Directors, Officers, and Management for their hard work, determination and wisdom, which helped further expand the Company's business and bolster its operations through their guidance. This has steered the Corporation toward stronger growth while meeting the ever-changing needs of underserved families across the country.

He also thanked the shareholders, bankers, investors, employees, customers, and friends from the media whom he considered valuable partners of the Corporation in making lives better. With their unending support, the Corporation would reach even greater heights as it provides goods and services that make lives better and contribute to nation building.

There being no other business to discuss, the Chairman declared the meeting adjourned.

[redacted]

TROY A. LUNA
Corporate Secretary

ATTEST:

RAMON R. DEL ROSARIO, JR.
Chairman

R347 PHN Minutes of ASM 23 April 2024 FIN/czs166/talO18mbair (TAL631)/czs166

ANNEX F

Various Resolutions

Summary of Significant Resolutions Approved by the Board of Directors
since the Last Annual Meeting of the Shareholders
(March 5 to December 12, 2024)
FOR RATIFICATION BY THE STOCKHOLDERS

Regular Meeting of the Board of Directors
March 5, 2024

- Approval of the Corporation's audited financial statements as of and for the year ended 31 December 2023.

- Declaration of a cash dividend in the amount of Php 0.60 per share to all stockholders of record as of 25 March 2024.

- Approval of the renewal of the management contract with Philippine Investment-Management (PHINMA), Inc. for another five (5) years, from 01 July 2024 to 30 June 2029.

- Approval of the Nominations Committee Charter.

- Nomination for election of Directors for the ensuing year for fifteen members of the Board, as endorsed by the Nominations Committee.

- Scheduling of the Annual Shareholders Meeting (ASM) for April 23, 2024 at 10:00 am at The Fifth at Rockwell and approval of the agenda for the ASM

- Approval to establish a credit line with Makati Medical Center.

- Approval to purchase company cars from PHINMA, Inc.

- Appointment of Mr. Edmund Alan A. Qua Hiansen as Chief Financial Officer of the Corporation effective April 1, 2024.

Organizational Meeting of the Board of Directors
April 23, 2024

- Appointment of newly elected board members:

  1. Mr. Oscar J. Hilado
  2. Mr. Ramon R. del Rosario,Jr.
  3. Dr. Magdaleno B. Albarracin,Jr.
  4. Ambassador Jose L. Cuisia, Jr.
  5. Mr. Victor J. del Rosario
  6. Dr. Meliton B. Salazar,Jr.
  7. Mr. Eduardo A.Sahagun
  8. Mr. Guillermo D. Luchangco
  9. Mr. Juan B.Santos – Independent
  10. Mr. Edgar O. Chua – Independent
  11. Atty. Lilia B. de Lima – Independent
  12. Ms. Rizalina G. Mantaring – Independent
  13. Mr. Dato Timothy Ong – Independent

14. Mr. Edilberto C. de Jesus – Independent
15. Mr. Cielito F. Habito – Independent

- Appointment of the following as officers of the Corporation with positions across their respective names for the ensuing year and until their successors are elected/appointed:

Name	Position
Oscar J. Hilado	Chairman Emeritus
Ramon R. del Rosario, Jr.	Chairman and CEO
Magdaleno B. Albarracin, Jr.	Vice Chairman
Meliton B. Salazar, Jr.	President and COO, Head of Education
Eduardo A. Sahagun	Executive Vice President, Construction Materials
Jose Mari R. del Rosario	Senior Vice President, Hospitality
Raphael B. Felix	Senior Vice President, Properties
Edmund Alan A. Qua Hiansen	Senior Vice President, CFO
Regina B. Alvarez	Senior Vice President, Group Controller
Nanette P. Villalobos	Vice President, Treasurer
Annabelle S. Guzman	Vice President, Controller
Rolando D. Soliven	Vice President, Corporate Governance and Chief Compliance Officer
Peter Angelo V. Perfecto	Vice President, Public Affairs
Ivy V. Villasquez – Bermas	Chief Audit Executive
Ma. Gracia M. Purisima	Assistant Treasurer
Alejandro Diego Luis R. Katigbak	Assistant Vice President, Chief Risk Officer
Sheila M. Barce	Assistant Vice President, Finance
Karen B. Seno	Assistant Vice President, Human Resources
Melvin S. Mendoza	Assistant Vice President, Information Technology
Robert James Pabustan	Assistant Vice President, Business Development
Troy A. Luna	Corporate Secretary
Daneia Isabelle F. Palad	Assistant Corporate Secretary

- Constitution and re-establishment of the following Committees with the following members and chairs thereof:

Executive Committee

Oscar J. Hilado	Chairman
Magdaleno B. Albarracin, Jr.	Member (Non-executive Director)
Ramon R. del Rosario, Jr.	Member
Jose L. Cuisia, Jr.	Member (Non-executive Director)
Juan B. Santos	Member (Independent Director)
Meliton B. Salazar, Jr.	Member

Audit and Related Party Transactions Committee

Juan B. Santos	Chairman (Independent Director)
Edgar O. Chua	Member (Independent Director)
Jose L. Cuisia, Jr.	Member (Non-executive Director)
Edilberto C. de Jesus	Member (Independent Director)

Risk Oversight Committee

Rizalina G. Mantaring	Chairman (Independent Director)
Lilia B. de Lima	Member (Independent Director)
Magdaleno B. Albarracin, Jr.	Member (Non-executive Director)
Dato Timothy Ong Teck Mong	Member (Independent Director)
Guillermo D. Luchangco	Member (Non-executive Director)

