

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b)
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its charter

UNIVERSAL ROBINA CORPORATION

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

Philippines

4. SEC Identification Number

9170

5. BIR Tax Identification Code

000-400-016-000

6. Address of principal office

8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5Road), Ugong Norte,
Quezon City, Metro Manila

Postal Code

1110

7. Registrant's telephone number, including area code

(632) 8633-7631 to 40

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

May 15, 2023, 10:30 A.M., Via remote communication at <https://bit.ly/URCASM2023> in
accordance with the rules of the Securities and Exchange Commission

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

Apr 17, 2023

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

N/A

Address and Telephone No.

N/A

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

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	2,178,507,618

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

Yes No

If yes, state the name of such stock exchange and the classes of securities listed therein:

Universal Robina Corporation's common stock is listed on the Philippine Stock Exchange.

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Universal Robina Corporation URC

**PSE Disclosure Form 17-5 - Information Statement for Annual or
Special Stockholders' Meeting**
*References: SRC Rule 20 and
Section 17.10 of the Revised Disclosure Rules*

Date of Stockholders' Meeting	May 15, 2023
Type (Annual or Special)	Annual
Time	10:30 A.M.
Venue	Via remote communication at https://bit.ly/URCASM2023 in accordance with the rules of the Securities and Exchange Commission
Record Date	Apr 5, 2023

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End date	N/A

Other Relevant Information

Please find attached the Preliminary Information Statement filed with the Securities and Exchange Commission in connection with the Annual Meeting of the Stockholders of Universal Robina Corporation to be held on May 15, 2023.

Filed on behalf by:

Name	Maria Celia Fernandez-Estavillo
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Designation	Corporate Secretary
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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

MAY 15, 2023

Notice is hereby given that the Annual Meeting of the Stockholders of UNIVERSAL ROBINA CORPORATION (the “Corporation”) will be held via videoconferencing at <https://bit.ly/URCASM2023> on May 15, 2023 at 10:30 A.M., in accordance with the relevant provisions of the By-Laws of the Corporation which allow meetings of the stockholders to be conducted by remote communication, subject to such guidelines as may be promulgated by the rules of the Securities and Exchange Commission.

The Agenda for the meeting is as follows:

1. Proof of notice of the meeting and existence of a quorum.
2. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 11, 2022.
3. Presentation of annual report and approval of the financial statements for the preceding year.
4. Election of Board of Directors.
5. Appointment of External Auditor.
6. Ratification of the acts of the Board of Directors and its committees, officers and management.
7. Consideration of such other matters as may properly come during the meeting.
8. Adjournment.

A brief explanation of the agenda items which require stockholders’ approval is provided herein. The Information Statement to be sent to the stockholders shall contain more detail regarding the rationale and explanation for each of such agenda items.

Only stockholders of record as of April 5, 2023 shall be entitled to vote.

Stockholders intending to participate via remote communication must notify the Corporation by email to corporate.secretary@urc.com.ph on or before May 5, 2023.

Stockholders who wish to cast their votes may do so via the method provided for voting *in absentia*, or by accomplishing the attached proxy form. The procedures for attending the meeting via remote communication and for casting votes *in absentia* are explained further in the Information Statement.

Stockholders who wish to vote by proxy shall send the proxies via email to corporate.secretary@urc.com.ph or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City. Pursuant to Section 8, Article VI of the Amended By-Laws of the Corporation proxies must be received by the Corporate Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, or not later than May 8, 2023. Validation of proxies shall be held on May 11, 2023. **We are not soliciting proxies.**

By Authority of the Chairman


MARIA CELIA H. FERNANDEZ-ESTAVILLO
Corporate Secretary

ANNUAL MEETING OF STOCKHOLDERS

MAY 15, 2023

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

The Corporation has established a procedure for the registration of and voting *in absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication or votes *in absentia* shall be deemed present for purposes of quorum.

The following is a summary of the guidelines for voting and participation in the meeting:

- (i) Stockholders may attend the meeting by viewing the livestream at this link: <https://bit.ly/URCASM2023>. The livestream shall be broadcast via Microsoft Teams. Please refer to Annex E of the Information Statement for the detailed guidelines for participation via remote communication.
- (ii) Questions and comments on the items in the agenda may be sent to corporate.secretary@urc.com.ph. Questions or comments received on or before May 5, 2023 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.
- (iii) Each item in the agenda for approval of the stockholders will be shown on the screen during the livestreaming as the same is taken up at the meeting.
- (iv) Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before May 5, 2023:
 - a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary;
OR
 - b. By voting *in absentia*, subject to validation procedures. Please refer to Annex E of the Information Statement for the detailed procedure for registration and voting *in absentia*.
- (v) Stockholders may cast their votes on any item in the agenda for approval by sending their proxies appointing the Chairman of the meeting to the Corporate Secretary by email to corporate.secretary@urc.com.ph or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City on or before May 5, 2023.
 - a. Stockholders holding shares through a broker may course their proxies through their respective brokers, which shall issue a certification addressed to the Corporate Secretary and duly-signed by their authorized representative, stating the number of shares being voted and the voting instructions on the matters presented for approval.
 - b. Stockholders may also send their duly-executed proxies directly to the Corporate Secretary. The proxies shall be sent together with the following supporting documents:
 - i. Government-issued identification (ID) of the Stockholder;
 - ii. For Stockholders with joint accounts: The proxy from must be signed by all joint Stockholders. Alternatively, they may submit a scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to sign the proxy.
 - iii. If holding shares through a broker, the certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.
- (vi) Stockholders intending to participate via remote communication who have not sent their proxies or voted *in absentia* must notify the Corporation by email to corporate.secretary@urc.com.ph on or before May 5, 2023 in order to be counted for quorum. The email shall contain the following:
 - a. If holding shares through a broker, certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder;

- b. Government-issued identification (ID) of the Stockholder.
- (vii) For purposes of quorum, the following stockholders shall be deemed present:
- a. Those who sent in their proxies before the deadline;
 - b. Those who voted in absentia before the cut off time; and
 - c. Those who notified the Corporation before the deadline of their intention to participate via remote communication.
- (viii) The Office of the Corporate Secretary shall tabulate all votes received and an independent third party will validate the results. During the meeting, the Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The votes cast for each item for approval under the agenda will be shown on the screen.
-

Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 11, 2022

Copies of the minutes will be distributed to the stockholders before the meeting and will be presented to the stockholders for approval.

Presentation of annual report and approval of the financial statements for the preceding year

The annual report and the financial statements for the preceding fiscal year will be presented to the stockholders for approval.

Election of Board of Directors

After having undergone the nomination process as conducted by the Corporate Governance and Sustainability Committee, the nominees for election as members of the Board of Directors, including independent directors, will be presented to the stockholders. The profiles of the nominees shall be provided in the Information Statement to be sent to stockholders. The members of the Board of Directors of the Corporation shall be elected by plurality vote.

Appointment of External Auditor

The Corporation's external auditor is SyCip Gorres Velayo & Co. and will be nominated for reappointment for the fiscal year 2023.

Ratification of the acts of the Board of Directors and its committees, officers and management

Ratification of the acts of the Board of Directors and its committees, officers and management of the Corporation since the last annual stockholders' meeting up to the current stockholders' meeting, as duly recorded in the corporate books and records of the Corporation, will be requested.

Consideration of such other matters as may properly come during the meeting

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

WE ARE NOT SOLICITING YOUR PROXY

Stockholders who wish to cast their votes may do so via the method provided for voting *in absentia*, or by accomplishing the proxy form provided below. The detailed procedure for casting votes *in absentia* is attached as Annex E of the Information Statement.

Stockholders who wish to vote by proxy shall send the proxies via email to corporate.secretary@urc.com.ph or hard copies to the Office of the Corporate Secretary, 40F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City not later than **May 8, 2023**.

P R O X Y

The undersigned stockholder of **UNIVERSAL ROBINA CORPORATION** (the "Corporation") hereby appoints the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the Annual Meeting of the Stockholders of the Corporation to be held on **May 15, 2023 at 10:30 a.m.** by remote communication and at any of the adjournments and postponements thereof, for the purpose of acting on the following matters stated below as fully to all intents and purposes as she/he/it might do if present and acting in person, and hereby ratifying and confirming all that the said attorney-in-fact shall lawfully do or cause to be done by virtue of these presents:

1. Approval of the Minutes of the Annual Meeting of the Stockholders held on May 11, 2022.

____ Yes ____ No ____ Abstain

2. Approval of the financial statements for the preceding year.

____ Yes ____ No ____ Abstain

3. Election of Board of Directors.

	Yes	No	Abstain
1. James L. Go	_____	_____	_____
2. Lance Y. Gokongwei	_____	_____	_____
3. Patrick Henry C. Go	_____	_____	_____
4. Johnson Robert G. Go, Jr.	_____	_____	_____
5. Irwin C. Lee	_____	_____	_____
Independent Directors			
6. Cesar V. Purisima	_____	_____	_____
7. Rizalina G. Mantaring	_____	_____	_____
8. Christine Marie B. Angco	_____	_____	_____
9. Antonio Jose U. Periquet, Jr.	_____	_____	_____

4. Appointment of SyCip Gorres Velayo & Co. as external auditor for the fiscal year 2023.

____ Yes ____ No ____ Abstain

5. Ratification of the acts of the Board of Directors and its committees, officers and management.

____ Yes ____ No ____ Abstain

6. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come during the meeting.

____ Yes ____ No ____ Abstain

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER / AUTHORIZED SIGNATORY

ADDRESS OF STOCKHOLDER

CONTACT/TELEPHONE NUMBER

DATE

This proxy shall continue until such time as the same is withdrawn by me through notice in writing delivered to the Corporate Secretary at least three (3) business days before the scheduled meeting or on **May 10, 2023**.

A PROXY SUBMITTED BY A CORPORATION SHOULD BE ACCOMPANIED BY A CORPORATE SECRETARY'S CERTIFICATE QUOTING THE BOARD RESOLUTION DESIGNATING A CORPORATE OFFICER TO EXECUTE THE PROXY. IN ADDITION TO THE ABOVE REQUIREMENT FOR CORPORATIONS, A PROXY FORM GIVEN BY A BROKER OR CUSTODIAN BANK IN RESPECT OF SHARES OF STOCK CARRIED BY SUCH BROKER OR CUSTODIAN BANK FOR THE ACCOUNT OF THE BENEFICIAL OWNER MUST BE ACCOMPANIED BY A CERTIFICATION UNDER OATH STATING THAT THE BROKER OR CUSTODIAN BANK HAS OBTAINED THE WRITTEN CONSENT OF THE ACCOUNT HOLDER.



UNIVERSAL ROBINA CORPORATION

CERTIFICATE

I, MARIA CELIA H. FERNANDEZ-ESTAVILLO, of legal age, Filipino, with office address at the 40th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda St., Ortigas Center, Pasig City, after having been duly sworn in accordance with law, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of Universal Robina Corporation (the "Corporation") with principal office address at the 8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte, Quezon City, Metro Manila.
2. There are no directors, independent directors or officers of the Corporation who are currently appointed in any government agency or is an employee of any government agency.

clh
MARIA CELIA H. FERNANDEZ-ESTAVILLO
 Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 30 MAR 2023 at Pasig City, affiant exhibited to me her Social Security System ID with no. 33-1625577-9.

Doc No. 288;
 Page No. 58;
 Book No. 5;
 Series of 2023.

AW
ANDRE RIA B. BUZETA-ACERO
 Notary Public for Pasig, San Juan, and Pateros
 Notarial Commission No. 134 valid until December 31, 2024
 40th Floor Robinsons Equitable Tower, ADV Ave.
 cor. Poveda Road, Ortigas Center, Pasig City 1605
 Roll of Attorneys No. 55199
 MCLE Compliance No. VII-0015364 valid until April 14, 2025
 PTR No. 9573029 / 01-06-2023/ Makati City
 IBP Receipt No. 260069 / 12-22-2022 / Rizal Chapter

/kdc



CERTIFICATION

I, Maria Celia H. Fernandez-Estavillo, Corporate Secretary of Universal Robina Corporation (the "Corporation") with SEC registration number 9170, with principal office address at 8th Floor, Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte, Quezon City, Metro Manila, hereby state under oath that:

1. On behalf of the Corporation, I have caused this SEC Form 20-IS to be prepared;
2. I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3. The 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. I am fully aware that documents filed online which require 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 12 APR 2023 at Pasig City.

Cely

MARIA CELIA H. FERNANDEZ-ESTAVILLO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 12 APR 2023 at Pasig City, affiant exhibiting to me her Social Security System ID with No. 33-1625577-9.

Doc No. 313 ;
Page No. 64 ;
Book No. 6 ;
Series of 2023.

Alpin

ANDREA B. BUZETA-ACERO
Notary Public for Pasig, San Juan, and Pateros
Notarial Commission No. 134 valid until December 31, 2024
40th Floor Robinsons Equitable Tower, ADV Ave.
cor. Poveda Road, Ortigas Center, Pasig City 1605
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IBP Receipt No. 260069 / 12-22-2022 / Rizal Chapter

UNIVERSAL ROBINA CORPORATION (“URC”)

**PROFILES OF THE NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS
FOR THE YEAR 2023**

1. Name : James L. Go
Age : 83
Designation : Chairman Emeritus

Business experience and education:

James L. Go is the Chairman Emeritus of URC. He is the Chairman of JGSHI. He is also the Chairman and Chief Executive Officer of Oriental Petroleum and Minerals Corporation, the Vice Chairman of Robinsons Retail Holdings, Inc., and a Board Advisor of Cebu Air, Inc. since January 1, 2023. He is the Chairman Emeritus of Robinsons Land Corporation and JG Summit Olefins Corporation. He is also the President and Trustee of the Gokongwei Brothers Foundation, Inc. He has been a Director of PLDT, Inc. (“PLDT”) since November 3, 2011, and serves as an Advisor to the Audit Committee, and as a member of the Risk Committee and the Technology Strategy Committee of PLDT. He was elected a Director of Manila Electric Company (“MERALCO”) on December 16, 2013 and is a member of the Executive Committee, Finance Committee, Nomination and Governance Committee, Audit Committee, Risk Management Committee, and Related Party Transactions Committee of MERALCO. Mr. James L. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.

2. Name : Lance Y. Gokongwei
Age : 56
Designation : Chairman of the Board of Directors

Business experience and education:

Lance Y. Gokongwei is the Chairman of URC. He is the President and Chief Executive Officer of JGSHI. He is also the Chairman of Cebu Air, Inc., Robinsons Land Corporation, Robinsons Retail Holdings, Inc., Altus Property Ventures, Inc., Robinsons Bank Corporation, and JG Summit Olefins Corporation. He is a Director and a Vice Chairman of the Executive Committee of Manila Electric Company. He is also a Director of RL Commercial REIT, Inc., Oriental Petroleum and Minerals Corporation, Singapore Land Group Limited, Shakey’s Asia Pizza Ventures, Inc., AB Capital and Investment Corporation, and Endeavor Acquisition Corporation. He is a Trustee and the Chairman of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.

3. Name : Irwin C. Lee
Age : 58
Designation : President and Chief Executive Officer

Business experience and education:

Irwin C. Lee has been the President and Chief Executive Officer of URC since May 14, 2018. Prior to joining URC, he was the Chief Executive Officer of Rustan Supercenters, Inc. and a director of Rose

Pharmacy under Jardine Matheson's Dairy Farm Group. He brings with him more than 37 years of work experience in fast-moving consumer foods and retail across Asia, Europe, and the US. He started in Procter & Gamble (P&G) as a Finance Analyst and rose to key executive finance roles in various countries, including Chief Finance Officer roles in Indonesia, Japan/Korea, and Greater China. In 2004, he was appointed Vice President for P&G Greater China with dual roles as Chief Marketing Officer and as General Manager for the laundry detergent business, which he drove to market leadership. In 2007, he was appointed Managing Director for P&G UK and Ireland, where he delivered profitable growth through two recessions and led P&G's London 2012 Olympics program. In 2014, he rose to become P&G's Regional Head for Northern Europe, leading commercial operations across UK, Ireland, Sweden, Denmark, Norway, and Finland, and integrating P&G's second largest international regional cluster. While in the UK, he spearheaded industry initiatives for connecting businesses to communities and enhancing employee engagement and well-being. After P&G, he served as Global Strategic Advisor for McKinsey and Co. to consumer and retail sector partners and engagement managers. He also sat as Board Director and Remuneration Committee Chairman for Wm Morrison Supermarkets Plc (one of UK's top 4 grocery retailers). Mr. Irwin Lee graduated with a Bachelor of Science Degree in Commerce Major in Accounting from the De La Salle University Manila, Summa Cum Laude. He placed third in the CPA Licensure Exams in 1985.

4. Name : Patrick Henry C. Go
 Age : 52
 Designation : Executive Vice President

Business experience and education:

Patrick Henry C. Go is a director and the Executive Vice President of URC. He also heads the URC Packaging (BOPP) Division and Flexible Packaging Division. He is the President and Chief Executive Officer of JG Summit Olefins Corporation. He is also a director of JG Summit Holdings, Inc., Robinsons Land Corporation, Robinsons Bank Corporation, and Meralco Powergen Corporation. He is a trustee and treasurer of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Management from the Ateneo de Manila University and attended the General Manager Program at Harvard Business School. Mr. Patrick Henry C. Go is a nephew of Mr. John L. Gokongwei, Jr.

5. Name : Johnson Robert G. Go, Jr.
 Age : 58
 Designation : Director

Business experience and education:

Johnson Robert G. Go, Jr. has been a director of URC since May 5, 2005. He is also a director of JG Summit Holdings, Inc., Robinsons Land Corporation, Robinsons Bank Corporation, and A. Soriano Corporation. He is also a trustee of the Gokongwei Brothers Foundation, Inc. He received his Bachelor of Arts degree in Interdisciplinary Studies (Liberal Arts) from the Ateneo de Manila University. He is a nephew of Mr. John L. Gokongwei, Jr.

6. Name : Cesar V. Purisima
 Age : 62
 Designation : Independent Director

Business experience and education:

Cesar V. Purisima has been an independent director of URC since May 30, 2018. He is also an independent director of Ayala Corporation, Ayala Land, Inc., Jollibee Foods Corporation, Bank of the Philippine Islands, and BPI Capital Corporation. He is a member of the Board of Advisors of ABS-CBN Corporation. He is also a founding partner of Ikhlas Capital Singapore Pte. Ltd., a pan-ASEAN private equity platform. He is a member of the Board of AIA Group Limited, a member of the Global Advisory Council of Sumitomo Mitsui Banking Corporation, and a member of Singapore Management University's International Advisory Council in the Philippines. He is also a member of the board of trustees the International School of Manila. He is an Asia Fellow at the Milken Institute, a global, non-profit, on-partisan think tank. He served in the government of the Philippines as Secretary of Finance and Chair of Economic Development Cluster of the President's Cabinet from July 2010 to June 2016 and as Secretary of Trade and Industry from January 2004 to February 2005. He also previously served on the boards of a number of government institutions, including as a member of the Monetary Board of the Bangko Sentral ng Pilipinas (BSP), Governor of the Asian Development Bank and World Bank for the Philippines, Alternate Governor of the International Monetary Fund for the Philippines, and Chairman of the Land Bank of the Philippines. Under his leadership, the Philippines received its first investment-grade ratings. He was named Finance Minister of the Year seven times in six consecutive years by a number of publications, a first for the Philippines. Prior to serving the government, Mr. Purisima was the Chairman & Country Managing Partner of the Philippines' largest professional services firm SGC & Co. He was conferred the Chevalier dans l'Ordre national de la Legion d'Honneur (Knight of the National Order of the Legion of Honour) by the President of the French Republic in 2017, the Order of Lakandula, Rank of Grand Cross (Bayani) by the President of the Philippines in 2016, and the Chevalier de l'Ordre national du Merite (Knight of the National Order of Merit) by the President of the French Republic in 2001. Mr. Purisima is a certified public accountant and has extensive experience in public accounting both in the Philippines and abroad. Mr. Purisima obtained his Bachelor of Science in Commerce (Majors in Accounting & Management of Financial Institutions) degree from De La Salle University (Manila) in 1979, Master of Management degree from J.L. Kellogg Graduate School of Management, Northwestern University in 1983 and Doctor of Humanities honoris causa degree from Angeles University Foundation (Philippines) in 2012.

7. Name : Rizalina G. Mantaring
 Age : 63
 Designation : Independent Director

Business experience and education:

Rizalina G. Mantaring has been an independent director of URC since August 13, 2020. She was the Chief Executive Officer and Country Head of Sun Life Financial Philippines until her retirement in June 2018. She assumed the chairmanship of Sun Life Financial Philippine Holding Co. until she stepped down in August 2019. She is also an independent director of Ayala Corporation Inc., Ayala Land, Inc., First Philippine Holdings Corporation Inc., PHINMA Corporation, East Asia Computer Center Inc., Maxicare Healthcare Corporation, and GoTyme Bank. She is also a director of Sun Life

Grepa Financial Inc. Among her other affiliations are as a member of the Board of Trustees of the Makati Business Club, and Philippine Business for Education. She was also President of the Management Association of the Philippines and the Philippine Life Insurance Association. She is a recipient of the Asia Talent Management Award in the Asia Business Leaders Award 2017 organized by the global business news network CNBC, among other prestigious awards. She was selected as one of the 100 Most Outstanding Alumni of the past century 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. She 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.

8. Name : Christine Marie B. Angco
 Age : 54
 Designation : Independent Director

Business experience and education:

Christine Marie B. Angco has been an independent director of URC since August 13, 2020. Prior to joining URC, she has spent 25 years in the multinational FMCG Corporation, Procter & Gamble. She was a Vice President and General Manager for several health and beauty-oriented categories handling businesses across Asia-Pacific countries, with profit & loss responsibility and organizational leadership of large diverse multi-cultural teams across Japan, Korea, Australia, Singapore, India, Philippines, Malaysia, Thailand, Vietnam, and Indonesia. She is also a member of the Board of Trustees of PhilDev, a non-governmental organization focused on education and entrepreneurship development in the Philippines. She is also a director of Applied Behavior Consultants (ABC) Center which focuses on early intervention for children with autism. She obtained her Bachelors of Science degree in Management Engineering (Magna Cum Laude) from the Ateneo de Manila University.

9. Name : Antonio Jose U. Periquet, Jr.
 Age : 61
 Designation : Independent Director

Antonio Jose U. Periquet, Jr. has been an independent director of URC since May 13, 2021. He is the Chairman and CEO of AB Capital & Investment Corporation, and Chairman of the Campden Hill Group, Inc. Mr. Periquet is also an independent director of the Max's Group of Companies, Philippine Seven Corporation and Semirara Mining and Power Corporation, and a Board Advisor to the Bank of the Philippine Islands, DMCI Holdings Corporation and ABS-CBN Corporation. He is a trustee of Lyceum University of the Philippines and a member of the Dean's Global Advisory Council at the University of Virginia's Darden School of Business. Mr. Periquet holds a Bachelor of Arts in Economics degree from the Ateneo de Manila University, a Master of Science degree in Economics from Oxford University, and an MBA from the Darden School of Business, University of Virginia.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS
Information Statement Pursuant to Section 20
of the Securities Regulation Code

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter : **UNIVERSAL ROBINA CORPORATION (“URC” or the “Corporation”)**
3. Province, country or other jurisdiction of incorporation or organization : **Metro Manila, Philippines**
4. SEC Identification Number : **SEC Registration No. 9170**
5. BIR Tax Identification Code : **TIN No. 000-400-016-000**
6. Address of principal office : **8th Floor, Tera Tower, Bridgetowne E. Rodriguez, Jr. Avenue (C5 Road) Ugong Norte, Quezon City Metro Manila**
7. Registrant’s telephone number, including area code : **(632) 8633-7631 to 40**
8. Date, time and place of the meeting of security holders : **May 15, 2023 10:30 A.M. Via remote communication at <https://bit.ly/URCASM2023> in accordance with the rules of the Securities and Exchange Commission**
9. Approximate date on which the Information Statement is first to be sent or given to security holders : **April 17, 2023**
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class | Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding (as of March 31, 2023) |
|---------------------------------------|---|
| Common Stock, P 1.00 par value | <u>2,178,507,618</u> |
11. Are any or all of registrant's securities listed on a Stock Exchange?
Yes No

Universal Robina Corporation’s common stock is listed on the Philippine Stock Exchange.

A. GENERAL INFORMATION

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

On March 13, 2023, the Board of Directors approved the resetting of the Annual Meeting of Stockholders of the Corporation from the last Wednesday of May to May 15, 2023.

Date, Time, and Place of Meeting	:	May 15, 2023 10:30 A.M. Via remote communication at https://bit.ly/URCASM2023 in accordance with the rules of the Securities and Exchange Commission
Complete Mailing Address of Principal Office	:	8th Floor, Tera Tower, Bridgetowne E. Rodriguez, Jr. Avenue (C5 Road) Ugong Norte, Quezon City Metro Manila
Approximate date on which the Information Statement is first to be sent or given to security holders	:	April 17, 2023

WE ARE NOT SOLICITING PROXIES.

Item 2. Rights of Shareholders; Dissenters' Right of Appraisal

The Corporation recognizes the right of all shareholders to be treated fairly and equally whether they are controlling, minority, local or foreign. The Corporation respects the rights of shareholders as provided under the Revised Corporation Code and other laws, and as stated in its Articles of Incorporation and By-Laws.

Any stockholder of the Corporation may exercise his appraisal right against the proposed actions which qualify as instances giving rise to the exercise of such right pursuant to and subject to the compliance with the requirements and procedure set forth under Title X of the Revised Corporation Code of the Philippines.

There are no matters to be acted upon by the stockholders at the Annual Meeting of the Stockholders to be held on May 15, 2023 which would require the exercise of the appraisal right.

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

None of the following persons have any substantial interest, direct or indirect, in any matter to be acted upon other than election to office:

1. Directors or officers of the Corporation at any time since the beginning of the last fiscal year;
2. Nominees for election as directors of the Corporation;
3. Associate of any of the foregoing persons.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Voting Securities Entitled to be Voted at the Meeting

The Corporation has 2,178,507,618 outstanding shares as of March 31, 2023. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.

(b) Record Date

All stockholders of record as of April 5, 2023 are entitled to notice and to vote at the Corporation's Annual Meeting of Stockholders.

Section 10, Article II of the Amended By-Laws of the Corporation states that, for purposes of determining the stockholders entitled to notice of, or to vote or be voted at any meeting of stockholders or any adjournments thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other proper determination of stockholders, the Board of Directors may provide that the stock and transfer books be closed for a stated period, which shall not be more than sixty (60) days nor less than thirty (30) days before the date of such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. A determination of stockholders of record entitled to notice of or to vote or be voted at a meeting of stockholders shall apply to any adjournment of the meeting; *provided, however*, that the Board of Directors may fix a new record date for the adjourned meeting.

(c) Election of Directors

The directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors every stockholder shall have the right to vote, in person or by proxy, or via remote communication or *in absentia*, electronically or otherwise, as may be provided for by the Board of Directors, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes as the same principle among any number of candidates.

The report attached to this SEC Form 20-IS is the management report to stockholders required under SRC Rule 20 to accompany the SEC Form 20-IS and is hereinafter referred to as the "Management Report".

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

1. Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Corporation's voting securities as of March 31, 2023

As of March 31, 2023, URC knows no one who beneficially owns in excess of 5% of the URC's common stock except as set forth in the table below.

Title of Class	Names and addresses of record owners and relationship with the Corporation	Name of beneficial owner and relationship with record owner	Citizenship	Number of Shares Held	% to Total Outstanding
Common	JG Summit Holdings, Inc. 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City (stockholder)	Same as record owner (See note 1)	Filipino	1,215,223,061	55.78%
Common	PCD Nominee Corporation (Non-Filipino) PDS Group, 29 th Floor, BDO Equitable Tower, 8751 Paseo De Roxas, Makati City, 1226 (stockholder)	PDTC Participants and their clients (See note 2)	Non-Filipino	523,338,046 (See note 3)	24.02%
Common	PCD Nominee Corporation (Filipino) PDS Group, 29th Floor, BDO Equitable Tower, 8751 Paseo De Roxas, Makati City, 1226 (stockholder)	PDTC Participants and their clients (See note 2)	Filipino	404,039,396 (See note 3)	18.54%

Notes:

- The Chairman and the President are both empowered under the By-Laws of JG Summit Holdings, Inc. ("JGSHI") to vote any and all shares owned by JGSHI, except as otherwise directed by the Board of Directors. The incumbent Chairman and Chief Executive Officer of JGSHI are Mr. James L. Go and Mr. Lance Y. Gokongwei, respectively.
- PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation's transfer agent. PCD Nominee Corporation is a corporation wholly-owned by Philippine Depository and Trust Corporation, Inc. (formerly the Philippine Central Depository) ("PDTC"), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current system of the PDTC, only participants (brokers and custodians) are recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participant is the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee.
- Out of the PCD Nominee Corporation account, "The Hongkong and Shanghai Banking Corp. Ltd. -Clients' Acct.", "Standard Chartered Bank" and "Citibank N.A." hold for various trust accounts the following shares of the Corporation as of March 31, 2023:

	<u>No. of shares</u>	<u>% to Outstanding</u>
The Hongkong and Shanghai Banking Corp. Ltd. -Clients' Acct.	269,439,841	12.37%
Standard Chartered Bank	223,007,877	10.23%
Citibank N.A.	167,513,384	7.68%

Voting instructions may be provided by the beneficial owners of the shares.

2. Security Ownership of Management as of March 31, 2023

Title of Class	Name of beneficial Owner	Position	Amount & nature of beneficial ownership (Direct)	Citizenship	% to Total Outstanding
Named Executive Officers ¹					
Common	1. James L. Go	Director, Chairman Emeritus	1,148,001	Filipino	0.05%
Common	2. Lance Y. Gokongwei	Director, Chairman	913,235	Filipino	0.04%
Common	3. Irwin C. Lee	President and Chief Executive Officer	400,001	Filipino	0.02%
Common	4. Anna Milagros D. David	Chief Marketing Officer	49,630	Filipino	*
	Sub-Total		<u>2,510,867</u>		<u>0.11%</u>
Other Directors and Executive Officers					
Common	5. Patrick Henry C. Go	Director, Executive Vice President	45,540	Filipino	*
Common	6. Johnson Robert G. Go, Jr.	Director	1	Filipino	*
Common	7. Antonio Jose U. Periquet, Jr.	Independent Director	500,000	Filipino	0.02%
Common	8. Cesar V. Purisima	Independent Director	1	Filipino	*
Common	9. Christine Marie B. Angco	Independent Director	1	Singaporean	*
Common	10. Rizalina G. Mantaring	Independent Director	7,401	Filipino	*
Common	11. Evelyn C. Ng	Chief Financial Officer	10,400	Filipino	*
Common	12. Jose Miguel T. Manalang	Director, Strategy and Investor Relations	3,000	Filipino	*
	Sub-Total		<u>566,344</u>		<u>0.02%</u>
<u>All directors and executive officers as a group unnamed</u>			<u>3,077,211</u>		<u>0.13%</u>

Notes:

- As defined under Part IV (B) (1) (b) of Annex “C” of SRC Rule 12, the “named executive officers” to be listed refer to the Chief Executive Officer and those that are the four (4) most highly compensated executive officers as of March 31, 2023.

* less than 0.01%

3. Shares owned by foreigners

The total number of shares owned by foreigners as of March 31, 2023 is 546,012,054 common shares.

4. Voting Trust Holders of 5% or more as of March 31, 2023

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

5. Changes in Control

There has been no change in the control of the Corporation since the beginning of its last fiscal year.

Information as of March 31, 2023 on “Security Ownership of Certain Beneficial Owners and Management” is found on Item 12, pages 36 to 37 of the Management Report.

Item 5. Directors and Executive Officers

(a) Directors and Executive Officers

Information required hereunder is incorporated by reference to the section entitled “Directors and Executive Officers of the Registrant” on Item 10, pages 29 to 34 of the Management Report.

(b) Board Nomination and Election Policy

The Corporate Governance and Sustainability Committee shall oversee the process for the nomination and election of the Board of Directors.

The Corporate Governance and Sustainability Committee shall pre-screen and shortlist all candidates nominated to become members of the Board of Directors in accordance with the list of qualifications and disqualifications as defined in the Corporation's Revised Corporate Governance Manual with due consideration of the requirements of the Revised Corporation Code, the Securities Regulation Code ("SRC"), the Code of Corporate Governance and relevant SEC Circulars such as the SEC Memorandum Circular No. 16, Series of 2002, the SEC Memorandum Circular No. 19, Series of 2016, as may be amended, relating to the Board of Directors.

The list of the nominees for directors as determined by the Corporate Governance and Sustainability Committee shall be final and no other nomination shall be entertained or allowed after the final list of nominees is prepared.

The members of the Corporate Governance and Sustainability Committee of the Corporation are the following:

1. Antonio Jose U. Periquet, Jr. (Chairman)
2. Cesar V. Purisima (Independent Director)
3. Christine Marie B. Angco (Independent Director)

The following individuals have been nominated for election as directors, including independent directors, at the Annual Meeting of Stockholders on May 15, 2023:

1. James L. Go
2. Lance Y. Gokongwei
3. Patrick Henry C. Go
4. Johnson Robert G. Go, Jr.
5. Irwin C. Lee
6. Cesar V. Purisima (Independent)
7. Rizalina G. Mantaring (Independent)
8. Christine Marie B. Angco (Independent)
9. Antonio Jose U. Periquet, Jr. (Independent)

(c) Independent Directors

The Corporation has adopted the provisions of SRC Rule 38 on the nomination and election of independent directors and the Amended By-Laws of the Corporation substantially state the requirements on the nomination and election of independent directors set forth in SRC Rule 38.

Presented below is the Final List of Candidates for Independent Directors:

1. Cesar V. Purisima has been an independent director of URC since May 30, 2018. He is also an independent director of Ayala Corporation, Ayala Land, Inc., Jollibee Foods Corporation, Bank of the Philippine Islands, and BPI Capital Corporation. He is a member of the Board of Advisors of ABS-CBN Corporation. He is also a founding partner of Ikhlas Capital Singapore Pte. Ltd., a pan-ASEAN private equity platform. He is a member of the Board of AIA Group Limited, a member of the Global Advisory Council of Sumitomo Mitsui Banking Corporation, and a member of Singapore Management University's International Advisory Council in the Philippines. He is also a member of the board of trustees the

International School of Manila. He is an Asia Fellow at the Milken Institute, a global, non-profit, on-partisan think tank. He served in the government of the Philippines as Secretary of Finance and Chair of Economic Development Cluster of the President's Cabinet from July 2010 to June 2016 and as Secretary of Trade and Industry from January 2004 to February 2005. He also previously served on the boards of a number of government institutions, including as a member of the Monetary Board of the Bangko Sentral ng Pilipinas (BSP), Governor of the Asian Development Bank and World Bank for the Philippines, Alternate Governor of the International Monetary Fund for the Philippines, and Chairman of the Land Bank of the Philippines. Under his leadership, the Philippines received its first investment-grade ratings. He was named Finance Minister of the Year seven times in six consecutive years by a number of publications, a first for the Philippines. Prior to serving the government, Mr. Purisima was the Chairman & Country Managing Partner of the Philippines' largest professional services firm SGC & Co. He was conferred the Chevalier dans l'Ordre national de la Legion d'Honneur (Knight of the National Order of the Legion of Honour) by the President of the French Republic in 2017, the Order of Lakandula, Rank of Grand Cross (Bayani) by the President of the Philippines in 2016, and the Chevalier de l'Ordre national du Merite (Knight of the National Order of Merit) by the President of the French Republic in 2001. Mr. Purisima is a certified public accountant and has extensive experience in public accounting both in the Philippines and abroad. Mr. Purisima obtained his Bachelor of Science in Commerce (Majors in Accounting & Management of Financial Institutions) degree from De La Salle University (Manila) in 1979, Master of Management degree from J.L. Kellogg Graduate School of Management, Northwestern University in 1983 and Doctor of Humanities honoris causa degree from Angeles University Foundation (Philippines) in 2012.

2. Rizalina G. Mantaring has been an independent director of URC since August 13, 2020. She was the Chief Executive Officer and Country Head of Sun Life Financial Philippines until her retirement in June 2018. She assumed the chairmanship of Sun Life Financial Philippine Holding Co. until she stepped down in August 2019. She is also an independent director of Ayala Corporation Inc., Ayala Land, Inc., First Philippine Holdings Corporation Inc., PHINMA Corporation, East Asia Computer Center Inc., Maxicare Healthcare Corporation, and GoTyme Bank. She is also a director of Sun Life Grepa Financial Inc. Among her other affiliations are as a member of the Board of Trustees of the Makati Business Club, and Philippine Business for Education. She was also President of the Management Association of the Philippines and the Philippine Life Insurance Association. She is a recipient of the Asia Talent Management Award in the Asia Business Leaders Award 2017 organized by the global business news network CNBC, among other prestigious awards. She was selected as one of the 100 Most Outstanding Alumni of the past century 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. She 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.

3. Christine Marie B. Angco has been an independent director of URC since August 13, 2020. Prior to joining URC, she has spent 25 years in the multinational FMCG Corporation, Procter & Gamble. She was a Vice President and General Manager for several health and beauty-oriented categories handling businesses across Asia-Pacific countries, with profit & loss responsibility and organizational leadership of large diverse multi-cultural teams across Japan, Korea, Australia, Singapore, India, Philippines, Malaysia, Thailand, Vietnam, and Indonesia. She is also a member of the Board of Trustees of PhilDev, a non-governmental organization focused on education and entrepreneurship development in the Philippines. She is also a director of Applied Behavior Consultants (ABC) Center which focuses on early intervention for children with autism. She obtained her Bachelors of Science degree in Management Engineering (Magna Cum Laude) from the Ateneo de Manila University.

4. Antonio Jose U. Periquet, Jr. has been an independent director of URC since May 13, 2021. He is the Chairman and CEO of AB Capital & Investment Corporation, and Chairman of the Campden

Hill Group, Inc. Mr. Periquet is also an independent director of the Max's Group of Companies, Philippine Seven Corporation and Semirara Mining and Power Corporation, and a Board Advisor to the Bank of the Philippine Islands, DMCI Holdings Corporation and ABS-CBN Corporation. He is a trustee of Lyceum University of the Philippines and a member of the Dean's Global Advisory Council at the University of Virginia's Darden School of Business. Mr. Periquet holds a Bachelor of Arts in Economics degree from the Ateneo de Manila University, a Master of Science degree in Economics from Oxford University, and an MBA from the Darden School of Business, University of Virginia.

In accordance with SEC Memorandum Circular No. 5, Series of 2017, the Certifications of Independent Directors executed by the aforementioned candidates for independent directors of the Corporation are attached hereto as Annex "A" (Cesar V. Purisima), Annex "B" (Rizalina G. Mantaring), Annex "C" (Christine Marie B. Angco), and Annex "D" (Antonio Jose U. Periquet, Jr.).

The nominees for Independent Directors were nominated by JG Summit Holdings, Inc., the controlling shareholder of the Corporation owning 55.78% of the Corporation's total outstanding capital stock as of March 31, 2023. JG Summit Holdings, Inc. has no relationship with Mr. Cesar V. Purisima, Rizalina G. Mantaring, Christine Marie B. Angco, and Antonio Jose U. Periquet, the nominees for independent directors of the Corporation.

(d) Significant Employees

There are no persons who are not executive officers of the Corporation who are expected by the Corporation to make a significant contribution to the business.

(e) Family Relationships

James L. Go, Chairman Emeritus, is the uncle of Lance Y. Gokongwei, Chairman, and directors Patrick Henry C. Go, and Johnson Robert G. Go, Jr. Lance Y. Gokongwei, Patrick Henry C. Go, and Johnson Robert G. Go, Jr. are cousins. Except for the foregoing, there are no known family relationships between the current members of the Board and key officers.

(f) Involvement in Certain Legal Proceedings of Directors and Executive Officers

To the best of the Corporation's knowledge and belief and after due inquiry, and except as otherwise disclosed, none of the Corporation's directors, nominees for election as director, or executive officer in the past five (5) years up to the date of this report:

1. have had any 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 a two year period of that time;
2. have been convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offenses;
3. have been subjected 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 their involvement in any type of business, securities, commodities or banking activities; or
4. been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine Securities and Exchange Commission (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.

(g) Trainings and Continuing Education Programs for the Directors and Key Officers

The Corporation has organized several programs for the continuing education and training of its directors and key officers. For 2022, the focus of the programs was specific core values of Entrepreneurial Mindset, Customer-Centricity and Stewardship. The directors and key officers of the Corporation attended the following online seminars for at least four (4) hours of Corporate Governance Training¹:

Date	Topic	Attendees
June 16, 2022 October 17, 2022	<ol style="list-style-type: none"> 1. Welcome to the Metaverse: How customers will interact in the future. 2. The Filipino Customer, Post Covid 3. Design Thinking and Prototyping in Creating Great Customer Experiences 4. How Deep Customer Understanding Leads to Customer Love 5. Customer-led Production Innovation in URC 6. Peddlr 7. Customer Metrics that Matter 8. How Southeast Asia’s Largest Car E-Commerce Platform Solves Car Shopping Pain Points 9. The Six Worker Archetypes for the World Ahead 10. Data in All It Does: The Grab Story 11. Technology to Enhance the Customer Journey 	Lance Y. Gokongwei Irwin C. Lee Johnson Robert G. Go, Jr. Cesar V. Purisima Rizalina G. Mantaring Christine Marie B. Angco Antonio Jose U. Periquet, Jr. Maria Celia H. Fernandez-Estavillo Andrea Claire G. Alcancia Anna Milagros D. David Evelyn C. Ng Elisa O. Abalajon Krishna Mohan Suri Rhodora T. Lao Ma. Socorro ML. Banting Karen Therese C. Salgado Charles Bernard A. Tañega Jose Miguel T. Manalang
September 6 to 8, 2022	<ol style="list-style-type: none"> 1. The Business case for Sustainability 2. Sustainability, Climate Change and Finance 3. What is your Circularity Strategy? 4. Fair Process Leadership for High Performance Governance and Stakeholder Engagement 	James L. Go Lance Y. Gokongwei Patrick Henry C. Go Francisco M. Del Mundo David J. Lim, Jr. Maria Celia H. Fernandez-Estavillo

Other directors² and officers of the Corporation, as may be applicable, had also separately attended at least four (4) hours of Corporate Governance trainings and seminars provided by other companies in which they hold office as directors, and/or by the SEC and the Philippine Stock Exchange.

(h) Certain Relationships and Related Party Transactions

¹ Awaiting approval of the application for accreditation filed with the SEC.

² Mr. James L. Go has been granted permanent exemption from the Corporate Governance Training requirement as stated in the Letter dated November 12, 2015 from the SEC Corporate Governance and Finance Department.

1. Related Party Transactions with its Major Stockholder, Subsidiaries, and Joint Venture Companies

The Corporation, in the regular conduct of its business, had engaged in transactions with its major stockholder, JG Summit Holdings Inc., its subsidiaries, and joint venture companies. See Note 35 (Related Party Transactions) of the Notes to the Consolidated Financial Statements as of March 31, 2023 on page 145 of the Management Report.

Information on the parent of the Corporation, the basis of control, and the percentage of voting securities owned as of March 31, 2023:

<u>Parent Company</u>	<u>Number of Shares Held</u>	<u>% Held</u>
JG Summit Holdings, Inc.	1,215,223,061	55.78%

2. Directors' Disclosures on Self-Dealing and Related Party Transactions

No transaction, without proper disclosure, was undertaken by the Corporation in which any director, executive officer, or any nominee for election as director was involved or had a direct or indirect material interest.

Directors, officers and employees of the Corporation are required to promptly disclose any business or family-related transactions with the Corporation to ensure that potential conflicts of interest are surfaced and brought to the attention of management.

(i) Appraisals and Performance Report for the Board

The attendance of the directors at the meetings of the Board of Directors held in 2022 is as follows:

Directors	No. of Board Meetings Attended/Held	Attendance Percentage
James L. Go	4/4	100%
Lance Y. Gokongwei	4/4	100%
Irwin C. Lee	4/4	100%
Patrick Henry C. Go	4/4	100%
Johnson Robert G. Go, Jr.	4/4	100%
Antonio Jose U. Periquet, Jr.	4/4	100%
Cesar V. Purisima	4/4	100%
Rizalina G. Mantaring	4/4	100%
Christine Marie B. Angco	4/4	100%

The incumbent members of the Audit Committee of the Corporation and their attendance at meetings held in 2022 are as follows:

Audit Committee Members	Position	No. of Committee Meetings Attended/Held	Attendance Percentage
Cesar V. Purisima	Chair	4/4	100%
Antonio Jose U. Periquet, Jr.	Member	4/4	100%
Rizalina G. Mantaring	Member	4/4	100%
James L. Go	Advisory Member	4/4	100%

The incumbent members of the Board Risk Oversight Committee of the Corporation and their attendance at meetings held in 2022 are as follows:

Board Risk Oversight Committee Members	Position	No. of Committee Meetings Attended/Held	Attendance Percentage
Rizalina G. Mantaring	Chair	2/2	100%
Cesar V. Purisima	Member	2/2	100%
Christine Marie B. Angco	Member	2/2	100%
Irwin C. Lee	Member	2/2	100%

The incumbent members of the Related Party Transactions Committee of the Corporation and their attendance at meetings held in 2022 are as follows:

Related Party Transactions Committee Members	Position	No. of Committee Meetings Attended/Held	Attendance Percentage
Christine Marie B. Angco	Chair	3/3	100%
Antonio Jose U. Periquet, Jr.	Member	3/3	100%
Rizalina G. Mantaring	Member	3/3	100%

The incumbent members of the Corporate Governance and Sustainability Committee of the Corporation and their attendance at meetings held in 2022 are as follows:

Corporate Governance and Sustainability Committee Members	Position	No. of Committee Meetings Attended/Held	Attendance Percentage
Antonio Jose U. Periquet, Jr.	Chair	2/2	100%
Cesar V. Purisima	Member	2/2	100%
Christine Marie B. Angco	Member	2/2	100%

The Board has established committees to assist in exercising its authority in monitoring the performance of the Corporation in accordance with its Revised Corporate Governance Manual, Code of Business Conduct, and related SEC Circulars.

The Corporate Governance and Sustainability Committee of the Corporation oversees the performance evaluation of the Board and its committees and management. Pursuant to its mandate under the Revised Corporate Governance Manual of the Corporation, the Corporate Governance and Sustainability Committee shall conduct an annual self-evaluation of its performance. Based on the results of the performance assessment, the Committee shall formulate and implement plans to improve its performance. These may include the identification of relevant training needs intended to keep the members up to date with corporate governance best practices, accounting and auditing standards, as well as specific areas of concern. The Corporation has also engaged Good Governance Advocates and Practitioners of the Philippines (“GGAPP”), an independent association of corporate governance practitioners, to support the board performance self-assessment exercise.

Item 6. Compensation of Directors and Executive Officers

(a) Summary Compensation Table

On March 28, 2023, the Board of Directors approved the estimated compensation for 2023 of the Corporation's Chief Executive Officer (CEO) and the four (4) most highly compensated executive officers. The following tables list the names of the CEO and the four most highly compensated executive officers and summarizes their aggregate compensation for the two most recent years and the ensuing year.

Name	Estimated 2023			
	Salary	Bonus	Others ¹	Total
A. CEO and Four (4) most highly compensated executive officers (i) James L. Go – Chairman Emeritus (ii) Lance Y. Gokongwei – Chairman (iii) Irwin C. Lee – President and Chief Executive Officer (iv) Anna Milagros D. David – Chief Marketing Officer (v) Francisco M. Del Mundo – Chief Investments, Strategy, and Corporate Services Officer Chief Financial Officer	₱115,356,670	₱600,000	₱300,000	₱ 116,256,670
B. All other officers and directors as a group unnamed	₱ 266,425,171	₱4,800,000	₱2,940,000.00	₱ 274,165,171

¹ Includes per diem of directors

Name	Actual 2022			
	Salary	Bonus	Others ¹	Total
A. CEO and Four (4) most highly compensated executive officers (i) James L. Go – Chairman Emeritus (ii) Lance Y. Gokongwei – Chairman (iii) Irwin C. Lee – President and Chief Executive Officer (iv) Anna Milagros D. David – Chief Marketing Officer (v) Francisco M. Del Mundo – Chief Financial Officer	₱110,329,382	₱500,000	₱265,000	₱ 111,094,382
B. All other officers and directors as a group unnamed	₱ 260,311,388	₱4,000,000	₱2,685,000.00	₱ 266,996,388

¹ Includes per diem of directors

Name	Actual 2021			
	Salary	Bonus	Others ¹	Total
A. CEO and Four (4) most highly compensated executive officers (vi) James L. Go – Chairman Emeritus (vii) Lance Y. Gokongwei – Chairman (viii) Irwin C. Lee – President and Chief Executive Officer (ix) Anna Milagros D. David – Chief Marketing Officer (x) Maria Celia H. Fernandez-Estavillo Chief Legal Counsel and Corporate Secretary	₱105,559,388	₱500,000	₱250,000	₱ 106,309,388
B. All other officers and directors as a group unnamed	₱ 253,998,095	₱4,000,000	₱2,450,000.00	₱ 260,448,095

¹ Includes per diem of directors

(b) Compensation of Directors

1. Standard Arrangements

The Corporation has established a policy for determining the remuneration of directors and officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates, including disallowing any director to decide his remuneration. Other than payment of reasonable per diem and retainer fees, there are no standard arrangements pursuant to which directors of the Corporation are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed fiscal year and the ensuing year.

