COVER SHEET

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SEC Registration Number

P E T R O E N E R G Y   R E S O U R C E S   C O R P O R A T I O N

(Company's Full Name)

7 T H   F L O O R   J M T   B U I L D I N G

A D B   A V E N U E   O R T I G A S   C E N T E R

P A S I G   C I T Y

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

ATTY. LOUIE MARK R. LIMCOLIOC	**8637-2917**
(Contact Person)	**(Company Telephone Number)**

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Month	*Day*		*Month*	*Day*
(Fiscal Year)			(Annual Meeting)	

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

Remarks: Please use BLACK ink for scanning purposes.

PETROENERGY RESOURCES CORPORATION
7th Floor, JMT Building, ADB Avenue
Ortigas Center, Pasig City

8637-2917
Telephone Number

31 December 2022
Fiscal Year Ended

Notice of Regular Annual Stockholders' Meeting

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

PetrEnergy
PETROENERGY RESOURCES CORPORATION

NOTICE OF REGULAR ANNUAL STOCKHOLDERS' MEETING

TO OUR STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Regular Meeting of the Stockholders of PetroEnergy Resources Corporation (the "Company"), will be held **on July 27, 2023 at 4:00 p.m.**, to be called, conducted and presided virtually or via online/remote communications by the presiding officer at the Company's principal office address, 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City, with the following agenda:

1. Certification of Service of Notice;
2. Determination of Quorum/Call to Order;
3. Approval of Minutes of the last Regular Stockholders' Meeting held on July 28, 2022;
4. Approval of Management Report and the 2022 Audited Financial Statements contained in the 2022 Annual Report;
5. Confirmation and Ratification of all acts, contracts and investments made and entered into by Management and/or the Board of Directors during the period July 28, 2022 to July 27, 2023;
6. Election of Members of the Board of Directors for 2023-2024:
   a. Approval of the retention and reelection of Mr. Eliseo B. Santiago and Mr. Cesar A. Buenaventura as Independent Directors.
7. Appointment of External Auditors;
8. Other matters; and
9. Adjournment.

Stockholders as of Record Date **June 15, 2023** will be entitled to notice of, and to vote at, the Annual Meeting.

Pursuant to the alternative modes of notice as provided for in the Securities and Exchange Commission's NOTICE dated March 13, 2023, this notice to Stockholders shall be published in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days not later than 21 days before the scheduled meeting. The Information Statement, Management Report, SEC Form 17-A, Minutes of the Annual Stockholders Meeting for the year 2022 and other pertinent meeting documents shall be made available in the Company's website (www.petroenergy.com.ph) and via PSE Edge.

The Regular Annual Stockholders' Meeting shall be held virtually or via online/remote communication. The stockholders shall be allowed to cast their votes by proxy, or by remote communication, or *in absentia* pursuant to Section 49 of the Revised Corporation Code of the Philippines and SEC Memorandum Circular No. 6-2020.

To participate in the Annual Meeting, stockholders must register from **9:00 a.m. of July 15, 2023** until **5:00 p.m. of July 24, 2023**through the following link: http://petroenergy.com.ph/investor_relations and follow the steps provided therein. The procedures for participation via remote communication and in absentia may be found in the said link and in **Annex "A"** of the Information Statement.

Stockholders who wish to appoint proxies may submit proxy forms until **5:00 p.m. of July 24, 2023** to the Office of the Corporate Secretary at 7th Floor, JMT Building, ADB Ave., Ortigas Center, Pasig City or by email to corpaffairs@petroenergy.com.ph. Validation of proxies will be held on **July 24, 2023. A sample proxy form (attached as Annex "B") will be enclosed in the Information Statement for your convenience.**

ATTY. SAMUEL V. TORRES
Corporate Secretary

RATIONALE AND BRIEF DISCUSSION OF THE AGENDA
2023 ANNUAL STOCKHOLDERS' MEETING
(THE "ANNUAL STOCKHOLDERS' MEETING")

1. **Call to Order**

   The Chairman of the Board of Directors (or the Chairman of the Meeting, as the case maybe) (the "Chairman") will call the meeting to order.

2. **Determination of Quorum/Report on Attendance**

   The Corporate Secretary (or the Secretary of the Meeting, as the case may be) (the "Secretary") will certify that the written Notice for the meeting was duly sent to stockholders of record, including the date of publication and the newspaper where the notice was published. He will also certify that a quorum exists, and the Stockholders representing at least a majority (or 2/3 in certain cases required by the Revised Corporation Code) of the outstanding capital stock, present in person or by proxy, constitute a quorum for the transaction of business.

   Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, stockholders may participate and vote through remote communication or in absentia. Stockholders may register by submitting the requirements via email at corpaffairs@petroenergy.com.ph and vote in absentia on the matters for resolution at the meeting. Stockholders who will vote in absentia, as well as those who will participate by remote communication, shall be deemed present for purposes of quorum.

   Please refer to **Annex "A"** Procedures and Requirements for Voting and Participation in the 2023 Regular Annual Stockholders' Meeting for complete information on remote participation or voting in absentia, as well as on how to join the livestream for the 2023 ASM.

3. **Approval of the Minutes of the last Stockholders' Meeting held on July 28, 2022**

   The Minutes of the Meeting held on July 28, 2022, showing the agenda items discussed and the resolutions passed thereat, as well as the Meeting's record of attendance, are posted and can be viewed at the PetroEnergy Resources Corporation website: www.petroenergy.com.ph.

4. **Approval of Management Report and the 2022 Audited Financial Statements**

   The Report summarizes the milestones and key achievements of PetroEnergy Resources Corporation ("PERC" or the "Company") and provides a clear picture of how PERC achieved its goals and strategic objectives for the year 2022. The highlights of PERC's audited financial statements are explained in the President and Chief Executive Officer's Report and in the Definitive Information Statement. Copies of the 2022 Audited Financial Statements, which were previously approved by the Board of Directors, were also submitted to the Securities and Exchange Commission (SEC) and the Bureau of Internal Revenue.

5. **Confirmation and Ratification of all acts, contracts and investments made and entered into by Management and the Board of Directors during the period July 28, 2022 to July 27, 2023**

   The actions for approval are those taken by the Board and/or its Committees and/or the Management since the Annual Stockholders' Meeting on July 28, 2022 until July 27, 2023, including the approval of the internal procedures for participation in meetings and voting through remote communication or in absentia. Agreements, projects, investments, treasury-related matters and other matters covered by disclosures to the SEC and the Philippine Stock Exchange will likewise be presented for approval. The acts of the officers were those taken to implement the resolutions of the Board and/or its Committees or made in the general conduct of business.

6. **Election of Seven (7) members of the Board of Directors (including Independent Directors) for 2023-2024**

   At its meeting held on June 16, 2023, the Corporate Governance Committee, as the standing committee of the Board of Directors constituted for the purpose of reviewing and evaluating the qualifications of persons nominated to become members of the Board of Directors (including the Independent Directors), and pursuant to the provisions of the Code of Corporate Governance for Publicly-Listed Companies, as the same are adopted in the Company's 2017 Manual on Corporate Governance, reviewed the candidates for directorship to ensure that they have all the qualifications and none of the disqualifications for nomination and election as members of the Board of Directors.

The seven (7) nominees will be submitted for election to the Board of Directors by the stockholders at the Annual Stockholders' Meeting. The profiles of the nominees are provided in the Definitive Information Statement for the Annual Stockholders' Meeting.

Each shareholder is entitled to one (1) vote per share multiplied by the number of Board seats to be filled, *i.e.* seven (7), and may cumulate his/her votes by giving as many votes as he/she wants to any candidate, provided that the total votes cast shall not exceed the total votes to which he/she is entitled. In the event the votes cast by a stockholder exceeds that to which he/she entitled to vote, the Corporate Secretary, in his discretion, shall deduct such votes cast by the stockholder in favor of any nominee as may be necessary under the circumstances.

In the event that there would only be seven (7) nominees to fill seven (7) seats in the Board, the Chairman shall direct the Corporate Secretary to cast all votes in favor of those nominated, except the votes of stockholders who object to the said casting of votes, which objection is supported by majority of the stockholders present or represented in the meeting.

Retention and reelection of Mr. Eliseo B. Santiago and Mr. Cesar A. Buenaventura as Independent Directors. Under the Company's Manual on Corporate Governance and as warranted by the SEC Memorandum Circular No. 19, Series of 2016, the Independent Directors may be retained and reelected upon meritorious justification/s and Stockholders' approval.

7. Appointment of the Company's External Auditors

The Company's Audit Committee assessed and evaluated the performance for the previous year of the Company's external auditors, SYCIP GORRES VELAYO & CO. (SGV). Based on the Audit Committee's endorsement, the Board of Directors will recommend the reappointment of SGV, a SEC-accredited auditing firm and among one of the top in the country, as the Company's external auditors for 2023.

A resolution for the appointment of the Company's external auditors for 2023 shall be presented to the stockholders for approval.

8. Other Matters

The Chairman will inquire whether there are other relevant matters and concerns to be discussed.

9. Adjournment

Upon determination that there are no other relevant matters to be discussed, the meeting will be adjourned on motion duly made and seconded.

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 : PETROENERGY RESOURCES CORPORATION

3. Province, country or other jurisdiction of Incorporation or organization : Philippines

4. SEC Identification Code : AS094-008880

5. BIR Tax Identification Code : 004-471-419-000

6. Address of the principal office : 7th Floor, JMT Building
   ADB Avenue, Ortigas Center
   Pasig City 1605

7. Registrant's telephone number including area code : (02) 8637-2917

8. Date, time and place of meeting of security holders : July 27, 2023, 4:00 p.m. virtually or via online/remote communication.
   http://petroenergy.com.ph/investor_relations

9. Approximate date on which the Information Statement is first to be sent or given to security holders : July4, 2023

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

Title of Each Class	Number of Shares of Stock Outstanding or Amount of Debt Outstanding
Common	568,711,842

11. Are any or all the Registrant's securities listed on a Stock Exchange?

    Yes __√__ No ______

If so, disclose name of the Exchange: **Philippine Stock Exchange, Inc. – common shares**

PETROENERGY RESOURCES CORPORATION
INFORMATION STATEMENT

A. GENERAL INFORMATION

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

The Regular Annual Stockholders' Meeting of PetroEnergy Resources Corporation ("PERC" or the "Company") will be held on Thursday, **July 27, 2023 at 4:00 p.m.**, to be called, conducted and presided virtually or via online/remote communication by the presiding officer at the Company's principal office address at 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City. http://petroenergy.com.ph/investor_relations.

Mailing Address – 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City 1605

The approximate date on which this Information Statement is first to be sent or given to security holders is on **July , 2023.**

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

2. Dissenter's Right of Appraisal

There are no corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided under Title X, Section 80 of the Revised Corporation Code of the Philippines.

Although the following actions are not among the matters to be taken up during the **2023** Regular Annual Stockholders' Meeting, the stockholders are herein apprised of their appraisal rights pursuant to Title X of the Philippine Corporation Code. A stockholder shall have the right to dissent and demand payment of fair value of the share in case he voted against the following proposed corporate actions:

a. any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those outstanding shares of any class, or extending or shortening the term of corporate existence;
b. sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets;
c. merger or consolidation; and
d. investment of corporate funds for any purpose other than the primary purpose of the Company.

As provided under Section 81 of the Revised Corporation Code, a dissenting stockholder who votes against a proposed corporate action may exercise the Right of Appraisal by making a written demand to the Company for the payment of the fair value of his/her shares held within thirty (30) days from the date on which the vote was taken: Provided, That failure to make the demand within such period shall be deemed a waiver of his/her Right of Appraisal. If the proposed corporate action is implemented, the Company shall pay the dissenting stockholder, upon surrender of the certificate or certificates of stock representing the his/her shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action. If, within sixty (60) days from the approval of the corporate action by the stockholders, the dissenting/withdrawing stockholder and the Company cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Company, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made: Provided, no payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment. Upon payment by the Company of the agreed or awarded price, such stockholder shall forthwith transfer the shares to the corporation.

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

The incumbent directors or officers of the Company, since the beginning of the last fiscal year, do not have substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon. None of the incumbent directors informed the Company in writing that he/she intends to oppose any action to be taken during the annual meeting of the stockholders.

B. CONTROL AND COMPENSATION INFORMATION

4. Voting Securities and Principal Holders Thereof:

a) Number of Common Shares Outstanding as of May 31, 2023: **568,711,842**
Number of Vote each share is Entitled: **One (1) vote per share**

Of the total outstanding common capital stock as of May 31, 2023**, 567,544,353** shares (or **99.79%)** are owned by Filipino citizens, while 1,167,489 **shares (**or **0.21%)** are owned by Foreigners.

b) All stockholders as of **June 15, 2023** are entitled to notice and to vote at the Regular Annual Stockholders' Meeting.

c) Manner of Voting

Section 7 of Article III of the By-Laws of the Company provides that the stockholders may vote at all meetings the number of shares registered in their respective names either in person or by proxy executed in writing. Section 6 of the same Article provides that no proxy shall be recognized unless presented to the Secretary for inspection and registration at least three (3) calendar days before the date of said meeting (for the 2023 Regular Annual Stockholders' Meeting, the proxy should be presented to the Corporate Secretary not later than 5:00 p.m. on July 24, 2023). The By-Laws of the Corporation does not require notarization of proxies.

In the same vein, Section 23 of the Revised Corporation Code of the Philippines and Section 7, Article III of the Corporation's By-Laws provide that each stockholder may vote in any of the following manner:

1) he/she may vote such number of shares for as many persons as there are Directors to be elected;

2) he/she may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by his/her shares;

3) he/she may distribute them, on the same principle, among as many candidates as he/she may see fit. In any of these instances, the total number of votes cast by the stockholders should not exceed the number of shares owned by him/her as shown in the books of the Corporation multiplied by the total number of Directors to be elected.

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 Registrant securities as of May 31, 2023:

Title of Class	Name, Address of record Owner and relationships With the Issuer	Name of Beneficial Owner and relationship with the record owner	Citizenship	No. of Shares Held	%
Common	PCD Nominee Corp. G/F MSE Bldg., 6767 Ayala Ave., Makati City	PCD Nominee* (Various stockholders-beneficially owned by the participants of the PCD)	Filipino and Non-Filipino	528,001,270	92.84%
Common	Others	(Various stockholders-no holders of 5%)	Filipino	40,710,572	7.16%
TOTAL				**568,711,842**	**100.00%**

*Under PCD account, the following companies owned more than 5%:

a. RCBC Securities, Inc. – 294,016,107 or 51.70% of the Company's outstanding capital stock. The current nominee of RCBC Securities, Inc. is Mr. Jose Luis F. Gomez. (Under RCBC Securities, Inc. with 5% of the Registrant securities). The breakdown of the shareholdings are as follows:

a.	GPL Holdings, Inc.	–	55,218,121 shares or	9.71%
b.	House of Investments, Inc.	–	143,662,864 shares or	25.26%
c.	RCBC Capital, Inc.	–	60,978,808 shares or	10.72%
d.	Various Stockholders	–	34,156,314 shares or	6.01%

b. RCBC Trust and Investments Division – 64,739,717 shares or 11.38% of the Company's outstanding capital stock. RCBC Trust and Investments are trust accounts between RCBC and Beneficial Owners. The corporate acts of RCBC are carried out by its management through the guidance of its Board of Directors. Ms. Helen Y. Dee is the current Chairman of the Company.

c. Malayan Insurance Company, Inc. – 30,103,023 shares or 5.29% of the Company's outstanding capital stock. Mr. Paolo Y. Abaya is the President and Chief Executive Officer of the Company.

2) Security Ownership of Management (as of May 31, 2023):

The following are the number of shares owned and of record by the Directors, the Chief Executive Officer and each of the key officers of the Company and the percentage of shareholdings of each:

Title of Class	Name of Beneficial Owner Name and Position	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Helen Y. Dee Chairman	Direct 10,662 Indirect 5,006,574	Filipino	0.88%
Common	Milagros V. Reyes President/Director	Indirect 125,695	Filipino	0.02%
Common	Maria Mercedes M. M. Corrales Independent Director	Direct 1	Filipino	-
Common	Cesar A. Buenaventura Independent Director	Direct 1,300 Indirect 366,844	Filipino	0.04%
Common	Lorenzo V. Tan Director	Direct 1	Filipino	-
Common	Yvonne S. Yuchengco Director/Treasurer	Indirect 435,956	Filipino	0.08%
Common	Eliseo B. Santiago Independent Director	Direct 1	Filipino	-
Common	Francisco G. Delfin, Jr. Vice President	Direct 55,000 Indirect 27,500	Filipino	0.02%
-	Samuel V. Torres Corporate Secretary	-	Filipino	-
-	Louie Mark R. Limcolioc Asst. Corporate Secretary Compliance Officer	-	Filipino	-
-	Maria Cecilia L. Diaz de Rivera Chief Financial Officer	-	Filipino	-
-	Maria Victoria M. Olivar AVP for Operations	-	Filipino	-
-	Vanessa G. Peralta AVP – Corporate Communicatior	-	Filipino	-
Total		**6,029,534**		**1.06%**

As of May 31, 2023, the Company's directors and executive officers owned an aggregate of 6,029,534 shares equivalent to 1.06%.

3) Voting Trust Holders of 5% or more

The Company is not aware of any voting trust or similar arrangement among persons holding more than 5% of a class of shares.

e) Changes in Control

There has been no change in the control of the Company since the beginning of last fiscal year. The Company has no existing voting trust or change in control agreements.

5. Directors and Executive Officers:

The members of the Board of Directors are elected at the general meeting of stockholders and shall hold office for a term of one (1) year or until their successors shall have been duly elected and qualified.

The Board Committee Members and other Officers of the Company, unless removed by the Board of Directors, shall serve as such until their successors are elected or appointed.

a. Directors and Executive Officers

The following are the names, ages, positions and periods of service of Directors and Executive Officers:

Name	Age	Position	Citizenship	Period of Service
Helen Y. Dee	79	Chairman (NED)	Filipino	2001 to present
Cesar A. Buenaventura	93	Director / Independent * (NED)	Filipino	1998 to present
Maria Mercedes M. Corrales	73	Director / Independent * (NED)	Filipino	2021 to present
Milagros V. Reyes	81	Director / President	Filipino	1998 to present
Yvonne S. Yuchengco	69	Director / Treasurer	Filipino	2004 to present
Lorenzo V. Tan	61	Director (NED)	Filipino	2019 to present
Eliseo B. Santiago	73	Director / Independent * (NED)	Filipino	2013 to present
Francisco G. Delfin, Jr.	61	Vice President	Filipino	2008 to present
Maria Victoria M. Olivar	50	AVP for Operations	Filipino	2021 to present
Vanessa G. Peralta	37	AVP for Corporate Communication	Filipino	2021 to present
Maria Cecilia L. Diaz de Rivera	56	Chief Financial Operation	Filipino	2022 to present
Samuel V. Torres	58	Corporate Secretary	Filipino	2006 to present
Louie Mark R. Limcolioc	36	Asst. Corporate Secretary	Filipino	2021 to present

NED - Non-Executive Director
* Cumulative Term of Nine (9) Years for Independent Directors elected prior to 2012 is reckoned from 2012.

The following are the Chairperson and Members of the Corporate Governance Committee for 2022-2023.

Chairperson – Ms. Maria Mercedes M. Corrales (Independent Director)
Members – Mr. Cesar A. Buenaventura (Lead Independent Director)
Mr. Eliseo B. Santiago (Independent Director)

Below are the incumbent directors, except for Mr. Carlos G. Dominguez III, who has been nominated to the Board of Directors of the Company for the ensuing year 2023-2024. The nominees have been approved for election by the Corporate Governance Committee at its meeting on June 16, 2023.

1. Ms. Helen Y. Dee – Regular Director
2. Ms. Milagros V. Reyes – Regular Director
3. Ms. Yvonne S. Yuchengco – Regular Director
4. Mr. Lorenzo V. Tan – Regular Director
5. Mr. Cesar A. Buenaventura – Lead Independent Director
6. Mr. Carlos G. Dominguez III – Independent Director
7. Mr. Eliseo B. Santiago – Independent Director

Nomination and Election of Independent Director:

All independent directors were nominated by Atty. Dan Dyonne Eminiano Q. Gonzales, who has no relations with the Nominees. (Please see attached **Annex "C"** for the Certification of Independent Directors).

Mr. Dominguez, 77, Filipino, is a product of the Ateneo De Manila University ("Ateneo") with a degree in Bachelor of Arts, Economics. He pursued his Master of Arts, Business Management from the same university and Post-Graduate Studies under the Stanford Executive Program.

Mr. Dominguez was appointed to several posts in the Government, foremost of which are: as Secretary of the Department of Finance and Chairman of the Land Bank of the Philippines from 2016 to 2022; as Secretary of the Department of Agriculture from 1987 to 1989; and as Secretary of the Department of Environment and Natural Resources from 1986 to 1987.

He was a recipient of the Order of Lakandula Rank of Bayani (Grand Cross) from the President of the Philippines and the Order of the Rising Sun Grand Cordon (1st Class) from the Emperor of Japan.

Mr. Dominguez likewise served in the private sector, as follows: President, Lafayette (Philippines) Inc.; Independent Director, RCBC Capital Corporation; Director, Manila Electric Corporation; President, Phil. Associated Smelting and Refining Corporation; Director, Northern Mindanao Power Corporation; Chairman, RCBC Capital Corporation; Director, United Paragon Mining; Chairman and President, Philippine Airlines;

President, Phil. Tobacco Flue Curing Redrying Corporation; President, Baesa Redevelopment Corporation; President, Retail Specialist, Inc.; President, BPI Agricultural Development Bank, Vice President, Bank of the Philippines Islands (BPI); Executive Vice President, Davao Fruits Corporation; Executive Vice President, AMS Farming Corporation; Finance Manager, Rubicon, Inc.; and Management Trainee, First National City Bank.

Justification for the retention and reelection of Mr. Eliseo B. Santiago as Independent Director

MR. ELISEO B. SANTIAGO's term as Independent Director is sought to be extended in 2023. Below are the noteworthy justifications that would merit his retention and reelection as Independent Director:

Mr. Santiago has demonstrated expertise in the oil and power industry and extensive knowledge of the Company. His multi-discipline experience across global, regional and local markets contributed to the Company's success in his tenure as Independent Director. During his career, he held responsibility for large businesses within the Shell Group, Citadel Pacific Ltd. and Clark Development Corporation. He successfully led business transformations through innovative strategies, strong focus on operational excellence and by developing people and teams.

Undoubtedly, the Company greatly benefits from Mr. Santiago's guidance as a well-respected member of the business community and through his expertise in the oil and power industry. It would be in the Company's best interest for Mr. Santiago to continue providing the same guidance and wisdom as the Company's Independent Director.

Justification for the retention and reelection of Mr. Cesar A. Buenaventura as Independent Director

Mr. Cesar A. Buenaventura's term as Independent Director is sought to be extended in 2023. Below are the noteworthy justifications that would merit his retention and reelection as Independent Director:

Mr. Buenaventura graduated from the University of the Philippines with a degree in BS Civil Engineering. As a Fullbright scholar, he received his Master's Degree in Civil Engineering from Lehigh University in Bethlehem, Pennsylvania. He started his profession in the construction business with David M. Consunji. Thereafter, in 1956, Mr. Buenaventura went on to commence a long-standing career at Pilipinas Shell, serving as the first Filipino Chairman & CEO of the Shell Group of Companies in the Philippines, from 1977 to 1990. He remains as a Director of said company to date. Among the many appointments and positions that Mr. Buenaventura has held and continues to hold, one of the most notable would be as a Member of the Monetary Board of the Central Bank of the Philippines, representing the private sector from 1981 to 1987. He was also a Founding Member of the Board of Trustees of the Makati Business Club, a Member of the Board of Regents of the University of the Philippines from 1987 to 1994 and of the Board of Trustees of the Asian Institute of Management from 1994 to 1997. Mr. Buenaventura has also been honored with numerous awards and accolades, including being made an Honorary Officer of the Order of the British Empire (OBE) by HM Queen Elizabeth II.

Assessment by the Corporate Governance Committee on the Qualifications of the Nominees for Directorship

The Corporate Governance Committee passed upon their qualifications and found no disqualifications, as provided for in the By-Laws, the 2017 Manual on Corporate Governance, the Board Charter, and in accordance with SRC Rule 38.

The Company has adopted SRC Rule 38, and compliance therewith has been made. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

The nominees for independent directors were advised of SEC Memorandum Circular No 5, Series of 2017 on the required submission of Certificate of Qualification of Independent Directors (the "Certificate of Qualification") that should include, among others, disclosure of any pending criminal or administrative investigation or proceedings, positions held in Government-Owned and Controlled Corporations and the required written permission or consent from the head of Department/Agency for those in government service. As disclosed by the nominees in their respective Certificate of Qualification, each nominee possesses all of the qualifications and none of the disqualifications.

The Independent Directors were likewise advised of the Company's 2017 Manual on Corporate Governance and the Securities and Exchange Commission (SEC) Memorandum Circular No. 19, Series of 2016 on the term limits for Independent Directors, both of which state that independent directors shall serve a maximum cumulative term of nine (9) years reckoned from 2012. Such term limit, however, may be extended upon meritorious justification/s and stockholders' approval.

Business Experiences during the Past five (5) Years and Educational Background.

<u>Directors</u>

MS. HELEN Y. DEE, 79, Filipino, Chairman (Non-Executive Director)

Publicly-Listed Companies: Ms. Dee has been a Director of the Company since 2001 and Chairman of the Board since 2011. She is also presently the Chairman of House of Investments, Inc., Rizal Commercial Banking Corporation, and a Director of PLDT Inc. She was the Chairman of EEI Corporation.

Non-Listed: She is the Chairman of RCBC Excom Forex Brokers Corporation, Landev Corporation, Mapua Information Technology, Inc., Hi-Eisai Pharmaceuticals, Inc., Pan Malayan Realty Corporation, RCBC Savings Bank, Merchants Bank, La Funeraria Paz-Sucat, Malayan Insurance Company, Inc., Xamdu Motors, Inc., Manila Memorial Park Cemetery, Inc., PetroWind Energy Inc. and Malayan High School of Science, Inc.

She is the Chairman/President of Hydee Management & Resources, Inc.; Financial Brokers Insurance Agency, Inc., RCBC Leasing and Finance Corporation and Mijo Holdings, Inc.; She is also Chairman and CEO of Tameena Resources, Inc. She is the President of Moira Management, Inc., YGC Corporate Services, Inc. and GPL Holdings, Inc. She is the Vice Chairman of Pan Malayan Management and Investment Corporation and West Spring Development Corporation and Vice President of A.T. Yuchengco, Inc. She is also a Member, Board of Trustees of Mapua Institute of Technology, Inc. a leading engineering school in the Philippines, Malayan Colleges Laguna, Inc and Philippine Business for Education, Inc. She also sits in the Board of the following companies, South Western Cement Corp., Great Life Financial Assurance Corp., MICO Equities, Honda Cars Philippines, Inc., Isuzu Philippines, Inc., A.Y. Holdings, Inc. Pan Malayan Express, Honda Cars Kalookan, Sun Life Grepa Financial, Inc., Philippine Integrated Advertising Agency, Inc., Y Realty, Inc., Luis Miguel Foods.

Educational Background: Bachelor of Science in Commerce Major in Administration from the Assumption College; Master in Business Administration Degree from the De La Salle University.

MR. CESAR A. BUENAVENTURA, 93, Filipino, Independent Director.

Publicly-Listed Companies: Mr. Buenaventura is a Non-Executive Director of DMCI Holdings, Inc. and Semirara Mining and Power Corporation. An Independent Director of Concepcion Industrial Corporation, International Container Terminal Services, Inc., iPeople, Inc. Manila Water Company, Inc., and Pilipinas Shell Petroleum Corporation.

Non-Listed and Civic Affiliations: Mr. Buenaventura is also holding the following positions: Chairman at Buenaventura, Echauz and Partners, Inc., Mitsubishi Hitachi Power Systems (Phils.), Inc. He is a director of various companies such as: D.M. Consunji, Inc., The Country Club, and trustee of various foundations such as Pilipinas Shell Foundation, Inc. (Chairman), Bloomberry Cultural Foundation and ICTSI Foundation.

Educational Background and Other Information: Bachelor of Science in Civil Engineering from the University of the Philippines; Master's degree in Civil Engineering majoring in Structures from Lehigh University, Bethlehem, Pennsylvania as a Fulbright Scholar. In 1991, Mr. Buenaventura was made Honorary Officer of the Order of the British Empire (OBE) by Her Majesty Queen Elizabeth II.

MS. MILAGROS V. REYES, 81, Filipino, Director/President

Publicly-Listed Companies: Seafront Resources Corporation (President) and formerly, iPeople, Inc.

Non-Listed: She is the President/Director of PetroWind Energy Inc. and PetroSolar Corporation; Chairman of PetroGreen Energy Corporation; Chairman of Maibarara Geothermal, Inc.; and Director and Treasurer of Hermosa Ecozone Development Corporation. She previously served as President of Petrofields Corp. (now iPeople, Inc.); Senior Vice President of Basic Consolidated, Inc. (formerly Basic Petroleum and Minerals, Inc.); Vice President and Chief Operating Officer of Mapua Institute of Technology, Inc.; Director and Consultant of PNOC-EC.

Educational Background: Bachelor of Science in Geology and Physical Sciences (Double Degree) from the University of the Philippines. She pursued various technical trainings from the National Iranian Oil Co., University of Illinois, and Ajman Fields in U.

YVONNE S. YUCHENGCO, 69, Filipino, Director/Treasurer

Publicly-Listed Companies: House of Investments, Inc., Seafront Resources Corporation, iPeople, Inc. and National Reinsurance Corporation of the Philippines.

Non-Listed: She is the Chairperson/President/Director of Phil. Integrated Advertising Agency, Inc., Royal Commons, Inc., Y Realty Corporation, Y Tower II Office Condominium Corporation, Yuchengco Museum, Inc., Yuchengco Tower Office Cond. Corporation, Chairperson of XYZ Assets Corporation, Director/President of Alto Pacific Corporation, RCBC Land, Inc., Mico Equities, Inc. She is Director/Treasurer of Honda Cars Kaloocan, Inc., Malayan High School of Science, Inc., Mona Lisa Development Corporation, PetroEnergy Resources Corporation, Water Dragon, Inc., DirectorTreasurer/CFO of Pan Malayan Mgm't. & Inv't. Corp., Director/Vice Chairperson of Malayan Insurance Co., Inc., Director/Vice President/Treasurer of Pan Managers, Inc., Trustee/Chairperson of The Malayan Plaza Condominium Owners Association, Inc., Trustee of AY Foundation, Inc, Mapua Institute of Technology, Inc., Phil-Asia Assistance Foundation, Inc., She is a member of Advisory Committee of Rizal Banking Corporation, Director/Corporate Secretary of MPC Investment Corporation. She is also a member of the Board of Directors of the following companies: Annabelle Y. Holdings & Management Corporation, Asia-Pac Reinsurance Co., Ltd., A.T.Yuchengco, Inc. DS Realty, Inc., Enrique T. Yuchengco, Inc., GPL Holdings, Inc., House of Investment, Inc., HYDee Management and Resource Corp., iPeople, Inc., La Funeraria Paz, Inc.-Sucat, Luisita Industrial Park Corp., Malayan College Laguna, Inc., Malayan Colleges, Inc., Malayan High School of Science, Inc., Malayan International Insurance Corp., Manila Memorial Park Cemetery, Inc., Pan Malayan Express, Inc., Pan Malayan Realty Corporation, Shayamala Corp. and YGC Corporate Services, Inc, Yuchengco Center, Inc.

Educational Background: Bachelor of Arts in Interdisciplinary Studies from the Ateneo De Manila University

MR. LORENZO V. TAN, 61, Filipino, Non-Executive Director

Publicly-Listed Companies: He is currently an Independent Director of the Philippine Realty Holdings Corporation and Atok-Big Wedge Co., Inc. and a regular director of the House of Investments, Inc., EEI Corporation, and iPeople, Inc.

Non-Listed: He serves as the Vice Chairman of the Pan Malayan Management & Investment Corporation and the TOYM Foundation; a director of the Malayan Insurance Company, Inc., and Sunlife Grepa Financial, Inc; and member of the Board of Advisors of the FICO Group of Companies (Bangkok, Thailand).

Previous Experiences: He previously served as President and CEO of the Rizal Commercial Banking Corporation, Sunlife of Canada (Phil), Inc., the Philippine National Bank, United Coconut Planters Bank; as Director of SMART Communications, Inc., Digital Telecommunications (DIGITEL), and Voyager Innovation, Inc, and CITIBANK NA Singapore; as Group Managing Director of Guoco Holdings (Philippines) Inc.; as President of the Bankers Association of the Philippines and Chairman of the Asian Bankers Association. He was an awardee of the 1999 The Outstanding Young Men (TOYM) in the field of Banking.

Educational Background: He took his Master of Management Degree from J.L. Kellogg Graduate School of Management, Northwestern University Evanston, Illinois, USA, with concentration in Finance and Management Information Systems. He graduated with a degree of Bachelor of Science in Commerce, Major in Accounting from the De La Salle University, Manila, Philippines. He is a Certified Public Accountant in Pennsylvania, USA and in the Philippines.

MR. ELISEO B. SANTIAGO, 73, Filipino, Independent Director

Non-Listed: Mr. Santiago sits in the Board and is a member of the Executive Committee of Isla Petroleum and Gas Corporation. He is also an Independent Director of Supply Oilfield Services, Inc. He was formerly Chairman of the Board of the Clark Development Corporation; formerly, Chief Executive of the Shell Eastern Caribbean Group of Companies covering Supply & Trading, Sales & Marketing and Chemicals businesses of the Shell Group in 15 island countries based in Barbados; Managing Director of Pilipinas Shell Petroleum Corporation; Senior Adviser to the Regional Managing Director for Asia Pacific, based in London; Country Chairman of the Shell companies in Thailand and concurrently the Vice President for Retail for the ASEAN countries and Hong Kong, based in Bangkok; Country Chairman of the Shell companies in the Philippines in addition to his regional Retail Sales and Operations for the East, based in Manila.

Educational Background: Mr. Santiago is a graduate of Bachelor of Science degree in Mechanical Engineering from the Mapua Institute of Technology in 1971 and received his professional license as a Mechanical Engineer in the same year.

Executive Officers:

MILAGROS V. REYES, 81:	**President and CEO (1998 to present)**
Other Business Experience:	
President/ Director	Seafront Resources Corporation, PetroWind Energy Inc. PetroSolar Corporation
Chairman/Former President	PetroGreen Energy Corporation
Chairman/Director	Maibarara Geothermal, Inc.
Director/Treasurer	Hermosa Ecozone Development Corporation
Former Senior Vice President	Basic Petroleum and Minerals Corporation
Former Director	PNOC-EC, iPeople, Inc.
Educational Background:	Ms. Reyes graduated from the University of the Philippines with a Bachelor of Science degree in Geology and Physical Sciences Double Degree. She pursued Specialization and Training in National Iranian Oil Co., in Teheran, University of Illinois and in Ajman Fields in U.A.E.
FRANCISCO G. DELFIN, JR., 61:	**Vice President (2008 to present)**
Other Business Experience:	
President / Director	Maibarara Geothermal, Inc.
President / Director	PetroGreen Energy Corporation
Vice President / Director	PetroSolar Corporation
Executive Vice President for Operations	PetroWind Energy, Inc.
Former Undersecretary	Department of Energy
Former Assistant Secretary	Department of Energy
Former Professor, Public Administration & Governance	University of the Philippines, Diliman Campus
Geophysics Supervisor	PNOC-EDC
Educational Background:	Mr. Francisco G. Delfin, Jr. is a graduate of Bachelor of Science in Geology from the University of the Philippines (6th place in the 1982 Geologist Licensure Examination). He received his Master's Degree in Geology from the University of South Florida, Tampa, and his Ph.D. in Public Administration from the University of Southern California.
SAMUEL V. TORRES, 58	**Corporate Secretary (2006 to present)**
Other Business Experience:	
General Counsel/Corporate Secretary	AY Foundation, Inc., Alto Pacific Company, Inc. (Formerly: The Pacific Fund, Inc.), Bankers Assurance Corp., FBIA Insurance Agency, Inc., Bluehounds Security & Invt. Agency, Enrique T. Yuchengco, Inc., First Nationwide Assurance Corp., GPL Holdings, Inc. GPL Cebu Tower Office Cond. Corp., GPL Holdings, Inc., Grepaland, Inc., Grepa Reality Holding Corporation, Hexagon Integrated Financial & Insurance Agency, Hi-Eisai Pharmaceutical, Inc., Honda Cars Kalookan, Inc, House of Investments, Inc., Hexagon Integrated Fin. Ins. Agency, Inc., Hexagon Lounge, Inc., iPeople, Inc., Investment Managers, Inc., Landev Corporation, La Funeraria Paz-Sucat, Inc., Malayan High

School of Science, Inc., Malayan Insurance Co., Inc., Mico Equities, Inc., Malayan Colleges, Inc., Malayan Colleges Laguna, Inc., Malayan Securities Corporation, Mapua Information Technology Center, Inc., MJ888 Corporation, Mona Lisa Development Corporation, Pan Malayan Management & Investment Corporation, Pan Malayan Realty Corporation, Pan Malayan Express, Inc., Pan Pacific Computer Center, Inc., People eServe Corporation, Philippine Integrated Advertising Agency, Inc., Royal Commons, Inc., RCBC Forex Corporation, RCBC Realty Corporation, RCBC Land, RCBC Securities, Inc., RCBC Bankard Services Corporation, RCBC Securities, Inc., RP Land Development Corporation, Sun Life Grepa Financial, Inc., Yuchengco Museum, YGC Corporate Services, Inc., Y Realty Corporation, Y Tower II Office Condominium Corp., Yuchengco Tower Office Condominium Corp. and Xamdu Motors, Inc.

Educational Background: Atty. Samuel V. Torres is a graduate of Bachelor of Science in Business Economics from University of the Philippines and Bachelor of Laws from Ateneo de Manila University.

LOUIE MARK R. LIMCOLIOC, 36

Asst. Corporate Secretary (2021 to present)
Compliance Officer (2021 to present)
AVP for Legal and Corporate Affairs

Other Business Experience:

Corporate Secretary

PetroGreen Energy Corporation
PetroWind Energy Inc.
PetroSolar Corporation
Buhawind Energy Northern Luzon Corporation
Buhawind Energy Northern Mindoro Corporation
Buhawind Energy East Panay Corporation

Educational Background: Atty. Louie Mark R. Limcolioc graduated with a degree of Bachelor of Arts in Legal Management from the University of Santo Tomas. He obtained his Bachelor of Laws/Juris Doctor degree from San Beda College Alabang. He worked with Padilla Asuncion Law Office as Associate Lawyer before joining the Company in 2015.

MARIA VICTORIA M. OLIVAR, 50

AVP for Operations

Ms. Olivar is the AVP for Operations (2021 to present) of PetroEnergy Resources Corporation and Assistant Vice President of Maibarara Geothermal, Inc. She worked with PNOC Energy Development Corporation from 1996 to 2010 and with Comexco, Inc from 1993 to 1996.

Educational Background: Ms. Olivar is a graduate of Bachelor of Science in Geology from University of the Philippines. She received her Master's Degree in Geology from the Geothermal Institute, University of Auckland, New Zealand. She received her Diploma on Geothermal Technology from the Geothermal Institute, University of Auckland, New Zealand.

VANESSA G. PERALTA, 37

AVP for Corporate Communication and CIO (2021 to present)
Corporate Communication Senior Manager (2017-2021)
Corporate Communication Officer (2016 - 2017)
Data Privacy Officer.

Educational Background: Ms. Peralta is a graduate of Bachelor of Science in Development Communication from the University of the Philippines.

b. Legal Proceedings

The Company is not aware of any legal case, presently or during the last five (5) years, involving the present members of the Board of Directors or Executive Officers or their property before any court of law or administrative body in the Philippines or elsewhere. Moreover, the Company has no information that the above named persons have been convicted by final judgment of any offense punishable under the laws of the Philippines or of any other country.

c. Significant Employees

The Corporation has no employee who is not an executive officer that is expected to make a significant contribution to the business. The Corporation values its human resources. It strives to develop and maintain a safe, healthy, challenging, rewarding, participative, and fair working environment for all employees, and intends to utilize their full talents and expertise through effective selection, mentoring and development. The Company likewise seeks to offer career opportunities to qualified employees, regardless of gender, belief, ethnic or regional origin, and physical condition. It expects each employee act as a team player and do his or her share in achieving the Corporation's set goals.

d. Family Relationships

Ms. Helen Y. Dee and Ms. Yvonne S. Yuchengco are siblings.

e. Certain Relationships and Related Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. A related party relationship also exists between and/or among entities, which are under common control with the reporting enterprises and its key management personnel, directors, or its shareholders. In considering each related party relationship, attention is directed to the substance of the relationship, and not merely the legal form. Related parties may be individuals or corporate entities.

As a good corporate practice, the Company discloses its related party transactions, if any, in its Audited Financial Statements (AFS). In this regard, please refer to the 2020 Consolidated AFS, Note 25, for the significant transactions with related parties.

f. Disagreement with the Company

No Director has resigned from the Board of Directors since the date of the last meeting of shareholders due to disagreement with the Company on any matter relating to its operations, policies and practices.