Corporate Governance Committee

Lilia B. de Lima	Chairman (Independent Director)
Rizalina G. Mantaring	Member (Independent Director)
Cielito F. Habito	Member (Independent Director)
Dato Timothy Ong Teck Mong	Member (Independent Director)

Nominations Committee

Edilberto C. de Jesus	Chairman (Independent Director)
Oscar J. Hilado	Member
Ramon R. del Rosario, Jr.	Member
Meliton B. Salazar, Jr.	Member

Executive Compensation Committee

Edgar O. Chua	Chairman (Independent Director)
Oscar J. Hilado	Member
Ramon R. del Rosario, Jr.	Member
Cielito F. Habito	Member (Independent Director)

- Appointment of Lead Independent Director

- Approval of waiver of pre-emptive rights in relation to the offering and issuance of new shares under PHINMA Education's Investment Agreement

- Approval of termination of current PHINMA Education Shareholders' Agreement and execution of new Shareholders' Agreement.

- Approval of delegation of authority to the Executive Committee of the Board to approve all matters related to the final terms and conditions and the pre-emptive rights waiver and PHINMA Education's Shareholders' Agreement.

Regular Meeting of the Board of Directors
May 15, 2024

- Approval of the financial reports and results of operations for the first quarter of 2024.

- Approval of investment of up to Php 252 million in TRYP Bacolod Hotel SPV through PHINMA Hospitality, Inc.

- Approval of the availment of up to Php 5.0 billion loan.

- Approval to engage SyCip Gorres Velayo & Company (SGV & Co.) as valuation advisor.

- Approval to implement Acumatica Financial System and appoint NetNine as implementation partner.

- Approval of annual renewal of bank items

- Approval of the proposed salary increases and the extension of contract of an officer as presented

Regular Meeting of the Board of Directors
August 06, 2024

- Approval of the Financial Reports and Results of Operations for the first half of 2024

- Approval of the Stock Rights Offer (SRO) of up to Php 1.0 billion and delegation to the Executive Committee, the approval of the final terms and conditions, transaction fees, steps, procedures and other requirements in relation to the offer.

- Approval of investment of up to Php 210 million in Union Insulated Panels Corporation (UIPC) Insulated Panel Plant Project, through Union Galvasteel Corporation (UGC).

- Approval of the Annual Corporate Governance Training for 2024

- Approval of sale, auction, and purchase of paintings.

- Designation of authorized signatories and representatives to sign all documents and perform all acts related to the annual audit of the Corporation, and other professional engagements with Isla Lipana & Co./PwC

- Authorization for Reyes Tacandong & Co. to represent the Company in relation to its application/registration of its Computerized Accounting System (CAS) with the Bureau of Internal Revenue (BIR).

- Approval to increase credit limit and update signatories for BPI Corporate Credit Card.

- Approval of the revised formula of the Directors' variable per diem.

Regular Meeting of the Board of Directors
November 7, 2024

- Approval of the Financial Reports and Results of Operations for the nine-month period ended September 30, 2024

- Approval of acquisition of PHINMA Insurance Brokers, Inc. (PIBI) from PHINMA, Inc. for a total transaction value of Php 150.53 million

- Approval of amendment of the Retirement Plan Rules effective January 1, 2025 as presented.

- Approval of additional renovation budget.

- Approval to dispose property in Poro, La Union and Calaca, Batangas

- Approval of sale of company cars.

- Approval of dissolution of One Animate Limited by shortening its corporate life.

Regular Meeting of the Board of Directors
December 12, 2024

- Approval of dissolution of Asian Plaza, Inc. (API) by shortening its corporate life.

- Approval of the proposed 2025 budget, including budget for capital expenditures and training.

ANNEX G

Audit and Other Services Fees CY 2024

PHINMA CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR FEE -RELATED INFORMATION
DECEMBER 31, 2024

	2024	2023
Total Audit Fees (*Section 2.1a*) [1]	**2,224,000**	**3,125,000**
Non-audit services fees:		
Other assurance services	5,480,624	2,516,906
Tax services	-	-
All other services	233,000	1,601,000
Total Non-audit Fees (*Section 2.1b*) [2]	**5,713,624**	**4,117,906**
Total Audit and Non-audit Fees	**7,937,624**	**7,242,906**

Audit and Non-audit fees of other related entities (*Section 2.1c*) [3]

	2024	2023
Audit fees	10,748,270	13,388,690
Non-audit services fees:		
Other assurance services	16,995,529	-
Tax services	1,025,000	-
All other services	279,600	-
Total Audit and Non-audit Fees of other related entities	**29,048,399**	**13,388,690**

Notes:

1) Section 2.1a : Agreed fees (excluding out of pocket expenses and VAT) with the external auditor for the audit of PHINMA Corporation's stand-alone and consolidated financial statements and the subsidiaies' financial statements on which the external auditor expresses an opinion. These do not include fees for special purpose audit or review of financial statements

2) Section 2.1b : Fees (excluding out of pocket expenses and VAT) for non-audit services to PHINMA Corporation and its related entities. In 2024, other assurance service included valuation study, transfer pricing study and review of SRO prospectus; In 2023, other assurance services included valuation study. All other services pertain to trainings and security risk assessment

3) Section 2.1c : Fees for services (excluding out of pocket expenses and VAT) charged to any related entities of PHINMA Corporation. Other assurance services included valuation study while all other services include transfer pricing and tax study