In compliance with the requirements under Section 49 of the Revised Corporation Code in connection with the submission of a compensation report prepared in the form as the SEC may prescribe, the table below shows the compensation received by the directors of the Corporation for the year 2022, comprised of the retainer fees and the reasonable per diems for attending meetings, and which is incorporated in the above Summary Compensation Table:

Director	Retainer Fee	Per Diem		Total
		Board Meetings	Committee Meetings	
1. James L. Go	500,000.00	210,000.00	105,000.00	815,000.00
2. Lance Y. Gokongwei	500,000.00	210,000.00	-	710,000.00
3. Irwin C. Lee	500,000.00	210,000.00	55,000.00	765,000.00
4. Patrick Henry C. Go	500,000.00	210,000.00	-	710,000.00
5. Johnson Robert G. Go, Jr.	500,000.00	210,000.00	-	710,000.00
6. Cesar V. Purisima	500,000.00	210,000.00	215,000.00	925,000.00
7. Antonio Jose U. Periquet, Jr.	500,000.00	210,000.00	245,000.00	955,000.00
8. Rizalina G. Mantaring	500,000.00	210,000.00	245,000.00	955,000.00
9. Christine Marie B. Angco	500,000.00	210,000.00	195,000.00	905,000.00
TOTAL	4,500,000.00	1,890,000.00	1,060,000.00	7,450,000.00

2. Other Arrangements

There are no other arrangements pursuant to which any director of the Corporation was compensated, or is to be compensated, directly or indirectly, during the Corporation's last completed fiscal year, and the ensuing year, for any service provided as a director.

(c) Employment Contracts and Termination of Employment and Change-in-Control Arrangement

There are no special employment contracts between the Corporation and the named executive officers.

There are no compensatory plans or arrangement with respect to a named executive officer.

(d) Warrants and Options Outstanding

There are no outstanding warrants or options held by the Corporation's Chief Executive Officer, the named executive officers, and all officers and directors as a group.

Item 7. Independent Public Accountant

The Corporation's independent public accountant is the accounting firm of SyCip, Gorres, Velayo & Co. The same accounting firm will be nominated for reappointment for the current fiscal year at the annual meeting of stockholders. The representatives of the principal accountant have always been present at prior years' meetings and are expected to be present at the current year's annual meeting of stockholders. They may also make a statement and respond to appropriate questions with respect to matters for which their services were engaged.

The current handling partner of SGV & Co. has been engaged by the Corporation as of the fiscal year 2015 and is expected to be rotated every seven (7) years in accordance with SRC Rule 68, as amended.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 8. None.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Items 9 - 14. None.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The following are included in the agenda of the Annual Meeting of Stockholders for the approval of the stockholders:

1. Proof of notice of the meeting and existence of a quorum.
2. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 11, 2022.
3. Presentation of annual report and approval of the financial statements for the preceding year.
4. Election of Board of Directors.
5. Appointment of External Auditor.
6. Ratification of the acts of the Board of Directors and its committees, officers and management.
7. Consideration of such other matters as may properly come during the meeting.
8. Adjournment.

The matters approved and recorded in the Minutes of the Annual Meeting of the Stockholders last May 11, 2022 are as follows:

1. Proof of notice of the meeting and existence of a quorum.
2. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 13, 2021.
3. Presentation of annual report and approval of the financial statements for the preceding year.
4. Election of Board of Directors.
5. Appointment of External Auditor.
6. Ratification of the acts of the Board of Directors and its committees, officers and management.

7. Consideration of such other matters as may properly come during the meeting.
8. Adjournment.

The Annual Meeting of the Stockholders was held on May 11, 2022 by remote communication and was attended by shareholders, the Board of Directors, and by various officers of the Corporation. The shareholders were allowed to cast their votes by proxy or *in absentia* on each agenda item presented to them for approval, with the number of votes approving each agenda item presented at the meeting and indicated in their respective sections in the Minutes. The shareholders were also given the opportunity to send in their questions, express opinions, and make suggestions on various issues related to the Corporation by electronic mail. The Corporation received questions and provided responses which are indicated in the section on “Consideration of Other Matters” in the Minutes. The Minutes of the Annual Meeting of the Stockholders held on May 11, 2022 may be viewed and/or downloaded at <https://bit.ly/URCASMMMinutes2022>.

Brief description of material matters approved by the Board of Directors and Management and disclosed to the SEC and PSE since the last Annual Meeting of Stockholders on May 11, 2022 for ratification by the stockholders:

1. Appointment of the Chairmen and members of the Board Committees
2. Appointment of officers
3. Extension of the share buyback program
4. Resetting of the Annual Meeting of the Stockholders
5. Setting of April 5, 2023 as the record date for the Annual Meeting.
6. Declaration of regular cash dividend

Item 16 – 18. None.

Item 19. Voting Procedures

(a) The vote required for approval or election

Pursuant to Article II, Section 6 of the Amended By-Laws of the Corporation, a majority of the subscribed and outstanding capital, present in person, represented by proxy, or participating in the meeting via remote communication, shall be sufficient at a stockholders' meeting to constitute a quorum for the election of directors and for the transaction of any business whatsoever, except in those cases in which the Revised Corporation Code requires the affirmative vote of a greater proportion. Stockholders casting their votes in absentia, as may be provided for by the Board of Directors, shall also be deemed present for purposes of determining the existence of a quorum. Meetings of the stockholders may be conducted via remote communication, such as by teleconferencing or videoconferencing, subject to such guidelines as may be promulgated by the SEC.

The vote of the stockholders representing a majority of a quorum shall be required to approve any action submitted to the stockholders for approval, except in those cases where the Revised Corporation Code requires the affirmative vote of a greater proportion.

Unless otherwise prescribed by the Revised Corporation Code or by special law, and for legitimate purposes, any provision or matter stated in the articles of incorporation may be amended by a majority vote of the board of directors and the vote or written assent of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, without prejudice to the appraisal right of dissenting stockholders in accordance with the provisions of the Revised Corporation Code.

(b) The method by which votes will be counted

In accordance with Article II, Section 7 of the Amended By-Laws, every stockholder shall be entitled to vote, in person or by proxy, or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors, for each share of stock held by him, which has voting power upon the matter in question.

Article II, Section 9 of the Amended By-Laws also provides that stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy, duly given in writing and duly presented to and received by the Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, except such period shall be reduced to one (1) working day for meetings that are adjourned due to lack of the necessary quorum. No proxy bearing a signature which is not legally acknowledged by the Secretary shall be honored at the meetings. Proxies shall be valid and effective for five (5) years, unless the proxy provides for a shorter period, and shall be suspended for any meeting wherein the stockholder appears in person.

Article II, Section 8 of the Amended By-Laws also provides that the directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for the year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, or via remote communication or in absentia, electronically or otherwise, as may be provided for by the Board of Directors, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes as the same principle among as many number of candidates.

Sections 23 and 57 of the Revised Corporation Code provides that the Corporation may allow a stockholder to cast his vote *in absentia* via modes which the Corporation shall establish, taking into account the Corporation's scale, number of shareholders or members, structure and other factors consistent with the basic right of corporate suffrage.

Pursuant to Article IV, Section 9 of the Amended By-Laws, the Secretary shall record all the votes and proceedings of the stockholders and of the directors in a book kept for that purpose.

Item 20. Participation of Stockholders by Remote Communication

In support of the efforts to contain the outbreak of COVID-19 and to ensure the safety and welfare of its stockholders, directors, officers, and employees, the Corporation will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication. The livestream of the meeting shall be viewable at the following web address: <https://bit.ly/URCASM2023>.

In order for the Corporation to properly conduct validation procedures, stockholders who have not sent their proxies or voted *in absentia* who wish to participate via remote communication must notify the Corporation by email to corporate.secretary@urc.com.ph on or before May 5, 2023.

Please refer to Annex "E" for the detailed guidelines for participation via remote communication and the procedure for registration and casting votes *in absentia*.

Market Price for the Corporation's Common Equity and Related Stockholder Matters

The information on market prices, holders, dividends and other related stockholder matters as of March 31, 2023 are incorporated by reference to page 12 to 14 of the Management Report.

Additional Information Required by the SEC Pursuant to paragraph (4) of SRC Rule 20 (Disclosures to Stockholders Prior to Meeting)

Additional information as of March 31, 2023 are as follows:

1. Market Price

Quarter period January to March 2023	<u>High</u> ₱149.00	<u>Low</u> ₱134.10
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The market price of the Corporation's common equity as of April 12, 2023 is **₱143.10**.

2. The number of shareholders of record as of March 31, 2023 was 999.

Common shares outstanding as of March 31, 2022 were 2,178,507,618 with a par value of ₱1.00 per share.

3. List of the Top 20 Stockholders of the Corporation as of March 31, 2023

	Name of Stockholder	Number of Shares Held	Approximate % to Total Outstanding Common Stock
1.	JG Summit Holdings, Inc.	1,215,223,061	55.78%
2.	PCD Nominee Corporation (Non-Filipino)	523,338,046	24.02%
3.	PCD Nominee Corporation (Filipino)	404,039,396	18.54%
4.	Social Security System	19,483,700	0.89%
5.	Toccata Securities Pty. Ltd (Account 1)	5,035,541	0.23%
	Toccata Securities Pty. Ltd (Account 2)	5,035,541	0.23%
	Toccata Securities Pty. Ltd (Account 3)	5,035,541	0.23%
6.	Social Security System assigned to Mandatory Provident Fund	2,264,300	0.10%
7.	Litton Mills, Inc.	2,237,434	0.10%
8.	Hopkins Securities Pty. Ltd. (Account 1)	1,888,328	0.87%
	Hopkins Securities Pty. Ltd. (Account 2)	1,888,328	0.87%
	Hopkins Securities Pty. Ltd. (Account 3)	1,888,328	0.87%
	Hopkins Securities Pty. Ltd. (Account 4)	1,888,328	0.87%
9.	Social Security System assigned to Employees Compensation Fund	1,587,900	0.07%
10.	Lisa Gokongwei Cheng	988,234	0.04%
	Robina Gokongwei Pe	988,234	0.04%
11.	RBC-TIG ATF TA#030-172-530121	576,295	0.03%
12.	RBC-TIG ATF TA#030-172-530113	575,800	0.03%
	RBC-TIG ATF TA#030-172-530122	575,800	0.03%
13.	Lance Yu Gokongwei	413,234	0.02%
14.	Marcia Yu Gokongwei	413,233	0.02%
	Faith Gokongwei Lim	413,233	0.02%
	Hope Gokongwei Tang	413,233	0.02%
15.	Quality Investments & Sec Corp	400,143	0.02%
16.	JG Summit Capital Services Corporation	380,765	0.02%
17.	Gilbert U. Du and/or Fe Socorro R. Du	188,485	0.02%

	Name of Stockholder	Number of Shares Held	Approximate % to Total Outstanding Common Stock
18.	Pedro Sen	75,900	0.01%
19.	Phimco Industries Provident Fund	72,864	0.00%
20.	Joseph Estrada	72,105	0.00%

Discussion on compliance with leading practices on corporate governance

The Corporation adheres to the principles and practices of good corporate governance, as embodied in its Corporate Governance Manual, Code of Business Conduct, and related SEC Circulars.

On December 16, 2020, the Board of Directors approved the additional revisions made to the Revised Corporate Governance Manual of the Corporation in accordance with SEC Memorandum Circular No. 19, Series of 2016. The Revised Corporate Governance Manual was filed with the SEC on December 22, 2020. Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that the Corporation observes good governance and management practices. This is to assure the shareholders that the Corporation conducts its business with the highest level of integrity, transparency and accountability.

SEC Memorandum Circular No. 15, Series of 2017 mandates all listed companies to submit an Integrated Annual Corporate Governance Report (“I-ACGR”) on May 30 of the following year for every year that the company remains listed in the PSE.

PSE Memorandum Circular CN No. 2017-0079 provides that the I-ACGR effectively supersedes the SEC’s Annual Corporate Governance Report and the PSE’s Corporate Governance Disclosure Report.

The Corporation likewise consistently strives to raise its financial reporting standards by adopting and implementing prescribed Philippine Financial Reporting Standards.

UNIVERSAL ROBINA CORPORATION, AS REGISTRANT, WILL PROVIDE WITHOUT CHARGE, UPON WRITTEN REQUEST, A COPY OF THE REGISTRANT’S ANNUAL REPORT ON SEC FORM 17-A. SUCH WRITTEN REQUESTS SHOULD BE DIRECTED TO THE OFFICE OF THE CORPORATE SECRETARY, 40/F ROBINSONS EQUITABLE TOWER, ADB AVENUE CORNER POVEDA ST., ORTIGAS CENTER, PASIG CITY, METRO MANILA, PHILIPPINES.

SIGNATURE PAGE

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 Pasig on April 12, 2023.

UNIVERSAL ROBINA CORPORATION


Maria Celia H. Fernandez-Estavillo
Corporate Secretary

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **CESAR V. PURISIMA**, Filipino, of legal age and a resident of 1567 Cypress Street, Dasmaringas Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Universal Robina Corporation and have been its independent director since May 30, 2018.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
ABS-CBN Corporation	Board of Advisor	Present
AIA Group Limited	Director	Present
Ayala Land, Inc.	Independent Director	Present
Ayala Corporation	Independent Director	Present
Asian Institute of Management	Executive-in-Residence	Present
Bank of the Philippine Islands	Independent Director	Present
BPI Capital Corporation	Independent Director	Present
International School, Manila	Member, Board of Trustees	Present
Ikhlas Capital Singapore Pte. Ltd.	Non-executive Director	Present
Jollibee Foods Corporation	Independent Director	Present
Milken Institute	Asia Fellow	Present
Singapore Management University	Member, International Advisory Council (Phils.)	Present
Sumitomo Mitsui Banking Corporation	Member, Global Advisory Council	Present
Unistar Credit and Finance Corporation	Independent Non-Executive Director	Present

I am not affiliated with any Government-owned and Controlled corporations.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Universal Robina Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of Universal Robina Corporation and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

Name of director/officer/substantial shareholder	Company	Nature of relationship
N/A	N/A	N/A


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

Offense charged/investigated	Tribunal or agency involved	Status
N/A	N/A	N/A

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


7. I shall inform the Corporate Secretary of Universal Robina Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this 28 MAR 2023 at _____.


CESAR V. PURISIMA
Affiant

SUBSCRIBED AND SWORN to before me on the date and place first above written; affiant exhibiting to me his SSS ID No. 03-1219511-1 as his competent evidence of identity.

Doc No. 269
Page No. 53
Book No. 12
Series of 2023.


ANDRE RIAL B. BUZETA-ACERO
Notary Public for Pasig, San Juan, and Pateros
Notarial Commission No. 134 valid until December 31, 2024
40th Floor Robinsons Equitable Tower, ADV Ave.
cor. Poveda Road, Ortigas Center, Pasig City 1605
Roll of Attorneys No. 55199
MCLE Compliance No. VII-0015364 valid until April 14, 2025
PTR No. 9573029 / 01-06-2023 / Makati City
IBP Receipt No. 260069 / 12-22-2022 / Rizal Chapter

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **RIZALINA G. MANTARING**, Filipino, of legal age and a resident of No. 12, Vicente Lim St., Ayala Heights, Quezon City, in accordance with law do hereby declare that:

1. I am a nominee for independent director of Universal Robina Corporation and have been its independent director since August 13, 2020.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Ayala Incorporation, Inc.	Independent Director	Present
Ayala Land, Inc.	Independent Director	Present
East Asia Computer Center Inc.	Independent Director	Present
First Philippine Holdings Corporation Inc.	Independent Director	Present
GoTyme Bank	Independent Director	Present
PHINMA Corporation	Independent Director	Present
Maxicare Healthcare Corporation	Independent Director	Present
Sun Life Grepa Financial Inc.	Director	Present
Makati Business Club	Trustee	Present
Philippine Business for Education	Trustee	Present

I am not affiliated with any Government-owned and Controlled corporations.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Universal Robina Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of Universal Robina Corporation and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

Name of director/officer/substantial shareholder	Company	Nature of relationship
N/A	N/A	N/A

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

Offense charged/investigated	Tribunal or agency involved	Status
N/A	N/A	N/A


6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Universal Robina Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this 28 MAR at 2023.


RIZALINA G. MANTARING
Affiant

SUBSCRIBED AND SWORN to before me on the date and place first above written; affiant exhibiting to me her Passport No. P7165828B issued 15 July 2021 at DFA NCR East as her competent evidence of identity.

Doc No. 267
Page No. 5
Book No. p
Series of 2023.


ANDRE RIA B. BUZETA-ACERO
Notary Public for Pasig, San Juan, and Pateros
Notarial Commission No. 134 valid until December 31, 2024
40th Floor Robinsons Equitable Tower, ADV Ave.
cor. Poveda Road, Ortigas Center, Pasig City 1605
Roll of Attorneys No. 55199
MCLE Compliance No. VII-0015364 valid until April 14, 2025
PTR No. 9573029 / 01-06-2023 / Makati City
IBP Receipt No. 260069 / 12-22-2022 / Rizal Chapter

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **CHRISTINE MARIE B. ANGCO**, Singaporean, of legal age and a resident of No. 30, Kabignayan St., Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Universal Robina Corporation and have been its independent director since August 13, 2020.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Applied Behavior Consultants Center	Director	Present
PhilDev Foundation	Trustee	Present

I am not affiliated with any Government-owned and Controlled corporations.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Universal Robina Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of Universal Robina Corporation and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

Name of director/officer/substantial shareholder	Company	Nature of relationship
N/A	N/A	N/A

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

Offense charged/investigated	Tribunal or agency involved	Status
N/A	N/A	N/A

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

7. I shall inform the Corporate Secretary of Universal Robina Corporation of any changes in the abovementioned information within five days from its occurrence.


Done, this 28 MAR 2023 Pasig City


CHRISTINE MARIE B. ANGCO
Affiant

SUBSCRIBED AND SWORN to before me on the date and place first above written; affiant exhibiting to me her PASSPORT ID as her competent evidence of identity.

with No. EG43964J

Doc No. 270;
Page No. 58;
Book No. 6;
Series of 2023.


ANDRE RIA B. BUZETA-ACERO
Notary Public for Pasig, San Juan, and Pateros
Notarial Commission No. 134 valid until December 31, 2024
40th Floor Robinsons Equitable Tower, ADV Ave.
cor. Poveda Road, Ortigas Center, Pasig City 1605
Roll of Attorneys No. 55199
MCLE Compliance No. VII-0015364 valid until April 14, 2025
PTR No. 9573029 / 01-06-2025 / Makati City
IBP Receipt No. 260069 / 12-22-2022 / Rizal Chapter

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ANTONIO JOSE U. PERIQUET, JR.**, Filipino, of legal age and a resident of 27 Banaba Road, Forbes Park South, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Universal Robina Corporation and have been its independent director since May 13, 2021;
2. I am affiliated with the following companies or organizations:

Company/ Organization	Position/ Relationship	Period of Service
AB Capital & Investment Corporation	Chairman and President	2021 – Present
ABS-CBN Corporation	Advisory Board Member	2022 – Present
Albizia Asean Tenggara Fund	Independent director	2015 – Present
Bank of the Philippine Islands	Advisory Board Member	2021 - Present
Campden Hill Advisors, Inc	Chairman	2014 – Present
Campden Hill Group, Inc.	Chairman	2011 – Present
DMCI Holdings, Inc.	Advisory Board Member	2022 – Present
Lyceum University of the Philippines	Trustee	2010 – Present
Max's Group of Companies	Independent director	2014 – Present
Philippine Seven Corporation	Independent director	2010 – Present
Semirara Mining & Power Corporation	Independent director	2019 – Present
Sem-Calaca Power Corporation	Independent director	2020 – Present
Southwest Luzon Power Generation Corporation	Independent director	2020 – Present
The Straits Wine Co. Inc.	Director	2009 – Present

I am not affiliated with any Government-Owned and Controlled Corporation.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Universal Robina Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of Universal Robina Corporation and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

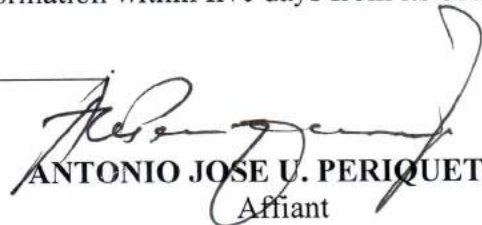
Name of director/officer/ substantial shareholder	Company	Nature of relationship
N/A	N/A	N/A

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

Offense charged/investigated	Tribunal or agency involved	Status
N/A	N/A	N/A


6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Universal Robina Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this 28 MAR 2023 at Pasig City


ANTONIO JOSE U. PERIQUET, JR.
Affiant

SUBSCRIBED AND SWORN to before me on the date and place first above written; affiant exhibiting to me his Passport ID with No. P6023226A as his competent evidence of identity.

Doc No. 268 ;
Page No. 55 ;
Book No. 6 ;
Series of 2023.


ANDRE RIA B. BUZETA-ACERO
Notary Public for Pasig, San Juan, and Pateros
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IBP Receipt No. 260069 / 12-22-2022 / Rizal Chapter

**2023 ANNUAL STOCKHOLDERS’ MEETING
OF
UNIVERSAL ROBINA CORPORATION

REGISTRATION AND PROCEDURE FOR
VOTING *IN ABSENTIA*
AND
PARTICIPATION VIA REMOTE COMMUNICATION**

I. VOTING *IN ABSENTIA*

Universal Robina Corporation (the “Corporation”) has established a procedure for the registration of and voting *in absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code.

1. Stockholders of record as of April 5, 2023 (the “Stockholder/s”) may register by sending an email to corporate.secretary@urc.com.ph with the following supporting documents:
 - a. For individual Stockholders:
 - i. Government-issued identification (ID) of the Stockholder
 - ii. For Stockholders with joint accounts: A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account
 - iii. If holding shares through a broker: The certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder
 - b. For corporate Stockholders:
 - i. Secretary’s Certificate authorizing the designated representative to vote the shares owned by the corporate Stockholder
 - ii. Government-issued identification (ID) of the designated representative
 - iii. If holding shares through a broker: The certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder

Registration shall be open from April 19 to April 26, 2023.

2. Registration shall be validated by the Office of the Corporate Secretary in coordination with the Stock Transfer Agent of the Corporation. Once the Stockholder has been successfully validated, the Stockholder shall be officially registered for the annual meeting and a digital ballot shall be generated for the Stockholder which shall be sent to the email address used by the Stockholder for registration.
3. The registered Stockholder may then proceed to fill out the ballot with the votes. All items in the agenda for approval shall be shown one at a time and the registered Stockholder may vote Yes, No, or Abstain. The vote is considered cast for all the registered Stockholder’s shares.
4. Once voting on all the agenda items is finished, the registered Stockholder is encouraged to review the votes before submitting the ballot. The Stockholder can then proceed to submit the accomplished ballot by clicking the ‘Submit’ button. The Stockholder may choose to have a summary of the votes cast sent to the email address of the registered Stockholder. Once the ballot has been submitted, votes may no longer be changed.

Multiple submissions of the digital ballot under the same Stockholder for the same shares shall be invalidated.

5. Voting *in absentia* shall be open from April 27, 2023 to May 5, 2023.
6. The Office of the Corporate Secretary shall tabulate all votes cast *in absentia* together with the votes cast by proxy, and an independent third party will validate the results.
7. Stockholders who register and vote on the website for voting *in absentia* are hereby deemed to have given their consent to the collection, use, storing, disclosure, transfer, sharing and general processing of their personal data by the Corporation and by any other relevant third party for the purpose of electronic voting *in absentia* for the Annual Stockholders' Meeting and for all other purposes for which the Stockholder can cast his/her/its vote as a stockholder of the Corporation.

II. PARTICIPATION VIA REMOTE COMMUNICATION

1. Stockholders may attend the meeting on May 15, 2023 at 10:30 a.m. via the following livestreaming link: <https://bit.ly/URCASM2023>. The livestream shall be broadcast via Microsoft Teams, which may be accessed either on the web browser or on the Microsoft Teams app. Those who wish to view the livestream may sign in using any Microsoft account or may join the stream anonymously.
2. Stockholders who have not sent their proxies or registered on the voting *in absentia* website ("Unregistered Stockholders") may still attend the meeting through the broadcast link. In order to be counted for the determination of quorum, Unregistered Stockholders are requested to notify the Corporation by e-mail to corporate.secretary@urc.com.ph by May 5, 2023 of their intention to participate in the meeting by remote communication.

For validation purposes, the notification email from the Stockholder shall contain the following:

- a. Government-issued identification (ID) of the Stockholder
 - b. If holding shares through a broker: The certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder
3. For purposes of quorum, only the following Stockholders shall be counted as present:
 - a. Stockholders who have registered and voted *in absentia* before the cutoff date;
 - b. Stockholders who have sent their proxies before the deadline; and
 - c. Stockholders who have notified the Corporation of their intention to participate in the meeting by remote communication before the deadline.
 4. Questions and comments on the items in the agenda may be sent to corporate.secretary@urc.com.ph. Questions or comments received on or before May 5, 2023 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.

Information required by the SEC Pursuant to SRC Rule 20

PART I – BUSINESS AND GENERAL INFORMATION

Item 1. Business

Universal Robina Corporation (URC or the Company) is one of the largest branded food product companies in the Philippines and has established a strong presence in the ASEAN region. URC has the distinction of being called the country's first "Philippine Multinational". The Company was founded in 1954 when Mr. John Gokongwei, Jr. established Universal Corn Products, Inc., a cornstarch manufacturing plant in Pasig. The Company is involved in a wide range of food-related businesses, including the manufacture and distribution of branded consumer foods, production of hogs and poultry, manufacture of animal feeds and veterinary products, flour milling, and sugar milling and refining. URC has also ventured into the renewables business through its Distillery and Cogeneration divisions. In the Philippines, URC is a dominant player with leading market shares in Snacks, Candies, Chocolates, Ready-to-Drink (RTD) and is a competitive player in the Biscuits, Noodles and Coffee categories. URC Sugar division remains to be the largest producer in the country based on capacity, with six mills operating as of December 31, 2022, aided by the purchase of Roxas Holdings, Inc.'s sugar mill, ethanol plant and other investment properties in La Carlota City, Negros Occidental in 2020. The acquisition also allows for operational synergies between La Carlota and URC's existing operations in Sugar and continue in the efforts to support the development of the sugar industry in the Philippines. The Company's financial condition remained solid in the said period despite the acquisition.

No material reclassifications, merger, consolidation, or purchase or sale of significant amount of assets (not ordinary) were made in the past three years (2020-2022) except those mentioned in the succeeding paragraphs. The Company's financial condition has remained solid in the said period.

The Company operates its food business through operating divisions and wholly-owned or majority-owned subsidiaries that are organized into two business segments: branded consumer foods group, and agro-industrial and commodity food group.

Branded consumer foods (BCF) segment, including packaging division, is the Company's largest segment contributing about 71.9% of revenues for the year ended December 31, 2022. Established in the 1960s, the Company's branded consumer foods segment manufactures and distributes a diverse mix of salty snacks, chocolates, candies, biscuits, packaged cakes, beverages and instant noodles. The manufacturing, distribution, sales, and marketing activities of BCF segment are carried out mainly through the Company's branded consumer foods division consisting of snack foods, beverage, and noodles and pasta, although the Company conducts some of its branded consumer foods operations through its majority-owned subsidiaries and joint venture companies. The Company established URC BOPP Packaging and URC Flexible Packaging divisions to engage in the manufacture of bi-axially oriented polypropylene (BOPP) films for packaging companies and flexible packaging materials to cater various URC branded products. Both manufacturing facilities are located in Simlong, Batangas and are ISO 9001:2008 certified for Quality Management Systems.

Majority of URC's consumer foods business are conducted in the Philippines but has expanded more aggressively into other ASEAN markets, primarily through its wholly-owned subsidiary, URC International. In 2021, URC acquired Munchy Food Industries Sdn. Bhd. (Munchy's), one of the leading players in the Biscuits category in Malaysia, which provides a wide variety of offerings across key biscuit segments with well-loved brands including Munchy's Cream Crackers, Lexus Cream Sandwich, Oat Krunch, Muzic Wafer and Choc-O Cookies. The international operations contributed about 21.5% of the Company's sale of goods and services for the year ended December 31, 2022.

The Company's agro-industrial and commodity food group segment operates three divisions: (1) agro-industrial group (AIG), (2) flour division; and (3) sugar and renewable division (SURE). This segment contributed approximately 28.1% of sale of goods and services in 2022.

URC Flour is one of the top three flour millers in the Philippines. It drives the growth of the industry by introducing new products that cater to different flour-based categories such as breads, buns, cakes, noodles, wrappers, biscuits, pizza, cookies and breading mix. It also supplies pasta and flour products to popular quick service restaurants in the country. Its state-of-the-art flour mills and blending facilities allow the division to manufacture customized products to fit the specific needs of its customers.

URC SURE is one of the biggest producers of diversified-sugarcane products in the Philippines. Its core businesses include production and sale of raw and refined sugar, molasses, power, alcohol and liquid carbon dioxide. URC-SURE's focus on improving factory and energy efficiency, product quality and building strong planter relationships are the key factors that helped it become the biggest sugar miller in the Philippines. The diversification into renewables and value-added businesses also gave the Company a long-term competitive advantage in terms of sustaining profitability.

The Company is a core subsidiary of JG Summit Holdings, Inc. (JGSHI), one of the largest and most diversified conglomerates in the Philippines. JGSHI has substantial business interests in air transportation, property development and hotel management, banking and financial services, and petrochemicals (JG Summit owns the only naphtha cracker complex in the country). It also has non-controlling minority stakes in the country's leading telecommunications, power generation and electricity distribution companies, as well as in a leading Singapore property company.

The percentage contribution to the Company's sale of goods and services from continuing operations for each of the three years ended December 31, 2020, 2021 and 2022, by each of the Company's principal business segments is as follows:

	For the Years Ended December 31		
	2020	2021	2022
Branded Consumer Foods Group	73.9%	71.4%	71.9%
Agro-Industrial and Commodity Foods Group	26.1%	28.6%	28.1%
	100.0%	100.0%	100.0%

The geographic percentage distribution of the Company's sale of goods and services from continuing operations for each of the three years ended December 31, 2020, 2021 and 2022 is as follows:

	For the Years Ended December 31		
	2020	2021	2022
Philippines	81.2%	81.0%	78.5%
International	18.8%	19.0%	21.5%
	100.00%	100.00%	100.0%

Customers

None of the Company's businesses is dependent upon a single customer or a few customers that a loss of anyone of them would have a material adverse effect on the Company. The Company has no single customer that, based upon existing orders, will account for 10.0% or more of the Company's total sale of goods and services.

Distribution, Sales and Marketing

The Company has developed an effective nationwide distribution chain and sales network that it believes provide its competitive advantage. The Company sells its branded food products primarily to supermarkets, as well as directly to top wholesalers, large convenience stores, large scale trading companies and regional distributors, which in turn sell its products to other small retailers and down line markets. The URC branded consumer food products are distributed directly to over 300,000 outlets in the Philippines and sold through various retailers and regional distributors.

The branded consumer food products are generally sold by the Company from salesmen to wholesalers or supermarkets, and regional distributors to small retail outlets. 15 to 30-day credit terms are extended to wholesalers, supermarkets and regional distributors.

The Company believes that its emphasis on marketing, product innovation and quality, and strong brand equity has played a key role in its success in achieving leading market shares in the different categories where it competes. In particular, the Company launched “Jack ‘n Jill” as a master umbrella brand for all its snack food products in order to enhance customer recognition. The Company allots a substantial amount of its expenditures to support advertising and branding to differentiate its products and further expand market share both in the Philippines and in its overseas markets. Expenses include funding for advertising campaigns such as television and radio commercials, print and digital advertisements, as well as trade and consumer promotions.

URC Agro-Industrial Group (AIG) constantly provides quality products and services to both trade - modern, specialty pet, agri trade partners - and end consumers alike. Both farms (piggery and poultry) of URC AIG are GAHP (Good Animal Husbandry Practice) certified, and their manufacturing facilities (feeds, veterinary, meat slaughtering/processing) are 100% compliant to Good Manufacturing Practices (GMP). In addition, the meats and eggs brand, Robina Farms, maintains high quality and safety guarantee with its No Hormone and No Antibiotic residue certification. This has allowed AIG to aggressively capture the quality conscious meat and eggs segment of the country as embodied by the Robina Farms brand with its key positioning of Robina-Raised, Family-Safe products. Similarly, AIG’s Feeds business, championed by Uno+, Supremo Gamefowl, and Top Breed Dog brands, have increased its distribution network supported by both the Kabalikat Protect and Kabalikat Farm Program covering Hog and Gamefowl and Kennel stakeholders. These support programs provide the needed technical support and care to animal raisers nationwide through technology transfers specially on biosecurity protocols given the current industry challenges brought by major diseases such as the African Swine Fever (ASF) and Avian Influenza (AI).

URC Flour’s nationwide distribution covers different trade channels such as commodity product dealers, bakery chains and institutional accounts. URC Flour intends to expand its distribution by increasing the number of institutional accounts in key areas and penetrate underserved areas in Southern Luzon. URC has always believed in the huge potential of the local baking industry. Most of its marketing efforts are geared towards promoting local bread consumption and supporting young Filipino bakers through one of its initiatives, URC FLOURish Pilipinas. This innovative learning enhancement program aims to build a nation of entrepreneurs by supporting the skill, talent and passion of young bakers.

URC SURE is well-positioned in the sales and distribution of its products at a competitive price. The Company has developed good and long-standing customer relationships with industrial users, key accounts and traders and has developed a niche market for its premium sugar products.

Competition

The BCF business is highly competitive, with competition varying by country and product category. The Company believes that the principal competitive factors include price, taste, quality, convenience, brand recognition and awareness, advertising and marketing, availability of products and the ability to get its product widely distributed. Generally, the Company faces competition from both local and multinational companies in all of its markets. In the Philippines, major competitors in the market segments in which it competes include Liwayway Marketing Corporation, Republic Biscuit Corporation, Suncrest Foods Inc., Monde Nissin Corporation, Nestle Philippines, Inc., and Mondelez Philippines, Inc. Internationally, major competitors include Mars Inc., Lotte Group, Perfetti Van Melle Group, PT Mayora Indah Tbk, Tan Hiep Phat Beverage Group, Nestlé S.A., PepsiCo, Inc., and Mondelez International, Inc.

URC AIG has re-oriented its business model under three major business segments: Farms, Animal Nutrition and Health; and Food, Drugs and Disinfectants. This reorientation will allow URC AIG to pivot itself towards capturing the new opportunities in the consumer and agricultural segments given the opening up of the economy in the new normal. The market for AIG is now more diverse, ranging from its original agri-based categories such as feeds and veterinary products, to its more consumer-oriented categories such as processed meat under farms, and food, beverages and alcohol under the Food, Drugs and Disinfectants business group. Consistent as before, the market is highly fragmented, competitive, consumer-driven, and principally domestic. The Company is focused and known as a ‘Kabalikat’, sharing best practices with partners and providing total solutions and protection to Filipino consumers nationwide.

The Company’s key competitive factors are brand equity, product quality, affordability, supply availability and reliability. Considering that the three major business segments: Farms, Animal Nutrition and Health; and Food, Drugs and Disinfectants are represented by core products directly and indirectly used by the common household, the said categories are subject to continuous changes particularly customer preferences and lifestyle. Key competitors include San Miguel Corporation, UNAHCO (Unilab Group), Aboitiz Equity Ventures, Inc. (Pilmico), and Bounty Farms.

The Philippine sugar industry is characterized by a strong competition for cane supply. As such, the Company puts a strong emphasis in addressing the needs of the planters so that being identified as “Partner ng Planter”, URC SURE will become the planters’ mill of choice. The Company continues to invest significant capital expenditures every year to improve efficiencies, maximize existing synergies and expand scale.

The flour and baking industry is highly competitive with several millers all over the country. URC Flour is one of the top three millers in the Philippines, as the company continues to build its capacity and capabilities.

Enhancement and Development of New Products

The Company intends to continuously introduce innovative new products, product variants and line extensions in the snackfoods (snacks, biscuits, candies, chocolates and bakery), beverage, and grocery (instant noodles) products. New products launched in the past three years (2020-2022) have seen strong growth and are contributing more than 9% of sales of total Branded Consumer Foods.

The Company supports the rapid growth of the business through line expansion, construction and acquisition of plants.

Raw Materials

A wide variety of raw materials are required in the manufacture of the Company's food products, including corn, wheat, flour, sugar, robusta coffee beans, palm oil and cocoa powder. Some of these materials are purchased domestically while some are imported. The Company also obtains a major portion of its raw materials from its commodity food products segments, such as flour and sugar, and flexible packaging materials from its packaging segment.

For its Animal Nutrition and Health segment, the Company requires a variety of raw materials, including corn grains, soya beans and meals, feed-wheat grains, wheat bran, wheat pollard, soya seeds, rice bran, copra meal and fish meal. The Company purchases corn locally from corn traders and imports feed wheat from suppliers in North America, Australia, Europe and China. Likewise, soya seeds are imported by the Company from the USA.

For its Drugs and Disinfectants segment, the Company sources its major raw materials locally. The key ingredient in alcohol is rectified spirit, which is sourced internally from its distillery plants across the country. For its animal health products, the Company requires a variety of antibiotics and vitamins, which it acquires from suppliers in Europe and Asia. The Company maintains approximately two months physical inventory and one month in-transit inventory for its imported raw materials.

For its Farms segment, the Company requires a variety of raw materials, primarily close-herd breeding stocks. For its poultry business, the Company purchases the parent stock for its layer chicks from Dekalb from Europe and Hy-line from the USA. Robina Farms obtains all of the feeds it requires from its Animal Nutrition and Health segment and substantially all of the minerals and antibiotics from its Drugs and Disinfectants segment as part of its vertical integration. The Company purchases vaccines, medications and nutritional products from a variety of suppliers based on the values of their products.

The Company obtains sugar cane from local farmers. Competition for sugar cane supply is very intense and is a critical success factor for its sugar business. Additional material requirements for the sugar cane milling process are either purchased locally or imported.

The Company generally purchases wheat, the principal raw material for its flour milling and pasta business, from suppliers in the United States, Canada and Australia.

The Company's policy is to maintain a number of suppliers for its raw and packaging materials to ensure a steady supply of quality materials at competitive prices. However, the prices paid for raw materials generally reflect external factors such as weather conditions, commodity market fluctuations, currency fluctuations and the effects of government agricultural programs. The Company believes that alternative sources of supply of the raw materials that it uses are readily available. The Company's policy is to maintain approximately 30 to 110 days of inventory.

Patents, Trademarks, Licenses, Franchises, Concessions or Labor Contract

The Company owns a substantial number of trademarks registered with the Bureau of Trademarks subject to the provisions of Republic Act (RA) 8293 also known as the Intellectual Property Code of the Philippines (IP Code) and recorded with the Intellectual Property Office of the Philippines (IPPHL). In addition, certain trademarks have been strategically registered in other countries in which it operates. These trademarks are important in the aggregate because brand name recognition is a key factor in the success of many of the Company's product lines. Trademark registration is a means to protect these brand names from counterfeiting and infringement.

Trademarks registered under RA 166, also known as the Trademark Law, are registered for twenty years. Upon renewal, these trademarks become subject to the IP Code having a registration period of ten years and renewable thereafter. In general, trademarks in other countries have a ten-year registration which are renewable as well, allowing relatively a lifetime of territorial and limited trademark registration.

The Company also uses brand names under licenses from third parties. These licensing arrangements are generally renewable based on mutual agreement. The Company's licensed brands include Nissin Cup Noodles, Nissin Yakisoba Instant Noodles and Nissin Pasta Express, Vitasoy, Calbee and B'lue, among others.

Licensing agreements are voluntarily registered with the Documentation, Information and Technology Transfer Bureau of the IPPHL.

Regulatory Overview

As manufacturer of consumer food and commodity food products, the Company is required to guarantee that the products are pure and safe for human consumption, and that the Company conforms to standards and quality measures prescribed by the Bureau of Food and Drugs (BFAD).

The Company's sugar mills are licensed to operate by the Sugar Regulatory Administration (SRA) and renew its sugar milling licenses at the start of every crop year. The Company is also registered with the Department of Energy as a manufacturer of bio-ethanol and as a renewable energy developer.

All of the Company's livestock and feed products have been registered with and approved by the Bureau of Animal Industry (BAI), an agency of the Department of Agriculture (DA) which prescribes standards, conducts quality control test of feed samples, and provides technical assistance to farmers and feed millers.

Some of the Company's projects, such as the sugar mill and refinery, bioethanol production, biomass power cogeneration and hog and poultry farm operations, are registered with the Board of Investments (BOI) which allows the Company certain fiscal and non-fiscal incentives.

Effects of Existing or Probable Governmental Regulations on the Business

The Company operates its businesses in a highly regulated environment. These businesses depend upon licenses issued by government authorities or agencies for their operations. The suspension or revocation of such licenses could materially and adversely affect the operation of these businesses.

Research and Development

The Company develops new products and variants of existing product lines, researches new processes and tests new equipment on a regular basis in order to maintain and improve the quality of the Company's food products. In Philippine operations alone, about ₱218 million was spent for research and development activities in 2022 and approximately ₱209 million and ₱193 million in 2021 and 2020, respectively.

The Company has research and development staff for its branded consumer foods and packaging divisions located in its research and development facility in Metro Manila and in each of its manufacturing facilities. In addition, the Company hires experts from all over the world to assist its research and development staff. The Company conducts extensive research and development for new products, line extensions for existing products and for improved production, quality control and packaging as well as customizing products to meet the local needs and tastes in the international markets. The Company's commodity foods segment also utilizes this research and development facility to improve their production and quality control. The Company also strives to capitalize on its existing joint ventures to effect technology transfers.

The Company has a dedicated research and development team for its agro-industrial business that continually explores advancements in feeds, breeding and farming technology. The Company regularly conducts market research and farm-test for all of its products. As a policy, no commercial product is released if it was not tested and used in Robina Farms.

Transactions with Related Parties

The largest shareholder, JGSHI, is one of the largest and most diversified conglomerates listed on the Philippine Stock Exchange. JGSHI provides the Company with certain corporate center services including finance, strategy and development, government affairs, governance and management systems, internal audit, procurement, human resources, general counsel, information technology, and digital transformation office. JGSHI also provides the Company with valuable market expertise in the Philippines as well as intra-group synergies. See Note 32 to Consolidated Financial Statements for Related Party Transactions.

Costs and Effects of Compliance with Environmental Laws

The operations of the Company are subject to various laws and regulations enacted for the protection of the environment, including Philippine Clean Water Act (R.A. No. 9275), Clean Air Act (R.A. No. 8749), Ecological Solid Waste Management Act (R.A. No. 9003), Toxic Substances and Hazardous and Nuclear Wastes Control Act (R.A. No. 6969), Pollution Control Law (R.A. No. 3931, as amended by P.D. 984), the Environmental Impact Statement System (P.D. 1586), Laguna Lake Development Authority (LLDA) Act of 1966 (R.A. No. 4850), Renewable Energy Act (R.A. No. 9513), Electric Power Industry Reform Act (R.A. No. 9136) and Environmental Compliance Certificates (ECCs) requirements of P.D. No. 1586, in accordance with DENR Administrative Order No. 2003-30. The Company believes that it has complied with all applicable environmental laws and regulations, an example of which is the installation of wastewater treatment systems in its various facilities. Compliance with such laws does not have, and, in the Company's opinion, is not expected to have, a material effect upon the Company's capital expenditures, earnings or competitive position. As of December 31, 2022, the Company has invested about ₱475 million in wastewater treatment in its facilities in the Philippines.

Employees and Labor

As of December 31, 2022, the number of permanent full-time employees engaged in the Company's respective businesses is 13,510 and are deployed as follows:

Business	Company or Division	Number
Branded consumer foods	BCF, Packaging Division, URCI, URCCCL, NURC, UBVI, and USVI	9,812
Agro-industrial and commodity foods	Farms, Animal Nutrition and Health; and Food, Drugs and Disinfectants	599
	Sugar	1,171
	Flour	409
	Distillery and Cogeneration	661
Corporate		858
		13,510

For most of the companies and operating divisions, collective bargaining agreements between the relevant representatives of the employees' union and the subsidiary or divisions are in effect. The collective bargaining agreements generally cover a five-year term with a right to renegotiate the economic provisions of the agreement after three years, and contain provisions for annual salary increases, health and insurance benefits, and closed-shop arrangements. The collective bargaining agreements are with 26 different unions. For the year 2022, three (3) collective bargaining agreements were signed and concluded with the labor unions which are as follows: URC SURE - CARSUMCO Rank & File Union (Philippine Agricultural Commercial and Industrial Workers' Union – Trade Union Congress of the Philippines), URC SURE - CARSUMCO Supervisory Union (National Congress of Unions in the Sugar Industry of the Philippines – Trade Union Congress of the Philippines, and URC BCFG Rank & File Union Chapter (Consolidated Workers Union). The Company believes that good labor relations generally exist throughout the Company's subsidiaries and operating divisions.

The Company has a funded, noncontributory defined benefit retirement plan covering all of the regular employees of URC. The plan provides retirement, separation, disability and death benefits to its members. The Company, however, reserves the right to change the rate and amounts of its contribution at any time on account of business necessity or adverse economic conditions. The funds of the plan are administered and managed by the trustees. Retirement cost charged to operations, including net interest cost, amounted to ₱267 million, ₱350 million, and ₱263 million in 2022, 2021, and 2020, respectively.

Risks

The major business risks facing the Company and its subsidiaries are as follows:

1) Competition

The Company and its subsidiaries face competition in all segments of its businesses both in the Philippine market and in international markets where it operates. The Philippine food industry in general is highly competitive. Although the degree of competition and principal competitive factors vary among the different food industry segments in which the Company participates, the Company believes that the principal competitive factors include price, product quality, brand awareness and loyalty, distribution network, proximity of distribution outlets to customers, product variations and new product introductions. (See page 4, *Competition*, for more details)

The Company's ability to compete effectively is due to continuous efforts in sales and marketing of its existing products, development of new products and cost rationalization.

2) Financial Market

The Company has foreign exchange exposure primarily associated with fluctuations in the value of the Philippine Peso against the US dollar and other foreign currencies. Majority of the Company's revenues are denominated in Pesos, while certain of its expenses, including debt services and raw material costs, are denominated in US dollars or based on prices determined in US dollars. In addition, portion of the Company's debt is denominated in foreign currencies. Prudent fund management is employed to minimize effects of fluctuations in interest and currency rates.

3) Raw Materials

The Company's production operations depend upon obtaining adequate supplies of raw materials on a timely basis. In addition, its profitability depends in part on the prices of raw materials since a portion of the Company's raw material requirements is imported, including packaging materials. To mitigate these risks, alternative sources of raw materials are used in the Company's operations and pricing initiative are taken. (See page 5, *Raw Materials*, for more details)

4) *Food Safety Concerns*

The Company's business could be adversely affected by the actual or alleged contamination or deterioration of certain of its flagship products, or of similar products produced by third parties. The risk of contamination or deterioration of its food products exists at each stage of the production cycle, including the purchase and delivery of food raw materials, the processing and packaging of food products, the stocking and delivery of the finished products to its customers, and the storage and display of finished products at the points of final sale. The Company conducts extensive research and development for new products, line extensions for existing products and for improved production, quality control and packaging as well as customizing products to meet the local needs and tastes in the international markets for its food business. For its agro-industrial business, its researchers are continually exploring advancements in breeding and farming technology. The Company regularly conducts market research and farm-test for all of its products. Moreover, the Company ensures that the products are safe for human consumption and that the Company conforms to standards and quality measures prescribed by regulatory bodies such as BFAD, SRA, BAI, and DA.

5) *Mortalities*

The Company's agro-industrial business is subject to risks of outbreaks of various diseases. The Company faces the risk of outbreaks of foot and mouth disease and ASF, which is highly contagious and destructive to susceptible livestock such as hogs, and AI or bird flu for its chicken farming business. These diseases and many other types could result in mortality losses. Disease control measures are adopted by the Company to minimize and manage this risk.

6) *Intellectual Property Rights*

Approximately 71.9% of the Company's sale of goods and services in 2022 were from its branded consumer foods segment. The Company has put considerable efforts to protect the portfolio of intellectual property rights, including trademark registrations. Security measures are continuously taken to protect its patents, licenses and proprietary formulae against infringement and misappropriation.

7) *Weather and Catastrophe*

Severe weather conditions may have an impact on some aspects of the Company's business, such as its sugar cane milling operations due to reduced availability of sugar cane. Weather conditions may also affect the Company's ability to obtain raw materials and the cost of those raw materials. Moreover, the Philippines has experienced a number of major natural catastrophes over the years including typhoons, droughts, volcanic eruptions, and earthquakes. The Company and its subsidiaries continually maintain sufficient inventory level to neutralize any shortfall of raw materials from major suppliers whether local or imported.

8) *Environmental Laws and Other Regulations*

The Company is subject to numerous environmental laws and regulations relating to the protection of the environment and human health and safety, among others. The nature of the Company's operations will continue to subject it to increasingly stringent environmental laws and regulations that may increase the costs of operating its facilities above currently projected levels and may require future capital expenditures. The Company is continually complying with environmental laws and regulations, such as the wastewater treatment plants as required by the Department of Environment and Natural Resources, to lessen the effect of these risks.

The Company shall continue to adopt what it considers conservative financial and operational policies and controls to manage the various business risks it faces.