6. Compensation of Directors and Executive Officers

Summary of Annual Compensation Table

Name and Principal Position		Year	Salary	Bonus	Other Annual Compensation	Total
Top 5 Highest paid key officers:						
Milagros V. Reyes	President					
Francisco G. Delfin, Jr.	Vice President					
Carlota R. Viray	AVP - Finance					
Louie Mark R. Limcolioc	Asst, Corporate Secretary					
Maria Victoria M. Olivar	AVP - Technical Affairs					
Vanessa G. Peralta	AVP - Corp Communication and CIO					
Total salaries top 5 highest paid officers						
		2019	13,948,386	8,837,996	1,096,922	23,883,304
		2020	13,317,746	5,367,137	2,277,415	20,962,298
		2021	13,709,669	4,329,249	2,771,495	20,810,413
		2022	13,528,027	8,386,512	2,837,201	24,751,739
		2023 est	17,667,883	7,022,321	2,560,725	27,250,928
All Directors and Officers as a group		2019	13,948,386	8,837,996	5,804,539	28,590,921
		2020	13,317,746	5,367,137	7,951,613	26,636,496
		2021	13,709,669	4,329,249	7,595,699	25,634,617
		2022	13,528,027	8,386,512	9,219,001	31,133,540
		2023 est	17,667,883	7,022,321	12,357,101	37,047,304

For the recently completed year, directors received a per diem of P5,000 per meeting (in attending board meetings and committee meetings) which will continue to be received in the ensuing year. Directors also received a Profit Share which is already included in the amount of other annual compensation above.

In 2022, the directors of the Company (including independent directors received per diems for Board and committee meetings attended, net of tax as follows:

Name of Director	Position	Amount
Helen Y. Dee	Chairman	95,000.00
Milagros V. Reyes	Director/President	60,000.00
Yvonne S. Yuchengco	Director/Treasurer	60,000.00
Cesar A. Buenaventura	Independent Director	95,000.00
Maria Mercedes M. Corrales	Independent Director	95,000.00
Eliseo B. Santiago	Independent Director	60,000.00
Lorenzo V. Tan	Director	60,000.00

Aside from those mentioned above, there are no other arrangements pursuant to which any director of the Company was compensated, or is to be compensated, directly or indirectly, other than those stated in the above table during the Company's last completed fiscal year and the ensuing year for any service provided as an executive officer or member of the Board of Directors.

No warrants or options were granted to the Directors and Officers up to 2023.

There is no director, executive officer, nominee for director, beneficial holder and family member involved in any business transaction of the Company.

7. External Auditors

a. Appointment of External Auditors

The Company's external auditor is SyCip Gorres Velayo & Co. (SGV & Co.), with office address at SGV Building, 6760 Ayala Avenue, Makati City, Philippines. SGV & Co. has been reappointed during the Company's recent Annual Stockholders' Meeting on July 28, 2022. The representatives of SGV & Co. have always been present at the Annual Stockholders' Meeting held during prior years and shall likewise be present during for this year's Stockholders' Meeting to respond to appropriate questions or make statements with reference to matters for which their services were engaged.

The Company is in compliance with SRC Rule 68 paragraph 3 (b)(1V) requiring the rotation of external auditors or engagement partners who have been engaged by the Company for a period of five consecutive years and the mandatory two-year cooling-off period for the re-engagement of the same signing partner or individual auditor. The engagement partner who conducted the audit for 2022, Ms. Ana Lea C. Bergado, has not been involved as engagement partner for more than five (5) years.

b. Audit and Other Related Fees

Audit and Other Related Fees

The Audit Committee approved SGV & Co.'s fees based on the services rendered and the amount paid from the previous year's audit fees.

c. Changes and Disagreements with Accountants on Accounting and Financial Disclosure.

The Company has not changed SGV & Co. as its auditor and has not had any disagreements on any matter relating to accounting principles or practices, financial statement disclosures, or auditing scope or procedure during the last three years or any subsequent interim periods.

8. Compensation Plans

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

C. ISSUANCE AND EXCHANGE OF SECURITIES

9. Authorization or Issuance of Securities Other than for Exchange
There is no matter or corporate action to be taken up in the meeting with respect to issuance of securities.

10. Modification or Exchange of Securities
No modification of Outstanding Securities

11. Financial and Other Information
The Company's financial statements for the year ended December 31, 2022 and Management's Discussion and Analysis or Plan of Operations are contained in the Management Report portion of this Information Statement.

12. Mergers, Consolidation, Acquisition and Similar Matters
Not Applicable

13. Acquisition or Disposition of Property
On April 24, 2023, PERC signed a Share Purchase Agreement with EEIPC to acquire, upon fulfillment of all conditions therein, the latter's common shares in PGEC, PSC and PWEI.

14. Restatement of Accounts
None

D. OTHER MATTERS

15. Actions with Respect to Reports

During the scheduled Regular Annual Stockholders' Meeting, the following shall be submitted to the stockholders for their approval:

a) The Minutes of the Annual Stockholders' Meeting held on July 28, 2022;

b) Approval of Management Report and the 2022 Audited Financial Statements contained in the 2022 Annual Report.

c) Confirmation and Ratification of all acts, contracts and investments made and entered into by Management and/or Board of Directors during the period of July 28, 2022 to July 27, 2023.

1) Constitution of various Committees and Appointment of Chairman and Members: (Organizational Meeting held on July 28, 2022), such as:

Audit Committee
Chairman - Cesar A. Buenaventura (Lead Independent Director)
Members - Maria Mercedes M. Corrales (Independent Director)
- Helen Y. Dee (Non-Executive Director)
Corporate Governance Committee
Chairman - Maria Mercedes M. Corrales (Independent Director)
Members - Cesar A. Buenaventura (Lead Independent Director)
- Eliseo B. Santiago (Independent Director)

Board Risk Oversight Committee
Chairman - Eliseo B. Santiago (Independent Director)
Members - Cesar A. Buenaventura (Lead Independent Director)
- Lorenzo V. Tan (Non-Executive Director)

2) Board Approvals

i) Regular BOD July 28, 2022
a. Dividend Declaration – PhP0.05 per share
b. Retention and re-election of Mr. Eliseo B. Santiago and Mr. Cesar A. Buenaventura as Independent Directors
c. Appointment of SyCip Gorres Velayo & Co. (SGV & Co.) as External Auditor of the Company

ii) Special BOD September 15, 2022
a. Approval to sign the Shareholders' Agreement with PetroGreen Energy Corporation and Kyuden International Corporation
b. Approval to trade-in and purchase new vehicle
c. Approval to Reactive and Update Dorman Bank Accounts with RCBC
d. Approval to Update Signatories for the Retirement Trust Fund with RCBC

iii) Regular BOD November 24, 2022
a. Renewal of Credit Line with the Development Bank of the Philippines

iv) Regular BOD March 30, 2023
a. Renewal of Directors' and Officers' Liability Insurance
b. Increase in Credit Limit with BPI
c. Approval for the holding of 2022 Annual Stockholders' Meeting

v) Special BOD April 20, 2023
a. Approval to acquire shares owned by EEI Power Corporation in PGEC, PWEI and PSC

vi) Special BOD April 17, 2023
a. Approval of the 2022 Audited Financial Statements

vii) Special Regular BOD May 15, 2023
a. Approval of the 2023 First Quarter Financial Statements (SEC Form 17-Q)

16. Matters Not Required to be Submitted

a) Proof of the required notice of the meeting.
b) Proof of the presence of a quorum.

17. Amendments of Charter, By-Laws and Other Documents

None

18. Other Proposed Action

None

19. Voting Procedures

Section 23 of the Revised Corporation Code of the Philippines and Section 7 of Article III of the By-Laws of the Corporation provides that:

"At all elections of Directors, each stockholder may vote the shares registered in his name in person or by proxy for as many persons as there are Directors, or he may cumulate said shares and give one candidate as many vote as the number of Directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, however, that the whole number of votes cast by him shall not exceed the number of shares owned by him as shown on the Company's stock transfer books multiplied by the whole number of Directors to be elected."

With respect to amendments to various provisions of Articles of Incorporation, the approval of the stockholders owning two-thirds (2/3) of the outstanding capital stock is required. Other items that need action of the stockholders require simple majority.

The voting procedure for election and approval of corporate actions in which Stockholders' approval will be required shall be by "*viva voce*", unless voting by ballot is decided upon during the meeting.

The methods by which votes will be counted, except in cases where voting by ballots is applicable, voting and counting shall be by "*viva voce*". If by ballot, counting shall be supervised by external auditors and transfer agent.

However, considering that the Company will dispense with the physical attendance of its stockholders, the Board of Directors has adopted an internal procedure for the voting and participation in the 2023 Annual Stockholders' Meeting, which covers both electronic voting *in absentia* and proxy voting. For the detailed steps and guidelines, please see attached **Annex "A"** – **Procedures and Requirements for Voting and Participation in the 2023 Annual Stockholders' Meeting.**

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 June 19, 2023.

PETROENERGY RESOURCES CORPORATION
By:

ATTY. SAMUEL V. TORRES
Corporate Secretary

Undertaking to Provide Annual Report

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER WITH A COPY OF THE ANNUAL REPORT ON SEC FORM 17-A, FREE OF CHARGE. ANY WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A SHOULD BE ADDRESSED TO THE FOLLOWING:

Office of the Corporate Secretary
PETROENERGY RESOURCES CORPORATION
7th Floor, JMT Building, ADB Avenue
Ortigas Center, Pasig City

MANAGEMENT REPORT TO STOCKHOLDERS
PART I - BUSINESS AND GENERAL INFORMATION

INCORPORATED HEREIN ARE THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF PETROENERGY RESOURCES CORPORTION FOR THE YEAR ENDED DECEMBER 31, 2022 WITH THE CORRESPONDING STATEMENT OF MANAGEMENT RESPONSIBILITY and 2023 FIRST QUARTERLY REPORT.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

For the last five (5) years, there have been no disagreements with the independent accountant on any matter of accounting principles or practices, financial statement disclosures or auditing scope or procedure. During the two most recent fiscal years, the independent accountant has not resigned, was dismiss or otherwise ceased performing services for the Company. (Please see discussion on page 17 of the Information Statement Item 7 – Independent Public Accountant, Audit and Audit-Related Fees.

<u>Item 1 - Business Development</u>

PetroEnergy Resources Corporation ("PERC" or "PetroEnergy" or the Parent Company) is a publicly-listed domestic corporation. Its registered office and principal place of business is 7/F, JMT Building, ADB Avenue, Ortigas Center, Pasig City.

PERC was organized on September 29, 1994 as Petrotech Consultants, Inc. to provide specialized technical services to its then parent company, Petrofields Corporation, and to companies exploring for oil in the Philippines.

In 1997, PERC simultaneously adopted its present name and changed its primary purpose to oil exploration and development and mining activities. Subsequently in 1999, PERC assumed Petrofields' oil exploration contracts in the Philippines and the Production Sharing Contract covering the Etame discovery block in Gabon, West Africa.

On August 11, 2004, PERC's shares of stock were listed at the PSE by way of introduction.

In 2009, following the enactment of Republic Act No. 9513, otherwise known as the "Renewable Energy Act of 2008" (RE Law), PERC amended its articles of incorporation to include among its purposes the business of generating power from renewable sources such as, but not limited to, biomass, hydro, solar, wind, geothermal, ocean and such other renewable sources of power.

On March 31, 2010, PERC incorporated PetroGreen Energy Corporation (PetroGreen or PGEC), its 67.5%-owned subsidiary (90%-owned in 2021) to act as its renewable energy arm and holding company. PGEC ventured into renewable energy development and power generation through its subsidiaries and affiliate: (a) Maibarara Geothermal, Inc. (MGI, 65%-owned) - owner and developer of the 20 MW Maibarara Geothermal Power Project (MGPP-1) in Santo Tomas, Batangas and its expansion, the 12 MW MGPP-2; (b) PetroSolar Corporation (PetroSolar, 56%-owned) - owner and developer of the 50MW_{DC} Tarlac Solar Power Project (TSPP-1) in Tarlac City and its 20 MW_{DC} expansion, TSPP-2; (c) PetroWind Energy, Inc. ("PetroWind", 40%-owned) – owner and developer of the 36 MW Nabas Wind Power Project (NWPP-1) in Nabas and Malay, Aklan. d) Buhawind Energy Northern Luzon Corporation, Buhawind Energy Northern Mindoro Corporation and Buhawind Energy East Panay Corporation (40% owned) - owner and developer of the proposed ~2000 MW Northern Luzon, ~1000 MW Northern Mindoro and ~1000 MW East Panay Offshore Wind Power Projects, respectively.

MGI and PetroSolar are effectively indirect subsidiaries of PetroEnergy through PetroGreen. PetroGreen owns majority of the voting power of MGI and PetroSolar. PetroEnergy, PetroGreen, MGI and PetroSolar are collectively referred to as the "Group" and were incorporated in the Philippines.

PERC entered into a Share Purchasse Agreementwith EEI Power Corporation for the purchase of the latter's entire shareholdings in PWEI, PSC and PGEC. Upon completion of all the documentary requirements for the transfer of the subject shares, PERC will become 20% equity interest owner in PWEI, 44% equity interest owner in PSC and 75% equity interest owner in PGEC.

Business of Issuer

Description of Business

The Group's four (2) main energy businesses are: (1) upstream oil exploration and (2) development, and power generation from renewable energy resources such as, (a) geothermal, (b) solar, and (c) wind, through the Group's affiliate, PetroWind.

(1) Upstream Oil Exploration and Development

Oil and gas are buried several thousands of meters underneath the earth. The explorationist, therefore, neither sees nor touches his target. This lack of physical access, however, is compensated by applying various geological, geophysical, and geochemical exploration tools.

In the actual drilling of hydrocarbon, computer-guided drilling rigs dig rock layers several kilometers below the surface. In offshore exploration and production, robot submarines are used to emplace and control subsea equipment and materials. These intensive application of modern technology requires large amounts of capital. Oil exploration companies worldwide had adopted the prudent strategy of pooling together in a consortium to pursue exploration in order to distribute risk and minimize financial exposures.

The common financial arrangement between host countries and the exploration companies is the sharing in costs and revenues from the sale of the hydrocarbon products. The host country partakes in the costs by allowing the explorationists to recover an agreed percentage of the historical costs before the net proceeds are divided between the government and the consortium.

Oil Exploration and Development Projects

The principal properties of the Company consist of various oil areas located in the Philippines and in Gabon. Petroleum production is on-going in the Etame (Gabon) concession, while the other petroleum concessions in the Philippines are still in the advances exploration stages or pre-development stages. The following are a brief description and update on these projects.

<u>Foreign Operations</u>

<u>Gabon, West Africa</u>

The Group holds approximately 2.53% participating interest in the Exploration and Production Sharing Contract covering the Etame block in Gabon, West Africa (the "Etame Marin Permit"). The other parties in the consortium are Addax Petroleum Etame, Inc. (33.90%) and VAALCO Gabon (Etame), Inc. (63.58%) (the "Gabon Consortium"), are leaders in their respective areas of operation. VAALCO is the Consortium's operator, and is in charge of conducting the exploration and production activities in the Gabon contract area.

The EPSC is a contract with the Gabonese Government that gives the holder of the said EPSC exclusive rights and obligations to perform exploration, exploitation, and production activities and in the case of the consortium, within the Etame Marin Permit area.

In August 2021, the Consortium entered into a Bareboat Charter Agreement and Operating Agreement with World Carrier Offshore Services Corporation (World Carrier) to provide and operate a Floating Storage and Offloading (FSO) unit at the Etame Marin field for up to eight (8) years with additional option periods available upon the expiration of the current 20-year Floating Production, Storage and Offloading (FPSO) contract with BW Offshore in September 2022.

In December 2021, the consortium commenced a four-well drilling program in the Etame, Avouma and North Tchibala fields using the Borr Norve jack-up drilling rig, aimed to sustain field production to above 20,000 BOPD.

Etame-8H sidetrack was completed in February 2022. Avouma-3H sidetrack was completed in April 2022, South Tchibala-1HB sidetrack in July 2022, and North Tchibala-2H sidetrack in November 2022. Workovers were also conducted on Ebouri-2H, North Tchibala-1H and Southeast Etame-4H wells within 2022. This resulted in an increase in overall crude production of ~18,000-20,000 BOPD by the end of 2022.

Given the extended EPSC period, the Consortium is currently firming up the most feasible Integrated Field Development Plan (IFDP) to extract the remaining recoverable oil volumes until at least 2028 up to 2038 (final extension). This IFDP may include: 1) production from sour oil reserves, 2) outfield drilling opportunities, and 3) facility maintenance strategies.

<u>Update on Production</u>

Production was routed to the Petroleo Nautipa, the spread-moored (FPSO) vessel from the Etame, Avouma-Southeast Etame-North Tchibala and Ebouri platforms, and from the wells tied to the subsea Etame manifold. The produced oils were processed and exported from the FPSO, which had a storage capacity of one million barrels of oil (MMBO).

Throughout 2022, facility reconfiguration works were being completed in parallel for the hook-up and commissioning of the new FSO vessel Teli, which replaced the Petroleo Nautipa FPSO vessel in mid-October 2022. The FSO vessel is now operational and receiving crude from all Etame Marin platform wells. The two (2) old subsea wells – Etame-6H and Etame-7H – which were originally connected directly to the old Petroleo Nautipa FPSO, have been hooked-up to the FSO last December 30, 2022. Final punchlist items are currently being completed.

Crude production comes from four (4) oil fields (Etame, Avouma, Ebouri and North Tchibala).

In 2022, total crude production reached 5.94 MMBO. The Consortium managed 11 liftings, resulting in net crude export of 5.133 MMBO, with crude oil market prices ranging from US$ 76 – US$ 133 per barrel.

In 2021, total crude production reached 5.42 MMBO. The Consortium managed 11 liftings, resulting in net crude export of 5.867 MMBO, with crude oil market prices ranging from US$ 50 – US$85 per barrel.

In 2020, total crude production reached 6.57 MMBO. The Consortium managed 11 liftings, resulting in a net crude export of 6.02 MMBO, with crude oil market prices ranging from US$ 17 – US$66 per barrel.

Since the Gabon oilfield has been put on-line in 2002, a total of 130 MMBO have been extracted to date over the last 20 years.

Philippine Operations

SC 6-A - Octon-Malajon Block

This is one of the first exploration areas in offshore Palawan. It includes about 165,000 hectares of relatively shallow water areas where a string of wells has found non-commercial oil accumulations in varied reservoir horizons. DOE granted in June 2009 the final 15-year extension of the SC-6A service contract.

In 2019, consortium operator Philodrill completed seismic interpretation and mapping works for the northern portion of the Octon-Malajon block, using recent and old SC 6A seismic data and subsurface data from the adjacent Galoc

In 2020, Philodrill engaged Dubai-based consultants LMKR to conduct Quantitative Interpretation (QI) works to determine possible drilling opportunities in the northern portion of the block (Malajon field); the results of which were provided to the consortium in January 2021.

In March 31, 2021, Philodrill gave notice to the DOE that the Joint Venture has elected not to enter the 12th year of the final 15-year term of SC 61 and consequently surrender the Service Contract. The limited term remaining in the SC 6-A until its expiry in February 2024 exacerbated by the Covid-19 situation, greatly hampered the timely execution of the programs that the Joint Venture envisage undertaking to pursue appraisal programs and potential development opportunities in the area.

The DOE formally approved the relinquishment of SC 6-A on September 05, 2022.

Following the above, as of December 31, 2021, the Group has written –off the P159.298 million deferred cost.

PERC held a 16.667% participating interest in SC 6-A

SC 14-C2 - West Linapacan, Northwest Palawan

West Linapacan was discovered in the early 1990s. It produced oil from 1992 to 1996, peaking at 18,000 BOPD, before it was shut-in due to early water incursion.

The SC 14C2 Consortium, led by operator Philodrill Corp., negotiated with a potential farmee for the drilling of potential drilling targets, in exchange for a majority share and Operatorship of SC 14C2. This farm-in is subject to the approval of the Department of Energy (DOE).

While the consortium awaited the farmee's completion of the farm-in documentation, Philodrill continued to do in-house G&G work over at the West Linapacan area at the interim. For compliance, a "Transition Work Program and Budget, covering November 2020 to March 2021 was submitted to the DOE in November 2020 and was approved.

Throughout the second half of 2021 and 2022, the SC 14-C2 consortium proceeded with a third-party technical evaluation of the West Linapacan B field, to assess potential production opportunities. SC 14-C2 is due to expire in December 2025.

Due to the limited term remaining, the Group assessed the recoverability of the investment included in "Wells, platforms and other facilities" account under "Property, plant and equipment" and recorded Impairment loss amounted to ₱144.40 million in 2021 (nil in 2020 and 2019).

As of December 31, 2021 and 2020, the investment amounts to ₱61.92 million and ₱206.32 million, respectively.

PERC holds a 4.137% participating interest in SC 14C2.

<u>SC 75 – Offshore Northwest Palawan</u>

Service Contract 75 (SC 75) was signed on December 27, 2013 with partners PXP Energy Corporation (50%) and PNOC-Exploration Corporation (35%). The block covers the West Philippine Sea with an area of 616,000 hectares.

On October 14, 2020, the Department of Energy (DOE) issued a formal notice to the SC 75 consortium, lifting the Force Majeure imposed since September 2015. Through this letter, the consortium was notified to resume its Work Program commitments under SC 75, including the committed ~1,000 sq.km 3D seismic survey over the identified leads in SC 75.

On January 06, 2022, the SC 75 consortium officially engaged Shearwater Geoservices Ltd. for the ~1,100 sq.km 3D seismic survey over SC 75 using the M/V Geo Coral seismic vessel. However, the programmed 3D seismic acquisition campaign was suspended on April 06, 2022 after Operator PXP Energy Corporation received a written directive from the DOE to put all exploration activities on hold until the Security, Justice and Peace Coordinating Cluster (SJPCC) issues the necessary clearance to proceed. On April 11, 2022, PXP declared a Force Majeure event over the suspended seismic survey.

The SC 75 consortium is awaiting further instructions from the DOE, while all contracted vessels and personnel for the seismic survey have since demobilized from the SC 75 area.

As of December 31, 2022 and 2021, the corresponding percentages of the Group's participation in the various Petroleum SC areas are as follows:

Gabonese Oil Concessions	2.525%
SC 14C2 - West Linapacan	4.137%
SC 75 - NW Palawan	15.000%

The oil revenues are derived from Gabon Operations. All contractual obligations with the Gabonese Government are complied with. The Philippine contracts are in exploration stage and some contracts are being farmed out to reduce risk inherent to the business.

(2) Development, and power generation from Renewable Energy Resources

(a) Geothermal Energy

<u>Maibarara Geothermal Power Project</u>
Geothermal Renewable Energy Service Contract (GRESC) No. 2010-02-012

Following the DOE's Philippine Energy Contracting Round for Geothermal in 2009, PetroEnergy signed the Service Contract for the Maibarara Geothermal Power Project (MGPP) on February 1, 2010. PetroEnergy then conducted pre-development activities from 2010 to 2011. In order to carry out the development and operations of the MGPP, PetroEnergy (through its subsidiary, PetroGreen) then created Maibarara Geothermal, Inc. (MGI) along with Trans-Asia Oil and Energy Development Corporation ("Trans-Asia"), subsequently renamed as PHINMA Energy Corporation or "PHINMA", and now known as ACEN Corporation or ("ACEN") and PNOC Renewable Corporation (PNOC RC), with 65%, 25%, and 10% equity ownerships, respectively.

In June 2019, ACEN, the energy platform of Ayala Corporation, completed the acquisition of PHINMA, including PHINMA's 25% share in MGI.

<u>20 MW Maibarara-1 Geothermal Power Plant (MGPP-1)</u>
The DOE confirmed the commerciality of the 20-MW MGPP-1 in 2011, allowing MGI to proceed with the MGPP's development stage, involving 1) the drilling of two (2) wells to complete the steam production and reinjection well capacities, and 2) the construction of the steamfield and power plant facilities. The MGPP-1's 115kV Transmission Line system was successfully connected to the existing Manila Electric Company (MERALCO) line in September 2013. Upon completion of the reliability and performance testing, the MGPP-1 went on commercial operations on February 8, 2014. All electricity generated are sold to offtaker, ACEN, following the aforementioned acquisition of PHINMA by ACEN.

On February 08-27, 2021, the Maibarara-1 facility had a scheduled minor maintenance shutdown. Various maintenance activities for the unit's mechanical and electrical, and instrumentation facilities, as well as for the switchyard and transmission lines, were carried-out by MGI technical staff and private contractors.

MGPP-1 underwent its second major preventive maintenance shutdowns (PMS) in February 2022; the first having been conducted in 2016.

On the steamfield side, the two (2) production wells dedicated to MGPP-1 operations—Mai-6D and MB-12D—continued to behave consistently with dynamic but sustainable production.

MGPP-1 exported 134.48 GWh and 157.60 GWh of electricity in 2022 and 2021, respectively.

<u>12 MW Maibarara-2 Geothermal Power Plant (MGPP-2)</u>
With the stable performance of the reservoir, MGI decided to pursue an expansion of the MGPP. There was at least 5 MW of excess steam supply from the MGPP-1 wells, and with the ~6 MW capacity of the new well, an expansion of 12 MW was decided and approved in 2015 (MGPP-2).

Major power plant components from Fuji Electric Co. Ltd. ("Fuji", the same supplier as the MGPP-1) were delivered and installed on site from March to April 2017. MGPP-2 was first synchronized to the grid on March 9, 2018, with the full 12 MW attained on March 18, 2018. Reliability tests were then conducted from March 18 to 27, 2018, during which the power plant was on full 12 MW operation.

The Energy Regulatory Commission (ERC) formally notified MGI of the approval of MGPP-2's Certificate of Compliance (COC) application on April 26, 2018. Subsequently, the MGPP-2 was accepted into the Wholesale Electricity Spot Market (WESM) on April 30, 2018 - pegging the MGPP-2's start of Commercial Operations on the same date. This operationally started the application of MGPP-2's Electricity Supply Agreement (ESA) with PHINMA, now ACEN, wherein all of MGPP-2's generated electricity are sold to ACEN.

Workover operations were conducted on production well MB-15D in June 2022. After which, new production well MB-18D was drilled in September 2022 and hooked-up in November 2022. To date, the field's total gross output is now being sustained at ~33 MW.

MGPP-2 exported 70.23 GWh and 93.80 GWh of electricity in 2022 and 2021, respectively.

Both the MGPP-1 and the MGPP-2 are registered with the Board of Investments and are enjoying the incentives under the Renewable Energy Act of 2008.

(b) Solar

<u>Tarlac Solar Power Project (TSPP)</u>
Solar Energy Service Contract (SESC) No. 2015-03-115

The SESC for the TSPP was awarded by the DOE on March 19, 2015. On June 17, 2015, PGEC and affiliate EEI Power Corporation ("EEIPC", 100% subsidiary of EEI Corporation), incorporated PetroSolar to undertake the development of the TSPP.

<u>50 MWDC Tarlac Solar Power Project-1 (TSPP-1)</u>
On June 22, 2015, PetroGreen and solar farm lot owner, Luisita Industrial Park Corporation (LIPCO), executed a Lease Agreement for the 55-hectare solar farm development. This was assigned to PetroSolar on September 15, 2015. As the LIPCO property is within the Central Technopark, which is under the jurisdiction of the Philippine Economic Zone Authority (PEZA), PetroSolar was able to register as an Ecozone Utilities Enterprise on July 28, 2015, entitling it to the incentives available to PEZA locators.

After only four (4) months of ground works, the TSPP-1 was completed by mid-January 2016 and was able to export power to the grid on January 27, 2016. The DOE eventually gave its Certificate of Endorsement (COE) - Feed-in-Tariff (FiT) for TSPP-1, with an official Commercial Operations Date on February 10, 2016. Subsequently, on April 6, 2016, PSC executed its Renewable Energy Payment Agreement (REPA) with the National Transmission Corporation (TransCo), assuring the TSPP-1's revenues from the FiT payment of ₱8.69/kWh from 2016 to 2036.

The total energy exported to the grid was 70.33 GWh and 73.47 GWh in 2022 and 2021, respectively.

20 MWDC Tarlac Solar Power Project (TSPP-2)
On September 17, 2018, the BOI formally awarded to PetroSolar the latter's Certificate of Registration for the 20 MW_{DC} TSPP-2. This approval entitles the TSPP-2 to enjoy duty-free importations, and a seven-year Income Tax Holiday (ITH), among others.

After the site construction works for the TSPP-2 were completed in March 2019 and its registration with the WESM was secured from the Independent Electricity Market Operator of the Philippines Inc. (IEMOP) on April 21, 2019, the TSPP-2 started exporting power to the grid on April 22, 2019 as part of its testing and commissioning activities. The Energy Regulatory Commission (ERC) conducted its technical inspections for the TSPP-2 on May 31, 2019, as part of PetroSolar's Certificate of Compliance (COC) for TSPP-2.

On February 27, 2020 and March 18, 2020, the DOE formally issued to PSC the Certificate of Confirmation of Commerciality (COCOC) and the Certificate of Endorsement (COE) for TSPP-2, respectively. The COE is a prerequisite to the issuance of the Certificate of Compliance (COC) by the ERC. The COC will determine the official Commercial Operations Date (COD) for TSPP-2.

The ERC issued a Provisional Approval to Operate (PAO) to TSPP-2 on December 16, 2021, subject to PSC's compliance to 1) public offering requirement and 2) terms under PSC's Point-to-Point application, which was approved by the ERC in a Decision promulgated on April 8. 2022. However, PSC filed its Motion for Reconsideration on April 25, 2022 seeking the ERC's approval to allow PSC to implement its proposed interim connection scheme while the route for the soon-to-be constructed Concepcion-Sta. Ignacia is finalized by the National Grid Corporation of the Philippines (NGCP). The said PAO is valid until December 15, 2022, and sets TSPP-2's WESM COD to January 25, 2022.

TSPP-2 exported 29.46 GWh and 30.48 GWh in 2022 and 2021, respectively.

Puerto Princesa Solar Power Project (PPSPP)
Solar Energy Service Contract (SESC) No. 2017-01-360

The Service Contract for the Puerto Princesa Solar Power Project (PPSPP) was signed by DOE Secretary Alfonso Cusi on February 27, 2017. The PPSPP aims to put up a 10-20 MW off-grid solar hybrid power facility in Puerto Princesa City, Palawan to meet the increasing electricity demand and address the fluctuating electricity situation in the city through solar power.

PetroGreen has secured all local government endorsements needed for eventual facility development. In January 2020, PGEC was among seven (7) pre-qualified bidders for the 20-MW Palawan Main Grid Competitive Selection Process (CSP) of the Palawan Electric Cooperative (PALECO). On March 12, 2020, PALECO issued a bulletin which states that the submission and opening of bids was postponed until further notice.

On January 18, 2021, PALECO issued a bulletin resuming the Palawan Main Grid 20-MW CSP after a 10-month postponement, with minor revisions to the bid terms as approved by the DOE and the National Electrification Administration (NEA). However, PGEC decided to withdraw from said bidding process, owing to PALECO's final Terms of Reference (TOR), which severely limit the economic feasibility of PGEC's planned investment.

On September 7, 2022, PGEC has sent a letter to DOE for the intention to Relinquish the Service Contract and settled the remaining financial obligations under the SESC. As of December 31, 2022 the DOE has not yet given their official approval of the relinquishment of the said SESC.

Enrique T. Yuchengco Bldg. Rooftop Solar Power Project (ETY) – Binondo, City of Manila
On April 29, 2021, PGEC completed its first commercial and industrial (C&I) rooftop solar project for the Enrique T. Yuchengco Bldg. in Binondo, Manila.

The building owner E.T. Yuchengco Inc. (ETY) and project owner PGEC signed a 15-year Rent-to-Own Agreement for a 140.8-kWp solar rooftop facility last January 14, 2021. The rental period commenced upon the project's completion in April 2021. After said 15-year cooperation period, PGEC will turn-over the said rooftop solar facility to ETY free of charge.

The ETY rooftop solar facility exported 0.140 GWh and 0.096 GWh of electricity in 2022 and 2021, respectively.

Bugallon Solar Power Project (BSPP)
Solar Energy Operating Contract (SEOC) No. 2022-04-622

On May 05, 2022, PGEC was awarded a Solar Energy Operating Contract (SEOC) by the DOE for its Bugallon Solar Power Project (BSPP) in Brgy. Salomague Sur, Bugallon, Pangasinan.

For the year, PGEC has completed the Distribution Impact Study (DIS) for the BSPP, which has been approved by the Central Pangasinan Electric Cooperative (CENPELCO), and subsequently endorsed to the National Electrification Administration (NEA) for their approval.

PGEC also secured the Certificate of Non-Overlap (CNO) from the National Commission on Indigenous Peoples (NCIP) for the project, confirming that the project site is outside any ancestral domain and free from any tribal claims.

In parallel, the issuance of the Municipal Resolution endorsing the land reclassification for the BSPP site is still being undertaken by an external legal counsel. Once this is secured, PGEC will lodge its application for the project endorsement by the Pangasinan Sangguniang Panlalawigan (SP) and the Zoning Clearance.

Dagohoy Solar Power Project (DSPP)
Solar Energy Operating Contract (SEOC) No. 2022-06-629

On June 28, 2022, PGEC was awarded a Solar Energy Operating Contract (SEOC) by the DOE for its Dagohoy Solar Power Project (DSPP) in Brgy. San Vicente, Dagohoy, Bohol.

To date, PGEC has secured favorable endorsements for the land reclassification of the DSPP site from the Dagohoy Sangguniang Bayan (SB) last October 2022 and by the Bohol SP last December 2022. Said resolutions are needed to secure the requisite Locational Clearance and Building Permit applications for the DSPP.

NGCP has approved PGEC's application to conduct the SIS for the DSPP via NGCP's Online Transmission Connection Application (OTCA) portal, with the DSPP's SIS proper tentatively scheduled for mid-2023.

While awaiting the SIS conduct, PGEC awarded to Media Construction and Development Corporation (MCDC) the contract for the initial site development works (site grading, access road and drainage construction, perimeter fence and gate). MCDC is targeting completion of site development works by August 2023.

(c) Wind

Nabas Wind Power Project (NWPP)
Wind Energy Service Contract (WESC) No. 2009-09-002

The service contract for the Nabas Wind Power Project (NWPP) covers 2,000 hectares of public and private lands in rolling terrain located near the northwestern tip of Panay Island. It lies about 6 km southeast of Caticlan, and electricity-deficient Panay and Boracay islands are natural markets of future power from NWPP.

It was decided that the NWPP will be constructed in two phases: Phase 1 for the existing 36 MW NWPP-1, consisting of 18 Wind Turbine Generators (WTG); while Phase 2 will be a 14 MW development that will have seven (7) WTGs (NWPP-2).

On May 26, 2013, the DOE issued the Confirmation of Commerciality for the 36 MW NWPP-1, making it the third WESC to be declared commercially feasible. Construction of NWPP-1 started in December 2013 and was completed in the first half of 2015.

On June 16, 2015, the DOE released the COE for FIT Eligibility (COE-FIT), endorsing the official start of commercial operation to be June 10, 2015. On August 17, 2015, the ERC approved PWEI's COC for NWPP-1. This confirms the commercial operations date of the wind farm to be June 10, 2015.

The annual total energy exported to the grid were 80.80 GWh, 91.35 GWh and 80.45 GWh in 2022, 2021, and 2020, respectively.

On May 13, 2020, the DOE formally awarded to PetroWind the Certificate of Confirmation of Commerciality (COCOC) for the planned 14-MW Nabas-2 Wind Power Project (NWPP-2). This signifies that NWPP-2 has been approved for construction as being commercially feasible.

In February 17, 2021, the DENR-EMB Region 6 issued the amended Environmental Compliance Certificate (ECC) to PetroWind for NWPP-2, while the Forest Land Use Agreement (FLAg) has been signed by the DENR Central Office in January 04, 2022.

On June 24, 2022, PWEI's NWPP-2 was formally announced as the winning bidder for the 20-MW Visayas wind allocation of the DOE's Green Energy Auction Program (GEAP), for a 20-year offtake term. On September 28, 2022, the DOE issued to PWEI its Certificate of Award for the GEAP wind allocation.

PWEI awarded to VESTAS the WTG Supply, Supervision, and Services Agreements on December 13, 2022 and VESTAS is set to deliver the six (6) NWPP-2 WTGs by the last week of July, 2023. On the other hand, PWEI also awarded and issued the Notice to Proceed (NTP) to EEI Corporation the contract for the Main Balance of Plant (BoP) for the Civil, Electrical (Substation and Switching Station, and Electrical Feeder Lines), including WTG Electro-Mechanical Works installation. Further, the Special Agreement for Protected Areas (SAPA) was officially signed by DENR in early-January 2023. It is the tenurial instrument that gives authority to PWEI to develop NWPP-2 in the approved area for at least 25 years.

San Vicente Wind Hybrid Power Project (SVWHPP)
Wind Energy Service Contract (WESC) No. 2017-09-118

On November 11, 2019, the DOE officially awarded to PetroGreen the San Vicente, Palawan WESC. The WESC, effective October 9, 2019, vests PetroGreen with the rights and responsibilities to harness wind energy and develop and operate the corresponding renewable energy facility in the area. The proposed project is situated in the municipality of San Vicente, Palawan, approximately 130 km north of Puerto Princesa.

Activities for the meteorological mast installation program for the San Vicente Wind Hybrid Power Project (SVWHPP) have been put on-hold due to COVID-19-related travel restrictions. Nonetheless, PGEC has secured on May 07, 2020 a Certificate of Non-Coverage (CNC) from the Department of Environment and Natural Resources (DENR) for the mast installation. PGEC also secured a Special Land Use Permit (SLUP) from the DENR on March 09, 2021 for the mast installation in San Vicente.

In December 2020, PGEC's contractor was mobilized to San Vicente, Palawan to carry out the installation works for the 60-meter meteorological mast to be used for the wind measurement campaign of the SVWHPP. The said mast was commissioned and turned-over to PGEC in July, 2021. Since July 2021 up to present, PGEC is continuing with the wind measurement campaign for the SVWHPP to assess the long-term wind resource to support a potential wind-hybrid power project in San Vicente.

(e) Offshore Wind

Northern Mindoro Offshore Wind Power Project

Northern Luzon Offshore Wind Power Project

East Panay Offshore Wind Power Project

In 2021, PGEC secured three (3) new Wind Energy Service Contracts (WESC) from the DOE covering three (3) offshore wind blocks, namely 1) Northern Luzon Offshore Wind Power Project (located offshore Ilocos Norte), 2) Northern Mindoro Offshore Wind Power Project (located offshore Occidental Mindoro), and 3) Easy Panay Offshore Wind Power Project (located offshore Iloilo). These projects will be developed by PGEC alongside Danish energy firm Copenhagen Energy A/S (CE) through new Special Purpose Vehicles named BuhaWind Energy Northern Luzon Corporation, Buhawind Energy Northern Mindoro Corporation and Buhawind Energy East Panay Corporation, respectively.

On December 28, 2021, the DOE issued to PGEC its formal endorsements for NGCP's conduct of the System Impact Studies (SIS) for the three (3) offshore wind blocks. The early issuance will help both DOE and NGCP to plan their grid improvements to accommodate large-scale capacities from these offshore wind projects. PGEC also secured DOE Endorsement to Local Government Units / National Government Agencies for the Northern Luzon project in January 2022.

Throughout 2022, PGEC and CE proceeded with several feasibility studies for the three (3) offshore wind blocks, namely 1) desktop wind and met-ocean resource studies, 2) power market study, and 3) desktop site characterization studies in preparation for detailed geophysical and geotechnical studies.

Specifically for the Northern Luzon block, PGEC and CE commenced with additional pre-development studies, namely 1) initial environmental pre-scoping study, 2) SIS application with NGCP, and 3) initial discussions with contractors for on-site wind measurement campaign.

Products
The group's main products are revenues from the electricity sales from renewable energy and crude oil production.

Electricity sales contribute 66.48% of the total revenues as of December 31, 2022. These are currently generated from MGPP-1, MGPP-2, TSPP-1 and TSPP-2.

Oil revenues are derived from PERC's share of producing offshore oil fields in Gabon, West Africa, which contributes 28.46% of the total revenues as of December 31, 2022.

Distribution Method

Electricity Sales
For Maibarara Geothermal Power Plant (MGPP) Unit 1 (20 MW) and MGPP Unit 2 (12 MW) which started commercial operations on February 8, 2014 and April 30, 2018, respectively, all the energy exported is sold to ACEN Corporation (formerly PHINMA Energy Corporation), a retail electricity supplier (RES), through an electricity supply agreement (ESA).

For the 50 MWdc Tarlac Solar Power Project (TSPP) which started its commercial operations on February 10, 2016 and qualified for the Fee-in-Tariff (FIT) scheme, all energy is exported to the grid and is distributed to all end-users who are connected to the grid. The National Transmission Corp. (TransCo), as the FIT administrator, facilitates the payments to FIT-eligible plants, such as TSPP.

Crude oil
The Consortium entered into a crude sales agreement with Glencore Energy UK Ltd. where a single buyer is committed to buy based on a pricing scheme that is benchmarked on Dated Brent. Dated Brent represents the value of physical crude oil trading for prompt delivery in the open spot market. With this type of agreement, the Consortium will be assured of its crude oil being purchased at a fixed pricing scheme.

Physical transfer of the oil was effected at the offshore production site from the Floating Production Storage and Offloading Vessel (FPSO) to the buyer's oil tanker. The FPSO was replaced by the FSO in October 2022, carrying out similar functions as the FPSO.