Item 2. Properties

The Company operates the manufacturing/farm facilities located in the following:

Location (Number of facilities)	Type of Facility	Owned/Rented	Condition
Pasig City (4)	Branded consumer food plant, flour mills and feed mill	Owned	Good
Libis, Quezon City (1)	Branded consumer food plant	Owned	Good
Cabuyao, Laguna (1)	Branded consumer food plant	Owned	Good
Luisita, Tarlac (1)	Branded consumer food plant	Rented/Owned	Good
San Fernando, Pampanga (1)	Branded consumer food plant	Rented/Owned	Good
Dasmariñas, Cavite (2)	Branded consumer food plants	Owned	Good
Cagayan de Oro (1)	Branded consumer food plant	Owned	Good
San Pedro, Laguna (2)	Branded consumer food plants	Owned	Good
Calamba, Laguna (1)	Branded consumer food plant	Rented/Owned	Good
San Pablo, Laguna (1)	Branded consumer food plant	Rented/Owned	Good
Biñan, Laguna (1)	Branded consumer food plant	Owned	Good
Antipolo, Rizal (5)	Poultry and piggery farms, slaughterhouse and meat processing plant	Rented/Owned	Good
Naic, Cavite (1)	Poultry farm	Owned	Good
San Miguel, Bulacan (4)	Feed mill, poultry and piggery farms	Owned	Good
San Jose, Batangas(1)	Poultry farm	Rented	Good
Bustos, Bulacan (1)	Piggery farm	Owned	Good
Novaliches, Quezon City (1)	Piggery farm	Owned	Good
Consolacion, Cebu (1)	Feed mill	Owned	Good
Davao City, Davao (1)	Flour mill	Owned	Good
Tabok City, Cebu (1)	Branded consumer food plant	Owned	Good
San Fernando, Cebu (1)	Branded consumer food plant	Owned	Good
Mandaue City, Cebu (1)	Feed mill	Owned	Good
Bais, Negros Oriental (1)	Distillery plant	Owned	Good
Manjuyod, Negros Oriental (1)	Sugar mill	Owned	Good
Piat, Cagayan (1)	Sugar mill	Owned	Good
Kabankalan, Negros Occidental (2)	Sugar mill and cogeneration plant	Owned	Good
San Enrique, Iloilo City (1)	Sugar mill	Owned	Good
Balayan, Batangas (1)	Sugar mill	Owned	Good
La Carlota City, Negros Occidental (2)	Sugar mill and distillery plant	Owned	Good
Simlong, Batangas (3)	BOPP plant/Flexible packaging	Owned	Good
Samutsakhorn Industrial Estate, Samutsakhorn, Thailand (6)	Branded consumer food plants	Owned	Good
Pasir Gudang, Johor, Malaysia (1)	Branded consumer food plant	Owned	Good
Jiangsu, China (1)	Branded consumer food plant	Owned	Good
Guangdong, China (1)	Branded consumer food plant	Owned	Good
Industrial Town, Bekasi, Indonesia (2)	Branded consumer food plants	Owned	Good
VSIP, Binh Duong Province, Vietnam (3)	Branded consumer food plants	Owned	Good
Thach That District, Ha Noi, Vietnam (1)	Branded consumer food plant	Owned	Good
Mingaladon, Yangon, Myanmar (1)	Branded consumer food plant	Rented/Owned	Good
Batu Pahat, Johor, Malaysia (2)	Branded consumer food plant	Owned	Good

The Company intends to continuously expand the production and distribution of the branded consumer food products internationally through the addition of manufacturing facilities located in geographically desirable areas, especially in the ASEAN countries, the realignment of the production to take advantage of markets that are more efficient for production and sourcing of raw materials, and increased focus and support for exports to other markets from the manufacturing facilities. It also intends to enter into alliances with local raw material suppliers and distributors. Annual lease payments for rented properties amounted to ₱141 million in 2022.

Item 3. Legal Proceedings

The Company is subject to lawsuits and legal actions in the ordinary course of its business. The Company or any of its subsidiaries is not a party to, and its properties are not the subject of, any material pending legal proceedings that could be expected to have a material adverse effect on the Company's financial position or results of operations.

Item 4. Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of security holders during the fourth quarter of the year covered by this report.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters

Market Information

The principal market for URC’s common equity is the Philippine Stock Exchange. Sales prices of the common stock follow:

	High	Low
Calendar Year 2022		
January to March 2022	₱130.30	₱100.30
April to June 2022	122.90	93.25
July to September 2022	130.00	107.20
October to December 2022	138.70	108.10
Calendar Year 2021		
January to March 2021	₱160.90	₱118.60
April to June 2021	149.20	125.10
July to September 2021	150.80	126.70
October to December 2021	141.20	125.70
Calendar Year 2020		
January to March 2020	₱163.40	₱82.00
April to June 2020	149.00	99.00
July to September 2020	145.00	118.20
October to December 2020	160.90	131.50

As of April 11, 2023, the latest trading date prior to the completion of this annual report, sales price of the common stock is at ₱142.00.

The number of shareholders of record as of March 31, 2023 was approximately 999. Common shares outstanding as of March 31, 2023 were 2,178,507,618.

List of Top 20 Stockholders of Record
March 31, 2023

Name of Stockholders	Number of Shares Held	Percentage to Total Outstanding
1 JG Summit Holdings, Inc.	1,215,223,061	55.78%
2 PCD Nominee Corporation (Non-Filipino)	523,338,046	24.02%
3 PCD Nominee Corporation (Filipino)	404,039,396	18.54%
4 Social Security System	19,483,700	0.89%
5 Toccata Securities Pty. Ltd (Account 1)	5,035,541	0.23%
5 Toccata Securities Pty. Ltd (Account 2)	5,035,541	0.23%
5 Toccata Securities Pty. Ltd (Account 3)	5,035,541	0.23%
6 Social Security System assigned to Mandatory Provident Fund	2,264,300	0.10%
7 Litton Mills, Inc.	2,237,434	0.10%
8 Hopkins Securities Pty. Ltd. (Account 1)	1,888,328	0.87%
8 Hopkins Securities Pty. Ltd. (Account 2)	1,888,328	0.87%
8 Hopkins Securities Pty. Ltd. (Account 3)	1,888,328	0.87%
8 Hopkins Securities Pty. Ltd. (Account 4)	1,888,328	0.87%
9 Social Security System assigned to Employees Compensation Fund	1,587,900	0.07%
10 Lisa Gokongwei Cheng	988,234	0.04%
10 Robina Gokongwei Pe	988,234	0.04%
11 RBC-TIG ATF TA#030-172-530121	576,295	0.03%
12 RBC-TIG ATF TA#030-172-530113	575,800	0.03%
12 RBC-TIG ATF TA#030-172-530122	575,800	0.03%
13 Lance Yu Gokongwei	413,234	0.02%
14 Marcia Yu Gokongwei	413,233	0.02%
14 Faith Gokongwei Lim	413,233	0.02%
14 Hope Gokongwei Tang	413,233	0.02%
15 Quality Investments & Sec Corp	400,143	0.02%
16 JG Summit Capital Services Corporation	380,765	0.02%
17 Gilbert U. Du and/or Fe Socorro R. Du	188,485	0.02%
18 Pedro Sen	75,900	0.01%
19 Phimco Industries Provident Fund	72,864	0.00%
20 Joseph Estrada	72,105	0.00%

Recent Sales of Unregistered Securities

Not applicable. All shares of the Company are listed on the Philippine Stock Exchange.

Dividends

The Company paid dividends as follows:

In 2022, a regular cash dividend of ₱1.50 per share and a special cash dividend of ₱1.95 per share to all stockholders of record as of April 3, 2022 and paid on April 29, 2022.

In 2021, a regular cash dividend of ₱1.50 per share to all stockholders of record as of May 20, 2021 and paid on June 15, 2021 and a special cash dividend of ₱1.80 per share to all stockholders of record as of August 19, 2021 and paid on September 15, 2021.

In 2020, a regular cash dividend of ₱1.50 per share to all stockholders of record as of March 24, 2020 and paid on April 21, 2020 and a special cash dividend of ₱1.65 per share to all stockholders of record as of June 1, 2020 and paid on June 26, 2020.

Item 6. Management's Discussion and Analysis or Plan of Operation

The following discussion should be read in conjunction with the accompanying consolidated financial statements and notes thereto, which form part of this Report. The consolidated financial statements and notes thereto have been prepared in accordance with the Philippine Financial Reporting Standards (PFRSs).

Results of Operations

Calendar Year 2022 Compared to Calendar Year 2021

URC generated a consolidated sale of goods and services of ₱149.904 billion for the year ended December 31, 2022, ahead by 28.2% against last year. Sale of goods and services performance by business segment follows:

- Sale of goods and services in URC's BCFG segment, excluding packaging division, increased by ₱24.032 billion or 29.3% to ₱105.936 billion in 2022 from ₱81.904 billion registered in 2021. BCF domestic operations posted an increase in net sales from ₱59.734 billion in 2021 to ₱73.639 billion in 2022 coming from strong volume and programmed price increases.

BCF international operations reported a 45.7% increase in net sales from ₱22.170 billion in 2021 to ₱32.297 billion in 2022 with strong topline across key markets coupled with uplift from Munchy's acquisition. In constant US dollar (US\$) terms, sales increased by 38.3% (11.1% ex-Munchy's) with Indochina leading the expansion across the region, while Munchy's continues to deliver synergies. Vietnam sales grew by 21.7% driven by the solid performance of the beverage category with strong growth and market share of C2 and recovery of Rong Do. Thailand improved with 8.3% sales growth coming from all categories particularly Candies, Snacks, and Bakery.

Sale of goods and services of BCFG, excluding packaging division, accounted for 70.7% of total URC consolidated sale of goods and services for 2022.

Sale of goods and services in URC's packaging division increased by 13.1% to ₱1.832 billion in 2022 from ₱1.619 billion recorded in 2021 due to better volume.

- Sale of goods and services in URC's Agro-Industrial and Commodities (AIC) group amounted to ₱42.136 billion in 2022, an increase of 26.0% from ₱33.432 billion recorded last year.
 - Sale of goods and services in URC's AIG segment amounted to ₱14.431 billion in 2022, a growth of 25.7% from ₱11.483 billion recorded in 2021. Feeds business increased by 31.0% due to pricing and double-digit volume growth in pet food and hog feeds. Farms business declined by 4.6% due to lower volume.
 - Sale of goods and services in Flour business amounted ₱5.711 billion in 2022, a growth of 14.0%, increase from ₱5.009 billion recorded in 2021 due to improved prices amidst a surge in wheat prices.

- Sales of goods and services in Sugar business amounted to ₱16.014 billion grew by 34.9% from ₱11.868 billion in 2021 driven by higher market prices across all categories while the Renewables business grew by 17.9% to ₱5.980 billion in 2022.

URC's cost of sales consists primarily of raw and packaging materials costs, manufacturing costs and direct labor costs. Cost of sales increased by ₱27.197 billion or 32.6% to ₱110.686 billion in 2022 from ₱83.490 billion recorded in 2021 due to higher volume and elevated input costs.

URC's gross profit for 2022 amounted to ₱39.217 billion, higher by ₱5.752 billion or 17.2% from ₱33.465 billion reported in 2021. Gross profit margin decreased by 245 basis points from 28.61% in 2021 to 26.16% in 2022 due to high material costs.

URC's selling and distribution costs and general and administrative expenses consist primarily of compensation benefits, advertising and promotion costs, freight and other selling expenses, depreciation, repairs and maintenance expenses, and other administrative expenses. Selling and distribution costs, and general and administrative expenses increased by ₱3.245 billion or 15.6% to ₱23.994 billion in 2022 from ₱20.749 billion registered in 2021. This increase resulted primarily from the following factors:

- 31.8% or ₱2.125 billion increase in freight and other selling expense to ₱8.802 billion in 2022 from ₱6.677 billion in 2021 due to higher volume and higher fuel costs.
- 17.6 % or ₱705 million increase in personnel expense to ₱4.723 billion in 2022 from ₱4.017 billion in 2021 due to annual merit increase and Munchy's contribution.
- 12.8% or ₱110 million increase in depreciation and amortization to ₱966 million in 2022 from ₱856 million in 2021 due to capital expenditures during the year.

As a result of the above factors, operating income increased by ₱2.507 billion or 19.7% to ₱15.224 billion in 2022 from ₱12.716 billion reported in 2021. URC's operating income by segment was as follows:

- Operating income in URC's BCFG segment, excluding packaging division, increased by ₱1.730 billion or 18.6% to ₱11.029 billion in 2022 from ₱9.299 billion in 2021. BCFG's domestic operations grew by 10.8% to ₱8.427 billion in 2022 from ₱7.603 billion in 2021 driven by strong volume coupled with aggressive pricing moves and a cost-savings program. International operations posted a ₱2.603 billion operating income, a 53.5% growth from ₱1.696 billion in 2021, on the back of Munchy's acquisition and quarter-on-quarter margin expansion. Aggressive direct and indirect pricing moves for core SKUs and geographies coupled with structural improvements in some smaller markets have helped support absolute growth. In constant US dollar terms, international operations posted an operating income of US\$48 million, a 44.7% increase from last year.

URC's packaging division reported an operating income of ₱85 million in 2022 from an operating income of ₱99 million reported in 2021 due to higher input cost.

- Operating income of AIC group amounted to ₱7.129 billion in 2022, an increase of 29.3% from ₱5.516 billion recorded last year.
- Operating income in URC's AIG segment decreased by ₱36 million or 3.1% to ₱1.129 billion in 2022 from ₱1.165 billion in 2021 driven by higher input costs and impact of industry outbreaks of ASF and AI.

- Operating income in Flour business decreased by ₱320 million or 50.3% to ₱316 million in 2022 from ₱636 million in 2021 due to surging wheat prices and foreign exchange weakness this year.
- Operating income in Sugar business grew by ₱2.111 billion or 76.6% to ₱4.867 billion in 2022 from ₱2.756 billion in 2021, on the back of higher market prices as well as mill operating efficiencies, while Renewables declined by 14.7% to ₱819 million in 2022.

URC reported an EBITDA (operating income plus depreciation and amortization) from continuing operations of ₱21.512 billion in 2022, 16.4% higher than ₱18.479 billion posted in 2021.

URC's finance costs consist mainly of interest expense, which increased by ₱233 million to ₱806 million in 2022 from ₱573 million recorded in 2021 due to a higher level of interest-bearing financial liabilities and higher interest rates.

URC's finance revenue consists of interest income from money market placements, savings and dollar deposits, as well as dividend income from investments in equity securities. Finance revenue increased by ₱40 million to ₱295 million in 2022 from ₱255 million in 2021 due to higher dividend income.

Equity in net losses of joint ventures increased to ₱379 million in 2022 from ₱91 million in 2021 due to equity take-up in 2022 net losses of VURCI.

Net foreign exchange gain increased by ₱37 million to ₱383 million in 2022 from the ₱346 million in 2021 driven by combined effects of local currency devaluations vis-à-vis US dollar this year.

Market valuation gain on financial instruments at fair value through profit or loss decreased to ₱70 million in 2022 from ₱87 million in 2021 driven by lower increase in fair values of financial instruments compared last year.

Impairment losses decreased by ₱245 million to ₱327 million in 2022 from ₱572 million in 2021 due to lower provisions for impairment losses on fixed assets and spare parts during the year.

Other income (losses) - net consists of gain on sale of fixed assets, rental income, and miscellaneous income and expenses. Other income (losses) - net amounted to ₱3.011 billion in 2022, higher than the ₱2.375 billion reported in 2021 mainly coming from a higher gain on sale of fixed assets recognized this year. Also, last year saw higher professional fees paid to consultants.

URC recognized a provision for income tax of ₱3.000 billion in 2022, a 90.0% increase from ₱1.579 billion in 2021 due to higher taxable income from sale of properties. Last year's gain on sale of properties was subject to capital gains tax.

URC's net income from continuing operations amounted to ₱14.471 billion in 2022, higher by ₱1.506 billion or 11.6%, from ₱12.965 billion in 2021, driven by higher operating income coupled with gain on sale of idle assets.

URC's net income from discontinued operations amounted to ₱11.281 billion in 2021 coming from gain recognized from the divestment of Oceania businesses.

URC reported total net income of ₱14.471 billion in 2022, lower by ₱9.775 billion or 40.3% from ₱24.246 billion in 2021.

URC's core earnings after tax (operating profit after equity earnings, net finance costs, other income - net and provision from income tax) in 2022 amounted to ₱11.889 billion, and increase of 14.2% from ₱10.413 billion recorded in 2021.

Net income attributable to equity holders of the parent decreased by ₱9.368 billion or 40.2% to ₱13.956 billion in 2022 from ₱23.324 billion in 2021 as a result of the factors discussed above.

NCI represents primarily the share in the net income attributable to non-controlling interest of Nissin-URC (51.0%-owned). NCI in net income of subsidiaries decreased from ₱922 million in 2021 to ₱515 million in 2022 as last year's includes net income attributable to NCI of the Oceania businesses.

Calendar Year 2021 Compared to Calendar Year 2020

URC generated a consolidated sale of goods and services of ₱116.955 billion for the year ended December 31, 2021, ahead by 3.4% against last year. Sale of goods and services performance by business segment follows:

- Sale of goods and services in URC's BCFG segment, excluding packaging division, decreased by ₱566 million or 0.7% to ₱81.904 billion in 2021 from ₱82.470 billion registered in 2020. BCF domestic operations posted a decrease in net sales from ₱61.240 billion in 2020 to ₱59.734 billion in 2021 coming from high base in 2020 due to pantry-loading in the first half of the year driven by Taal eruption and the start of pandemic shifting household spending to pantry essentials. Economic environment also affected consumer behavior as seen in the category declines.

BCF international operations reported a 4.4% increase in net sales from ₱21.230 billion in 2020 to ₱22.170 billion in 2021 coming from strong growth momentum in the first half of the year, partially tapered by COVID-19 resurgence in the region. In constant US dollar (US\$) terms, sales increased by 5.3% driven by Indochina and Indonesia despite COVID challenges. Vietnam significantly grew by 12.0% driven by recovery in beverage sales particularly C2 while Thailand improved with 5.2% sales growth coming from strong domestic performance.

Sale of goods and services of BCFG, excluding packaging division, accounted for 70.0% of total URC consolidated sale of goods and services for 2021.

Sale of goods and services in URC's packaging division increased by 44.8% to ₱1.619 billion in 2021 from ₱1.118 billion recorded in 2020 due to better price and volume.

- Sale of goods and services in URC's AIC group amounted to ₱33.432 billion in 2021, an increase of 13.0% from ₱29.574 billion recorded last year.
 - Sale of goods and services in URC's AIG segment amounted to ₱11.483 billion in 2021, a decline of 3.2% from ₱11.858 billion recorded in 2020. Feeds business increased by 5.6% due to double-digit growth in pet food, offsetting the decline in animal feeds. Farms business also decreased by 40.3% due to lower volumes as a result of downsized operations
 - Sale of goods and services in Flour business amounted ₱5.009 billion in 2021, a growth of 4.5%, increase from ₱4.794 billion recorded in 2020 due to better selling price despite low volume growth.
 - Sales of goods and services in Sugar business amounted to ₱11.868 billion in 2021 grew by 20.7% from ₱9.836 billion in 2020 while Renewables business grew by 64.4% to

₱5.073 billion in 2021 driven by the acquisition of La Carlota mill and Roxol distillery in 4th quarter of 2020.

URC's cost of sales consists primarily of raw and packaging materials costs, manufacturing costs and direct labor costs. Cost of sales increased by ₱4.916 billion or 6.3% to ₱83.490 billion in 2021 from ₱78.573 billion recorded in 2020 due to higher sales and increasing input costs.

URC's gross profit for 2021 amounted to ₱33.465 billion, lower by ₱1.123 billion or 3.2% from ₱34.588 billion reported in 2020. Gross profit margin decreased by 195 basis points from 30.57% in 2020 to 28.61% in 2021.

URC's selling and distribution costs and general and administrative expenses consist primarily of compensation benefits, advertising and promotion costs, freight and other selling expenses, depreciation, repairs and maintenance expenses and other administrative expenses. Selling and distribution costs, and general and administrative expenses increased by ₱57 million or 0.3% to ₱20.749 billion in 2021 from ₱20.692 billion registered in 2020. The increase primarily resulted from increases in repairs and maintenance, professional and legal fees and other administrative expenses, partially offset by decreases in advertising and promotion costs; and taxes, licenses and fees.

As a result of the above factors, operating income decreased by ₱1.180 billion or 8.5% to ₱12.716 billion in 2021 from ₱13.896 billion reported in 2020. URC's operating income by segment was as follows:

- Operating income in URC's BCFG segment, excluding packaging division, decreased by ₱909 million or 8.9% to ₱9.299 billion in 2021 from ₱10.208 billion in 2020. BCFG's domestic operations decline by 8.0% to ₱7.603 billion in 2021 from ₱8.262 billion in 2020 driven by cost headwinds from commodity prices, partially offset by pricing actions, mix improvements and cost savings initiatives. International operations posted a ₱1.696 billion operating income, 12.9% lower than the ₱1.947 billion posted in 2020 driven by increasing input prices and freight costs, and plant shutdowns due to Delta COVID variant surge in 3rd quarter of 2021. In constant US dollar terms, international operations posted an operating income of US\$ 34 million, a 12.3% decrease from last year.

URC's packaging division reported an operating income of ₱99 million in 2021 from an operating income of ₱522 thousand reported in 2020 driven by strong topline.

- Operating income of AIC group amounted to ₱5.516 billion in 2021, a decrease of 3.9% from ₱5.738 billion recorded last year.
 - Operating income in URC's AIG segment decreased by ₱210 million or 15.3% to ₱1.165 billion in 2021 from ₱1.374 billion in 2020 driven by higher input costs.
 - Operating income in Flour business decreased by 48.2% or ₱591 million to ₱636 million in 2021 from ₱1.227 billion in 2020 due to surging wheat prices.
 - Operating income in Sugar and Renewables businesses grew by 16.4% or ₱388 million and 24.9% or ₱191 million, respectively, on the back of better volume and average selling price for all categories.

URC reported an EBITDA (operating income plus depreciation and amortization) from continuing operations of ₱18.479 billion in 2021, 7.9% lower than ₱20.054 billion posted in 2020.

URC's finance costs consist mainly of interest expense, which decreased by ₱88 million to ₱573 million in 2021 from ₱662 million recorded in 2020 due to lower interest rates and decline in level of interest-bearing financial liabilities.

URC's finance revenue consists of interest income from investments in financial instruments, money market placements, savings and dollar deposits and dividend income from investment in equity securities. Finance revenue decreased by ₱68 million to ₱255 million in 2021 from ₱324 million in 2020 due to lower interest rates, decline in level of interest-bearing financial assets and lower dividend income.

Equity in net losses of joint ventures increased to ₱91 million in 2021 from ₱62 million in 2020 due to equity take-up in net losses of DURBI.

Net foreign exchange gain amounted to ₱346 million in 2021 from the ₱504 million net foreign exchanges loss reported in 2020 driven by combined effects of local currency devaluations vis-à-vis US dollar this year versus local currency revaluations last year particularly Philippine Peso and Myanmar Kyat.

Market valuation gain on financial instruments at fair value through profit or loss decreased to ₱87 million in 2021 from ₱136 million in 2020 driven by market valuation on derivative liability last year.

Impairment losses increased to ₱572 million in 2021 from ₱33 million in 2020 due to provision for impairment losses on idle fixed assets and slow-moving spare parts .

Other income (losses) - net consists of gain (loss) on sale of fixed assets, rental income, and miscellaneous income and expenses. Other income - net amounted to ₱2.375 billion in 2021 from other losses - net of ₱ 619 million reported in 2020 mainly coming from gain on sale of fixed assets recognized this year.

URC recognized provision for income tax of ₱1.579 billion in 2021, a 20.0% decrease from ₱1.973 billion in 2020 due to savings from CREATE Act and reversal of deferred tax assets last year.

URC's net income from continuing operations amounted to ₱12.965 billion in 2021, higher by ₱2.461 billion or 23.4%, from ₱10.504 billion in 2020 mainly driven by gain on sale of idle assets, foreign exchange gain, and income tax savings from CREATE Act.

URC's net income from discontinued operations amounted to ₱11.281 billion in 2021, an increase of ₱10.160 billion from ₱1.120 billion recorded in 2020 driven by the gain recognized from the divestment of Oceania businesses this year.

URC reported total net income of ₱24.246 billion in 2021, higher by ₱12.621 billion or 108.6% from ₱11.625 billion in 2020.

URC's core earnings after tax (operating profit after equity earnings, net finance costs, other income - net and provision from income tax) in 2021 amounted to ₱10.413 billion, and decrease of 16.4% from ₱12.463 billion recorded in 2020.

Net income attributable to equity holders of the parent increased by ₱12.577 billion or 117.0% to ₱23.324 billion in 2021 from ₱10.747 billion in 2020 as a result of the factors discussed above.

NCI represents primarily the share in the net income (loss) attributable to non-controlling interest of Nissin-URC (51.0%-owned). NCI in net income of subsidiaries increased from ₱878 million in 2020 to ₱922 million in 2021.

Calendar Year 2020 Compared to Calendar Year 2019

URC generated a consolidated sale of goods and services of ₱113.162 billion for the year ended December 31, 2020, a slight decline of 1.1% against 2019. Sale of goods and services performance by business segment follows:

- Sale of goods and services in URC's BCFG segment, excluding packaging division, decreased by ₱2.848 billion or 3.3% to ₱82.470 billion in 2020 from ₱85.318 billion registered in 2019. BCFG domestic operations posted a slight decrease in net sales from ₱61.535 billion in 2019 to ₱61.240 billion in 2020 due to decline in dependent out-of-home consumption categories such as RTD beverages and candies, partially offset by growth in snacks, noodles and other filler type categories.

BCF international operations reported a 10.7% decrease in net sales from ₱23.783 billion in 2019 to ₱21.230 billion in 2020. In constant US dollar (US\$) terms, sales decreased by 6.3% mainly driven by challenged sales of Vietnam and Thailand. Vietnam sales declined by 13.4% mainly driven by slowdown in beverages as C2 sales was unable to fully pull through despite recovery in the 2nd half of the year and Rong Do remained challenged due to school closures. Thailand sales decreased by 3.2% due to soft domestic consumption.

Sale of goods and services of BCFG, excluding packaging division, accounted for 70.5% of total URC consolidated sale of goods and services for 2020.

Sale of goods and services in URC's packaging division decreased by 15.5% to ₱1.118 billion in 2020 from ₱1.324 billion recorded in 2019 due to lower selling price and volume.

- Sale of goods and services in URC's AIC group amounted to ₱29.574 billion in 2020, an increase of 6.5% from ₱27.761 billion recorded last year.
 - Sale of goods and services in URC's AIG segment amounted to ₱11.858 billion in 2020, a decline of 9.7% from ₱13.138 billion recorded in 2019. Feeds business decreased by 3.5% due to lower volumes while Farms business decreased by 24.2% due to lower volumes as a result of downsized operations.
 - Sale of goods and services in Flour business amounted ₱4.794 billion in 2020, a decline of 1.8% from ₱4.881 billion recorded in 2019 due to lower volumes, partially offset by better average selling price.
 - Sales of goods and services in Sugar business amounted to ₱9.836 billion in 2020 grew by 33.5% from ₱7.366 billion in 2019 due to higher volumes and Renewables business grew by 29.8% to ₱3.085 billion in 2021 driven by higher average selling price. The acquisition of Central Azucarera de La Carlota and Roxol Bioenergy Corporation contributed to the growth of Sugar and Renewables businesses.

URC's cost of sales consists primarily of raw and packaging materials costs, manufacturing costs and direct labor costs. Cost of sales decreased by ₱2.066 billion or 2.6% to ₱78.573 billion in 2020 from ₱80.639 billion recorded in 2019 due to lower input costs and packaging materials, and forex impact.

URC's gross profit for 2020 amounted to ₱34.588 billion, higher by ₱824 million or 2.4% from ₱33.764 billion reported in 2019. Gross profit margin increased by 105 basis points from 29.51% in 2019 to 30.57% in 2020.

URC's selling and distribution costs and general and administrative expenses consist primarily of compensation benefits, advertising and promotion costs, freight and other selling expenses, depreciation, repairs and maintenance expenses and other administrative expenses. Selling and distribution costs, and general and administrative expenses decreased by ₱329 million or 1.6% to ₱20.692 billion in 2020 from ₱21.021 billion registered in 2019. This decrease resulted primarily from the following factors:

- 2.5% or ₱183 million decrease in advertising and promotions to ₱7.270 billion in 2020 from ₱7.453 billion in 2019 due to controlled spending.
- 1.7% or ₱115 million decrease in freight and other selling expenses to ₱6.642 billion in 2020 from ₱6.757 billion in 2019 due to lower freight cost and logistic efficiencies.
- 46.3% or ₱62 million decrease in travel and transportation to ₱72 million in 2020 from ₱134 million in 2019 due to imposition of strict travel guidelines due to COVID-19.
- 54.9% or ₱190 million increase in repairs and maintenance to ₱536 million in 2020 from ₱346 million in 2019 due to higher software and hardware maintenance costs.

As a result of the above factors, operating income increased by ₱1.153 billion or 9.1% to ₱13.896 billion in 2020 from ₱12.743 billion reported in 2019. URC's operating income by segment was as follows:

- Operating income in URC's BCFG segment, excluding packaging division, increased by ₱363 million or 3.7% to ₱10.208 billion in 2020 from ₱9.846 billion in 2019. BCFG's domestic operations went up by 6.3% to ₱8.262 billion in 2020 from ₱7.775 billion in 2019 driven by better price and cost mix, and tempered input costs. International operations posted a ₱1.947 billion operating income in 2020, 6.0% lower than the ₱2.070 billion posted in 2019 driven by forex devaluations. In constant US dollar terms, international operations posted an operating income of US\$39 million, a 1.4% decrease from previous year.

URC's packaging division reported an operating income of ₱522 thousand in 2020 from an operating loss of ₱42 million reported in 2019 due to better margins.

- Operating income of AIC group amounted to ₱5.738 billion in 2020, an increase of 19.3% from ₱4.811 billion recorded last year.
 - Operating income in URC's AIG segment increased by ₱487 million or 54.9% to ₱1.374 billion in 2020 from ₱887 million in 2019 driven by better margins and controlled operating expenses in both feeds and farms businesses.
 - Operating income in Flour business increased by 10.0% or ₱111 million to ₱1.227 billion in 2020 from ₱1.116 billion in 2019 due to lower materials costs and operating expenses.
 - Sugar business grew by 0.3% or ₱7 million to ₱2.367 billion in 2020 from ₱2.360 billion in 2019 due to higher volume despite lower margins and higher expenses. Renewables business increased by 71.8% to ₱768 million due to higher average selling price of distillery segment.

URC reported an EBITDA (operating income plus depreciation and amortization) from continuing operations of ₱20.054 billion in 2020, 6.4% higher than ₱18.851 billion posted in 2019.

URC's finance costs consist mainly of interest expense, which increased by ₱15 million to ₱662 million in 2020 from ₱647 million recorded in 2019 due to increase in interest expense related to additional lease contracts qualifying under PFRS 16 in 2020.

URC's finance revenue consists of interest income from investments in financial instruments, money market placements, savings and dollar deposits and dividend income from investment in equity securities. Finance revenue increased by ₱38 million to ₱324 million in 2020 from ₱286 million in 2019 due to higher dividend income.

Equity in net losses of joint ventures decreased to ₱62 million in 2020 from ₱178 million in 2019 due to lower share in net losses from VURCI and DURBI.

Net foreign exchange loss increased to ₱504 million in 2020 from the ₱487 million reported in 2019 due to appreciation of Philippine peso against US dollar.

Market valuation gain (loss) on financial instruments at fair value through profit or loss increased to ₱136 million gain in 2020 from ₱5 million loss in 2019 due to increase in market values of equity investments and decrease in fair value of derivative liability.

Impairment losses increased to ₱33 million in 2020 from ₱2 million in 2019 due to higher provision for impairment of receivables.

Other losses - net consists of gain (loss) on sale of fixed assets, amortization of bond issue costs, rental income, and miscellaneous income and expenses. Other losses - net amounted to ₱619 million in 2020, higher than the ₱339 million reported in 2019 mainly due to higher restructuring costs recognized in 2020.

URC recognized provision for income tax of ₱1.973 billion in 2020, a 21.8% increase from ₱1.620 billion in 2019 due to reversal of deferred tax assets on realized foreign exchange losses and realized restructuring costs.

URC's net income from continuing operations amounted to ₱10.504 billion in 2020, higher by ₱754 million or 7.7%, from ₱9.750 billion in 2019 mainly driven by higher operating income and lower net finance costs.

URC's net income from discontinued operations amounted to ₱1.120 billion in 2020, an increase of 207.4% from ₱365 million recorded in 2019 due to strong performance of Oceania businesses.

URC reported total net income of ₱11.625 billion in 2020, higher by ₱1.510 billion or 14.9% from ₱10.115 billion in 2019.

URC's core earnings after tax (operating profit after equity earnings, net finance costs, other losses - net and provision for income tax) in 2020 amounted to ₱12.463 billion, an increase of 10.7% from ₱11.261 billion recorded in 2019.

Net income attributable to equity holders of the parent increased by ₱975 million or 10.0% to ₱10.747 billion in 2020 from ₱9.772 billion in 2019 as a result of the factors discussed above.

NCI represents primarily the share in the net income (loss) attributable to non-controlling interest of Nissin-URC (51.0%-owned) and Unisnack Holding Company Ltd. (60.0%-owned). NCI in net income of subsidiaries increased from ₱343 million in 2019 to ₱878 million in 2020.

Financial Condition

URC's financial position remains healthy with strong cash levels. The Company has a current ratio of 1.62:1 as of December 31, 2022, lower than the 1.73:1 as of December 31, 2021. Financial debt to equity ratio of 0.20 as of December 31, 2022 is within comfortable level. The Company is in a net debt position of ₱9.029 billion this year against the net asset position of ₱1.714 billion last year.

Total assets amounted to ₱169.954 billion as of December 31, 2022, higher than ₱153.446 billion as of December 31, 2021. Book value per share increased to ₱52.95 as of December 31, 2022 from ₱49.71 as of December 31, 2021.

The Company's cash requirements have been sourced through cash flow from operations. The net cash flow provided by operating activities in 2022 amounted to ₱11.351 billion. Net cash used in investing activities amounted to ₱8.040 billion, which were substantially used for fixed asset acquisitions. Net cash used in financing activities amounted to ₱7.018 billion due to dividend payment, partly offset by short-term debt availments.

The capital expenditures amounting to ₱9.135 billion include capacity expansion, sustainability projects, warehouse management systems, and rehabilitation/upgrade of beverage, snacks, and candies facilities in the Philippines; various capacity upgrades and sustainability projects in Thailand, Vietnam, Myanmar, and Malaysia; site development for Flour; upgrades and expansion of milling capacity and refinery in Sugar; rehabilitation of boiler in Distillery; expansion and upgrade of feedmill and farm houses in Agro-Industrial Group; and improvement of information systems in Corporate business.

The Company has budgeted various authorized but not yet disbursed capital expenditures (including maintenance capex) and investments for 2023, which substantially consist of the following:

- Acquisition of capacity expansions and improvement of information systems, handling, distribution, safety, quality control, and operational efficiencies throughout the branded consumers foods group;
- Improvement and maintenance capital expenditures for flour mill and renewables and business expansion and maintenance capital expenditures for sugar;
- Capacity expansion and maintenance expenditures for agro-industrial group and facilities improvement for packaging business; and
- Continues upgrade of information systems for corporate business

No assurance can be given that the Company's capital expenditure plan will not change or that the amount of capital expenditure for any project or as a whole will not change in future years from current expectations.

As of December 31, 2022, the Company is not aware of any events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

Financial Ratios

The following are the major financial ratios that the Group uses. Analyses are employed by comparisons and measurements based on the financial information of the current year against last year.

	December 31, 2022	December 31, 2021 (As Restated)
Liquidity:		
Current ratio	1.62:1	1.73:1
Solvency:		
Gearing ratio	0.20:1	0.14:1
Debt to equity ratio	0.47	0.40
Asset to equity ratio	1.47	1.40
	CY 2022	CY 2021
Profitability:		

Operating margin	10.2%	10.9%
Earnings per share	₱6.39	₱10.58
Core earnings per share	₱5.44	₱5.26
Leverage:		
Interest rate coverage ratio	26.68	32.23

The Group calculates the ratios as follows:

Financial Ratios	Formula
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$
Gearing ratio	$\frac{\text{Total financial debt (short-term debt, trust receipts payable and long-term debt including current portion)}}{\text{Total equity (equity holders + non-controlling interests)}}$
Debt to equity ratio	$\frac{\text{Total liabilities (current + noncurrent)}}{\text{Total equity (equity holders + non-controlling interests)}}$
Asset to equity ratio	$\frac{\text{Total assets (current + noncurrent)}}{\text{Total equity (equity holders + non-controlling interests)}}$
Operating margin	$\frac{\text{Operating income}}{\text{Sale of goods and services}}$
Earnings per share	$\frac{\text{Net income attributable to equity holders of the parent}}{\text{Weighted average number of common shares}}$
Core earnings per share	$\frac{\text{Core earnings after tax}}{\text{Weighted average number of common shares}}$
Interest rate coverage ratio	$\frac{\text{Operating income plus depreciation and amortization}}{\text{Finance costs}}$

**Material Changes in the 2022 Financial Statements
(Increase/Decrease of 5% or more versus 2021)**

Income statements – Year ended December 31, 2022 versus Year ended December 31, 2021

28.2% increase in sales

Due to strong volume and higher selling prices coupled with Munchy's contribution

32.6% increase in cost of sales

Due to higher sales and increasing material and fuel costs

15.7% increase in selling and distribution cost

Due to higher freight and handling costs aligned with higher sales volume and fuel cost

15.4% increase in general and administrative expense

Due to higher personnel-related costs, depreciation and travel, and transportation

40.6% increase in finance cost

Due to a higher level of interest-bearing financial liabilities and higher interest rates

10.7% decrease in net foreign exchange gain

Due to combined effects of local currency devaluations vis-à-vis US dollar this year

316.1% increase in equity in net losses of joint ventures

Due to equity take-up in net losses of VURCI

42.8% decrease in impairment losses

Due to lower impairment losses of fixed assets and spare parts during the year

15.5% increase in finance revenue

Due to higher dividend income

19.3% decrease in market valuation gain on financial instruments at FVPL

Due to a minimal increase in fair values of the financial instrument as compared to last year

26.8% increase in other income - net

Due to recognition of higher gain on sale of fixed assets this year and higher consultancy fees last year

90.0% increase in provision for income tax

Due to higher taxable income from sale of properties

11.6% increase in net income from continuing operations

Due to higher operating income coupled with gain on sale of properties

100.0% decrease in net income from discontinued operations

Due to recognition of gain on sale of Oceania businesses last year

Statements of Financial Position – December 31, 2022 versus December 31, 2021

21.9% decrease in cash and cash equivalents

Due to capital expenditures, dividend payment and purchase of treasury shares; partly offset by cash from operations and loan availments

62.5% increase in financial instruments at FVPL

Due to additional investments and increases in the market price of equity securities

30.9% increase in receivables

Due to increases in trade receivable coming from an increase in sales and nontrade receivable from the sale of property

33.8% increase in inventories

Due to increases in raw materials inventory, finished goods, and work-in-process on the back of higher input cost and volume

37.8% increase in biological assets

Due to the increase in hogs population coupled with improvement in hog mortalities

29.3% increase in other current assets

Due to increase in advances to suppliers related to the purchase of inventories

6.6% increase in property, plant and equipment

Due to capital expenditures partially offset by depreciation during the year

9.6 % decrease in right-of-use assets

Due to depreciation and derecognition during the year

5.1% increase in intangible assets

Due to cumulative translation adjustment during the year

150.0% increase in investments in joint ventures

Due to additional capital infusion to VURC, net of equity share in net losses during the year

23.3% decrease in other noncurrent assets

Due to decrease in noncurrent receivables related to the 2021 sale of properties

12.9 % increase in accounts payable and other accrued liabilities

Due to increase in accrued advertising and promotions

50.6% increase in short-term debt

Due to loan availments during the year

41.3% increase in trust receipts payable

Due to the increased utilization of trust receipt facilities during the year

47.6% increase in income tax payable

Due to higher tax provisions during the year, net of payments

8.0% increase in deferred tax liabilities

Mainly due to translation adjustment during the year

8.3% decrease in lease liabilities

Due to rent payments and amortization during the year

9.5% increase in net pension liability

Due to additional retirement expense this year offset by remeasurements in OCI

7.2% increase in retained earnings

Due to net income during the year, partly offset by dividend declaration

63.3% increase in other comprehensive income

Mainly due to increase in cumulative translation adjustments

232.1% increase in treasury shares

Due to reacquisition of issued shares during the year

80.1% increase in equity attributable to non-controlling interests

Due to equity share in the net income of NURC

The Company's key performance indicators are employed across all businesses. Comparisons are then made against internal target and previous period's performance. The Company and its significant subsidiaries' top five (5) key performance indicators are as follows (in million PHP):

Universal Robina Corporation (Consolidated)			
	CY 2022	CY 2021	Index
Revenues	149,904	116,955	128
EBIT	15,224	12,716	120
EBITDA	21,512	18,479	116
Net Income	14,471	24,246*	60
Total Assets (2021 - As Restated)	169,954	153,446	111

URC International Co., Ltd. (Consolidated)			
	CY 2022	CY 2021	Index
Revenues	32,297	22,170	146
EBIT	2,603	1,696	153
EBITDA	4,402	3,380	130
Net Income	939	11,469*	8
Total Assets (2021 - As Restated)	67,499	65,090	104

Nissin-URC			
	CY 2022	CY 2021	Index
Revenues	9,891	7,968	124
EBIT	1,403	1,283	109
EBITDA	1,638	1,493	110
Net Income	1,071	960	112
Total Assets	4,572	3,556	129

*Including net income from discontinued operations

Majority of the above key performance indicators were within targeted levels.

Item 7. Financial Statements

The consolidated financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules (page 42) are filed as part of this Form 17-A (pages 43 to 167).

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9. Independent Public Accountants and Audit Related Fees

Independent Public Accountants

The Company's independent public accountant is the accounting firm of SyCip Gorres Velayo & Co. (SGV & Co.). The same accounting firm is tabled for reappointment for the current year at the annual meeting of stockholders. The representatives of the principal accountant have always been present at prior year's meetings and are expected to be present at the current year's annual meeting of stockholders. They may also make a statement and respond to appropriate questions with respect to matters for which their services were engaged.

The current handling partner of SGV & Co. has been engaged by the Company in 2016 and is expected to be rotated every seven (7) years.

Audit-Related Fees

The following table sets out the aggregate fees billed for each of the last three years for professional services rendered by SyCip, Gorres, Velayo & Co.

	CY 2020	CY 2021	CY 2022
Audit and Audit-Related Fees	₱12,255,397	₱12,639,000	₱13,468,800
Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	None	None	290,125
Professional fees for due diligence review for bond/shares offering	None	None	None
Tax Fees	None	None	None
Other Fees	None	None	None
Total	₱12,255,397	₱12,639,000	₱13,758,925

Audit Committee's Approval Policies and Procedures for the Services Rendered by the External Auditors

The Corporate Governance Manual of the Company provides that the Audit Committee shall, among others:

1. Evaluate all significant issues reported by the external auditors relating to the adequacy, efficiency, and effectiveness of policies, controls, processes and activities of the Company.
2. Ensure that other non-audit work provided by the external auditors is not in conflict with their functions as external auditors.
3. Ensure the compliance of the Company with acceptable auditing and accounting standards and regulations.

PART III – CONTROL AND COMPENSATION INFORMATION

Item 10. Directors and Executive Officers of the Registrant

Name	Age	Position	Citizenship
1. James L. Go	83	Director, Chairman Emeritus	Filipino
2. Lance Y. Gokongwei	56	Director, Chairman	Filipino
3. Irwin C. Lee	58	President and Chief Executive Officer	Filipino
4. Patrick Henry C. Go	52	Director, Executive Vice President	Filipino
5. Johnson Robert G. Go, Jr	57	Director	Filipino
6. Cesar V. Purisima	62	Director (Independent)	Filipino
7. Rizalina G. Mantaring	63	Director (Independent)	Filipino
8. Christine Marie B. Angco	54	Director (Independent)	Singaporean
9. Antonio Jose U. Periquet Jr	61	Director (Independent)	Filipino
10. David J. Lim, Jr.	59	Chief Supply Chain and Sustainability Officer	Filipino
11. Francisco M. Del Mundo	52	Chief Investment, Strategy and Corporate Services Officer	Filipino
12. Evelyn C. Ng	44	Chief Financial Officer	Filipino
13. Anna Milagros D. David	42	Chief Marketing Officer	Filipino
14. Elisa O. Abalajon	55	Chief Human Resources Officer and Agile Transformation Lead	Filipino
15. Krishna Mohan Suri	50	Chief Research and Development Officer	Indian
16. Socorro ML. Banting	68	Vice President	Filipino
17. Karen Therese C. Salgado	52	Chief Information Officer	Filipino
18. Rhodora T. Lao	51	Corporate Controller and Chief Compliance and Risk Officer	Filipino
19. Charles Bernard A. Tañega	50	Treasurer	Filipino
20. Maria Celia H. Fernandez-Estavillo	51	Corporate Secretary	Filipino
21. Andrea Claire G. Alcancia	29	Assistant Corporate Secretary	Filipino
22. Elvin Michael L. Cruz	44	Corporate Legal Counsel	Filipino
23. Jose Miguel T. Manalang	42	Director, Strategy and Investor Relations	Filipino

All of the above directors have served their respective offices since May 11, 2022. All of the above officers have served their respective offices since May 11, 2022 except Mr. Francisco M. Del Mundo and Ms. Evelyn C. Ng who were appointed in their positions on October 1, 2022. There are no directors who resigned or declined to stand for re-election to the board of directors since the date of the last annual meeting of stockholders for any reason whatsoever.

A brief description of the directors and executive officers' business experience and other directorships held in other reporting companies are provided as follows:

James L. Go is the Chairman Emeritus of URC. He is the Chairman of JGSHI. He is also the Chairman and Chief Executive Officer of Oriental Petroleum and Minerals Corporation, the Vice Chairman of Robinsons Retail Holdings, Inc., and a Board Advisor of Cebu Air, Inc. since January 1, 2023. He is the Chairman Emeritus of Robinsons Land Corporation and JG Summit Olefins Corporation. He is also the President and Trustee of the Gokongwei Brothers Foundation, Inc. He has been a Director of PLDT, Inc. ("PLDT") since November 3, 2011, and serves as an Advisor to the Audit Committee, and as a member of the Risk Committee and the Technology Strategy Committee of PLDT. He was elected a Director of Manila Electric Company ("MERALCO") on December 16, 2013 and is a member of the Executive Committee, Finance Committee, Nomination and Governance Committee, Audit Committee, Risk Management Committee, and Related Party Transactions Committee of MERALCO. Mr. James L. Go received his

Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.

Lance Y. Gokongwei is the Chairman of URC. He is the President and Chief Executive Officer of JGSHI. He is also the Chairman of Cebu Air, Inc., Robinsons Land Corporation, Robinsons Retail Holdings, Inc., Altus Property Ventures, Inc., Robinsons Bank Corporation, and JG Summit Olefins Corporation. He is a Director and a Vice Chairman of the Executive Committee of Manila Electric Company. He is also a Director of RL Commercial REIT, Inc., Oriental Petroleum and Minerals Corporation, Singapore Land Group Limited, Shakey's Asia Pizza Ventures, Inc., AB Capital and Investment Corporation, and Endeavor Acquisition Corporation. He is a Trustee and the Chairman of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.

Irwin C. Lee has been the President and Chief Executive Officer of URC since May 14, 2018. Prior to joining URC, he was the Chief Executive Officer of Rustan Supercenters, Inc. and a director of Rose Pharmacy under Jardine Matheson's Dairy Farm Group. He brings with him more than 37 years of work experience in fast-moving consumer foods and retail across Asia, Europe, and the US. He started at Procter & Gamble (P&G) as a Finance Analyst and rose to key executive finance roles in various countries, including Chief Finance Officer roles in Indonesia, Japan/Korea, and Greater China. In 2004, he was appointed Vice President for P&G Greater China with dual roles as Chief Marketing Officer and as General Manager for the laundry detergent business, which he drove to market leadership. In 2007, he was appointed Managing Director for P&G UK and Ireland, where he delivered profitable growth through two recessions and led P&G's London 2012 Olympics program. In 2014, he rose to become P&G's Regional Head for Northern Europe, leading commercial operations across UK, Ireland, Sweden, Denmark, Norway, and Finland, and integrating P&G's second-largest international regional cluster. While in the UK, he spearheaded industry initiatives for connecting businesses to communities and enhancing employee engagement and well-being. After P&G, he served as Global Strategic Advisor for McKinsey and Co. to consumer and retail sector partners and engagement managers. He also sat as Board Director and Remuneration Committee Chairman for Wm Morrison Supermarkets Plc (one of the UK's top 4 grocery retailers). Mr. Irwin Lee graduated with a Bachelor of Science Degree in Commerce Major in Accounting from the De La Salle University Manila, Summa Cum Laude. He placed third in the CPA Licensure Exams in 1985.

Patrick Henry C. Go is a director and the Executive Vice President of URC. He also heads the URC Packaging (BOPP) Division and Flexible Packaging Division. He is the President and Chief Executive Officer of JG Summit Olefins Corporation. He is also a director of JG Summit Holdings, Inc., Robinsons Land Corporation, Robinsons Bank Corporation, and Meralco Powergen Corporation. He is a trustee and treasurer of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Management from the Ateneo de Manila University and attended the General Manager Program at Harvard Business School. Mr. Patrick Henry C. Go is a nephew of Mr. John L. Gokongwei, Jr.

Johnson Robert G. Go, Jr. has been a director of URC since May 5, 2005. He is also a director of JGSHI, Robinsons Land Corporation, Robinsons Bank Corporation, and A. Soriano Corporation. He is also a trustee of the Gokongwei Brothers Foundation, Inc. He received his Bachelor of Arts degree in Interdisciplinary Studies (Liberal Arts) from the Ateneo de Manila University. He is a nephew of Mr. John L. Gokongwei, Jr.

Cesar V. Purisima has been an independent director of URC since May 30, 2018. He is also an independent director of Ayala Corporation, Ayala Land, Inc., Jollibee Foods Corporation, Bank of the Philippine Islands, and BPI Capital Corporation. He is a member of the Board of Advisors of ABS-CBN Corporation. He is also a founding partner of Ikhlas Capital Singapore Pte. Ltd., a pan-ASEAN private equity platform. He is

a member of the Board of AIA Group Limited, a member of the Global Advisory Council of Sumitomo Mitsui Banking Corporation, and a member of Singapore Management University's International Advisory Council in the Philippines. He is also a member of the board of trustees of the International School of Manila. He is an Asia Fellow at the Milken Institute, a global, non-profit, on-partisan think tank. He served in the government of the Philippines as Secretary of Finance and Chair of the Economic Development Cluster of the President's Cabinet from July 2010 to June 2016 and as Secretary of Trade and Industry from January 2004 to February 2005. He also previously served on the boards of several government institutions, including as a member of the Monetary Board of the Bangko Sentral ng Pilipinas (BSP), Governor of the Asian Development Bank and World Bank for the Philippines, Alternate Governor of the International Monetary Fund for the Philippines, and Chairman of the Land Bank of the Philippines. Under his leadership, the Philippines received its first investment-grade ratings. He was named Finance Minister of the Year seven times in six consecutive years by some publications, a first for the Philippines. Before serving the government, Mr. Purisima was the Chairman & Country Managing Partner of the Philippines' largest professional services firm SGV & Co. He was conferred the Chevalier dans l'Ordre national de la Legion d'Honneur (Knight of the National Order of the Legion of Honour) by the President of the French Republic in 2017, the Order of Lakandula, Rank of Grand Cross (Bayani) by the President of the Philippines in 2016, and the Chevalier de l'Ordre national du Merite (Knight of the National Order of Merit) by the President of the French Republic in 2001. Mr. Purisima is a certified public accountant and has extensive experience in public accounting both in the Philippines and abroad. Mr. Purisima obtained his Bachelor of Science in Commerce (Majors in Accounting & Management of Financial Institutions) degree from De La Salle University (Manila) in 1979, Master of Management degree from J.L. Kellogg Graduate School of Management, Northwestern University in 1983, and Doctor of Humanities honoris causa degree from Angeles University Foundation (Philippines) in 2012.

Rizalina G. Mantaring has been an independent director of URC since August 13, 2020. She was the Chief Executive Officer and Country Head of Sun Life Financial Philippines until her retirement in June 2018. She assumed the chairmanship of Sun Life Financial Philippine Holding Co. until she stepped down in August 2019. She is also an independent director of Ayala Corporation Inc., Ayala Land, Inc., First Philippine Holdings Corporation Inc., PHINMA Corporation, East Asia Computer Center Inc., Maxicare Healthcare Corporation, and GoTyme Bank. She is also a director of Sun Life Grepa Financial Inc. Among her other affiliations are as a member of the Board of Trustees of the Makati Business Club, and Philippine Business for Education. She was also President of the Management Association of the Philippines and the Philippine Life Insurance Association. She is a recipient of the Asia Talent Management Award in the Asia Business Leaders Award 2017 organized by the global business news network CNBC, among other prestigious awards. She was selected as one of the 100 Most Outstanding Alumni of the past century 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. She holds a BS in 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.

Christine Marie B. Angco has been an independent director of URC since August 13, 2020. Before joining URC, she spent 25 years in the multinational FMCG Corporation, Procter & Gamble. She was a Vice President and General Manager for several health and beauty-oriented categories handling businesses across Asia-Pacific countries, with profit & loss responsibility and organizational leadership of large diverse multicultural teams across Japan, Korea, Australia, Singapore, India, Philippines, Malaysia, Thailand, Vietnam, and Indonesia. She is also a member of the Board of Trustees of PhilDev, a non-governmental organization focused on education and entrepreneurship development in the Philippines. She is also a director of the Applied Behavior Consultants (ABC) Center which focuses on early intervention for children with autism. She obtained her Bachelor of Science degree in Management Engineering (Magna Cum Laude) from the Ateneo de Manila University.

Antonio Jose U. Periquet, Jr. has been an independent director of URC since May 13, 2021. He is the Chairman and CEO of AB Capital & Investment Corporation, and Chairman of the Campden Hill Group, Inc. Mr. Periquet is also an independent director of the Max's Group of Companies, Philippine Seven Corporation, and Semirara Mining and Power Corporation, and a Board Advisor to the Bank of the Philippine Islands, DMCI Holdings Corporation and ABS-CBN Corporation. He is a trustee of the Lyceum University of the Philippines and a member of the Dean's Global Advisory Council at the University of Virginia's Darden School of Business. Mr. Periquet holds a Bachelor of Arts in Economics degree from the Ateneo de Manila University, a Master of Science degree in Economics from Oxford University, and an MBA from the Darden School of Business, University of Virginia.

David J. Lim, Jr. is the Chief Supply Chain and Sustainability Officer of URC. He leads the Corporate Quality, Environment, Health and Safety, Sustainability, Corporate Engineering, Global Procurement, Corporate Planning and Logistics, and Global Manufacturing System of URC's Branded Consumer Foods Group Philippines and International. He was the Assistant Technical Director for JGSHI before joining URC in December of 2008. He earned his Bachelor of Science degree in Aeronautical Engineering from Imperial College, London, England, and obtained his Master of Science degree in Civil Structural Engineering from the University of California at Beverly, USA as well as his Master in Engineering from the Massachusetts Institute of Technology, USA.

Francisco M. Del Mundo is the Chief Investments, Strategy, and Corporate Services Officer of URC. He joined the Gokongwei Group in 2013 and had previously held positions as Chief Financial Officer (CFO) of URC, CFO of URC International, CFO of JGSHI, and CFO of Aspen Business Solutions, Inc. (ABSI). He brings with him 29 years of experience in all aspects of the finance career. He has built his career from 17 years of rigorous training in Procter & Gamble (P&G) and 3 years in Coca-Cola prior to joining the Gokongwei Group. He has worked in three different markets: Manila, Thailand, and Singapore, and has held numerous CFO and Regional Finance Head positions, namely: CFO for ASEAN, Head of Accounting Shared Services for Central and Eastern Europe, Middle East and Africa, and Asia Hub Manager for Internal Controls for P&G. During his stint with Coca-Cola, he was the CFO for Coca-Cola Bottlers Philippines, Inc. and concurrently the CEO of Coca-Cola Bottlers Business Services, the company's global shared service handling Philippines, Singapore, and Malaysia. He graduated Cum Laude from the University of the Philippines Diliman with a Bachelor of Science in Business Administration degree. He was recognized as the Most Distinguished Alumnus of the University's College of Business Administration in 2008. He is also a Certified Internal Auditor and has done several external talks on shared service and finance transformation in Manila, Malaysia, and Dubai.

Evelyn C. Ng is the Chief Financial Officer of URC. She joins URC after more than 21 years with Procter & Gamble (P&G) with a breadth of experiences across audit, accounting, controllership, forecasting, financial analysis, plant manufacturing finance, and tax. She has worked in the Philippines, Singapore, and Greater China; and assumed Finance leadership roles in Personal Cleansing, Skin Care, Cosmetics, Baby Care, and Oral Care. She was the Chief Financial Officer of P&G Philippines from 2012 to 2016 and most recently, P&G Vice President Comptroller for Asia, Middle East, and Africa and P&G Vice President for Asia Pacific Tax Operations. She graduated from the University of the Philippines (Diliman) Summa Cum Laude and University Valedictorian with a Bachelor of Science in Business Administration and Accountancy and topped the board (1st Place) in the Philippines National Licensure Examinations for Certified Public Accountants.

Anna Milagros D. David is the Chief Marketing Officer of URC. She is also concurrently the Managing Director of URC International. She was previously co-Managing Director of BCFG Philippines, where she brought the Philippine operation to record growth through the pandemic. She started her career in URC as Vice President and Business Unit Head for URC Beverages, for which she led the turnaround of the business. Prior to joining URC in 2018, she was with Unilever for 17 years, with roles in both Marketing and Sales across markets. This includes Marketing Director (Philippines), CCD Sales Director

(Philippines), Global Brand Director (Dove), and Regional Marketing Director (Asean). She is currently on the Board of Directors for the Danone-URC and Vitasoy-URC Joint Ventures. She obtained her Bachelor of Arts degree in Economics (Honors) from the Ateneo de Manila University where she graduated Magna Cum Laude.

Elisa O. Abalajon is the Chief Human Resources Officer and Agile Transformation Lead of URC. Prior to joining URC in 2016, she was the Southeast Asia HR Director of Mondelez International based in Singapore. She is a lawyer by profession having graduated with honors from the Ateneo de Manila School of Law. She received her Master's Degree in Business Administration from the Singapore Management University in 2013.

Krishna Mohan Suri is the Chief Research & Development Officer of URC. Prior to joining URC in January 2017, he worked at Mondelez and Unilever where he held roles in R&D and Manufacturing across multiple locations in Asia. He obtained his Bachelor's degree in Chemical Engineering from the Indian Institute of Technology, Kharagpur (IIT), and received his Master's Degree in Chemical Engineering specializing in Simulation & Controls from IIT.

Socorro M.L. Banting is a Vice President of URC. She is also an officer of other related companies of URC. Before joining URC in 1986, she worked with State Investment House, Inc. and Manila Midtown Hotel. She obtained her Bachelor of Science degree in Business Administration from the Ateneo de Davao University.

Karen Therese C. Salgado was appointed Chief Information Officer of URC on October 15, 2020. Prior to joining URC, she was the Chief Information Officer of Rustans Supercenters, Inc. for 3 years. She was the Chief Information Officer for both the Philippines and the Asia Pacific region of Avon Cosmetics, Inc. She obtained her Bachelor of Science degree in Commerce from De La Salle University.

Rhodora T. Lao is the Corporate Controller and Chief Compliance and Risk Officer of URC and was the Deputy Chief Finance Officer for Branded Consumer Foods Group of URC. She was formerly the Director for Strategic Initiatives and Group Controller for Coca-Cola Asia Pacific and held various finance roles in Avon APAC, Wyeth Philippines, International Distillers Philippines, and Nestle Philippines. She obtained her Bachelor of Science degree in Business Administration and Accountancy from the University of the Philippines where she graduated Cum Laude.

Charles Bernard A. Tañega was appointed Treasurer of URC on May 29, 2019 and has been Deputy Treasurer since December 2016 handling primarily URC International Treasury and Bank Control. He is also the Finance Manager of URC Myanmar effective February 1, 2023. Prior to joining URC, he gained 20 years of work experience in sales, finance and treasury and he had a 12-year stint with Citibank N.A. where he was a Vice President working in Global Markets as Treasury Sales handling FX and short-term investment products. Later on, in Treasury and Trade Solutions where he was the product manager for the bank's cash and liquidity products. He obtained his Bachelor's Degree in Commerce majoring in Management of Financial Institutions from De La Salle University and received his Master's Degree in Management from the Asian Institute of Management.

Maria Celia H. Fernandez-Estavillo is the Corporate Secretary of URC. She is also the Senior Vice President, General Counsel, and Corporate Secretary of JGSHI. She is also the Corporate Secretary of JG Summit Olefins Corporation and the Assistant Corporate Secretary of Gokongwei Brothers Foundation, Inc. She is a member of the British School Manila Board of Governors and a Trustee of the Solar Village Foundation. Prior to joining JG Summit Holdings, Inc. in March 2017, Atty. Fernandez-Estavillo was the head of the Legal and Regulatory Affairs Group, the Corporate Secretary, and a member of the Board of Directors of Rizal Commercial Banking Corporation. She was the Assistant Vice President of Global Business Development of ABS-CBN. She also held positions in government as Head of the Presidential

Management Staff, Assistant Secretary at the Department of Agriculture, and Chief of Staff of Senator Edgardo J. Angara. She began her legal career in ACCRA. She graduated from the University of the Philippines with a Bachelor of Science degree in Business Economics (Summa Cum Laude) and a Bachelor of Laws degree (Cum Laude). She completed her Master of Laws (LLM) in Corporate Law from the New York University School of Law. She received the highest score in the Philippine Bar examinations of 1997.

Andrea Claire G. Alcancia is the Assistant Corporate Secretary of URC and an Associate Legal Counsel of JGSHI. Prior to joining the JG Group, she was an associate at SyCip Salazar Hernandez & Gatmaitan (SyCipLaw) and was a member of the firm's Special Projects, and Banking, Finance, and Securities practice groups. She received her Bachelor's degree in Business Administration, Cum Laude, from the University of the Philippines in 2014 and her Juris Doctor degree from the same university in 2018. She was admitted to the Philippine Bar in 2019.

Elvin Michael L. Cruz is the Corporate Legal Counsel of URC. Prior to his appointment, he was a Director in the General Counsel Group of JG Summit Holdings, Inc. Before joining the JG Group, Atty. Cruz was the First Vice President and head of the Litigation Department of Rizal Commercial Banking Corporation. He started his legal career in Ponce Enrile Reyes & Manalastas (PECABAR) before joining Andres Marcelo Padernal Guerrero & Paras Law Offices. He graduated from the University of the Philippines College of Law and was admitted to the Philippine Bar in 2002.

Jose Miguel T. Manalang is the Corporate Strategy and Investor Relations Director of URC. He began his career as a management trainee in JGSHI and has worked in various roles in URC and JGSHI under corporate planning, finance, strategy, and general management. He received his Bachelor of Arts degree in Economics from the Ateneo de Manila University.

The members of the Company's board of directors and executive officers can be reached at the address of its registered office at 8th Floor, Tera Tower, Bridgetowne, E. Rodriguez Jr. Avenue (C5 Road), Ugong Norte, Quezon City, Philippines.

Involvement in Certain Legal Proceedings of Directors and Executive Officers

None of the members of the Board of Directors and Executive Officers of the Company are involved in any criminal, bankruptcy or insolvency investigations or proceedings.

Family Relationships

James L. Go, Chairman Emeritus, is the uncle of Lance Y. Gokongwei, Chairman, and directors Patrick Henry C. Go, and Johnson Robert G. Go, Jr. Lance Y. Gokongwei, Patrick Henry C. Go, and Johnson Robert G. Go, Jr. are cousins. Except for the foregoing, there are no known family relationships between the current members of the Board and key officers.

Item 11. Executive Compensation

The following summarizes certain information regarding compensation paid or accrued during the last two (2) years and to be paid in the ensuing year to the Company’s Directors and Executive Officers:

	Estimated – CY2023			Total	Actual	
	Salary	Bonus	Others		CY 2022	CY 2021
CEO and four (4) most highly compensated executive officers	₱115,356,670	₱600,000	₱300,000	₱116,256,670	₱110,329,382	₱105,559,388
All officers and directors as a group unnamed	266,425,171	4,800,000	2,940,000	274,165,171	260,311,388	253,998,095

Standard Arrangements

There are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed year and the ensuing year.

Other Arrangements

There are no other arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed year and the ensuing year.

Employment Contracts and Termination of Employment and Change-in-Control Arrangement

There are no special employment contracts between the Company and the named executive officers.

There are no compensatory plans or arrangements with respect to a named executive officer.

Warrants and Options Outstanding

There are no outstanding warrants or options held by the Company’s CEO, the named executive officers and all officers and directors as a group.

Item 12. Security Ownership of Certain Beneficial Owners and Management

(1) Security Ownership of Certain Record and Beneficial Owners

As of March 31, 2023, URC knows no one who beneficially owns in excess of 5% of URC's common stock except as set forth in the table below.

Title of Class	Names and addresses of record owners and relationship with the Corporation	Name of beneficial owner and relationship with record owner	Citizenship	No. of Shares Held	% to Total Outstanding
Common	JGSHI 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Street, Ortigas Center, Pasig City (stockholder)	Same as record owner (See Note 1)	Filipino	1,215,223,061	55.78%
Common	PCD Nominee Corporation (Non-Filipino) PDS Group, 29th Floor, BDO Equitable Tower, 8751 Paseo De Roxas, Makati City, 1226 (stockholder)	PCD Participants and their clients (See Note 2)	Non-Filipino	523,338,046	24.02%
Common	PCD Nominee Corporation (Filipino) PDS Group, 29th Floor, BDO Equitable Tower, 8751 Paseo De Roxas, Makati City, 1226 (stockholder)	PCD Participants and their clients (See Note 2)	Filipino	404,039,396	18.54%

- The Chairman and the President are both empowered under the By-Laws of JGSHI to vote any and all shares owned by JGSHI, except as otherwise directed by the Board of Directors. The incumbent Chairman and Chief Executive Officer JGSHI are Mr. James L. Go and Mr. Lance Y. Gokongwei, respectively.
- PCD Nominee Corporation is the registered owner of the shares in the books of the Corporation's transfer agent. PCD Nominee Corporation is a corporation wholly-owned by Philippine Depository and Trust Corporation, Inc. (formerly the Philippine Central Depository) ("PDTC"), whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged in the PDTC. PDTC is a private corporation organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. Under the current system of the PDTC, only participants (brokers and custodians) are recognized by PDTC as the beneficial owners of the lodged shares. Each beneficial owner of shares through his participant is the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee.
- Out of the PCD Nominee Corporation account, "The Hongkong and Shanghai Banking Corp. Ltd. - Clients' Acct." and "Deutsche Bank Manila - Clients A/C" hold for various trust accounts the following shares of the Corporation as of March 31, 2023:

	No. of shares	% to Outstanding
The Hongkong and Shanghai Banking Corp. Ltd. - Clients' Acct	269,439,841	12.37%
Deutsche Bank Manila - Clients A/C	223,007,877	10.23%
Citibank N.A	167,513,384	7.68%

Voting instructions may be provided by the beneficial owners of the shares.

(2) Security Ownership of Management

Title of Class	Name of beneficial Owner	Position	Amount & nature of beneficial ownership	Citizenship	% to Total Outstanding
Named Executive Officers ¹					
Common	1. James L. Go	Director, Chairman Emeritus	1,148,001	Filipino	0.05%
Common	2. Lance Y. Gokongwei	Director, Chairman	913,235	Filipino	0.04%
Common	3. Irwin C. Lee	Director, President and Chief Executive Officer	400,001	Filipino	0.02%
Common	4. Anna Milagros D. David	Chief Marketing Officer	49,630	Filipino	*
	Sub-total		2,510,867		0.11%
Other Directors, Executive Officers and Nominees					
Common	5. Patrick Henry C. Go	Director, Executive Vice President	45,540	Filipino	*
Common	6. Johnson Robert G. Go, Jr.	Director	1	Filipino	*
Common	7. Cesar V. Purisima	Director (Independent)	1	Filipino	*
Common	8. Rizalina G. Mantaring	Director (Independent)	7,401	Filipino	*
Common	9. Christine Marie B. Angco	Director (Independent)	1	Singaporean	*
Common	10. Antonio Jose U. Periquet Jr.	Director (Independent)	500,000	Filipino	0.02%
Common	11. Evelyn C. Ng	Chief Financial Officer	10,400	Filipino	*
Common	12. Jose Miguel T. Manalang	Director, Strategy and Investor Relations	3,000	Filipino	*
	Sub-total		566,344		0.03%
	All directors and executive officers as a group unnamed		3,077,211		0.14%

¹ As defined under Part IV (B) (1) (b) of Annex “C” of SRC Rule 12, the “named executive officers” to be listed refer to the Chief Executive Officer and those that are the four (4) most highly compensated executive officers as of March 31, 2023.

* less than 0.01%

(3) Voting Trust Holders of 5% or more

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

Item 13. Certain Relationships and Related Transactions

The Company, in its regular conduct of business, had engaged in transactions with its major stockholder, JGSHI and its affiliated companies. See Note 32 (Related Party Transactions) of the Notes to Consolidated Financial Statements (page 138) in the accompanying Audited Financial Statements filed as part of this Form 17-A.

PART IV – CORPORATE GOVERNANCE

Item 14. Corporate Governance

The Group adheres to the principles and practices of good corporate governance, as embodied in its Corporate Governance Manual, Code of Ethics and related SEC Circulars. Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that the Group observes good governance and management practices. This is to assure the shareholders that the Group conducts its business with the highest level of integrity, transparency and accountability.

The Group likewise consistently strives to raise its financial reporting standards by adopting and implementing prescribed Philippine Financial Reporting Standards (PFRSs).

UNIVERSAL ROBINA CORPORATION
LIST OF CORPORATE DISCLOSURES/REPLIES TO SEC LETTERS
UNDER SEC FORM 17-C
JUNE 1, 2022 TO DECEMBER 31, 2022

Date of Disclosure	Description
June 1-13, 2022	Disclosure on Share Buy-back Transactions
June 14, 2022	Clarification of News Reports
June 14 – July 14, 2022	Disclosure on Share Buy-back Transactions
July 29, 2022	a. Press release entitled “URC hits record high sales for the first half of 2022” b. Disclosure on the Extension of the Share Buy-back Program
August 8, 9, 15, 16, and 22, 2022	Disclosure on Share Buy-back Transactions
August 11, 2022	Change in Shareholdings of Directors and/or Principal Officers – Acquisition of shares by Mr. James L. Go
August 16, 2022	Change in Shareholdings of Directors and/or Principal Officers – Acquisition of shares by Mr. Irwin C. Lee
September 30, 2022	Change in Directors and/or Officers – Change in designation, promotion and appointment of officers
November 4, 2022	Press release entitled “URC reports record high sales in Q3 2022”

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

The management of Universal Robina Corporation and Subsidiaries (the Group) is responsible for the preparation and fair presentation of the consolidated financial statements, including the schedules attached therein, for the years ended December 31, 2022, 2021 and 2020, 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 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 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.

Sycip, Gorres, Velayo and Co., the independent auditors appointed by the stockholders, have audited the consolidated financial statements in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.


LANCE Y. GOKONGWEI
Chairman


IRWIN C. LEE
President and
Chief Executive Officer



EVELYN C. NG
Chief Financial Officer

QUEZON CITY MAR 30 2023

SUBSCRIBED AND SWORN to before me this 28th day of March, 2023 affiant(s) exhibiting to me the following documents as follows:

NAMES	DOCUMENT TYPE	DOCUMENT NUMBER	DATE OF ISSUE	PLACE OF ISSUE
Lance Y. Gokongwei	Passport	P6235422B	02.05.21	Quezon City
Irwin C. Lee	Passport	P8857404A	09.23.18	Quezon City
Evelyn C. Ng	Passport	P7653208B	09.21.21	Manila City

Doc No. 276
Page No. 61
Book No. 15
Series of 2023


ATTY. CONCEPCION P. VILLARENA
Notary Public for Quezon City
Until December 31, 2023
PTR No. 3716371 / January 3, 2023 Q.C
IBP No. 167803 / November 25, 2021 Q.C
Roll No. 30457 / 05-09-1980
MCLE VII-0006994 / 09-21-2021
ADM. MATTER No. NP-005 (2022-2023)

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Universal Robina Corporation
8th Floor, Tera Tower, Bridgetowne
E. Rodriguez, Jr. Avenue (C5 Road)
Ugong Norte, Quezon City, Metro Manila

Opinion

We have audited the consolidated financial statements of Universal Robina Corporation and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2022 and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2022 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). 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 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

A key audit matter is one that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter below was 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 this matter. The description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Finalization of Purchase Price Allocation on acquisition of Munchy's

In 2021, the Group acquired 100% ownership interest in Crunchy Foods, Inc., which owns Munchy Food Industries and its 100%-owned subsidiary Munchworld Marketing for a total consideration of ₱24.6 billion. PFRS requires that when an entity acquires interest in a subsidiary, the fair values of the net assets of the subsidiary must be determined at acquisition date, including the identification and recognition of intangible assets. In 2021, the purchase price allocation was determined on a provisional basis. PFRS provides for a measurement period of one year from the date of acquisition wherein the acquirer may adjust provisional amounts.

The finalization of the purchase price allocation in 2022 is significant to our audit because it required significant management judgment and estimation in the identification and measurement of goodwill and other intangible assets particularly, on the forecasted revenue used, discount rates, and estimated royalty rates, and in the determination of the fair values of other nonfinancial assets and liabilities. The goodwill and other intangible assets with indefinite useful lives recognized on the acquisition amounted to ₱17.5 billion and ₱4.0 billion, respectively. The significant estimates used and disclosures in relation to the finalization of the purchase price allocation are included in Notes 3 and 14 to the consolidated financial statements.

Audit Response

We obtained an understanding of the valuation methodologies and key inputs in the purchase price allocation. We involved our internal specialists in the review of the valuation methodologies and key assumptions. We assessed the reasonableness of revenue growth and terminal growth rate (%) by comparing these to the historical performance of Munchy's, industry/market outlook and other relevant external data. For royalty rates applied in the forecasted revenue, the Group used the average benchmark royalty rates of comparable transactions. We checked the appropriateness of entities used as comparables to determine the average benchmark royalty rates. We assessed the reasonableness of discount rates used to value certain assets by comparing these to published reference rates, and assessing whether the underlying parameters used represent current market assumptions of risks specific to the assets being valued. We reviewed the fair values the property, plant and equipment by making references to comparable properties and whether the adjustments made to arrive at the concluded value properly considered differences in characteristics such as location and size. We also assessed the reasonableness of the management's adjustment on the replacement costs for the physical and economic obsolescence of depreciable assets. We also assessed and validated the adequacy and appropriateness of the related disclosures in the consolidated financial statements.

Recoverability of Goodwill and Intangible Assets with indefinite useful lives

Under Philippine Accounting Standard (PAS) 36, *Impairment of Assets*, the Group is required to perform annual impairment tests on its goodwill and intangible assets with indefinite useful lives. As of December 31, 2022, the Group's goodwill attributable to the acquisition of Munchy's, and other entities amounted to ₱19.4 billion. The Group's intangible assets with indefinite useful lives consist of brands and trademarks, trade secrets and product formulation totaling ₱4.7 billion. The annual impairment test is significant to our audit because: (a) the balances of goodwill and intangible assets with indefinite useful lives are material to the consolidated financial statements; and (b) the determination of the recoverable amount of the cash-generating units (CGUs) to which goodwill is attributed, and as it relates to the other intangible assets with indefinite useful lives, involves significant management judgment and assumptions about the future results of business. The significant assumptions used in determining the recoverable amounts of these assets, specifically revenue growth rate (%), discount rate (%) and the terminal growth rate (%) that are applied to the cash flow forecasts, are subject to higher level of estimation uncertainty due to the current economic conditions.



The Group's disclosures about goodwill and other intangible assets with indefinite lives are included in Notes 3 and 14 to the consolidated financial statements.

Audit response

We evaluated the methodologies and the assumptions used in the value-in-use calculations. These assumptions include revenue growth rate, discount rate and the terminal growth rate. We compared the key assumptions used against the historical performance of the cash-generating unit (CGU), industry/market outlook and other relevant external data. We also assessed the reasonableness of the discount rate used by comparing these against entities with similar risk profiles, capital structures, industries, and market information. In all cases as applicable, we considered the impact associated with current economic conditions. We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is most sensitive, specifically those that have the most significant effect on the determination of the recoverable amount of goodwill and intangible assets with indefinite useful lives.

Other Information

Management is responsible for the other information. The other information comprises the SEC Form 17-A for the year ended December 31, 2022 (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the SEC Form 20-IS (Definitive Information Statement) and Annual Report for the year ended December 31, 2022, 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 do not and will not express any form of assurance conclusion thereon.

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

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.

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 PFRSs, 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 PSAs 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 PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the 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, related safeguards.

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 Miguel U. Ballelos, Jr.

SYCIP GORRES VELAYO & CO.

Miguel U. Ballelos Jr.

Miguel U. Ballelos, Jr.

Partner

CPA Certificate No. 109950

Tax Identification No. 241-031-088

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

SEC Partner Accreditation No. 109950-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

BIR Accreditation No. 08-001998-114-2022, January 20, 2022, valid until January 19, 2025

PTR No. 9369777, January 3, 2023, Makati City

March 28, 2023



UNIVERSAL ROBINA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2022	2021 (As Restated – Note 14)
ASSETS		
Current Assets		
Cash and cash equivalents (Note 7)	₱13,251,218,657	₱16,957,684,321
Financial assets at fair value through profit or loss (Note 8)	834,807,019	513,705,225
Receivables (Note 9)	21,955,634,905	16,766,426,332
Inventories (Note 10)	38,064,661,840	28,446,987,863
Biological assets (Note 13)	205,303,346	132,144,916
Other current assets (Note 11)	5,843,068,721	4,517,854,573
	80,154,694,488	67,334,803,230
Noncurrent Assets		
Property, plant and equipment (Note 12)	60,117,371,432	56,383,043,210
Right-of-use assets (Note 34)	2,001,572,293	2,215,167,047
Biological assets (Note 13)	205,740,429	166,105,594
Goodwill (Note 14)	19,363,084,093	18,751,709,896
Intangible assets (Note 14)	4,864,394,301	4,628,618,661
Investments in joint ventures (Note 15)	138,060,136	55,228,221
Deferred tax assets (Note 29)	450,002,299	447,528,495
Other noncurrent assets (Note 16)	2,658,709,936	3,464,267,621
	89,798,934,919	86,111,668,745
TOTAL ASSETS	₱169,953,629,407	₱153,446,471,975
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and other accrued liabilities (Note 18)	₱25,480,972,213	₱22,578,884,570
Short-term debts (Notes 17 and 19)	11,762,287,539	7,808,029,451
Trust receipts payable (Notes 10 and 19)	11,457,712,536	8,106,662,079
Income tax payable	426,388,653	288,842,084
Lease liabilities - current portion (Note 34)	273,499,481	245,682,038
	49,400,860,422	39,028,100,222
Noncurrent Liabilities		
Deferred tax liabilities (Note 29)	2,161,335,900	2,032,345,574
Lease liabilities - net of current portion (Note 34)	2,001,355,296	2,235,085,558
Net pension liability (Note 28)	419,736,694	383,206,789
	4,582,427,890	4,650,637,921
	53,983,288,312	43,678,738,143

(Forward)

	December 31	
	2022	2021
Equity		
Equity attributable to equity holders of the parent		
Paid-up capital (Note 19)	₱23,422,134,732	₱23,422,134,732
Retained earnings (Note 19)	95,304,192,226	88,907,647,831
Other comprehensive income (Note 20)	5,333,718,849	3,266,429,260
Equity reserve (Note 19)	(5,062,245,488)	(5,075,466,405)
Treasury shares (Note 19)	(3,652,109,120)	(1,099,761,235)
	115,345,691,199	109,420,984,183
Equity attributable to non-controlling interest (Note 19)	624,649,896	346,749,649
	115,970,341,095	109,767,733,832
TOTAL LIABILITIES AND EQUITY	₱169,953,629,407	₱153,446,471,975

See accompanying Notes to Consolidated Financial Statements.



UNIVERSAL ROBINA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

	Years Ended December 31		
	2022	2021	2020
CONTINUING OPERATIONS			
SALE OF GOODS AND SERVICES (Notes 21 and 33)	₱149,903,643,832	₱116,954,788,444	₱113,161,785,302
COST OF SALES (Note 21)	110,686,464,075	83,489,653,157	78,573,438,418
GROSS PROFIT	39,217,179,757	33,465,135,287	34,588,346,884
Selling and distribution costs (Note 22)	18,608,820,271	16,082,615,159	16,159,980,873
General and administrative expenses (Note 23)	5,384,755,135	4,666,125,109	4,531,919,017
OPERATING INCOME	15,223,604,351	12,716,395,019	13,896,446,994
Finance costs (Note 27)	(806,175,065)	(573,284,799)	(661,728,977)
Net foreign exchange gain (losses)	383,483,794	346,265,153	(504,164,262)
Equity in net losses of joint ventures (Note 15)	(378,967,690)	(91,077,671)	(61,973,952)
Provision for credit and impairment losses (Notes 9, 10 and 12)	(327,038,490)	(572,219,061)	(32,583,003)
Finance revenue (Note 26)	295,018,267	255,372,110	323,640,769
Market valuation gain on financial assets and liabilities at fair value through profit or loss - net (Note 8)	70,404,256	87,194,548	136,239,105
Other income (losses) - net (Notes 12, 16, and 18)	3,011,156,673	2,375,334,123	(618,541,378)
INCOME BEFORE TAX FROM CONTINUING OPERATIONS	17,471,486,096	14,543,979,422	12,477,335,296
PROVISION FOR INCOME TAX (Note 29)	3,000,198,031	1,578,671,226	1,973,205,320
NET INCOME FROM CONTINUING OPERATIONS	₱14,471,288,065	₱12,965,308,196	₱10,504,129,976
DISCONTINUED OPERATIONS			
NET INCOME AFTER TAX FROM DISCONTINUED OPERATIONS (Note 30)	—	11,280,571,602	1,120,472,734
NET INCOME	₱14,471,288,065	₱24,245,879,798	₱11,624,602,710
NET INCOME ATTRIBUTABLE TO:			
Equity holders of the parent (Note 31)	₱13,956,141,883	₱23,323,672,422	₱10,746,720,491
Non-controlling interests (Notes 15 and 19)	515,146,182	922,207,376	877,882,219
	₱14,471,288,065	₱24,245,879,798	₱11,624,602,710
EARNINGS PER SHARE (Note 31)			
Basic/diluted, for income attributable to equity holders of the parent	₱6.39	₱10.58	₱4.88

See accompanying Notes to Consolidated Financial Statements.



UNIVERSAL ROBINA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2022	2021	2020
NET INCOME	₱14,471,288,065	₱24,245,879,798	₱11,624,602,710
OTHER COMPREHENSIVE INCOME (LOSS)			
<i>Items to be reclassified to profit or loss in subsequent periods, net of tax:</i>			
Cumulative translation adjustments (Note 20)	1,929,092,653	1,294,472,221	(1,566,642,568)
Gain (loss) on cash flow hedge (Note 20)	-	31,878,965	(31,878,965)
	1,929,092,653	1,326,351,186	(1,598,521,533)
<i>Items not to be reclassified to profit or loss in subsequent periods:</i>			
Remeasurement gain (loss) on defined benefit plans (Notes 20 and 28)	230,091,870	644,591,283	(203,848,275)
Income tax effect	(57,522,968)	(207,839,764)	61,154,482
Unrealized gain (loss) on financial assets at fair value through other comprehensive income (Notes 16 and 20)	24,850,000	5,830,000	(890,000)
	197,418,902	442,581,519	(143,583,793)
OTHER COMPREHENSIVE INCOME (LOSS)	2,126,511,555	1,768,932,705	(1,742,105,326)
TOTAL COMPREHENSIVE INCOME	₱16,597,799,620	₱26,014,812,503	₱9,882,497,384
TOTAL COMPREHENSIVE INCOME			
ATTRIBUTABLE TO:			
Equity holders of the parent	₱16,023,431,472	₱24,856,084,867	₱9,251,349,055
Non-controlling interests	574,368,148	1,158,727,636	631,148,329
	₱16,597,799,620	₱26,014,812,503	₱9,882,497,384

See accompanying Notes to Consolidated Financial Statements.



UNIVERSAL ROBINA CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to Equity Holders of the Parent														Equity Attributable to Non-controlling Interest	Total Equity
	Paid-up Capital (Note 19)		Retained Earnings (Note 19)			Other Comprehensive Income (Loss) (Note 20)						Equity Reserve (Note 19)	Treasury Shares (Note 19)	Total (Notes 15 and 19)		
	Capital Stock	Additional Paid-in Capital	Total Paid-up Capital	Unappropriated Retained Earnings	Appropriated Retained Earnings	Total Retained Earnings	Cumulative Translation Adjustments (Note 20)	Net Unrealized Gain (Loss) on Financial Assets at FVOCI (Note 16)	Unrealized Gain (Loss) on Cash Flow Hedge	Remeasurement Gain (Loss) on Defined Benefit Plans	Total Other Comprehensive Income (Loss)					
Balances as at January 1, 2022	₱2,230,160,190	₱21,191,974,542	₱23,422,134,732	₱88,907,647,831	₱-	₱88,907,647,831	₱3,417,686,647	₱59,510,000	₱-	(₱210,767,387)	₱3,266,429,260	(₱5,075,466,405)	(₱1,099,761,235)	₱109,420,984,183	₱346,749,649	₱109,767,733,832
Net income for the year	-	-	-	13,956,141,883	-	13,956,141,883	-	-	-	-	-	-	-	13,956,141,883	515,146,182	14,471,288,065
Other comprehensive income	-	-	-	-	-	-	1,872,914,779	24,850,000	-	169,524,810	2,067,289,589	-	-	2,067,289,589	59,221,966	2,126,511,555
Total comprehensive income	-	-	-	13,956,141,883	-	13,956,141,883	1,872,914,779	24,850,000	-	169,524,810	2,067,289,589	-	-	16,023,431,472	574,368,148	16,597,799,620
Cash dividends (Note 19)	-	-	-	(7,559,597,488)	-	(7,559,597,488)	-	-	-	-	-	-	-	(7,559,597,488)	(295,470,000)	(7,855,067,488)
Acquisition of new subsidiary (Note 19)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Derecognition of noncontrolling interest	-	-	-	-	-	-	-	-	-	-	-	-	-	13,220,917	-	(997,901)
Purchase of treasury shares (Note 19)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,552,347,885)
Balances as at December 31, 2022	₱2,230,160,190	₱21,191,974,542	₱23,422,134,732	₱95,304,192,226	₱-	₱95,304,192,226	₱5,290,601,426	₱84,360,000	₱-	(₱41,242,577)	₱5,333,718,849	(₱5,062,245,488)	(₱3,652,109,120)	₱115,345,691,199	₱624,649,896	₱115,970,341,095
Balances as at January 1, 2021	₱2,230,160,190	₱21,191,974,542	₱23,422,134,732	₱70,448,067,424	₱-	₱70,448,067,424	₱2,344,845,823	₱53,680,000	(₱19,127,379)	(₱645,381,629)	₱1,734,016,815	(₱2,665,824,256)	(₱679,489,868)	₱92,258,904,847	₱5,525,257,087	₱97,784,161,934
Net income for the year	-	-	-	23,323,672,422	-	23,323,672,422	-	-	-	-	-	-	-	23,323,672,422	922,207,376	24,245,879,798
Other comprehensive income	-	-	-	-	-	-	1,072,840,824	5,830,000	19,127,379	434,614,242	1,532,412,445	-	-	1,532,412,445	236,520,260	1,768,932,705
Total comprehensive income	-	-	-	23,323,672,422	-	23,323,672,422	1,072,840,824	5,830,000	19,127,379	434,614,242	1,532,412,445	-	-	24,856,084,867	1,158,727,636	26,014,812,503
Cash dividends (Note 19)	-	-	-	(7,273,734,164)	-	(7,273,734,164)	-	-	-	-	-	-	-	(7,273,734,164)	(433,650,000)	(7,707,384,164)
Acquisition of new subsidiary (Note 15)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	341,291,632	341,291,632
Derecognition of noncontrolling interest (Note 30)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reclass of equity reserves (Note 19)	-	-	-	2,409,642,149	-	2,409,642,149	-	-	-	-	-	(2,409,642,149)	-	-	(6,244,876,706)	(6,244,876,706)
Purchase of treasury shares (Note 19)	-	-	-	-	-	-	-	-	-	-	-	-	(420,271,367)	(420,271,367)	-	(420,271,367)
Balances as at December 31, 2021	₱2,230,160,190	₱21,191,974,542	₱23,422,134,732	₱88,907,647,831	₱-	₱88,907,647,831	₱3,417,686,647	₱59,510,000	₱-	(₱210,767,387)	₱3,266,429,260	(₱5,075,466,405)	(₱1,099,761,235)	₱109,420,984,183	₱346,749,649	₱109,767,733,832
Balances as at January 1, 2020	₱2,230,160,190	₱21,191,974,542	₱23,422,134,732	₱64,644,456,817	₱2,000,000,000	₱66,644,456,817	₱3,678,701,625	₱54,570,000	₱-	(₱503,883,374)	₱3,229,388,251	(₱2,665,824,256)	(₱679,489,868)	₱89,950,665,676	₱5,233,836,518	₱95,184,502,194
Net income for the year	-	-	-	10,746,720,491	-	10,746,720,491	-	-	-	-	-	-	-	10,746,720,491	877,882,219	11,624,602,710
Other comprehensive loss	-	-	-	-	-	-	(1,333,855,802)	(890,000)	(19,127,379)	(141,498,255)	(1,495,371,436)	-	-	(1,495,371,436)	(246,733,890)	(1,742,105,326)
Total comprehensive income	-	-	-	10,746,720,491	-	10,746,720,491	(1,333,855,802)	(890,000)	(19,127,379)	(141,498,255)	(1,495,371,436)	-	-	9,251,349,055	631,148,329	9,882,497,384
Cash dividends (Note 19)	-	-	-	(6,943,109,884)	-	(6,943,109,884)	-	-	-	-	-	-	-	(6,943,109,884)	(343,000,000)	(7,286,109,884)
Acquisition of new subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,272,240	3,272,240
Reversal of appropriation of retained earnings (Note 19)	-	-	-	2,000,000,000	(2,000,000,000)	-	-	-	-	-	-	-	-	-	-	-
Balances as at December 31, 2020	₱2,230,160,190	₱21,191,974,542	₱23,422,134,732	₱70,448,067,424	₱-	₱70,448,067,424	₱2,344,845,823	₱53,680,000	(₱19,127,379)	(₱645,381,629)	₱1,734,016,815	(₱2,665,824,256)	(₱679,489,868)	₱92,258,904,847	₱5,525,257,087	₱97,784,161,934

See accompanying Notes to Consolidated Financial Statements.



UNIVERSAL ROBINA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax from continuing operations	₱17,471,486,096	₱14,543,979,422	₱12,477,335,295
Income before income tax from discontinued operations (Note 30)	-	11,599,742,265	1,278,949,112
Income before income tax	17,471,486,096	26,143,721,687	13,756,284,407
Adjustments for:			
Depreciation and amortization (Notes 24 and 30)	6,288,252,700	6,964,546,747	7,364,956,117
Loss (gain) on sale/disposals of property, plant and equipment and investment property (Notes 12 and 16)	(3,281,365,960)	(3,183,838,706)	3,151,000
Finance costs (Notes 27 and 30)	806,175,065	1,313,541,255	1,440,491,530
Net foreign exchange losses (gains) (Note 30)	(383,483,794)	(357,418,904)	486,271,868
Equity in net losses of joint ventures (Notes 15 and 30)	378,967,690	91,077,671	30,387,041
Provision for credit and impairment losses (Notes 9, 10 and 12)	327,038,490	572,219,061	32,583,003
Finance revenue (Notes 26 and 30)	(295,018,267)	(272,412,394)	(342,722,549)
Pension expense (Note 28)	241,735,564	313,644,955	221,475,059
Market valuation gain on financial assets at fair value through profit or loss - net (Note 8)	(70,404,256)	(87,194,548)	(136,239,105)
Gain arising from changes in fair value less estimated costs to sell of biological assets (Note 13)	(311,493)	(2,550,156)	(37,039,948)
Gain on sale of business (Note 30)	-	(10,100,438,582)	-
Unamortized debt issue cost recognized as expense on pre-termination of long-term debts	-	92,120,744	-
Loss on sale of financial assets at fair value through OCI	-	580,000	-
Operating income before working capital changes	21,483,071,835	21,487,598,830	22,819,598,423
Decrease (increase) in:			
Receivables	(2,605,431,253)	(471,993,520)	(1,608,936,413)
Inventories	(10,122,658,594)	(4,118,047,111)	(2,046,782,286)
Biological assets	(228,333,481)	(149,317,080)	653,186,037
Other current assets	(1,866,648,789)	(1,255,115,410)	(98,416,313)
Increase (decrease) in:			
Accounts payable and other accrued liabilities	4,184,752,123	342,129,083	3,557,926,082
Trust receipts payable	3,300,488,410	546,700,633	(1,257,836,274)
Net cash generated from operations	14,145,240,251	16,381,955,425	22,018,739,256
Income taxes paid	(2,399,394,053)	(1,847,176,445)	(2,253,123,509)
Interest paid	(565,663,230)	(925,492,541)	(884,404,162)
Contributions to retirement plan (Note 28)	(200,415)	(344,863,044)	(252,232,263)
Interest received	170,897,069	202,061,065	276,644,858
Net cash provided by operating activities	11,350,879,622	13,466,484,460	18,905,624,180
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of:			
Property, plant and equipment (Note 12)	(9,134,912,018)	(13,199,692,100)	(11,136,695,250)
Subsidiary, net of cash acquired (Note 14)	(486,014,976)	(22,565,594,339)	-
Financial assets at fair value through profit or loss	(162,665,091)	(77,103,380)	-
Investments in joint ventures (Note 15)	(80,879,150)	(100,000,000)	-
Intangible assets	(3,101,422)	-	-
Proceeds from sale/disposal of:			
Property, plant and equipment and investment property (Notes 12 and 16)	1,827,682,799	1,984,600,073	41,083,408
Business, net of cash disposed (Note 30)	-	22,292,159,390	-
Financial assets at fair value through OCI	-	50,000	-
Financial assets at fair value through profit or loss	-	-	25,750
Decrease (increase) in other noncurrent assets	(80,447,447)	3,710,795	(321,475,301)
Dividends received (Note 8)	80,757,174	32,302,870	64,605,739
Net cash used in investing activities	(8,039,580,131)	(11,629,566,691)	(11,352,455,654)

(Forward)



	Years Ended December 31		
	2022	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments of/from:			
Short-term debts (Notes 17 and 35)	(₱15,740,000,000)	(₱4,002,001,432)	(₱3,202,003,095)
Principal portion of lease liabilities (Note 34)	(500,349,782)	(814,968,947)	(830,570,104)
Availments of short-term debts (Notes 17 and 35)	19,630,000,000	9,200,000,000	2,125,000,000
Purchase of treasury shares (Note 19)	(2,552,347,885)	(420,271,367)	-
Cash dividends paid (Note 19)	(7,855,067,488)	(7,707,384,164)	(7,286,109,884)
Increase in other noncurrent liabilities	-	-	21,646,161
Net cash used in financing activities	(7,017,765,155)	(3,744,625,910)	(9,172,036,922)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(3,706,465,664)	(1,907,708,141)	(1,618,868,396)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	16,957,684,321	18,865,392,462	20,484,260,858
CASH AND CASH EQUIVALENTS AT END OF YEAR	₱13,251,218,657	₱16,957,684,321	₱18,865,392,462

See accompanying Notes to Consolidated Financial Statements.



UNIVERSAL ROBINA CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Universal Robina Corporation (hereinafter referred to as “the Parent Company” or “URC”) was incorporated on September 28, 1954, domiciled in the Republic of the Philippines, and is listed in the Philippine Stock Exchange. On October 28, 2002, the Parent Company’s corporate life was extended for another 50 years or until September 28, 2054. The registered office address of the Parent Company is at 8th Floor Tera Tower, Bridgetowne, E. Rodriguez, Jr. Avenue (C5 Road), Ugong Norte, Quezon City, Metro Manila.

The Parent Company is a majority owned subsidiary of JG Summit Holdings, Inc. (“the Ultimate Parent Company” or “JGSHI”).

The Parent Company and its subsidiaries (hereinafter referred to as “the Group”) is one of the largest branded food products companies in the Philippines and has a strong presence in ASEAN markets. The Group is involved in a wide range of food-related businesses which are organized into two (2) business segments: branded consumer foods and agro-industrial and commodity foods.

Branded consumer foods (BCF) segment, including packaging division, manufactures and distributes a diverse mix of salty snacks, chocolates, candies, biscuits, packaged cakes, beverages and instant noodles. The Parent Company also engages in the manufacture of bi-axially oriented polypropylene (BOPP) films for packaging companies and flexible packaging materials to cater various URC branded products.

The agro-industrial and commodity food segment operates three divisions: (1) agro-industrial group (AIG) engages in hog and poultry farming, production and distribution of animal health products and manufacture and distribution of animal feeds, glucose and soya bean products; (2) flour division engages in flour milling and pasta manufacturing; and (3) sugar and renewable division (SURE) engages in sugar milling and refining, and renewable energy development.

The operations of certain subsidiaries are registered with the Board of Investments (BOI) as preferred pioneer and non-pioneer activities. Under the terms of the registrations and subject to certain requirements, the Parent Company and certain subsidiaries are entitled to certain fiscal and non-fiscal incentives, including among others, an income tax holiday (ITH) for a period of three (3) years to seven (7) years from respective start dates of commercial operations (see Note 33).

The Group is also subject to certain regulations with respect to, among others, product composition, packaging, labeling, advertising and safety.

The principal activities of the Group are further described in Note 6.



2. Summary of Significant Accounting Policies

Basis of Preparation

The accompanying consolidated financial statements of the Group have been prepared on a historical cost basis, except for financial assets at fair value through profit or loss (FVTPL), financial assets at fair value through other comprehensive income (FVOCI), inventories that have been measured at lower of cost and net realizable value (NRV) and biological assets and agricultural produce that have been measured at fair value less estimated costs to sell.

The consolidated financial statements of the Group are presented in Philippine Peso. The functional and presentation currency of the Parent Company and its Philippine subsidiaries is the Philippine Peso. All values are rounded to the nearest peso except when otherwise stated.

The functional currencies of the Group's consolidated foreign subsidiaries follow:

Subsidiaries	Country of Incorporation	Functional Currency
URC Asean Brands Co. Ltd. (UABCL)	British Virgin Islands	US Dollar
Hong Kong China Foods Co. Ltd. (HCFCL)	- do -	- do -
URC International Co. Ltd. (URCICL)	- do -	- do -
Shanghai Peggy Foods Co., Ltd. (Shanghai Peggy)	China	Chinese Renminbi
URC China Commercial Co. Ltd. (URCCCL)	- do -	- do -
Xiamen Tongan Pacific Food Co., Ltd.	- do -	- do -
Guangzhou Peggy Foods Co., Ltd.	- do -	- do -
Shantou SEZ Shanfu Foods Co., Ltd.	- do -	- do -
Jiangsu Acesfood Industrial Co., Ltd.	- do -	- do -
Shantou Peggy Co. Ltd.	- do -	- do -
URC Hong Kong Company Limited	Hong Kong	Hong Kong Dollar
PT URC Indonesia	Indonesia	Indonesian Rupiah
URC Snack Foods (Malaysia) Sdn. Bhd. (URC Malaysia)	Malaysia	Malaysian Ringgit
Ricellent Sdn. Bhd.	- do -	- do -
Crunchy Foods Sdn. Bhd (Malaysia)	- do -	- do -
Munchy Food Industries Sdn. Bhd	- do -	- do -
Munchworld Marketing Sdn Bhd	- do -	- do -
URC Foods (Singapore) Pte. Ltd.	Singapore	Singapore Dollar
Advanson International Pte. Ltd. (Advanson)	- do -	- do -
Pan Pacific Investments Co. Ltd. (PPICL)	- do -	- do -
URC Equity Ventures Pte. Ltd.	- do -	- do -
URC (Thailand) Co., Ltd.	Thailand	Thai Baht
Siam Pattanasin Co., Ltd.	- do -	- do -
URC (Myanmar) Co. Ltd.	Myanmar	Myanmar Kyat
URC Vietnam Co., Ltd.	Vietnam	Vietnam Dong
URC Hanoi Company Limited	- do -	- do -
URC Central Co. Ltd.	- do -	- do -

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with Philippine Financial Reporting Standards (PFRSs).