Competition
In the Company's RE business, there is a risk that bigger power producers, particularly those that operate coal power plants, may command lower prices and thus be preferred by potential offtakers over the electricity generation from power generating assets of the Company. To mitigate this risk, long-term contracts have been and will be secured for its RE power projects. MGI has secured a long-term Electricity Supply Agreement with PHINMA, now ACEN Corporation ensuring stable and predictable cash flows for the 20-year duration of the agreement. As for the TSPP-1 and NWPP-1, FIT rates of P8.69/kWh and P7.40/kWh, respectively, have been secured from the DOE, with the approval of the Energy Regulatory Commission (ERC).

For the local oil industry, industry, companies form a consortium to explore certain areas due to high cost of exploration. Competition arises when 2 or more parties bid for a single block offered by the government and have to come up with the best program for exploration. Oil companies with local presence in the Philippines include: The Philodrill Corporation, ACEN Corporation formerly, PHINMA Energy, Forum Energy Philippines Corporation, PXP Energy Corporation, among others. The Company formed consortiums with these companies in some Philippine service contracts.

Sources and Availability of Raw Materials and Names of Principal Suppliers
The Company is not into manufacturing and has no need for raw materials for its business.

Dependence on a single customer or few customers
For the MGPP-1 and MGPP-2, Electricity Supply Agreements (ESAs) were signed with PHINMA, now ACEN Corporation for a period of 20 years, wherein it will buy all of the energy exported for a fixed agreed price, re-priced every 5 years. These

ESAs were later on amended in August 23, 2019 effecting, among others, the extension of the electricity supply period for both plants until June 25, 2039.

For the TSPP-1, consequent to the issuance of FIT COC in its favor, PSC entered into a REPA with the TransCo on April 6, 2016. Under the REPA, TransCo shall pay the FIT Rate for all metered generation of PSC-TSPP1 for a period of twenty (20) years from start of Commercial Operations.

On December 22, 2022, a Power Supply Agreement was signed between PetroSolar and SN Aboitiz Power-Magat, Inc. (SNAP-MI). Therein, PetroSolar agreed to supply and sell all power generated by TSPP2 to SNAP-MI, on an energy-based and "as available" basis, from December 26, 2022 until December 25, 2023.

For the oil liftings, these are sold to a single buyer, Glencore Energy UK Ltd.

Transaction with and/or Dependence on Related Parties
Please see "Item 12" for discussion on Related Party transactions.

Summary of principal terms and expiration dates of all patents, trademarks, copy rights, licenses, franchises, concessions and royalty agreements
Aside from the Petroleum Properties and Renewable Energy Service Contracts discussed, there are no other patents, trademarks, copyrights, licenses, franchises, concessions, and royalty agreements entered into by the Group as of December 31, 2022 and 2021.

Need for Government approvals of Principal Products
Oil industry in the Philippines is regulated by the policies and rules and regulations provided by government agencies like the Departments of Energy (DOE), Finance and Environment and Natural Resources. Moreover, generation and sale of electricity need prior approval from the Energy Regulatory Commission (ERC).

Effect of existing or probable governmental regulations and Costs and Effects of Compliance with Environmental Laws
For the Renewable Energy Projects, the Company conducted extensive studies to determine the environmental impact and possible mitigating actions to reduce, if not, eliminate potential threats to the environment connected with the power plant operations. In all the power plant sites, active coordination and consultation with local government units and other stakeholders are also being carefully observed.

For MGPP, the Environmental Compliance Certificate (ECC) was issued on August 10, 2010. For TSPP, the ECC issued by the DENR-EMB Region III on August 4, 2015 as amended June 13, 2018 prompting the commencement of ground works on the solar park site and project development. For PWEI, the ECC for the 50 MW NWPP-1 was released by the DENR Region 6 office in June 2012 as amended on 29 March 2021.

The ECCs, being a planning tool guides the respective sites through the Pollution Control Officers (PCOs) in complying with the related environmental rules and regulations. Each power plant religiously implements its respective Environmental Management System to further improve and go beyond compliance in support of the sustainable development goals of the country. Thus, compliance with governmental regulations is embedded in the operations of all the RE projects.

Amount spent on research and development activities

A. Renewable Energy Research and Development
   As of December 31, 2021, the group has Deferred development costs amounting to ₱74.12 million representing costs incurred for the prospective solar and wind power projects.

B. Oil Exploration and development – bulk of the additions to the Wells and Platforms Account (Note 11 of the Consolidated AFS) pertains to PERC's share in the drilling program.

Total Number of Employees and Number of Full-Time Employees
As of December 31, 2022, there were 155 regular of the Group. The Group may hire employees in the next twelve (12) months due to increased volume of business, specifically for its renewable energy business.

Below is the break-down of regular employees of PERC and its subsidiaries

PetroEnergy	16
PetroGreen	31
Maibarara	80

PetroSolar	9
PetroWind	19
Total Employees	155

Risk Factors

Risks Relating to Gabon and the Philippines

Political, Economic and Legal Risks in the Philippines
The Philippines has, from time to time, experienced military unrest, mass demonstrations, and similar occurrences, which have led to political instability. The country has also experienced periods of slow growth, high inflation and significant depreciation of the Peso. The regional economic crisis which started in 1997 negatively affected the Philippine economy resulting in the depreciation of the Peso, higher interest rates, increased unemployment, greater volatility and lower value of the stock market, lower credit rating of the country and the reduction of the country's foreign currency reserves. There has also been growing concerns about the unrestrained judicial intervention in major infrastructure project of the government.

There is no assurance that the political environment in the Philippines will be stable and that current or future governments will adopt economic policies conducive to sustained economic growth.

Continuous and peaceful operations in the project areas are dependent on the Company's good relationships with the host local government units. Presently, the Company's renewable energy projects are located in three provinces: Batangas for its geothermal energy project; Tarlac, for its solar power project; and Aklan for the wind energy project. Currently, a new solar service contract has been secured in Puerto Princesa City. The local governments in these areas-- from the provincial, municipal and barangay levels, including the Palawan Council for Sustainable Development (PCSD) -- are supportive of these projects. Local government endorsements and resolutions have therefore not been a problem in these areas. The Companys's oil projects, on the other hand are located in Palawan and Visayas. Since these are oil exploration projects, getting local government support have been challenging.

To ensure that host local government units give their support and to mitigate the risk of their withdrawal of support of the Company's projects, the Company invests in corporate social responsibility projects (CSR). These CSR projects are geared towards providing long term and sustainable development to the communities within the host local government units, particularly in the areas of health, education, and livelihood.

Political, Economic and Legal Risks in Gabon
Despite its internal problems, the State of Gabon is said to be politically stable by African standards. Gabon was led by President Omar Bongo, the continent's second longest-serving head of state, who has been in power since 1967 until his death in 2009. Through an election held soon after, his son, Ali-Ben Bongo Ondimba, succeeded him as President. Its political stability and ample natural resources have helped make Gabon a wealthy nation compared to the rest of Sub-Saharan Africa. It must be noted however that Gabon's wealth is not distributed equitably, and almost half of the population lives below the poverty line.

Gabon held a presidential election in August 2016, and the change in administration also introduced new fiscal terms that could likewise change and negatively impact the Company's business. A new Hydrocarbon Law, which took effect since 2014, introduces new fiscal terms for all upstream operators – which include increased government shares and royalties, decreased cost recovery, and the imposition of 35.0% income tax on profit oil – all of which would significantly work in favor of the Gabonese Government. The Consortium was, however, able to secure favorable concessions from the Gabonese Government, like the non-imposition of the 35% income tax on profit oil, which has now been permanently lifted for all upstream oil operators.

The oil industry is the key to Gabon's economy although the government is trying to distance itself from oil dependence and focus on non-oil businesses such as forestry products due to concerns over the life of the oil reserves.

The general political situation in and the state of economy of Gabon may thus influence the growth and profitability of the Company. Any future political or economic instability in Gabon may have a negative effect on the financial results of the Company.

Furthermore, the continuity of the Gabon Operations is dependent on the validity of the permits and licenses issued the Gabon Consortium. A stable regulatory environment that would allow unhampered operations in Gabon is crucial to the Company's continuous profitability.

Technical Risk
The petroleum exploration industry is a high risk, capital intensive and highly speculative industry. Risks in upstream petroleum exploration include 1) prospectivity of the concession area in terms if actually finding oil in commercial quantity, 2) varying oil prices and project economics, 3) joint venture structuring and key personnel management, among others. Finding oil in commercial quantity is highly dependent on appropriate geologic conditions for oil to accumulate, and be able to be extracted by drilling. Once commercial oil is found, one has to make capital expenditures in terms of field appraisal (determining the extent of the reserves) for proper field development. The Company mitigates this high degree of technical risk through the use of advanced and sophisticated tools, engagement of experienced consultants, and constant intensive discussion and information-sharing with joint venture partners.

From late 2016 onwards, much of the discussions of the Consortium have been over the economic life of the Etame Marin complex. To date, the Consortium believes that it has already recovered 50.00% of the estimated ultimate recoverable reserves, which means that production from the Gamba sand reservoir may soon start to decline as a natural consequence. The planned future drillings in the area are mostly from the deeper Dentale sands. These sands are not as well characterized as the Gamba, thus, putting uncertainty in its production. Two (2) wells are currently producing from these sands.

Moreover, there is not much area to produce the Gamba from within the Etame Marin Permit as some acreage has been relinquished to the government in 2012. There is also the current issue on production of sour gas (hydrogen sulfide gas) within the Gamba sands in the northern Ebouri production sector. Souring usually happens when extraction of oil has already reached deeper in the reservoir.

Souring of wells is a concern which may extend further to the other production fields as extraction continues. Currently, all wells that turned sour are kept shut since the facilities are not designed to handle the corrosive oil. Production from these sour wells may be realized either through installation of processing platforms or re-installation of sour-resistant pipes at the surface facilities. Both options entail high costs.

These risks are key considerations for the Consortium's on-going studies and discussions for the Integrated Field Development Plan (IFDP) for the remainder of the field life. The IFDP aims to 1) augment long-term production by strategic drilling program/s to near-field areas and deeper targets, 2) address the risk of souring by evaluating options for crude sweetening, and 3) optimize the crude handling capacity for more profitable crude sales.

Operational Risk
The production of crude oil may involve many risks such as breakdown of equipment, unexpected levels of output or efficiency, natural disasters, and the need to comply with further directions of the relevant government authority. Moreover, like most oil discovery areas, there are concerns over how long these reserves will last. Any of the foregoing circumstances could significantly reduce revenues or increase the cost of operating the contract area.

As the field matures, the existing wells age and become more prone to mechanical fatigue and failures. In case these wells fail, the Consortium conducts workover operations on these wells to repair these damages and restore lost crude production. These are budgeted and conducted at regular year intervals in anticipation of potential or unexpected failures for the existing wells.

The Consortium entered into a crude sales agreement with Glencore Energy UK Ltd. where a single buyer is committed to buy based on a pricing scheme that is benched mark on Dated Brent. With this type of agreement, the Consortium will be assured of its crude oil being purchased at a fixed pricing scheme. Aside from this, the Consortium also plans to balance its operating expenses and to increase oil production to ensure that revenues do not drop drastically as a result of low oil prices.

The Consortium is currently examining the most optimal drilling program to ensure maximum recoverable oil, while ensuring positive returns for the consortium members. This includes an optimal drilling program in which the Consortium could further extract as much of the Gamba and Dentale reservoirs and address the sour oil from the affected wells while keeping capital expenditures and operating expenses at manageable levels to hope for positive returns. These are all heavily dependent on the global oil price trends.

An equally crucial aspect of the IFDP is the efficiency of the storage and offtake facilities for the produced crude oil from the Etame Marin field. The current FPSO contract with BW Offshore will expire in September 2022, with the current vessel, Petroleo Nautipa having been operating at the field since first oil in 2002. With an aging vessel only capable of handling ~700,000 bbls of crude and suffering various downtimes resulting to curtailed production, the Consortium is looking to replace the Petroleo Nautipa FPSO with a new vessel, which is capable of handling ~1.1 MMbbls of crude. This switch to a new vessel will help to ensure that the field is able to handle and export more crude, while also lessening fewer vessel-related downtimes and assuring unhampered production for the consortium's upcoming drilling campaigns.

<u>Risk of Venturing into Renewable Energy Projects</u>
The following risks on the Group's ventures in geothermal, wind and solar energy developments may have significant effect in the Group's business, financial condition, and results of operations:

- Offtake risks or market risks;
- Breakdown or failure of power generation equipment, steam supply equipment, transmission lines, pipelines or other necessary equipment or processes, leading to unplanned outages and other operational issues;
- Flaws in the design of equipment or in the construction of an electric generation or steam supply plant;
- Problems with the quality and quantity of geothermal, wind, and solar resources;
- Material changes in law or in governmental permit requirements;
- Operator error;
- Performance below expected levels of output or efficiency;
- Labor disputes, work stoppages, and other industrial actions by employees affecting the projects directly;
- Pollution or environmental contamination affecting the operation of the plants;
- Planned and unplanned power outages due to maintenance, expansion and refurbishment;
- The inability to obtain required governmental permits and approvals including the FIT allocation;
- Opposition from local communities and special interest groups;
- Social unrest and terrorism;
- Engineering and environmental problems;
- Construction and operational delays, or unanticipated cost overruns;
- Force majeure and other catastrophic events such as fires, explosions, earthquakes, floods and acts of terrorism and war that could result in forced outages, personal injury, loss of life, severe damage or destruction of a plants and suspension of operations;
- Grid failure and
- Denial of Land Conversion Application with the Department of Agrarian Reform.

The group cannot assure that future occurrences of any of the events listed above or any other events of a similar or dissimilar nature would not significantly decrease or eliminate the expected revenues from any of its power or steam generating assets, or significantly increase the costs of operating any such assets.

The Group avoids or mitigates the operational risks through proper maintenance of machinery and equipment and by making sure that Operations and Maintenance (O&M) contracts with competent third-party service providers are always active and effective. The Group also ensures that the operating units would hire competent personnel. Design flaws are addressed by professional indemnity insurances that could cover losses from the same. Constant communication with regulators and maintenance of good relations with them help in planning ahead for any potential change in regulations or regulatory requirements. For the social aspects of the projects, the Group maintains a good Corporate Social Responsibility Program, with focus on health, education and livelihood programs, thus helping in achieving host community acceptance, and reduction of social unrest and terrorism. The Group also ensures that the operating units are adequately covered by sabotage and terrorism insurance policies.

Foreign Currency Risk
A portion of the Company's revenues are denominated in U.S. Dollars. However, the obligation and expenses of the local areas which do not contribute revenues to the Company are denominated in U.S. Dollars. In addition, a substantial portion of the Company's future capital expenditures in Gabon are denominated in currencies other than the Peso. During the last decade, the Philippine economy has from time to time experienced instances of devaluation of the Peso and limited availability of foreign exchange. Recurrence of these conditions may adversely affect the financial condition and results of operations of the Company. The Company does not normally hedge its foreign currency exposures as it believes that it has sufficient revenues in U.S. Dollar and/or Philippine Peso, as the case may be, to answer for corresponding obligations.

Equity Partnership Risk
The Company has been participating in various oil exploration and development activities in Gabon and the Philippines with other parties. The Company is currently engaged in a production sharing contract with an equity share of 2.525% covering the Etame discovery block in the Atlantic shelf along with its Gabon Consortium partners. Such equity partnership requires the sharing in costs and revenues from the sale of the Etame crude oil. This situation may involve special risks associated with the possibility that the equity partner (i) may have economic or business interests or goals that are inconsistent with those of the Company; (ii) take actions contrary to the interests of the Company; (iii) be unable or unwilling to fulfill its obligations under the production sharing contract or sales contract; or (iv) experience financial difficulties. These conflicts may adversely affect the Company's operations. To date, the Company has not experienced any significant problems with respect to its equity partners.

In the Philippines, the Company, through its subsidiary, PetroGreen, partnered with different foreign and local companies. For MGI, the Company (65.00% through PetroGreen) partnered with PHINMA (25.00%) (PHINMA was acquired by the AC Energy, Inc. and has been renamed to ACEN Corporation or "ACEN") and PNOC RC (10.00%); in PWEI, the Company (40.00% through PetroGreen) partnered with EEIPC (20.00%) and CapAsia ASEAN Wind Holdings Cooperatief U.A. (40.00%) (CapAsia was later acquired by BCPG Public Company Ltd. And renamed to BCPC Wind Cooperatief U.A.); and for PSC, the Company(56.00%) partnered with EEIPC (44.00%).

In September 2022, PetroGreen, PetroEnergy and Kyuden Internation Corporation (Kyuden), a wholly-owned subsidiary of Japan's Kyushu Electric Power Co., Inc., executed the Subscription Agreement and Shareholders' Agreement. Pursuant to the said documents, PGEC issued 712,251,720 shares in two tranches in favor of Kyuden equivalent to 25% ownership interest in PetroGreen..

This situation may involve special risks associated with the possibility that the equity partner (i) may have economic or business interests or goals that are inconsistent with those of the Company; (ii) take actions contrary to the interests of the Company; (iii) be unable or unwilling to fulfill its obligations under its offtake contracts; or (iv) experience financial difficulties. These conflicts may adversely affect the Company's operations. Further to these, the Company continues to evaluate joint venture or partnership opportunities.

Cooperation among the joint venture and consortium partners on business decisions is crucial to the sound operation and financial success of these joint venture companies. Although the Company believes it maintains good relationships with its partners, there is no assurance that these relationships will be sustained in the future or that problems will not develop. For example, the Company's joint venture partners may be unable or unwilling to fulfill their obligations, take actions contrary to its policies or objectives, or may experience financial difficulties. If any of these events occur, the businesses of these joint ventures could be severely disrupted, which could have a material adverse effect on PERC's business, financial condition and results of operations.

In order to avoid or mitigate these risks, PERC employs care and prudence in its partner selection. The backgrounds of would be partners are heavily scrutinized; attention is given in knowing the personalities behind the potential partners, their culture, and their industry reputation. The shareholders' agreements or joint venture agreements contain penalty provisions in case a partner refuses or fails to fulfill its obligations. There are likewise exit mechanisms that could be utilized in case the relations among partners become sour.

Risks Relating to Change in Regulations

The Group is compliant with the laws, rules and regulations in the Philippines and Gabon that enable it to legally operate or participate in the energy projects it has invested in. In the same manner, the relevant permits, endorsements, clearances applicable to the respective energy projects which the Group has invested in have either been secured or are currently being processed. These permits are based on present rules, regulations and laws of the Philippines and Gabon. There is a risk that the Philippines and Gabon will change any rule, regulation and law that may affect the Group's and its projects' existing permits. To mitigate this risk, the Group constantly monitors the policy direction of both the governments of the Philippines and Gabon in order to anticipate any change in regulation that may affect the Group and its projects.

Risks relating to the Environment

The Group's projects involve energy exploration, development and utilization, which entail putting up of infrastructure, erection and installation of equipment and facilities, extraction and utilization of natural resources –all of which may involve temporary disturbances to the environment. To minimize and mitigate the risks involved in these temporary disturbances, the Group ensures that environmental risks (such as erosion and siltation) have been considered during the planning stage of the construction activities and thus the necessary mitigating measures and plans have been incorporated in the projects' environmental management plan. In the case of the NWPP, the PWEI installed slope protection measures to prevent erosion and degeneration of the land.

Risk from Natural Calamities

The Philippines is prone to natural calamities such as typhoons, floods, volcanic eruptions, earthquakes, mudslides, and droughts, and thus, the Company's operations and those of its subsidiaries and affiliates may be disrupted by the occurrence of such natural calamities, and could thereby materially and adversely affect the Company's and its subsidiaries' and affiliate's ability to generate revenues. There is no assurance that the insurance coverage maintained by the Company and its subsidiaries and affiliates would adequately compensate them for all damages and economic losses resulting from natural calamities including possible business interruptions. To mitigate this, insurance policies are regularly reviewed and updated as are necessary in accordance with industry standards. Furthermore, the Company and its subsidiaries and affiliates formulated emergency preparedness plans in order to lessen the impact of natural calamities to their respective operations.

Risk from the COVID-19 and Similar Pandemic
Manpower for operations may be affected due to state-imposed self-quarantine, partial lockdown, and curfew. To address this, the Company has devised an alternative working arrangement of work-from-home and skeletal workforce scheme for its employees. Business support units were equipped with appropriate protocols and digital tools to be able to support the operations unit and ensure unhampered business operations. Due to travel restrictions, scheduled power plant maintenance by third-party foreign suppliers may also be affected. In preparation for this, the Company has communicated with its Operations and Maintenance (O&M) providers to strengthen its remote support and provide contingencies. PERC has also ensured that the insurance coverage maintained for the Company, its subsidiaries and affiliates, would adequately compensate for any business interruptions. In addition, there is also the risk relating to compliance with regulatory permits and submissions due to changes in work schedule both in public and private sectors. As a response, PERC regularly monitors the advisories from relevant Government agencies to ensure that requirements are submitted on time.

Financial Risk Management Objectives and Policies
The Group's principal financial instruments include cash and cash equivalents, financial assets at FVTPL, receivables, restricted cash, loans payable, accounts payable, accrued expenses and dividends payable. The main purpose of these financial instruments is to fund the Group's working capital requirements.

The Group manages and maintains its own portfolio of financial instruments in order to fund its own operations and capital expenditures. Inherent in using these financial instruments are the following risks on liquidity, market and credit.

Please refer to the 2022 Consolidated AFS, Note 27 for the discussion of main financial risks arising from the Group's financial instruments.

Capital Management
The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may increase its debt from creditors, adjust the dividend payment to shareholders or issue new shares.

Based on the Group's assessment, the capital management objectives were met in 2022 and 2021.

Please refer to the 2022 Consolidated AFS, Note 20 for the discussion the Group's Capital Management.

Item 2 - Properties
The principal properties of the Group consist of various oil areas located in the Philippines and in Gabon, and renewable energy service contracts. Please refer to the *"Business of the Issuer"* for the details of the Production Sharing Contract in Gabon and Service Contracts in the Philippines.

Also, PERC owns a 714-square meter office unit located at 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City. The title of the Company over the property is clean and free from any lien and encumbrance.

On April 24, 2023, PERC entered into a Share Purchase Agreement with EEIPC for the purchase of the latter's entire shareholdings in PWEI, PGEC and PSC.

Item 3 - Legal Proceedings

MGI has outstanding input VAT claims for refund with the BIR, Court of Tax Appeals (CTA) and Supreme Court (SC). As of December 31, 2021 and 2021, the outstanding input VAT claims which are still pending with the CTA and SC amounted to ₱ 123.74 million and ₱126.96 million, respectively.

Aside from the discussions above, The Group is neither a party to, nor is involved in, any litigation that affects or will affect its interests. It has neither any knowledge of any litigation, present or contemplated, against the Company.

There are no other pending legal proceedings to which the Group is a party or which any of its property is subject to.

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

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

PART II - OPERATIONAL AND FINANCIAL INFORMATION

Item 5 - Market for Registrant's Common Equity and Related Stockholder Matters

A) Market Price of and Dividends on Registrant's Common Equity and Related Stockholder Matters

1. Market Information

Stock Market Price and Dividend on Registrant's Common Equity (last 2 years)

Particulars	1st Quarter		2nd Quarter		3rd Quarter		4th Quarter		1st Quarter	June 23
	2022	2021	2022	2021	2022	2021	2022	2021	2023	2023
Par value	Php1.00	Php1.00	Php1.00	Php1.00	Php1.00	Php1.00	Php1.00	Php1.00	Php1.00	Php1.00
High	Php5.23	Php4.14	Php5.49	Php3.25	Php5.40	Php4.13	Php4.90	Php4.47	Php4.86	Php4.60
Low	Php3.90	Php3.50	Php4.53	Php3.64	Php4.40	Php3.91	Php4.35	Php3.90	Php4.13	Php4.58
Volume	4.954MM	7.476MM	6.823MM	3.575MM	2.834MM	4.453MM	.551MM	4.703MM	1.188MM	20,000 shs.

2. Holders

As of May 31, 2023 the Company has 1,986 stockholders.

Hereunder is the list of the top 20 Stockholders (as of May 31, 2023):

STOCKHOLDERS	SHARES	PERCENTAGE
1. PCD Nominee Corporation (Filipino)	526,835,732	92.64%
2. House of Investment, Inc.	21,805,861	3.83%
3. Pan Malayan Management and Investment Corp.	5,377,079	0.95%
6. Hydee Management & Resource Corporation	1,880,779	0.33%
5. Baguyo, Dennis	1,698,888	0.30%
6. PCD Nominee Corp (NF)	1,165,538	0.20%
7. Yan, Lucio	355,468	0.06%
8. Ong Pac, Sally C.	327,030	0.06%
9. R. P. Land Development Corp.	309,078	0.05%
10. Tan, Juanita Uy	300,781	0.05%
11. David Go Securities Corporation	277,949	0.05%
12. Ley, Fely	266,600	0.05%
13. Chen Hua Bi	266,599	0.05%
14. Mendoza, Alberto &/or Jeanie C.	251,492	0.04%
15. Phil. Asia Equity Sec., Inc. U-055	159,959	0.03%
16. Orientrade Securities, Inc.	121,500	0.02%
17. Uy-tioco, George	106,640	0.02%
18. Roque Jr., Gonzalo	90,234	0.02%
19. Chan, Juanito &/or Susana Co	88,865	0.02%
20. EBC Securities Corporation	73,405	0.01%
Sub-Total	**561,759,477**	**98.78%**
Others	6,952,365	1.22%
Total	**568,711,842**	**100.00%**

Minimum Public Ownership
The Company is compliant with the required Minimum Public Ownership of at least 10% of the total issued and outstanding capital stock, as mandated by Section 3, Article XVIII of the Continuing Listing Requirements of the Listing and Disclosure Rules. As of May 31, 2023, the Company's public float was 38.03%.

3. **Dividends**
In accordance with the Corporation Code of the Philippines, the Company intends to declare dividends (either in cash or stock or both) in the future. The shareholders of the Company are entitled to receive a proportionate share in cash dividends that may be declared by the Board of Directors out of surplus profits derived from the Company's operations. The same right exists with respect to a stock dividend, the declaration of which is subject to the approval of stockholders representing at least two-thirds (2/3) of the outstanding shares entitled to vote. The amount will depend on the Company's profits and its capital expenditure and investment requirements at the relevant time.

Dividend declaration in two (2) most recent years

Date of Declaration	Dividends per Share		Record Date	Payment Date
	Cash	Stock		
July 26, 2018	5%		August 24, 2018	September 20, 2018
July 29, 2022	5%		August 15, 2022	September 8 2022

4. **Recent Sale of Unregistered Securities**
There was no sale of unregistered securities for the past three years.

B) Description of Registrant`s Securities

1. Common Stock
The details of the Company's capital stock are as follows:

	No. of shares	Amount
Authorized - 700 million shares at P1.00 par value		
Issued and outstanding	568,711,842	P568,711,842

2. Debt Securities - Not Applicable

3. Stock Options - Not Applicable

4. Securities Subject to Redemption call – Not Applicable

5. Warrants – Not applicable

6. Market Information for Securities Other than Common Equity – Not Applicable

7. Other Securities – Not Applicable

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

1. Management's Discussion and Analysis (Amounts are in Philippine Peso (P))

a. Consolidated Financial Position (As of December 31, 2022 and 2021)

	As of December 31 (Audited)		% Change	% in Total Assets
	2022	2021		
ASSETS				
Cash and cash equivalents	P1,677,231,584	P1,241,762,101	35.07%	9.97%
Short term investments	946,044,355	-	100.00%	5.62%
Restricted cash	2,063,387,986	572,177,609	260.62%	12.27%
Receivables	452,192,649	392,663,453	15.16%	2.69%
Financial assets at fair value through profit and loss (FVTPL)	7,540,090	7,587,228	-0.62%	0.04%
Crude oil inventory	14,437,192	12,616,676	14.43%	0.09%
Contract Assets - current portion	21,949,016	1,229,543	1685.14%	0.13%
Other current assets	165,279,803	184,156,623	-10.25%	0.98%
Property and equipment-net	8,196,897,057	7,985,044,039	2.65%	48.73%
Deferred oil exploration cost	311,883,011	115,806,924	169.31%	1.85%
Contract assets	274,409,474	221,008,579	24.16%	1.63%
Investment in a joint venture	1,877,522,983	1,734,947,347	8.22%	11.16%
Right of use of asset	342,614,655	363,245,358	-5.68%	2.04%
Deferred tax assets-net	10,927,929	12,460,267	-12.30%	0.06%
Investment properties-net	1,611,533	1,611,533	0.00%	0.01%
Other noncurrent assets	455,882,782	368,875,996	23.59%	2.71%
TOTAL ASSETS	**P16,819,812,099**	**P13,215,193,276**	27.28%	100.00%
LIABILITIES AND EQUITY				
Accounts payable and accrued expenses	551,463,206	375,051,290	47.04%	3.28%
Current portion of loans payable	947,144,643	827,882,504	14.41%	5.63%
Lease liabilities-current	22,734,502	6,813,561	233.67%	0.14%
Income tax payable	5,995,154	19,775,675	-69.68%	0.04%
Loans payable - net of current portion	2,530,784,409	3,234,642,692	-21.76%	15.05%
Lease liabilities - net of current portion	306,059,838	326,015,305	-6.12%	1.82%
Asset retirement obligation	66,230,330	92,810,843	-28.64%	0.39%
Other noncurrent liability	12,077,639	18,386,746	-34.31%	0.07%
TOTAL LIABILITIES	**4,442,489,721**	**4,901,378,616**	-9.36%	26.41%
EQUITY				
Attributable to equity holders of the Parent Company	6,763,246,278	5,577,277,173	21.26%	40.21%
Non-controlling interest	3,963,021,100	2,736,537,487	44.82%	23.56%
Deposit for future stock subscription	1,651,055,000	-	100.00%	9.82%
TOTAL EQUITY	**12,377,322,378**	**8,313,814,660**	48.88%	73.59%
TOTAL LIABILITIES AND EQUITY	**P16,819,812,099**	**P13,215,193,276**	27.28%	100.00%

Total assets amounted to P16.819 billion and P13.215 billion as of December 31, 2022 and December 31, 2021, respectively. Book value is at P11.89/share from P9.81/share.

Cash and cash equivalents consist of cash on hand, cash in banks and money market placements with original maturities of not more than three months. The 35.07% net increase from P1.242 billion as of December 31, 2021 to P1.677 billion as of December 31, 2022 is mainly due to the proceeds from issuance of shares to Kyuden International Corporation (KIC).

Short term investments with maturities of more than three months and **Restricted cash** accounts likewise increased as a result of the investments of KIC. Bulk of the restricted cash pertains to the deposit for future stock subscription still under the escrow account as of December 31, 2022.

The **Receivables** account mainly consists of receivables from electricity sales and lifting/sales of crude oil revenue. The 15.16% increase is mainly due to higher outstanding receivables from electricity sales at the end of the year.

Financial assets at fair value through profit and loss (FVPL) amounted to P7.540 million and P7.587 million as of December 31, 2022 and 2021, respectively. The market prices of the portfolio are maintained leaving only minimal change in the account.

Crude oil inventory increased due to revaluation at a higher price of barrels left unsold during the period.

Contract Assets – current and non-current portion pertains to PSC's receivable from TransCo, pertaining to FIT arrears, which is currently recorded at net present value since this will be collected over five (5) years. PSC's collection started this year 2022. The increase is mainly due to additional set-up of the FIT arrears adjustment for the TSPP1 for the period.

Other current assets consist of supplies inventory, prepaid expenses, and other current assets. The bulk of the net decrease of 10.25% is mainly due to the withdrawal of SRO funds under escrow account. On April 18, 2022, the remaining SRO funds were withdrawn from the escrow account for the purpose of loan principal and interest payment.

Property, plant and equipment (PPE) amounted to P8.197 billion and P7.985 billion as of December 31, 2022 and December 31, 2021, respectively. The 2.65% net increase is mainly due to the following:

- additional 4 new wells in the Gabon Etame Field;
- net impairment reversal of the oil assets (refer to Note 11 and 12 of the Consolidated AFS)

Deferred oil exploration cost increased by 169.31% due to Etame Reconfiguration Project related to the switch from old Floating Production Storage and Offloading (FPSO) vessel to new Floating Storage and Offloading (FSO) vessel .

Investment in a joint venture refers to the remaining 40.00% shareholdings in PWEI. Bulk of the 8.22% net increase from P1.735 billion to P1.877 billion pertains to the Group's share in net income generated by PWEI during the period. The Group also made additional investment in three newly incorporated special purpose vehicles namely: BuhaWind Energy Northern Luzon Corporation, BuhaWind Energy Northern Mindoro Corporation and BuhaWind Energy East Panay Corporation. during the period amounting to P1.26 million.

Right of use of asset and lease Liabilities – these resulted from the first time adoption of the new PFRS 16 – leases in 2019. Please refer to Note 13 of the Consolidated AFS. The 5.68% decline pertains to the amortization of the account during the period.

Deferred tax assets – net occurs due to timing differences in recognizing temporary deductible expenses and temporary taxable revenues such as accrued profit share, accretion expenses, accrued retirement liability, provision for probable losses, unrealized gains or losses and change in crude oil inventory. As of December 31, 2022 and December 31, 2021, this amounted to P10.928 million and P12.460 million, respectively. The net decrease pertains to movements of the temporary deductible expenses and temporary taxable revenues during the period.

The Investment properties-net account remains the same as of December 31, 2022.

Other non-current assets amounted to P455.883 million and P368.875 million as of December 31, 2022 and December 31, 2021, respectively. The 23.59% net increase is mainly due to the additions to Deferred Development Cost related to the exploration, development, production and expansion of renewable energy projects

Accounts payable and accrued expenses increased by 47.04% mainly due to accruals of payables to contractors and suppliers.

Current portion of loan payable increased by 14.41% and Loans payable – net of current portion decreased by 21.76%, mainly because of reclassification of current portion and settlement of principal loans during the period.

Lease liabilities – current and non-current movement is mainly due to the reclassification of current portion for the period.

The decrease in the **Income tax payable** account mainly pertains to the start of TSPP2's tax holiday starting January 2022. The project, which was under the regular tax rate of 25% in previous year is now subject to 5% gross income tax under the PEZA rules.

Asset retirement obligation amounted to P66.230 million and P92.810 million as of December 31, 2022 and 2021, respectively. The 28.64% decrease resulted from changes in estimates made during the period.

Other non-current liabilities pertains to the Group's accrued retirement liability account, net decrease of 34.31% is mainly due to the change in demographic assumptions.

Equity attributable to equity holders of the Parent Company amounted to P6.763 billion or P11.89 book value per share and P5.577 billion or P9.81 book value per share, as of December 31, 2022 and December 31, 2021, respectively. The increase is mainly due to continuous income generation from the Renewable Energy Operations and Oil operations.

Non-controlling interest (NCI) pertains to the following:
- 8.55% share of EEI-PC in PetroGreen as of December 31, 2022; 10% as of December 31, 2021
- 14.53% share of KIC in PetroGreen as of December 31, 2022; nil in 2021
- 25% share of Trans-Asia, the 10% share of PNOC-RC, and 23% of the 65% share of EEI-PC (indirect) in MGI;
- 44% share of EEI-PC (direct) and 23% of 56% share (indirect) in PSC;

Non-controlling interest increased by 44.82% from P3.963 billion to P2.583 billion due to net income from RE projects.

Deposit for future stock subscription as of December 31, 2022 pertains to the balance of the KIC's subscription amount after deducting the subject shares for the Initial Closing. This account will be converted into shares after the completion of the Second Final Closing on January 10, 2023.

b. Consolidated Results of Operation (As of December 31, 2022, 2021 and 2020)

	Years Ended December 31 (Audited)			% Change 2022 vs. 2021	% in Total Revenues 2022
	2022	2021	2020		
REVENUES					
Electricity sales	P1,695,931,748	P1,899,726,215	P1,923,540,365	-10.73%	66.48%
Oil revenues	726,054,534	461,246,131	292,573,199	57.41%	28.46%
Other revenues	129,112,773	61,981,804	116,377,508	108.31%	5.06%
	2,551,099,055	2,422,954,150	2,332,491,072	5.29%	100.00%
COST OF SALES					
Cost of electricity sales	752,403,321	760,968,319	794,473,956	-1.13%	29.49%
Oil production	355,336,217	236,284,770	211,527,791	50.38%	13.93%
Depletion	85,286,880	76,513,364	82,236,533	11.47%	3.34%
Change in crude oil inventory	(1,820,516)	22,473,648	(23,926,774)	-108.10%	-0.07%
Cost of sales - Others	127,388,501	61,357,825	115,103,302	107.62%	4.99%
	1,318,594,403	1,157,597,926	1,179,414,808	13.91%	51.69%
GROSS INCOME	1,232,504,652	1,265,356,224	1,153,076,264	-2.60%	48.31%
GENERAL AND ADMINISTRATIVE	221,232,231	180,825,547	211,402,211	22.35%	8.67%
OTHER INCOME (CHARGES) - net					
Share in net income of a joint venture	81,512,921	100,127,158	111,266,383	-18.59%	3.20%
Interest income	51,154,475	12,913,159	18,362,302	296.14%	2.01%
Net foreign exchange gains (losses)	12,377,485	5,086,734	(3,500,604)	143.33%	0.49%
Net gain on fair value changes on financial assets at FVPL	(47,138)	55,641	(708,509)	-184.72%	0.00%
Accretion expense	(3,622,334)	(3,478,294)	(4,129,022)	4.14%	-0.14%
Net impairment reversal (loss)	11,299,369	(164,323,293)	-	-106.88%	0.44%
Interest expense	(295,766,481)	(333,375,545)	(386,788,348)	-11.28%	-11.59%
Miscellaneous income	33,489,193	18,416,545	11,876,677	81.84%	1.31%
	(109,602,510)	(364,577,895)	(253,621,121)	-69.94%	-4.30%
NET INCOME BEFORE INCOME TAX	901,669,911	719,952,782	688,052,932	25.24%	35.34%
Provision for (benefit from) income tax	38,592,892	54,480,634	41,861,712	-29.16%	1.51%
NET INCOME	**P863,077,019**	**P665,472,148**	**P646,191,220**	29.69%	33.83%
NET INCOME ATTRIBUTABLE TO:					
Equity holders of the Parent Company	548,523,238	325,435,008	319,412,421	68.55%	21.50%
Minority interest	314,553,781	339,991,700	326,778,799	-7.48%	12.33%
NET INCOME	**P863,077,019**	**P665,426,708**	**P646,191,220**	29.70%	33.83%
Basic/Diluted Earnings Per Share (EPS)	P0.965	P0.572	P0.562		

The Group generated a **consolidated net income** and consolidated net income attributable to equity holders amounting to P863.077 million and P548.523 million; and P665.472 million and P325.435 million as of December 31, 2022 and 2021, respectively.

The net increase in the Financial Performance of the Group is mainly due to the recovery of crude oil prices, continuous operations of the RE projects; decreasing interest expenses (due to the semi-annual settlement of principal instalment due).

Revenues:

Electricity sales refer to the electricity power generated by MGPP and TSPP. This totalled P1.696 billion as compared to last year's P1.899 billion. The net decline is mainly due to MGPP's one-month preventive maintenance shutdown of the power plant in February, 2022.

Oil revenues increased because of the recovery of crude oil price from average of $69.90/bbl in 2021 to $106.27/bbl in 2022.

Other revenues pertain to passed on Meralco wheeling and ancillary charges. The increase from P61.982 million to P129.112 million is mainly due to increase in ACEN's IEMOP purchase settlement transactions.

__Costs and Expenses:__

Costs of electricity sales pertain to the direct costs of generating electricity power including operating and maintenance costs (O&M) of power plant and fluid collection and reinjection system (FCRS), depreciation, and other costs directly attributed to producing electricity; and cost of the passed-on wheeling and ancillary charges. The 13.91% increase mainly pertains to the following:

- PSC's termination of the contracted services for the O&M, and set-up its organic O&M team, which resulted to lower expense during the period; and

- cessation MGI's payment of ancillary charges, beginning 3rd quarter of 2022.

The 50.38% % increase in **oil production expenses** is mainly resulted from variable expenses increase along with the upward movement of the crude oil prices.

Depletion increased mainly due to the additional depletable assets as a result of drilling of new wells.

Any oil produced but not delivered is recognized as crude oil inventory valued at its current crude oil price (net realizable value). The movement in crude oil inventory is presented as **Change in crude oil inventory**.

General and administrative expenses, Other Income (Charges) and Provision for (Benefit From) Income Tax:

General and administrative expenses (G&A) increased by 22.35% mainly due to the the easement of the travel restrictions brought about by the Covid 19 pandemic.

Other income (charges) amounted to (P109.603) million and (P364.578) million as of December 31, 2022 and 2021, respectively. Below presents the itemized discussion of the changes in other income (charges) – net account.

- 18.59% net decrease in **share in net income of a joint venture** due to PWEI's lower wind speed for the period.
- **interest income** increased mainly due to the short term investment and interest from KIC subscription funds.
- **net foreign exchange gain** increased mainly because of the conversion of the USD accounts to higher peso values.
- market prices from the stocks traded at the PSE declined resulting to turnaround of the **net unrealized losses from the fair value changes on financial assets at FVPL**.
- change in **accretion expense** is mainly due to amendment in estimates.
- recognition of **net impairment reversal** amounting to P11.299 million, due to reversal of Gabon impairment arising from the recovery of crude oil price. The impairment reversal is however partially offset by the impairment of West Linapacan Assets.
- bulk of the **interest expense** pertains to the interest due from loans. The 11.28% decrease in the account is attributed to lower principal loans resulting from annual amortization of principal loans, and
- increase in **miscellaneous income** mainly due to higher time-writing charges during the period.