Basis of Consolidation

The consolidated financial statements include the financial statements of the Parent Company and the following wholly and majority owned direct subsidiaries as of December 31, 2022 and 2021.

Subsidiaries	Place of Incorporation	Effective Percentages of Ownership
CFC Corporation	Philippines	100.00
Bio-Resource Power Generation Corporation (BRPGC)	- do -	100.00
Najalin Agri-Ventures, Inc. (NAVI)	- do -	95.82
URC Snack Ventures Inc. (USVI)	- do -	100.00
URC Beverage Ventures, Inc. (UBVI)	- do -	100.00
Nissin - URC (NURC)	- do -	51.00
<i>(Forward)</i>		
URC Philippines, Ltd. (URCPL)	British Virgin Islands	100.00
URCICL and Subsidiaries*	- do -	100.00
Universal Robina (Cayman), Ltd. (URCL)	Cayman Islands	100.00
URCCCL and a Subsidiary	China	100.00

*Subsidiaries are located in Vietnam, Thailand, Myanmar, Indonesia, Malaysia, Singapore, China and Hong Kong

On December 23, 2019, Intersnack, a European enterprise engaged in the savory snacks market with an extensive product portfolio, bought 40% of Oceania businesses (Snack Brands Australia and Griffin's Food Limited), which resulted in the reduction of URC's ownership interest in Oceania from 100% to 60% (see Note 19). Further, on October 29, 2021, URC sold its remaining 60% ownership interest to Intersnack (see Note 30).

Control

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

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

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of financial position and consolidated statement of comprehensive income from the date the Parent Company gains control until the date it ceases to control the subsidiary.



Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent of the Group and to the non-controlling interests, even if this results in the non-controlling interest having deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those used by the Group.

All intragroup transactions, balances, income and expenses are eliminated in the consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. The interest of non-controlling shareholders may be initially measured at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, non-controlling interests consist of the amount attributed to such interests at initial recognition and the non-controlling interest's share of changes in equity since the date of the combination.

Any changes in the Group's ownership interest in subsidiary that does not result in a loss of control is accounted for as equity transactions. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the equity holders of the Parent Company.

If the Group loses control over a subsidiary, it:

- derecognizes the assets (including goodwill) and liabilities of the subsidiary;
- derecognizes the carrying amount of any non-controlling interest;
- derecognizes the related other comprehensive income recorded in equity and recycles the same to profit or loss or retained earnings;
- recognizes the fair value of the consideration received;
- recognizes the fair value of any investment retained;
- recognizes any surplus or deficit in the consolidated statement of income; and
- reclassifies the Parent Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting policies. Some of the Group's subsidiaries have a local statutory accounting reference date of September 30. These are consolidated using management prepared information on a basis coterminous with the Group's accounting reference date.

Below are the subsidiaries with a different accounting reference date from that of the Parent Company:

<u>Subsidiaries*</u>	<u>Year-end</u>
Bio-resource Power Generation Corporation	September 30
Najalin Agri-Ventures, Inc.	-do-

**Dormant/non-operating subsidiaries*

Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. This policy also covers purchase of assets that constitutes acquisition of a business.



For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are recognized in profit or loss in the consolidated statement of income as incurred.

Where appropriate, the cost of acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments. All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant PFRSs. Changes in the fair value of contingent consideration classified as equity are not recognized.

When the Group 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.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that if known, would have affected the amounts recognized as of that date. The measurement period is the period from the date of acquisition to the date the Group receives complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum period of one year.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the business combination is achieved in stages, the Group's previously-held interests in the acquired entity are remeasured to fair value at the acquisition date (the date the Group attains control) and the resulting gain or loss, if any, is recognized in the consolidated statement of income. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.



Combinations of Entities under Common Control

Where there are business combinations involving entities that are ultimately controlled by the same ultimate parent (i.e., Controlling Shareholders) before and after the business combination and that the control is not transitory (“business combinations under common control”), the Group accounts for such business combinations in accordance with the guidance provided by the Philippine Interpretations Committee Q&A No. 2011-02, PFRS 3.2 - *Common Control Business Combinations*. The purchase method of accounting is used, if the transaction was deemed to have substance from the perspective of the reporting entity. In determining whether the business combination has substance, factors such as the underlying purpose of the business combination and the involvement of parties other than the combining entities such as the non-controlling interest, shall be considered. In cases where the transaction has no commercial substance, the business combination is accounted for using the pooling of interests method.

In applying the pooling of interests method, the Group follows the Philippine Interpretations Committee Q&A No. 2012-01, PFRS 3.2 - *Application of the Pooling of Interests Method for Business Combinations of Entities under Common Control in Consolidated Financial Statements*, which provides the following guidance:

- The assets and liabilities of the combining entities are reflected in the consolidated financial statements at their carrying amounts. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination. The only adjustments that are made are those adjustments to harmonize accounting policies.
- No new goodwill is recognized as a result of the combination. The only goodwill that is recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid or transferred and the equity acquired is reflected within equity as other equity reserve, i.e., either contribution or distribution of equity.
- The consolidated statement of income reflects the results of the combining entities for the full year, irrespective of when the combination took place.

Goodwill

Goodwill arising from the acquisition of a subsidiary is recognized as an asset at the date the control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer’s previously-held interest, if any, in the entity over the net fair value of the identifiable net assets recognized.

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

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

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



If after reassessment, the Group's interest in the net fair value of the acquiree's identifiable net assets exceeds the sum of consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously-held equity interest, if any, the excess is recognized immediately in the consolidated statement of income as a gain on bargain purchase.

Following initial recognition, goodwill is measured at cost, less any accumulated impairment losses, if any. Goodwill is reviewed for impairment annually or more frequently, if events or changes in circumstances indicate that the carrying value may be impaired (see further discussion under Impairment of nonfinancial assets).

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following PFRSs and Philippine Accounting Standards (PAS) and Philippine Interpretations beginning January 1, 2022. Unless otherwise indicated, the adoption of the new and amended standards and interpretations did not have any impact on the consolidated financial statements of the Group.

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

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

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

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

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

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

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



- *Annual Improvements to PFRSs 2018-2020 Cycle*

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

The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported in the parent's consolidated financial statements, based on the parent's date of transition to PFRS, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

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

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

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

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

Significant Accounting Policies

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current or noncurrent classification. An asset is current when it is:

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

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.



Fair Value Measurement

The Group measures certain financial instruments and nonfinancial assets at fair value at each reporting date. Fair values of financial instruments measured at amortized cost and investment properties carried at cost are disclosed in Note 5.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- 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 to the Group.

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

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

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting date.

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

Cash and Cash Equivalents

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



Financial Instruments

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

a) Financial assets

Initial recognition and measurement

Financial assets are classified at fair value at initial recognition and subsequently measured at amortized cost, FVOCI, and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under PFRS 15, *Revenue from Contracts with Customers*.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are '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 which are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows. Financial assets classified and measured at FVOCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

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

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 FVTPL

The financial assets of the Group as of December 31, 2022 and 2021 consist of financial assets at amortized cost, financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments), derivative assets and financial assets at FVTPL (equity instruments).



Financial assets at amortized cost (debt instruments)

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost include cash and cash equivalents, receivables and security deposits.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group 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 other income in the consolidated statements of income when the right of payment has been established, except when the Group 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 Group elected to classify irrevocably its investments in club shares under this category.

Financial assets at FVTPL

Debt instruments that do not meet the amortized cost criteria, or meets the criteria but the Group has designated as at FVTPL upon initial recognition, are classified as financial assets at FVTPL. Equity investments are classified as financial assets at FVTPL, unless the Group designates an equity investment that is not held for trading as at FVOCI at initial recognition.

A financial asset is considered as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term;
- upon initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or financial guarantee.

Financial assets at FVTPL are carried in the consolidated statements of financial position at fair value with net changes in fair value recognized in the consolidated statements of income.

This category includes equity instruments which the Group had not irrevocably elected to classify at fair value through OCI and currency options.

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 fair value through profit or loss. 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 fair value through profit or loss category.



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 Group's consolidated statement of financial position) when:

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

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

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

Impairment of financial assets

The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at FVTPL. ECLs represent credit losses that reflect an unbiased and probability-weighted amount which is determined by evaluating a range of possible outcomes, the time value of money and reasonable and supportable information about past events, current conditions and forecasts of future economic conditions. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime ECL), unless there has been no significant increase in credit risk (SICR) since origination, in which case, the allowance is based on the 12-month ECL. The 12-month ECL is the portion of lifetime ECL that results from default events on a financial instrument that are possible within the 12 months after the reporting date. Lifetime ECL are credit losses that results from all possible default events over the expected life of a financial instrument.

For trade receivables 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. The Group has established a provision matrix that is based on historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.



For other financial assets such as nontrade receivables, due from related parties and other receivables, ECLs are recognized in two stages. For credit exposures for which there has not been a SICR in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a SICR since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash and cash equivalents and short-term investments, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a SICR since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from reputable credit rating agencies to determine whether the debt instrument has SICR and to estimate ECLs.

The Group considers a debt investment security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

The key inputs in the model include the Group's definition of default and historical data of three years for the origination, maturity date and default date. The Group considers trade receivables and contract assets in default when contractual payment are 60 days past due, except for certain circumstances when the reason for being past due is due to reconciliation with customers of payment records which are administrative in nature which may extend the definition of default. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

Determining the stage for impairment

At each reporting date, the Group assesses whether there has been an SICR for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analyses.

An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed SICR since origination, then the loss allowance measurement reverts from lifetime ECL to 12-month ECL.

Staging assessment

PFRS 9 establishes a three-stage approach for impairment of financial assets, based on whether there has been a significant deterioration in the credit risk of a financial asset. These three stages then determine the amount of impairment to be recognized.

- Stage 1 is comprised of all non-impaired financial instruments which have not experienced a SICR since initial recognition. Entities are required to recognize 12-month ECL for stage 1 financial instruments. In assessing whether credit risk has increased significantly, entities are required to compare the risk of a default occurring on the financial instrument as at the reporting date, with the risk of a default occurring on the financial instrument as at the date of initial recognition.



- Stage 2 is comprised of all non-impaired financial instruments which have experienced a SICR since initial recognition. Entities are required to recognize lifetime ECL for stage 2 financial instruments. In subsequent reporting periods, if the credit risk of the financial instrument improves such that there is no longer a SICR since initial recognition, then entities shall revert to recognizing 12-month ECL.
- Financial instruments are classified as stage 3 when there is objective evidence of impairment as a result of one or more loss events that have occurred after initial recognition with a negative impact on the estimated future cash flows of a financial instrument or a portfolio of financial instruments. The ECL model requires that lifetime ECL be recognized for financial assets that are in default. The Group considers a financial asset in default when contractual payments are 30-60 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

b) Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by PFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the consolidated statements of income.

Financial liabilities designated upon initial recognition at FVTPL are designated at the initial date of recognition, and only if the criteria in PFRS 9 are satisfied.

The Group does not have financial liabilities at FVTPL as of December 31, 2022 and 2021.

Financial liabilities at amortized cost

This is the category most relevant to the Group. It pertains to financial liabilities that are not held for trading or not designated as at FVTPL upon the inception of the liability. These include liabilities arising from operations and borrowings.



After initial recognition, these financial liabilities are measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on the acquisition and fees or costs that are an integral part of the EIR. Gains and losses are recognized in profit or loss when the financial liabilities are derecognized, as well as through the EIR amortization process.

This category applies to the Group's accounts payable and accrued liabilities (excluding advances from customers, advances from third parties, statutory and taxes payables), short-term debts and trust receipts payable.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, 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 profit or loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of solvency or bankruptcy of the Group and all of the counterparties.

Inventories

Inventories, including goods-in-process, are recorded at cost and subsequently valued at the lower of cost and NRV. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

When the inventories are sold, the carrying amounts of those inventories are recognized under 'Cost of sales' in the consolidated statement of income in the period when the related revenue is recognized.

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

Finished goods, goods-in-process, raw materials, containers and packaging materials, and spare parts and supplies

Cost is determined using the weighted average method. The cost of raw materials, containers and packaging materials, and spare parts and supplies consist of their purchase cost. The cost of finished goods and goods-in-process include direct materials and labor, and a proportion of manufacturing overhead costs based on actual goods processed and produced, but excluding borrowing costs.

Materials in-transit

Cost is determined on a specific identification basis.



Biological Assets

The biological assets of the Group are divided into two major categories with sub-categories as follows:

- Swine livestock
 - Breeders (livestock bearer)
 - Sucklings (breeders' offspring)
 - Weanlings (comes from sucklings intended to be breeders or to be raised as fatteners/finishers)
 - Fatteners/finishers (comes from weanlings unfit to become breeders; intended for the production of meat and meat products or to be sold live)

- Poultry livestock
 - Breeders (livestock bearer)
 - Chicks (breeders' offspring intended to be sold as breeders)

Biological assets are measured on initial recognition and at each reporting date at its fair value less estimated costs to sell. The fair values are determined based on current market prices of livestock of similar age, breed and genetic merit. Costs to sell include commissions to brokers and dealers, nonrefundable transfer taxes and duties. Costs to sell exclude transport and other costs necessary to get the biological assets to the market.

Agricultural produce is the harvested product of the Group's biological assets. A harvest occurs when agricultural produce is either detached from the bearer biological asset or when a biological asset's life processes cease. A gain or loss on initial recognition of agricultural produce at fair value less estimated costs to sell is recognized in the consolidated statement of income in the period in which it arises. The agricultural produce of swine livestock are hog carcasses, while the agricultural produce of poultry livestock are table eggs and hatched chick. These are then subsequently measured following PAS 2, *Inventories*.

A gain or loss on initial recognition of a biological asset at fair value less estimated costs to sell and from a change in fair value less estimated costs to sell of a biological asset are included in the consolidated statement of income in the period in which it arises.

Property, Plant and Equipment

Property, plant and equipment, except land, are carried at cost less accumulated depreciation and amortization and accumulated impairment losses, if any.

The initial cost of an item of property, plant and equipment comprises its purchase price and any cost attributable in bringing the asset to its intended location and working condition. Cost also includes interest and other financing charges on borrowed funds used to finance the acquisition of property, plant and equipment to the extent incurred during the period of installation and construction.

Land is stated at cost less any impairment in value.

Subsequent costs are capitalized as part of the 'Property, plant and equipment' in the consolidated statement of financial position, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Cost of repairs and maintenance are expensed when incurred.

Foreign exchange differentials arising from foreign currency borrowings used for the acquisition of property, plant and equipment are capitalized to the extent that these are regarded as adjustments to interest costs.



Depreciation and amortization of property, plant and equipment commence once the property, plant and equipment are available for use and are computed using the straight-line method over the estimated useful life (EUL) of the assets regardless of utilization.

The EUL of property, plant and equipment of the Group follows:

	Years
Land improvements	5 to 10
Buildings and improvements	10 to 30
Machinery and equipment	10
Transportation equipment	5
Furniture, fixtures and equipment	5

Leasehold improvements are amortized over the shorter of their EUL or the corresponding lease terms. The residual values, useful lives and methods of depreciation and amortization of property, plant and equipment are reviewed periodically and adjusted, if appropriate, at each reporting date to ensure that the method and period of depreciation and amortization are consistent with the expected pattern of economic benefits from items of property, plant and equipment. Any change in the expected residual values, useful lives and methods of depreciation are adjusted prospectively from the time the change was determined necessary.

Construction-in-progress and equipment in transit are stated at cost, net of accumulated impairment losses, if any. This includes the cost of construction and other direct costs. Borrowing costs that are directly attributable to the construction of property, plant and equipment are capitalized during the construction period. Construction in-progress and equipment in transit are not depreciated until such time as the relevant assets are completed and put into operational use.

Construction in-progress and equipment in transit are transferred to the related 'Property, plant and equipment' in the consolidated statement of financial position when the construction or installation and related activities necessary to prepare the property, plant and equipment for their intended use are completed, and the property, plant and equipment are ready for service.

Major spare parts and stand-by equipment items that the Group expects to use over more than one period and can be used only in connection with an item of property, plant and equipment are accounted for as property, plant and equipment. Depreciation and amortization on these major spare parts and stand-by equipment commence once these have become available for use (i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by the Group).

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use or disposal of the asset. Any gain or loss arising from the derecognition of the property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of income, in the period the item is derecognized.

Fully depreciated property, plant and equipment are retained in the accounts until these are no longer in use.



Investment Properties

Investment properties consist of properties that are held to earn rentals or for capital appreciation or both, and those which are not occupied by entities in the Group. Investment properties, except for land, are carried at cost less accumulated depreciation and any impairment loss, if any. Land is carried at cost less any accumulated impairment loss, if any. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met, and excludes the cost of day-to-day servicing of an investment property.

Investment properties are measured initially at cost, including transaction costs. Transaction costs represent nonrefundable taxes such as capital gains tax and documentary stamp tax that are for the account of the Group. An investment property acquired through an exchange transaction is measured at fair value of the asset acquired unless the fair value of such an asset cannot be measured, in which case, the investment property acquired is measured at the carrying amount of asset given up.

The Group's investment properties consist solely of buildings and building improvements and are depreciated using the straight-line method over their EUL ranging from 10 to 30 years (see Note 16).

The depreciation and amortization method and useful life are reviewed periodically to ensure that the method and period of depreciation and amortization are consistent with the expected pattern of economic useful benefits from items of investment properties.

Investment properties are derecognized when either they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. Any gains or losses on the retirement or disposal of investment properties are recognized in the consolidated statement of income in the year of retirement or disposal.

Transfers are made to (or from) investment property only when there is a change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Intangible Assets

Intangible assets (other than goodwill) acquired separately are measured on initial recognition at cost. The cost of intangible asset acquired in a business combination is its fair value at the acquisition date. Following initial recognition, intangible assets are measured at cost less any accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

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

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

Intangible assets with indefinite useful lives are tested for impairment annually, either individually or at the cash-generating unit level (see further discussion under Impairment of nonfinancial assets).



Such intangibles are not amortized. The assessment of indefinite useful life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

A summary of the policies applied to the Group's intangible assets follows:

	EUL	Amortization method used	Internally generated or acquired
Product formulation	Indefinite	No amortization	Acquired
Brands/Trade secrets	Indefinite	No amortization	Acquired
Trademarks	Finite (4 years)	Straight line amortization	Acquired
Software costs	Finite (10 years)	Straight line amortization	Acquired
Customer relationship	Finite (35 years)	Straight line amortization	Acquired

An intangible asset is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Gain or loss arising from derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in the consolidated statement of income when the asset is derecognized.

Investment in Joint Ventures

The Group has interests in joint ventures. A joint venture is a contractual arrangement whereby two or more parties who have joint control over the arrangement have rights to the net assets of the arrangement.

The Group's investment in joint venture is accounted for using the equity method of accounting.

Under the equity method, the investment in a joint venture is carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share in the net assets of the joint venture. The consolidated statement of income reflects the Group's share in the results of operations of the joint venture. Where there has been a change recognized directly in the investees' equity, the Group recognizes its share of any changes and discloses this, when applicable, in the other comprehensive income in the consolidated statement of changes in equity. Profits and losses arising from transactions between the Group and the joint ventures are eliminated to the extent of the interest in the joint ventures.

The Group discontinues applying the equity method when its investments in investee companies are reduced to zero. Accordingly, additional losses are not recognized unless the Group has guaranteed certain obligations of the associates or joint venture. When the investees subsequently report net income, the Group will resume applying the equity method but only after its equity in the net income equals the equity in net losses of associates and joint venture not recognized during the period the equity method was suspended.

The investee company's accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

Impairment of Nonfinancial Assets

This accounting policy applies primarily to the Group's property, plant and equipment (see Note 12), right-of-use assets (see Note 34), investment properties (see Note 16), investments in joint ventures (see Note 15), goodwill and intangible assets (see Note 14).



Except for goodwill and intangible assets with indefinite useful lives which are tested for impairment annually, the Group assesses at each reporting date whether there is an indication that its nonfinancial assets may be impaired. When an indicator of impairment exists or when an annual impairment testing for an asset is required, the Group makes a formal estimate of recoverable amount.

Recoverable amount is the higher of an asset's (or cash-generating unit's) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is assessed for the cash-generating unit to which the asset belongs. Where the carrying amount of an asset (or cash generating unit) exceeds its recoverable amount, the asset (or cash-generating unit) is considered impaired and is written-down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit). In determining fair value less costs of disposal, recent market transactions are taken into account.

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognized under 'Provision for credit and impairment losses' in the consolidated statement of income.

The following criteria are also applied in assessing impairment of specific assets:

Property, plant and equipment, right-of-use assets, investment properties, intangible assets with definite useful lives, and investments in joint ventures

For property, plant and equipment, investment properties, intangible assets with definite useful lives, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated and an impairment assessment is performed. For investments in joint ventures, this impairment assessment is done after application of the equity method. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income. After such a reversal, the depreciation and amortization expense are adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Goodwill and intangible assets with indefinite useful lives

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

Impairment is determined by assessing the recoverable amount of the cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (or group of cash-generating units) is less than the carrying amount to which goodwill has been allocated, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.



Discontinued Operations

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or
- is a subsidiary acquired exclusively with a view to resale.

The disposal group is excluded from the results of continuing operations and is presented as a single amount as 'Net income after tax from discontinued operations' in the consolidated statement of income.

Additional disclosures are provided in Note 30. All other notes to the consolidated financial statements include amounts of disposal group, unless otherwise mentioned.

Revenue Recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has concluded that it is the principal in its revenue arrangements because it controls the goods or services before transferring them to the customer.

Sale of goods

Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Group considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer, if any.

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception using the expected value method and is constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers with a right to return the goods within a specific period.

Sale of sugar and molasses

Sale of raw sugar is recognized upon (a) endorsement and transfer of quedans for quedan-based sales and (b) shipment or delivery and acceptance by the customers for physical sugar sales. Sale of refined sugar and alcohol is recognized upon shipment of delivery and acceptance by the customers. Sale of molasses is recognized upon (a) surrendering of molasses certificates (warehouse receipts for molasses) or (b) delivery and acceptance by the customer for physical molasses, whichever comes first.

Rendering of tolling services

Revenue derived from tolling activities is recognized as revenue over time as the related services are being rendered.



Revenue outside the scope of PFRS 15:

Dividend income

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

Interest income

Interest income is recognized as it accrues using the EIR method under which interest income is recognized at the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Provisions

Provisions are recognized when: (a) the Group has a present obligation (legal or constructive) as a result of a past event; (b) it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense under 'Finance cost' in the consolidated statement of income. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of income, net of any reimbursement.

Contingencies

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

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

Pension Costs

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets, if any, adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

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

Defined benefit costs comprise the following:

- Current service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss.



Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognizes related restructuring costs.

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

Net interest on the net defined benefit liability or asset is recognized as expense or income in the consolidated statement of income.

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

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 Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group'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.

Termination benefit

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. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the annual reporting period is recognized for services rendered by employees up to the end of the reporting period.



Income Taxes

Current 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 authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in countries where the Group operates and generates taxable income.

Deferred tax

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

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

- When the deferred tax liability arises from the initial recognition of goodwill or 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 taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

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

The carrying amounts of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income 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 income will allow the deferred tax assets to be recognized.

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

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



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

Value-added Tax (VAT)

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

When VAT from sale of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sale of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.

The net amount of VAT recoverable from, or payable to, the taxation authority by each entity is included as part of 'Other current assets' or 'Accounts payable and other accrued liabilities' in the consolidated statement of financial position.

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Leases

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

The Group as a lessee

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

Right-of-use assets

The Group recognizes ROU assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). ROU assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of ROU assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received, and any estimated costs to be incurred in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized ROU assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. ROU assets, which are presented under 'Noncurrent Assets' in the consolidated statement of financial position, are subject to impairment.



The depreciation period for each class of ROU assets follows:

	<u>Period</u>
Land and land improvements	10 years
Buildings and improvements	2-20 years
Machinery and equipment	2 years
Transportation equipment	2 years
Furniture and fixtures	2 years

Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflected the Group exercising the option to terminate. 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 Group uses the incremental borrowing rate at the commencement date if the interest rate implicit to 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 Group applies the short-term lease recognition exemption to its short-term leases of 12 months or less from the commencement date 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.

Group as a lessor

Leases where the Group does not transfer substantially all the risks and benefits of ownership of the assets are classified as operating leases. Initial direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as the rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Rent income

Rent income arising from investment properties is accounted for on a straight-line basis over the lease term on ongoing leases and is included in other loss in the consolidated statement of income.

Cost and Expenses

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

Foreign Currency Translation/Transactions

The functional and presentation currency of the Parent Company and its Philippine subsidiaries is the Philippine Peso. Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency.



Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange prevailing at the reporting date. Differences arising from settlement or translation of monetary items are recognized in the consolidated statement of income. Tax charges and credits attributable to exchange differences are also dealt with in statement of income. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transaction. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising from translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

Group companies

As of reporting date, the assets and liabilities of the subsidiaries are translated into the presentation currency of the Group at the rate of exchange prevailing at reporting date and their respective statements of income are translated at the weighted average exchange rates for the year. The exchange differences arising from the translation are taken directly to a separate component of equity as 'Cumulative translation adjustments' under 'Other comprehensive income'. On disposal of a foreign entity, the deferred cumulative amount recognized in equity relating to that particular foreign operation shall be recognized in the consolidated statement of income.

The Group has determined that the cumulative translation adjustments will not be realized in the foreseeable future. Therefore, the Group does not recognize deferred tax liabilities on its cumulative translation adjustments.

Common Stock

Capital stocks are classified as equity and are recorded at par. Proceeds in excess of par value are recorded as 'Additional paid-in capital' in the consolidated statement of changes in equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Retained Earnings

Retained earnings represent the cumulative balance of periodic net income (loss), dividend distributions, prior period adjustments and effect of changes in accounting policy and capital adjustments.

Other Comprehensive Income

Other comprehensive income comprises items of income and expenses (including items previously presented under the consolidated statements of changes in equity) that are not recognized in the consolidated statement of income for the year in accordance with PFRSs.

Treasury Shares

Treasury shares are recorded at cost and are presented as a deduction from equity. Any consideration paid or received in connection with treasury shares are recognized directly in equity.

When the shares are retired, the capital stock account is reduced by its par value. The excess of cost over par value upon retirement is debited to the following accounts in the order given: (a) additional paid-in capital to the extent of the specific or average additional paid-in capital when the shares were issued, and (b) retained earnings. When shares are sold, the treasury share account is credited and reduced by the weighted average cost of the shares sold. The excess of any consideration over the cost is credited to additional paid-in capital.



Transaction costs incurred such as registration and other regulatory fees, amounts paid to legal, accounting and other professional advisers, printing costs and stamp duties (net of any related income tax benefit) in relation to issuing or acquiring the treasury shares are accounted for as reduction from equity, which is disclosed separately.

No gain or loss is recognized in the consolidated statement of income on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Equity Reserves

Equity reserves arise from transactions in which the proportion of equity held by non-controlling interests changes. These are initially measured as the difference between the amount by which the non-controlling interests were adjusted and the fair value of the consideration paid or received. Equity reserves are attributed to the owners of the Parent Company.

Dividends on Common Stocks

Dividends on common shares are recognized as a liability and deducted from equity when approved by the Board of Directors (BOD) of the Parent Company in the case of cash dividends, and the BOD and shareholders of the Parent Company in the case of stock dividends.

Earnings Per Share (EPS)

Basic EPS is computed by dividing consolidated net income attributable to equity holders of the Parent Company (consolidated net income less dividends on preferred shares) by the weighted average number of common stocks issued and outstanding during the year, adjusted for any subsequent stock dividends declared.

Diluted EPS amounts are calculated by dividing the consolidated net income attributable to equity holders of the Parent Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. Financial information on business segments is presented in Note 6 to the consolidated financial statements.

Events after Reporting Date

Any post year-end event up to the date of approval of the BOD of the consolidated financial statements that provides additional information about the Group's position at reporting date (adjusting event) is reflected in the consolidated financial statements. Any post year-end event that is not an adjusting event is disclosed in the notes to the consolidated financial statements, when material.

Standards Issued but not yet Effective

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



Effective beginning on or after January 1, 2023

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

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

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

The amendments to the Practice Statement provide non-mandatory guidance. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed.

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

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

An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted.

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

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

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

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

Effective beginning on or after January 1, 2024

- 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.



- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
The amendments specify how a seller-lessee measures the lease liability arising in a sale and leaseback transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use retained.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and must be applied retrospectively. Earlier adoption is permitted and that fact must be disclosed.

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*
PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

On December 15, 2021, the FRSC amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two (2) years after its effective date as decided by the IASB.

PFRS 17 is effective for reporting periods beginning on or after January 1, 2025, with comparative figures required. Early application is permitted.

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.



3. Significant Accounting Judgments and Estimates

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

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments

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

a. Revenue recognition on sale of goods and services

Revenue recognition under PFRS 15 involves the application of significant judgment and estimation in the: (a) identification of the contract for sale of goods that would meet the requirements of PFRS 15; (b) assessment of performance obligation and the probability that the Group will collect the consideration from the buyer; (c) determining method to estimate variable consideration and assessing the constraint; and (d) recognition of revenue as the Group satisfies the performance obligation.

i. Existence of a contract

The Group enters into a contract with customer through an approved purchase order which constitutes a valid contract as specific details such as the quantity, price, contract terms and their respective obligations are clearly identified. In the case of sales to key accounts and distributors, the combined approved purchase order and trading terms agreement/exclusive distributorship agreement constitute a valid contract.

ii. Identifying performance obligation

The Group identifies performance obligations by considering whether the promised goods or services in the contract are distinct goods or services. A good or service is distinct when the customer can benefit from the good or service on its own or together with other resources that are readily available to the customer and the Group's promise to transfer the good or service to the customer is separately identifiable from the other promises in the contract.

Based on management assessment, other than the sale of goods and services, no other performance obligations were identified except in the case of milling revenue.

iii. Recognition of revenue as the Group satisfies the performance obligation

The Group recognizes its revenue for sale of goods at a point in time, when the goods are sold and delivered and for tolling activities, overtime as services are being rendered. In addition, part of the assessment process of the Group before revenue recognition is to assess the probability that the Group will collect the consideration to which it will be entitled in exchange for the goods sold that will be transferred to the customer.



iv. *Method to estimate variable consideration and assess constraint*

The Group uses historical experience with key accounts and distributors from the past 12 months to determine the expected value of rights of return and constrain the consideration under the contract accordingly.

v. *Recognition of milling revenue under output sharing agreement and cane purchase agreement*

The Group applies both output sharing agreement and cane purchase agreement in relation to milling operations. Under output sharing agreement, milling revenue is recognized based on the fair value of the millshare at average raw sugar selling price on the month with sugar production after considering in-purchase, which represents cane purchase agreement. Under cane purchase agreement, the Group purchases raw sugar from the traders and/or planters. The in-purchase rate is derived by determining the total raw sugar purchases and the total planters' share. Raw production costs are allocated systematically based on the output sharing and cane purchase agreement rates.

b. *Determining whether it is reasonably certain that a renewal and termination option will be exercised - the Group as a lessee*

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to renew 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 Group has several lease contracts that include renewal and termination options. The Group applies judgment in evaluating whether it is reasonably certain 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 the renewal or termination. After the commencement date, the Group 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 terminate (e.g., a change in business strategy).

The Group included the renewal period as part of the lease term for leases, together with any periods covered by an option to renew 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.

c. *Discontinued operations*

The Group determined that the sale of the Oceania businesses will qualify for presentation as discontinued operations in 2021 since it represents a separate line of business for which the operations and cash flows can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Group (Note 30).

Estimates

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

a. *Assessment of ECL on trade receivables*

The Group, applying the simplified approach in the computation of ECL, initially uses a provision matrix based on historical default rates for trade receivables. The provision matrix specifies provision rates depending on the number of days that a trade receivable is past due. The Group also uses appropriate groupings if its historical credit loss experience shows significantly different loss patterns for different customer segments. The Group then adjusts the historical credit loss experience with forward-looking information on the basis of current observable data affecting each customer segment to reflect the effects of current and forecasted economic conditions.



The Group adjusts historical default rates to forward-looking default rate by determining the closely related economic factor affecting each customer segment. The Group regularly reviews the methodology and assumptions used for estimating ECL to reduce any differences between estimates and actual credit loss experience.

The determination of the relationship between historical default rates and forecasted economic conditions is a significant accounting estimate. Accordingly, the provision for ECL on trade receivables is sensitive to changes in assumptions about forecasted economic conditions.

The Group has assessed that the ECLs on trade receivables is not material because significant amount of its receivables are normally collected within one year. The carrying amount of trade receivables is ₱15.2 billion and ₱12.9 billion as at December 31, 2022 and 2021, respectively (see Note 9).

b. Assessment for ECL on other financial assets at amortized cost

The Group determines the allowance for ECL using general approach based on the probability-weighted estimate of the present value of all cash shortfalls over the expected life of other financial assets at amortized cost. ECL is provided for credit losses that result from possible default events within the next 12 months unless there has been an SICR since initial recognition in which case lifetime ECLs are provided.

When determining if there has been a SICR, the Group considers reasonable and supportable information that is available without undue cost or effort and that is relevant for the particular financial instrument being assessed such as, but not limited to, the following factors:

- Actual or expected external and internal credit rating downgrade;
- Existing or forecasted adverse changes in business, financial or economic conditions; and,
- Actual or expected significant adverse changes in the operating results of the borrower.

The Group also considers financial assets that are more than 60 days past due to be the latest point at which lifetime ECL should be recognized unless it can demonstrate that this does not represent an SICR such as when non-payment was an administrative oversight rather than resulting from financial difficulty of the borrower.

The Group has assessed that the ECL on other financial assets at amortized cost is not material because the transactions with respect to these financial assets were entered into by the Group only with reputable banks and companies with good credit standing and relatively low risk of defaults. Accordingly, no provision for ECL on other financial assets at amortized cost was recognized in 2022 and 2021.

c. Determination of fair values less estimated costs to sell of biological assets

The fair values of biological assets are determined based on current market prices of livestock of similar age, breed and genetic merit. Costs to sell include commissions to brokers and dealers, nonrefundable transfer taxes and duties. Costs to sell exclude transport and other costs necessary to get the biological assets to the market. The fair values are reviewed and updated if expectations differ from previous estimates due to changes brought by both physical change and price changes in the market. It is possible that future results of operations could be materially affected by changes in these estimates brought about by the changes in factors mentioned.



As of December 31, 2022 and 2021, the Group's biological assets carried at fair values less estimated costs to sell amounted to ₱411.0 million and ₱298.3 million, respectively (see Note 13). For the years ended December 31, 2022, 2021 and 2020, the Group recognized gain arising from changes in the fair value less costs to sell of biological assets amounting to ₱0.3 million, ₱2.6 million, and ₱37.0 million, respectively (see Note 13). Changes in fair value of biological assets are recognized in the consolidated statements of income.

d. Impairment of goodwill and intangible assets with indefinite useful lives

The Group performed its annual impairment test on its goodwill and other intangible assets with indefinite useful lives as of reporting date. The recoverable amounts of the intangible assets were determined based on value in use calculations using cash flow projections from financial budgets approved by management covering a five-year period.

The following assumptions were also used in computing value in use:

Growth rate estimates - growth rates include revenue growth and terminal growth rates that are based on experiences and strategies developed for the various subsidiaries. The prospect for the industry was also considered in estimating the growth rates.

Discount rates - discount rates were estimated based on the industry weighted average cost of capital, which includes the cost of equity and debt after considering the gearing ratio.

Value-in-use is most sensitive to changes in discount rate and growth rate.

As of December 31, 2022 and 2021, the balance of the Group's goodwill and intangible assets with indefinite useful lives and accumulated impairment losses follow:

	2022	2021
Goodwill (Note 14)	₱19,363,084,093	₱18,751,709,896
Intangible assets (Note 14)	4,770,556,696	4,628,618,661

e. Assessment of impairment of nonfinancial assets

The Group assesses the impairment of its nonfinancial assets (i.e., property, plant and equipment, right-of-use assets, investment properties, investments in joint venture and intangible assets with finite useful lives) whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

The factors that the Group considers important which could trigger an impairment review include the following:

- Market interest rates or other market rates of return on investments have increased during the period, and those increases are likely to affect the discount rate used in calculating the asset's value in use and decrease the asset's recoverable amount materially;
- Significant underperformance relative to expected historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy for overall business such as plans to discontinue or restructure the operation to which an asset belongs; and
- Significant negative industry or economic trends.



The Group determines an impairment loss whenever the carrying amount of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from recent, binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset base of the cash-generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

For the year ended December 31, 2022 and 2021, the Group recognized impairment losses on its property, plant and equipment amounting to ₱323.0 million and ₱432.6 million, respectively. For the year ended December 31, 2020, no impairment loss was recognized (see Note 12).

For the years ended December 31, 2022, 2021 and 2020, the Group did not recognize any impairment losses on its right-of-use assets (see Note 34), investment properties (see Note 16), goodwill and its other intangible assets (see Note 14).

As of December 31, 2022 and 2021, the balances of the Group's nonfinancial assets with finite useful lives, excluding biological assets, net of accumulated depreciation, amortization and impairment losses follow:

	2022	2021
Property, plant and equipment (Note 12)	₱37,601,271,282	₱36,737,006,100
Right-of-use assets (Note 34)	2,001,572,293	2,215,167,047
Intangible assets (Note 14)	93,837,606	-
Investment properties (Note 16)	1,958,173	26,750,788

f. Determination of the fair value of intangible assets and property, plant and equipment acquired in a business combination

The Group measures the identifiable assets and liabilities acquired in a business combination at fair value at the date of acquisition.

The fair value of the intangible assets acquired in a business combination is determined based on the net sales forecast attributable to the intangible assets, growth rate estimates and royalty rates using comparable license agreements. Royalty rates are based on the estimated arm's length royalty rate that would be paid for the use of the intangible assets. Growth rate estimate includes long-term growth rate and terminal growth rate applied to future cash flows beyond the projection period.

The fair value of property, plant and equipment acquired in a business combination is determined based on comparable properties after adjustments for various factors such as location, size and shape of the property (see Note 12). Cost information and current prices of comparable equipment are also utilized to determine the fair value of equipment.



g. *Estimation of pension and other benefits costs*

The determination of the obligation and cost of pension and other employee benefits is dependent on the selection of certain assumptions used in calculating such amounts. Those assumptions include, among others, discount rates and salary increase rates (see Note 28). Actual results that differ from the Group's assumptions are accumulated and amortized over future periods and therefore, generally affect the recognized expense and recorded obligation in such future periods.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of Philippine government bonds with terms consistent with the expected employee benefit payout as of reporting date.

The mortality rate is based on publicly available mortality tables for the specific country and is modified accordingly with estimates of mortality improvements. Future salary increases and pension increases are based on expected future salary increase rates of the Group.

As of December 31, 2022 and 2021, the balance of the Group's present value of defined benefit obligations and other benefits is shown in Note 28 to the consolidated financial statements.

h. *Recognition of deferred income tax assets*

The Group reviews the carrying amounts of its deferred income taxes at each reporting date and reduces the deferred tax assets to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax assets to be utilized. However, there is no guarantee that the Group will generate sufficient taxable income to allow all or part of the deferred tax assets to be utilized. As of December 31, 2022 and 2021, the Group recognized net deferred tax assets amounting to ₱450.0 million and ₱447.5 million, respectively (see Note 29), as the Group believes sufficient taxable income will allow these deferred tax assets to be utilized.

Net deferred tax liabilities amounted to ₱2.2 billion and ₱2.0 billion as of December 31, 2022 and 2021, respectively (see Note 29).

The recognized and unrecognized deferred tax assets for the Group are disclosed in Note 29.

i. *Valuation of ROU assets and lease liabilities*

The application of PFRS 16 requires the Group to make assumptions that affect the valuation of its ROU assets and lease liabilities. These include determining the length of the lease term and determining the interest rate to be used for discounting future cash flows.

Lease term. The lease term determined by the Group comprises non-cancellable period of lease contracts, 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.

Discount 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 determined using risk-free rates applicable for currency of the lease contract and for similar tenor, corrected by the average credit spread of entities with rating similar to the Group's rating, observed in the period when the lease contract commences or is modified.



j. Estimation of useful life of intangible assets

The Group determines the EUL of its intangible assets based on the period over which the assets are expected to be available for use. The Group reviews annually the EUL of these intangible assets based on factors that include asset utilization, internal technical evaluation, and anticipated use of the assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. A reduction in the EUL of intangible assets would increase the recorded amortization expense.

With more than 30 product brands listed under its umbrella, Munchy's is considered to be a well-known brand in Malaysia. Trademarks pertain to signs, designs, or expressions that identify products related to Munchy's brand which set them apart from others. Munchy's has improved the technology, manufacturing procedures, and design of its production lines. All of these are regarded as trade secrets. Management determined the useful life of these intangible assets to be indefinite since there is no foreseeable limit to the period over which the brands, trademarks, and trade secrets is likely to generate net cash inflows to Munchy's.

The said assessment is based on the track record of stability for the biscuit manufacturing industry and the Munchy's brand. Added to this is the commitment of management to continue to invest for the long term, to extend the period over which the intangible asset is expected to continue to provide economic benefits.

The carrying values of intangible assets are disclosed in Note 14 of the consolidated financial statements.

k. Contingencies

The Group is currently involved in various legal proceedings. 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 Group currently does not believe these proceedings will have a material effect on the Group's consolidated financial position. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings.

4. Financial Risk Management Objectives and Policies

The Group's principal financial instruments, other than derivative financial instruments, comprise cash and cash equivalents, financial assets at FVTPL, financial assets at FVOCI, and interest-bearing loans and other borrowings. The main purpose of these financial instruments is to finance the Group's operations and related capital expenditures. The Group has various other financial assets and financial liabilities, such as trade receivables and payables which arise directly from its operations. One of the Group's subsidiaries is a counterparty to derivative contracts. These derivatives are entered into as a means of reducing or managing their respective foreign exchange exposures.

The BOD of the Parent Company and its subsidiaries review and approve policies for managing each of these risks and they are summarized below, together with the related risk management structure.

Risk Management Structure

The Group's risk management structure is closely aligned with that of the Ultimate Parent Company. The BOD of the Parent Company and the respective BODs of each subsidiary are ultimately responsible for the oversight of the Group's risk management processes that involve identifying, measuring, analyzing, monitoring and controlling risks.



The risk management framework encompasses environmental scanning, the identification and assessment of business risks, development of risk management strategies, design and implementation of risk management capabilities and appropriate responses, monitoring of risks and risk management performance, and identification of areas and opportunities for improvement in the risk management process.

The BOD has created the board-level Board Risk and Oversight Committee (BROC) to spearhead the managing and monitoring of risks.

BROC

The purpose of the Board Risk Oversight Committee is to oversee the establishment of an Enterprise Risk Management (ERM) framework that will effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The Committee shall be responsible for defining the Group's level of risk tolerance and providing oversight over its risk management policies and procedures to anticipate, minimize, control or manage risks or possible threats to its operational and financial viability.

Corporate Governance Compliance Officer

Compliance with the principles of good corporate governance is also one of the primary objectives of the BOD. To assist the BOD in achieving this purpose, the BOD has designated a Compliance Officer who shall be responsible for:

- Monitoring, reviewing, evaluating and ensuring the compliance by the Group, its Officers and Directors with the provisions and requirements of the Corporate Governance Manual and the relevant laws, the Code of Corporate Governance, rules, regulations and all governance issuances of regulatory agencies; and
- Assisting the Board and the Corporate Governance Committee in the performance of their governance functions, including their duties to oversee the formulation or review and implementation of the Corporate Governance structure and policies of the Group, and to assist in the conduct of self-assessment of the performance and effectiveness of the Board, the Board Committees and individual Board members in carrying out their functions as set out in the Corporate Governance Manual and the respective charters of the Board Committees.

Enterprise Resource Management (ERM) Framework

The ERM framework revolves around the following activities:

1. Risk Identification. This involves the identification of key business drivers that influence the operability and performance of the business units. Each business driver is assigned strategic and operational objectives that are owned by risk champions and risk owners. Each risk champion and owner conduct their risk identification process using different tools such as risk factor analysis, megatrends analysis, and systems dynamics analysis.
2. Risk Assessment. Each identified risk is assessed to determine if they pose significant impact to the business unit's ability to implement strategy and deliver business objectives. This process involves grouping similar risks into categories such as Reputational Risk, Strategic Risk, Financial Risk, Compliance Risk, Operations Risk, and Emerging Risk. For each risk category, a risk assessment scale provides an objective criterion to evaluate the impact to the business - insignificant, minor, moderate, major, or extreme impact. The impact severity of the risk is rated based on their nature, regardless of the organization's circumstances and capability to manage them.



3. Risk Prioritization. This process enables the organization to focus the implementation of risk responses into certain high and medium severity risks based on the organization's risk profile.
4. Risk Response, Monitoring, and Evaluation. Appropriate risk responses are put in place for each priority risk, both at the level of the risk champions and risk owners and at the enterprise and Group level. Risk champions continually monitor and evaluate the effectiveness of the risk responses. Material residual risks are assessed for improvement of risk response and identification of recovery measures.
5. Risk Reporting. At the Group level, top risks are reviewed, updated and reported to the Board Risk Oversight Committee twice a year.

Risk Management Policies

The main risks arising from the use of financial instruments are credit risk, liquidity risk and market risks such as foreign currency risk, equity price risk and interest rate risk. The Group's policies for managing the aforementioned risks are summarized below.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Group trades only with recognized and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The Credit Management Division (CMD) of the Group continuously provides credit notification and implements various credit actions, depending on assessed risks, to minimize credit exposure. Receivable balances of trade customers are being monitored on a regular basis and appropriate credit treatments are executed for overdue accounts. Generally, trade receivables are written off when deemed unrecoverable. Likewise, other receivable balances are also being monitored and subjected to appropriate actions to manage credit risk.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents, the Group's exposure to credit risk arises from default of the counterparty with a maximum exposure equal to the carrying amount of these instruments.

a. Credit risk exposure

With respect to credit risk arising from financial assets of the Group, which comprise cash and cash equivalents and receivables, the Group's maximum exposure to credit risk is equal to its carrying amount as of December 31, 2022 and 2021, except for the Group's trade receivables as of December 31, 2022 and 2021 with carrying value of ₱15.2 billion and ₱12.9 billion, respectively, and collateral with fair value amounting to ₱2.6 billion and ₱2.7 billion as of December 31, 2022 and 2021, respectively, resulting to net exposure of ₱12.6 billion and ₱10.2 billion, respectively.

The collateral securities related to the Group's trade receivables consist of standby letters of credit. The Group holds no other collateral or guarantee that would reduce the maximum exposure to credit risk.

b. Risk concentrations of the maximum exposure to credit risk

Concentrations arise when a number of counterparties are engaged in similar business activities or activities in the same geographic region or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry or geographical location. Such credit risk concentrations, if not properly managed, may cause significant losses that could threaten the Group's financial strength and undermine public confidence.



In order to avoid excessive concentrations of risk, identified concentrations of credit risks are controlled and managed in accordance with the Group's policies and procedures.

i. Concentration by geographical location

The Group's credit risk exposures as of December 31, 2022 and 2021 before taking into account any collateral held or other credit enhancements are categorized by geographic location follow:

	2022			Total
	Philippines	Asia	Others	
Cash and cash equivalents* (Note 7)	₱5,418,032,169	₱7,784,642,538	₱-	₱13,202,674,707
Receivables (Note 9):				
Trade receivables	11,379,724,485	3,805,971,525	-	15,185,696,010
Due from related parties	1,821,450,615	-	-	1,821,450,615
Interest receivable	3,132,333	19,712,162	-	22,844,495
Non-trade and other receivables	4,901,302,462	24,341,323	-	4,925,643,785
	₱23,523,642,064	₱11,634,667,548	₱-	₱35,158,309,612

* Excludes cash on hand

	2021			Total
	Philippines	Asia	Others	
Cash and cash equivalents* (Note 7)	₱6,676,982,136	₱10,213,588,237	₱-	₱16,890,570,373
Receivables (Note 9):				
Trade receivables	9,346,447,301	3,530,064,659	1,024,576	12,877,536,536
Due from related parties	783,827,454	61,663,764	-	845,491,218
Interest receivable	40,737,258	478,423	-	41,215,681
Non-trade and other receivables	2,898,126,207	104,056,690	-	3,002,182,897
	₱19,746,120,356	₱13,909,851,773	₱1,024,576	₱33,656,996,705

* Excludes cash on hand

ii. Concentration by industry

The tables below show the industry sector analysis of the Group's financial assets as of December 31, 2022 and 2021 before taking into account any collateral held or other credit enhancements.