Provision for (benefit from) income tax:
Provision for income tax current pertains to PSC's tax payable - 5.00% provision for income tax under the PEZA incentives and for MGPP, 10% tax rate, after the income tax holiday (for the M1), which ended last February 8, 2021, as part of its BOI incentives under RE Law.

Non-controlling interest (NCI) as of December 31, 2022 and 2021 pertains to the following:
- 8.55% share of EEI-PC in PetroGreen as of December 31, 2022; 10% as of December 31, 2021
- 14.53% share of KIC in PetroGreen as of December 31, 2022; nil in 2021
- 25% share of Trans-Asia, the 10% share of PNOC-RC, and 23% of the 65% share of EEI-PC (indirect) in MGI;
- 44% share of EEI-PC (direct) and 23% of 56% share (indirect) in PSC;

__c. Consolidated Financial Position (As of December 31, 2021 and 2020)__

Total assets amounted to P13.215 billion and P13.405 billion as of December 31, 2021 and December 31, 2020, respectively. Book value is at P9.81/share from P9.23/share.

Cash and cash equivalents consist of cash on hand, cash in banks and money market placements with original maturities of not more than three months. The 2.02% net decrease from P1.267 billion as of December 31, 2020 to P1.242 billion as of December 31, 2021 is mainly due to instalment payment of loans, payments for working capital requirements net of collections from electricity sales and oil lifting proceeds.

The **Receivables** account mainly consists of receivables from electricity sales and lifting/sales of crude oil revenue. The 43.53% increase is mainly due to higher outstanding receivables from electricity sales and higher oil lifting at the end of the year.

Financial assets at fair value through profit and loss (FVPL) amounted to P7.587 million and P7.532 million as of December 31, 2021 and 2020, respectively. The market prices of the portfolio are maintained leaving only minimal change in the account.

Crude oil inventory declined due to lower barrels left unsold during the period.

Contract Assets – current and non-current portion pertains to PSC's receivable from TransCo, pertaining to FIT arrears, which is currently recorded at net present value since this will be collected over five (5) years. Start of PSC's collection is scheduled on year 2022. The increase is mainly due to additional set-up of the FIT arrears adjustment for the TSPP1 for the period.

Other current assets consist of restricted cash, supplies inventory, prepaid expenses, and other current assets. The bulk of the net increase of 8.51% is mainly due to additional prepayments and supplies inventory for the period.

Property, plant and equipment (PPE) amounted to P7.985 billion and P8.311 billion as of December 31, 2021 and December 31, 2020, respectively. The 3.92% net decrease is mainly due to the following:

- depreciation of the Renewable Energy Power Plants and other assets;
- depletion of the oil assets; and
- net impairment of the oil assets (refer to Note 10 of the Consolidated AFS)

Deferred oil exploration cost decreased by 44.99% resulting from the write off of the SC 6A (refer to Note 11 of the Consolidated AFS).

Investment in a joint venture refers to the remaining 40.00% shareholdings in PWEI. The 6.10% net increase from P1.635 billion to P1.735 billion pertains to the Group's share in net income generated by PWEI during the period, net of dividend income.

Right of use of asset and lease Liabilities – these resulted from the first time adoption of the new PFRS 16 – leases in 2019. Please refer to Note 13 of the Consolidated AFS. The 5.17% decline pertains to the amortization of the account during the period.

The Investment properties-net account remains the same as of December 31, 2021.

Deferred tax assets – net occurs due to timing differences in recognizing temporary deductible expenses and temporary taxable revenues such as accrued profit share, accretion expenses, accrued retirement liability, provision for probable losses, unrealized gains or losses and change in crude oil inventory. As of December 31, 2021 and December 31, 2020, this amounted to P12.460 million and P5.652 million, respectively. The net increase pertains to movements of the temporary deductible expenses and temporary taxable revenues during the period.

Other non-current assets amounted to P368.875 million and P445.434 million as of December 31, 2021 and December 31, 2020, respectively. The 17.19% net decrease is mainly due to the PSC's successful claim of VAT refund amounting to P71.48 million on May 2021.

Accounts payable and accrued expenses increased by 2.03% mainly due to accruals made during the year, specifically interest expenses.

Current portion of loan payable and Loans payable – net of current portion declined by 3.20% and 16.48%, respectively, mainly because of instalment settlement of principal loans during the period.

Lease liabilities – current and non-current movement is mainly due to the interest recognized during the period.

The increase in the **Income tax payable** account mainly pertains to the end of MGPP1's tax holiday on February 2021, the project is now under 10% special tax rate in addition to TSPP1's - 5.00% gross income tax under the PEZA rules; and TSPP2's regular tax rate of 25%.

Asset retirement obligation amounted to P92.810 million and P109.160 million as of December 31, 2021 and 2020, respectively. The 14.98% decrease resulted from changes in estimates made during the period.

Other non-current liabilities pertains to the Group's accrued retirement liability account, net decrease of 29.38% is mainly due to the change in demographic assumptions.

Equity attributable to equity holders of the Parent Company amounted to P5.577 billion or P9.81 book value per share and P5.248 billion or P9.23 book value per share, as of December 31, 2021 and December 31, 2020, respectively. The increase is mainly due to continuous income generation from the Renewable Energy Operations and Oil operations.

Non-controlling interest (NCI) pertains to the following:

- 10% share of EEI-PC in PetroGreen;
- 25% share of Trans-Asia, the 10% share of PNOC-RC, and 10% of the 65% share of EEI-PC (indirect) in MGI;
- 44% share of EEI-PC (direct) and 10% of 56% share (indirect) in PSC;

Non-controlling interest increased by 5.94% from P2.583 billion to P2.737 billion due to net income from RE projects.

d. Results of Operations (For the years ended December 31, 2021 and 2020)

The Group generated a **consolidated net income** and consolidate net income attributable to equity holders amounting to P665.427 million and P325.435 million; and P646.191 million and P319.412 million as of December 31, 2021 and 2020, respectively.

The net increase in the Financial Performance of the Group is mainly due to the recovery of crude oil prices, continuous operations of the RE projects; decreasing interest expenses (due to the semi-annual settlement of principal instalment due). These increases is partially offset by the net impairment recognized from the oil assets.

Revenues:

Electricity sales refer to the electricity power generated by MGPP and TSPP. This totalled P1.9 billion as compared to last year's P1.924 billion. The net decline is mainly due to MGPP's lower generation resulting from scheduled preventive maintenance in 2021, the reduction was partially mitigated by the increase in TSPP's revenues due to higher rates.

Oil revenues increased because of the recovery of crude oil price from average of $49.72/bbl in 2020 to $69.90/bbl in 2021.

Other revenues pertain to passed on Meralco wheeling and ancillary charges. The decline from P116.378 million to P61.982 million is mainly due to the termination of the ancillary services on September 2021.

Costs and Expenses:

Costs of electricity sales pertain to the direct costs of generating electricity power including operating and maintenance costs (O&M) of power plant and fluid collection and reinjection system (FCRS), depreciation, and other costs directly attributed to producing electricity; and cost of the passed-on wheeling and ancillary charges. The 9.59% decline mainly pertains to the following:

- PSC's termination of the contracted services for the O&M, and set-up its organic O&M team, which resulted to lower expense during the period; and

- cessation MGI's payment of ancillary charges, beginning 3rd quarter of 2021.

The 11.70% % increase in **oil production expenses** is mainly resulted from variable expenses increase along with the upward movement of the crude oil prices.

Depletion declined mainly due to lower production bbls. (from (gross) 6,566mmbbls to 5.421mmbbls).

The **Change in crude oil inventory** increased due to lower number of barrels left unsold during the period.

General and administrative expenses, Other Income (Charges) and Provision for (Benefit From) Income Tax:

General and administrative expenses (G&A) declined by 14.46% mainly due to lower expenses resulting from the travel restrictions brought about by the COVID 19 pandemic.

Other income (charges) amounted to (P364.578) million and (P253.621) million as of December 31, 2021 and 2020, respectively. Below presents the itemized discussion of the changes in other income (charges) – net account.

- 10.01% net decrease in **share in net income of a joint venture** due to PWEI's one-time recording of the FIT arrears adjustment for the prior periods in 2020, where as in 2021, FIT arrears recognized is for the current period only.
- **interest income** declined mainly because of lower interest rates during the period.
- there was an upturn in the forex, from net unrealized loss last year to **net unrealized gain** this year mainly because of the conversion of the USD accounts to higher peso values.
- market prices from the stocks traded at the PSE regained resulting to turnaround of the **net unrealized losses from the fair value changes on financial assets at FVPL**, to net unrealized gains this year.
- change in **accretion expense** is mainly due to amendment in estimates.
- recognition of **net impairment reversal (loss)** amounting to P164.323 million, mainly coming from the write-off of the deferred costs of the SC 6A and partial impairment of the SC 14C2, due to relinquishment of the service contract and limited term of the service contract. These impairment however, were partially offset by the reversal of impairment loss of the Gabon assets due to the recovery of the crude oil prices.
- bulk of the **interest expense** pertains to the interest due from loans. The 13.81% decrease in the account is attributed to lower principal loans resulting from annual amortization of principal loans, and
- increase in **miscellaneous income** mainly due to higher time-writing charges during the period.

Provision for (benefit from) income tax:
Provision for income tax current pertains to PSC's tax payable - 5.00% provision for income tax under the PEZA incentives and for MGPP, 10% tax rate, after the income tax holiday (for the M1), which ended last February 8, 2021, as part of its BOI incentives under RE Law.

Non-controlling interest (NCI) as of December 31, 2021 and 2020 pertains to the following:

- 10% share of EEI-PC in PetroGreen;
- 25% share of Trans-Asia, the 10% share of PNOC-RC, and 10% of the 65% share of EEI-PC (indirect) in Maibarara;
- 44% share of EEI-PC (direct) and 10% of 56% share (indirect) in to PetroSolar;

e. Consolidated Financial Position (As of December 31, 2020 and 2019)

Total assets amounted to P13.405 billion and P13.364 billion as of December 31, 2020 and December 31, 2019, respectively.

Cash and cash equivalents consist of cash on hand, cash in banks and money market placements with original maturities of not more than three months. The 18.81% net increase from P1.067 billion as of December 31, 2019 to P1.267 billion as of December 31, 2020 is mainly due to collection of electricity sales, net of working capital requirements during the period.

The **Receivables** account mainly consists of receivables from electricity sales and lifting/sales of crude oil revenue. The 17.82% decrease is mainly due to collections made during the period.

Financial assets at fair value through profit and loss (FVPL) amounted to P7.532 million and P8.240 million as of December 31, 2020 and 2019, respectively. The 8.60% net decrease is due to net downward movement of the market prices of the Company's investments in stocks traded in the Philippine Stock Exchange (PSE).

Crude oil inventory increased due to higher barrels left unsold during the period.

Other current assets consist of restricted cash, supplies inventory, prepaid expenses, and other current assets. The bulk of the net decline of 4.24% is mainly due to amortization of prepayments.

Property, plant and equipment (PPE) amounted to P8.311 billion and P8.537 billion as of December 31, 2020 and December 31, 2019, respectively. The 2.65% net decrease is mainly due to the continuous depreciation of the Renewable Energy Power Plants and depletion of the oil assets.

Deferred oil exploration cost increased by 9.11% resulting from the continuous development of the oil assets.

Contract assets pertains to PSC's receivable from TransCo, pertaining to FIT arrears, which is currently recorded at net present value since this will be collected over five (5) years. Start of PSC's collection is scheduled on year 2022.

Investment in a joint venture refers to the remaining 40.00% shareholdings in PWEI. The 4.57% net increase from P1.564 million to P1.635 billion pertains to the Group's share in net income generated by PWEI during the period, net of dividend income.

Right of use of asset and lease Liabilities – these resulted from the first time adoption of the new PFRS 16 – leases in 2019. Please refer to Note 13 of the 2020 Consolidated Financial Statements. The movements pertain to the amortization of the account during the period.

The Investment properties-net account remains the same as of December 31, 2020.

Deferred tax assets – net occurs due to timing differences in recognizing temporary deductible expenses and temporary taxable revenues such as accrued profit share, accretion expenses, accrued retirement liability, provision for probable losses, unrealized gains or losses and change in crude oil inventory. As of December 31, 2020 and December 31, 2019, this amounted to P5.652 million and P12.624 million, respectively. The 55.23% pertains to movements of the temporary deductible expenses and temporary taxable revenues during the period.

Other non-current assets amounted to P445.434 million and P506.399 million as of December 31, 2020 and December 31, 2019, respectively. The 12.04% net decrease is mainly due to recoupment of advances and amortization of accounts.

Accounts payable and accrued expenses increased by 6.94% mainly due to accruals made during the year.

Current portion of loan payable and Loans payable – net of current portion declined by 28.58% and 5.59%, respectively, mainly because of settlement of principal loans during the period.

The bulk of the Income tax payable pertains to PSC's outstanding tax payable - 5.00% provision for income tax under the PEZA rules. For MGPP, minimal income tax was computed because its principal business is under the Income tax Holiday, as part of its incentives under RE Law. The increase is mainly due to higher taxable income from PSC, due to the recording of the FIT arrears and full year operations of the TSPP2.

Asset retirement obligation amounted to P109.160 million and P90.621 million as of December 31, 2020 and as of December 31, 2019, respectively. The 20.46% increase in this account resulted from changes in estimates and contributions made during the period.

Other non-current liabilities net increase of 16.30% is mainly due to increase in the Group's retirement liability.

Equity attributable to equity holders of the Parent Company amounted to P5.248 billion or P9.23 book value per share and P4.927 billion or P8.66 book value per share, as of December 31, 2020 and December 31, 2019, respectively. The increase is mainly due to continuous income generation from the Renewable Energy Operations.

Non-controlling interest (NCI) pertains to the following:

- 10% share of EEI-PC in PetroGreen;
- 25% share of Trans-Asia, the 10% share of PNOC-RC, and 10% of the 65% share of EEI-PC (indirect) in MGI;
- 44% share of EEI-PC (direct) and 10% of 56% share (indirect) in PSC;

Non-controlling interest increased by 10.47% from P2.338 billion to P2.583 billion due to net income from RE projects.

f. Results of Operations (For the years ended December 31, 2020 and 2019)

The Group generated a **consolidated net income** amounting to P646.191 million and P533.933 million as of December 31, 2020 and 2019, respectively, representing a 21.02% increase.

The Group generated **consolidated net income attributable to equity holders of the Parent Company** amounting to P319.412 million or P0.562 earnings per share and P292.836 million or P0.515 earnings per share as December 31, 2020 and same period in 2019, respectively. The main drivers of the increase are the recording of the FIT arrears for PSC and PWEI, the full year operations of the TSPP - 2 and TSPP's higher generation due to extended summer months during the period.

Revenues:

Electricity sales refer to the electricity power generated by MGPP and TSPP. The 15.18% net increase is due to the full year operations of TSPP-2; higher generation of the TSPP due to the extended summer months and the effect of the one-time recording of the FIT adjustment.

Oil revenues declined, despite the higher volume of production mainly because of lower average crude oil price realized this year as compared last year. Average crude oil price in 2019 was $64.94/bbl. while in 2020, $49.72/bbl.

Costs and Expenses:

Costs of electricity sales pertain to the direct costs of generating electricity power including operating and maintenance costs (O&M) of power plant and fluid collection and reinjection system (FCRS), depreciation, and other costs directly attributed to producing electricity. The bulk of the 12.89% increase is mainly due to MGI's costs for MERALCO wheeling charges.

Cost of oil production decreased mainly due to lower expenses made during the period.
The 47.26% increase in **depletion** is due to increase in production barrels.

The **Change in crude oil inventory** increased due to higher number of barrels left unsold during the period.

General and administrative expenses, Other Income (Charges) and Provision for (Benefit From) Income Tax:

General and administrative expenses (G&A) declined by 5.29% mainly due to lower expenses resulting from the travel restrictions brought about by the COVID 19 pandemic.

Other income (charges) amounted to (P253.621) million and P(272.411) million as of December 31, 2020 and 2019, respectively. Below presents the itemized discussion of the changes in other income (charges) – net account.

- Bulk of the interest expense pertains to the interest due from loans. The decrease in the account is attributed to lower principal loans resulting from annual amortization of principal loans.

- 14.06% net increase in **share in net income of a joint venture** due to PWEI's one-time recording of the FIT arrears adjustment.

- Interest income declined mainly because of lower interest rates during the period.

- Lower effect of forex movements from P7.232 million unrealized loss last year to P3.501 million unrealized loss this year.

- higher losses from the fair value changes on financial assets at FVPL due to slump of the market prices of investments in stocks traded at the PSE resulting from the COVID 19 pandemic;

- 8.36% decrease in accretion expense is mainly due to change in estimates; and

- 54.6% increase in miscellaneous income mainly due to higher time-writing charges during the period.

Provision for (benefit from) income tax:
Provision for income tax current - pertains to PSC's outstanding tax payable - 5.00% provision for income tax under the PEZA rules. For MGPP, no income tax was computed because it is under the Income tax Holiday, as part of its incentives under RE Law. The increase is relative to PSC's recording of the FIT arrears adjustment and full year operation of the TSPP2.

Non-controlling interest (NCI) as of December 31, 2020 and 2019 pertains to the following:

- 10% share of EEI-PC in PetroGreen;
- 25% share of Trans-Asia, the 10% share of PNOC-RC, and 10% of the 65% share of EEI-PC (indirect) in Maibarara;
- 44% share of EEI-PC (direct) and 10% of 56% share (indirect) in to PetroSolar;

Key Performance Indicators (please see attached "Schedule of Financial Soundness Indicators")

2. Plan of Operations for the next 12 months

Gabon, West Africa
Crude production will continue from the existing wells as the Gabon Consortium is currently firming up the most feasible Integrated Field Development Plan (IFDP) to extract the remaining recoverable oil volumes.

SC 14C2 - West Linapacan, Northwest Palawan
Operator Philodrill will conduct further G&G activities to validate the feasibility of extracting the remaining recoverable volumes in West Linapacan.

SC 75 - Offshore Northwest Palawan
Subject to government's safely and security clearance over the prospect area, the SC 75 Consortium will proceed with the conduct of a ~1,000 sq.km 3D seismic survey over the identified leads in SC 75.

Maibarara Geothermal Power Project
Power generation from both Maibarara -1 and Maibarara-2 will continue.

Nabas Wind Power Project
The plant will be in continuous operation from the 18 WTGs comprising the project's Phase 1, while construction of the 6 WTGs for Phase 2 will commence.

Tarlac Solar Power Project
TSPP-1 and TSPP-2 will continue to supply electricity to the grid.

Enrique T. Yuchengco Bldg. Rooftop Solar Power Project (ETY)
The ETY rooftop solar facility will continue to supply electricity to the ETY building.

Bugallon Solar Power Project
PGEC to await NEA approval of the DIS for the BSPP, prior to proceeding with final negotiations for the construction contracts.

Dagohoy Solar Power Project
Early site development works will continue for the DSPP site while PGEC awaits the SIS proper.

San Vicente Wind Hybrid Power Project
PGEC will continue with initial feasibility studies for SVWHPP, consisting of: 1) Two-year wind measurement campaign, 2) LGU and regulatory permitting works, and 3) technical and economic feasibility works for a potential wind-hybrid system in San Vicente**.**

Offshore Wind Power Projects
PGEC and CE will continue with the pre-development Work Programs for the three (3) offshore wind blocks, namely 1) on-site wind measurement campaigns, 2) geophysical and geotechnical campaigns, 3) environmental permitting works, and 4) 3) SIS applications for Northern Mindoro and East Panay blocks.

Material Commitments
Aside from the committed developments of the prospective projects, there are no other foreseen material commitments during the period.

Discussion of Indicators of the Company's Level of Performance

Productivity Program
The development of the prospective renewable energy projects will increase the Group's capacity and power generation, while the prospective four-well drilling program in Gabon Etame, aimed to sustain field production to above 20,000 BOPD.

Receivable Management
The group's receivables are mainly due from sale of electricity to ACEN and Transco and crude oil in Etame Gabon, through the consortium operator. These are being recorded once sale is made. Payment is received every 30-45 days following each sale.

For electricity sales form TSPP and NWPP, the payment for the Actual FIT Revenue is sourced from the FIT-All Fund, specifically the Actual FIT Differential (FD) and the Actual Cost Recovery Revenue (ACRR). The FD is the difference between the Actual FIT Revenue and the ACRR and is collected from on-grid consumers as a uniform charge and applied to all billed kilowatt-hours. For FIT-Eligible RE Plants connected to the Wholesale Electricity Spot Market ("WESM"), the ACRR refers to the WESM proceeds remitted to the FIT-All Fund by the Independent Electricity Market Operator of the Philippines, Inc. ("IEMOP"), which took over the Philippine Electricity Market Corporation ("PEMC") as operator of the electricity spot market. PWEI and PSC regularly receive the both the ACRR and FD components on time, which is 45 days after billing date.

PWEI and PSC manage this risk through proper and meticulous allocation of funds, proper timing of expenditures, employment of cost-cutting measures, and sourcing short-term funding requirements from local banks and investment houses or from affiliated companies.

For the twenty (20) years since oil production inception, there was no event that the buyer failed to remit the proceeds of the sale. However, the group is willing to look for another buyer should there be some problem that may happen in the future.

Liquidity Management
Management of liquidity requires a flow and stock perspective. Constraint such as political environment, taxation, foreign exchange, interest rates and other environmental factors can impose significant restrictions on firms in management of their financial liquidity.

The Group considers the above factors and pays special attention to its cash flow management. The Company identifies all its cash requirements for a certain period and invests unrestricted funds to money market placements to maximize interest earnings.

The Group does not anticipate any cash flow or liquidity problems within the next twelve (12) months. The Group is not in default of any, note, loan, lease, or other indebtedness or financing arrangement requiring it to make payments.

Inventory Management
The only inventory is the crude oil produced in Gabon. The buyer lifts certain volume and pays the same in 30 days. The operator sees to it that crude oil inventory does not reach 800,000 barrels at any one time to avoid overflow and to generate revenues to cover production costs.

Cost Reduction Efforts
In order to reduce costs, the Group employs a total of one hundred thirty six (136) employees with multi-task assignments. The group also implements request for quotations to compare prices, quality of the products and services and negotiate the payment terms.

The Company's general and administrative expense is equivalent to 8.67% of the total revenue.

Rate of Return of Each Stockholder

The Company has no defined dividend policy, but declares dividends in accordance with the Revised Corporation Code, taking into consideration existing funds and retained earnings. In 2022, the Company declared and paid 5% cash dividends. Please see Part II, Item 5, A, par. 3 Dividends for the dividends declared for the two (2 most recent years.

Item 7 - Financial Statements

The 2022 Consolidated AFS of the Company are incorporated herein by reference. The schedules listed in the accompanying index to Supplementary Schedules are filed as part of this Form 17-A.

Item 8 – Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

Information on Independent Auditor

The external auditor of the Corporation is the auditing firm SyCip Gorres Velayo & Co. (SGV). The same accounting firm has been endorsed by the Audit Committee to the Board. The Board, in turn, approved the endorsement and will nominate the reappointment of the said auditing firm for the stockholders' approval at the scheduled annual stockholders' meeting. The said auditing firm has accepted the Company's invitation to stand for re-election this year.

Audit services of SGV for the calendar year ended December 31, 2022 are the examination of the financial statements of the Company, review of income tax returns and other services related to filing of reports made with the Securities and Exchange Commission and Bureau of Internal Revenue.

Pursuant to SRC Rule 68 Paragraph 3 (b) (1V) (Re: Rotation of External Auditors), the Company has not engaged Ms. Ana Lea C. Bergado, partner of SGV & Co., for more than five (5) years. She was engaged by the Company for examination of the Company's 2022 financial statements.

The company is compliant with the Rotation requirement of its external auditor's certifying partner as required under SRC Rule 68 (3)(b) (1V). A two year cooling off period shall be observed in the re-engagement of same signing partner or individual auditor.

Disagreements with Accountants on Accounting and Financial Disclosures

As of December 31, 2022, there are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures.

PART III – CORPORATE GOVERNANCE

The Company's platform of corporate governance is anchored on its Manual on Corporate Governance (the "Manual"). The Manual has been updated to reflect the requirements stated in the Code of Corporate Governance for Publicly-Listed Companies (SEC Memorandum Circular No. 19, Series of 2016). The Manual institutionalizes the principles of good corporate governance in the entire organization. It also lays down the Company's compliance system and identifies the responsibilities of the Board and Management in relation to good corporate governance.

The Company believes that compliance with the principles of good corporate governance begins with the Board of Directors. It is the Board's duty and responsibility to foster the long-term success of the Company and secure its sustained competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interest of its shareholders and other stakeholders. With these in mind, the Company ensures that its Board of Directors is composed of individuals of proven competence, integrity, and probity. These individuals determine the Company's purposes, vision and mission, and strategies to carry out its objectives, ensure compliance with all relevant laws, regulations and codes of best business practices, adopt a system of internal checks and balances, and install a process of selection to ensure a mix of competent directors and officers.

The Board of Directors endeavors to substantially adhere to and comply with the principles and best practices contained in the Manual. The Company is adopting the Integrated Annual Corporate Governance Report, pursuant to the Code of Corporate Governance for Publicly-listed Companies (CG Code for PLCs), as an evaluation system for the company to measure or determine the level of compliance of the Board of Directors and top management with its Manual of Corporate Governance.

The Board of Directors including its officers likewise attended Corporate Governance seminars in compliance with the requirements of the Securities and Exchange Commission. In this regard, the Company's directors submitted their respective Certifications, as referred to in Annex **"D",** attesting their attendance and participation in required trainings and/or continuing education seminars for directors, to further support their qualification for directorship.

Further, the total corporate organization received copies of the Manual on Corporate Governance (Manual) duly approved by the Board of Directors.

The members of the Board, substantial shareholders, and officers are obligated to disclose all material facts related to RPTs, as well as their direct and indirect financial interest in any transaction or matter that may affect or is affecting the Company. Such disclosure shall be made at the Board and/or Audit Committee Meeting where the RPT will be presented for review and approval and before the completion or execution of the RPT. There were no transactions with Directors, Officers or any principal stockholders (owning at least 10% of the outstanding shares of the Company) that are not in the ordinary course of business of the Company. No related party transactions were entered into by any Director in 2020 that required review by the Audit Committee (acting as RPT Committee) and further approval by the Board in accordance with the RPT Policy of the Company. There have been no complaints, disputes or problems regarding related party transactions of the Company. The Company observes an arm's length policy in its dealings with related parties.

Three (3) Independent Directors (namely, Mr. Cesar A. Buenaventura, Mr. Eliseo B. Santiago, and Ms. Maria Mercedes M. Corrales) sit on the Board. The Company adopts the definition of Independence in the Securities Regulation Code and the CG Code for PLCs, and considers as an independent director a person who is independent of Management and the controlling shareholder, and is free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in the Company.
Based on the recommendations under the CG Code for PLCs, as adopted in the Manual, the Board organized the following committees:

- Audit Committee – which has the oversight capability over the Company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. The Audit Committee shall likewise review all material related party transactions and would thus exercise the functions of a Related Party Transaction Committee.

- Corporate Governance Committee – which shall be tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to the Nomination Committee and the Compensation and Remuneration Committee.

- Board Risk Oversight Committee – which shall have the oversight function over the Company's Enterprise Risk Management system, enabling the Board and Management to be in confident position to make well-performed decisions, having taken into consideration risks to significant business activities, plans, and opportunities.

Below are the Committees and their corresponding members:

Audit Committee

Chairman	-	Mr. Cesar A. Buenaventura – Lead Independent Director
Members	-	Ms. Maria Mercedes M. Corrales – Independent Director
		Ms. Helen Y. Dee – Non-Executive Director

Corporate Governance Committee

Chairman	-	Ms. Maria Mercedes M. Corrales – Independent Director
Members	-	Mr. Cesar A. Buenaventura – Lead Independent Director
		Mr. Eliseo B. Santiago – Independent Director

Board Risk Oversight Committee

Chairman	-	Mr. Eliseo B. Santiago – Independent Director
Members	-	Mr. Cesar A. Buenaventura – Lead Independent Director
		Mr. Lorenzo V. Tan – Non-Executive Director

As part of corporate measures to ensure compliance with the principles and policies embodied in the Manual, the Board of Directors designated Atty. Louie Mark R. Limcolioc, as the Company's Compliance Officer (concurrent Assistant Corporate Secretary). Atty. Limcolioc is responsible for, among matters, determining and measuring compliance with the Manual; appearing before the Philippine SEC upon summons on matters relating to the Manual; identifying, monitoring, and controlling compliance with corporate governance matters; and recommending to the Board of Directors the review of the Manual. Atty. Limcolioc works closely with the Board of Directors, top management, and board committees to evaluate and monitor compliance with the Manual. Specifically, he determines the level of compliance and accordingly recommends the adoption of measures to improve such compliance. Likewise, the various board committees perform oversight duties and functions to ensure proper compliance with the Manual and other corporate policies. The Company also submits governance reports required by the Philippine SEC and the PSE to determine compliance with their rules and regulations, the Manual, and the Code of Corporate Governance. Pursuant to the CG Code for PLCs, the positions of the Corporate Secretary and Compliance Officer are no longer performed by the same person.

In line with the Company's aspirations for growth and development, the Company continues to work towards enhancing its adherence to the principles and best practices of good corporate governance.

Director Compensation Report

		Per Diem	**Bonus**	**Other Compensation***	**Total**
Directors	**2019**	**372,222.00**	**-**	**5,045,026.00**	**5,417,248**
	2020	**392,105.00**	**-**	**5,282,093.00**	**5,674,198**
	2021	**347,953.28**	**-**	**5,267,664.00**	**5,615,617**
	2022 est**	**300,000.00**	**-**	**5,917,291.38**	**6,217,291**

*Other compensation pertains to the Director's share in the profit share.
**The 2022 estimate does not yet include profit share.

BOARD ATTENDANCE

The record of attendance of the Members of the Board in the Board of Directors' Meetings, Stockholders' Meeting, Audit Committee Meetings and Board Committee Meetings for the calendar year 2022.

Board Members	No. of Meetings Held During the Year					No. of Meetings Attended
	Audit	Corporate Governance	Board	ASM	OM	
Helen Y. Dee Chairman	7		11	1	1	20
Milagros V. Reyes President/Director			11	1	1	13
Maria Mercedes M. M. Corrales Independent Director	7	1	11	1	1	21
Cesar A. Buenaventura Independent Director	7	1	11	1	1	21
Lorenzo V. Tan Director	-	1	11	1	1	14
Yvonne S. Yuchengco Director/Treasurer	-		11	1	1	13
Eliseo B. Santiago Independent Director			11	1	1	13

Note:

Board Meetings	11
CG Committee Meeting	1
Audit Committee Meetings	7
Annual Stockholders' Meeting	1
Organizational Meeting	1
TOTAL	**21**

<u>ANNEX "A"</u>

PETROENERGY RESOURCES CORPORATION
Procedures and Requirements for Voting and Participation in the 2023 Annual Stockholders' Meeting

PetroEnergy Resources Corporation (the "Company") will dispense with the physical attendance of its stockholders for the 2023 Annual Stockholders' Meeting (ASM). Instead, the Company will conduct the 2023 ASM scheduled on July 27, 2023 at 4:00 p.m. by remote communication and will conduct electronic voting in absentia.

Only stockholders of record as of June 15, 2023 are entitled to participate and vote in the 2023 ASM.

The Company has adopted the following procedures and requirements to enable its stockholders to participate and vote in the 2023 ASM:

I. ONLINE REGISTRATION STEPS AND REQUIREMENTS

A. Stockholders may register **from 9:00 AM of July 15, 2023 until 5:00 PM of July 24, 2023** to signify his/her/its intention to participate in the 2023 ASM by remote communication. The registration steps and requirements are available through the following link: http://petroenergy.com.ph/investor_relations.

B. To register, stockholders shall submit the following requirements to the Office of the Corporate Secretary via email at corpaffairs@petroenergy.com.ph:

B.1. **For Individual Stockholders:**
(i) Scanned valid government issued identification card;
(ii) Valid email address and active contact number;

B.2. **For Stockholders with Joint Accounts:**
(i) Authorization letter signed by all stockholders indicating the name of the person authorized to cast the votes;
(ii) Valid email address and active contact number of the authorized stockholder;
(iii) Scanned copy of valid government-issued identification card of the authorized stockholder;

B.3. **For Stockholders under PCD Participant/Brokers Account or holding 'Scripless Shares':**
(i) Broker's Certification on the stockholder's number of shareholdings;
(ii) Valid email address and active contact number of the stockholder;
(iii) Scanned copy of valid government-issued identification card of stockholder; and

B.4. **For Corporate Stockholders:**
(i) Secretary's Certificate attesting to the authority of the representative to vote the shares on behalf of the corporate stockholder;
(ii) Valid email address and active contact number of authorized representative; and
(iii) Valid government-issued identification card of authorized representative.

C. The documents submitted will then be verified by the Office of the Corporate Secretary with the assistance of the Stock Transfer Agent. The validation process will be completed by the Company no later than three (3) business days from the stockholder's receipt of an email from the Company acknowledging receipt of the stockholder's registration documents. Once validated, the stockholder will receive an email that his/her/its account has been verified and shall be provided instructions for the stockholder's access to the Company's electronic voting and to access the ASM livestreaming link.

II. ELECTRONIC VOTING IN ABSENTIA

A. Duly registered stockholders have the option to vote for the matters contained in the agenda for the 2023 ASM through electronic voting in absentia. The deadline for registration is 5:00 PM of July 24, 2023. Beyond this date, stockholders may no longer avail of the option to electronically vote in absentia.

B. After verification, the Company shall send a ballot to the registered stockholder through his/her/its e-mail address which shall contain all the agenda items for approval as indicated in the Notice of Meeting and the registered stockholder may vote as follows:

(1) For items other than Election of Directors, the registered stockholder has the option to vote: In Favor of, Against, or Abstain. The vote is considered cast for all the registered stockholder's shares.
(2) For the Election of Directors, the registered stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The total number of votes the stockholder is allowed to cast shall be based on the number of shares he/she or it owns.
(3) Once voting on the agenda items is finished, the stockholder can proceed to submit the accomplished ballot via email to corpaffairs@petroenergy.com.ph.
(4) After the ballot has been submitted, the stockholder may no longer change his/her vote. The stockholder will receive a confirmation email that his/her/its vote has been recorded.

C. Thereafter, the Office of the Corporate Secretary and the Transfer Agent, shall tabulate all valid and confirmed votes cast through electronic voting, together with the votes through proxies.

D. Registered stockholders shall have until 5:00 PM of July 24, 2023 to cast their votes in absentia. Stockholders will not be allowed to cast votes during the livestream of the 2023 ASM.

III. VOTING BY PROXY

A. For individual stockholders holding certificated shares of the Company – Download the proxy form that is available at http:// petroenergy.com.ph/investor_relations.

B. For stockholders holding 'scripless' shares, or shares held under a PCD Participant/Broker – Download the proxy form that is available at http://petroenergy.com.ph/investor_relations. Stockholders are advised to coordinate with their brokers first for the execution of this type of proxy.

C. For corporate stockholders - Download the proxy form that is available at http://petroenergy com.ph/investor_relations. A copy of the duly signed and notarized Secretary's Certificate must be submitted together with the proxy form.

D. General Instructions on Voting by Proxy:

(1) Download and fill up the appropriate proxy form. Follow the instructions on how to cumulate or allocate votes in the election of directors.
(2) Send the scanned copy of the duly executed proxy form via email to corporate secretary via corpaffairs@petroenergy.com.ph or submit the original proxy form to the Office of the Corporate Secretary at 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City.
(3) Deadline for the submission of proxies is at 5:00 PM of July 24, 2023.
(4) Validation of proxies will be on July 24, 2023.
(5) If a stockholder avails of the option to cast his/her vote electronically in absentia and also issues proxy votes with differing instructions, the duly accomplished ballots sent through e-mail shall replace the proxy votes issued by the stockholder.

IV. PARTICIPATION BY REMOTE COMMUNICATION

A. Only duly registered stockholders will be included in determining the existence of a quorum.
B. Duly registered stockholders may send their questions and/or comments prior to the ASM through email at corpaffairs@petroenergy.com.ph. The deadline for submitting questions shall be at **5:00 PM of July 24, 2023.**
C. The proceedings during the 2023 ASM will be recorded. For any clarifications, please contact the Office of the Corporate Secretary via email at corpaffairs@petroenergy.com.ph.

ANNEX "B"

SAMPLE ONLY
PROXY PETROENERGY RESOURCES CORPORATION
2023 STOCKHOLDERS' MEETING

I/WE hereby name and appoint, ______________________________, or in her absence, the Chairman of the meeting, as my/our proxy at the annual stockholders' meeting of **PETROENERGY RESOURCES CORPORATION. ("PERC")** to be held on **July 27, 2023** and/or at any postponement or adjournment thereof, and/or any annual stockholders' meeting of PERC, which appointment shall not exceed five (5) years from date hereof.

In particular, I hereby direct my said proxy to vote all my shares on the agenda items set forth below as I have expressly indicated by marking the same with an "X".

Item No.	**Subject**	**Action**		
		For	**Against**	**Abstain**
I.	Approval of the Minutes of the Annual Meeting held on July 28, 2022			
II.	Approval of Management Report and the 2022 Audited Financial Statements contained in the 2022 Annual Report			
III.	Confirmation and Ratification of all acts, contracts and investment made and entered during the period July 28, 2022 to July 27, 2023			
IV.	Election of Directors for the year 2023-2024			
	1. Helen Y. Dee			
	2. Milagros V. Reyes			
	3. Yvonne S. Yuchengco			
	4. Carlos G. Dominguez III-Independent Director			
	5. Cesar A. Buenaventura *(For Retention and Reelection as Independent Director)*			
	6. Eliseo B. Santiago *(For Retention and Reelection as Independent Director)*			
	7. Lorenzo V. Tan			
V.	Appointment of External Auditors			

I am accomplishing this Proxy Form this _____ day of ______ 2023.

PRINTED NAME OF STOCKHOLDER

AUTHORIZED SIGNATORY

THIS PROXY SHOULD BE SUBMITTED UNTIL **5:00 PM OF JULY 24, 2023**, TO THE OFFICE OF THE CORPORATE SECRETARY AT 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City OR BY EMAIL AT corpaffairs@petroenergy.com.ph. THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT. A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON. THIS PROXY DOES NOT NEED TO BE NOTARIZED.

`

ANNEX "B-1"

PETROENERGY RESOURCES CORPORATION
2023 STOCKHOLDERS' MEETING

ELECTRONIC VOTING IN ABSENTIA

A. Duly registered stockholders have the option to vote for the matters contained in the agenda for the 2023 ASM through electronic voting in absentia. The deadline for registration is **5:00 PM of July 24, 2023**. Beyond this date, stockholders may no longer avail of the option to electronically vote in absentia.

B. After verification, the Company shall send a ballot to the registered stockholder through his/her/its e-mail address which shall contain all the agenda items for approval as indicated in the Notice of Meeting and the registered stockholder may vote as follows:

(1) For items other than Election of Directors, the registered stockholder has the option to vote: In Favor of, Against, or Abstain. The vote is considered cast for all the registered stockholder's shares.

(2) For the Election of Directors, the registered stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The total number of votes the stockholder is allowed to cast shall be based on the number of shares he/she or it owns.

(3) Once voting on the agenda items is finished, the stockholder can proceed to submit the accomplished ballot via email to corpaffairs@petroenergy.com.ph.

(4) After the ballot has been submitted, the stockholder may no longer change his/her vote. The stockholder will receive a confirmation email that his/her/its vote has been recorded.

B. Thereafter, the Office of the Corporate Secretary and the Transfer Agent, shall tabulate all valid and confirmed votes cast through electronic voting, together with the votes through proxies.

D. Registered stockholders shall have until **5:00 PM of July 24, 2023** to cast their votes in absentia. Stockholders will not be allowed to cast votes during the livestream of the 2023 ASM.

Item No.	**Subject**	**Action**		
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IV.	Election of Directors for the year 2023-2024			
	1. Helen Y. Dee			
	2. Milagros V. Reyes			
	3. Yvonne S. Yuchengco			
	4. Carlos G. Dominguez III-Independent Director			
	5. Cesar A. Buenaventura *(For Retention and Reelection as Independent Director)*			
	6. Eliseo B. Santiago *(For Retention and Reelection as Independent Director)*			
	7. Lorenzo V. Tan			
V.	Appointment of External Auditors			

CERTIFICATES OF INDEPENDENT DIRECTORS
(ANNEX “C”)

<u>**CERTIFICATION OF INDEPENDENT DIRECTOR**</u>

I, **CARLOS G. DOMINGUEZ III,** Filipino, of legal age and a resident of No. 151 Sarangani St., Ayala Alabang Village, Muntinlupa City, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **PETROENERGY RESOURCES CORPORATION.**

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY / ORGANIZATION	POSITION	PERIOD OF SERVICE
Lafayette (Philippines) Inc.	President	2006 – 2008
RCBC Capital Corp	Independent Director	2002 – 2016
Manila Electric Corporation	Director	2001 – 2003
Phil. Associated Smelting and Refining Corp.	President	1999 – 2002
Northern Mindanao Power Corp.	Director	1994 – 2006
RCBC Capital Corporation	Chairman	1994 – 2002
United Paragon Mining	Director	1993 – 2016
Philippine Airlines	Chairman & President	1993 – 1995
Phil. Tobacco Flue Curing Redrying Corporation	President	1992 – 2016
Baesa Redevelopment Corp.	President	1992 – 2016
Retail Specialist Inc.	President	1991 – 2016
BPI Agricultural Development Bank	President	1983 – 1986
BPI	Vice President	1983 – 1986
Davao Fruits Corporation	Exec.Vice President	1975 – 1982
AMS Farming Corporation	Exec.Vice President	1971 – 1975
Rubicon Inc.	Finance Manager	1969 – 1971
First National City Bank	Management Trainee	1965 – 1967
PAST POSITION – GOVERNMENT	**POSITION**	**PERIOD OF SERVICE**
Department of Finance	Secretary	2016 – 2022
Land Bank of the Philippines	Chairman	2016 – 2022
Department of Agriculture	Secretary	1987 – 1989
Department of Environment and Natural Resources	Secretary	1986 – 1987

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **PETROENERGY RESOURCES CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to the following director/officer/substantial shareholder of **PETROENERGY RESOURCES CORPORATION** its subsidiaries and affiliates, other than the relationship provided under the Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR / OFFICER / SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP

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

6. I am not in government service or am affiliated with a government agency or GOCC.

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

8. I shall inform the Corporate Secretary of **PETROENERGY RESOURCES CORPORATION** of any changes in the abovementioned information within five (5) days from its occurrence.

Done this 15TH day of June 2023, in Pasig City, Philippines.

CARLOS G. DOMINGUEZ III
Independent Director

SUBSCRIBED AND SWORN to before me this 15TH day of June 2023, affiant personally appeared before me and exhibited his Philippine Passport No. P5511151A issued on 04 January 2018 and valid until 03 January 2028, as competent evidence of his identity.

Doc. No.: 16;
Page No.: 5;
Book No.: IV;
Series of 2023.
/mdr

ATTY. MARIA CARMELA D. HAUTEA NOTARY PUBLIC PASIG SAN JUAN PATEROS PHILS. ROLL NO. 66585

MARIA CARMELA D. HAUTEA
Appointment No. 167 (2023-2024)
Notary Public for the Cities of Pasig and San Juan and the Municipality of Pateros
Commission Expires on December 31, 2024
F JMT Bldg. ADB Ave. Ortigas Center, Pasig City
Roll of Attorneys No. 66585
MCLE Compliance No. VII-0016267
IBP No. 281214/01-10-2023/RSM
PTR No. 0173575/01-23-2023/Pasig City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CESAR A. BUENAVENTURA,** Filipino, of legal age and a resident of #27 Kasiyahan Homes, 58 Mckinley Road, Forbes Park, Makati City, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **PETROENERGY RESOURCES CORPORATION** and been Independent Director since 1998 to present.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Pilipinas Shell Petroleum Corporation	Director	1970 to present
Pilipinas Shell Foundation Inc.	Founding Chairman	1982 to present
Buenaventura, Echauz and Partners, Inc.	Chairman	1991 to present
DMCI Holdings, Inc.	Vice Chairman	1995 to present
DM Consunji, Inc.	Director	1995 to present
Mitsubishi Hitachi Power Systems (Phils.), Inc. – formerly Babcokc Hitachi	Chairman	1997 to present
Semirara Mining Company	Director	1997 to present
iPeople, Inc.	Director	2005 to present
Manila International Airport Authority	Director	2010 to present
Concepcion Industrial Corporation	Director	2014 to present
Bloomberry Cultural Foundation	Director	2015 to present
ICTSI Foundation	Director	2015 to present
The Country Club	Director	2016 to present
International Container Terminal Services, Inc.	Director	2019 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **PETROENERGY RESOURCES CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to the following director/officer/substantial shareholder of **PETROENERGY RESOURCES CORPORATION** its subsidiaries and affiliates, other than the relationship provided under the Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR / OFFICER / SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP

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

6. I am not in government service or am affiliated with a government agency or GOCC.

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

8. I shall inform the Corporate Secretary of **PETROENERGY RESOURCES CORPORATION** of any changes in the abovementioned information within five (5) days from its occurrence.

Done this June 15, 2023 at Pasig City, Philippines.

CESAR A. BUENAVENTURA
Lead Independent Director

SUBSCRIBED AND SWORN to before me this June 15, 2023 affiant personally appeared before me and exhibited his Philippine Passport No. P9753800A issued on 29 November 2018 and valid until 28 November 2028, as competent evidence of his identity.

Doc. No.: 18;
Page No.: 5;
Book No.: 14;
Series of 2023.
/mdr

ATTY. MARIA CARMELA D. HAUTEA
NOTARY PUBLIC
PASIG
SAN JUAN
PATEROS
PHILS.
ROLL NO. 66585

MARIA CARMELA D. HAUTEA
Appointment No. 167 (2023-2024)
Notary Public for the Cities of Pasig and San Juan
and the Municipality of Pateros
Commission Expires on December 31, 2024
7F JMT Bldg. ADB Ave. Ortigas Center, Pasig City
Roll of Attorneys No. 66585
MCLE Compliance No. VII-0016267
IBP No. 281214/01-10-2023/RSM
PTR No. 0173575/01-23-2023/Pasig City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ELISEO B. SANTIAGO,** Filipino, of legal age and a resident of #23 Spinach Street, Valle Verde 5, Pasig City, after having been duly sworn in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **PETROENERGY RESOURCES CORPORATION** and been Independent Director since 2013 to present.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY / ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
Isla Petroleum and Gas Corporation	Member, Executive Committee	2012 to present
Citadel Pacific Ltd.	Independent Director	2016 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **PETROENERGY RESOURCES CORPORATION**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to the following director/officer/substantial shareholder of **PETROENERGY RESOURCES CORPORATION** its subsidiaries and affiliates, other than the relationship provided under the Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR / OFFICER / SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP

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

6. I am not in government service or am affiliated with a government agency or GOCC.

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

8. I shall inform the Corporate Secretary of **PETROENERGY RESOURCES CORPORATION** of any changes in the abovementioned information within five (5) days from its occurrence.

Done this June 15, 2023 at Pasig City, Metro Manila, Philippines.

ELISEO B. SANTIAGO
Independent Director

SUBSCRIBED AND SWORN to before me this June 15, 2023, affiant personally appeared before me and exhibited his Tax Identification No. 106-210-036 as competent evidence of his identity.

Doc. No.: 17 ;
Page No.: 5 ;
Book No.: 14 ;
Series of 2023.
/mdr

ATTY. MARIA CARMELA D. HAUTEA
NOTARY PUBLIC
PASIG
SAN JUAN
PATEROS
PHILS.
ROLL NO. 66585

MARIA CARMELA D. HAUTEA
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MCLE Compliance No. VII-0016267
IBP No. 281214/01-10-2023/RSM
PTR No. 0173575/01-23-2023/Pasig City

CERTIFICATIONS
(attendance and participation in required trainings)
(ANNEX "D")

https://edge.pse.com.ph/openDiscViewer.do?edge_no=80f7ac5cb629d7803470cea4b051ca8f

PetroEnergy
PETROENERGY RESOURCES CORPORATION

7F JMT Building, ADB Avenue, Ortigas Center,
Pasig City 1600, Metro Manila, Philippines
Tel: (+632) 8637-2917
Fax: (+632) 8634-6066
Visit: www.petroenergy.com.ph
A YGC Member
The Power of Synergy

December 29, 2022

SECURITIES AND EXCHANGE COMMISSION
Secretariat Building
PICC Complex, Roxas Boulevard
Pasay City 1307

Attention : **Atty. Rachel Esther J. Gumtang-Remalante**
Director
Corporate Governance and Finance Department

Subject : PetroEnergy Resources Corporation
Certificate of Completion/Attendance

Gentlemen :

PetroEnergy Resources Corporation is pleased to furnish the Commission copies of the Certificates of Completion/Attendance of the following Directors/Officers in the required Corporate Governance Seminar for 2022.

1. Helen Y. Dee - Chairman
2. Milagros V. Reyes - Director / President
3. Yvonne S. Yuchengco - Director / Treasurer
4. Eliseo B. Santiago - Independent Director
5. Maria Mercedes M. Corrales - Independent Director
6. Lorenzo V. Tan - Director
7. Francisco G. Delfin, Jr. - Vice President
8. Maria Victoria M. Olivar - AVP for Operations
9. Maria Cecilia M. Diaz De Rivera - Chief Financial Officer
10. Vanessa G. Peralta - AVP, CCU & CIO
11. Samuel V. Torres - Corporate Secretary
12. Louie Mark R. Limcolioc - Assistant Corporate Secretary

We trust you will find everything in order.

Thank you.

Very truly yours,

LOUIE MARK R. LIMCOLIOC
Asst. Corporate Secretary

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Helen Y. Dee

Rizal Commercial Banking Corporation

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar

"Going from Good to Great"

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Milagros V. Reyes

Petroenergy Resources Corporation

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar
“Going from Good to Great”

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Eliseo Santiago

Petroenergy Resources Corporation

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar
"Going from Good to Great"

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Maria Mercedes Corrales

Mapua University

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar
"Going from Good to Great"

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP OF COMPANIES

RCBC

CERTIFICATE

OF COMPLETION

THIS CERTIFIES THAT

Yvonne Yuchengco

has completed the RCBC Digital Academy Executive Learning Series dated May 6, 13, 20, and 27, 2022

Deloitte.

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Lorenzo V. Tan

House of Investments, Inc

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar
"Going from Good to Great"

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Francisco G. Delfin, Jr.

Petroenergy Resources Corporation

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar
"Going from Good to Great"

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Maria Victoria V. Olivar

Petroenergy Resources Corporation

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar
“Going from Good to Great”

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Maria Cecilia L. Diaz de Rivera

Petroenergy Resources Corporation

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar
"Going from Good to Great"

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Vanessa G. Peralta

Petroenergy Resources Corporation

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar "Going from Good to Great"

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP OF COMPANIES

This

Certificate of Attendance

is presented to

Samuel V. Torres

PMMIC

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar
"Going from Good to Great"

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

YUCHENGCO GROUP
OF COMPANIES

This

Certificate of Attendance

is presented to

Louie R. Limcolioc

Petroenergy Resources Corporation

for attending and participating in the

2022 YGC Annual Corporate Governance Seminar
"Going from Good to Great"

19 November 2022, 8:30 a.m. to 12 noon

Via Zoom

BRENT C. ESTRELLA
Chief Compliance Officer and Head, Regulatory Affairs Group
Rizal Commercial Banking Corporation

2022 MINUTES OF ANNUAL STOCKHOLDERS' MEETING

https://petroenergy.com.ph/#!/document/perc_asm_28july2022_final

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF PETROENERGY RESOURCES CORPORATION

DATE	:	**July 28, 2022**
TIME	:	**4:00 p.m.**
MANNER	:	**Via Zoom Conference Meeting**

The Chairman, **Ms. Helen Y. Dee,** welcomed all the stockholders to the 2022 Regular Annual Stockholders' Meeting (ASM), and mentioned that the ASM will be conducted through online and recorded video-streaming to minimize the risk posed by the continuing COVID-19 pandemic in the country.

The Chairman also mentioned that the procedures for the ASM were embodied in the Company's Definitive Information Statement duly approved by the Securities and Exchange Commission (SEC). She added that the Stockholders were advised to register online to accord them the opportunity to participate in the ASM; that only questions and concerns submitted online prior to the given deadline will be addressed during the ASM; and that those given during the ASM will be addressed through email after the ASM and will be included in the minutes, accordingly.

The incumbent members of the Board of Directors of the Company, who were then present, were thereafter introduced while their photos were shown on-screen, as follows:

Ms. Helen Y. Dee	–	Chairman
Ms. Milagros V. Reyes	–	Director/President
Ms. Yvonne S. Yuchengco	–	Director/Treasurer
Mr. Cesar A. Buenaventura	–	Lead Independent Director
Ms. Maria Mercedes M. Corrales	–	Independent Director
Mr. Eliseo B. Santiago	–	Independent Director
Mr. Lorenzo V. Tan	–	Director

I. CERTIFICATION OF SERVICE OF NOTICE

The Corporate Secretary, Atty. Samuel V. Torres, was called to submit proof of the Notice of Meeting. The Corporate Secretary certified that, pursuant to the alternative mode for distributing and providing the notice of meeting in connection with the holding of the ASM for 2022, notices of the meeting were sent to all stockholders of record as of June 15, 2022 in four (4) ways to reach as many stockholders as possible.

First, through publication of the Notice of the ASM, including the agenda, for two (2) consecutive days on June 29, 2022 and June 30, 2022 in The Manila Bulletin and in the Philippine Star, both in print and online editions, as evidenced by the Affidavits of Publication executed by the respective representatives of said publishers. Second, by disclosure with the Philippine Stock Exchange. Third, by posting on the Company's website. Finally, through email for those who have successfully registered online, consistent with applicable SEC Rules and the Company's internal guidelines on participation by electronic means of communication or in absentia.

II. DETERMINATION OF QUORUM / CALL TO ORDER

The Corporate Secretary certified that there was a quorum for the transaction of any business that may be properly brought before the Body, that out of **568,711,842** outstanding shares entitled to vote, a total of **418,078,268** shares are present, **66,967** shares in person and **418,011,301** shares in proxy, representing **73.51%** of the total outstanding shares. On the basis of the Corporate Secretary's certification, the Chairman called the meeting to order.

III. APPROVAL OF THE MINUTES OF THE LAST REGULAR ANNUAL STOCKHOLDERS' MEETING HELD ON JULY 29, 2021

The Chairman mentioned that the minutes of the last Regular Annual Stockholders' Meeting held on July 29, 2021 were made available in the Company's website. Stockholders owning 73.51% of the outstanding shares have voted in favor of the following resolution:

*"**RESOLVED,** That the Minutes of the Regular Annual Stockholders' Meeting held on July 29, 2021 be, as it is hereby, approved."*

IV. APPROVAL OF MANAGEMENT REPORT AND THE 2021 AUDITED FINANCIAL STATEMENTS

The Chairman announced that the Board of Directors, in a meeting held immediately prior to the stockholders' meeting, approved the declaration of 5% cash dividend, or P0.05 per share, to all stockholders of record as of August 15, 2022 and such cash dividend will be payable on September 8, 2022.

She then requested the President, Ms. Milagros V. Reyes, to deliver the Management Report as follows:

"Dear Fellow Stockholders:

As conveyed in our Annual Report, our Company's consolidated net income in 2021 ended at Php 665 Million, a 3% increase from 2020. We continue to gain returns from our renewable energy (RE) venture as our geothermal, wind, and solar power plants produced 446,000 MW of power last year delivering Php 2.67 Billion in revenues and more significantly abating 316,000 metric tons of carbon dioxide. Our fruitful investment in RE and our pledge to protect the planet, have pushed us towards our next big move – to go entirely renewables.

And we are pleased to report several gains on this strategy. We were awarded with three (3) service contracts to develop 4,000 MW of offshore wind power projects in the country, two (2) service contracts to build and operate solar projects in Luzon and Visayas, and more recently, our onshore Nabas wind power project expansion in Aklan bagged a 20-year power supply agreement under the Green Energy Auction Program (GEAP) of the Department of Energy (DOE).

While we celebrate these positive events, what we are more proud of is how our business achievements translate to a shared value with our people and host communities. Through our We Power H.E.L.P. CSR program, we were able to enhance the resources and human potential of our host communities where we operate. A mandate that is very much an integral part of PetroEnergy's mission.

Our CSR efforts can be traced back to 2006 when we supported public education by sponsoring teachers' trainings for 1,100 teachers across the country. Being a member of YGC and an affiliate of one of pioneering schools in the country, the Mapua schools, education is a cause that is very close to our hearts. Since 2015, we provided scholarship grants and values formation to 50 scholars, from which there are now professional mechanical, electrical, civil, and marine engineers, two (2) are graduates of information technology, and 10 have completed culinary arts and management. Most of them are now working in foreign companies and local public and private firms.

In 2009 when we started our geothermal project, we were presented the opportunity to interact closely with our communities and design more inclusive projects that address their immediate needs. And through our participatory approach to community-building, we were able to transform villages into progressive communities by helping them with their basic needs such as clean water system, electricity for those who have been without electricity for 50 years, quality education, and medical services. Our goal of producing self-sustaining and resilient communities have enabled us to successfully organize chili farmers in Tarlac and women weavers in Aklan to be more productive members of their communities. It is our hope to inspire change and progress, in places where we operate. This is our way of contributing to building our nation's economic and social capital.

And with your continuous support our fellow Shareholders, we are confident that we can continue providing optimum value to our Shareholders and carrying out our mission of uplifting people and communities.

Thank you."

After the President's presentation, the Corporate Secretary informed that the Stockholders owning 73.51% of the outstanding shares have voted in favor of the following resolution:

*"**RESOLVED,** as it is hereby resolved, that the 2021 Management Report and the 2021 Audited Financial Statements, as made available to the stockholders, be as they are hereby, noted and approved."*

V. CONFIRMATION AND RATIFICATION OF ALL ACTS, RESOLUTIONS, CONTRACTS AND INVESTMENTS MADE AND ENTERED INTO BY THE BOARD OF DIRECTORS AND MANAGEMENT DURING THE PERIOD JULY 29, 2021 TO JULY 28, 2022

A resolution for the confirmation and ratification of all acts, resolutions, contracts and investments made and entered into by the Management and/or the Board of Directors for the period July 29, 2021 to July 28, 2022 was shown on the screen. After which, the Corporate Secretary informed that stockholders owning 73.51% of the outstanding shares have voted in favor of the resolution, to wit:

*"**RESOLVED,** as it is hereby resolved, that all acts, resolutions, contracts and investments made by Management and/or the Board of Directors for the period July 29, 2021 to July 28, 2022, be as they are hereby confirmed, ratified and approved."*

VI. ELECTION OF SEVEN (7) MEMBERS OF THE BOARD OF DIRECTORS FOR THE YEAR 2022-2023

The Chairman then tackled the next item in the Agenda. She asked asked the Corporate Secretary if he has the list of nominees to the Board of Directors. The Corporate Secretary replied in the affirmative, and that, as of July 15, 2022, the deadline for nominations, seven (7) nominees were screened and short-listed by the Corporate Governance Committee for election as members of the Board of Directors, namely:

1. HELEN Y. DEE	–	Director
2. MILAGROS V. REYES	–	Director
3. YVONNE S. YUCHENGCO	–	Director
4. CESAR A. BUENAVENTURA	–	Independent Director
5. MARIA MERCEDES M. CORRALES	–	Independent Director
6. ELISEO B. SANTIAGO	–	Independent Director
7. LORENZO V. TAN	–	Director

The Corporate Secretary underscored that among these nominees, Independent Directors, Mr. Cesar A. Buenaventura and Mr. Eliseo B. Santiago, reached the nine (9) years term limit as Independent Directors in 2022. Mr. Buenaventura and Mr. Santiago were, however, nominated for retention and reelection as Independent Directors. He then explained that under the Company's Manual on Corporate Governance and as warranted by the SEC Memorandum Circular No. 19, Series of 2016, the Independent Directors may be retained and reelected upon meritorious justification/s and Stockholders' approval. The justifications for said retention and reelection have been provided to the Stockholders in advance through the Information Statement.

The Corporate Secretary informed that all the shares represented in the meeting or **418,078,268** shares (73.51%) of the outstanding shares, have been voted in favor of the election of all the seven (7) nominees, including the extension and retention of Mr. Buenaventura and Mr. Santiago as Independent Directors.

The Chairman then proclaimed the above-named nominees as elected members of the Board of Directors of the Corporation for the year 2022-2023.

VII. APPOINTMENT OF THE COMPANY'S EXTERNAL AUDITORS

The Chairman stated that the Audit Committee recommended the re-appointment of the firm SyCip Gorres Velayo & Company (SGV) as the Company's external auditor for the year ending December 31, 2022.

The Corporate Secretary informed that Stockholders owning 73.51% of the outstanding shares have voted in favor of the resolution reappointing SGV as external auditor for the year ending December 31, 2022, to wit:

> *"**RESOLVED**, That the auditing firm SyCip Gorres Velayo & Company be, as it is hereby, reappointed as External Auditor of the Company for the calendar year ending December 31, 2022."*

VIII. OTHER MATTERS

The Chairman requested the Corporate Secretary to report the comments and questions submitted to the Company prior to the stated deadline.

The Corporate Secretary then informed that one of the Stockholders, Mr. Jerry T. Chua, submitted his questions which were shown on the screen as follows:

1. What is the current attributable capacity of the Company and target attributable capacity by 2025 and 2030?

2. Is the Company prioritizing solar projects over geothermal and wind? If yes, what is the rationale for this strategy?

3. Are there plans to eventually expand the capacity of Maibarara Geothermal and Nabas Wind Power?

4. What is the timetable for the Company to conclude the feasibility study & pre-development works of the three new offshore wind blocks covering offshore northern Luzon, northern Mindoro, and eastern Panay?

5. Has the Company signed a MOU with a (Danish) technical/financial partner?

6. Will the Company maintain operating control of the highly capital intensive offshore wind projects or open to getting diluted to a minority stake?

The President addressed Mr. Chua's questions.

In response to the questions, the President reported that the Company's current attributable capacity is 138MW. The Company aims to increase its attributable capacity to ~178MW by 2024, and to at least 200 MW by 2030.

The President added that solar farms are faster to put up and the cost to develop the same is lower than that of wind and geothermal. Since the returns are comparable, the Company would prioritize solar.

If the company is to attain its capacity goal, there would be a need to expand its geothermal and wind projects. These are in the Company's focused projects list, especially since the Company has been granted an allocation through the Green Energy Auction Program of the Department of Energy for its wind project in Nabas, Aklan.

As to the offshore wind projects, the President reported that this is in the longer term. The Company is given five (5) years to complete the feasibility studies for the projects with its Danish Company partner with whom a Memorandum of Understanding (MOU) was executed for the study phase. The Company will make its decisions on the operating control after said studies are completed.

IX. ADJOURNMENT

Since no other business was brought to the table and that no other questions have been received from the stockholders within the stated deadline nor during the meeting, the meeting was adjourned upon motion duly made and seconded.

ATTY. SAMUEL V. TORRES
Corporate Secretary

ATTEST:

HELEN Y. DEE
Chairman

PETROENERGY RESOURCES CORPORATION
2022 Annual Stockholders' Meeting
List of Attendees

PRESENT:

Mr. Helen Y. Dee	– Chairman Makati City
Ms. Milagros V. Reyes	– Director/President Pasig City
Ms. Yvonne S. Yuchengco	– Director/Treasurer Makati City
Mr. Cesar A. Buenaventura	– Lead Independent Director Makati City
Ms. Maria Mercedes Corrales	– Independent Director Muntinlupa City
Mr. Eliseo B. Santiago	– Independent Director Portland, Oregon
Mr. Lorenzo V. Tan	– Director Makati City

OFFICERS:

Atty. Samuel V. Torres	– Corporate Secretary Corporate Information Officer
Atty. Louie Mark R. Limcolioc	– Asst. Corporate Secretary Compliance Officer Alternate Information Officer AVP for Corporate and Legal Affairs (PetroEnergy Resources Corporation)
Mr. Francisco G. Delfin, Jr.	– Vice President (PetroEnergy Resources Corporation)
Ms. Maria Victoria M. Olivar	– AVP for Operations (PetroEnergy Resources Corporation)
Mr. Paul Elmer C. Morala	– AVP for Power Plant Operations (PetroGreen Energy Corporation)
Ms. Maria Cecilia L. Diaz De Rivera	– Chief Financial Officer (PetroEnergy Resources Corporation)
Ms. Vanessa G. Peralta	– Data Privacy Officer (PetroEnergy Resources Corporation)

STOCKHOLDERS/OTHERS:

Ms. Carlota R. Viray	Consultant
Jerry T. Chua	Stockholder
Maria Carmela Hautea	PGEC
Irene S. Samaniego	PERC
Helen D. Agtarap	PERC
Emer T. Azul	PERC
Lordes May L. Duenas	PERC
Luzviminda B. Ledda	PGEC
Kenneth Lee	SGV & Co.
Anna Lea C. Bergado	SGV & Co.
Leah Grace Ignacio	SGV & Co.
Jun Torres	SGV & Co.
Martin C. Guantes	SGV & Co.
Paulo Y. Abaya	Malayan
Xavier Y. Zialcita	RCBC
Maria Elisa De Lara	House of Investments, Inc.
Alexander Anthony Galang	House of Investments, Inc.
Victoria Tomelden	House of Investments, Inc.
Gema Cheng	House of Investments, Inc.
Ring Joven	House of Investments, Inc.
Tess Bautista	House of Investments, Inc.
Ruth Francisco	House of Investments, Inc.

MODERATORS:

Ms. Vanessa G. Peralta
Ms. Janet Millicent P. Oriel
Ms. Maritess D. Reyes

NOTE: Bulk of the shares represented are those of YGC. The remainder are those of the Company's Directors and officers and other unaffiliated persons.

- END OF LIST -

2022 AUDITED FINANCIAL STATEMENTS

https://edge.pse.com.ph/openDiscViewer.do?edge_no=feb10c1ee63b19009e4dc6f6c9b65995

Re: CGFD_PETROENERGY RESOURCES CORPORATION_2022 17A Report

ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>

Mon 4/17/2023 10:51 PM

To: PetroEnergy Corporate Affairs <corpaffairs@petroenergy.com.ph>

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Further, pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in **PORTABLE DOCUMENT FORMAT (PDF)** Secondary Reports such as:

17-A, 17-C, 17-L, 17-Q, ICASR, ICA-QR, ICA-AR, 23-A, 23-B, I-ACGR, ACGR, Monthly Reports, Quarterly Reports, Letters, OPC(ALTERNATE NOMINEE),GIS-G, 52-AR, IHAR,AMLA-CF,NPM,NPAM, BP-FCLC, CHINESEWALL, 39-AR,36-AR, PNFS, MCG, S10/SEC-NTCE-EXEMPT, through email at

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For your information and guidance.

Thank you and keep safe.

C O V E R S H E E T
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A	S	O	9	4	-	0	8	8	8	0

C O M P A N Y N A M E

PETROENERGY RESOURCES CORPORAT
ION AND SUBSIDIARIES

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

7th Floor, JMT Building,
ADB Avenue, Ortigas Center,
Pasig City

Form Type	Department requiring the report	Secondary License Type, If Applicable
ACFS	SEC	N/A

C O M P A N Y I N F O R M A T I O N

Group's Email Address	Group's Telephone Number	Mobile Number
corpaffairs@petroenergy.com.ph	8637-2917	N/A

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
1,991	7/29	12/31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Maria Cecilia L. Diaz De Rivera	mlderivera@petroenergy.com.ph	8637-2917	N/A

CONTACT PERSON's ADDRESS

7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City

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

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

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
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INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
PetroEnergy Resources Corporation
7th Floor, JMT Building, ADB Avenue
Ortigas Center, Pasig City

Opinion

We have audited the consolidated financial statements of PetroEnergy Resources 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 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 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

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

Estimation of oil reserves

The estimation of oil reserves for Etame block in Gabon, West Africa is a focus area because the resulting estimates have a material impact on the consolidated financial statements, as these are utilized in the impairment testing and the calculation of depletion expense of the related investments. Wells, platforms and other facilities under Property, plant and equipment amounted to ₱763.83 million, Deferred oil exploration costs amounted to ₱311.88 million, and intangible assets amounted to ₱26.85 million as of December 31, 2022. There are inherent uncertainties involved in estimating oil reserve quantities because of the exercise of significant management judgment and consideration of inputs from independent and internal geologists and the complex contractual arrangements involved as regards the Group's share of reserves in the exploration and production sharing contract areas. This uncertainty also depends on the amount of reliable geologic and engineering data available at the time of the estimate and the interpretation of these data.

The disclosures in relation to oil reserves are included in Notes 5, 11, 12, and 16 to the consolidated financial statements.

Audit response

We considered the competence, capabilities and objectivity of the geologists engaged by the Group to perform an independent assessment of its oil reserves given their qualifications, experience and reporting responsibilities. We reviewed the specialist's report and obtained an understanding of the nature, scope and objectives of their work and basis of the estimates including any changes in the reserves during the year. In addition, we tested the reserves estimates applied to the relevant areas of the consolidated financial statements including impairment testing and recognition of depletion expense.

Recoverability of Wells, Platforms and Other Facilities and Related Assets

The Group has significant investments consisting of wells, platforms and other facilities which are presented under Property, plant and equipment, production license presented under Intangible assets and Deferred oil exploration costs. The recoverability of these assets, with carrying amount aggregating to ₱1,102.29 million as of December 31, 2022, is affected by fluctuating crude oil prices, among others, and that are tested for impairment when there are indications that the carrying values of these assets may exceed their recoverable amounts. The assessment of the recoverable amount of these assets requires significant judgment and involves estimation using assumptions about future production levels and costs, as well as external inputs such as oil prices and discount rate. Hence, such assessment is a key audit matter in our audit.

The disclosures on the result of impairment testing of the Group's investments are included in Notes 5, 11, 12 and 16 to the consolidated financial statements.

Audit response

We involved our internal specialist in evaluating the methodologies and the assumptions used. These assumptions include future production levels and costs, as well as external inputs such as oil prices and discount rate. We compared the key assumptions used such as future production levels against oil reserves and costs against historical data. We tested the parameters used in the determination of the oil prices and discount rate against market data. 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 in the determination of the recoverable amounts of these assets.

Estimation of asset retirement obligations

The Group has provisions for the close-down, restoration and environmental obligations on its solar power plant in Tarlac, geothermal power plant in Batangas and interest in oil fields in Gabon totaling to ₱66.23 million as of December 31, 2022. The Group uses an external technical specialist to assess its share in abandonment cost in the Gabon oil fields, and an internal technical group to estimate the future restoration costs of its solar and geothermal power plant sites. The estimation of the provisions requires significant management judgment in estimating future costs given the nature of each site, the operating activities done, and the facilities constructed, among other considerations. This calculation also requires the management to use a discount and inflation rates for these future costs to bring them to their present value at reporting date.

The Group's disclosures about asset retirement obligations are included in Notes 5 and 19 to the consolidated financial statements.

Audit response

We considered the competence, capabilities and objectivity of management's internal and external technical specialists given their qualifications, experience and reporting responsibilities. We reviewed the decommissioning report and obtained an understanding from the internal and external technical specialists about their bases for identifying and estimating the Group's share in abandonment costs in the Gabon oil fields and restoration costs of its solar and geothermal power plant sites. We also evaluated the discount and inflation rates used by comparing these to external data. We also reviewed the Group's disclosures on the assumptions that have the most significant effect in the determination of the amounts of these obligations.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2022 but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2022 are expected to be made available to us after the date of this auditor's report.

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

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

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with 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.

- 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 Ana Lea C. Bergado.

SYCIP GORRES VELAYO & CO.

Ana Lea C. Bergado

Ana Lea C. Bergado
Partner
CPA Certificate No. 80470
Tax Identification No. 102-082-670
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 80470-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. 08-001998-063-2020, November 27, 2020, valid until November 26, 2023
PTR No. 9369782, January 3, 2023, Makati City

April 17, 2023

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2022	2021
ASSETS		
Current Assets		
Cash and cash equivalents (Note 6)	**₱1,677,231,584**	₱1,241,762,101
Short-term investments (Note 6)	**946,044,355**	-
Restricted cash (Note 7)	**2,063,387,986**	572,177,609
Receivables (Note 8)	**452,192,649**	392,663,453
Financial assets at fair value through profit or loss (Note 9)	**7,540,090**	7,587,228
Crude oil inventory (Note 23)	**14,437,192**	12,616,676
Current portion of contract asset (Note 34)	**21,949,016**	1,229,543
Other current assets (Notes 10)	**165,279,803**	184,156,623
Total Current Assets	**5,348,062,675**	2,412,193,233
Noncurrent Assets		
Property, plant and equipment (Notes 5 and 11)	**8,196,897,057**	7,985,044,039
Deferred oil exploration costs (Notes 5 and 12)	**311,883,011**	115,806,924
Contract asset (Note 34)	**274,409,474**	221,008,579
Investments in joint venture (Note 13)	**1,877,522,983**	1,734,947,347
Right-of-use assets (Note 14)	**342,614,655**	363,245,358
Deferred tax assets - net (Note 21)	**10,927,929**	12,460,267
Investment properties (Note 15)	**1,611,533**	1,611,533
Other noncurrent assets (Notes 5 and 16)	**455,882,782**	368,875,996
Total Noncurrent Assets	**11,471,749,424**	10,803,000,043
TOTAL ASSETS	**₱16,819,812,099**	₱13,215,193,276

LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses (Note 17)	**₱551,463,206**	₱375,051,290
Current portion of loans payable (Note 18)	**947,144,643**	827,882,504
Lease liabilities - current (Note 14)	**22,734,502**	6,813,561
Income tax payable (Note 21)	**5,995,154**	19,775,675
Total Current Liabilities	**1,527,337,505**	1,229,523,030
Noncurrent Liabilities		
Loans payable - net of current portion (Note 18)	**2,530,784,409**	3,234,642,692
Lease liabilities - net of current portion (Note 14)	**306,059,838**	326,015,305
Asset retirement obligations (Note 19)	**66,230,330**	92,810,843
Other noncurrent liabilities	**12,077,639**	18,386,746
Total Noncurrent Liabilities	**2,915,152,216**	3,671,855,586
Total Liabilities	**4,442,489,721**	4,901,378,616
Equity		
Attributable to equity holders of the Parent Company		
Capital stock (Note 20)	**568,711,842**	568,711,842
Additional paid-in capital (Note 20)	**2,156,679,049**	2,156,679,049
Retained earnings (Note 20)	**3,182,613,298**	2,662,525,652
Remeasurements of net accrued retirement liability - net of tax	**4,104,237**	(4,570,914)
Share in other comprehensive income of a Joint Venture (Note 13)	**(78,815)**	(617,375)
Cumulative translation adjustment (Note 20)	**114,499,681**	114,499,681
Equity reserve (Note 20)	**736,716,986**	80,049,238
	6,763,246,278	5,577,277,173
Non-controlling interests (Note 30)	**3,963,021,100**	2,736,537,487
Deposit for stock subscription (Notes 20 and 30)	**1,651,055,000**	-
Total Equity	**12,377,322,378**	8,313,814,660
TOTAL LIABILITIES AND EQUITY	**₱16,819,812,099**	₱13,215,193,276

See accompanying Notes to Consolidated Financial Statements.

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2022	2021	2020
REVENUES			
Electricity sales (Notes 4 and 34)	**₱1,695,931,748**	₱1,899,726,215	₱1,923,540,365
Oil revenues (Note 34)	**726,054,534**	461,246,131	292,573,199
Other revenues (Note 34)	**129,112,773**	61,981,804	116,377,508
	2,551,099,055	2,422,954,150	2,332,491,072
COST OF SALES			
Cost of electricity sales (Note 22)	**752,403,321**	760,968,319	794,473,956
Oil production (Note 23)	**355,336,217**	236,284,770	211,527,791
Depletion (Note 11)	**85,286,880**	76,513,364	82,236,533
Change in crude oil inventory (Note 23)	**(1,820,516)**	22,473,648	(23,926,774)
Cost of other revenues (Note 34)	**127,388,501**	61,357,825	115,103,302
	1,318,594,403	1,157,597,926	1,179,414,808
GROSS INCOME	**1,232,504,652**	1,265,356,224	1,153,076,264
GENERAL AND ADMINISTRATIVE EXPENSES (Note 24)	**221,232,231**	180,825,547	211,402,211
OTHER INCOME (CHARGES) – Net			
Share in net income of a joint venture (Note 13)	**81,512,921**	100,127,158	111,266,383
Interest income (Notes 6, 7, 8, and 34)	**51,154,475**	12,913,159	18,362,302
Net foreign exchange gains (losses)	**12,377,485**	5,086,734	(3,500,604)
Fair value changes on financial assets at fair value through profit or loss (Note 9)	**(47,138)**	55,641	(708,509)
Accretion expense (Note 19)	**(3,622,334)**	(3,478,294)	(4,129,022)
Reversal of (provision for) impairment loss (Notes 5, 11 and 12)	**11,299,369**	(164,323,294)	–
Interest expense (Notes 14 and 18)	**(292,324,806)**	(333,375,545)	(386,788,348)
Miscellaneous income (Note 25)	**30,047,518**	18,416,546	11,876,677
	(109,602,510)	(364,577,895)	(253,621,121)
INCOME BEFORE INCOME TAX	**901,669,911**	719,952,782	688,052,932
PROVISION FOR INCOME TAX (Note 21)	**(38,592,892)**	(54,480,634)	(41,861,712)
NET INCOME	**863,077,019**	665,472,148	646,191,220
OTHER COMPREHENSIVE INCOME (LOSS)			
Item not to be reclassified to profit or loss in subsequent periods			
Remeasurement gains (losses) on net accrued retirement liability - net of tax	**9,668,661**	11,191,652	(1,798,279)
Share in other comprehensive income (loss) of a joint venture (Note 13)	**761,152**	(393,255)	214,758
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	**10,429,813**	10,798,397	(1,583,521)
TOTAL COMPREHENSIVE INCOME	**₱873,506,832**	₱676,270,545	₱644,607,699

(Forward)

	Years Ended December 31		
	2022	2021	2020
NET INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent Company	**₱548,523,238**	₱325,461,592	₱319,412,421
Non-controlling interests (Note 30)	**314,553,781**	340,010,556	326,778,799
	₱863,077,019	₱665,472,148	₱646,191,220
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent Company	**₱557,736,949**	₱329,461,712	₱320,344,697
Non-controlling interests (Note 30)	**315,769,883**	346,808,833	324,263,002
	₱873,506,832	₱676,270,545	₱644,607,699
EARNINGS PER SHARE FOR NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY - BASIC AND DILUTED (Note 29)	**₱0.9645**	₱0.5723	₱0.5616

See accompanying Notes to Consolidated Financial Statements.