	2022					Total
	Manufacturing/ Retail	Financial Intermediaries	Petrochemicals	Tele- Communication	Others*	
Cash and cash equivalents** (Note 7)	₱-	₱13,202,674,707	₱-	₱-	₱-	₱13,202,674,707
Receivables (Note 9):						
Trade receivables	14,710,826,856	-	-	-	474,869,155	15,185,696,011
Due from related parties	217,801,094	38,835,562	-	-	1,564,813,959	1,821,450,615
Interest receivable	-	22,844,495	-	-	-	22,844,495
Non-trade and other receivables	4,483,260,676	13,268,229	185,783,422	7,497,686	235,833,772	4,925,643,785
	₱19,411,888,626	₱13,277,622,993	₱185,783,422	₱7,497,686	₱2,275,516,886	₱35,158,309,613

*Includes real estate, agriculture, automotive, mining and electrical industries

**Excludes cash on hand

	2021					Total
	Manufacturing/ Retail	Financial Intermediaries	Petrochemicals	Tele- Communication	Others*	
Cash and cash equivalents** (Note 7)	₱-	₱16,890,570,373	₱-	₱-	₱-	₱16,890,570,373
Receivables (Note 9):						
Trade receivables	12,520,301,799	-	-	-	357,234,737	12,877,536,536
Due from related parties	52,682,966	19,494,107	-	-	773,314,145	845,491,218
Interest receivable	-	41,215,681	-	-	-	41,215,681
Non-trade and other receivables	1,875,438,234	502,840,682	122,978,675	-	500,925,306	3,002,182,897
	₱14,448,422,999	₱17,454,120,843	₱122,978,675	₱-	₱1,631,474,188	₱33,656,996,705

*Includes real estate, agriculture, automotive, mining and electrical industries

**Excludes cash on hand



iii. Credit risk under general approach and simplified approach

	2022			
	General Approach			Simplified Approach
	Stage 1	Stage 2	Stage 3	
Cash and cash equivalents* (Note 7)	₱13,202,674,707	₱-	₱-	₱-
Receivables (Note 9):				
Trade receivables	-	-	-	15,255,487,784
Due from related parties	1,821,450,615	-	-	-
Interest receivable	22,844,495	-	-	-
Non-trade and other receivables	4,212,035,430	713,608,355	157,169,779	-
Total financial assets at amortized cost	₱19,259,005,247	₱713,608,355	₱157,169,779	₱15,255,487,784

*Excludes cash on hand

	2021			
	General Approach			Simplified Approach
	Stage 1	Stage 2	Stage 3	
Cash and cash equivalents* (Note 7)	₱16,890,570,373	₱-	₱-	₱-
Receivables (Note 9):				
Trade receivables	-	-	-	13,045,714,957
Due from related parties	845,491,218	-	-	-
Interest receivable	41,215,681	-	-	-
Non-trade and other receivables	2,152,127,582	850,055,315	208,970,376	-
Total financial assets at amortized cost	₱19,929,404,854	₱850,055,315	₱208,970,376	₱13,045,714,957

*Excludes cash on hand

iv. Aging analysis

Set out below is the information about the credit risk exposure on the Group's receivables:

	2022					
	Current	Past Due but Not Impaired				Total
		Less than 30 Days	30 to 60 Days	60 to 90 Days	Over 90 Days	
Gross carrying amount of trade receivables	₱11,605,224,165	₱2,923,346,044	₱105,863,673	₱146,920,922	₱474,132,980	₱15,255,487,784
Expected credit losses	₱-	₱-	₱-	₱-	₱69,791,773	₱69,791,773

	2021					
	Current	Past Due but Not Impaired				Total
		Less than 30 Days	30 to 60 Days	60 to 90 Days	Over 90 Days	
Gross carrying amount of trade receivables	₱10,284,293,935	₱2,137,568,404	₱72,232,646	₱198,433,105	₱353,186,867	₱13,045,714,957
Expected credit losses	₱-	₱-	₱-	₱-	₱168,171,421	₱168,171,421

Liquidity risk

Liquidity risk is the risk of not being able to meet funding obligation such as the repayment of liabilities or payment of asset purchases as they fall due. The Group's liquidity management involves maintaining funding capacity to finance capital expenditures and service maturing debts, and to accommodate any fluctuations in asset and liability levels due to changes in the Group's business operations or unanticipated events created by customer behavior or capital and financial market conditions. The Group maintains a level of cash and cash equivalents deemed sufficient to finance its operations. It also maintains a portfolio of highly marketable and diverse financial assets that assumed to be easily liquidated in the event of an unforeseen interruption of cash flow. The Group also has committed lines of credit that it can access to meet liquidity needs. As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund raising activities. Fund raising activities may include obtaining bank loans and capital market issues both onshore and offshore.



Maturity Profile of Financial Liabilities

The tables below summarize the maturity profile of the Group's financial liabilities as of December 31, 2022 and 2021 based on the remaining undiscounted contractual cash flows.

	2022					Total
	On Demand	1 to 3 Months	3 to 12 Months	1 to 5 Years	More than 5 years	
Accounts payable and other accrued liabilities:						
Trade payables, accrued expenses and other payables*	₱9,526,364,834	₱14,652,549,424	₱710,771,205	₱25,880,412	₱59,581,745	₱24,975,147,620
Due to related parties	204,199,106	–	–	–	–	204,199,106
Short-term debts**	–	11,796,258,215	–	–	–	11,796,258,215
Trust receipts payable**	–	11,485,977,034	–	–	–	11,485,977,034
Lease liabilities**	–	134,902,584	288,468,536	1,152,560,695	1,809,101,854	3,385,033,669
	₱9,730,563,940	₱38,069,687,257	₱999,239,741	₱1,178,441,107	₱1,868,683,599	₱51,846,615,644

*Excludes statutory liabilities

**Includes future interest

	2021					Total
	On Demand	1 to 3 Months	3 to 12 Months	1 to 5 Years	More than 5 years	
Accounts payable and other accrued liabilities:						
Trade payables, accrued expenses and other payables*	₱8,244,996,271	₱13,044,725,714	₱823,401,841	₱–	₱–	₱22,113,123,826
Due to related parties	202,541,860	–	–	–	–	202,541,860
Short-term debts**	–	7,813,804,441	–	–	–	7,813,804,441
Trust receipts payable**	–	8,115,264,493	–	–	–	8,115,264,493
Lease liabilities**	–	98,591,593	374,716,523	1,441,900,057	2,110,381,626	4,025,589,799
	₱8,447,538,131	₱29,072,386,241	₱1,198,118,364	₱1,441,900,057	₱2,110,381,626	₱42,270,324,419

*Excludes statutory liabilities

**Includes future interest

Market risk

Market risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The three types of market risk are interest rate risk, foreign currency exchange risk and equity price risk.

Foreign currency risk

Foreign currency risk arises on financial instruments that are denominated in a foreign currency other than the functional currency in which they are measured.

The Group has transactional currency exposures. Such exposures arise from sales and purchases in currencies other than the entities' functional currency. For the years ended December 31, 2022, 2021, and 2020, approximately 21.5%, 19.0%, and 18.8% of the Group's total sales, respectively, are denominated in currencies other than the functional currency. In addition, 2.6% and 3.0% of the Group's debts are denominated in various currencies as of December 31, 2022 and 2021, respectively.

The Group estimates a reasonably possible change of +5.00 in the US Dollar to Philippine Peso exchange rate would have an impact of approximately ₱3.1 million and ₱57.8 million on income before income tax, and equity for the years ended December 31, 2022 and 2021, respectively. An equal change in the opposite direction would have decreased income before income tax by the same amount.

The impact of the range of reasonably possible changes in the exchange rates of the other currencies against the Philippine Peso on the Group's income before income tax as of December 31, 2022 and 2021 are not significant.



The exchange rates used to restate the US dollar-denominated financial assets and liabilities were ₱55.76 to US\$1.00 and ₱51.00 to US\$1.00 as of December 31, 2022 and 2021, respectively.

Equity price risk

Equity price risk is the risk that the fair values of equities will change as a result of changes in the levels of equity indices and the value of individual stocks.

The table below shows the effect on equity as a result of a change in the fair value of equity instruments held as financial assets at FVTPL investments due to reasonably possible changes in equity indices:

	2022		2021	
Changes in PSEi	20.55%	-20.55%	18.59%	-18.59%
Change in trading gain (loss) at equity portfolio	₱54,017,188	(₱54,017,188)	₱64,004,462	(₱64,004,462)
As a percentage of the Parent Company's trading gain for the year	-130.34%	130.34%	(136.23%)	136.23%

The Group's investment in golf shares designated as financial assets at FVOCI are susceptible to market price risk arising from uncertainties about future values of the investment security. The Group estimates an increase of 1.00% would have an impact of approximately ₱1.1 million and ₱0.8 million on equity for the years ended December 31, 2022 and 2021. An equal change in the opposite direction would have decreased equity by the same amount.

Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to the subsidiaries' long-term debt obligations which are subject to floating rate. The Group's policy is to manage its interest cost using a mix of fixed and variable rate debt.

As of December 31, 2022 and 2021, the Group has no interest rate risk exposure since there are no outstanding interest rate-sensitive assets and liabilities.

5. Fair Value Measurement

The following methods and assumptions were used to estimate the fair value of each asset and liability for which it is practicable to estimate such value:

Cash and cash equivalents, receivables (except amounts due from and due to related parties), accounts payable and other accrued liabilities, short-term debts and trust receipts payable
Carrying amounts approximate their fair values due to the relatively short-term maturities of these instruments.

Amounts due from and due to related parties

Carrying amounts of due from and due to related parties, which are payable and due on demand, approximate their fair values.

Financial assets at FVTPL, derivatives and financial assets at FVOCI

Fair values of quoted equity securities are based on quoted prices published in markets.



Biological assets

Biological assets are measured at their fair values less costs to sell. The fair values of Level 2 biological assets are determined based on current market prices of livestock of similar age, breed and genetic merit while Level 3 are determined based on adjusted commercial farmgate prices. Costs to sell include commissions to brokers and dealers, nonrefundable transfer taxes and duties. Costs to sell exclude transport and other costs necessary to get the biological assets to the market.

The Group has determined that the highest and best use of the sucklings and weanlings is finishers while for other biological assets is their current use.

Investment properties

Fair value of investment properties is based on market data (or direct sales comparison) approach. This approach relies on the comparison of recent sale transactions or offerings of similar properties which have occurred and/or offered with close proximity to the subject property.

The fair values of the Group's investment properties have been determined by appraisers in 2022, including independent external appraisers, on the basis of the recent sales of similar properties in the same areas as the investment properties and taking into account the economic conditions prevailing at the time of the valuations are made.

The Group has determined that the highest and best use of the property used for the land and building is its current use.

Fair Value Measurement Hierarchy for Assets and Liabilities

	December 31, 2022				
	Carrying Value	Level 1	Level 2	Level 3	Total Fair Value
Assets measured at fair value					
Financial assets					
Financial assets at FVTPL					
(Note 8):					
Quoted equity securities	₱834,807,019	₱834,807,019	₱-	₱-	₱834,807,019
Financial assets at FVOCI					
Quoted equity securities					
(Note 16)					
Deposits (Note 16)	105,450,000	-	105,450,000	-	105,450,000
	923,159,218	-	-	923,159,218	923,159,218
	₱1,863,416,237	₱834,807,019	₱105,450,000	₱923,159,218	₱1,863,416,237
Non-financial assets					
Biological assets (Note 13)	₱411,043,775	₱-	₱26,191,503	₱384,852,272	₱411,043,775
Assets for which fair values are disclosed					
Investment properties (Note 16)	₱1,958,173	₱-	₱-	₱47,823,000	₱47,823,000

	December 31, 2021				
	Carrying Value	Level 1	Level 2	Level 3	Total Fair Value
Assets measured at fair value					
Financial assets					
Financial assets at FVTPL					
(Note 8):					
Quoted equity securities	₱513,705,225	₱513,705,225	₱-	₱-	₱513,705,225
Financial assets at FVOCI					
Quoted equity securities					
(Note 16)					
Deposits (Note 16)	157,703,381	-	157,703,381	-	157,703,381
	653,063,190	-	-	653,063,190	653,063,190
	₱1,324,471,796	₱513,705,225	₱157,703,381	₱653,063,190	₱1,324,471,796
Non-financial assets					
Biological assets (Note 13)	₱298,250,510	₱-	₱16,364,135	₱281,886,375	₱298,250,510
Assets for which fair values are disclosed					
Investment properties (Note 16)	₱26,750,788	₱-	₱-	₱324,572,000	₱324,572,000



For the years ended December 31, 2022 and 2021, there were no transfers between Level 1 and Level 2 fair value measurements. Non-financial assets determined under Level 3 include investment properties and biological assets. No transfers between any level of the fair value hierarchy took place in the equivalent comparative period.

Descriptions of significant unobservable inputs to valuation of biological assets, investment properties, and deposits under Level 3 of the fair value category follow:

Account	Valuation Technique	Significant Unobservable Inputs
Biological assets	Adjusted commercial farmgate prices	Commercial farmgate prices
Investment properties	Market data approach and cost approach	Price per square meter, size, shape, location, time element, replacement cost and depreciation for improvements
Deposits	Discounted cash flow method	Credit spread

Significant increases (decreases) in reasonable profit margin applied would result in a significantly higher (lower) fair value of the biological assets.

Significant unobservable inputs

Adjusted commercial farmgate prices	Fair value based on commercial farmgate prices, adjusted by considering the age, breed and genetic merit
Size	Size of lot in terms of area. Evaluate if the lot size of property or comparable conforms to the average cut of the lots in the area and estimate the impact of the lot size differences on land value.
Shape	Particular form or configuration of the lot. A highly irregular shape limits the usable area whereas an ideal lot configuration maximizes the usable area of the lot which is associated in designing an improvement which conforms with the highest and best use of the property.
Location	Location of comparative properties whether on a main road, or secondary road. Road width could also be a consideration if data is available. As a rule, properties located along a main road are superior to properties located along a secondary road.
Time element	An adjustment for market conditions is made if general property values have appreciated or depreciated since the transaction dates due to inflation or deflation or a change in investor's perceptions of the market over time. In which case, the current data is superior to historic data.
Replacement cost	Estimated amount of money needed to replace in like kind and in new condition an asset or group of assets, taking into consideration current prices of materials, labor, contractor's overhead, profit and fees, and all other attendant costs associated with its acquisition and installation in place without provision for overtime or bonuses for labor, and premiums for materials.



Depreciation	Depreciation as evidenced by the observed condition in comparison with new units of like kind tempered by consideration given to extent, character, and utility of the property which is to be continued in its present use as part of a going concern but without specific relations to earnings.
Credit spread	Determined by reference to internal data and used to arrive at a discount rate by adding to the risk-free rate

6. Business Segment Information

The Group's operating segments are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The Group has three (3) reportable operating segments as follows:

- The branded consumer food products segment manufactures and distributes a diverse mix of salty snacks, chocolates, candies, biscuits, bakery products, beverages, instant noodles and pasta. This segment also includes the packaging division, which manufactures BOPP films primarily used in packaging; and its subsidiary, which manufactures flexible packaging materials for the packaging requirements of various branded food products. Its revenues are in their peak during the opening of classes in June and Christmas season.
- The agro-industrial and commodity food products segment operates three divisions: (1) agro-industrial group (AIG) engages in hog and poultry farming, manufacturing and distribution of animal feeds, glucose and soya products, and production and distribution of animal health products with peak season during summer and before Christmas season; (2) flour division engages in flour milling and pasta manufacturing with peak season before and during the Christmas season; and (3) sugar and renewable division (SURE) engages in sugar milling and refining, and renewable energy with peak season during its crop season, which normally starts in November and ends in April.
- The corporate business segment engages in bonds and securities investment and fund sourcing activities.

No operating segments have been aggregated to form the above reportable operating business segments.

Management monitors the operating results of business segments separately for the purpose of making decisions about resource allocation and performance assessment. The measure presented to manage segment performance is the segment operating income (loss). Segment operating income (loss) is based on the same accounting policies as consolidated operating income (loss) except that intersegment revenues are eliminated only at the consolidation level. Group financing (including finance costs and revenues), market valuation gain and loss, foreign exchange gains or losses, other revenues and expenses and income taxes are managed on a group basis and are not allocated to operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

The following tables present the financial information of each of the operating segments in accordance with PFRSs except for Earnings before interest, income taxes and depreciation/amortization (EBITDA) and Earnings before interest and income taxes (EBIT) as of and for the years ended December 31, 2022, 2021, and 2020.



The Group's business segment information follows (amounts in thousands):

	As of and for the year ended December 31, 2022				
	Branded Consumer Food	Agro- Industrial and Commodity Food	Corporate Business	Eliminations	Total
Sale of Goods and Services					
Third party	₱107,767,325	₱42,136,319	₱-	₱-	₱149,903,644
Inter-segment	24,696,963	11,851,292	-	(36,548,255)	-
	₱132,464,288	₱53,987,611	₱-	(₱36,548,255)	₱149,903,644
Result					
Earnings before interest, income taxes and depreciation/amortization (EBITDA)	₱15,311,132	₱8,892,328	(₱2,691,603)	₱-	₱21,511,857
Depreciation and amortization (Note 24)	(4,196,537)	(1,762,844)	(328,872)	-	(6,288,253)
Earnings before interest and income tax (EBIT)	₱11,114,595	₱7,129,484	(₱3,020,475)	₱-	₱15,223,604
Finance revenue (Note 26)	₱199,948	₱982	₱94,088	₱-	295,018
Finance costs (Note 27)	(₱194,551)	(₱267,862)	(₱343,762)	₱-	(806,175)
Equity in net loss of joint ventures (Note 15)	₱1,350	₱-	(₱380,317)	₱-	(378,967)
Market valuation gain on financial assets and liabilities at FVTPL (Note 8)	₱-	₱-	₱70,404	₱-	70,404
Provision for credit and impairment losses (Notes 9 and 12)	(₱33,845)	(₱293,193)	₱-	₱-	(327,038)
Other expenses*					3,394,640
Income before income tax					17,471,486
Provision for income tax (Note 29)					(3,000,198)
Net income					₱14,471,288
Other Information					
Total assets	₱113,352,380	₱51,272,556	₱5,328,693	₱-	₱169,953,629
Total liabilities	₱27,082,074	₱14,900,584	₱12,000,630	₱-	₱53,983,288
Capital expenditures	₱5,389,404	₱3,489,206	₱256,302	₱-	₱9,134,912
Non-cash expenses other than depreciation and amortization:					
Impairment losses on:					
Receivables (Note 9)	(₱4,054)	₱-	₱-	₱-	(₱4,054)
Property, plant and equipment (Note 12)	(29,791)	(293,193)	-	-	(322,984)
	(₱33,845)	(₱293,193)	₱-	₱-	(₱327,038)

*Includes net foreign exchange losses and other revenues (expenses)



	As of and for the year ended December 31, 2021				
	Branded Consumer Food	Agro- Industrial and Commodity Food	Corporate Business	Eliminations	Total
Sale of Goods and Services					
Third party	₱83,522,784	₱33,432,004	₱-	₱-	₱116,954,788
Inter-segment	17,959,755	9,149,538	-	(27,109,293)	-
	₱101,482,539	₱42,581,542	₱-	(₱27,109,293)	₱116,954,788
Result					
Earnings before interest, income taxes and depreciation/amortization (EBITDA)	₱13,187,380	₱7,220,822	(₱1,928,931)	₱-	₱18,479,271
Depreciation and amortization (Note 24)	(3,789,211)	(1,704,790)	(268,875)	-	(5,762,876)
Earnings before interest and income tax (EBIT)	₱9,398,169	₱5,516,032	(₱2,197,806)	₱-	₱12,716,395
Finance revenue (Note 26)	₱197,998	₱1,808	₱55,566	₱-	255,372
Finance costs (Note 27)	(₱205,306)	(₱178,969)	(₱189,010)	₱-	(573,285)
Equity in net loss of joint ventures (Note 15)	₱-	₱-	(₱91,078)	₱-	(91,078)
Market valuation gain on financial assets and liabilities at FVTPL (Note 8)	₱-	₱-	₱87,195	₱-	87,195
Provision for credit and impairment losses (Notes 9, 10 and 12)	(₱549,736)	(₱22,483)	₱-	₱-	(572,219)
Other revenue*					2,721,599
Income before income tax					14,543,979
Provision for income tax (Note 29)					(1,578,671)
Net income from continuing operations					₱12,965,308
Net income from discontinued operations					11,280,572
Net income					₱24,245,880
Other Information					
Total assets	₱104,116,200	₱43,147,695	₱6,182,577	₱-	₱153,446,472
Total liabilities	₱ 25,048,014	₱10,811,157	₱7,819,567	₱-	₱43,678,738
Capital expenditures	₱7,776,376	₱4,997,180	₱426,136	₱-	₱13,199,692
Non-cash expenses other than depreciation and amortization:					
Impairment losses on:					
Receivables (Note 9)	(₱30,420)	₱-	₱-	₱-	(₱30,420)
Inventories (Note 10)	(87,540)	(21,628)	-	-	(109,168)
Property, plant and equipment (Note 12)	(431,776)	(855)	-	-	(432,631)
	(₱549,736)	(₱22,483)	₱-	₱-	(₱572,219)

*Includes net foreign exchange losses and other revenues (expenses)



	As of and for the year ended December 31, 2020				
	Branded Consumer Food	Agro- Industrial and Commodity Food	Corporate Business	Eliminations	Total
Sale of Goods and Services					
Third party	₱83,587,980	₱29,573,805	₱-	₱-	₱113,161,785
Inter-segment	18,689,374	7,768,549	-	(26,457,923)	-
	₱102,277,354	₱37,342,354	₱-	(₱26,457,923)	₱113,161,785
Result					
Earnings before interest, income taxes and depreciation/amortization (EBITDA)	₱14,506,931	₱7,358,159	(₱1,811,446)	₱-	₱20,053,644
Depreciation and amortization (Note 24)	(4,297,985)	(1,620,548)	(238,664)	-	(6,157,197)
Earnings before interest and income tax (EBIT)	₱10,208,946	₱5,737,611	(₱2,050,110)	₱-	13,896,447
Finance revenue (Note 26)	₱207,981	₱1,675	₱113,984	₱-	323,640
Finance costs (Note 27)	(₱242,533)	(₱308,401)	(₱110,795)	₱-	(661,729)
Equity in net loss of joint ventures (Note 15)	(₱31,587)	₱-	(₱30,387)	₱-	(61,974)
Market valuation gain on financial assets and liabilities at FVTPL (Note 8)	₱124,602	₱-	₱11,637	₱-	136,239
Provision for credit and impairment losses (Note 9)	(₱32,583)	₱-	₱-	₱-	(32,583)
Other expenses*					(1,122,705)
Income before income tax					12,477,335
Provision for income tax (Note 29)					(1,973,205)
Net income from continuing operations					₱10,504,130
Net income from discontinued operations (Note 30)					1,120,473
Net income					₱11,624,603
Other Information					
Total assets	₱131,259,159	₱37,683,964	₱7,251,807	₱-	₱176,194,930
Total liabilities	₱65,823,953	₱9,801,091	₱2,785,724	₱-	₱78,410,768
Capital expenditures**	₱5,095,885	₱5,984,829	₱113,289	₱-	₱11,194,003
Non-cash expenses other than depreciation and amortization:					
Credit and impairment losses on receivables (Note 9)	(₱32,583)	₱-	₱-	₱-	(₱32,583)

*Includes net foreign exchange losses and other revenues (expenses)

**Includes La Carlota and Roxol acquisition



Inter-segment Revenues

Inter-segment revenues are eliminated at the consolidation level.

Segment Results

Segment results pertain to the net income (loss) of each of the operating segments excluding the amounts of market valuation gains and losses on financial assets at FVTPL, foreign exchange gains and losses and other revenues and expenses which are not allocated to operating segments.

Segment Assets

Segment assets are resources owned by each of the operating segments excluding significant inter-segment transactions.

Segment Liabilities

Segment liabilities are obligations incurred by each of the operating segments excluding significant inter-segment transactions. The Group also reports to the chief operating decision maker the breakdown of the short-term and long-term debts of each of the operating segments.

Capital Expenditures

The components of capital expenditures reported to the chief operating decision maker are the additions to investment property and property plant and equipment during the period.

Geographic Information

The Group operates in the Philippines, Vietnam, Thailand, Myanmar, Indonesia, Malaysia, Singapore, China and Hong Kong. As of December 31, 2021, the Group has discontinued its operations in New Zealand and Australia.

The following table shows the distribution of the Group's consolidated revenues to external customers by geographical market, regardless of where the goods were produced:

	2022	2021	2020
	(In Thousands)		
Domestic	₱117,606,850	₱94,784,394	₱91,931,417
Foreign	32,296,794	22,170,394	21,230,368
	₱149,903,644	₱116,954,788	₱113,161,785

The Group has no customer which contributes 10% or more of the consolidated revenues of the Group.

The table below shows the Group's carrying amounts of noncurrent assets per geographic location excluding noncurrent financial assets, deferred tax assets and pension assets:

	2022	2021
	(In Thousands)	
Domestic	₱52,934,837	₱49,845,015
Foreign	36,308,646	34,871,770
	₱89,243,483	₱84,716,785



7. Cash and Cash Equivalents

This account consists of:

	2022	2021
Cash on hand	₱48,543,950	₱67,113,948
Cash in banks (Note 32)	8,897,029,367	9,802,213,040
Short-term investments (Note 32)	4,305,645,340	7,088,357,333
	₱13,251,218,657	₱16,957,684,321

Cash in banks earn interest at the prevailing bank deposit rates. Short-term investments represent money market placements that are made for varying periods depending on the immediate cash requirements of the Group and earn interest ranging from 0.35% to 7.30%, 0.03% to 5.30%, and from 0.04% to 6.50% for foreign currency-denominated money market placements for the years ended December 31, 2022, 2021, and 2020, respectively. Peso-denominated money market placements, on the other hand, earn interest ranging from 3.40% to 4.60%, 0.50% to 0.74%, and from 0.12% to 0.60% for the years ended December 31, 2022, 2021, and 2020, respectively.

Interest earned on cash and cash equivalents amounted to ₱214.3 million, ₱240.1 million, and ₱278.1 million for the years ended December 31, 2022, 2021, and 2020, respectively (see Notes 26 and 30).

8. Financial Assets at Fair Value Through Profit or Loss

This account consists of investments held-for-trading amounting to ₱834.8 million and ₱513.7 million as of December 31, 2022 and 2021, respectively. Investments held-for-trading consist of quoted equity securities issued by certain domestic and foreign entities.

Market valuation gain on financial assets at fair value through profit or loss amounted to ₱70.4 million, ₱87.2 million and ₱136.2 million for the years ended December 31, 2022, 2021, and 2020, respectively.

The Group received dividends from its quoted equity securities amounting to ₱80.8 million, ₱32.3 million and ₱64.6 million for the years ended December 31, 2022, 2021, and 2020, respectively (see Note 26).

9. Receivables

This account consists of:

	2022	2021
Trade receivables (Note 32)	₱15,255,487,783	₱13,045,714,957
Non-trade receivables (Notes 5, 32 and 35)	4,498,419,672	1,944,264,924
Due from related parties (Note 32)	1,821,450,615	845,491,218
Interest receivable (Note 32)	22,844,495	41,215,681
Others	584,393,892	1,266,888,349
	22,182,596,457	17,143,575,129
Less: allowance for credit losses	226,961,552	377,148,797
	₱21,955,634,905	₱16,766,426,332



Non-trade and other receivables are noninterest-bearing and are due and demandable. This includes receivable from an affiliate amounting to ₱2.4 billion as of December 31, 2022 (See Notes 16 and 32).

Others include claims for insurance amounting to ₱115.4 million and ₱523.9 million as of December 31, 2022 and 2021, respectively.

Allowance for Expected Credit Losses (ECLs) on Receivables

Changes in allowance for impairment losses on receivables follow:

	2022			
	Individual Assessment		Collective Assessment	
	Trade Receivables	Other Receivables	Trade Receivables	Total
Balances at beginning of the period	₱149,037,894	₱208,970,376	₱19,140,527	₱377,148,797
Provision for credit losses	4,053,837	-	-	4,053,837
Write-off/others	(102,440,485)	(51,800,597)	-	(154,241,082)
Balances at end of the period	₱50,651,246	₱157,169,779	₱19,140,527	₱226,961,552

	2021			
	Individual Assessment		Collective Assessment	
	Trade Receivables	Other Receivables	Trade Receivables	Total
Balances at beginning of the period	₱154,108,593	₱208,970,376	₱19,140,527	₱382,219,496
Provision for credit losses	30,419,962	-	-	30,419,962
Write-off/others	(35,490,661)	-	-	(35,490,661)
Balances at end of the period	₱149,037,894	₱208,970,376	₱19,140,527	₱377,148,797

Allowance for ECLs on other receivables includes credit losses on nontrade receivables, advances to officers and employees and other receivables. Allowance for ECLs on advances to officers and employees amounted to ₱19.6 million as of December 31, 2022 and 2021. Allowance for credit losses on nontrade and other receivables amounted to ₱137.5 million and ₱189.3 million as of December 31, 2022 and 2021, respectively.

10. Inventories

This account consists of inventories as follows:

	2022	2021
At cost:		
Goods in-process	₱2,596,807,505	₱1,524,658,017
Finished goods	8,565,466,907	6,530,968,891
	11,162,274,412	8,055,626,908
At NRV:		
Raw materials	19,641,664,542	12,882,786,195
Spare parts and supplies	4,652,204,726	5,589,122,551
Containers and packaging materials	2,608,518,160	1,919,452,209
	26,902,387,428	20,391,360,955
	₱38,064,661,840	₱28,446,987,863



The cost of raw materials, spare parts and supplies, and containers and packaging materials amounted to ₱27.2 billion and ₱20.8 billion as at December 31, 2022 and 2021, respectively.

Under the terms of the agreements covering interest-bearing liabilities under trust receipts totaling ₱11.5 billion and ₱8.1 billion as of December 31, 2022 and 2021, respectively, certain inventories which approximate the trust receipts payable have been released to the Group under trust receipt agreements with the banks. The Group is accountable to these banks for the trustee merchandise. Interest expense from trust receipts payable amounted to ₱266.1 million, ₱176.3 million and ₱304.2 million for the years ended December 31, 2022, 2021, and 2020, respectively (see Note 27).

Inventory obsolescence included in 'Cost of sales' amounted to ₱808.3 million, ₱798.9 million, and ₱782.3 million for the years ended December 31, 2022, 2021, and 2020, respectively.

The Group wrote down in full the cost of inventories amounting to nil and ₱109.2 million for the year ended December 31, 2022 and 2021, respectively.

11. Other Current Assets

This account consists of:

	2022	2021
Advances to suppliers	₱3,658,040,852	₱1,598,974,514
Input value-added tax (VAT)	1,591,655,015	1,602,847,744
Prepaid taxes	359,545,691	254,104,724
Prepaid insurance	94,617,315	160,231,482
Prepaid rent	74,284,606	51,417,673
Other prepaid expenses	64,925,242	850,278,436
	₱5,843,068,721	₱4,517,854,573

Advances to suppliers are generally applied to purchase of inventories and availment of services within the next financial year.

Prepaid rent pertains to short-term leases of the Group that are paid in advance. Prepaid rent, taxes, and insurance are normally utilized within the next financial year.

Others include prepayments of advertising, office supplies and income tax credits that can be applied in the following quarter against the corporate income tax due or can be claimed as tax refund (whichever as applicable).



12. Property, Plant and Equipment

The rollforward of this account follows:

	As of and for the year ended December 31, 2022				
	Land	Land Improvements	Buildings and Improvements	Machinery and Equipment	Sub-total
Cost					
Balance at beginning of year (As Restated)	₱6,861,222,506	₱2,321,603,730	₱19,718,971,502	₱80,475,325,824	₱109,377,123,562
Additions	1,102,498,947	92,263,812	940,275,928	3,380,048,599	5,515,087,286
Additions from acquisition of subsidiaries (Note 14)	237,190,722	–	–	–	237,190,722
Disposals, reclassifications and other adjustments	105,585,979	(45,837,040)	(202,336,288)	1,561,914,083	1,419,326,734
Balance at end of year	8,306,498,154	2,368,030,502	20,456,911,142	85,417,288,506	116,548,728,304
Accumulated Depreciation and Amortization					
Balance at beginning of year	–	903,593,766	9,751,331,034	56,603,346,770	67,258,271,570
Depreciation and amortization (Note 24)	–	77,982,797	923,429,818	4,234,312,391	5,235,725,006
Disposals, reclassifications and other adjustments	–	(64,510,695)	(229,006,171)	(258,643,843)	(552,160,709)
Balance at end of year	–	917,065,868	10,445,754,681	60,579,015,318	71,941,835,867
Net Book Value	₱8,306,498,154	₱1,450,964,634	₱10,011,156,461	₱24,838,273,188	₱44,606,892,437

	As of and for the year ended December 31, 2022				
	Transportation Equipment	Furniture, Fixtures and Equipment	Construction In-progress	Equipment In-transit	Total
Cost					
Balance at beginning of year (As Restated)	₱3,196,798,731	₱5,801,194,125	₱7,648,126,607	₱5,136,687,997	₱131,159,931,022
Additions	137,317,274	246,583,976	2,421,653,105	814,270,377	9,134,912,018
Additions from acquisition of subsidiaries (Note 14)	–	–	–	–	237,190,722
Disposals, reclassifications and other adjustments	(45,606,050)	(99,886,626)	123,867,793	(1,935,003,883)	(537,302,032)
Balance at end of the year	3,288,509,955	5,947,891,475	10,193,647,505	4,015,954,491	139,994,731,730
Accumulated Depreciation and Amortization					
Balance at beginning of year	2,619,590,654	4,899,025,588	–	–	74,776,887,812
Depreciation and amortization (Note 24)	154,290,180	352,504,768	–	–	5,742,519,954
Disposals, reclassifications and other adjustments	(88,807,095)	(1,079,664)	–	–	(642,047,468)
Balance at end of year	2,685,073,739	5,250,450,692	–	–	79,877,360,298
Net Book Value	₱603,436,216	₱697,440,783	₱10,193,647,505	₱4,015,954,491	₱60,117,371,432



As of and for the year ended December 31, 2021 (As Restated)					
	Land	Land Improvements	Buildings and Improvements	Machinery and Equipment	Sub-total
Cost					
Balance at beginning of year	P5,447,922,338	P2,400,409,527	P20,733,572,114	P82,836,608,411	P111,418,512,390
Additions	2,728,248,821	122,019,277	2,281,550,438	6,240,374,432	11,372,192,968
Additions from acquisition of subsidiaries (Note 14)	258,276,754	-	920,267,076	3,013,517,374	4,192,061,204
Divestment of business (Note 30)	(1,512,902,494)	(104,249,083)	(4,099,446,242)	(10,457,586,250)	(16,174,184,069)
Disposals, reclassifications and other adjustments	(60,322,913)	(96,575,991)	(116,971,884)	(1,157,588,143)	(1,431,458,931)
Balance at end of year	6,861,222,506	2,321,603,730	19,718,971,502	80,475,325,824	109,377,123,562
Accumulated Depreciation and Amortization					
Balance at beginning of year	-	892,863,171	10,326,034,563	58,257,627,619	69,476,525,353
Depreciation and amortization (Note 24)	-	79,719,042	1,127,571,956	4,313,316,748	5,520,607,746
Additions from acquisition of subsidiaries (Note 14)	-	-	154,184,417	1,545,514,228	1,699,698,645
Divestment of business (Note 30)	-	(41,823,247)	(1,835,921,536)	(6,811,758,947)	(8,689,503,730)
Disposals, reclassifications and other adjustments	-	(27,165,200)	(20,538,366)	(701,352,878)	(749,056,444)
Balance at end of year	-	903,593,766	9,751,331,034	56,603,346,770	67,258,271,570
Net Book Value	P6,861,222,506	P1,418,009,964	P9,967,640,468	P23,871,979,054	P42,118,851,992

As of and for the year ended December 31, 2021 (As Restated)					
	Transportation Equipment	Furniture, Fixtures and Equipment	Construction In-progress	Equipment In-transit	Total
Cost					
Balance at beginning of year	P2,883,773,873	P5,999,183,439	P10,708,482,533	P4,915,650,424	P135,925,602,659
Additions	368,947,697	446,414,898	710,257,950	301,878,587	13,199,692,100
Additions from acquisition of subsidiaries (Note 14)	39,884,960	129,606,040	8,978,069	-	4,370,530,273
Divestment of business (Note 30)	(673,055)	(733,629,064)	(3,296,678,447)	-	(20,205,164,635)
Disposals, reclassifications and other adjustments	(95,134,744)	(40,381,188)	(482,913,498)	(80,841,014)	(2,130,729,375)
Balance at end of the year	3,196,798,731	5,801,194,125	7,648,126,607	5,136,687,997	131,159,931,022
Accumulated Depreciation and Amortization					
Balance at beginning of year	2,482,612,560	4,976,851,703	-	-	76,935,989,616
Depreciation and amortization (Note 24)	161,680,481	466,426,459	-	-	6,148,714,686
Additions from acquisition of subsidiaries (Note 14)	30,570,565	91,656,426	-	-	1,821,925,636
Divestment of business (Note 30)	(467,535)	(610,046,890)	-	-	(9,300,018,155)
Disposals, reclassifications and other adjustments	(54,805,417)	(25,862,110)	-	-	(829,723,971)
Balance at end of year	2,619,590,654	4,899,025,588	-	-	74,776,887,812
Net Book Value	P577,208,077	P902,168,537	P7,648,126,607	P5,136,687,997	P56,383,043,210



In May 2021, CFC Corporation executed a Memorandum of Agreement and Deed of Absolute Sale with a related party, selling its parcel of land costing ₱8.0 million at ₱3.1 billion selling price, net of ₱132.9 million unamortized discounts on long-term receivable (see Note 16). Gain on disposal attributable to sale amounted to ₱3.1 billion, which was recognized under ‘Other income (losses) - net’ in the consolidated statements of income.

In January 2021, the Parent Company executed a Memorandum of Agreement and Deed of Absolute Sale with a third party for the sale of its Tolong millsite with a selling price amounting to ₱1.2 billion. Gain on disposal attributable to sale amounted to ₱18.9 million, which was recognized under ‘Other income (losses) - net’ in the consolidated statements of income.

Borrowing Costs

For the years ended December 31, 2022, 2021, and 2020, no borrowing costs have been incurred related to property, plant and equipment under construction.

Depreciation

The breakdown of consolidated depreciation and amortization of property, plant and equipment follows:

	December 31, 2022	December 31, 2021	December 31, 2020
Cost of sales (Note 21)	₱5,082,358,368	₱4,701,076,968	₱5,065,316,620
Selling and distribution costs (Note 22)	₱89,633,478	95,725,887	103,303,438
General and administrative expenses (Note 23)	₱570,528,108	526,676,490	471,759,428
Discontinued operations (Note 30)	-	825,235,341	825,381,361
	₱5,742,519,954	₱6,148,714,686	₱6,465,760,847

Impairment Losses

The Group recognized impairment losses on property, plant and equipment amounting to ₱323.0 million, ₱432.6 million and nil in 2022, 2021 and 2020, respectively. The assets written-off pertain to (a) property and equipment in non-operational plants, (b) idle and discontinued production line and (c) office space leasehold improvements and furniture and fixtures.

Collateral

As of December 31, 2022 and 2021, the Group has no property and equipment that are pledged as collateral.

13. Biological Assets

Total biological assets shown in the consolidated statements of financial position follow:

	2022	2021
Current portion	₱205,303,346	₱132,144,916
Noncurrent portion	205,740,429	166,105,594
	₱411,043,775	₱298,250,510



These biological assets consist of:

	2022	2021
Swine livestock		
Commercial	₱180,766,167	₱62,326,102
Breeder	94,745,595	74,194,347
Poultry livestock		
Commercial	24,537,179	69,818,814
Breeder	110,994,834	91,911,247
	₱411,043,775	₱298,250,510

The rollforward analysis of this account follows:

	2022	2021
Balances at beginning of year	₱298,250,510	₱234,251,397
Additions	744,579,361	549,756,538
Disposals	(632,097,589)	(488,307,581)
Gain arising from changes in fair value less estimated costs to sell	311,493	2,550,156
Balances at end of year	₱411,043,775	₱298,250,510

The Group has 28,067 and 11,469 heads of swine livestock and 653,657 and 944,600 heads of poultry livestock as of December 31, 2022 and 2021, respectively.

14. Goodwill and Intangible Assets

The movement of the goodwill is as follows:

	2022	2021 (As Restated)
Cost		
Balance at beginning of year	₱19,017,429,187	₱31,460,215,108
Acquisition of subsidiaries	-	17,922,962,151
Disposals (Note 30)	-	(30,867,806,512)
Translation adjustment	611,374,197	502,058,440
Balance at end of year	19,628,803,384	19,017,429,187
Accumulated Impairment Losses		
Balance at beginning and end of year	265,719,291	265,719,291
Net Book Value	₱19,363,084,093	₱18,751,709,896

The composition of the Group's goodwill is as follows:

	2022	2021
Acquisition of Munchy's Group in December 2021	₱18,574,838,869	₱17,963,464,672
The excess of the acquisition cost over the fair values of the net assets acquired by UABCL in 2000	775,835,598	775,835,598
Acquisition of Balayan Sugar Mill in February 2016	12,409,626	12,409,626
	₱19,363,084,093	₱18,751,709,896



Acquisition of Munchy's Group

On December 15, 2021, the Group acquired from Crunchy Limited 100% of the shares of Crunchy Foods Sdn. Bhd. (Crunchy Foods), a non-listed company based in Malaysia. Crunchy Foods fully owns Munchy Food Industries Sdn Bhd (MFI) and its subsidiary Munchworld Marketing Sdn Bhd (MWM) (collectively, the Munchy's Group). They operate under the trade name Munchy's, which is one of the major biscuit brands in Malaysia. The Group acquired Crunchy Foods to gain market leadership in Malaysia in the biscuit segment, which is consistent with the Group's overall purpose. The Munchy's Group is also expected to create synergies with URC Malaysia.

The purchase consideration was determined to be RM2.07 billion (P24.6 billion), which was paid in cash by URC Malaysia to Crunchy Limited in exchange for 683,964,000 ordinary shares (100% of the equity) of Crunchy Foods.

In 2021, the accounting for the business combination in the Group's consolidated financial statements was determined provisionally as the Group has to finalize the information with respect to the recognition of the fair value of identifiable assets and liabilities and deferred income tax assets and liabilities arising from the acquisition. In 2022, the group engaged the services of a third party valuer to conduct the final purchase price allocation.

The fair values of the identifiable assets and liabilities of Munchy's at the date of acquisition follow:

Purchase consideration transferred	P24,586,990,326
Fair value of identifiable assets	
Cash and cash equivalents	1,733,890,581
Receivables	761,435,630
Inventories	519,197,768
Property, plant and equipment (Note 12)	2,351,368,164
Right-of-use assets	1,635,322
Intangible assets	4,037,528,232
Other current assets	94,893,546
<u>Total assets</u>	<u>9,499,949,243</u>
Fair value of identifiable liabilities	
Accounts payable and other accrued liabilities	1,204,873,861
Deferred tax liabilities	767,581,898
Lease liability	1,658,582
Noncurrent liabilities	400,250,807
<u>Total liabilities</u>	<u>2,374,365,148</u>
<u>Total fair value of identifiable net assets</u>	<u>7,125,584,095</u>
<u>Goodwill</u>	<u>P17,461,406,231</u>

The goodwill of P17.5 billion comprise the value of expected synergies arising from the acquisition. Goodwill and the intangible assets are allocated entirely to the operations of the Munchy's brands. None of the goodwill is expected to be deductible for income tax purposes.

If the business combination had taken place on January 1, 2021, net sales and net income from the continuing operations of the Group would have been P121.9 billion and P13.3 billion, respectively.



The effects of the retrospective application of the accounting for business combination of Munchy's in the Group's consolidated statement of financial position as of December 31, 2021 follow:

	2021		
	As previously reported	Restatements	As restated
ASSETS			
Non-current Assets			
Property, plant and equipment	₱55,881,358,761	₱501,684,449	₱56,383,043,210
Goodwill	21,271,723,229	(2,520,013,333)	18,751,709,896
Intangible assets	1,820,637,714	2,807,980,947	4,628,618,661
LIABILITIES			
Non-current Liabilities			
Deferred tax liabilities	₱1,242,693,511	₱789,652,063	₱2,032,345,574

The composition and movements of intangible assets follow:

	As of and for the year ended December 31, 2022					
	Trademarks/ Brands	Product Formulation	Software Costs	Customer Relationship	Trade Secrets	Total
Cost						
Balances at beginning of period	₱3,086,710,140	₱425,000,000	₱-	₱-	₱1,318,433,102	₱4,830,143,242
Additions	650,719	-	151,221,059	-	-	151,871,778
Translation adjustments	96,442,646	-	-	-	44,871,966	141,314,612
	3,183,803,505	425,000,000	151,221,059	-	1,363,305,068	5,123,329,632
Accumulated Amortization and Impairment Losses						
Balances at beginning of period	201,524,581	-	-	-	-	201,524,581
Amortization during the period (Note 24)	76,585	-	57,383,872	-	-	57,460,457
Disposal/translation adjustments	(49,289)	-	(418)	-	-	(49,707)
	201,551,877	-	57,383,454	-	-	258,935,331
Net Book Value at End of Year	₱2,982,251,628	₱425,000,000	₱93,837,605	-	₱1,363,305,068	₱4,864,394,301
As of and for the year ended December 31, 2021 (As Restated)						
	Trademarks/ Brands	Product Formulation	Software Costs	Customer Relationship	Trade Secrets	Total
Cost						
Balances at beginning of period	₱9,564,461,252	₱425,000,000	₱57,178,789	₱2,201,281,173	₱-	₱12,247,921,214
Additions	10,959,942	-	-	-	-	10,959,942
Additions from acquisition of subsidiaries	2,755,986,153	-	-	-	1,281,542,079	4,037,528,232
Disposal/translation adjustments	(9,244,697,207)	-	(57,178,789)	(2,201,281,173)	36,891,023	(11,466,266,146)
	3,086,710,140	425,000,000	-	-	1,318,433,102	4,830,143,242
Accumulated Amortization and Impairment Losses						
Balances at beginning of period	201,524,581	-	50,763,051	395,790,362	-	648,077,994
Amortization during the period (Note 24)	-	-	4,637,606	62,553,846	-	67,191,452
Disposal/translation adjustments	-	-	(55,400,657)	(458,344,208)	-	(513,744,865)
	201,524,581	-	-	-	-	201,524,581
Net Book Value at End of Year	₱2,885,185,559	₱425,000,000	₱-	₱-	₱1,318,433,102	₱4,628,618,661

Brands, trademarks and trade secrets were recognized as a result of acquisition of Munchys' Group in 2021. There were also trademarks and product formulation from the acquisition of General Milling Corporation in 2008.

The Group performed its annual impairment test on its goodwill and other intangible assets with indefinite useful lives as of December 31, 2022 and 2021. In 2022 and 2021, the recoverable amounts of goodwill and other intangible assets were determined based on value in use calculations.



Value in use calculations used cash flow projections from financial budgets approved by management covering a five-year period.

Growth rate estimates - growth rates include revenue growth and terminal growth rates that are based on experiences and strategies developed for the various subsidiaries. The prospect for the industry was also considered in estimating the growth rates. Terminal growth rates used in computing the projected future cash flows ranged from 4.20% to 5.00% and 3.90% to 6.10% as of December 31, 2022 and 2021, respectively.

Discount rates - discount rates were estimated based on the industry weighted average cost of capital, which includes the cost of equity and debt after considering the gearing ratio. The pre-tax discount rates applied to cash flow projections range from 9.30% to 10.54% and 8.57% to 12.58% for the years ended December 31, 2022 and 2021, respectively.

Management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying values of goodwill and intangible assets arising from the Group's acquisitions to materially exceed their recoverable amounts.

15. Investments in Joint Ventures

The rollforward analysis of this account follows:

	2022	2021
Acquisition Cost		
Balance at beginning of year	₱1,028,262,362	₱1,203,555,432
Additional investments	461,000,000	100,000,000
Reclassification to Investment in Subsidiary due to gain of control	-	(275,293,070)
Balance at end of year	1,489,262,362	1,028,262,362
Accumulated Equity in Net Losses		
Balance at beginning of year	(972,204,183)	(812,041,712)
Equity in net losses from continuing operations	(378,967,690)	(91,077,671)
Reclassification to Investment in Subsidiary due to gain of control	-	(69,084,800)
Balance at end of year	(1,351,171,873)	(972,204,183)
Cumulative Translation Adjustments	(30,353)	(829,958)
Net Book Value at End of Year	₱138,060,136	₱55,228,221

Vitasoy-URC, Inc.

On October 4, 2016, the Parent Company entered into a joint venture agreement with Vita International Holdings Limited, a corporation duly organized in Hong Kong to form Vitasoy - URC (VURCI), a corporation duly incorporated and organized in the Philippines to manufacture and distribute food products under the "Vitasoy" brand name, which is under exclusive license to VURCI in the Philippines.

On May 19, 2022, the Parent Company made additional subscriptions to the unissued authorized capital stock of VURCI consisting of 46.1 million common shares for a total cost of ₱461.0 million, which includes, ₱80.9 million cash and receivables amounting to ₱380.1 million converted to equity.



Danone Universal Robina Beverages, Inc.

On May 23, 2014, the Parent Company entered into a joint venture agreement with Danone Asia Holdings Pte. Ltd., a corporation duly organized in the Republic of Singapore to form Danone Universal Robina Beverages, Inc. (DURBI), a corporation duly incorporated and organized in the Philippines to manufacture and distribute food products under the “B’lue” brand name, which is under exclusive license to DURBI in the Philippines.

On April 19, 2021, the Parent Company made additional subscriptions to the unissued authorized capital stock of DURBI consisting of 5.0 million common shares for a total cost of ₱100.0 million.

Calbee-URC Malaysia

On August 23, 2017, URC Malaysia entered into a joint venture agreement with Calbee, Inc., a corporation duly organized in Japan to form Calbee-URC Malaysia Sdn Bhd (CURM), a corporation registered with the Companies Commission of Malaysia organized to manufacture savory snack products.

Proper Snack Foods Ltd.

On June 30, 2017, Griffin’s Food Limited (Griffin’s) purchased 50.1% of the shares in Proper Snack Foods Ltd. (PSFL) for approximately NZ\$7.8 million (₱275.3 million), which includes deferred consideration amounting to NZ\$1.5 million (₱51.5 million) recorded under ‘Accounts payable and other accrued liabilities’ in the consolidated statements of financial position.

In January 2021, the Shareholders’ Agreement was amended that resulted to Griffin’s gaining ultimate control of the Board with no change in equity interest, which is still at 50.1%. No consideration was paid for the transaction and PSFL net assets at the time of business combination amounted to US\$4.6 million (₱226.0 million).

Goodwill and non-controlling interest arising from the business combination based on provisional values amounted to ₱461.6 million and ₱341.3 million, respectively. PSFL is derecognized as part of Oceania business sale in October 2021 (see Note 30).

As of December 31, 2022 and 2021, the Parent Company has the following percentage of ownership of shares in its joint ventures and its related equity in the net assets as summarized below:

	Place of Business	Percentage of Ownership
VURCI	Philippines	50.00
DURBI	-do-	50.00
CURM	Malaysia	50.00

Summarized financial information in respect of the Group’s joint ventures as of December 31, 2022 and 2021 are presented below (in thousands).

	VURCI		DURBI		CURMI	
	2022	2021	2022	2021	2022	2021
Revenue	₱288,035	₱226,043	₱400,743	₱354,269	₱436,018	₱391,634
Costs and expenses	304,788	588,380	427,786	524,521	28,980	24,680
Net income (loss)	(324,430)	(362,337)	(27,042)	(170,252)	565	17,244
Current assets	594,380	₱326,103	₱365,668	₱412,793	₱138,323	₱129,069
Noncurrent assets	569,971	654,572	6,029	8,695	29,403	33,202
Current liabilities	834,849	638,369	810,182	837,376	49,806	45,362
Noncurrent liabilities	16,105	777,708	14,394	5,510	-	-
Equity	₱313,397	(₱435,402)	(₱452,879)	(₱421,398)	₱117,920	₱116,908
Group share in equity	₱80,682	₱-	₱-	₱-	₱57,378	₱55,228
Carrying amount of investment	₱80,682	₱-	₱-	₱-	₱57,378	₱55,228



The summarized financial information presented above represents amounts shown in the joint ventures' financial statements prepared in accordance with PFRSs.

The joint venture companies are private companies and there are no quoted prices available for their shares.

No dividends were declared and received for the years ended December 31, 2022 and 2021.

As of December 31, 2022 and 2021, there were no agreements entered into by the joint ventures that may restrict dividends and other capital distributions to be paid, or loans and advances to be made or repaid to or from the Group. In addition, the Group has no share on commitments and contingencies of its joint ventures.

16. Other Noncurrent Assets

This account consists of:

	2022	2021
Deposits	P923,159,218	P653,063,190
Input VAT	473,049,635	717,122,717
Financial assets at FVOCI	105,450,000	157,703,381
Investment properties	1,958,173	26,750,788
Others	1,155,092,910	1,909,627,545
	P2,658,709,936	P3,464,267,621

Deposits

The Group's deposits pertain to the installation of power and water meters, returnable containers and security deposits for operating leases of plants, warehouses and office buildings. The security deposits are recoverable from the lessors at the end of the lease terms, which range from 2 to 30 years.

Input VAT

Input tax pertains to VAT from purchases and/or importations of various parts, supplies, equipment, machineries and or capital goods, which will be claimed as credit against output tax liabilities in a manner prescribed by pertinent revenue regulations.

Financial Assets at FVOCI

As of December 31, 2022 and 2021, financial assets at FVOCI consists of equity securities with the following movements:

	2022	2021
Balance at beginning of year	P157,703,381	P75,400,000
Additions	-	77,103,381
Reclassification/disposal	(77,103,381)	(630,000)
Changes in fair value during the year (Note 20)	24,850,000	5,830,000
Balance at end of year	P105,450,000	P157,703,381

Fair value changes of financial assets at FVOCI are presented as components of 'Other comprehensive income' in Equity (see Note 20).



Investment Properties

The rollforward analysis of investment properties follows:

	2022	2021
Cost		
Balance at beginning and end of year	₱94,554,666	₱94,554,666
Disposals	(87,966,646)	-
Balance at end of year	6,588,020	94,554,666
Accumulated depreciation		
Balance at beginning of year	67,803,878	64,592,518
Disposals	(66,385,391)	-
Depreciation (Note 24)	3,211,360	3,211,360
Balance at end of year	4,629,847	67,803,878
Net book value at end of year	₱1,958,173	₱26,750,788

Investment properties consist of buildings and building improvements which are leased out to related and third parties (see Notes 32 and 34).

In December 2022, the Parent Company executed a Deed of Absolute Sale with a related party for the sale of investment properties at ₱3.3 billion selling price. Gain on disposal attributable to sale amounted to ₱3.3 billion, which was recognized under 'Other income (losses) - net' in the consolidated statements of income.

Total rental income earned from investment properties included under 'Other income (losses) - net' in the consolidated statements of income amounted to ₱84.4 million, ₱81.4 million, and ₱69.0 million for years ended December 31, 2022, 2021, and 2020, respectively.

Direct operating expenses (included under 'General and administrative expenses' in the consolidated statements of income) arising from investment properties amounted to ₱0.9 million and ₱0.8 million for the years ended December 31, 2022, 2021, and 2020.

As of December 31, 2022 and 2021, the Group has no investment properties that are pledged as collateral.

Others

Others include noncurrent receivable from an affiliate amounting to ₱823.2 million and ₱1.6 billion as of December 31, 2022 and 2021, respectively and noncurrent advances to suppliers and deferred charges. Annual payments will be received until 2024.



17. Short-term Debts

This account consists of:

	2022	2021
Peso-denominated loan - unsecured with interest ranging from 5.10% to 5.70% and 2.00% for the years ended December 31, 2022 and 2021, respectively	₱10,390,000,000	₱6,500,000,000
Thai Baht-denominated loans - unsecured with interest ranging from 1.80% to 1.97% and from 1.30% to 1.62% for the years ended December 31, 2022 and 2021, respectively	1,372,287,539	1,308,029,451
	₱11,762,287,539	₱7,808,029,451

Accrued interest payable on the Group's short-term debts (included under 'Accounts payable and other accrued liabilities' in the consolidated statements of financial position) amounted to ₱23.5 million and ₱9.6 million as of December 31, 2022 and 2021, respectively. Interest expense from the short-term debts amounted to ₱324.2 million, ₱156.8 million and ₱82.8 million for the years ended December 31, 2022, 2021, and 2020, respectively (see Note 27).

18. Accounts Payable and Other Accrued Liabilities

This account consists of:

	2022	2021
Trade payables (Note 32)	₱15,097,599,464	₱15,290,751,756
Accrued expenses	7,911,839,895	5,787,267,776
Customers' deposits	1,613,432,305	803,599,260
Advances from stockholders (Note 32)	298,274,368	196,179,390
Due to related parties (Note 32)	204,199,106	202,541,860
Withholding taxes payable	174,378,171	200,653,033
VAT payable	125,115,362	45,230,445
Others	56,133,542	52,661,050
	₱25,480,972,213	₱22,578,884,570

Trade payables are noninterest-bearing and are normally settled on 30-60 day terms. Trade payables arise from purchases of inventories which include raw materials and indirect materials (*i.e.*, packaging materials) and supplies, for use in manufacturing and other operations.

The accrued expenses account consists of:

	2022	2021
Advertising and promotions	₱4,186,309,791	₱2,578,945,327
Contracted services	584,962,038	357,192,934
Personnel costs	457,908,472	327,561,717
Freight and handling costs	340,281,970	282,422,532
Rent	280,995,742	457,106,582
Utilities	261,685,875	288,787,556
Professional and legal fees	172,601,985	154,147,927
(Forward)		



	2022	2021
Interest	₱42,270,323	₱16,543,095
Others	1,584,823,699	1,324,560,106
	₱7,911,839,895	₱5,787,267,776

Customers' deposits represent downpayments for the sale of goods or performance of services which will be applied against accounts receivables upon delivery of goods or rendering of services.

Accrued professional and legal fees include fees or services rendered by third party consultants for the review of the Group's brand portfolio and supply chain optimization initiatives. The related expense recognized under 'Other income (losses) – net' in the 2022, 2021 and 2020 consolidated statements of income amounted to ₱43.2 million, ₱257.6 million and nil, respectively.

Others include accruals for taxes and licenses, commission, royalties, restructuring provision and other benefits.

19. Equity

The details of the Parent Company's common stock as of December 31 follow:

	2022	2021
Authorized shares	2,998,000,000	2,998,000,000
Par value per share	₱1.00	₱1.00
Issued shares:		
Balance at beginning and end of year	2,230,160,190	2,230,160,190
Outstanding shares	2,178,507,618	2,200,983,378

The paid-up capital of the Parent Company consists of the following as of December 31, 2022 and 2021:

Common stock	₱2,230,160,190
Additional paid-in capital	21,191,974,542
Total paid-up capital	₱23,422,134,732

Capital Management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximize shareholder value. The Group manages its capital structure and makes adjustments to these ratios in light of changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend payment to shareholders, return capital structure or issue capital securities. No changes have been made in the objective, policies and processes as they have been applied in previous years.

The Group monitors its use of capital structure using a financial debt-to-equity ratio which is total financial debt divided by total equity. The Group includes within gross debt all interest-bearing loans and borrowings, while capital represents total equity.



Following is a computation of the Group's financial debt-to-equity ratio:

	2022	2021
(a) Short-term debts (Note 17)	₱11,762,287,539	₱7,808,029,451
Trust receipts payable (Note 10)	11,457,712,536	8,106,662,079
	₱23,220,000,075	₱15,914,691,530
(b) Equity	₱115,970,341,095	₱109,767,733,832
(c) Financial debt-to-equity ratio (a/b)	0.20:1	0.14:1

The Group's policy is to not exceed a financial debt-to-equity ratio of 2:1. The Group considers its total equity as capital.

Cumulative Redeemable Preferred Shares

The Group's authorized preferred shares of stock are 12.00% cumulative, nonparticipating, and nonvoting. In case of dissolution and liquidation of the Parent Company, the holders of the preferred shares shall be entitled to be paid an amount equal to the par value of the shares or ratably insofar as the assets of the Parent Company may warrant, plus accrued and unpaid dividends thereon, if any, before the holders of the common shares of stock can be paid their liquidating dividends. The authorized preferred stock is 2,000,000 shares at par value of ₱1.00 per share. There have been no issuances of preferred stock as of December 31, 2022 and 2021.

Retained Earnings

Accumulated equity in net earnings of the subsidiaries

A portion of the Group's retained earnings corresponding to the undistributed net earnings of the subsidiaries and joint ventures amounting to ₱80.6 billion and ₱78.2 billion as of December 31, 2022 and 2021, respectively, is not available for dividend declaration. This becomes available for dividend declaration upon dividend distribution by the investees.

Dividends

Details of the Group's dividend declarations follow:

Parent Company

Year	Date of declaration	Dividend per share	Total dividends	Date of record	Date of payment
2022	March 4, 2022	₱1.50	₱3.3 billion	April 03, 2022	April 29, 2022
2022	March 4, 2022	₱1.95	₱4.3 billion	April 03, 2022	April 29, 2022
2021	April 29, 2021	₱1.50	₱3.3 billion	May 20, 2021	June 15, 2021
2021	July 30, 2021	₱1.80	₱4.0 billion	August 19, 2021	September 15, 2021
2020	March 10, 2020	₱1.50	₱3.3 billion	March 24, 2020	April 21, 2020
2020	March 10, 2020	₱1.65	₱3.6 billion	June 1, 2020	June 26, 2020

NURC

Year	Date of declaration	Dividend per share	Total dividends	Date of record	Date of payment
2022	June 21, 2022	₱3.19	₱603.0 million	December 31, 2021	September 30, 2022
2021	June 10, 2021	₱4.68	₱885.0 million	June 10, 2021	December 31, 2021
2020	June 09, 2020	₱3.70	₱700.0 million	December 31, 2019	September 30, 2020



The Group intends to maintain an annual cash dividend payment ratio of 50.0% of the Group's consolidated net income from the preceding fiscal year, subject to the requirements of the applicable laws and regulations and the absence of circumstances which may restrict the payment of such dividends. The BOD may, at any time, modify such dividend payment ratio.

Treasury Shares

The Parent Company has outstanding treasury shares of 51.7 million shares (₱3.7 billion) and 29.2 million shares (₱1.1 billion) as of December 31, 2022 and 2021, respectively, restricting the Parent Company from declaring an equivalent amount from unappropriated retained earnings as dividends.

Equity Reserve

In August 2012, the Parent Company acquired 23.0 million common shares of URCICL from International Horizons Investment Ltd for ₱7.2 billion. The acquisition of shares represented the remaining 23.00% interest in URCICL. As a result of the acquisition, the Parent Company now holds 100.00% interest in URCICL. The Group charged equity reserve from the acquisition amounting to about ₱5.6 billion presented under 'Equity reserve' in the consolidated statements of financial position.

In December 2014, URC entered into a share purchase agreement with Nissin Foods (Asia) Pte. Ltd. to sell 14.0% of its equity interest in NURC for a total consideration of ₱506.7 million. As a result of the sale, the equity interest of URC changed from 65.0% to 51.0%. The excess of the consideration received over the carrying amount of the equity transferred to NCI amounting to ₱481.1 million is presented under 'Equity reserve' in the consolidated statements of financial position.

In December 2019, Intersnack bought 40% of the Group's equity interest in the Oceania businesses for a total consideration of ₱7.7 billion. As a result of the sale, the equity interest of URC changed from 100.0% to 60.0%. The excess of the total consideration received over the carrying amount of the equity transferred to NCI amounting to ₱2.4 billion was presented under 'Equity reserve' in the consolidated statements of financial position.

In October 2021, the Group sold its remaining 60.0% equity interest in Oceania businesses to Intersnack (see Note 30). As a result, the Group derecognized the assets and liabilities related to its Oceania businesses. The Group is of the view that the Equity Reserve can be reclassified to Retained Earnings to present more useful information about its equity. The Group evaluated the nature of the Equity Reserve, and if there are specific requirements on its derecognition. Management also considered nature of equity and the applicability of the requirements of PFRSs and definitions, recognition criteria and measurement concepts in the Framework.

On February 8, 2022, the Group requested for the Philippine SEC's opinion on the reclassification and subsequent treatment of the Equity Reserve. On February 22, 2022, the SEC confirmed that the reclassification of the Equity Reserve to Retained Earnings, does not counter any principles in PFRSs, and would allow for more understandable financial information for users. Accordingly, the Group reclassified Equity Reserve amounting to ₱2.4 billion to Retained Earnings.

In February 2022, URC Foods (Singapore) Pte. Ltd. acquired 23,805 common shares of PPICL from Hong Kong Peggy Foods Company Limited for ₱214.9 million. The acquisition of shares represented 100.00% interest in PPICL. The Group charged equity reserve from the acquisition amounting to about ₱13.2 million presented under 'Equity reserve' in the consolidated statements of financial position.



Non-controlling Interest

The equity interest held by non-controlling interest in NURC, a subsidiary with material non-controlling interest, is 49.0% as of December 31, 2022 and 2021.

The summarized financial information (before inter-company eliminations) of NURC, a subsidiary with material non-controlling interest follows (in thousands):

	2022	2021
Current assets	₱3,087,614	₱2,091,856
Noncurrent assets	1,484,820	1,464,487
Current liabilities	2,821,929	2,393,108
Noncurrent liabilities	129,530	16,138
Revenue	9,891,350	7,967,975
Costs and expenses	8,488,123	6,685,361
Net income	1,070,666	959,753

The accumulated non-controlling interest of material non-controlling interest as of December 2022 and 2021 amounted to ₱781.8 million and ₱552.7 million, respectively.

The profit allocated to non-controlling interest for the years ended December 31, 2022, 2021, and 2020, amounted to ₱515.1 million, ₱922.2 million, and ₱877.9 million, respectively.



Record of Registration of Securities with SEC

Summarized below is the Parent Company's track record of registration of securities under the Securities Registration Code:

Date of offering	Type of offering	No. of shares offered	Par value	Offer price	Authorized number of shares	Issued and outstanding shares
February 17, 1994	Registration of authorized capital stock	–	₱1.00	₱–	1,998,000,000 common shares 2,000,000 preferred shares	–
February 23, 1994	Initial public offering					
	Subscribed and fully paid common shares	929,890,908	1.00	1.00	–	929,890,908
	New common shares	309,963,636	1.00	21.06	–	309,963,636
July 21, 1995	20.00% stock dividend	247,970,907	–	–	–	247,970,907
October 15, 2001	10.00% stock dividend	148,782,542	–	–	–	148,782,542
June 20, 2003	Property-for-share swap [the Parent Company shares in exchange for property of Robinsons Supermarket Corporation (RSC)]	49,871,556	–	–	–	49,871,556
December 16, 2005	Increase in authorized capital stock (payment by way of 15.00% stock dividend)	–	–	–	1,000,000,000 common shares	252,971,932

(Forward)



Date of offering	Type of offering	No. of shares offered	Par value	Offer price	Authorized number of shares	Issued and outstanding shares
February 7, 2006	New share offering for common shares:					
	a. Primary shares	282,400,000	₱1.00	₱17.00	—	282,400,000
	b. Secondary shares	352,382,600				
	c. Over-allotment shares	95,217,400				
November 14, 2007 to October 20, 2008	Acquisition of Parent Company's shares under the share buy-back program	—	—	—	—	(75,104,200)
April 21, 2009	Issuance of shares to JGSHI	—	—	—	—	5,787,452
December 8, 2009 to January 27, 2011	Acquisition of Parent Company's shares under the share buy-back Program	—	—	—	—	(91,032,800)
June 14, 2012	Sale of treasury shares	—	—	—	—	120,000,000
September 30, 2016	Sale of treasury shares	—	—	—	—	22,659,935
April 24, 2018	Issuance of shares to stockholders	—	—	—	—	2,521,257
April 24, 2018	Re-purchase of shares issued to stockholders	—	—	—	—	(2,521,257)
November 8, 2021 to December 13, 2021	Acquisition of Parent Company's shares under the share buy-back program	—	—	—	—	(3,178,490)
January 17, 2022 to August 22, 2022	Acquisition of Parent Company's shares under the share buy-back program	—	—	—	—	(22,475,760)
						2,178,507,618



The table below provides information regarding the number of stockholders of the Parent Company:

	2022	2021	2020
Common shares	996	1,002	1,002

20. Components of Other Comprehensive Income

The breakdown and movement of other comprehensive income attributable to equity holders of the Parent Company follow:

	2022	2021	2020
<i>Items to be reclassified to profit or loss in subsequent periods, net of tax:</i>			
Cumulative translation adjustments*	₱5,290,601,426	₱3,417,686,647	₱2,344,845,823
Net unrealized loss on cash flow hedges:			
Balance at beginning of year	–	(19,127,379)	–
Change in fair value during the year	–	19,127,379	(19,127,379)
Balance at end of year	–	–	(19,127,379)
	5,290,601,426	3,417,686,647	2,325,718,444
<i>Item not to be reclassified to profit or loss in subsequent periods:</i>			
Net unrealized gain on financial assets at FVOCI			
Balance at beginning of year	59,510,000	53,680,000	54,570,000
Change in fair value during the year (Note 16)	24,850,000	5,830,000	(890,000)
Balance at end of year	84,360,000	59,510,000	53,680,000
Remeasurement losses on defined benefit plans, gross of tax:			
Balance at beginning of year	(281,022,230)	(921,973,756)	(719,833,392)
Remeasurement gain (loss) on defined benefit plans during the year (Note 28)	226,033,080	640,951,526	(202,140,364)
Balance at end of year	(54,989,150)	(281,022,230)	(921,973,756)
Income tax effect	13,746,573	70,254,843	276,592,127
Balance at end of year	(41,242,577)	(210,767,387)	(645,381,629)
	43,117,423	(151,257,387)	(591,701,629)
	₱5,333,718,849	₱3,266,429,260	₱1,734,016,815

*All movements in cumulative translation adjustments arise from translation of foreign operations. No foreign operations were disposed of in 2022.

The breakdown and movement of other comprehensive income attributable to non-controlling interests follow:

	2022	2021	2020
<i>Items to be reclassified to profit or loss in subsequent periods, net of tax:</i>			
Cumulative translation adjustments	₱56,177,875	₱221,631,397	(₱232,786,766)
Net unrealized loss on cash flow hedges:			
Balance at beginning of year	–	(12,751,586)	–
Change in fair value during the year	–	12,751,586	(12,751,586)
Balance at end of year	–	–	(12,751,586)
	56,177,875	221,631,397	(245,538,352)

(Forward)



	2022	2021	2020
<i>Item not to be reclassified to profit or loss in subsequent periods:</i>			
Remeasurement losses on defined benefit plans, gross of tax:			
Balance at beginning of year	(₱8,211,070)	(₱11,850,827)	(₱10,142,916)
Remeasurement loss (gain) on defined benefit plans during the year (Note 28)	4,058,790	3,639,757	(1,707,911)
Balance at end of year	(4,152,280)	(8,211,070)	(11,850,827)
Income tax effect	1,245,684	2,463,321	3,555,248
	(2,906,596)	(5,747,749)	(8,295,579)
	₱53,271,279	₱215,883,648	(₱253,833,931)

21. Sale of Goods and Services/Cost of Sales

Sale of goods and services include revenue from tolling services amounting to ₱2.9 billion, ₱1.8 billion, and ₱1.4 billion for the years ended December 31, 2022, 2021, and 2020, respectively.

Cost of sales account consists of:

	2022	2021	2020
Raw materials used	₱84,065,603,708	₱56,052,221,111	₱54,156,527,868
Direct labor	5,620,993,801	4,893,555,266	4,469,234,231
Overhead costs	24,106,514,070	21,190,780,475	19,295,208,563
Total manufacturing costs	113,793,111,579	82,136,556,852	77,920,970,662
Goods in-process	(1,072,149,488)	58,176,006	98,286,584
Cost of goods manufactured	112,720,962,091	82,194,732,858	78,019,257,246
Finished goods	(2,034,498,016)	1,294,920,299	554,181,172
	₱110,686,464,075	₱83,489,653,157	₱78,573,438,418

Raw materials used include the Group's usage of both raw materials and containers and packaging materials inventory.

Overhead costs are broken down as follows:

	2022	2021	2020
Utilities	₱9,408,867,224	₱8,008,784,020	₱5,960,843,758
Depreciation and amortization (Note 24)	5,321,911,921	4,906,407,621	5,320,748,870
Repairs and maintenance	3,363,144,332	3,158,280,693	2,846,461,942
Personnel expenses (Note 25)	2,994,780,805	2,749,398,308	2,539,614,819
Security and other contracted services	730,333,437	774,033,037	709,639,323
Rental expense (Note 34)	146,003,048	110,406,717	101,293,575
Insurance	126,706,180	131,450,588	140,776,854
Research and development	49,459,163	90,452,181	87,019,320
Handling and delivery charges	59,033,194	45,708,852	44,386,508
Others	1,906,274,766	1,215,858,458	1,544,423,594
	₱24,106,514,070	₱21,190,780,475	₱19,295,208,563

Others include excise taxes amounting to ₱1.5 billion, ₱1.1 billion, and ₱1.0 billion for the years ended December 31, 2022, 2021, and 2020, respectively.



22. Selling and Distribution Costs

This account consists of:

	2022	2021	2020
Freight and other selling expenses	₱8,802,249,988	₱6,676,963,507	₱6,642,136,128
Advertising and promotions	7,136,990,134	7,027,100,301	7,269,713,153
Personnel expenses (Note 25)	2,019,942,114	1,779,396,237	1,651,462,445
Depreciation and amortization (Note 24)	238,669,977	227,587,008	262,173,793
Repairs and maintenance	157,235,466	131,120,649	119,823,871
Others	253,732,592	240,447,457	214,671,483
	₱18,608,820,271	₱16,082,615,159	₱16,159,980,873

Others include research and development, communication, travel and transportation, rent and concessionaire's fee.

23. General and Administrative Expenses

This account consists of:

	2022	2021	2020
Personnel expenses (Note 25)	₱2,702,824,066	₱2,238,063,374	₱2,310,628,521
Depreciation and amortization (Note 24)	727,670,802	628,881,017	574,272,972
Repairs and maintenance	533,053,484	533,162,399	416,371,338
Security and contractual services	338,977,721	337,130,022	331,670,989
Taxes, licenses and fees	200,951,003	220,362,252	177,488,870
Professional and legal fees	151,973,328	148,528,802	187,460,210
Travel and transportation	125,059,380	68,231,263	72,033,734
Communication	92,320,278	76,294,217	73,096,312
Rental expense (Note 34)	87,901,734	67,320,560	72,256,351
Utilities	34,110,266	32,360,452	40,222,472
Stationery and office supplies	21,576,731	20,107,363	18,476,492
Donations and contributions	9,695,587	6,834,074	4,441,594
Others	358,640,755	288,849,314	253,499,162
	₱5,384,755,135	₱4,666,125,109	₱4,531,919,017

Others include insurance, memberships, bank charges, and representation and entertainment related to general and administrative functions.

24. Depreciation and Amortization

The breakdown of consolidated depreciation and amortization follows:

	2022	2021	2020
Cost of sales (Notes 12, 21 and 34)	₱5,321,911,921	₱4,906,407,621	₱5,320,748,870
Selling and distribution costs (Notes 12, 22 and 34)	238,669,977	227,587,008	262,173,793
General and administrative expenses (Notes 12, 16, 23 and 34)	727,670,802	628,881,017	574,272,972
Discontinued operations (Notes 12, 14, 30 and 34)	—	1,201,671,101	1,207,760,482
	₱6,288,252,700	₱6,964,546,747	₱7,364,956,117



25. Personnel Expenses

This account consists of:

	2022	2021	2020
Salaries and wages	₱5,531,771,986	₱4,630,470,962	₱4,416,597,544
Other employee benefits	1,944,039,435	1,822,742,002	1,863,633,182
Pension expense (Note 28)	241,735,564	313,644,955	221,475,059
	₱7,717,546,985	₱6,766,857,919	₱6,501,705,785

The breakdown of personnel expenses follows:

	2022	2021	2020
Cost of sales (Note 21)	₱2,994,780,805	₱2,749,398,308	₱2,539,614,819
Selling and distribution costs (Note 22)	2,019,942,114	1,779,396,237	1,651,462,445
General and administrative expenses (Note 23)	2,702,824,066	2,238,063,374	2,310,628,521
	₱7,717,546,985	₱6,766,857,919	₱6,501,705,785

26. Finance Revenue

This account consists of:

	2022	2021	2020
Bank interest income (Note 7)	₱214,261,093	₱223,069,240	₱259,035,030
Dividend income (Note 8)	80,757,174	32,302,870	64,605,739
	₱295,018,267	₱255,372,110	₱323,640,769

27. Finance Costs

This account consists of finance costs arising from:

	2022	2021	2020
Short-term debts (Note 17)	₱324,236,395	₱156,785,297	₱82,791,315
Trust receipts (Note 10)	266,115,272	176,269,762	304,240,663
Interest expense on lease liabilities (Note 34)	189,697,980	203,442,993	216,814,477
Net interest on net pension liability (Note 28)	25,086,626	36,755,458	42,023,710
Others	1,038,792	31,289	15,858,812
	₱806,175,065	₱573,284,799	₱661,728,977

Others pertain to other financing charges. This includes unamortized debt issue costs recognized as expense on pretermination of NZD loan, amortization of asset retirement obligation for the year ended December 31, 2020.



28. Pension Costs

The Group has a funded, noncontributory defined benefit retirement plan covering all its employees. The pension funds are being administered and managed through JG Summit Multi-Employer Retirement Plan, with Robinsons Bank Corporation (RBC) as Trustee. The plan provides for retirement, separation, disability and death benefits to its members. The Group, however, reserves the right to discontinue, suspend or change the rates and amounts of its contributions at any time on account of business necessity or adverse economic conditions. The retirement plan has an Executive Retirement Committee that is mandated to approve the plan, trust agreement, investment plan, including any amendments or modifications thereto, and other activities of the Plan. Certain members of the BOD of the Ultimate Parent Company are represented in the Executive Retirement Committee. RBC manages the funds based on the mandate as defined in the trust agreement.

Under the existing regulatory framework, Republic Act (RA) 7641, *the Philippine Retirement Pay Law*, requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under law. The law does not require minimum funding of the plan. The Parent Company and all of its subsidiaries meet the minimum retirement benefit under RA 7641.

As of December 31, 2022 and 2021, the Group recognized net pension liability amounting to ₱419.7 million and ₱383.2 million, respectively, included under 'Other noncurrent liabilities' in the consolidated statements of financial position.



Changes in net defined benefit liability of funded funds and fair value of plan assets of the Group are as follows:

2022												
Net benefit cost in consolidated statements of income					Remeasurements in other comprehensive income							
	January 1, 2022	Current service cost (Note 25)	Finance cost (Note 27)	Subtotal	Benefits paid	Return on plan assets (excluding amount included in net interest cost)	Actuarial changes arising from changes in experience adjustments	Actuarial changes arising from demographic assumptions	Actuarial changes arising from changes in financial assumptions	Subtotal	Contributions	December 31, 2022
Present value of defined benefit obligation	₱2,761,648,244	₱241,735,564	₱140,560,972	₱382,296,536	(₱219,741,409)	₱-	(₱99,942,442)	(₱13,406,415)	(₱166,684,014)	(₱280,032,871)	₱-	₱2,644,170,500
Fair value of plan assets	(2,378,441,455)	-	(115,474,346)	(115,474,346)	219,741,409	49,941,001	-	-	-	49,941,001	(200,415)	(2,224,433,806)
	₱383,206,789	₱241,735,564	₱25,086,626	₱266,822,190	₱-	₱49,941,001	(₱99,942,442)	(₱13,406,415)	(₱166,684,014)	(₱230,091,870)	(₱200,415)	₱419,736,694

2021												
Net benefit cost in consolidated statements of income					Remeasurements in other comprehensive income							
	January 1, 2021	Current service cost (Note 25)	Finance cost (Note 27)	Subtotal	Benefits paid	Return on plan assets (excluding amount included in net interest cost)	Actuarial changes arising from changes in experience adjustments	Actuarial changes arising from demographic assumptions	Actuarial changes arising from changes in financial assumptions	Subtotal	Contributions	December 31, 2021
Present value of defined benefit obligation	₱3,108,752,713	₱313,644,955	₱122,809,474	₱436,454,429	(₱160,816,123)	₱-	₱245,678,402	₱11,393,994	(₱879,815,171)	(₱622,742,775)	₱-	₱2,761,648,244
Fair value of plan assets	(2,086,492,010)	-	(86,054,016)	(86,054,016)	160,816,123	(21,848,508)	-	-	-	(21,848,508)	(344,863,044)	(2,378,441,455)
	₱1,022,260,703	₱313,644,955	₱36,755,458	₱350,400,413	₱-	(₱21,848,508)	₱245,678,402	₱11,393,994	(₱879,815,171)	(₱644,591,283)	(₱344,863,044)	₱383,206,789



The fair value of net plan assets of the Group by class as at the end of the reporting period are as follows:

	2022	2021
Assets		
Cash and cash equivalents (Note 32)	₱48,981,077	₱8,029,108
Loans receivable	240,570,000	240,570,000
Financial assets at FVOCI	65,616,796	96,776,126
Held to collect	253,596,206	273,337,911
UITF investments	1,573,367,141	1,602,188,748
Interest receivable	3,276,672	3,789,279
Prepaid tax	136	-
Due from Universal Robina Corporation	-	10,696,570
Land	143,201,000	143,201,000
	2,328,609,028	2,378,588,742
Liabilities		
Accounts payable, accrued trust and management fees	52,704	147,287
Due to Universal Robina Corporation	104,122,418	-
	₱2,224,433,906	₱2,378,441,455

The costs of defined benefit pension plan as well as the present value of the pension obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. The principal assumptions used in determining pension for defined benefit plans are as follows:

	Parent Company		NURC	
	2022	2021	2022	2021
Discount rate	7.27%	5.09%	7.28%	5.08%
Salary increase	5.50%	4.00%	5.50%	4.00%

The overall expected rate of return on assets is determined based on the market expectation prevailing on that date, applicable to the period over which the obligation is to be settled.

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of the reporting period, assuming all other assumptions were held constant:

	Increase (Decrease)	Parent Company		NURC	
		2022	2021	2022	2021
Discount rate	1.00%	(₱207,298,546)	(₱230,507,684)	(₱5,456,570)	(₱5,925,328)
	(1.00%)	240,453,888	269,614,527	6,376,289	6,930,471
Salary increase	1.00%	₱242,329,425	₱269,864,839	₱6,426,865	₱6,936,203
	(1.00%)	(212,397,251)	(234,831,852)	(5,590,791)	(6,036,004)

The Group expects to contribute ₱354.0 million in the pension fund in 2023.

Shown below is the maturity analysis of the Group's expected (undiscounted) benefit payments:

	2022	2021
Less than one year	₱290,515,662	₱210,902,007
More than one year to five years	1,082,867,017	1,097,560,577
More than five years to 10 years	1,744,812,861	1,513,546,156
More than 10 years to 15 years	2,359,752,343	1,895,016,653
More than 15 years to 20 years	2,909,200,675	2,114,945,942
More than 20 years	8,292,797,208	6,024,292,339



Shown below is the average duration of the defined benefit obligation at the end of the reporting period:

	2022	2021
	(Years)	
Parent Company	9	9
NURC	9	9

29. Income Taxes

Provision for income tax consists of:

	2022	2021	2020
Current	₱2,947,016,428	₱1,680,592,982	₱1,763,593,118
Deferred	53,181,603	(101,921,756)	209,612,202
	₱3,000,198,031	₱1,578,671,226	₱1,973,205,320

Components of the Group's net deferred tax assets and liabilities follow:

	Net deferred tax assets		Net deferred tax liabilities	
	2022	2021	2022	2021
Deferred tax assets on:				
Pension liabilities	₱230,487,576	₱214,689,867	₱-	₱-
Accrued expenses	-	-	112,119,158	99,827,769
Leases	110,179,941	99,236,150	-	-
Impairment losses on trade receivables and property and equipment	123,423,925	84,839,934	3,164,094	2,797,164
Inventory write-downs	63,088,146	82,734,842	3,250,757	2,087,558
CTA of foreign subsidiaries	46,369,203	42,413,828	-	-
NOLCO	65,649,764	39,270,200	-	-
Net unrealized foreign exchange losses	-	347,200	-	-
	639,198,555	563,532,021	118,534,009	104,712,491
Deferred tax liabilities on:				
Gain arising from changes in fair value less estimated point-of-sale costs of swine stocks	1,574,093	1,496,219	-	-
Accelerated depreciation	-	-	189,894,873	193,870,221
Intangibles	-	-	1,030,428,235	996,512,626
Undistributed income of subsidiaries	105,104,179	105,110,264	1,059,546,801	946,675,218
Accrued revenue	48,557,395	9,397,043	-	-
Net unrealized foreign exchange gain	33,960,589	-	-	-
	189,196,256	116,003,526	2,279,869,909	2,137,058,065
Net deferred tax assets (liabilities)	₱450,002,299	₱447,528,495	(₱2,161,335,900)	(₱2,032,345,574)

As of December 31, 2022 and 2021, the Group's subsidiaries did not recognize deferred tax assets amounting to ₱392.1 million and ₱313.6 million, respectively, since management believes that future taxable income will not be available to allow all or part of the deferred tax assets to be utilized.



Reconciliation between the Group’s statutory income tax rate and the effective income tax rate follows:

	December 31, 2022	December 31, 2021	December 31, 2020
Statutory income tax rate	25.00%	25.00%	30.00%
Increase (decrease) in tax rate resulting from:			
Net income of subsidiaries with different tax rate	(9.17)	(17.53)	(13.20)
Income subject to lower tax rate	(0.93)	(0.24)	(0.11)
Equity in net income of a joint venture	0.54	0.09	0.07
Change in value of financial assets at FVTPL	(0.10)	(0.08)	(0.03)
Income exempt from tax	(0.06)	(1.04)	(3.08)
Interest income subjected to final tax	(0.04)	(0.04)	(0.11)
Nondeductible interest expense	0.03	0.01	0.05
CREATE Act adjustment	-	(0.12)	-
Others	1.90	1.21	1.91
Effective income tax rate	17.17%	7.26%	15.50%

Under Philippine tax laws, the Group is subject to income taxes, as well as other taxes (presented as ‘Taxes and licenses’ in the consolidated statements of income). Other taxes paid consist principally of documentary stamp taxes, real estate taxes and municipal taxes.

Corporate Recovery and Tax Incentives for Enterprises or “CREATE” Act

The Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act was signed into law on March 26, 2021. This aimed to attract more investments and maintain fiscal prudence and stability in the Philippines. Republic Act (RA) 11534 of the CREATE Act introduced reforms to the corporate income tax and incentives systems. It took effect 15 days after its complete publication in the Official Gazette on April 11, 2021.

The following are the key changes to the Philippine tax law pursuant to the CREATE Act which have an impact to the Group:

- Effective July 1, 2020, Regular Corporate Income Tax (RCIT) rate is reduced from 30% to 25% for domestic and resident foreign corporations. For domestic corporations with net taxable income not exceeding ₱5.0 million and with total assets not exceeding ₱100.0 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%. Furthermore, effective July 1, 2020, interest expense allowed as a deductible expense is reduced by 20% from 33% of interest income subject to final tax.
- Minimum corporate income tax (MCIT) rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023.
- Imposition of improperly accumulated earnings tax (IAET) is repealed.
- Applying the provisions of the CREATE Act, the Company is subject to lower RCIT rate of 25% effective July 1, 2020.
- Based on the provisions of Revenue Regulations (RR) No. 5-2021 dated April 8, 2021 issued by the BIR, the prorated corporate income tax rate of the Company for the year 2020 is 27.5%. Consequently in 2021, the Company reversed a portion of its 2020 income tax payable and provision for current income tax accounts amounting to ₱93.8 million. Also, it derecognized its deferred tax assets amounting to ₱84.0 million, provision for deferred income tax for ₱37.3 million, and other comprehensive income for ₱46.7 million.



Current tax regulations further provides that an Optional Standard Deduction (OSD) equivalent to 40.0% of gross income may be claimed as an alternative deduction in computing for the RCIT. For the years ended December 31, 2022, 2021, and 2020, the Group did not claim the OSD in lieu of the itemized deductions.

Entertainment, Amusement and Recreation (EAR) Expenses

Current tax regulations define expenses to be classified as EAR expenses and set a limit for the amount that is deductible for tax purposes. EAR expenses are limited to 0.5% of net sales for sellers of goods or properties or 1.0% of net revenue for sellers of services. For sellers of both goods or properties and services, an apportionment formula is used in determining the ceiling on such expenses. The Group recognized EAR expenses (included under 'General and administrative expenses' in the consolidated statements of income) amounting to ₱41.5 million, ₱44.5 million, and ₱40.9 million for the years ended December 31, 2022, 2021, and 2020, respectively.

MCIT

An MCIT on modified gross income is computed and compared with the RCIT. Any excess of the MCIT over RCIT is deferred and can be used as a tax credit against future income tax liability for the next three years.

30. Discontinued Operations and Disposal of Businesses

Sale of Oceania businesses

In July 2019, Intersnack, agreed to buy 40% of Oceania businesses of URC, to leverage on the Group's and Intersnack's know-how from their respective markets. This transaction is expected to yield better manufacturing, supply chain and sustainability practices and will set the groundwork for an even larger and more efficient Oceania operations. On December 23, 2019, the Australian Foreign Investment Review Board (FIRB) approved the transaction. Following the approval, the transaction was completed on the same date. Considerations received for the transaction consisted of cash and Yarra Valley net assets amounting to US\$142.0 million (₱7.2 billion) and US\$10.1 million (₱0.5 billion), respectively. As part of the agreement, Intersnack was also given an option to acquire an additional 9% equity share in Unisnack Holding Company Ltd. (UHC).

As a result of the sale, the equity interest of URC changed from 100.0% to 60.0%, and gave rise to 40% non-controlling interest in the consolidated financial statements. As the Group continued to exercise control over UHC, the partial disposal was accounted for as a transaction between owners in their capacity as owners, or an equity transaction, in accordance with the requirements of PFRS 3, *Business Combinations*. Accordingly, the excess of the total consideration received over the carrying amount of the equity transferred and call option issued to NCI amounting to ₱2.4 billion is presented under 'Equity reserve' in the consolidated statement of financial position.

On July 29, 2021, URC Oceania executed a share purchase agreement to sell its remaining 60% ownership interest in its Australia and New Zealand businesses (held under UHC) to Intersnack Group. The first tranche was the exercise of the call option from the 2019 transaction by Intersnack, which allowed it to acquire an additional 9% ownership interest (38,700 ordinary shares) in UHC at a pre-determined exercise price. This was immediately followed by the sale for cash of the remaining 51% ownership interest (219,300 ordinary shares) in UHC. The total cash received by URC Oceania from the 2021 disposal amounted to ₱24.0 billion.



The closing conditions were met, and the transaction was approved by the Australian Foreign Investment Review Board and New Zealand Overseas Investment Office on October 29, 2021. As a result of this transaction, the Group has relinquished control and ownership over UHC and its subsidiaries.

The derecognized assets and liabilities of UHC as of the date of deconsolidation follow:

Assets	
Cash and cash equivalents	₱1,638,743,847
Receivables	3,476,025,296
Inventories	2,115,987,811
Property, plant and equipment	10,905,146,480
Right-of-use assets (Note 34)	3,266,978,158
Goodwill	30,867,806,512
Intangible assets	11,984,311,273
Deferred tax assets	104,923,273
Other assets	123,738,222
	<u>₱64,483,660,872</u>
Liabilities	
Accounts payable and other accrued liabilities	₱4,415,922,993
Income tax payable	18,419,235
Lease liabilities	3,863,641,971
Deferred tax liabilities	3,134,514,373
Other liabilities	33,278,489,808
	<u>44,710,988,380</u>
Net Assets	<u>₱19,772,672,492</u>

Cumulative translation adjustments related to UHC amounting to ₱214.8 million were also reclassified to profit and loss.

PFRS 5 requires income and expenses from disposal groups to be presented separately from continuing operations, down to the level of profit after taxes. The resulting profit or loss (after taxes) is reported separately in the consolidated statements of income. Accordingly, the consolidated statements of income for the years ended December 31, 2020 and 2019 have been restated to present the results of operations of UHC as 'Net income after tax from discontinued operations'.

The results of operations of UHC in the consolidated statements of income are presented below:

	2021	2020
Sale of goods and services	₱18,837,246,465	₱19,978,296,082
Cost of sales	12,856,083,612	13,508,444,120
Gross profit	5,981,162,853	6,469,851,962
Selling and distribution costs	2,862,499,842	3,175,852,507
General and administrative expenses	1,077,497,034	1,143,290,085
Operating income	2,041,165,977	2,150,709,370
Finance revenue	17,040,284	19,081,780
Finance costs	(740,256,456)	(778,762,553)
Foreign exchange gain - net	11,153,751	17,892,394
Equity in net income of joint venture	—	31,586,911

(Forward)



	2021	2020
Other income (expense) - net	₱170,200,127	(₱161,558,790)
Income before income tax	1,499,303,683	1,278,949,112
Provision for income tax	319,170,663	158,476,378
Net income	1,180,133,020	1,120,472,734
Gain on deconsolidation	10,100,438,582	—
Net income from discontinued operations	₱11,280,571,602	₱1,120,472,734
	2021	2020
Attributable to Parent Company	₱10,808,518,394	₱672,283,640
Attributable to non-controlling interest	472,053,208	448,189,094
	₱11,280,571,602	₱1,120,472,734

Other comprehensive income (losses) from discontinued operations consists of the following:

	2021	2020
Attributable to Parent Company	(₱214,775,311)	₱514,552,426
Attributable to non-controlling interest	11,044,781	(31,878,966)
	(₱203,730,530)	₱482,673,460

The related cash flows arising from Oceania businesses activities for the ten months ended October 31, 2021 follow:

Net cash provided by operating activities	₱1,816,495,886
Net cash provided by investing activities	21,701,828,072
Net cash used in financing activities	(373,118,903)
Net cash flows from discontinued operations	₱23,145,205,055

The aggregate consideration received consists of:

Cash (net of transaction costs)	₱23,930,903,237
Non-controlling interest	6,244,876,706
Equity items	(302,668,869)
	₱29,873,111,074

Total gain on deconsolidation amounted to ₱10.1 billion, which is the difference between the consideration received and the carrying value of the Group's investment in UHC. The net cash outflow arising from the deconsolidation of cash and cash equivalents of UHC amounted to ₱1.6 billion.

31. Earnings Per Share

The following reflects the income and share data used in the basic/dilutive EPS computations:

	2022	2021	2020
Net income attributable to equity holders of the parent	₱13,956,141,883	₱23,323,672,422	₱10,746,720,491
Weighted average number of common shares	2,185,417,208	2,203,752,076	2,204,161,868
Basic/dilutive EPS	₱6.39	₱10.58	₱4.88



The weighted average number of common shares excludes the treasury shares. There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these consolidated financial statements.

There were no potential dilutive shares for the years ended December 31, 2022, 2021, and 2020.

32. Related Party Transactions

The Group, in the regular conduct of its business, has entered into transactions with JGSHI, its ultimate parent, and other related parties principally consisting of sales, purchases, advances and reimbursement of expenses, regular banking transactions, leases and, management and administrative service agreements. Transactions with related parties are generally settled in cash.



Intercompany transactions with subsidiaries are eliminated in the accompanying consolidated financial statements. Details of related party transactions are as follows:

December 31, 2022								
Related Party	Category/ Transaction	Amount/ Volume	Cash and Cash Equivalents (Note 7)	Lease Liability (Note 34)	Trade Receivable (Payable) - net (Notes 9 and 18)	Non-trade Receivable (Payable) - net (Notes 9 and 18)	Terms	Conditions
Ultimate Parent Company	Rental expense	₱134,023,567	₱-	(₱637,984,654)	₱-	(₱1,695,832)	On demand	Unsecured
	Management services	188,151,605	-	-	-	(12,293,950)	On demand	Unsecured
	Advances	520,713,170	-	-	-	583,283,379	On demand	Unsecured
Entities under common control								
Due from related parties	Sale of property	3,303,354,600	-	-	-	2,383,354,600	Payable until 2023	Unsecured; no impairment
	Sale of goods	1,288,787,045	-	-	166,329,194	-	On demand; non-interest bearing	Unsecured; no impairment
	Rental income	44,670,092	-	-	-	40,752,773	On demand; non-interest bearing	Unsecured; no impairment
	Management services	331,276,803	-	-	(44,102,715)	771,071,003	On demand; non-interest bearing	Unsecured; no impairment
	Advances	102,523,371	-	-	-	655,700,729	On demand; non-interest bearing	Unsecured; no impairment
Due to related parties	Rental expense	352,821,049	-	(1,288,505,152)	-	(90,688,462)	On demand	Unsecured
	Purchases	1,266,873,883	-	-	(6,526,298)	(56,894,020)	On demand	Unsecured
	Electricity and utilities	144,926,143	-	-	-	(24,128,321)	On demand	Unsecured
	Contracted services	155,690,895	-	-	-	(79,039,936)	On demand	Unsecured
Cash and cash equivalents	Cash in bank	(893,393,503)	3,271,837,529	-	-	-	Interest-bearing at prevailing market rate; due and demandable	Unsecured; no impairment
	Short-term investments	(882,151,142)	817,395,711	-	-	-	Interest-bearing at prevailing market rate; due from 30 to 70 days; with interest of 3.4% to 4.6%	Unsecured; no impairment
	Interest income	18,092,887	-	-	4,456,210	-	Due from 30 to 70 days	Unsecured
Subsidiaries								
Due from related parties	Sales	3,209,443,761	-	-	472,516,808	-	On demand; non-interest bearing	Unsecured; no impairment
	Rental income	28,396,810	-	-	-	5,891,647	On demand; non-interest bearing	Unsecured; no impairment
	Dividend income	4,178,119,363	-	-	-	-		
Due to related parties	Purchases	18,641,411,355	-	-	(3,066,378,316)	-	On demand	Unsecured
	Rent expense	17,589,486	-	-	(25,044,537)	-	On demand	Unsecured
Joint Venture								
Due from related parties	Sale of goods	62,161,426	-	-	52,052,816	-	On demand; non-interest bearing	Unsecured; no impairment
	Rental income	11,208,733	-	-	-	739,234,216	On demand; non-interest bearing	Unsecured; no impairment
Due to related parties	Purchases	738,296,411	-	-	(192,058,291)	-	1 to 30 days; non-interest bearing	Unsecured



December 31, 2021

Related Party	Category/ Transaction	Amount/ Volume	Cash and Cash Equivalents (Note 7)	Short-term debt (Note 17)	Lease Liability (Note 34)	Trade Receivable (Payable) - net (Notes 9 and 18)	Non-trade Receivable (Payable) - net (Notes 9 and 18)	Terms	Conditions
Ultimate Parent Company	Rental expense	₱118,469,789	₱-	₱-	(₱706,413,557)	₱-	(₱9,341,133)	On demand	Unsecured
	Management services	47,994,974	-	-	-	-	(111,375,780)	On demand	Unsecured
Entities under common control									
Due from related parties	Sale of goods	1,379,110,949	-	-	-	113,588,779	-	On demand; non-interest bearing	Unsecured; no impairment
	Rental income	50,028,712	-	-	-	-	66,939,815	On demand; non-interest bearing	Unsecured; no impairment
	Management services	350,682,817	-	-	-	-	1,842,463,521	On demand; non-interest bearing	Unsecured; no impairment
	Advances	-	-	-	-	-	572,508,369	On demand; non-interest bearing	Unsecured; no impairment
Due to related parties	Rental expense	227,831,704	-	-	(1,491,469,151)	-	-	On demand	Unsecured
	Purchases	1,298,087,872	-	-	-	(117,955,615)	-	On demand	Unsecured
	Electricity and utilities	346,722,292	-	-	-	-	(77,533,427)	On demand	Unsecured
	Contracted services	163,608,143	-	-	-	-	(41,116,399)	On demand	Unsecured
Cash and cash equivalents	Cash in bank	3,191,256,651	4,165,231,032	-	-	-	-	Interest-bearing at prevailing market rate; due and demandable	Unsecured; no impairment
	Short-term investments	53,898,037	1,699,546,853	-	-	-	-	Interest-bearing at prevailing market rate; due from 21 to 56 days; with interest ranging from 0.1% to 0.2%	Unsecured; no impairment
	Interest income	4,299,202	-	-	-	866,393	-	Due from 21 to 56 days	Unsecured
Short-term debt	Short-term debt	200,000,000	-	-	-	-	-		
	Interest expense	2,776,111	-	-	-	-	-		
Subsidiaries									
Due from related parties	Sale of goods	2,646,671,031	-	-	-	520,965,116	-	On demand; non-interest bearing	Unsecured; no impairment
	Rental income	26,516,110	-	-	-	-	2,995,831	On demand; non-interest bearing	Unsecured; no impairment
	Dividend income	9,095,145,203	-	-	-	-	-		
Due to related parties	Purchases	14,185,149,708	-	-	-	(3,498,836,584)	-	On demand	Unsecured
Joint Venture									
Due from related parties	Sale of goods	40,898,498	-	-	-	29,193,435	-	On demand; non-interest bearing	Unsecured; no impairment
	Rental income	2,896,927	-	-	-	3,137,399	-	On demand; non-interest bearing	Unsecured; no impairment
Due to related parties	Purchases	938,156,041	-	-	-	(137,124,921)	-	1 to 30 days; non-interest bearing	Unsecured



December 31, 2020

Related Party	Category/ Transaction	Amount/ Volume	Cash and Cash Equivalents (Note 7)	Short-term debt (Note 17)	Lease Liability (Note 34)	Trade Receivable (Payable) - net (Notes 9 and 18)	Non-trade Receivable (Payable) - net (Notes 9 and 18)	Terms	Conditions
Ultimate Parent Company	Rental expense	₱121,063,946	₱-	₱-	(₱764,321,855)	₱-	₱-	On demand	Unsecured
	Management services	40,414,311	-	-	-	-	(243,066,092)	On demand	Unsecured
Entities under common control									
Due from related parties	Sale of goods	1,274,143,021	-	-	-	25,245,126	-	On demand; non-interest bearing	Unsecured; no impairment
	Rental income	49,501,228	-	-	-	-	34,688,812	On demand; non-interest bearing	Unsecured; no impairment
	Engineering services	6,664,509	-	-	-	-	61,416,363	On demand; non-interest bearing	Unsecured; no impairment
	Management services	411,141,548	-	-	-	70,348,843	261,615,143	On demand; non-interest bearing	Unsecured; no impairment
	Advances	-	-	-	-	-	689,359,835	On demand; non-interest bearing	Unsecured; no impairment
Due to related parties	Rental expense	211,864,735	-	-	(1,588,880,760)	-	-	On demand	Unsecured
	Purchases	673,852,625	-	-	-	(56,927,174)	-	On demand	Unsecured
	Electricity and utilities	262,792,339	-	-	-	-	(40,270,009)	On demand	Unsecured
	Contracted services	137,542,136	-	-	-	(68,741)	4,676	On demand	Unsecured
Cash and cash equivalents	Cash in bank	508,735,676	943,157,274	-	-	-	-	Interest-bearing at prevailing market rate; due and demandable	Unsecured; no impairment
	Money market placements	474,642,999	1,645,648,816	-	-	-	-	Interest-bearing at prevailing market rate; due from 7 to 90 days; with interest ranging from 0.1% to 0.6%	Unsecured; no impairment
	Interest income	9,817,642	-	-	-	1,464,611	-	Due from 7 to 90 days	Unsecured; no impairment
Short-term debt	Short-term debt	200,000,000	-	(200,000,000)	-	-	-	Interest-bearing at prevailing market rate; due within 30 days from availment; with interest of 2.8%	Unsecured
	Interest expense	46,027	-	(46,027)	-	-	-	Due within 30 days	Unsecured
Subsidiaries									
Due from related parties	Sale of goods	2,776,408,565	-	-	-	552,967,141	-	On demand; non-interest bearing	Unsecured; no impairment
	Rental income	22,573,198	-	-	-	-	-		
	Dividend income	357,000,000	-	-	-	-	-		
Due to related parties	Purchases	13,999,697,744	-	-	-	(4,656,218,581)	-	On demand	Unsecured
Joint Venture									
Due from related parties	Sale of goods	52,408,053	-	-	-	14,901,911	-	On demand; non-interest bearing	Unsecured; no impairment
	Rental income	1,498,893	-	-	-	1,923,368	-	On demand; non-interest bearing	Unsecured; no impairment
Due to related parties	Purchases	1,063,089,575	-	-	-	(116,524,260)	-	1 to 30 days; non-interest bearing	Unsecured



The Group maintains savings and current accounts and time deposits with an entity under common control which is a local commercial bank. Cash and cash equivalents earn interest at the prevailing bank deposit rates.