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020

	Capital Stock (Note 20)	Additional Paid-in Capital (Note 20)	Unappropriated Retained Earnings (Note 20)	Remeasurement of Net Accrued Retirement Liability	Share in OCI of a Joint Venture (Note 13)	Cumulative Translation Adjustment (Note 20)	Equity Reserve (Note 20)	Total	Non-controlling Interests (Note 30)	Deposit for Stock Subscription (Notes 20 and 30)	Total
BALANCES AT DECEMBER 31, 2019	**₱568,711,842**	**₱2,156,679,049**	**₱2,017,651,639**	**(₱9,663,958)**	**(₱456,727)**	**₱114,499,681**	**₱80,049,238**	**₱4,927,470,764**	**₱2,338,339,252**	–	**₱7,265,810,016**
Net income	–	–	319,412,421	–	–	–	–	319,412,421	326,778,799	–	646,191,220
Remeasurement gain (loss) on net accrued retirement liability	–	–	–	738,994	–	–	–	738,994	(2,537,273)	–	(1,798,279)
Share in OCI of a joint venture	–	–	–	–	193,282	–	–	193,282	21,476	–	214,758
Total comprehensive income	–	–	319,412,421	738,994	193,282	–	–	320,344,697	324,263,002	–	644,607,699
Cash dividends	–	–	–	–	–	–	–	–	(79,500,000)	–	(79,500,000)
BALANCES AT DECEMBER 31, 2020	**568,711,842**	**2,156,679,049**	**2,337,064,060**	**(8,924,964)**	**(263,445)**	**114,499,681**	**80,049,238**	**5,247,815,461**	**2,583,102,254**	–	**7,830,917,715**
Net income	–	–	325,461,592	–	–	–	–	325,461,592	340,010,556	–	665,472,148
Remeasurement gain on net accrued retirement liability	–	–	–	4,354,050	–	–	–	4,354,050	6,837,602	–	11,191,652
Share in OCI of a joint venture	–	–	–	–	(353,930)	–	–	(353,930)	(39,325)	–	(393,255)
Total comprehensive income (loss)	–	–	325,461,592	4,354,050	(353,930)	–	–	329,461,712	346,808,833	–	676,270,545
Cash dividends	–	–	–	–	–	–	–	–	(201,673,600)	–	(201,673,600)
Increase in non-controlling interests - stock issuances	–	–	–	–	–	–	–	–	8,300,000	–	8,300,000
BALANCES AT DECEMBER 31, 2021	**568,711,842**	**2,156,679,049**	**2,662,525,652**	**(4,570,914)**	**(617,375)**	**114,499,681**	**80,049,238**	**5,577,277,173**	**2,736,537,487**	–	**8,313,814,660**
Net income	–	–	548,523,238	–	–	–	–	548,523,228	314,553,781	–	863,077,019
Remeasurement gain on net accrued retirement liability	–	–	–	8,675,151	–	–	–	8,675,151	993,510	–	9,668,661
Share in OCI of a joint venture	–	–	–	–	538,560	–	–	538,560	222,592	–	761,152
Total comprehensive income	–	–	548,523,238	8,675,151	538,560	–	–	557,736,949	315,769,883	–	873,506,832
Cash dividends	–	–	(28,435,592)	–	–	–	–	(28,435,592)	(122,800,000)	–	(151,235,592)
Deposit for stock subscription	–	–	–	–	–	–	–	–	–	1,651,055,000	1,651,055,000
Change in ownership without loss of control	–	–	–	–	–	–	656,667,748	656,667,748	1,030,763,729	–	1,687,431,477
Increase in non-controlling interests - stock issuances	–	–	–	–	–	–	–	–	2,750,000	–	2,750,000
BALANCES AT DECEMBER 31, 2022	**₱568,711,842**	**₱2,156,679,049**	**₱3,182,613,298**	**₱4,104,237**	**(₱78,815)**	**₱114,499,681**	**₱736,716,986**	**₱6,763,246,278**	**₱3,963,021,100**	**₱1,651,055,000**	**₱12,377,322,378**

See accompanying Notes to Consolidated Financial Statements

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱901,669,911**	₱719,952,782	₱688,052,932
Adjustments for:			
Depletion, depreciation and amortization (Notes 11, 14 and 16)	**551,078,397**	520,848,217	529,123,431
Interest expense (Notes 14 and 18)	**292,324,806**	333,375,545	386,788,348
Provision for (reversal of) impairment loss (Notes 15, 10 and 12)	**(11,299,369)**	164,323,294	–
Share in net income of a joint venture (Note 13)	**(81,512,921)**	(100,127,158)	(111,266,383)
Interest income (Notes 6, 7, 8 and 34)	**(51,154,475)**	(12,913,159)	(18,362,302)
Movement in accrued retirement liability (asset)	**(4,343,624)**	9,494,154	(3,018,565)
Provision for probable losses (Note 16, 17, 24)	**6,105,757**	5,004,048	14,667,316
Gain on change in estimate of ARO	**(1,232,259)**	(4,354,636)	–
Accretion expense (Note 19)	**3,622,334**	3,478,294	4,129,022
Net gain on sale of equipment (Note 25)	**(337,611)**	(530,125)	(662,857)
Net unrealized foreign exchange loss (gain)	**(2,663,406)**	(291,553)	816,741
Fair value changes on financial assets at fair value through profit or loss (Note 9)	**47,138**	(55,641)	708,509
Dividend income (Note 9)	**(79,047)**	(38,134)	(71,770)
Write-off of deferred development costs (Note 16)	**–**	–	5,959,962
Operating income before working capital changes	**1,602,225,631**	1,638,165,928	1,496,864,384
Decrease (increase) in:			
Receivables	**(37,465,978)**	(116,826,655)	59,857,904
Contract asset (Note 34)	**(74,120,369)**	(89,550,940)	(132,687,182)
Input VAT	**(2,507,220)**	(4,938,135)	2,915,446
Other current assets	**(747,059,803)**	(39,356,728)	10,638,198
Increase in accounts payable and accrued expenses	**153,102,244**	39,323,783	56,274,625
Cash generated (used) from operations	**894,174,505**	1,426,817,253	1,493,863,375
Interest received	**28,340,045**	12,506,262	19,280,794
Income taxes paid, including movement in creditable withholding taxes	**(51,390,749)**	(47,760,500)	(33,966,707)
Net cash provided by operating activities	**871,123,801**	1,391,563,015	1,479,177,462
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for:			
Acquisitions of property, plant and equipment (Note 11)	**(659,351,144)**	(203,768,133)	(219,209,060)
Deferred oil exploration costs (Note 12)	**(208,597,575)**	(59,035,023)	(39,915,658)
Deferred development costs (Note 16)	**(74,301,563)**	(15,482,026)	(3,210,454)
Acquisitions of intangibles (Note 16)	**(8,704,649)**	(1,416,833)	(2,102,105)
Advances to contractors (Note 16)	**(45,777,526)**	–	–
Dividends received (Notes 9 and 13)	**79,047**	38,134	40,071,770
Proceeds from sale of property, plant and equipment	**1,110,936**	1,088,425	825,000
Decrease (increase) in other noncurrent assets	**(61,405,058)**	73,585,322	3,577,849
Net cash used in investing activities	**(1,056,947,532)**	(204,990,134)	(219,962,658)

(Forward)

	Years Ended December 31		
	2022	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from:			
Availments of debt - net of deferred financing costs (Note 18)	**₱561,000,000**	₱268,500,000	₱776,349,462
Subscription of capital stock – NCI (Note 30)	**1,693,681,477**	–	–
Payments of:			
Loans (Notes 18 and 31)	**(1,155,920,789)**	(954,174,350)	(1,369,699,350)
Interest (Notes 14, 18 and 31)	**(291,405,251)**	(287,786,290)	(348,317,765)
Dividends to NCI (Notes 30 and 31)	**(122,800,000)**	(201,673,600)	(79,500,000)
Lease liabilities (Note 14)	**(37,490,050)**	(37,300,137)	(36,596,442)
Dividends by the Parent Company (Note 20)	**(28,435,593)**	–	–
Net cash generated (used) in financing activities	**618,629,794**	(1,212,434,377)	(1,057,764,095)
NET EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**2,663,420**	291,553	(816,742)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**435,469,483**	(25,569,943)	200,633,967
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**1,241,762,101**	1,267,332,044	1,066,698,077
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 6)	**₱1,677,231,584**	₱1,241,762,101	₱1,267,332,044

See accompanying Notes to Consolidated Financial Statements.

1. Corporate Information

a. Organization

PetroEnergy Resources Corporation ("PERC" or "PetroEnergy" or the "Parent Company") is a publicly-listed domestic corporation. Its registered office and principal place of business is 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City.

PERC was organized on September 29, 1994 as Petrotech Consultants, Inc. to provide specialized technical services to its then parent company, Petrofields Corporation, and to companies exploring for oil in the Philippines.

In 1997, PERC simultaneously adopted its present name and changed its primary purpose to oil exploration and development and mining activities. Subsequently in 1999, PERC assumed Petrofields' oil exploration contracts in the Philippines and the Production Sharing Contract covering the Etame discovery block in Gabon, West Africa.

On August 11, 2004, PERC's shares of stock were listed at the Philippine Stock Exchange (PSE) by way of introduction.

In 2009, following the enactment of Republic Act No. 9513, otherwise known as the "Renewable Energy Act of 2008" (RE Law), PERC amended its articles of incorporation to include among its purposes the business of generating power from renewable sources such as, but not limited to, biomass, hydro, solar, wind, geothermal, ocean and such other renewable sources of power.

On March 31, 2010, PERC incorporated PetroGreen Energy Corporation ("PetroGreen" or "PGEC"), its 77%-owned subsidiary (90%-owned in 2021), to act as its renewable energy arm and holding company. PGEC ventured into renewable energy development and power generation through its subsidiaries and affiliate: (a) Maibarara Geothermal, Inc. ("MGI", 65%-owned) - owner and Renewable Energy (RE) developer of the 20 MW Maibarara Geothermal Power Project (MGPP-1) in Santo Tomas, Batangas and its expansion, the 12 MW MGPP-2; (b) PetroSolar Corporation ("PetroSolar", 56%-owned) - owner and RE developer of the 50 MW_{DC} Tarlac Solar Power Project (TSPP-1) in Tarlac City and its 20 MW_{DC} expansion (TSPP-2); and (c) PetroWind Energy, Inc. ("PetroWind", 40%-owned associate) - owner and developer of the 36 MW Nabas Wind Power Project (NWPP-1) in Nabas and Malay, Aklan.

MGI and PetroSolar are effectively indirect subsidiaries of PetroEnergy through PetroGreen. PetroGreen owns majority of the voting power of MGI and PetroSolar. PetroEnergy, PetroGreen, MGI and PetroSolar are collectively referred to as the "Group" and were incorporated in the Philippines.

b. Nature of Operations

The Group's two (2) main energy businesses are: (1) upstream oil exploration and development, and (2) power generation from renewable energy resources such as, (a) geothermal, (b) solar, and (c) wind, through the Group's affiliate, PetroWind.

<u>*Upstream Oil Exploration and Development*</u>
Petroleum production is on-going in the Etame (Gabon) concession, while the other petroleum concessions in the Philippines are still in the advanced exploration stages or pre-development stages.

<u>*Renewable Energy*</u>
Geothermal Energy
The geothermal projects are the 20 MW MGPP-1 in Sto. Tomas, Batangas that started commercial operations on February 8, 2014 and its expansion, the 12 MW MGPP-2 that started commercial operations on April 30, 2018.

Solar Energy
The Solar power projects are the 50 MWDC TSPP-1 in Tarlac City, Tarlac that started commercial operations on February 10, 2016 and its 20 MWDC expansion (TSPP-2) which has been commissioned and tested on April 22, 2019 and is now awaiting the issuance of a Certificate of Compliance (COC) from the Energy Regulatory Commission (ERC).

Wind Energy
The wind energy project is the 36-MW NWPP-1 in Nabas, Aklan, where PetroWind has a wind farm. It started its commercial operations on June 10, 2015.

c. <u>Approval of Consolidated Financial Statements</u>
The accompanying consolidated financial statements were approved and authorized for issue by the Board of Directors (BOD) on _____.

2. Basis of Preparation

<u>Basis of Preparation</u>
The accompanying consolidated financial statements have been prepared under the historical cost basis, except for financial assets carried at fair value through profit or loss (FVTPL) which are measured at fair value, and crude oil inventory which is valued at net realizable value (NRV).

The financial statements are presented in Philippine Peso (PHP or ₱), which is the Parent Company's functional currency. All amounts are rounded to the nearest PHP unless otherwise stated.

<u>Statement of Compliance</u>
The accompanying consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

3. Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2022. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance.

- Amendments to PFRS 3, *Reference to the Conceptual Framework*
- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*
- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a 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*
    Amendments to PFRS 9, Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities
  - Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

New Accounting Standards, Interpretations and Amendments Effective Subsequent to December 31, 2022
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 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

Effective beginning on or after January 1, 2024
- Amendments to PAS 1*, Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16*, Lease Liability in a Sale and Leaseback*

Effective beginning on or after January 1, 2025
- PFRS 17, *Insurance Contracts*

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

The Group continues to assess the impact of the above new and amended accounting standards and interpretations effective subsequent to 2022 on the Group's financial statements in the period of initial application. Additional disclosures required by these amendments will be included in the consolidated financial statements when these amendments are adopted.

4. **Summary of Significant Accounting Policies**

Basis of Consolidation
The consolidated financial statements comprise the financial statements of the Group as at December 31, 2022 and 2021 and for each of the three years in the period ended December 31, 2022. The financial statements of the subsidiaries are prepared in the same reporting year as the Parent Company, using consistent accounting policies.

Below are the subsidiaries, which are all incorporated in the Philippines, with their respective percentage ownership as of December 31:

	2022	2021	2020
PetroGreen	76.92%	90%	90%
Percentage share of PetroGreen in its subsidiaries:			
MGI	65%	65%	65%
PetroSolar	56%	56%	56%
Navy Road Development Corporation (NRDC) – dormant company	100%	100%	100%

Subsidiaries are entities controlled by PERC. PERC controls an investee if and only if PERC has:

a) power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
b) exposure, or rights, to variable returns from its involvement with the investee; and
c) the ability to use its power over the investee the amount of the investor's returns.

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

a) the contractual arrangement with the other vote holders of the investee;
b) rights arising from other contractual arrangements; and
c) the Group's voting rights and potential voting rights.

PERC 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. Consolidations of a subsidiary begins when PERC obtains control over the subsidiary and ceases when PERC 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 comprehensive income from the date PERC gains control until the date PERC ceases to control the subsidiary.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. Adjustments where necessary are made to ensure consistency with the policies adopted by the Group. All intra-group balances and transactions, intra-group profits and expenses and gains and losses are eliminated during consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction, as transactions with the owners in their capacity as owners. For purchases from non-controlling interests (NCI), the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to NCI are also recorded in equity.

If the Group loses control over a subsidiary, it:

- derecognizes the assets (including goodwill) and liabilities of the subsidiary, the carrying amount of any NCI and the cumulative translation differences recorded in equity.
- recognizes the fair value of the consideration received, the fair value of any investment retained and any surplus or deficit in the consolidated statement of comprehensive income.
- reclassifies the parent's share of components previously recognized in other comprehensive income (OCI) to the consolidated statement of comprehensive income or retained earnings, as appropriate.

NCI are presented separately from the Parent Company's equity. The portion of profit or loss and net assets in subsidiaries not wholly owned are presented separately in the consolidated statement of comprehensive income and consolidated statement of changes in equity, and within equity in the consolidated statement of financial position.

Cash and Cash Equivalents

Cash includes cash on hand and in banks (demand deposits). Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from the dates of acquisition and that are subject to an insignificant risk of change in value.

Short-term Investments

This pertains to interest bearing time deposits with terms of more than 3 months but not more than one year.

Restricted Cash

Restricted cash is recognized when the Group reserves a portion of its cash for a specific purpose such as to pay loan interest charges and loan principal amortization, and that there are contractual restrictions directly related to the use of and access of the bank accounts. This includes cash held under escrow accounts. Restricted cash that are expected to be used for a period of no more than 12 months after the financial reporting period are classified as current assets, otherwise, these are classified as noncurrent assets.

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.

Financial assets - Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (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. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flow 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.

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.

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 Group has no financial asset classified as financial assets at FVOCI.

Financial assets at amortized cost (debt instruments)
This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:

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

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

The Group's financial assets at amortized cost include cash and cash equivalents, short-term investments, receivables, restricted cash, and refundable deposits.

Financial assets at FVTPL
Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in the consolidated statement of profit or loss.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognized as other income in the consolidated statement of profit or loss when the right of payment has been established.

The Group's financial assets at FVTPL includes marketable equity securities and investment in golf club shares.

Impairment of financial assets
The Group recognizes an allowance for ECLs for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

The Group may 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.

Financial Liabilities - Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, financial liabilities at amortized cost (loans and borrowings) or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

The Group's financial liabilities include accounts payable and accrued expenses, excluding statutory liabilities, loans payable and lease liabilities. The Group does not have financial liabilities at FVTPL.

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

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

<u>Derecognition of Financial Assets and Financial Liabilities</u>
Financial assets
A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

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

When the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. 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.

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

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

Offsetting of Financial Instruments
Financial assets and financial liabilities are set off and the net amount is reported in the consolidated statement 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, or to realize the asset and settle the liability simultaneously.

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

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 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 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 period.

Crude Oil Inventory
Crude oil inventory is stated at NRV at the time of production. NRV is the estimated selling price less cost to sell. The estimated selling price is the market values of crude oil inventory at the time of production.

Other Current Assets
This account comprises supplies inventory, refundable deposit, prepayments and advances to suppliers.

Supplies inventory refers to parts purchased for used in operations. Supplies inventory are stated at the lower of cost or NRV. Cost is determined using the specific identification method. NRV is the current replacement cost of supplies inventory.

Prepayments are expenses paid in advance and recorded as asset before these are utilized. The prepaid expenses are apportioned over the period covered by the payment and charged to the appropriate accounts in profit or loss when incurred. Prepayments that are expected to be realized for a period of no more than 12 months after the financial reporting period are classified as current assets, otherwise, these are classified as noncurrent assets.

Advances to suppliers are reclassified to the proper asset or expense account and deducted from the supplier’s billings as specified in the provisions of the contract.

Property, Plant and Equipment
Property, plant and equipment, except for land, are stated at cost less accumulated depletion, depreciation and amortization and any accumulated impairment losses. Land is stated at cost less any accumulated impairment losses. The initial cost of the property, plant and equipment consists of its purchase price, including any import duties, taxes and any directly attributable costs of bringing the assets to its working condition and location for its intended use and abandonment costs.

Expenditures incurred after the fixed assets have been put into operation, such as repairs and maintenance, are normally charged to the consolidated statement of comprehensive income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property, plant and equipment.

Depreciation of an item of property, plant and equipment begins when it becomes 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 management. Depreciation ceases at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, and the date the asset is derecognized.

Wells, platforms and other facilities related to oil operations are depleted using the units-of-production method computed based on estimates of proved reserves. The depletion base includes the exploration and development cost of the producing oilfields.

Land improvements consist of betterments, site preparation and site improvements that ready land for its intended use. These include excavation, non-infrastructure utility installation, driveways, sidewalks, parking lots, and fences.

Property, plant and equipment are depreciated and amortized using the straight-line method over the estimated useful lives of the assets as follows:

	Number of Years
Power plant, FCRS and production wells	25
Office condominium units	15
Land improvements	5
Transportation equipment	4
Office improvements	3
Office furniture and other equipment	2 to 3

The useful lives and depletion, depreciation and amortization methods are reviewed periodically to ensure that the period and method of depletion, depreciation and amortization are consistent with the expected pattern of economic benefits from items of property, plant and equipment.

Construction in progress represents property, plant and equipment under construction and is stated at cost. This includes the cost of construction to include materials, labor, professional fees, borrowing costs and other directly attributable costs. Construction in progress is not depreciated until such time the construction is completed.

Fully depreciated assets are retained in the accounts until they are no longer in use and no further depreciation is credited or charged to current operations.

When the assets are retired or otherwise disposed of, the cost and the related accumulated depletion, depreciation and amortization and any accumulated impairment losses are removed from the accounts and any resulting gain or loss is recognized in profit or loss.

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 capitalized 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.

Deferred Oil Exploration Costs
PERC follows the full cost method of accounting for exploration costs determined on the basis of each SC area. Under this method, all exploration costs relating to each SC are tentatively deferred pending determination of whether the area contains oil reserves in commercial quantities.

Deferred oil and gas exploration costs are assessed at each reporting period for possible indications of impairment. This is to confirm the continued intent to develop or otherwise extract value from the discovery. When this is no longer the case or is considered as areas permanently abandoned, the costs are written off through the consolidated statement of comprehensive income. Exploration areas are considered permanently abandoned if the related permits of the exploration have expired and/or there are no definite plans for further exploration and/or development.

The exploration costs relating to the SC where oil in commercial quantities are discovered are subsequently reclassified to "Wells, platforms and other facilities" shown under "Property and equipment" account in the consolidated statements of financial position upon substantial completion of the development stage.

Deferred Development Costs - Geothermal included in Other Noncurrent Assets
All costs incurred in the geological and geophysical activities such as costs of topographical, geological and geophysical studies, rights of access to properties to conduct those studies, salaries and other expenses of geologists, geophysical crews, or others conducting those studies are charged to profit or loss in the year such costs are incurred.

If the results of initial geological and geophysical activities reveal the presence of geothermal resource that will require further exploration and drilling, subsequent exploration and drilling costs are accumulated and deferred under the "Other noncurrent assets" account in the consolidated statement of financial position.

These costs include the following:

- costs associated with the construction of temporary facilities;
- costs of drilling exploratory and exploratory type stratigraphic test wells, pending determination of whether the wells can produce proved reserves; and
- costs of local administration, finance, general and security services, surface facilities and other local costs in preparing for and supporting the drill activities, etc. incurred during the drilling of exploratory wells.

If tests conducted on the drilled exploratory wells reveal that these wells cannot produce proved reserves, the capitalized costs are charged to expense except when management decides to use the unproductive wells for recycling or waste disposal.

Once the project's technical feasibility and commercial viability to produce proved reserves are established, the exploration and evaluation assets shall be reclassified to "Property, plant and equipment" and depreciated accordingly.

Deferred Development Costs - Solar Power Project included in Other Noncurrent Assets
These are costs incurred in the development of the solar plant expansion project. Costs are capitalized if the technological and economic feasibility is confirmed, usually when a project development has reached a defined milestone according to an established project management model. These costs include the following:

- costs incurred for the expansion of the solar plant project
- costs of administration, finance, general and security services and other costs attributed to the expansion of the project.

Deferred development costs of the Solar Power Project is recognized under "Other noncurrent assets" in the statement of financial position. Once the project's technical feasibility and commercial viability has been established, development costs shall be reclassified to "Property, plant and equipment" and depreciated accordingly.

Investment in a Joint Venture (JV)
A JV is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Investment in a JV is accounted for under the equity method of accounting.

Under the equity method, the investment in a JV is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the JV since the acquisition date.

The consolidated statement of comprehensive income reflects the Group's share of the financial performance of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the JV, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses from transactions between the Group and the JV are eliminated to the extent of the interest of the JV.

The aggregate of the Group's share in profit or loss of a JV is shown under "Other income (charges)" in the consolidated statement of comprehensive income and represents profit or loss after tax and non-controlling interests in the subsidiaries of the JV.

The financial statements of the JV are prepared in the same reporting period of the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method for the investment in a JV, the Group determines whether it is necessary to recognize an impairment loss on its investment in a JV. At each reporting date, the Group determines whether there is objective evidence that the investment in JV is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the JV and its carrying value, then recognizes the loss in the consolidated statement of comprehensive income.

Upon loss of joint control over the JV, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of joint control and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of comprehensive income.

Contract Assets
A contract asset is recognized for the earned consideration for goods or services transferred to a customer before the customer pays or before payment is due. Contract assets are measured at the present value of future collections to be received over a period of time. Contract assets that are expected to be received within 12 months after the financial reporting period are classified as current assets, otherwise, these are classified as noncurrent assets.

Intangible Assets
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life 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 are treated as changes in accounting estimates.

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

Intangible assets are amortized using the straight-line method over the estimated useful lives of the assets as follows:

	Number of Years
Land rights	25
Production license	10
Software license	1.5 to 3

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

Investment Properties

Investment properties consist of land held for capital appreciation. Land is stated at cost less any impairment in value.

The initial cost of the investment properties comprises its purchase price and any directly attributable costs of bringing the asset to its working condition. Expenditures incurred after the investment properties have been put into operation, such as repairs and maintenance, are normally charged to expense in the year when costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of investment properties beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of investment properties.

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

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

Interest in Joint Operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

The Group recognized in relation to its interest in a joint operation its:

- assets, including its share of any assets held jointly
- liabilities, including its share of any liabilities incurred jointly
- revenue from the sale of its share of the output arising from the joint operation
- share of the revenue from the sale of the output by the joint operation
- expenses, including its share of any expenses incurred jointly

The Group accounts for the assets it controls and the liabilities it incurs, the expenses it incurs and the share of income that it earns from the sale of crude oil by the joint operations.

The Group's participating interest in the Etame block in Gabon, West Africa and participating interests in Philippine service contracts (SCs) are classified as joint operations.

Impairment of Nonfinancial Assets
The Group assesses at each reporting date whether there is an indication that an asset (e.g., property, plant and equipment, investment properties, deferred costs, intangible assets and right-of-use assets) may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's 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 group of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset 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 discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

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 Group makes an estimate of recoverable amount. 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 depletion, depreciation and amortization had no impairment loss been recognized for the asset in prior years.

Capital Stock and Additional Paid-in Capital
The Group records common stock at par value and additional paid-in capital in excess of the total contributions received over the aggregate par values of the equity shares. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued. Incremental costs incurred directly attributable to the issuance of new shares are shown in equity as a deduction from proceeds, net of tax. When any member of the Group purchases the Group's capital stock (treasury shares), the consideration paid, including any attributable incremental costs, is deducted from equity attributable to the Group's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related tax effects, is included in equity.

Retained Earnings
Retained earnings represent the cumulative balance of consolidated net income, effects of changes in accounting policy and other capital adjustments, net of dividend declaration.

Cumulative Translation Adjustment
Cumulative translation adjustment represents the resulting exchange differences in the remeasurement of accounts due to change in functional currency.

Equity Reserve
Equity reserve is made up of equity transactions other than equity contributions such as gain or loss resulting from increase or decrease of ownership without loss of control.

Dividend Distribution
Cash dividends on capital stock are recognized as a liability and deducted from retained earnings when approved by the BOD.

Revenue Recognition
Revenue is recognized when the control of petroleum and electricity are transferred to the customer at an amount that reflects the consideration which the Group expects to be entitled in exchange for those goods and services. The Group has generally concluded that it is the principal in its revenue arrangements.

Electricity sales
Revenues from sale of electricity using renewable energy is consummated and recognized over time whenever the electricity generated by the Group is transmitted through the transmission line designated by the buyer, for a consideration.

Oil revenues
Revenue from crude oil is recognized at a point in time when the control of the goods has transferred from the sellers (Consortium) to the buyer at the delivery point. Revenue is measured at the fair value of the consideration received.

The revenue recognized from the sale of petroleum products pertains to the Group's share in revenue from the joint operations. The revenue sharing is accounted for in accordance with PFRS 11, *Joint Arrangements*.

Other Revenues
Revenues from passed on wheeling charges are consummated and recognized over time whenever the electricity generated by the Group is transmitted through MERALCO's distribution system, for a consideration. Revenues from pass-on Wholesale Electricity Spot Market (WESM) transactions are consummated and recognized over time whenever the electricity generated by the Group is traded through WESM, for a consideration.

Interest income
Interest income is recognized as the interest accrues taking into account the effective yield on the asset.

Dividend income
Dividend income is recognized according to the terms of the contract, or when the right of the payment has been established.

Share in Net Income of a Joint Venture
Share in net income of a joint venture represents the Group's share in profit or loss of its joint venture, PWEI.

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

Costs and Expenses
Cost of electricity sales
Costs of electricity sales pertain to direct costs in generating electricity power which includes operating and maintenance costs (O&M) for power plant and fluid collection and reinjection system (FCRS), depreciation and other costs directly attributed to producing electricity.

Oil production
Oil production are costs incurred to produce and deliver crude oil inventory, including transportation, storage and loading, among others.

Change in crude oil inventory
Change in crude oil inventory pertains to the movement of beginning and ending crude oil inventory charged as part of cost of sales.

General and administrative expenses
General and administrative expenses constitute costs of administering the business.

Costs and expenses are recognized as incurred.

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 amounts are those that are enacted or substantively enacted at the reporting date.

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

Deferred tax liabilities are recognized for all taxable temporary differences except to the extent that the deferred tax liabilities arise from the: a) initial recognition of goodwill; or b) the initial recognition of an asset or liability in a transaction which is not: i) a business combination; and ii) at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences with certain exceptions, and carryforward benefits of unused tax credits from excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable income will be available against which the deductible temporary differences and carryforward benefits of unused tax credits from excess MCIT and unused NOLCO can be utilized. Deferred tax assets, however, are not recognized when it arises from the: a) initial recognition of an asset or liability in a transaction that is not a business combination; and b) at the time of transaction, affects neither the accounting income nor taxable profit or loss.

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 future 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 recovered. The Group does not recognize deferred tax assets and deferred tax liabilities that will reverse during the income tax holiday (ITH).

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

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in profit or loss or other comprehensive income.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Subsidiaries operating in the Philippines file income tax returns on an individual basis. Thus, the deferred tax assets and deferred tax liabilities are offset on a per entity basis.

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

When VAT from sales of goods 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 sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position as part of "Other noncurrent assets" to the extent of the recoverable amount.

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

Right-of-use assets
The Group recognizes right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liability. The cost of right-of-use assets includes the amount of lease liability recognized, and lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee 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 right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term, as follows:

	Number of Years
Office space	2
Land	18 to 25

Lease liabilities
At the commencement date of the lease, the Group recognizes lease liability measured at the present value of lease payments to be made over the lease term. The lease payments include 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 reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liability is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liability 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 and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies to the leases of low-value assets recognition exemption to leases that are considered of low value (i.e., below ₱250,000). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

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

Defined benefit costs comprise the following:
- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

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

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in the consolidated statement of comprehensive 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 OCI in the period in which they arise. Remeasurements are not reclassified to consolidated statement of comprehensive income in subsequent periods.

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

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.

Asset Retirement Obligation (ARO)
The Group records present value of estimated costs of legal and constructive obligations required to restore the oilfields and plant sites upon termination of its operations. The nature of these restoration activities includes dismantling and removing structures, rehabilitating settling ponds, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas. The obligation generally arises when the asset is constructed or the ground or environment at the sites are disturbed. When the liability is initially recognized, the present value of the estimated cost is capitalized as part of the carrying amount of the ARO assets (included under "Property, plant and equipment") and ARO liability.

Liability and capitalized costs included in oil properties is equal to the present value of the Group's proportionate share in the total decommissioning costs of the consortium on initial recognition. Additional costs or changes in decommissioning costs are recognized as additions or charges to the corresponding assets and ARO when they occur.

For closed sites or areas, changes to estimated costs are recognized immediately in the consolidated statement of comprehensive income.

If the decrease in liability exceeds the carrying amount of the asset, the excess shall be recognized immediately in profit or loss.

For the oil operation, the Group depreciates ARO assets based on units-of-production method.

For the renewable energy, the Group depreciates ARO assets on a straight-line basis over the estimated useful life of the related asset or the service contract term, whichever is shorter, or written off as a result of impairment of the related asset.

The Group regularly assesses the provision for ARO and adjusts the related liability and asset.

Foreign Currency-Denominated Transactions and Translation
The consolidated financial statements are presented in PHP, which is the Parent Company's functional and presentation currency. Transactions in foreign currencies are initially recorded in the functional currency using the exchange rate at date of transaction. Monetary assets and liabilities denominated in foreign currencies are reinstated to the functional currency using the closing exchange rate at reporting date.

All exchange differences are taken to the consolidated statement of comprehensive income. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Earnings Per Share
Basic earnings per share is computed on the basis of the weighted average number of shares outstanding during the year after giving retroactive effect to any stock split or stock dividends declared and stock rights exercised during the current year, if any.

Diluted earnings per share is computed on the basis of the weighted average number of 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 services, serves different markets subject to different risks and returns. Financial information on business segments is presented in Note 28 to the consolidated financial statements.

Provisions and Contingencies
Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the financial statements but are disclosed when an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the consolidated financial statements.

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

5. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in compliance with PFRS requires the Group to make judgments, 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 judgments, estimates and assumptions are reflected in the consolidated financial statements, as they become reasonably determinable.

Judgments, estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

Determination of Functional Currency
The Parent Company determines its functional currency based on economic substance of underlying circumstances relevant to the Parent Company. The functional currency has been determined to be the PHP based on the economic substance of the Parent Company's business circumstances.

Capitalization of Deferred Oil Exploration Costs and Deferred Development Costs
Initial capitalization of costs is based on management's judgment that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. If the accounting policy on capitalization of development costs are not met, such costs are expensed.

As of December 31, 2022 and 2021, the carrying value of deferred oil explorations costs amounted to ₱311.88 million and ₱115.81 million, respectively (see Note 12), and the Group's deferred development costs amounted to ₱74.12 and ₱19.34 million as of December 31, 2022 and 2021, respectively (see Note 16).

Classification of Joint Arrangements
Judgment is required to determine when the Group has joint control over an arrangement, which requires an assessment of the relevant activities and when the decisions in relation to those activities require unanimous consent. The Group assesses their rights and obligations arising from the arrangement and specifically considers:
- the structure of the joint arrangement – whether it is structured through a separate vehicle
- when the arrangement is structured through a separate vehicle, the Group also considers the rights and obligations arising from:
  - the legal form of the separate vehicle
  - the terms of the contractual arrangement
  - other facts and circumstances, considered on a case by case basis

This assessment often requires significant judgment. A different conclusion about both joint control and whether the arrangement is a joint operation or a joint venture, may materially impact the accounting of the investment.

The Group's investment in PetroWind and Buhawind Energy are structured in a separate incorporated entity. The Group and the parties to the agreement only have the right to the net assets of the joint venture through the terms of the contractual arrangement. Accordingly, the joint arrangement is classified as a joint venture. As of December 31, 2022 and 2021, the Group's investment in a joint venture amounted to ₱1.88 billion and ₱1.73 billion, respectively (see Note 13).

The Group and the parties to the agreement in investment in Gabon, West Africa and investments in petroleum concessions in the Philippines have joint control over its rights to the assets and obligations for the liabilities, relating to the arrangement. Accordingly, the joint arrangements are classified as joint operations (see Notes 11 and 12).

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

Estimation of Geothermal Field Reserves
The Group performed volumetric reserve estimation to determine the reserves of the Maibarara geothermal field. As a requirement for project financing, the Group engaged at its own cost the New Zealand firm Sinclair Knight Merz (SKM) in 2011 to undertake a comprehensive third-party technical review of the Maibarara geothermal field. This review included analysis of the resource assessment performed in-house by the Group as well as a separate SKM reserve estimation and numerical modeling of the Maibarara reserves.

The Group's simulation indicated a mean (P50) proven reserves of 27.8 MW for 25 years. In contrast, SKM calculated the P50 reserves at 44 MW. At 90% probability (P90), the reserves calculated are 28 MW and 12 MW by SKM and the Group, respectively. SKM concluded that the approach taken by the Group is conservative as it limits reservoir thickness to depths where a maximum thickness of 280°C will be encountered although the measured temperature reached as high as 324°C. There is reasonable confidence that the 20 MW (gross) plant development is feasible as the P90 level appears also conservative as with the Group's approach. In addition, SKM identified indicated reserves, translating to 10 MW-26 MW in the area south of and outside the current area of development.

Also, there is a likely geothermal potential south of the proven area where two old wells were drilled and encountered high fluid temperatures (T ~ 300°C). MGI identified the southern block as a probable reserve area. SKM in 2011 suggested that the southern block can be classified as Indicated Resource based on the Australian Code as high temperatures have been intersected by the two wells. SKM estimated that the stored heat in the Southern Block has a resource potential equivalent to 12 MW for a project life of 25 years.

An updated reserves estimation using the stored-heat calculation was made in 2015 by the Group as a result of reservoir and production performance and the 2014 drilling campaign. The 2014 drilling proved that the current resource area can produce around 33.1 MW, more than enough to meet the steam requirement of the existing 20 MW power plant plus the 12 MW expansion power plant. Using Monte Carlo simulation to estimate the reserves, the proven resource area has an 80% probability of delivering between 18.1 MW to 50.9 MW over a 25-year operating period. This Monte Carlo simulation also showed that the expected mean reserve for the proven resource area is 30.4 MW for 25 years.

The Group engaged a U.S. firm Geothermal Science, Inc. (GSI) in 2015 to perform a third-party technical appraisal of the resource for the planned 12 MW expansion. This third-party review was also made as a requirement for the project financing of MGPP-2 or M2. GSI adopted the technique from the US Geological Survey Circular 790 in making the probabilistic calculation of the geothermal reserves at Maibarara. Based on this approach, GSI estimates that Maibarara has a minimum or proven reserves of 40.2 MW, P90 for 25 years plant life and Most Likely Reserve of 61.6 MW, P50 for 25 years of plant life.

The Group commenced producing power commercially last February 8, 2014. To date, the current production wells of M1 and M2 are capable of producing 41.4 MW at full-bore capacity. These production wells including the complement reinjection wells are concentrated on the proven resource area.

As of December 31, 2022 and 2021, there has been no significant change in the estimated reserves that would affect the carrying value and useful life of the Group's property, plant and equipment.

Estimation of Proved and Probable Oil Reserves
The Parent Company assesses its estimate of proved and probable reserves on an annual basis. The estimate is based on the technical assumptions and is calculated in accordance with accepted volumetric methods, specifically the probabilistic method of estimation. Probabilistic method uses known geological, engineering and economic data to generate a range of estimates and their associated probabilities.

All proved and probable reserve estimates are subject to revision, either upward or downward, based on new information, such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. Estimates of reserves for undeveloped or partially developed fields are subject to greater uncertainty over their future life than estimates of reserves for fields that are substantially developed and depleted. Estimated oil reserves are utilized in the impairment testing and the calculation of depletion expense using the unit of production method of the investments.

As of December 31, 2022 and 2021, the carrying value of "Wells, Platforms and other Facilities" under "Property, Plant and Equipment" amounted to ₱763.83 million and ₱658.72 million, respectively (see Note 11).

Estimation of Useful Lives of Property, Plant and Equipment
The Group reviews on an annual basis the estimated useful lives of property, plant and equipment based on expected asset utilization as anchored on business plans and strategies that also consider expected future technological developments and market behavior.

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 estimated useful lives of property, plant and equipment would increase the recorded depletion, depreciation and amortization expense and decrease noncurrent assets.

There is no change in the estimated useful lives of property, plant and equipment as of December 31, 2022, and 2021 (see Note 11).

Impairment of Nonfinancial Assets
The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less cost of disposal and its value in use.

Facts and circumstances that would require an impairment assessment as set forth in PFRS 6, *Exploration for and Evaluation of Mineral Resources,* are as follows:

- the period for which the Group has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

The related balances of the Group's nonfinancial assets as of December 31 follow:

	2022	2021
Property, plant and equipment (Note 11)	**₱8,196,897,057**	₱7,870,583,131
Right-of-use assets (Note 14)	**342,614,655**	363,245,358
Deferred oil exploration costs (Note 12)	**311,883,011**	115,806,924
Intangible assets (Note 16)	**140,262,493**	152,727,719
Deferred development costs (Note 16)	**74,115,084**	19,337,621
Investment properties (Note 15)	**1,611,533**	1,611,533
	₱9,067,383,833	₱8,523,312,286

There are no indicators of impairment that would trigger impairment review in 2022 and 2021 other than those mentioned below.

Gabon, West Africa
The Parent Company believes that the fluctuation in crude oil prices in the market, political risks in Gabon, discount rates and changes in other assumptions such as change in production profile which is based on continued production until the term of the existing PSC are indicators that the assets might be impaired or if there is reversal of prior impairment loss.

In 2018, the Gabonese Government allowed the sixth amendment to the Exploration Production Sharing Contract ("EPSC") that extends the exploitation period for the production licenses by ten (10) years, or from September 2018 until September 2028, extendible by five (5) years and by a final extension of 5 more years. The extension of the EPSC will allow the consortium to maximize the use of the existing facilities that are already in place to increase or maintain production until the field's extended life (see Note 11).

SC 14-C2 – West Linapacan
SC 14-C2 has not yet expired and was granted with a 15-year extension of the SC as approved by the DOE from December 18, 2010 to December 18, 2025. The SC 14-C2 consortium proceeded with a third-party technical evaluation to assess potential production opportunities. With the SC nearing its expiration in December 2025, the assets were tested for impairment.

SC 6A – Octon-Malajon Block
In March 31, 2021, Philodrill, the operator, gave notice to the DOE that the Joint Venture has elected not to enter the 12th year of the final 15-year term of SC 61 and consequently surrender the Service Contract.

Impairment loss (reversal)
In assessing whether impairment is required, the carrying value of the asset is compared with its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. Given the nature of the Parent Company's activities, information on the fair value of an asset is usually difficult to obtain unless negotiations with potential purchasers or similar transactions are taking place. Consequently, unless indicated otherwise, the recoverable amount used in assessing the impairment loss is value in use.

The Parent Company estimates value in use using a discounted cash flow model using a discount rate of 14.64% in 2022 and 10.00% in 2021 and 2020.

The Parent Company recognized impairment (reversal of impairment) loss for the years ended December 31, 2022 and 2021 (nil in 2020) presented on a net basis:

	2022	2021
Wells, platforms and other facilities – net (Note 11)	**(₱11,893,541)**	₱22,489,016
Deferred oil exploration costs – net (Note 12)	**594,172**	141,834,278
	(₱11,299,369)	₱164,323,294

Estimation of Asset Retirement Obligations
The Group has various legal obligation to decommission or dismantle its assets related to the oil production, geothermal energy project and solar power project at the end of each respective service contract. In determining the amount of provisions for restoration costs, assumptions and estimates are required in relation to the expected costs to restore sites and infrastructure when such obligation exists. The Group recognizes the present value of the obligation to dismantle and capitalizes the present value of this cost as part of the balance of the related property, plant and equipment, which are being depreciated and amortized on a straight-line basis over the useful life of the related assets (for the renewable energy) and based on units-of-production method based on estimates of proved reserves (for the oil operations).

Cost estimates expressed at projected price levels until dismantling date are discounted using rates ranging from 7.13% to 7.16% in 2022 and 4.59% to 5.05% in 2021 to take into account the timing of payments. Each year, the provision is increased to reflect the accretion of discount and to accrue an estimate for the effects of inflation, with charges being recognized as accretion expense (see Note 19).

Changes in the asset retirement obligation that result from a change in the current best estimate of cash flow required to settle the obligation or a change in the discount rate are added to (or deducted from) the amount recognized as the related asset and the periodic unwinding of the discount on the liability is recognized in profit or loss as it occurs.

While the Group has made its best estimate in establishing the asset retirement obligation, because of potential changes in technology as well as safety and environmental requirements, plus the actual time scale to complete decommissioning activities, the ultimate provision requirements could either increase or decrease significantly from the Group's current estimates. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

Asset retirement obligation as of December 31 follows (see Note 19):

	2022	2021
Oil production	**₱41,728,602**	₱62,193,875
Geothermal energy project	**7,509,078**	8,315,413
Solar power project	**16,992,650**	22,301,555
	₱66,230,330	₱92,810,843

Recoverability of input VAT
The Group maintains an allowance for input VAT based on an assessment of the recoverability of these assets using the historical success rate of VAT refunded from the Bureau of Internal Revenue (BIR). A review is made by the Group on a continuing basis annually to determine the adequacy of the allowance for losses. Allowance for probable losses as of December 31, 2022 and 2021 amounted to ₱10.39 million. The carrying value of input VAT amounted to ₱138.32 million and ₱133.92 million as of December 31, 2022 and 2021, respectively (see Note 16).

Recognition of deferred tax assets
The Group reviews the carrying amounts of deferred tax assets at each reporting date and reduces them to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

As of December 31, 2022 and 2021, the Group did not recognize deferred tax assets on certain temporary differences, NOLCO and MCIT as the Group believes that it may not be probable that sufficient taxable income will be available in the near foreseeable future against which the tax benefits can be realized prior to their expiration (see Note 21).

6. Cash and Cash Equivalents and Short-term Investments

	2022	2021
Cash on hand and in banks	**₱434,700,436**	₱684,886,621
Cash equivalents	**1,242,531,148**	556,875,480
Cash and Cash Equivalents	**1,677,231,584**	1,241,762,101
Short-term investments	**₱946,044,355**	₱–

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

In 2022, the Group has ₱946.04 million short-term investments with periods of more than three months but less than one year.

Interest income earned on cash and cash equivalents and short-term investments amounted to ₱36.29 million, ₱12.91 million and ₱18.03 million in 2022, 2021 and 2020, respectively.

7. Restricted Cash

	2022	2021
Cash held under escrow for stock subscription	**₱1,629,242,070**	₱–
Debt service payment and reserve accounts	**413,219,105**	414,423,370
Share in Etame escrow fund – current portion	**20,926,811**	3,205,109
Stock Rights Offer (SRO) funds	–	154,549,130
	₱2,063,387,986	₱572,177,609

Cash held under escrow for stock subscription
This represents the remaining funds held under escrow related to the Share Subscription Agreement between PetroGreen and Kyuden International Corporation (Kyuden), which was released from the escrow fund in January 2023 (Note 30). Interest income earned on restricted cash amounts to ₱7.6 million in 2022.

Debt service payment and reserve accounts
This refers to the amount of fund that the Group is required to maintain in the Debt Service Payment Account (DSPA) and Debt Service Reserve Account (DSRA) pursuant to the Omnibus Loan and Security Agreement (OLSA) of MGI and PetroSolar, respectively (see Note 18). The funds maintained in these accounts are used to pay the forthcoming debt service scheduled every year until the loan is

fully paid off. Under the OLSA, where the banks are one of the parties, the banks shall have the exclusive control over and exclusive right of withdrawal from the restricted cash accounts.

Stock Rights Offer (SRO) funds
This refers to the remaining Stock Rights Offering Proceeds held under an escrow account amounting to nil and ₱154.55 million as of December 31, 2022 and 2021, respectively. On April 18, 2022, the remaining SRO funds were withdrawn from the escrow account and will be used to pay loans and interest.

Share in Etame escrow fund – current portion
As of December 31, 2022, this represents Parent Company's share in the current portion of the Abandonment Fund related to FPSO decommissioning and Etame Field Asset Retirement Obligations. These funds were released from the escrow account in February 2023.

As of December 31, 2021, this balance includes escrow to secure payment and discharge of the Parent Company's obligations and liabilities under the FPSO contract amounting to ₱3.03 million.

8. Receivables

	2022	2021
Accounts receivable from:		
Electricity sales and other charges to ACEN (formerly PHINMA) [Note 26]	**₱162,536,100**	₱147,560,157
Feed-in-Tariff (FiT) revenue from National Transmission Corporation (TransCo)	**106,169,169**	112,813,280
Electricity sales to Wholesale Electricity Spot Market (WESM) and Other Contracts	**92,541,594**	52,800,531
Consortium operator	**40,550,770**	47,982,279
PHESCO, Incorporated (PHESCO)	**15,245,231**	15,245,231
Affiliate (Note 26)	**6,232,978**	3,992,899
Others	**4,585,274**	2,122,487
Interest receivables	**23,487,736**	1,002,791
Subscription receivable	**-**	8,300,000
Other receivables	**3,526,249**	3,526,250
	454,875,101	395,345,905
Less allowance for impairment losses	**2,682,452**	2,682,452
	₱452,192,649	₱392,663,453

Accounts receivables are generally on 30 days credit term. Interest income earned from the delayed payment of FiT differential and other receivable amounted to ₱0.45 million and ₱0.22 million in 2022 and 2021 (nil in 2020).

Subscription receivable pertains to the receivable from EEI Power Corporation (EEIPC) in relation to equity cash call made by PGEC to be used for the funding of one of its renewable energy projects. EEIPC remitted the amount on January 3, 2022.

9. Financial Assets at Fair Value Through Profit or Loss

	2022	2021
Marketable equity securities	**₱6,770,090**	₱6,817,228
Investment in golf club shares	**770,000**	770,000
	₱7,540,090	₱7,587,228

Net gain (loss) on fair value changes on financial assets at FVTPL included in profit or loss amounted to (₱0.05 million), ₱0.06 million, and (₱0.71 million) in 2022, 2021 and 2020, respectively. Dividend income received from equity securities amounted to ₱0.08 million, ₱0.04 million and ₱0.07 million in 2022, 2021 and 2020, respectively (see Note 25).

10. Other Current Assets

	2022	2021
Supplies inventory	**₱116,790,791**	₱128,603,181
Prepaid expenses	**27,199,944**	26,108,789
Prepaid income taxes	**11,068,121**	13,085,187
Advances to suppliers	**8,004,724**	12,037,440
Others	**2,216,223**	4,322,026
	₱165,279,803	₱184,156,623

Supplies Inventory
Supplies inventory refers to purchased supplies and parts that are intended to be used for operations and maintenance.

Prepaid Expenses
Prepaid expenses include various prepaid insurances, services and rent. Prepaid expenses also include advance payment for Real Property Taxes (RPT), Stand-by Letter of Credit (SBLC) charges and operations and maintenance professional fees.

11. Property, Plant and Equipment

	2022								
	Power plants	FCRS and production wells – geothermal	Wells, platforms and other facilities	Land and land improvements	Office condominium units and improvements	Transportation equipment	Office furniture and other equipment	Construction in progress	Total
Cost									
Balances at beginning of year	**₱7,266,699,681**	**₱1,617,441,653**	**₱2,222,351,170**	**₱380,583,987**	**₱41,590,986**	**₱55,638,192**	**₱164,394,339**	**₱169,850,551**	**₱11,918,550,559**
Additions	**11,781,744**	**93,661,764**	**207,643,523**	**5,349,116**	**957,006**	**22,876,865**	**9,146,697**	**399,988,315**	**751,405,030**
Change in ARO estimate (Note 19)	**(7,356,406)**	–	**(29,140,538)**	–	–	–	–	–	**(36,496,944)**
Disposal	–	–	–	–	–	**(1,556,393)**	–	–	**(1,556,393)**
Reclassifications	**82,830,040**	**268,586,057**	–	**1,110,796**	–	–	–	**(352,526,893)**	–
Balances at end of year	**7,353,955,059**	**1,979,689,474**	**2,400,854,155**	**387,043,899**	**42,547,992**	**76,958,664**	**173,541,036**	**217,311,973**	**12,631,902,252**
Accumulated depletion and depreciation									
Balances at beginning of year	**1,713,893,490**	**399,670,764**	**1,382,485,759**	**37,091,904**	**40,719,915**	**42,357,120**	**136,141,426**	–	**3,752,360,378**
Depletion and depreciation	**326,504,042**	**77,901,734**	**85,286,880**	**4,558,617**	**452,985**	**6,810,778**	**12,708,015**	–	**514,223,051**
Disposals	–	–	–	–	–	**(830,835)**	–	–	**(830,835)**
Balances at end of year	**2,040,397,532**	**477,572,498**	**1,467,772,639**	**41,650,521**	**41,172,900**	**48,337,063**	**148,849,441**	–	**4,265,752,594**
Accumulated impairment losses									
Balances at beginning of year	–	–	**181,146,142**	–	–	–	–	–	**181,146,142**
Impairment loss-net (Note 5)	–	–	**(11,893,541)**	–	–	–	–	–	**(11,893,541)**
Balances at end of year	–	–	**169,252,601**	–	–	–	–	–	**169,252,601**
Net book values	**₱5,313,557,527**	**₱1,502,116,976**	**₱763,828,915**	**₱345,393,378**	**₱1,375,092**	**₱28,621,601**	**₱24,691,595**	**₱217,311,973**	**₱8,196,897,057**

	2021								
	Power plants	FCRS and production wells – geothermal	Wells, platforms and other facilities	Land and land improvements	Office condominium units and improvements	Transportation equipment	Office furniture and other equipment	Construction in progress	Total
Cost									
Balances at beginning of year	₱7,238,918,109	₱1,568,607,925	₱2,228,718,206	₱296,650,208	₱41,574,869	₱50,038,846	₱160,162,006	₱163,574,766	₱ 11,748,244,935
Additions	15,951,602	6,601,448	1,086,049	82,483,779	348,568	7,348,203	6,227,439	79,576,567	199,623,655
Change in ARO estimate (Note 18)	7,878,243	(19,603,928)	(7,453,085)	–	–	–	–	–	(19,178,770)
Disposal	–	(5,560,627)	–	–	(332,451)	(1,748,857)	(1,995,106)	(502,220)	(10,139,261)
Reclassifications	3,951,727	67,396,835	–	1,450,000	-	-	-	(72,798,562)	–
Balances at end of year	7,266,699,681	1,617,441,653	2,222,351,170	380,583,987	41,590,986	55,638,192	164,394,339	169,850,551	11,918,550,559
Accumulated depletion and depreciation									
Balances at beginning of year	1,406,756,653	330,420,820	1,305,972,395	31,910,941	40,839,701	39,530,569	123,543,684	–	3,278,974,763
Depletion and depreciation	307,136,837	74,810,571	76,513,364	5,180,963	212,665	4,166,317	14,514,271	–	482,534,988
Disposals	-	(5,560,627)	-	-	(332,451)	(1,339,766)	(1,916,529)	–	(9,149,373)
Balances at end of year	1,713,893,490	399,670,764	1,382,485,759	37,091,904	40,719,915	42,357,120	136,141,426	–	3,752,360,378
Accumulated impairment losses									
Balances at beginning of year	–	–	158,657,126	–	–	–	–	–	158,657,126
Impairment loss-net (Note 5)	–	–	22,489,016	–	–	–	–	–	22,489,016
Balances at end of year	–	–	181,146,142	–	–	–	–	–	181,146,142
Net book values	₱5,552,806,191	₱1,217,770,889	₱658,719,269	₱343,492,083	₱871,071	₱13,281,072	₱28,252,913	₱169,850,551	₱7,985,044,039

Power plants represent MGI's geothermal power plant and PetroSolar's photovoltaic plant.

The MGI's construction of the 70/77 MVA Substation started in January 2020 and construction in progress account as of December 31, 2022 mainly includes civil structural, piping and mechanical works for M2, interconnection of MGPP to NGCP 69kV distribution line, design, facilities study and construction of 70/77 MVA MGI Substation related to MGPP-1&2 and Torishima engine driven pump.

Change in ARO estimate and transfers from advances to contractors, deferred oil exploration costs and development costs are considered as noncash investing activities.

Depletion and depreciation expense charged to profit or loss follow:

	2022	2021	2020
Cost of electricity sales (Note 22)	**₱418,160,625**	₱399,787,122	₱394,231,789
Depletion	**85,286,880**	76,513,364	82,236,533
General and administrative expenses (Note 24)	**10,775,546**	6,234,502	11,814,866
	₱514,223,051	₱482,534,988	₱488,283,188

Depletion of wells, platforms and other facilities is presented as a separate item under cost of sales in the consolidated statements of comprehensive income.

As of December 31, 2022 and 2021, the participating interest of PERC in various service contracts areas are as follows:

Gabonese Oil Concessions	2.525%
SC 14-C2 – West Linapacan	4.137%

Foreign Operations

Gabon, West Africa
Background
The Group holds approximately 2.53% participating interest in the Exploration and Production Sharing Contract ("EPSC") covering the Etame block in Gabon, West Africa (the "Etame Marin Permit"). The other parties in the consortium are Addax Petroleum Etame, Inc. (33.90%) and VAALCO Gabon (Etame), Inc. (63.58%) (the "Gabon Consortium"), are leaders in their respective areas of operation. VAALCO is the Consortium's operator, and is in charge of conducting the exploration and production activities in the Gabon contract area.

The EPSC is a contract with the Gabonese Government that gives the holder of the said EPSC exclusive rights and obligations to perform exploration, exploitation, and production activities and in the case of the consortium, within the Etame Marin Permit area.

In August 2021, the Consortium entered into a Bareboat Charter Agreement and Operating Agreement with World Carrier Offshore Services Corporation (World Carrier) to provide and operate a Floating Storage and Offloading (FSO) unit at the Etame Marin field for up to eight (8) years with additional option periods available upon the expiration of the current 20-year Floating Production, Storage and Offloading (FPSO) contract with BW Offshore in September 2022.

In December 2021, the consortium commenced a four-well drilling program in the Etame, Avouma and North Tchibala fields using the Borr Norve jack-up drilling rig, aimed to sustain field production to above 20,000 BOPD.

Etame-8H sidetrack was completed in February 2022. Avouma-3H sidetrack was completed in April 2022, South Tchibala-1HB sidetrack in July 2022, and North Tchibala-2H sidetrack in November 2022. Workovers were also conducted on Ebouri-2H, North Tchibala-1H and Southeast Etame-4H wells within 2022. This resulted in an increase in overall crude production of ~18,000-20,000 BOPD by the end of 2022.

Given the extended EPSC period, the Consortium is currently firming up the most feasible Integrated Field Development Plan (IFDP) to extract the remaining recoverable oil volumes until at least 2028 up to 2038 (final extension). This IFDP may include: 1) production from sour oil reserves, 2) outfield drilling opportunities, and 3) facility maintenance strategies.

Update on Production

Production was routed to the Petroleo Nautipa, the spread-moored (FPSO) vessel from the Etame, Avouma-Southeast Etame-North Tchibala and Ebouri platforms, and from the wells tied to the subsea Etame manifold. The produced oils were processed and exported from the FPSO, which had a storage capacity of one million barrels of oil (MMBO).

Throughout 2022, facility reconfiguration works were being completed in parallel for the hook-up and commissioning of the new FSO vessel Teli, which replaced the Petroleo Nautipa FPSO vessel in mid-October 2022. The FSO vessel is now operational and receiving crude from all Etame Marin platform wells. The two (2) old subsea wells – Etame-6H and Etame-7H – which were originally connected directly to the old Petroleo Nautipa FPSO, have been hooked-up to the FSO last December 30, 2022. Final punchlist items are currently being completed.

Crude production comes from four (4) oil fields (Etame, Avouma, Ebouri and North Tchibala).

In 2022, total crude production reached 5.94 MMBO. The Consortium managed 11 liftings, resulting in net crude export of 5.133 MMBO, with crude oil market prices ranging from US$76 – US$133 per barrel.

In 2021, total crude production reached 5.42 MMBO. The Consortium managed 11 liftings, resulting in net crude export of 5.867 MMBO, with crude oil market prices ranging from US$ 50 – US$85 per barrel.

In 2020, total crude production reached 6.57 MMBO. The Consortium managed 11 liftings, resulting in a net crude export of 6.02 MMBO, with crude oil market prices ranging from US$ 17 – US$66 per barrel.

Since the Gabon oilfield has been put on-line in 2002, a total of 130 MMBO have been extracted as of December 31, 2022 over the last 20 years.

As of December 31, 2022 and 2021, PetroEnergy has investments in Gabon, West Africa included in "Wells, platforms and other facilities" account under "Property, plant and equipment" amounting to ₱763.83 million and ₱596.47 million, respectively. With the increase in crude oil prices and recoverable oil reserves, reversal of impairment loss was recognized amounting to ₱74.14 million in 2022, and ₱121.59 million in 2021 (nil in 2020) [see Note 5].

Philippine Operations

SC 14-C2 – West Linapacan, Northwest Palawan
West Linapacan was discovered in the early 1990s. It produced oil from 1992 to 1996, peaking at 18,000 BOPD, before it was shut-in due to early water incursion.

The SC 14C2 Consortium, led by operator Philodrill Corp., negotiated with a potential farmee for the drilling of potential drilling targets, in exchange for a majority share and Operatorship of SC 14C2. This farm-in is subject to the approval of the Department of Energy (DOE).

While the consortium awaited the farmee's completion of the farm-in documentation, Philodrill continued to do in-house G&G work over at the West Linapacan area at the interim. For compliance, a "Transition Work Program and Budget, covering November 2020 to March 2021 was submitted to the DOE in November 2020 and was approved.

Throughout the second half of 2021 and 2022, the SC 14-C2 consortium proceeded with a third-party technical evaluation of the West Linapacan B field, to assess potential production opportunities. SC 14-C2 is due to expire in December 2025.

Due to the limited term remaining, the Group assessed the recoverability of the investment included in "Wells, platforms and other facilities" account under "Property, plant and equipment" and recorded impairment loss amounted to ₱62.25 million and ₱144.40 million in 2022 and 2021, respectively.

As of December 31, 2022 and 2021, PetroEnergy has investments in the West Linapacan Oilfield included in "Wells, platforms and other facilities" account under "Property, plant and equipment" amounts to nil and ₱62.25 million, respectively.

Maibarara Geothermal Power Project
Geothermal Renewable Energy Service Contract (GRESC) No. 2010-02-012
Following the DOE Philippine Energy Contracting Round for Geothermal in 2009, PERC signed the Service Contract for the Maibarara Geothermal Power Project (MGPP) on February 1, 2010. PERC then conducted pre-development activities in 2010 to 2011. In order to carry out the development and operations of the MGPP, PetroEnergy (through its subsidiary, PetroGreen) then created Maibarara Geothermal, Inc. (MGI) along with Trans-Asia Oil and Energy Development Corporation ("Trans-Asia", subsequently renamed as PHINMA Energy Corporation or "PHINMA", and now known as ACEN Corporation or "ACEN") and PNOC Renewable Corporation (PNOC RC), with 65%, 25%, and 10% equity ownerships, respectively.

In June 2019, ACEN, the energy platform of Ayala Corporation, completed the acquisition of PHINMA, including PHINMA's 25% share in MGI.

20 MW Maibarara-1 Geothermal Power Plant (MGPP-1)
The DOE confirmed the commerciality of the 20-MW MGPP-1 in 2011, allowing MGI to proceed with the MGPP's development stage, involving 1) the drilling of two (2) wells to complete the steam production and reinjection well capacities, and 2) the construction of the steamfield and power plant facilities. The MGPP-1's 115kV Transmission Line system was successfully connected to the existing Manila Electric Company (MERALCO) line in September 2013. Upon completion of the reliability and performance testing, the MGPP-1 went on commercial operations on February 8, 2014. All electricity generated are sold to offtaker, ACEN, following the aforementioned acquisition of PHINMA by ACEN.

On February 08-27, 2021, the Maibarara-1 facility had a scheduled minor maintenance shutdown. Various maintenance activities for the unit's mechanical and electrical, and instrumentation facilities, as well as for the switchyard and transmission lines, were carried-out by MGI technical staff and private contractors.

MGPP-1 underwent its second major preventive maintenance shutdowns (PMS) in February 2022; the first being conducted in 2016.

On the steamfield side, the two (2) production wells dedicated to MGPP-1 operations—Mai-6D and MB-12D—continued to behave consistently with dynamic but sustainable production.

MGPP-1 transmitted 134.48 GWh and 157.60 GWh of electricity in 2022 and 2021, respectively.

12 MW Maibarara-2 Geothermal Power Plant (MGPP-2)
With the stable performance of the reservoir, MGI decided to pursue an expansion of the MGPP. There was at least 5 MW of excess steam supply from the MGPP-1 wells, and with the ~6 MW capacity of the new well, an expansion of 12 MW was decided and approved in 2015 (MGPP-2).

Major power plant components from Fuji Electric Co. Ltd. ("Fuji", the same supplier as the MGPP-1) were delivered and installed on site from March to April 2017. MGPP-2 was first synchronized to the grid on March 9, 2018, with the full 12 MW attained on March 18, 2018. Reliability tests were then conducted from March 18 to 27, 2018, during which the power plant was on full 12 MW operation.

The Energy Regulatory Commission (ERC) formally notified MGI of the approval of MGPP-2's Certificate of Compliance (COC) application on April 26, 2018. Subsequently, the MGPP-2 was accepted into the Wholesale Electricity Spot Market (WESM) on April 30, 2018 – pegging the MGPP-2's start of Commercial Operations on the same date. This operationally started the application of MGPP-2's Electricity Supply Agreement (ESA) with PHINMA, now ACEN, wherein all of MGPP-2's generated electricity are sold to ACEN.

Workover operations were conducted on production well MB-15D in June 2022. After which, new production well MB-18D was drilled in September 2022 and hooked-up in November 2022. To date, the field's total gross output is now being sustained at ~33 MW.

MGPP-2 transmitted 70.23 GWh and 93.80 GWh of electricity in 2022 and 2021, respectively.

Both the MGPP-1 and the MGPP-2 are registered with the Board of Investments and are enjoying the incentives under the Renewable Energy Act of 2008.

Tarlac Solar Power Project (TSPP)
Solar Energy Service Contract (SESC) No. 2015-03-115
The SESC for the TSPP was awarded by the DOE on March 19, 2015. On June 17, 2015, PGEC and affiliate EEI Power Corporation ("EEIPC", 100% subsidiary of EEI Corporation), incorporated PetroSolar to undertake the development of the TSPP.

50 MWDC Tarlac Solar Power Project-1 (TSPP-1)
On June 22, 2015, PetroGreen and solar farm lot owner, Luisita Industrial Park Corporation (LIPCO), executed a Lease Agreement for the 55-hectare solar farm development. This was assigned to PetroSolar on September 15, 2015. As the LIPCO property is within the Central Technopark, which is under the jurisdiction of the Philippine Economic Zone Authority (PEZA), PetroSolar was able to register as an Ecozone Utilities Enterprise on July 28, 2015, entitling it to the incentives available to PEZA locators.

After only four (4) months of ground works, the TSPP-1 was completed by mid-January 2016 and was able to export power to the grid on January 27, 2016. The DOE eventually gave its Certificate of Endorsement (COE) – Feed-in-Tariff (FiT) for TSPP-1, with an official Commercial Operations Date on February 10, 2016. Subsequently, on April 6, 2016, PSC executed its Renewable Energy Payment Agreement (REPA) with the National Transmission Corporation (TransCo), assuring the TSPP-1's revenues from the FiT payment of 8.69/kWh from 2016 to 2036.

The total energy exported to the grid was 70.33 GWh and 73.47 GWh in 2022 and 2021, respectively.

20 MWDC Tarlac Solar Power Project (TSPP-2)
On September 17, 2018, the BOI formally awarded to PetroSolar the latter's Certificate of Registration for the 20 MWDC TSPP-2. This approval entitles the TSPP-2 to enjoy duty-free importations, and a seven-year Income Tax Holiday (ITH), among others.

After the site construction works for the TSPP-2 were completed in March 2019 and its registration with the WESM was secured from the Independent Electricity Market Operator of the Philippines Inc. (IEMOP) on April 21, 2019, the TSPP-2 started exporting power to the grid on April 22, 2019 as part of its testing and commissioning activities. The ERC conducted its technical inspections for the TSPP-2 on May 31, 2019, as part of PetroSolar's Certificate of Compliance (COC) for TSPP-2.

On February 27, 2020 and March 18, 2020, the DOE formally issued to PSC the Certificate of Confirmation of Commerciality (COCOC) and the Certificate of Endorsement (COE) for TSPP-2, respectively. The COE is a prerequisite to the issuance of the Certificate of Compliance (COC) by the ERC. The COC will determine the official Commercial Operations Date (COD) for TSPP-2.

The ERC issued a Provisional Approval to Operate (PAO) to TSPP-2 on December 16, 2021, subject to PSC's compliance to 1) public offering requirement and 2) terms under PSC's Point-to-Point application, once approved. The said PAO is valid until December 15, 2022, and sets TSPP-2's WESM COD to January 25, 2022.

TSPP-2 exported 29.40 GWh and 30.48 GWh in 2022 and 2021, respectively.

Collateral to Secured Borrowings
MGI has mortgaged its property classified under property, plant and equipment consisting of real assets and chattel, with a total carrying value of ₱4.64 billion as of December 31, 2022, as collateral in favor of Rizal Commercial Banking Corporation (RCBC) [the Lender], in relation to its two (2) loan facilities (see Note 18). The breakdown of the above value is as follows:

- Real Assets (consisting of land, buildings, land improvements, machinery and equipment) ₱4.52 billion; and
- Chattel (consisting mainly of other machinery and equipment, inventory, furniture and fixtures) ₱117.23 million.

12. **Deferred Oil Exploration Costs**

The movements in deferred oil exploration costs follow:

	2022	2021
Cost		
Balances at beginning of year	**₱418,786,296**	₱530,976,224
Additions	**196,670,258**	47,107,706
Write-off / relinquishment (Note 5)	–	(159,297,634)
Balances at end of year	**615,456,554**	418,786,296
Accumulated impairment losses		
Balances at beginning of year	**302,979,372**	320,442,728
Impairment loss (reversal) (Note 5)	**594,171**	(17,463,356)
Balances at end of year	**303,573,543**	302,979,372
	₱311,883,011	₱115,806,924

Details of deferred oil exploration costs as of December 31 follow:

	2022	2021
Cost		
Gabonese Oil Concessions (Note 11)	**₱547,199,509**	₱387,776,223
SC. No. 75 – Offshore Northwest Palawan	**65,175,859**	28,381,074
SC. No. 14 – C2 (West Linapacan) - Northwest Palawan (Note 11)	**3,081,186**	2,628,999
	615,456,554	418,786,296
Accumulated impairment losses		
Gabonese Oil Concessions (Note 11)	**300,492,357**	300,492,357
SC. No. 14 – C2 (West Linapacan) – Northwest Palawan (Note 11)	**3,081,186**	2,487,015
	303,573,543	302,979,372
	₱311,883,011	₱115,806,924

<u>Philippine Oil Operations – Development Phase</u>

Under the SCs entered into with the DOE covering certain petroleum contract areas in various locations in the Philippines, the participating oil companies (collectively known as "Contractors") are obliged to provide, at their sole risk, the services, technology and financing necessary in the performance of their obligations under these contracts. The Contractors are also obliged to spend specified amounts indicated in the contract in direct proportion to their work obligations.

However, if the Contractors fail to comply with their work obligations, they shall pay to the government the amount they should have spent, but did not, in direct proportion to their work obligations. The participating companies have Operating Agreements among themselves which govern their rights and obligations under these contracts.

The full recovery of these deferred costs is dependent upon the discovery of oil in commercial quantities from any of the petroleum concessions and the success of future development thereof.

As of December 31, 2022 and 2021, the remaining participating interest of the Parent Company in Petroleum SC areas is SC 75 – Offshore Northwest Palawan wherein the Parent Company has 15% interest.

SC 75 – Offshore Northwest Palawan
Service Contract 75 (SC 75) was signed on December 27, 2013 with partners PXP Energy Corporation (PXP energy) [50%] and PNOC-Exploration Corporation (35%). The block covers the West Philippine Sea with an area of 616,000 hectares.

On October 14, 2020, the DOE issued a formal notice to the SC 75 consortium, lifting the Force Majeure imposed since September 2015. Through this letter, the consortium was notified to resume its Work Program commitments under SC 75, including the committed ~1,000 sq.km 3D seismic survey over the identified leads in SC 75.

On January 6, 2022, the SC 75 consortium officially engaged Shearwater Geoservices Ltd. For the ~1,100 sq.km 3D seismic survey over SC 75 using the M/V Geo Coral seismic vessel. However, the programmed 3D seismic acquisition campaign was suspended on April 6, 2022 after Operator PXP Energy received a written directive from the DOE to put all exploration activities on hold until the Security, Justice and Peace Coordinating Cluster (SJPCC) issues the necessary clearance to proceed. On April 11, 2022, PXP declared a Force Majeure event over the suspended seismic survey.

The SC 75 consortium is awaiting further instructions from the DOE, while all contracted vessels and personnel for the seismic survey have since demobilized from the SC 75 area.

SC 6A – Octon-Malajon Block
This is one of the first exploration areas in offshore Palawan. It includes about 165,000 hectares of relatively shallow water areas where a string of wells has found non-commercial oil accumulations in varied reservoir horizons. DOE granted in June 2009 the final 15-year extension of the SC-6A service contract.

In 2019, consortium operator Philodrill completed seismic interpretation and mapping works for the northern portion of the Octon-Malajon block, using recent and old SC 6A seismic data and subsurface data from the adjacent Galoc

In 2020, Philodrill engaged Dubai-based consultants LMKR to conduct Quantitative Interpretation (QI) works to determine possible drilling opportunities in the northern portion of the block (Malajon field); the results of which were provided to the consortium in January 2021.

In March 31, 2021, Philodrill gave notice to the DOE that the Joint Venture has elected not to enter the 12th year of the final 15-year term of SC 61 and consequently surrender the Service Contract. The limited term remaining in the SC 6-A until its expiry in February 2024 exacerbated by the Covid-19 situation, greatly hampered the timely execution of the programs that the Joint Venture envisage undertaking to pursue appraisal programs and potential development opportunities in the area. Following the above, as of December 31, 2021, the Group has written-off the ₱159.298 million deferred cost.

The DOE formally approved the relinquishment of SC 6-A on September 5, 2022.

PERC held a 16.667% participating interest in SC 6-A.

13. Investments in Joint Venture

PetroWind Energy Inc.

The investment in joint venture mainly includes PetroGreen's 40% interest in PetroWind or PWEI, a company incorporated in the Philippines. The primary purpose of PetroWind is to carry on the general business of generating, transmitting and/or distributing power derived from renewable energy sources.

The movements in the carrying value of Investment in PetroWind as of December 31 follow:

	2022	2021
Balance at beginning of year	**₱1,734,947,347**	₱1,635,213,444
Share in net income of a joint venture	**81,512,921**	100,127,158
Additional investment during the year	**59,041,563**	–
Share in other comprehensive income (loss)	**761,152**	(393,255)
Balance at end of year	**₱1,876,262,983**	₱1,734,947,347

The cost of the investment in PetroWind amounted to ₱632.12 million and ₱573.08 million as of December 31, 2022 and 2021, respectively.

The carrying value of the investment in PetroWind is equivalent to the Group's 40% share in PetroWind's equity, plus the fair value adjustment of ₱764.49 million recognized when the Group lost control over PetroWind in 2014.

Selected financial information of PetroWind as of December 31 follows:

	2022	2021
Current assets	**₱734,099,328**	₱593,725,081
Noncurrent assets	**3,642,274,467**	3,650,831,936
Current liabilities	**(340,675,980)**	(320,971,396)
Noncurrent liabilities	**(1,321,010,473)**	(1,562,187,361)
Equity	**₱2,714,687,342**	₱2,361,398,260

Summary of statements of comprehensive income of PetroWind for the years ended December 31 follows:

	2022	2021	2020
Revenue (electricity sales and other income)	**₱735,294,265**	₱771,620,028	₱814,551,799
Cost and expenses	**(518,807,350)**	(523,143,700)	(537,899,312)
Income before tax	**216,486,915**	248,476,328	276,652,487
Tax benefit (provision)	**(12,704,614)**	1,841,567	1,513,469
Net income	**203,782,301**	250,317,895	₱278,165,956
Group's share in net income	**₱81,512,921**	₱100,127,158	₱111,266,383
Other comprehensive income (loss)	**₱1,902,881**	(₱983,137)	₱536,894
Group's share other comprehensive income (loss)	**₱761,152**	(₱393,255)	₱214,758

Nabas Wind Power Project (NWPP)
Wind Energy Service Contract (WESC) No. 2009-09-002
The service contract for the Nabas Wind Power Project (NWPP) covers 2,000 hectares of public and private lands in rolling terrain located near the northwestern tip of Panay Island. It lies about 6 km southeast of Caticlan, and electricity-deficient Panay and Boracay islands are natural markets of future power from NWPP.

It was decided that the NWPP will be constructed in two phases: Phase 1 for the existing 36 MW NWPP-1, consisting of 18 Wind Turbine Generators (WTG); while Phase 2 will be a 14 MW development that will have seven (7) WTGs (NWPP-2).

On May 26, 2013, the DOE issued the Confirmation of Commerciality for the 36 MW NWPP-1, making it the third WESC to be declared commercially feasible. Construction of NWPP-1 started in December 2013 and was completed in the first half of 2015.

On June 16, 2015, the DOE released the COE for FIT Eligibility (COE-FIT), endorsing the official start of commercial operation to be June 10, 2015. On August 17, 2015, the ERC approved PWEI's COC for NWPP-1. This confirms the commercial operations date of the wind farm to be June 10, 2015.

The annual total energy exported to the grid were 80.80 GWh, 91.31 GWh and 80.45 GWh in 2022, 2021, and 2020, respectively.

On May 13, 2020, the DOE formally awarded to PetroWind the Certificate of Confirmation of Commerciality (COCOC) for the planned 14-MW Nabas-2 Wind Power Project (NWPP-2). This signifies that NWPP-2 has been approved for construction as being commercially feasible.

In February 17, 2021, the DENR-EMB Region 6 issued the amended Environmental Compliance Certificate (ECC) to PetroWind for NWPP-2, while the Forest Land Use Agreement (FLAg) has been signed by the DENR Central Office in January 4, 2022.

On June 24, 2022, PWEI's NWPP-2 was formally announced as the winning bidder for the 20-MW Visayas wind allocation of the DOE's Green Energy Auction Program (GEAP), for a 20-year offtake term. On September 28, 2022, the DOE issued to PWEI its Certificate of Award for the GEAP wind allocation.

PWEI awarded to VESTAS the WTG Supply, Supervision, and Services Agreements on December 13, 2022 and VESTAS is set to deliver the six (6) NWPP-2 WTGs by the last week of July 2023. On the other hand, PWEI also awarded and issued the Notice to Proceed (NTP) to EEI Corporation for the contract on the Main Balance of Plant (BoP) for the Civil, Electrical (Substation and Switching Station, and Electrical Feeder Lines), including WTG Electro-Mechanical Works installation. Further, the Special Agreement for Protected Areas (SAPA) was signed by DENR in January 2023. It is the tenurial instrument that gives authority to PWEI to develop NWPP-2 in the approved area for at least 25 years.

BuhaWind Energy
In 2022, the Company made investments totalling ₱1.26 million in three newly incorporated special purpose vehicles namely: BuhaWind Energy Northern Luzon Corporation, BuhaWind Energy Northern Mindoro Corporation and BuhaWind Energy East Panay Corporation.

In 2021, PGEC secured three (3) new Wind Energy Service Contracts (WESC) from the DOE covering three (3) offshore wind blocks, namely 1) Northern Luzon Offshore Wind Power Project (located offshore Ilocos Norte) with WESC No. 2021-05-156, 2) Northern Mindoro Offshore Wind Power Project (located offshore Occidental Mindoro) with WESC No. 2021-06-160, and 3) Easy Panay Offshore Wind Power Project (located offshore Iloilo) with WESC No. 2021-10-183. These projects will be developed by PGEC alongside Danish energy firm Copenhagen Energy A/S (CE) through these entities that were incorporated in November 2022.

On December 28, 2021, the DOE issued to PGEC its formal endorsements for NGCP's conduct of the System Impact Studies (SIS) for the three (3) offshore wind blocks. The early issuance will help both DOE and NGCP to plan their grid improvements to accommodate large-scale capacities from these offshore wind projects. PGEC also secured DOE Endorsement to Local Government Units / National Government Agencies for the Northern Luzon project in January 2022.

Throughout 2022, PGEC and CE proceeded with several feasibility studies for the three (3) offshore wind blocks, namely 1) desktop wind and met-ocean resource studies, 2) power market study, and 3) desktop site characterization studies in preparation for detailed geophysical and geotechnical studies.

Specifically for the Northern Luzon block, PGEC and CE commenced with additional pre-development studies, namely 1) initial environmental pre-scoping study, 2) SIS application with NGCP, and 3) initial discussions with contractors for on-site wind measurement campaign.

As of December 31, 2022, these entities are still in the organization stage and have not yet started its operations.

14. Leases

The Group entered into lease contracts for office spaces and land used as geothermal field and photovoltaic (PV) solar power facility. The office space lease agreements are for a period of two (2) years and are renewable by mutual agreement of both parties.

The land lease agreement (LLA) with NPC and PSALM for the geothermal field in Sto. Tomas, Batangas has a lease term of twenty-five (25) years, extendable for another 25 years upon mutual agreement of both parties.

The two lease agreements with Luisita Industrial Park Corporation (LIPCO) for land used for the photovoltaic solar power facility in Ta rlac is for a period of 25 years, renewable by mutual agreement of both parties, generally under the same terms and conditions, with escalation clause of 3% every 2 years.

The Group's obligations under these leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the leased assets.

The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for all other leases, including leases of vehicles and parking slots.

The rollforward analyses of right-of-use assets follow:

	2022		
	Land	**Office Spaces**	**Total**
Cost			
Beginning balance	**₱420,180,224**	**₱9,736,694**	**₱429,916,918**
Additions		**3,011,994**	**3,011,994**
Ending balance	**420,180,224**	**12,748,688**	**432,928,912**
Accumulated depreciation			
Beginning balance	**60,342,680**	**6,328,880**	**66,671,560**
Depreciation (Notes 21 and 23)	**20,144,766**	**3,497,931**	**23,642,697**
Ending balance	**80,487,446**	**9,826,811**	**90,314,257**
Net Book Value	**₱339,692,778**	**₱2,921,877**	**₱342,614,655**

	2021		
	Land	Office Spaces	Total
Cost			
Beginning balance	₱420,180,224	₱9,722,246	₱429,902,470
Additions	–	3,861,186	3,861,186
Retirement	–	(3,846,738)	(3,846,738)
Ending balance	420,180,224	9,736,694	429,916,918
Accumulated depreciation			
Beginning balance	40,197,914	6,672,431	46,870,345
Depreciation (Notes 21 and 23)	20,144,766	3,503,187	23,647,953
Retirement	–	(3,846,738)	(3,846,738)
Ending balance	60,342,680	6,328,880	66,671,560
Net Book Value	₱359,837,544	₱3,407,814	₱363,245,358

The depreciation of the right-of-use of the lands in Tarlac and Batangas are presented as part of "Cost of electricity sales" while the depreciation of the right-of-use of office spaces are presented as part of "General and administrative expenses" in the consolidated statement of comprehensive income.

No lease liability was recognized for leases of land that have been prepaid. The rollforward analyses of lease liabilities follow:

	2022	2021
Beginning balance	**₱332,828,866**	₱335,451,103
Payments	**(37,490,050)**	(37,300,137)
Interest expense	**30,443,530**	30,816,714
Additions	**3,011,994**	3,861,186
Ending balance	**328,794,340**	332,828,866
Less current portion	**22,734,502**	6,813,561
Noncurrent portion	**₱306,059,838**	₱326,015,305

The following are the amounts recognized in the consolidated statements of comprehensive income:

	2022	2021	2020
Interest expense on lease liabilities	**₱30,443,530**	₱30,816,714	₱31,058,783
Depreciation expense of right-of-use assets	**23,642,697**	23,647,953	23,521,789
Rent expense – short-term leases	**1,230,951**	5,587,145	5,082,037
Rent expense – low-value assets	**868,617**	1,040,893	184,500
	₱56,185,795	₱61,092,705	₱59,847,109

Shown below is the maturity analysis of the undiscounted lease payments as of December 31:

	2022	2021
Within one year	**₱34,737,976**	₱35,854,570
After one year but not more than five years	**142,460,919**	140,721,525
More than five years but less than 10 years	**511,293,446**	547,770,816
	₱688,492,341	₱724,346,911

15. Investment Properties

As of December 31, 2022 and 2021, this account consists of land and parking lot space (located in Tektite) with cost amounting to ₱1.61 million.

The fair value of the investment properties of the Group is between ₱1 million to ₱1.70 million as of December 31, 2022 and 2021. The Group determined the fair values of the Group's investment properties on the basis of recent sales of similar properties in the same areas as the investment properties and taking into account the economic conditions prevailing at the time the valuations were made.

As of December 31, 2022 and 2021, the fair value of the investment properties is classified under the Level 3 category.

Except for insignificant amounts of real property taxes on the investment properties, no other expenses were incurred, and no income was earned in relation to the investment properties in 2022, 2021 and 2020.

16. Other Noncurrent Assets

	2022	2021
Input VAT	**₱148,710,625**	₱144,308,592
Intangible assets	**140,262,493**	152,727,719
Deferred development costs	**74,115,084**	19,337,621
Advances to contractors	**45,777,526**	–
Restricted cash	**31,451,424**	44,183,568
Others	**25,956,475**	18,709,341
	466,273,627	379,266,841
Less allowance for probable losses (Note 24)	**10,390,845**	10,390,845
	₱455,882,782	₱368,875,996

Provision for probable losses on input VAT amounted to nil in 2022, ₱3.76 million in 2021 and ₱4.97 million in 2020. In 2022, the Group directly written-off input VAT amounting to ₱6.11 million (Note 24).

Input VAT
Input VAT represents VAT passed on from purchases of goods and services that can be claimed against any future liability to the BIR for output VAT from sale of goods and services.

Input VAT also includes outstanding input VAT claims that were applied by MGI for refund with the BIR. As of December 31, 2022 and 2021, the outstanding input VAT claims which are still pending with the CTA and SC amounted to ₱123.74 million and ₱126.96 million, respectively.

Intangible assets
Intangible assets pertain to land rights, which refers to grant of easement of right of way entered by PetroSolar to construct, operate, maintain, repair, replace and remove poles, wire, cables, apparatus, and equipment and such other apparatus and structures needed for the transmission line. This also includes production license and software for accounting and for geological interpretation of Gabon Etame oil fields.