As of December 31, 2022 and 2021, the Group has advances from stockholders amounting to ₱298.3 million and ₱196.2 million, respectively (see Note 18). These advances are non-interest bearing and payable on demand.

Transactions with the retirement plan

The Parent Company entered into an agreement to lease the land of the retirement plan for a period of one (1) year, renewable annually. Rentals incurred amounted to ₱25.3 million for the years ended December 31, 2022 and 2021. Terms are unsecured, noninterest-bearing and payable on demand.

Compensation of Key Management Personnel

The compensation of the Group's key management personnel by benefit type follows:

	2022	2021	2020
Short-term employee benefits	₱370,640,770	₱359,557,483	₱250,161,746
Post-employment benefits	136,134,954	37,335,668	205,220,282
	₱506,775,724	₱396,893,151	₱455,382,028

There are no agreements between the Group and any of its directors and key officers providing for benefits upon termination of employment, except for such benefits to which they may be entitled under the Group's pension plans.

Approval Requirements and Limits on the Amount and Extent of Related Party Transactions

Material related party transactions (MRPT) refers to any related party transaction/s, either individually, or in aggregate over a twelve (12)-month period with the same related party, amounting to ten percent (10%) or higher of the Group's total consolidated assets based on its latest audited financial statements.

All individual MRPT's shall be approved by at least two-thirds (2/3) vote of the BOD, with at least a majority of the Independent Directors voting to approve the MRPT. In case that a majority of the Independent Directors' vote is not secured, the MRPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.

Aggregate RPT transactions within a 12-month period that meets or breaches the materiality threshold shall require the same BOD approval mentioned above.

33. Registration with the BOI

Certain operations of the Parent Company are registered with the BOI as preferred pioneer and non-pioneer activities. As a registered enterprise, the Parent Company is subject to some requirements and is entitled to certain tax and non-tax incentives which are considered in the computation of the provision for income tax.

Sugar Millsite - Sonedco

On June 29, 2018, Sugar Millsite - Sonedco was registered with the BOI as an expanding producer of refined sugar and its by-product (molasses).



Under the terms of the registration and subject to certain requirements, Parent Company is entitled to the following fiscal and non-fiscal incentives: (a) ITH for a period of three (3) years from September 2018 (as an expanding producer of refined sugar and its by-product) or actual start of commercial operation, whichever is earlier, but availment shall in no case be earlier than the date of registration; (b) importation of capital equipment, spare parts and accessories at zero (0) duty under EO No. 22 and its Implementing Rules and Regulations. Only capital equipment, spare parts and accessories directly needed and exclusively used in its operation shall be entitled to zero duty; (c) exemption from taxes and duties on imported spare parts and consumable supplies for export producers with Customs Bonded Manufacturing Warehouse (CBMW) exporting at least seventy percent (70%) of production; (d) additional deduction for labor expense for a period of five (5) years from registration an amount equivalent to fifty percent (50%) of the wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the prescribed ratio of capital equipment to the number of workers set by the Board. This may be availed of for the first five (5) years from the date of registration but not simultaneously with ITH; (e) importation of consigned equipment for a period of ten (10) years from date of registration, subject to posting of re-export bond; (f) employment of foreign nationals. This may be allowed in supervisory, technical or advisory positions for five (5) years from date of registration; (g) simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies; (h) exemption from wharfage dues, and export tax, duty, impost and fee for a period of ten (10) years from the date of registration; (i) access to CBMW subject to the Customs rules and regulations, and (j) additional deduction from taxable income equivalent to 100% of expenses incurred in the development of necessary and major infrastructure facilities.

The said expansion started commercial operation on November 27, 2018.

Sugar Millsite - Balayan

On September 8, 2017, Sugar Millsite - Balayan was registered with the BOI as an expanding producer of raw sugar and its by-product (molasses).

Under the terms of the registration and subject to certain requirements, Parent Company is entitled to the following fiscal and non-fiscal incentives: (a) ITH for a period of three (3) years from November 2018 (as an expanding producer of raw sugar and its by-product) or actual start of commercial operation, whichever is earlier but in no case be earlier than the date of registration; (b) importation of capital equipment, spare parts and accessories at zero (0) duty under EO No. 22 and its Implementing Rules and Regulations. Only equipment directly needed and exclusively use in its operation shall be entitled to capital equipment incentives; (c) additional deduction from taxable income of fifty percent (50%) of the wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the prescribed ratio of capital equipment to the number of workers set by the Board. This may be availed of for the first five (5) years from the date of registration but not simultaneously with ITH; (d) importation of consigned equipment for a period of ten (10) years from date of registration, subject to posting of re-export bond; (e) employment of foreign nationals. This may be allowed in supervisory, technical or advisory positions for five (5) years from date of registration; and (f) simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies.

The said expansion started commercial operation early of 2019.



Sugar Millsite – URSUMCO

On April 29, 2021, Sugar Millsite - URSUMCO was registered with the BOI as an expanding producer of refined sugar and its by-product (molasses).

Under the terms of the registration and subject to certain requirements, Parent Company is entitled to the following fiscal and non-fiscal incentives: (a) ITH for a period of three (3) years from April 2021 (as an expanding producer of refined sugar and its by-product) or actual start of commercial operation, whichever is earlier but availment shall in no case be earlier than the date of registration; (b) importation of capital equipment, spare parts and accessories at zero (0) duty under EO No. 85 and its Implementing Rules and Regulations. Only capital equipment, spare parts and accessories directly needed and exclusively use in its operation shall be entitled zero (0) duty; (c) additional deduction for labor expense for a period of five (5) years from registration an amount equivalent to fifty percent (50%) of the wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the prescribed ratio of capital equipment to the number of workers set by the Board. This may be availed of for the first five (5) years from the date of registration but not simultaneously with ITH; (d) importation of consigned equipment for a period of ten (10) years from date of registration, subject to posting of re-export bond; (e) employment of foreign nationals. This may be allowed in supervisory, technical or advisory positions for five (5) years from date of registration; (f) simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies; (g) exemption from wharfage dues, and any export tax, duty, impost and fee for a period of ten (10) years from date of registration; (h) access to Custom Bonded Manufacturing Warehouse (CBMW) subject to Custom rules and regulations; (i) tax and duty exemption on imported breeding stocks and genetic materials within ten (10) years from date of registration; and (j) tax credit on tax and duty portion of domestic breeding stocks and genetic materials within ten (10) years from date of registration.

The said expansion started commercial operation on April 1, 2021.

Cogeneration

On September 26, 2014, Cogeneration was registered with the BOI as a Renewable Energy (RE) developer of Bagasse-fired power plant.

Under the terms of the registration and subject to certain requirements, the Parent Company is entitled to the following fiscal and non-fiscal incentives: (a) ITH for a period of seven (7) years reckoned from the state at which the RE Plant generated the first kilowatt-hour of energy after commissioning or testing, or two (2) months from date of commissioning or testing, whichever is earlier, as certified by Department of Energy (DOE); (b) duty-free importation of RE machinery, equipment, and materials including control and communication equipment; within the first ten (10) years from the issuance of the DOE certificate of registration; (c) tax exemption of carbon credits; (d) special realty tax rates on equipment and machinery, (e) NOLCO during the first three years from the start of commercial operation shall be carried over as a deduction from the gross income as defined in the National Internal Revenue Code (NIRC) for the next seven (7) years immediately following the year of such loss; (f) after availment of the ITH, the enterprise shall pay a corporate tax of 10% on its taxable income as defined in the NIRC, provided that it shall pass on the savings to the end users in the form of lower power rates; (g) the plant, machinery, and equipment that are reasonably needed and actually used for the exploration, development, and utilization of RE resources may be depreciated using a rate not exceeding twice the rate which would have been used had the annual allowance been computed in accordance with the rules and regulations prescribed by the Department of Finance and the provisions of the NIRC. The enterprise that applies for accelerated depreciation shall no longer be eligible to avail of the ITH; (h) the sale of fuel or power generated by the enterprise from renewable sources of energy such as biomass as well as its purchases of local supply of goods,



properties, and services needed for the development, construction, and installation of its plant facilities, and the whole process of exploration and development of RE sources up to its conversion into power shall be subject to zero percent VAT pursuant to NIRC; (i) tax credit equivalent to 100% of the value of VAT and custom duties that would have been paid on the purchase of RE machinery, equipment, materials and parts had these items been imported shall be given to the enterprise that purchases machinery, equipment, materials and parts from a domestic manufacturer.

Distillery

Producer of bioethanol (anhydrous) under RA 9513

On September 30, 2020, the Parent Company took over the operations of the Distillery from Roxol Bioenergy Corporation (RBC) after executing a Deed of Sale on the purchase of RBC's land and assets. The Distillery operations was registered with the BOI on October 24, 2008 as new producer of bioethanol (anhydrous) and potable (hydrous) ethanol under E.O. 226.

Per BOI letter dated October 22, 2014, the BOI registration as new producer of bioethanol (anhydrous) was transferred from E.O. 226 to R.A. 9513 (Renewable Energy Act of 2008) subject to new terms and conditions.

On February 24, 2021, the Certificate of Accreditation No. DOE-COA-2021-BE003A and Certificate of Registration No. RE-B2013-11-077A were both awarded by the Department of Energy (DOE) to the Parent Company. In addition, on March 24, 2021, the DOE issued a letter of endorsement to the BIR in relation to the Parent Company's application of 10% Corporate Tax Rate for income generated from the Distillery operations.

Under the new terms of the registration under RA 9513, the Parent Company is entitled to the following fiscal and non-fiscal incentives: (a) ITH for seven (7) years reckoned from the date of actual commercial operations, as certified by the DOE; (b) duty-free importation of RE machinery, equipment and materials including control and communication equipment, within the first ten (10) years from the issuance of BOI certificate of registration or until October 23, 2018; (c) tax exemption of carbon credits; (d) special realty tax rates on equipment and machinery; (e) the NOLCO during the first three years from the start of commercial operation shall be carried over as deduction from the gross income as defined in the NIRC for the next seven consecutive taxable years immediately following the year of such loss; (f) after availment of the ITH, the enterprise shall pay a corporate tax of 10% on its taxable income as defined in the NIRC, provided that it shall pass on the savings to the end users in the form of lower rates; (g) the plant, machinery, and equipment that are reasonably needed and actually used for the exploration, development and utilization of RE resources may be depreciated using a rate not exceeding twice the rate which would have been used had the annual allowance been computed in accordance with the rules and regulations prescribed by the Department of Finance and the provisions of the NIRC. The enterprise that applies for accelerated depreciation shall no longer be eligible to avail of the ITH; (h) the sale of power generated by the enterprise as well as its purchases of local supply of goods, properties, and services needed for the development, construction, and installation of its plant facilities, and the whole process of exploration and development of RE sources up to its conversion into power shall be subject to zero percent VAT pursuant to NIRC; (i) the enterprise may be entitled to a cash generation-based incentive per kilowatt-hour rate generated, equivalent to fifty percent (50%) of the universal charge of power needed to service missionary areas, chargeable against the universal charge for missionary electrification; (j) tax credit equivalent to 100.0% of the value of VAT and custom duties that would have been paid on the RE machinery, equipment, materials and parts had these items been imported shall be given to the enterprise that purchases machinery, equipment, materials and parts from a domestic manufacturer.



Renewable energy developer of biomass resources

On August 28, 2013, Distillery was registered with the BOI as a manufacturer of bio-ethanol (fuel grade ethanol).

Under the terms of the registration and subject to certain requirements, the Parent Company is entitled to the following fiscal and non-fiscal incentives: (a) ITH for a period of seven (7) years from March 2014 or date of commissioning, whichever is earlier; (b) duty-free importation of RE machinery, equipment, and materials including control and communication equipment; within the first ten (10) years from the issuance of the BOI certificate of registration; (c) tax exemption of carbon credits; (d) special realty tax rates on equipment and machinery, (e) NOLCO during the first three years from the start of commercial operation shall be carried over as a deduction from the gross income as defined in the NIRC for the next seven (7) years immediately following the year of such loss; (f) after availment of the ITH, the enterprise shall pay a corporate tax of 10% on its taxable income as defined in the NIRC, provided that it shall pass on the savings to the end users in the form of lower power rates; (g) the plant, machinery, and equipment that are reasonably needed and actually used for the exploration, development, and utilization of RE resources may be depreciated using a rate not exceeding twice the rate which would have been used had the annual allowance been computed in accordance with the rules and regulations prescribed by the Department of Finance and the provisions of the NIRC. The enterprise that applies for accelerated depreciation shall no longer be eligible to avail of the ITH; (h) the sale of fuel or power generated by the enterprise from renewable sources of energy such as biomass as well as its purchases of local supply of goods, properties, and services needed for the development, construction, and installation of its plant facilities, and the whole process of exploration and development of RE sources up to its conversion into power shall be subject to zero percent VAT pursuant to NIRC; (i) tax credit equivalent to 100% of the value of VAT and custom duties that would have been paid on the purchase of RE machinery, equipment, materials and parts had these items been imported shall be given to the enterprise that purchases machinery, equipment, materials and parts from a domestic manufacturer.

Robina Farms (RF) - Poultry

Expanding producer of table eggs

On July 23, 2018, RF - Poultry was registered as an expanding producer of table eggs for the new commercial layer houses, with a non-pioneer status.

RF - Poultry is eligible to the grant of the following incentives: (a) ITH for three (3) years from July 2018 or actual start of commercial operations, whichever is earlier, but shall in no case be earlier than the date of registration. Income qualified for ITH shall be limited to the income directly attributable to the eligible revenue generated from registered project; (b) exemption from taxes and duties on imported spare parts and consumable supplies for export producers with CBMW exporting at least seventy percent (70%) of production; (c) additional deduction for labor expense for a period of five (5) years from registration an amount equivalent to fifty percent (50%) of wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the prescribed ratio of capital equipment to the number of workers set by the Board. This may be availed of for the first five (5) years from the date of registration but not simultaneously with ITH; (d) importation of consigned equipment for a period of ten (10) years from date of registration subject to posting of re-export bond; (e) employment of foreign nationals. This may be allowed in supervisory, technical or advisory positions for five (5) years from date of registration; (f) simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies; (g) exemption from wharfage dues, and any export tax, duty, impost and fee for a period of ten (10) years from date of registration; (h) access to CBMW subject to the Customs rules and regulations; and (i) additional deduction from taxable income equivalent to 100% of expenses incurred in the development of necessary and major infrastructure facilities.



Robina Farms (RF) - Hogs

Producer of processed meat products

On October 28, 2019, RF - Hogs was registered with the BOI as a new producer of processed meat products, with a non-pioneer status.

Under the terms of the registration and subject to certain requirements, the Parent Company is entitled to the following fiscal and non-fiscal incentives: (a) ITH for a period of four (4) years from October 2019 or actual start of commercial operations, whichever is earlier, but availment shall not be earlier than the date of registration. The income qualified for ITH shall be limited to the income directly attributable to the eligible revenue generated from registered project. The enterprise can avail of bonus year subject to certain terms and conditions provided that the aggregate ITH availment (regular and bonus years) shall not exceed eight (8) years. The ITH bonus year shall not be applicable to expansion and modernization project; (b) importation of capital equipment, spare parts and accessories at zero (0) duty under Executive Order No. 85 and its Implementing Rules and Regulation; (c) exemption from taxes and duties on imported spare parts and consumable supplies for export producers with CBMW exporting at least seventy percent (70%) of production; (d) additional deduction for labor expense for a period of five (5) years from registration an amount equivalent to fifty percent (50%) of the wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the prescribed ratio of capital equipment to the number of workers set by the Board. This may be availed of for the first five (5) years from the date of registration but not simultaneously with ITH; (e) importation of consigned equipment for a period of ten (10) years from date of registration subject to posting of re-export bond; (f) employment of foreign nationals. This may be allowed in supervisory, technical or advisory positions for five (5) years from date of registration; (g) simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies; (h) exemption from wharfage dues, and any export tax, duty, impost and fee for a period of ten (10) years from date of registration; (i) access to CBMW subject to the Customs rules and regulations; (j) tax and duty exemption on imported breeding stocks and genetic materials within ten (10) years from the date of registration; and (k) tax credit on tax and duty portion of domestic breeding stocks and genetic materials within ten (10) years from date of registration.

URC Flour

On December 5, 2018, URC Flour was registered with the BOI as an expanding producer of flour, with a non-pioneer status.

Under the terms of the registration and subject to certain requirements, the Parent Company is entitled to the following fiscal and non-fiscal incentives: (a) ITH for a period of three (3) years from July 2019 or actual start of commercial operations, whichever is earlier, but availment shall not be earlier than the date of registration. The income qualified for ITH shall be limited to the income directly attributable to the eligible revenue generated from registered project; (b) importation of capital equipment, spare parts and accessories at zero (0) duty under Executive Order No. 57 and its Implementing Rules and Regulations; (c) exemption from taxes and duties on imported spare parts and consumable supplies for export producers with CBMW exporting at least seventy percent (70%) of production; (d) additional deduction for labor expense for a period of five (5) years from registration an amount equivalent to fifty percent (50%) of the wages corresponding to the increment in number of direct labor for skilled and unskilled workers in the year of availment as against the previous year, if the project meets the prescribed ratio of capital equipment to the number of workers set by the Board. This may be availed of for the first five (5) years from the date of registration but not simultaneously with ITH; (e) importation of consigned equipment for a period of ten (10) years from date of registration subject to posting of re-export bond; (f) employment of foreign nationals.



This may be allowed in supervisory, technical or advisory positions for five (5) years from date of registration; (g) simplification of Customs procedures for the importation of equipment, spare parts, raw materials and supplies; (h) exemption from wharfage dues, and any export tax, duty, impost and fee for a period of ten (10) years from date of registration; (i) access to CBMW subject to the Customs rules and regulations; and (j) additional deduction from taxable income equivalent to 100% of expenses incurred in the development of necessary and major infrastructure facilities.

34. Commitments and Contingencies

Milling Contracts

Milling contracts with various planters provide for a 60%-70% share to the planters (including related parties) and 30%-40% share to the Group of sugar and molasses produced from sugar canes milled. The Sugar Industry Development Act of 2015 provides that, to ensure the immediate payment of farmers and secure their income from sugarcane, farmers may enter into any payment method with the sugar mill.

Sugar under Custody but Not Owned

As of December 31, 2022 and 2021, the Group has in its custody sugar owned by several quedan holders amounting to ₱3.9 billion (1,098,275 Lkg) and ₱1.4 billion (862,837 Lkg), respectively. The said volume of sugar is not reflected in the consolidated statements of financial position since this is not owned by the Group. The Group is accountable to both quedan holders and sugar traders for the value of these trustee sugar or their sales proceeds.

Leases

The Group's leases mostly pertain to land, office spaces, warehouses, machinery and equipment, transportation equipment and furniture and fixtures. Leases of land, office spaces, warehouses, machinery and equipment, transportation equipment and furniture and fixtures generally have terms ranging from two (2) to thirty (30) years.

Right-of-use Assets

Set out below are the carrying amounts of ROU assets recognized and the movements during the year ended December 31, 2022 and 2021:

	As of and for the year ended December 31, 2022					
	Land and Land improvements	Buildings and Improvements	Machinery and Equipment	Transportation Equipment	Furniture and Fixtures	Total
Cost						
Balance at beginning of year, as restated	₱1,058,715,816	₱2,248,946,430	₱30,891,009	₱1,100,448	₱-	₱3,339,653,703
Additions	-	441,393,255	-	-	292,032	441,685,287
Derecognition	-	(615,423,097)	(30,891,009)	(1,100,448)	-	(647,414,554)
Other adjustments	1,340,272	17,653,380	-	-	-	18,993,652
Balance at end of year	1,060,056,088	2,092,569,968	-	-	292,032	3,152,918,088
Accumulated Depreciation						
Balance at beginning of year	213,675,560	878,819,639	30,891,009	1,100,448	-	1,124,486,656
Depreciation	1,842,547	367,343,541	-	-	23,126	369,209,214
Derecognition	-	(333,932,655)	(30,891,009)	(1,100,448)	-	(365,924,112)
Other adjustments	333,681	23,239,132	-	-	1,224	23,574,037
Balance at end of year	215,851,788	935,469,657	-	-	24,350	1,151,345,795
Net Book Value at End of Year	₱844,204,300	₱1,157,100,311	₱-	₱-	₱267,682	₱2,001,572,293



As of and for the year ended December 31, 2021						
	Land and Land improvements	Buildings and Improvements	Machinery and Equipment	Transportation Equipment	Furniture and Fixtures	Total
Cost						
Balance at beginning of year, as restated	₱1,059,912,417	₱6,257,085,523	₱57,551,568	₱24,555,252	₱1,615,368	₱7,400,720,128
Additions	–	138,509,999	17,292,372	1,884,898	10,243,075	167,930,344
Divestment of business (Note 30)	–	(4,221,784,563)	(46,381,967)	(25,648,019)	(11,874,363)	(4,305,688,912)
Other adjustments	(1,196,601)	75,135,471	2,429,036	308,317	15,920	76,692,143
Balance at end of year	1,058,715,816	2,248,946,430	30,891,009	1,100,448	–	3,339,653,703
Accumulated Depreciation						
Balance at beginning of year	212,016,298	1,109,076,025	49,366,537	12,665,524	1,615,368	1,384,739,752
Depreciation	1,819,240	634,427,844	12,290,512	7,008,423	2,015,106	657,561,125
Divestment of business (Note 30)	–	(983,187,524)	(33,112,194)	(18,764,642)	(3,646,394)	(1,038,710,754)
Other adjustments	(159,978)	118,503,294	2,346,154	191,143	15,920	120,896,533
Balance at end of year	213,675,560	878,819,639	30,891,009	1,100,448	–	1,124,486,656
Net Book Value at End of Year	₱845,040,256	₱1,370,126,791	₱–	₱–	₱–	₱2,215,167,047

Depreciation

The breakdown of depreciation and amortization of ROU asset follows:

	2022	2021	2020
Cost of sales (Note 21)	₱123,701,844	₱117,462,530	₱145,054,774
Selling and distribution costs (Note 22)	149,036,499	131,861,122	158,870,355
General and administrative expenses (Note 23)	96,470,871	98,993,165	102,513,545
Discontinued operations (Note 30)	–	309,244,308	288,392,021
	₱369,209,214	₱657,561,125	₱694,830,695

Lease Liabilities

The rollforward analysis of the Group's lease liabilities as at December 31, 2022 and 2021 follow:

	2022	2021
As at January 1	₱2,480,767,596	₱6,678,556,563
Additions	376,395,049	393,623,329
Accretion from continued operations (Note 27)	189,697,980	203,442,993
Accretion from discontinued operations (Note 30)	–	134,272,943
Payments	(500,349,782)	(814,968,947)
Derecognition	(273,046,732)	(4,138,618,730)
Other adjustments	1,390,666	24,459,445
As at December 31	₱2,274,854,777	₱2,480,767,596

The maturity analysis of lease liabilities is disclosed in Note 4, *Financial Risk Management Objectives and Policies*.

Derecognitions arose from disposal of business (see Note 30) and lease terminations during the period.

Summarized below are the amounts recognized in the 2022 and 2021 consolidated statements of comprehensive income in relation to the Group's leases:

	2022	2021
Cost of Sales		
Cost of services - depreciation of ROU assets	₱123,701,844	₱117,462,530
Rent expense - short term leases	146,003,048	190,368,277
	269,388,704	307,830,807

(Forward)



	2022	2021
Operating Expenses		
Selling and distribution costs:		
Depreciation of ROU assets	₱149,036,499	₱131,861,122
Rent expense - short term leases	122,436,798	367,951,289
General and administrative expenses:		
Depreciation of ROU assets	96,470,87	98,993,166
Rent expense - short term leases	87,901,734	74,375,388
	455,845,903	673,180,965
Finance Cost and Other Charges - Accretion of Lease Liabilities	₱189,697,980	₱337,715,936
Rent Income	₱111,263,169	₱58,792,660

Operating Lease Commitments - Group as a Lessor

The Group has entered into (1) one-year renewable, noncancellable leases with various related parties covering certain land and buildings where office spaces are located. Future minimum rentals receivable under noncancellable operating leases amounted to ₱40.2 million, ₱70.6 million, and ₱72.1 million for the years ended December 31, 2022, 2021, and 2020, respectively.

Operating Lease Commitments - Group as a Lessee

The Group leases land where certain of its facilities are located. The operating lease agreements are for periods ranging from one to twenty years from the date of the contracts and are renewable under certain terms and conditions. The Group's rentals incurred on these leases (included under 'Cost of sales, 'Selling and distribution costs' and 'General and administrative expenses' in the consolidated statements of income) amounted to ₱356.3 million, ₱329.4 million, and ₱526.3 million for the years ended December 31, 2022, 2021, and 2020, respectively.

Future minimum rentals payable under noncancellable operating leases follow:

	2022	2021	2020
Within one year	₱423,371,120	₱473,308,116	₱829,801,162
After one year but not more than five years	1,152,560,695	1,441,900,057	2,961,540,951
More than five years	1,809,101,854	2,110,381,626	6,069,158,735
	₱3,385,033,669	₱4,025,589,799	₱9,860,500,848

Others

The Group has various contingent liabilities arising in the ordinary conduct of business which are under either pending decision by the courts, arbitration or being contested, the outcomes of which are not presently determinable. In the opinion of management and its legal counsel, the eventual liability under these lawsuits or claims, if any, will not have a material or adverse effect on the Group's financial position and results of operations. The information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed on the grounds that it can be expected to prejudice the outcome of these lawsuits, claims, arbitration and assessments.



35. Supplemental Disclosure to Cash Flow Statements

The Group's noncash activities are as follows:

	2022	2021	2020
Cumulative translation adjustment (Note 20)	₱1,872,914,779	₱507,763,509	(₱1,333,855,802)

The table below provides for the changes in liabilities arising from financing activities:

	January 1	Availment	Settlement	CTA/Others	December 31
2022	₱7,808,029,451	₱19,630,000,000	(₱15,740,000,000)	₱64,258,088	₱11,762,287,539
2021	₱34,006,341,332	₱9,200,000,000	(₱4,002,001,432)	(₱31,396,310,449)	₱7,808,029,451

As of December 31, 2022, part of the proceeds from disposal of property, plant and equipment and investment properties is recognized under current and noncurrent receivables from an affiliate (See notes 12 and 16).

36. Approval for the Release of the Financial Statements

The accompanying consolidated financial statements of the Group were authorized for issue by the Audit Committee and the BOD on March 28, 2023.



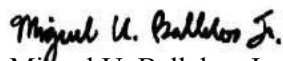
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INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY SCHEDULE

The Stockholders and the Board of Directors
Universal Robina Corporation
8th Floor, Tera Tower, Bridgetowne
E. Rodriguez, Jr. Avenue (C5 Road)
Ugong Norte, Quezon City, Metro Manila

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Universal Robina Corporation and Subsidiaries (the Group) as at December 31, 2022 and 2021, for each of the three years in the period ended December 31, 2022, included in this Form 17-A and have issued our report thereon dated March 28, 2023. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with Securities Regulation Code Rule 68, As Amended (2011) and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Miguel U. Ballelos, Jr.

Partner

CPA Certificate No. 109950

Tax Identification No. 241-031-088

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

SEC Partner Accreditation No. 109950-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

BIR Accreditation No. 08-001998-114-2022, January 20, 2022, valid until January 19, 2025

PTR No. 9369777, January 3, 2023, Makati City

March 28, 2023



Universal Robina Corporation and Subsidiaries
Schedule A - Financial Assets
December 31, 2022

Name of Issuing Entity and Description of Each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount Shown in the Balance Sheet/ Notes	Valued Based on Market Quotations at Balance Sheet Date	Income Received and Accrued (including Dividends Received)
Various/Equity Securities		₱834,807,019	₱834,807,019	₱151,161,430

See Note 8 of the Consolidated Financial Statements.

Universal Robina Corporation and Subsidiaries
Schedule B - Amounts Receivable from Directors, Officers, Employees, Related Parties
and Principal Stockholders (Other than Related Parties)
December 31, 2022

Name of Debtor	Balance at Beginning of Period	Additions	Collections	Balance at End of Period		
				Current	Noncurrent	Total
Various employees	₱107,144,530		(₱69,834,910)	₱37,309,620	₱-	₱-

See Note 9 of the Consolidated Financial Statements.

Universal Robina Corporation and Subsidiaries
Schedule C - Amounts Receivable from Related Parties Which are Eliminated
During the Consolidation of Financial Statements
December 31, 2022

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Amounts Collected	Others	Amounts Written Off	Balance at End of Period		
						Current	Noncurrent	Total
URC Snack Ventures, Inc.	₱332,632,867	₱-	(₱173,789,079)	₱-	₱-	₱158,843,788	₱-	₱158,843,788
URC Beverage Ventures, Inc.	(85,011,573)	85,123,642		-	-	112,069	-	112,069
CFC Corporation	207,016,192	-	(19,391,979)	-	-	187,624,213	-	187,624,213
URC International Company, Ltd. and its Subsidiaries	(859,412,386)	(598,409,665)	-	-	-	(1,457,822,051)	-	(1,457,822,051)
Nissin - Universal Robina Corporation	130,752,845	-	24,563,086	-	-	155,315,931	-	155,315,931
	(₱274,022,055)	(₱513,286,023)	(₱168,617,972)	₱-	₱-	(₱955,926,050)	₱-	(₱955,926,050)

Universal Robina Corporation and Subsidiaries
Schedule D - Intangible Assets - Other Assets
December 31, 2022

Description	Beginning Balance	Additions at Cost	Deductions/Amortizations		Other Charges- Additions (Deductions)	Ending Balance
			Charged to cost and Expenses	Charged to Other Accounts		
Goodwill	₱ 18,751,709,896	₱-	₱-	₱-	₱611,374,197	₱19,363,084,093
Trademarks/Brands	2,885,185,560	650,719	(76,585)	-	96,442,646	2,982,202,340
Product Formulation	425,000,000	-	-	-	-	425,000,000
Software Costs	-	151,221,059	(57,383,872)	-	419	93,837,606
Trade Secrets	1,318,433,101	-	-	-	44,921,254	1,363,354,355
Intangible Assets	₱23,380,328,557	₱151,871,778	(57,460,457)	₱-	₱752,689,228	₱24,227,478,394

See Note 14 of the Consolidated Financial Statements.

**Universal Robina Corporation and Subsidiaries
Schedule E - Long-Term Debt
December 31, 2022**

Name of Issuer and Type of Obligation	Amount Authorized By Indenture	Amount Shown as Current	Amount Shown as Long-term	Total
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NONE TO REPORT

Universal Robina Corporation and Subsidiaries
Schedule F - Indebtedness to Related Parties (Long-Term Loans from Related Companies)
December 31, 2022

Name of Related Party	Balance at Beginning of Period	Balance at End of Period
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NONE TO REPORT

Universal Robina Corporation and Subsidiaries
Schedule G - Guarantees of Securities and Other Issuers
December 31, 2022

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 this Statement is Filed	Nature of Guarantee
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NONE TO REPORT

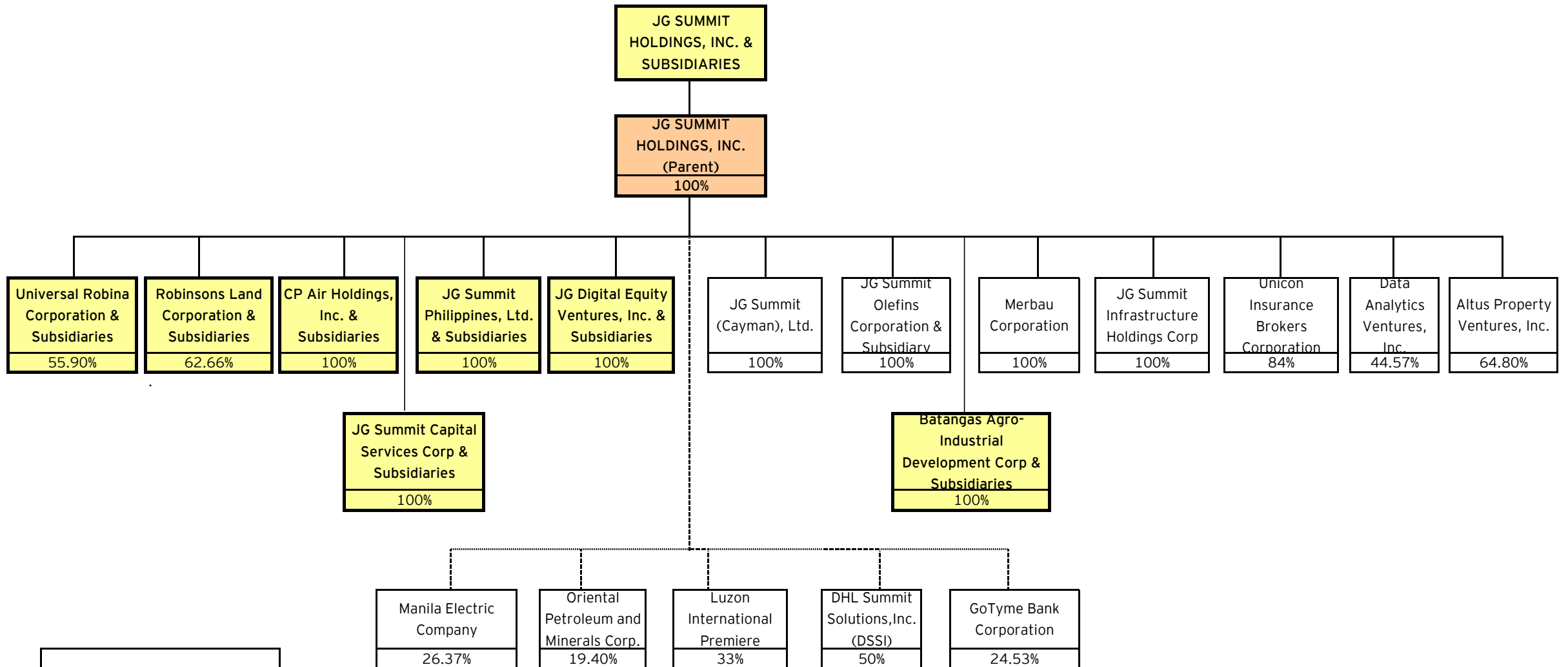
Universal Robina Corporation and Subsidiaries
Schedule H - Capital Stock
December 31, 2022

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding (Net of Treasury Shares)	Number of Shares Reserved for Options, Warrants, Conversions and Other Rights	Number of Shares Held by		
				Affiliates	Directors, Officers and Employees	Others
Preferred stock - ₱1 par value	2,000,000	None	-	-	-	-
Common stock - ₱1 par value	2,998,000,000	2,178,507,618	-	1,217,841,260	3,077,211	957,589,147

See Note 19 of the Consolidated Financial Statements.

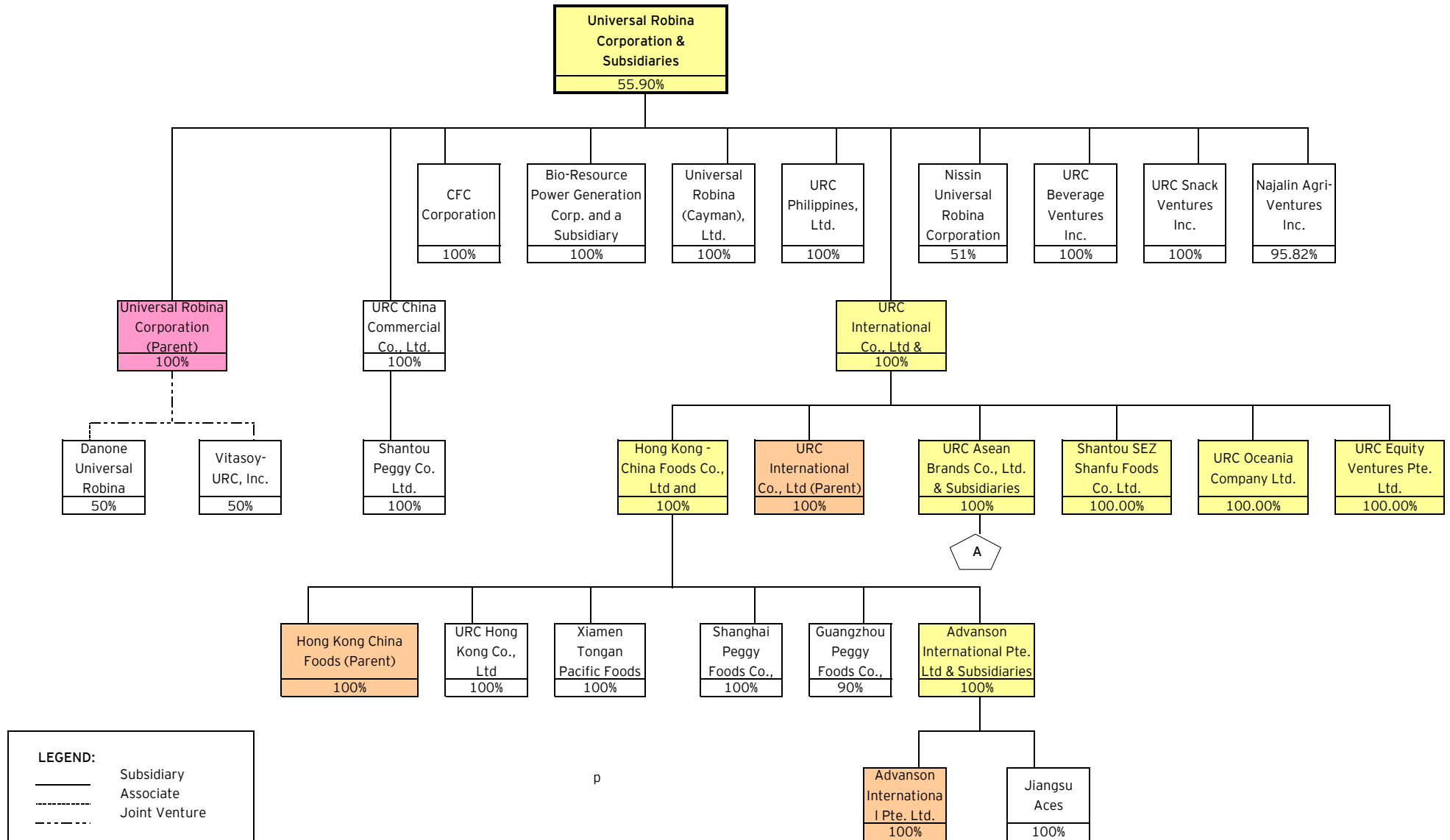
JG SUMMIT HOLDINGS, INC. AND SUBSIDIARIES
 43rd Floor, Robinsons-Equitable Tower
 ADB Avenue corner Poveda Road, Pasig City

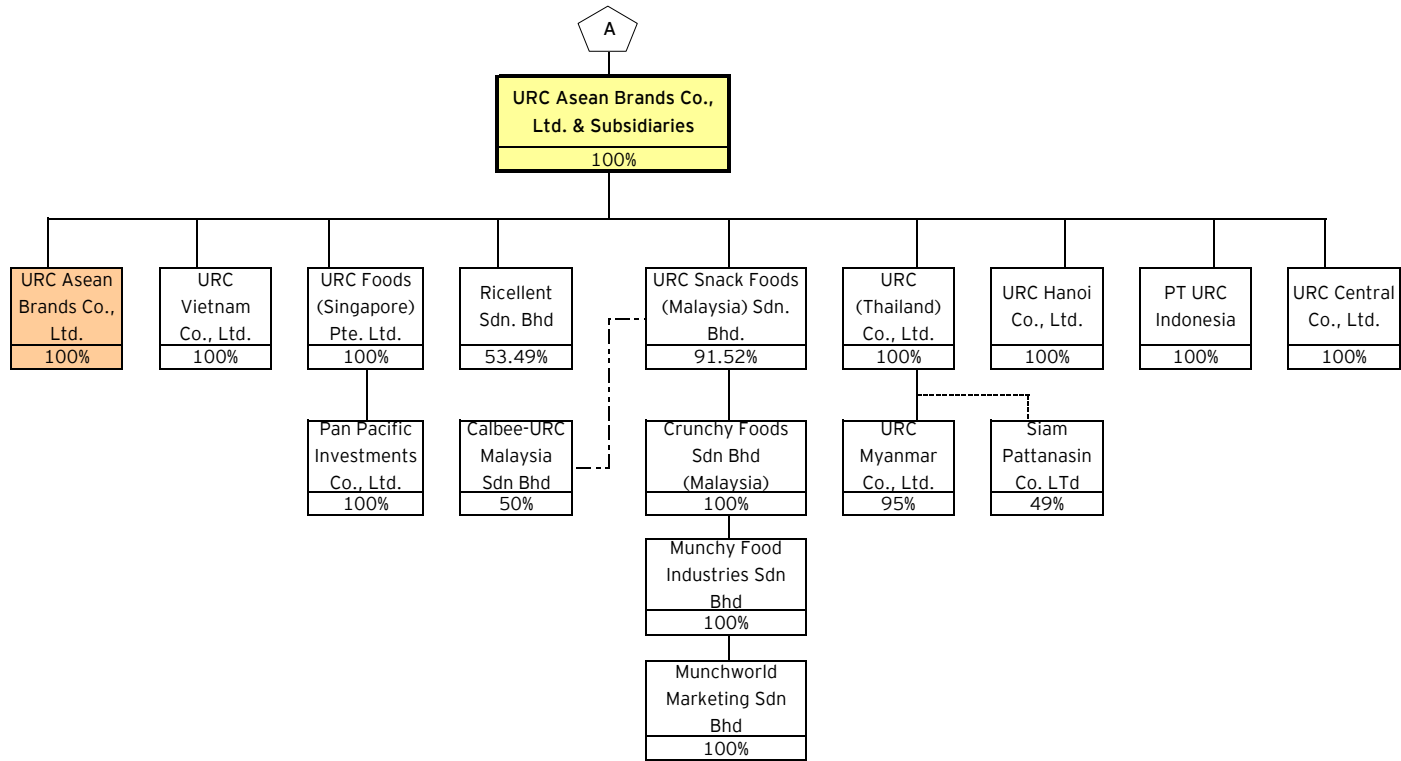
MAP OF THE RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP



LEGEND:
 — Subsidiary
 - - - Associate
 - - - - Joint Venture

NOTE: Please see separate sheets for the organizational structures of the various consolidation groups.





LEGEND:
 ———— Subsidiary
 - - - - - Associate
 - - - - - Joint Venture

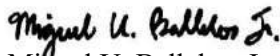
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INDEPENDENT AUDITOR'S REPORT COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
Universal Robina Corporation
8th Floor, Tera Tower, Bridgetowne
E. Rodriguez, Jr. Avenue (C5 Road)
Ugong Norte, Quezon City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Universal Robina Corporation and Subsidiaries (the Group) as at December 31, 2022 and 2021, and for each of the three years in the period ended December 31, 2022, and have issued our report thereon dated March 28, 2023. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Group's financial statements as at December 31, 2022 and 2021 and for each of the three years in the period ended December 31, 2022 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.



Miguel U. Ballelos, Jr.

Partner

CPA Certificate No. 109950

Tax Identification No. 241-031-088

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

SEC Partner Accreditation No. 109950-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

BIR Accreditation No. 08-001998-114-2022, January 20, 2022, valid until January 19, 2025

PTR No. 9369777, January 3, 2023, Makati City

March 28, 2023



UNIVERSAL ROBINA CORPORATION AND SUBSIDIARIES
SUPPLEMENTARY SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
AS OF DECEMBER 31, 2022 AND 2021

Financial Ratios	Formula	2022	2021 (As Restated)
Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$	1.62	1.73
Gearing ratio	$\frac{\text{Total financial debt (short-term debt, trust receipts payable and long-term debt, including current portion)}}{\text{Total equity (equity holders + non-controlling interests)}}$	0.20	0.14
Debt-to-equity ratio	$\frac{\text{Total liabilities (current + noncurrent)}}{\text{Total equity (equity holders + non-controlling interests)}}$	0.47	0.40
Asset-to-equity ratio	$\frac{\text{Total assets (current + noncurrent)}}{\text{Total equity (equity holders + non-controlling interests)}}$	1.47	1.40
Operating margin	$\frac{\text{Operating income}}{\text{Sale of goods and services}}$	10.2%	10.9%
Earnings per share	$\frac{\text{Net income attributable to equity holders of the Parent Company}}{\text{Weighted average number of common shares}}$	6.39	10.58
Interest coverage ratio	$\frac{\text{Operating income plus depreciation and amortization}}{\text{Finance costs}}$	26.68	32.23



UNIVERSAL ROBINA CORPORATION AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION

The table below presents the retained earnings available for dividend declaration as at December 31, 2022:

Unappropriated retained earnings as at December 31, 2021		₱10,731,551,576
Adjustments:		
Fair value adjustment on financial asset at FVTPL	(489,717,766)	
Loss arising from changes in fair value less estimated costs to sell of swine stocks	(2,550,156)	
Deferred tax assets, excluding those arising from remeasurements	(271,135,050)	(763,402,972)
Unappropriated retained earnings, as adjusted as at December 31, 2021		9,968,148,604
Net income actually earned/realized during the year		
Net income during the period	11,494,150,763	
Add: Fair value adjustment of financial assets at FVTPL	(70,404,256)	
Gain arising from changes in fair value less estimated costs to sell of swine stocks	(311,493)	
Movements of deferred tax assets, excluding those arising from remeasurements	(2,612,754)	11,420,822,260
Sub-total		21,388,970,864
Less: Dividend declarations during the year	(7,559,597,488)	
Treasury shares	(3,652,109,120)	(11,211,706,608)
Total retained earnings available for dividend declaration as at December 31, 2022		₱10,177,264,256