	2022			
	Land Rights	**Production License**	**Software and Others**	**Total**
Cost:				
Balances at beginning of year	**₱152,249,710**	**₱45,074,178**	**₱44,346,200**	**₱241,670,088**
Additions	–	–	**747,425**	**747,425**
Balances at end of year	**152,249,710**	**45,074,178**	**45,093,625**	**242,417,513**
Accumulated Amortization:				
Balances at beginning of year	**36,032,432**	**13,868,979**	**39,040,958**	**88,942,369**
Amortization	**6,089,989**	**4,622,993**	**2,499,669**	**13,212,651**
Balances at end of year	**42,122,421**	**18,491,972**	**41,540,627**	**102,155,020**
Net Book Values	**₱110,127,289**	**₱26,582,206**	**₱3,552,998**	**₱140,262,493**

	2021			
	Land Rights	Production License	Software and Others	Total
Cost:				
Balances at beginning of year	₱152,249,710	₱45,074,178	₱42,929,367	₱240,253,255
Additions	–	–	1,416,833	1,416,833
Balances at end of year	152,249,710	45,074,178	44,346,200	241,670,088
Accumulated Amortization:				
Balances at beginning of year	29,942,443	9,245,986	35,088,664	74,277,093
Amortization	6,089,989	4,622,993	3,952,294	14,665,276
Balances at end of year	36,032,432	13,868,979	39,040,958	88,942,369
Net Book Values	₱116,217,278	₱31,205,199	₱5,305,242	₱152,727,719

Amortization expense charged to profit or loss follows:

	2022	2021	2020
Cost of electricity sales (Note 22)	**₱8,062,199**	₱7,886,613	₱8,060,685
General and administrative expenses (Note 24)	**527,459**	2,155,670	4,634,776
Oil production operating expenses (Note 23)	**4,622,993**	4,622,993	4,622,993
	₱ 13,212,651	₱14,665,276	₱17,318,454

Advances to contractors
Advances to contractors pertain to the downpayments to various contractors for the purchase of materials and equipment.

Restricted cash
This pertains to the Parent Company's share in the non-current portion of escrow fund for the abandonment of the Etame Marine Permit.

Deferred development costs
These pertains to costs incurred in the exploration, development, production and expansion of renewable energy projects.

	2022	2021
Balances at beginning of year	**₱19,337,621**	₱3,855,595
Additions	**52,769,183**	15,482,026
Write-offs	**2,008,280**	–
Balances at end of year	**₱74,115,084**	₱19,337,621

Others
Other noncurrent assets pertain to noncurrent portion of prepaid insurance, security deposits, advances to contractors and lot owners and balance of MERALCO account billing deposits.

17. **Accounts Payable and Accrued Expenses**

	2022	2021
Accounts payable	**₱263,327,290**	₱88,644,203
Accrued expenses		
Utilities	**167,881,381**	166,352,071
Interest (Note 18)	**32,622,802**	41,463,079
Sick/vacation leaves	**19,048,554**	16,221,709
Profit share	**15,611,876**	10,020,088
Professional fees	**14,511,222**	7,696,128
Due to related party (Note 26)	**565,760**	1,624,243
Others	**6,969,784**	28,051,531
Withholding taxes and other tax payables	**27,387,054**	8,654,111
Due to NRDC	**2,269,737**	2,269,737
Others	**1,267,746**	4,054,390
	₱551,463,206	₱375,051,290

Accounts payable mainly consists of payable to suppliers and contractors that are currently involved in the development, construction and operations of energy projects. Accounts payable also includes unclaimed checks pertaining to dividends payable amounting to ₱10.96 million and ₱10.66 million as of December 31, 2022 and 2021, respectively (see Note 30).

The Group's accounts payable and accrued expenses are due within one year.

18. **Loans Payable**

The Group's loans payable as of December 31 follow:

	2022	2021
Principal, balance at beginning of year	**₱4,083,296,429**	₱4,768,970,779
Add availments during the year	**561,000,000**	268,500,000
Less principal payments during the year	**1,155,920,789**	954,174,350
Principal, balance at end of year	**3,488,375,640**	4,083,296,429
Less unamortized deferred financing cost	**10,446,588**	20,771,233
	3,477,929,052	4,062,525,196
Less current portion – net of unamortized deferred financing cost	**947,144,643**	827,882,504
Noncurrent portion	**₱2,530,784,409**	₱3,234,642,692

PetroEnergy's short-term loans payable
PetroEnergy entered into unsecured loan agreements to finance its investments in Renewable Energy Projects.

Omnibus Credit Line Agreement (OCLA) with the Development Bank of the Philippines (DBP)
On April 27, 2015, the Parent Company entered into an OCLA with DBP which provides a credit facility in the principal amount not exceeding ₱420.00 million. Effective January 19, 2021, the credit facility was decreased to ₱300.00 million. Loans payable to DBP are as follows:

As of December 31, 2022:
- ₱63 million with interest rate of 5.8% and maturity on January 10, 2023
- ₱108 million with interest rate of 5.5% and maturity on January 26, 2023
- ₱80 million with interest rate of 5.8% and maturity on June 23, 2023

As of December 31, 2021:
- ₱70 million with interest rate of 5.25% and maturity on May 6, 2022.

Short-term Loan with Rizal Commercial Banking Corporation (RCBC)
In 2020, the Parent Company obtained a clean loan from RCBC amounting to ₱150.00 million with interest rate of 4.5% and maturity on November 15, 2021.

On November 15, 2021, PetroEnergy obtained a loan from RCBC amounting to ₱120.00 million with interest of 4.5% and maturity on May 4, 2022.

As of December 31, 2022, the Company has already paid the outstanding short-term loan from RCBC.

Interest expense related to these loans amounted to ₱9.68 million, ₱11.98 million and ₱17.02 million in 2022, 2021 and 2020, respectively. Accrued interest payable amounted to ₱0.56 million and ₱1.21 million as of December 31, 2022 and 2021, respectively (see Note 16).

PetroGreen's long-term loans payable
Credit Line Facility with Chinabank
On November 17, 2015, PetroGreen entered into a 5-year credit line facility with Chinabank amounting to ₱500.00 million, subject to repricing on the third anniversary. On the same date, ₱400.00 million out of the total loan facility were drawn by PetroGreen. The loan has an annual interest rate of 5.24% and has no collateral.

The loan is payable every 17th of May and November beginning on May 2017. The agreement further specifies that 96.50% of the aggregate principal amount shall be paid on the due date of the loan.

On November 29, 2016, PetroGreen has drawn an additional ₱30.00 million out of the total loan facility. The additional loan from Chinabank has an annual interest rate of 5.33%.

On November 17, 2018, the ₱400.00 million and ₱30.00 million long-term loans payable with interest rate of 5.24% and 5.33%, respectively, were repriced to 8.28% and 8.47%.

In 2019, PetroGreen negotiated for the reduction in the interest rates of the aforementioned loans from 8.28% and 8.47% to 7.14% for both loans. The reduced interest rate was approved by the bank and made effective starting September 19, 2019. This amendment did not result to an extinguishment of the loan.

On November 17, 2020, PetroGreen fully paid the outstanding loans from ChinaBank.

Long-term loan with RCBC
On November 16, 2020, PetroGreen obtained a new long-term unsecured loan with RCBC amounting to ₱400.00 million. The loan bears interest at a fixed rate of 4.74% payable semi-annually. The principal amount is payable in five equal annual installments starting November 11, 2021.

As of December 31, 2022 and 2021, the outstanding balance of these loans, net of unamortized deferred financing costs, amounted to ₱239.16 million and ₱318.61 million, respectively.
Interest expense of PetroGreen related to these loans amounted to ₱16.24 million, ₱20.40 million and, ₱31.8 million in 2022, 2021 and 2020, respectively. Accrued interest payable amounted to ₱1.27 million and ₱1.70 million as of December 31, 2022 and 2021, respectively (see Note 14).

MGI's long-term loans payable
Project Loan Facility Agreements with RCBC
On May 19, 2016, MGI, together with PetroGreen, PHINMA and PNOC RC executed the Project Loan Facility Agreement with RCBC for a ₱1,400.00 million project loan to finance the design, development and construction of MGPP-2 or M2.

On September 5, 2016, MGI, together with PetroGreen, PHINMA and PNOC RC executed another Project Loan Facility Agreement with RCBC for a ₱2,100.00 million project loan to finance the design, development and construction of MGPP-1 or M1. This was done to consolidate the outstanding principal of the term loan under the 2011 OLSA with RCBC and BPI, incidental costs, general corporate expenditures and working capital requirement.

a. MGPP-1 or M1 new Loan
   The new MGPP-1 or M1 loan amounting to ₱2,100.00 million has a term of ten (10) years from the drawdown date of October 10, 2016. Interest and principal are payable semi-annually. Interest payment started on October 12, 2016, while the twenty (20) semi-annual principal payments started on April 12, 2017.

   Interest rate is fixed for the first five (5) years from drawdown date, based on the sum of the prevailing 5-year fixed benchmark rate on the pricing date and the margin of 1.75% (the "Initial Interest Rate"). On the repricing date, the interest for the remaining five (5)-year term of the loan will be the higher of (i) the sum of then prevailing 5-year fixed benchmark rate plus the margin of 1.75%, or (ii) the initial interest rate.

As of December 31, 2022 and 2021, the outstanding balance of this loan amounted to ₱1,034.90 million and ₱1,226.17 million, respectively. Interest expense recognized from the new M1 Loan amounted to ₱71.52 million, ₱82.86 million, ₱94.05 million in 2022, 2021 and 2020, respectively.

b. MGPP-2 or M2 Expansion Loan
The MGPP-2 or M2 Expansion Loan amounting to ₱1,400.00 million has a term of twelve (12) years including thirty-six (36) months grace period from initial drawdown date of June 2, 2016. Interest and principal are payable semi-annually. Interest payment started on October 12, 2016, while the eighteen (18) semi-annual principal payments started on October 12, 2019.

Interest rate is fixed for the first seven (7) years from the initial drawdown date based on the sum of the prevailing 7-year fixed benchmark rate on the pricing date and the applicable margin of (1) 2.25% per annum prior to commercial operations date, or (2) 1.75% per annum from and after the Commercial Operations Date (the "Initial Interest Rate"). For subsequent drawdowns, interest rate will be the three (3) –day simple average interpolated rate based on the remaining tenor and computed using the straight-line method. On the repricing date, the interest for the remaining five (5)-year term of the loan will be the higher of (i) the sum of the then prevailing 5-Year fixed benchmark rate plus the applicable margin, or (ii) the weighted average interest rate during the first seven (7) years of the loan.

As of December 31, 2022 and 2021, the outstanding balance of this loan amounted to ₱943.84 million and ₱1,097.14 million respectively. Interest expense amounted to ₱75.00 million, ₱83.46 million and ₱92.71 million in 2022, 2021 and 2020 respectively.

Accrued interest payable of MGI's loans amounted to ₱22.89 million and ₱31.66 million and as of December 31, 2022 and 2021, respectively (see Note 16).

The loan covenants covering the outstanding debt of MGI include, among others, the following conditions: maintenance at all times of Debt-to-Equity (DE) Ratio of not greater than 70:30, Default Debt Service Coverage Ratio (DSCR) of at least 1.10x both until full payment of the Loans, and Dividend DSCR of at least 1.20x. MGI is also required to transfer in the DSPA equivalent to one-sixth (1/6) of the amount sufficient to pay for the forthcoming debt service scheduled in April and October of every year until the loan is fully paid off (see Note 9). As of December 31, 2022 and 2021, MGI has been compliant with the above conditions.

PetroSolar's long-term loans payable
On November 12, 2015, the PetroSolar, together with PetroGreen and EEIPC, as third party mortgagors and pledgors, entered into a ₱2,600.00 million OLSA with PNB and DBP specifically to partially finance the design, development, procurement, construction, operation and maintenance of its TSPP.

PetroSolar shall fully pay the loan for the pro-rata account of each lender within twelve (12) years from and after the date of the initial drawdown. Interest and principal are payable semi-annually. Interest payment started on May 27, 2016, while the twenty-two (22) semi-annual principal payments started on November 27, 2016.

The rate of the interest applicable to the facility or the relevant part thereof for each interest period shall be fixed for the first seven periods (7) from the initial drawdown date (the Initial Interest Rate). Prior to the FIT entitlement and collection of FIT revenues of the borrower, the rate shall be the higher of: (i) the aggregate of the seven (7) year PDST-R2 and the initial credit spread of 2.25%, or (ii) the minimum interest rate of 5.75%. Upon FIT entitlement of at least 40MW and collection of FIT revenues by the borrower equivalent to an aggregate of at least ₱473.00 million within a period not exceeding twelve (12) consecutive months, the rate shall be the higher of (i) the weighted average interest rate in previous drawdowns less the step down credit spread of 0.25%, or (ii) minimum interest rate, and which interest rate shall be applied beginning the following month immediately succeeding the month wherein the aforesaid FIT entitlement and FIT revenue collection thresholds were satisfied. PetroSolar met the criteria for FIT entitlement and aggregate collection of at least ₱473 million within 12 months which resulted to a lower interest rate effective July 2017. The applicable interest rate as of December 31, 2022 and 2021 is equal to 9.12% and 6.71%, respectively.

The loan covenants covering the outstanding debt of PetroSolar include, among others, maintenance of debt-to-equity ratio of 75:25 and establishment of DSPA required balance (see Note 7). As of December 31, 2022 and 2021, PetroSolar is in compliance with the said loan covenants.

As of December 31, 2022 and 2021, the outstanding balance of this loan amounted to ₱1,007.42 million and ₱1,228.64 million, respectively.

Interest expense of PetroSolar related to the loans amounted to ₱89.81 million, ₱104.23 million and ₱120.94 million in 2022, 2021 and 2020, respectively. Accrued interest payable amounted to ₱7.89 million and ₱6.90 million as of December 31, 2022 and 2021, respectively (see Note 16).

PetroSolar mortgaged all of its property and equipment related to TSPP-1 as collateral in connection with the loan (see Note 11).

Deferred financing costs
Deferred financing costs are incidental costs incurred in obtaining the loan which includes documentary stamp tax, transfer tax, chattel mortgage, real estate mortgage, professional fees, arranger's fee and other costs directly attributable in obtaining the loan. The balance of unamortized deferred financing costs is presented as a deduction from the loans payable account and is amortized over the term of the loan using the effective interest rate method.

Details of the Groups' unamortized deferred financing costs follow:

	2022	2021
Balance at beginning of year	**₱20,771,233**	₱40,766,823
Less amortization during the year	**(10,324,645)**	(19,995,590)
Balance at end of year	**₱10,446,588**	₱20,771,233

19. **Asset Retirement Obligation**

The Group has recognized its share in the abandonment costs associated with the Etame, Avouma and Ebouri oilfields located in Gabon, West Africa, geothermal field located in Sto. Tomas Batangas, and photovoltaic (PV) solar power facility in Tarlac.

Movements in this account follow:

	2022	2021
Balance at beginning of year	**₱92,810,843**	₱109,159,679
Additions	**921,276**	–
Change in estimates (Note 11)	**(37,729,203)**	(23,533,406)
Accretion expense	**3,622,334**	3,478,294
Foreign exchange adjustment	**6,605,080**	3,706,276
Balance at end of year	**₱66,230,330**	₱92,810,843

Discount rates ranging from 7.13% to 7.16% as of December 31, 2022 and 4.59% to 5.05% as of December 31, 2021 were used in estimating the provisions (see Note 5).

20. Equity

Under the existing laws of the Republic of the Philippines, at least 60% of the Parent Company's issued capital stock should be owned by citizens of the Philippines for the Parent Company to own and hold any mining, petroleum or renewable energy contract area. As of December 31, 2022, the total issued and subscribed capital stock of the Parent Company is 99.77% Filipino and 23% non-Filipino as compared to 99.83% Filipino and 0.17% non-Filipino as of December 31, 2021.

As of December 31, 2022 and 2021, paid-up capital consists of:

Capital stock – ₱1 par value	
Authorized – 700,000,000 shares	
Issued and outstanding	₱568,711,842
Additional paid-in capital	2,156,679,049
	₱2,725,390,891

The Group's track record of capital stock follows:

	Number of shares registered	Issue/offer price	Date of SEC approval	Number of holders as of year-end
Listing by way of introduction - August 11, 2004	84,253,606	₱3/share	August 4, 2004	
Add (deduct):				
25% stock dividend	21,063,402	₱1/share	September 6, 2005	
30% stock dividend	31,595,102	₱1/share	September 8, 2006	
1:1 stock rights offering	136,912,110	₱5/share	May 26, 2010	
December 31, 2010	273,824,220			2,149
Deduct: Movement	–			(26)
December 31, 2011	273,824,220			2,123
Deduct: Movement	–			(10)
December 31, 2012	273,824,220			2,113
Deduct: Movement	–			(41)
December 31, 2013	273,824,220			2,072
Deduct: Movement				(29)
December 31, 2014	273,824,220			2,043
Add (Deduct):				
2:1 stock rights offering	136,912,110	₱4.38/share	June 3, 2015	(15)
December 31, 2015	410,736,330			2,028
Deduct: Movement	–			(1)
December 31, 2016	410,736,330			2,027
Deduct: Movement	–			(15)
December 31, 2017	410,736,330			2,012
Add (Deduct):				
1.2:6 stock rights offering	157,975,512	₱4.8/share	January 8, 2018	(8)
December 31,2018	568,711,842			2004
Deduct: Movement	–			(5)
December 31,2019	568,711,842			1,999
Deduct: Movement	–			(1)
December 31,2020	568,711,842			1,998
Deduct: Movement	–			(5)
December 31,2021	568,711,842			1,993
Deduct: Movement				(2)
December 31,2022	568,711,842			1,991

On July 26, 2017, at the BOD meeting, the Parent Company was authorized to raise approximately one billion pesos (₱1,000,000,000) in capital, by offering and issuing to all eligible stockholders as of record date, the rights to subscribe up to all of the existing unissued common shares of the Parent Company ("Stock Rights Offer").

On September 29, 2017, the Parent Company filed its application for the listing and trading of rights shares with the PSE. On December 13, 2017, the PSE approved the application to list the Rights Shares.

The rights offer entitled eligible stockholders as of record date of January 12, 2018 to subscribe to one rights share for every 2.6 shares held at an offer price of ₱4.80 per share.

The rights offer was undertaken on January 22 to 26, 2018. Following the close of the offer period, the Parent Company successfully completed the stock rights offer for 157,975,512 common shares with gross proceeds of ₱758.28 million and was subsequently listed on the PSE on February 2, 2018.

The proceeds from the stock rights offer were used for the development and expansion plans of the Group's renewable energy projects, general corporate requirements, and payments of loans and the related interest.

Cumulative Translation Adjustment
In 2018, because of the change in business circumstances of the Parent Company, management changed its functional currency from United States Dollar (USD) to PHP effective January 31, 2018. All resulting exchange differences in the remeasurement of USD balances to PHP balances were recognized as 'Cumulative Translation Adjustment'.

Equity Reserve
On June 9, 2015, PetroEnergy sold its 10% interest in PetroGreen to EEIPC, bringing its ownership in PetroGreen from 100% to 90%. The transaction was accounted as an equity transaction since there was no change in control.

The effect of change in the ownership interest in PetroGreen on the equity attributable to owners of PetroEnergy as a result of the sale of 10% to EEI is summarized as follows:

Consideration received from NCI	₱206,000,000
Carrying amount of NCI sold	(125,950,762)
Excess of consideration received recognized in equity	₱80,049,238

On October 14, 2022, PetroGreen issued 363,244,840 shares to Kyuden (Note 30) resulting to the decrease in the ownership interest of PetroEnergy in PetroGreen from 90% to 76.92%. The transaction was accounted as an equity transaction since there was no loss of control.

The effect of change in the ownership interest in PetroGreen on the equity attributable to owners of PetroEnergy is summarized as follows:

Consideration received from NCI	₱1,687,431,477
Carrying amount of NCI sold	(1,030,763,729)
Excess of consideration received recognized in equity	₱656,667,748

As of December 31, 2022 and 2021, the balance of equity reserve account amounts to ₱736.71 million and ₱80.05 million, respectively.

Deposit for Stock Subscription
This account amounting to ₱1.63 billion as of December 31, 2022, represents the amount received from Kyuden under escrow fund (see Note 7) that will be applied as payment for a fixed number of PGEC's shares of stock. In January 2023, the Group classified the deposit for stock subscription into NCI and Equity Reserve (excess of consideration over carrying value of NCI sold) under equity after the NCI, which is Kyuden, acquired the additional ownership interest through completion of all the requirements in the subscription agreement (see Note 30). The deposit for future stock subscription is considered a non-cash financing activity.

Capital Management
The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may increase its debt from creditors, adjust the dividend payment to shareholders or issue new shares.

As of December 31, 2022 and 2021, the Group monitors capital using a debt-to-equity ratio, which is total liabilities divided by total equity.

The Group's sources of capital as of December 31 are as follows:

	2022	2021
Loans payable	**₱3,477,929,052**	₱4,062,525,195
Capital stock	**568,711,842**	568,711,842
Additional paid-in capital	**2,156,679,049**	2,156,679,049
Retained earnings	**3,182,613,298**	2,662,525,652
Equity reserve	**736,716,986**	80,049,238
	₱10,122,650,227	₱9,530,490,976

The table below demonstrates the debt-to-equity ratio of the Group as of December 31:

	2022	2021
Total liabilities	**₱4,442,489,721**	₱4,901,378,616
Total equity	**12,377,322,378**	8,313,814,660
Debt-to-equity ratio	**0.36:1**	0.59:1

Based on the Group's assessment, the capital management objectives were met in 2022 and 2021.

21. Income Taxes

The provision for (benefit from) income tax consists of:

	2022	2021	2020
Current	**₱39,621,178**	₱61,593,316	₱35,668,914
Deferred	**(1,028,286)**	(7,112,682)	6,192,798
	₱38,592,892	₱54,480,634	₱41,861,712

The components of the Group's net deferred tax assets (liabilities) are as follows:

	2022	2021
Deferred income tax assets on:		
Asset retirement obligation	**₱15,866,420**	₱13,251,358
Accrued retirement liability	**354,528**	1,994,896
Interest on FIT adjustment	**2,096,435**	1,331,211
Past service cost and provision	**805,369**	–
	19,122,752	16,577,465
Deferred income tax liabilities on:		
Oil production revenue	**(3,609,298)**	(3,154,170)
Unrealized foreign exchange gain	**(2,019,574)**	(963,028)
Net retirement asset	**(2,565,951)**	–
	(8,194,823)	(4,117,198)
Deferred income tax assets - net	**₱10,927,929**	₱12,460,267

As of December 31, 2022 and 2021, the Group did not recognize deferred tax assets on NOLCO, MCIT and allowance for impairment losses, with details as follow as of December 31.

	2022	2021
Allowance for impairment loss	**₱207,243,532**	₱144,403,009
NOLCO	**165,677,258**	377,080,656
MCIT	**6,040,694**	4,884,684
	₱378,961,484	₱526,368,349

As of December 31, 2022 and 2021, the Group did not recognize deferred tax assets on the above as the Group believes that it may not be probable that sufficient taxable income will be available in the near foreseeable future, prior to their expiration, against which the tax benefits can be realized.

Details of the NOLCO and MCIT follow:

	NOLCO		MCIT	
	2022	2021	**2022**	2021
Beginning balance	**₱377,080,656**	₱311,510,414	**₱4,864,684**	₱5,655,412
Additions	**28,868,005**	123,676,688	**3,505,526**	1,968,511
Applied	**(181,031,532)**	–	–	–
Expiration	**(59,239,871)**	(58,106,446)	**(2,349,516)**	(2,759,239)
Ending balance	**₱165,677,258**	₱377,080,656	**₱6,040,694**	₱4,864,684

		NOLCO			MCIT	
Year Incurred	Year of Expiration	**2022**	2021	Year of Expiration	**2022**	2021
2022	2025	**₱28,868,005**	₱–	2025	**₱3,505,526**	₱–
2021	2026	**72,333,602**	123,676,688	2024	**1,968,511**	1,968,511
2020	2025	**64,475,651**	173,227,910	2023	**566,657**	566,657
2019	2022	–	80,176,058	2022	–	2,349,516
		₱165,677,258	₱377,080,656		**₱6,040,694**	₱4,884,684

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4 of "Bayanihan to Recover As One Act" which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

The taxable income of the Parent Company is subject to regular income tax rate.

On January 30, 2009, RA No. 9513, *An Act Promoting the Development, Utilization and Commercialization of Renewable Energy Resources and for Other Purposes*, known as the "Renewable Energy Act of 2008" (the Act), became effective. As provided for in the Act, RE developers of RE facilities, including hybrid systems, in proportion to and to the extent of the RE component, for both power and non-power applications, as duly certified by the DOE, in consultation with the BOI, shall pay a corporate tax of ten percent (10%) on its net taxable income as defined in the National Internal Revenue Code of 1997, after the seven (7) years of Income Tax Holiday (ITH), which commences from the first year of operations. MGI started its commercial operations on February 8, 2014 and April 30, 2018 for its BOI registered projects MGPP-1 and MGPP-2, respectively. Taxable income generated from MGPP-1 beginning February 8, 2021 is now subject to corporate tax of 10%. While taxable income from MGPP-2 for 2022 and 2021 is under ITH.

For PetroSolar, on July 28, 2015, the PSC registered with PEZA as an Economic Zone Utilities Enterprise to establish, operate and maintain its 50MW Solar Facility project at the Central Technopark and the sale of electricity in accordance with the representations, commitments and proposals set forth in its application.

PetroSolar shall pay the special tax rate of 5% on its gross income earned from sources within the PEZA economic zone in lieu of paying all national and local income taxes. Gross income earned refers to gross sales derived from any business activity, net of returns, discounts and allowances, less cost of sales, cost of production and allowable expenses as defined by PEZA. Income generated by TSPP-1 from sources outside of PEZA economic zone shall be subject to RCIT.

On January 30, 2009, Republic Act No. 9513, An Act Promoting the Development, Utilization and Commercialization of Renewable Energy Resources and for Other Purposes, known as the "Renewable Energy Act of 2008" (the Act), became effective. As provided for in the Act, Renewable Energy (RE) developers of RE facilities, including hybrid systems, in proportion to and to the extent of the RE component, for both power and non-power applications, as duly certified by the DOE, in consultation with the Board of Investments, shall pay a corporate tax of ten percent (10%) on its net taxable income as defined in the National Internal Revenue Code of 1997, after the seven (7) years of Income Tax Holiday (ITH), which commences from the first year of commercial operations.

On December 16, 2021, the Energy Regulatory Commission issued TSPP-2's Provisional Authority to Operate (PAO) pending the ERC's approval of the Certificate of Compliance (COC). Due to the receipt of PAO, TSPP-2 is now entitled to ITH incentive.

The reconciliation of the statutory tax rate to the effective income tax rate shown in the consolidated statements of income follows:

	2022	2021	2020
Statutory tax rate	**25.00%**	25.00%	30.00%
Add (deduct) reconciling items:			
Income from entities subjected to lower rate	**(13.96)**	(29.14)	(31.51)
Nondeductible expenses	**(2.17)**	0.73	1.05
Movement in unrecognized deferred tax assets	**(3.76)**	4.54	7.65
Income subjected to final tax	**(0.83)**	(0.33)	(0.78)
Unrealized loss (gain) on FVTPL	–	(0.01)	(0.03)
Effect or remeasurement of current and deferred income tax arising from change in tax rate due to CREATE Act	–	(0.20)	–
Others	–	6.98	(0.30)
Effective income tax rate	**4.28%**	7.57%	6.08%

22. **Cost of Electricity Sales**

	2022	2021	2020
Electricity sales:			
Depreciation and amortization (Notes 11, 14 and 16)	**₱446,660,175**	₱427,818,501	₱422,437,239
Purchased services and utilities	**32,057,441**	56,297,222	125,158,126
Rental, insurance and taxes	**104,970,100**	114,032,759	113,001,690
Personnel costs	**74,305,149**	66,962,387	67,663,684
Repairs and maintenance	**32,076,687**	34,315,079	29,031,090
Materials and supplies	**19,233,303**	19,932,253	14,768,942
Business and other related expenses	**31,758,703**	27,166,918	8,554,125
Government share and royalty fees	**11,341,763**	14,443,200	13,859,060
	₱752,403,321	₱760,968,319	₱794,473,956

Government share
Under the GRESC No. 2010-02-012, the RE Developer shall pay the government share equivalent to one and a half percent (1.5%) of the gross income. For this purpose, gross income shall include all proceeds resulting from the sale of renewable energy produced and such other income incidental to and arising from renewable energy generation, transmission and sale of electric power generated from geothermal energy within the Contract Area.

Energy Regulation No. 1-94 (ER 1-94)
Based on ER 1-94, all power producer shall set aside one-centavo per kilowatt-hour (₱0.01/kwh) of the total electricity sales of the energy-generating facility which shall be applied to Generation Facilities and/or energy resource development projects located in all barangays, municipalities, cities, provinces and regions. This is included under "Rental, insurance and taxes."

Cost of Other revenues
This pertains to the cost of Pass-on charges to ACEN.

	2022	2021	2020
Cost of other revenues:			
Wheeling and Ancillary & Transmission Charges	**₱40,128,180**	₱61,357,825	₱115,103,302
Trading Costs & Market Fees	**87,260,321**	–	–
	₱127,388,501	₱61,357,825	₱115,103,302

23. Crude Oil Inventory and Oil Production

Crude Oil Inventory
Crude oil inventory is stated at NRV at the time of production. Change in crude oil inventory amounting to (₱1.82 million), ₱22.47 million and (₱23.93 million) is included in "Cost of Sales" in the profit or loss in 2022, 2021 and 2020, respectively.

Cost of Oil Production

	2022	2021	2020
Production, transportation and other related expenses	**₱278,136,016**	₱178,665,694	₱154,375,753
Storage and loading expenses	**67,099,781**	48,992,296	48,958,540
Amortization (Note 16)	**4,622,993**	4,622,993	4,622,993
Supplies and facilities	**443,012**	284,802	245,499
Others	**5,034,415**	3,718,985	3,325,006
	₱355,336,217	₱236,284,770	₱211,527,791

24. General and Administrative Expenses

	2022	2021	2020
Salaries, wages and benefits	**₱111,609,430**	₱83,722,515	82,296,126
Professional and other fees	**20,354,280**	22,921,901	22,170,875
Depreciation and amortization (Notes 11, 14 and 16)	**14,498,696**	11,893,360	19,826,663
Taxes and licenses	**9,131,360**	6,808,337	12,981,759
Research costs (Note 16)	**7,767,044**	3,107,931	20,732,859
Entertainment, amusement and recreation	**5,767,198**	5,092,354	3,864,188
Gasoline, oil and lubricants	**4,569,197**	2,560,284	2,592,010
Communication	**4,021,898**	4,826,918	4,899,998
Insurance	**3,306,506**	3,302,799	3,275,568
Repairs and maintenance	**2,526,327**	3,225,513	1,462,835
Office supplies	**2,154,736**	1,522,627	1,207,607
Advertisement	**1,960,593**	542,124	1,721,551
Environmental and social expenses	**1,879,197**	4,739,978	1,641,585
Utilities	**1,774,800**	882,678	1,130,369
Other services	**1,719,038**	2,620,513	97,920

	2022	2021	2020
Transportation and travel	**1,669,377**	442,783	2,788,254
Donation and contribution	**1,525,747**	1,529,759	2,438,521
Condominium dues	**1,156,762**	1,327,547	1,344,109
Rent expense (Note 14)	**889,816**	863,638	894,632
Security and janitorial services	**845,118**	1,255,840	1,858,409
Business meetings	**694,206**	348,210	392,771
Training and seminar	**647,303**	672,039	166,739
Stock transfer expense	**644,577**	615,696	1,248,905
Dues and subscriptions	**382,266**	271,803	325,755
Provision for probable losses (Notes 16 and 17)	**–**	5,004,048	14,667,316
Others (Note 16)	**19,736,759**	10,724,352	5,374,887
	₱221,232,231	₱180,825,547	₱211,402,211

Others, include miscellaneous expenses such as development assistance, notarization, bank charges, and reproduction expenses.

25. Miscellaneous Income (Charges)

	2022	2021	2020
Management income and timewriting fees (Note 26)	**₱18,199,133**	₱13,958,678	₱13,252,890
Sale of carbon emission credits	**10,649,201**	–	–
Rental income (Note 26)	**1,818,027**	1,474,996	857,143
Professional fees (Note 26)	**610,000**	610,000	550,000
Gain on sale of equipment	**338,503**	588,606	662,857
Dividend income (Note 9)	**79,047**	38,134	71,770
Trustee fees	**(3,441,674)**	(3,649,996)	(4,169,361)
Others	**1,795,281**	5,396,128	651,378
	₱30,047,518	₱18,416,546	₱11,876,677

Trustee fees pertain to payments of the Group to the facility agent and account trustees for the M1 and M2 loans (see Note 18).

26. Related Party Transactions

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

Significant transactions with related parties are as follows:

Related Party/Nature	Transactions for the Years Ended December 31 2022	2021	Outstanding Balance Receivables (Payables) (see Notes 8 and 17) 2022	2021	Terms and Conditions
Investor					
House of Investments, Inc					
Internal audit services	**₱873,600**	₱1,483,821	**(₱509,600)**	(₱1,192,620)	Note a
Joint Venture					
PetroWind					
Rental income	**857,143**	857,143	–	–	Note b
Timewriting fee	**16,199,133**	12,441,140	**4,615,734**	2,563,521	Note c
Management income	**2,000,000**	2,000,000	–	–	Note c
Advances – receivable	**9,764,078**	8,102,188	**340,792**	354,644	Note d
Advances – payables	**56,160**	–	**(56,160)**	–	Note d
			4,900,366	2,918,165	
Affiliate					
AC Energy Corporation (ACEN)					
Electricity sales	**823,196,490**	1,013,536,108	**102,355,875**	102,769,904	Note e
Wheeling Charges	**129,112,773**	61,981,804	**60,180,225**	45,609,302	Note e
			162,536,100	148,379,206	
Affiliate					
EEI Power Corporation					
Other income	**₱610,000**	₱610,000	**₱683,200**	₱683,200	Note f
Affiliate					
LIPCO					
Land lease	**34,513,550**	34,298,221	–	–	Note g
Affiliate					
Enrique T. Yuchengco, Inc.					
Rental income	**906,884**	617,853	593,251	391,534	Note j

a. PetroEnergy has an Internal Audit Engagement arrangement with House of Investments, Inc. (HI). These are non-interest bearing and are due and demandable.

b. PetroGreen charges rental fees to PetroWind amounting to ₱71,429 every month. These are non-interest bearing and payable when due and demandable.

c. Timewriting fees are charged by PetroGreen for accounting, legal management and other support services rendered to PetroWind. Management income refers to charges by PetroEnergy to PetroWind. These are non-interest bearing and are due and demandable.

d. Advances represent reimbursements of costs and expenses.

e. Electricity sales to ACEN (formerly PHINMA) is pursuant to the Electricity Supply Agreement (see Note 34). This is due and payable on the last business day of the month succeeding the billing period and non-interest bearing if paid within the due date.

f. PetroGreen charged EEI Power Corporation (EEIPC) amounting to ₱550,000 plus VAT representing charges for the equity valuation study.

g. The Group leased 77 hectares of land area from LIPCO (Note 14). These are non-interest bearing and payable when due and demandable.

h. On November 12, 2015, PetroSolar entered into a ₱2.6 billion OLSA with PNB and DBP. PetroGreen and EEIPC signed as the third party mortgagors and pledgors (see Note 18).

i. PetroWind executed an OLSA with DBP for a loan facility amounting to ₱3.0 billion. PetroEnergy signed as guarantor and PetroGreen signed as guarantor, pledgor and third-party mortgagor (see Note 18).

j. On April 29, 2021, PGEC completed its first commercial and industrial (C&I) rooftop solar power project for the Enrique T. Yuchengco Bldg. in Binondo, Manila.

   The building owner E.T. Yuchengco Inc. (ETY) and project owner PGEC signed a 15-year Rent-to-Own Agreement for a 140.8-kWp solar rooftop facility last January 14, 2021. The rental period commenced upon the project's completion in April 2021. After said 15-year cooperation period, PGEC will turn-over the said rooftop solar facility to ETY free of charge.

Compensation of Key Management Personnel
The Group has a profit-sharing plan for directors, officers, managers and employees as indicated in its by-laws. The amount, the manner and occasion of distribution is at the discretion of the BOD, provided that profit share shall not exceed 5% of the audited income before income tax and profit share.

The remuneration of the Group's directors and other members of key management are as follows:

	2022	2021	2020
Salaries and wages and other short-term benefits	**₱24,751,739**	₱20,810,412	₱20,962,298
Directors' fees	**8,775,037**	5,438,567	5,674,198
Retirement expense	**927,633**	1,935,011	2,242,667
	₱34,454,409	₱28,183,990	₱28,879,163

27. Financial Instruments

The Group's principal financial instruments include cash and cash equivalents, short-term investments, financial assets at FVTPL, receivables, restricted cash, loans payable, accounts payable, accrued expenses and dividends payable. The main purpose of these financial instruments is to fund the Group's working capital requirements.

Categories and Fair Values of Financial Instruments
As of December 31, 2022 and 2021, the carrying amounts of the Group's financial assets and financial liabilities approximate their fair values except for loans payable and lease liabilities. The fair value of the loans payable as of December 31, 2022 and 2021 amounted to ₱3.49 billion and ₱4.13 billion compared to their carrying value of ₱3.48 billion and ₱4.06 billion, respectively.

The methods and assumptions used by the Group in estimating the fair value of financial instruments are:

Financial instruments	Considerations
Cash and cash equivalents, short-term investments, restricted cash, receivables, accounts payable and accrued expenses, and short-term loans payable	Due to the short-term nature of the instruments, carrying amounts approximate fair values as at the reporting date.
Equity securities	Fair values are based on published quoted prices (Level 1).
Golf club shares	Fair values are based on quoted market prices at reporting date (Level 1).
Long-term loans payable	Fair value is based on the discounted value of expected future cash flows using the applicable interest rate for similar type of instruments. The fair value is derived using the prevailing PH BVAL rate in 2022 and 2021.
Lease liabilities	Estimated fair value is based on the discounted value of future cash flows using the prevailing PH BVAL rate in 2022 and 2021.

The fair value is based on the source of valuation as outlined below:

- quoted prices in active markets for identical assets or liabilities (Level 1);
- those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly (Level 2); and
- those with inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

In 2022 and 2021, there were no transfers of financial instruments among all levels.

<u>Financial Risk Management Objectives and Policies</u>
The Group manages and maintains its own portfolio of financial instruments in order to fund its own operations and capital expenditures. Inherent in using these financial instruments are the following risks on liquidity, market and credit.

Financial Risks
The main financial risks arising from the Group's financial instruments are liquidity risk, market risk and credit risk.

a. Liquidity Risk
Liquidity risk is the risk that the Group is unable to meet its financial obligations when due. The Group monitors its cash flow position and overall liquidity position in assessing its exposure to liquidity risk. The Group maintains a level of cash and cash equivalents deemed sufficient to finance its operations and to mitigate the effects of fluctuation in cash flows. To cover its short-term and long-term funding requirements, the Group intends to use internally generated funds as well as to obtain loan from financial institutions. As of December 31, 2022 and 2021, the Group has existing credit line facilities from which they can draw funds from (see Note 18).

The tables below summarize the maturity profile of the Group's financial assets and financial liabilities as of December 31, 2022 and 2021 based on contractual payments:

	2022			
	On demand	**1 year or less**	**More than 1 year**	**Total**
Financial Assets				
Financial assets at FVTPL	**₱7,540,090**	**₱–**	**₱–**	**₱7,540,090**
Financial assets at amortized cost:				
Cash and cash equivalents	**1,677,231,584**	–	–	**1,677,231,584**
Short-term investments	–	**946,044,355**	–	**946,044,355**
Accounts receivable	**26,063,483**	**401,797,633**	–	**427,861,116**
Subscription receivable	**–**	–	–	–
Other receivables	**3,526,249**	–	–	**3,526,249**
Interest receivable	**23,487,736**	–	–	**23,487,736**
Refundable deposits	–	**449,351**	**5,323,862**	**5,773,213**
Restricted cash	–	**2,063,387,986**	**31,451,424**	**2,094,839,410**
	1,737,849,142	**3,411,679,325**	**36,775,286**	**5,186,303,753**
Financial Liabilities				
Financial liabilities at amortized cost:				
Loans payable**	–	**1,171,962,383**	**2,483,851,603**	**3,655,813,986**
Lease liabilities	–	**34,737,976**	**653,754,365**	**688,492,341**
Accounts payable and accrued expenses*	**524,076,152**	–	–	**524,076,152**
	524,076,152	**1,206,700,359**	**3,137,605,968**	**4,868,382,479**
Net financial assets (liabilities)	**₱1,213,772,990**	**₱2,204,978,966**	**(₱3,100,830,682)**	**₱317,921,274**

	2021			
	On demand	1 year or less	More than 1 year	Total
Financial Assets				
Financial assets at FVTPL	₱7,587,228	₱–	₱–	₱7,587,228
Financial assets at amortized cost:				
Cash and cash equivalents	1,241,762,101	–	–	1,241,762,101
Accounts receivable	378,227,252	–	1,607,160	379,834,412
Subscription receivable	8,300,000	–	–	8,300,000
Other receivables	–	–	3,526,250	3,526,250
Interest receivable	1,002,791	–	–	1,002,791
Refundable deposits	–	349,721	7,817,412	8,167,133
Restricted cash	154,549,130	414,423,370	47,388,677	616,361,177
	1,791,428,502	414,773,091	60,339,499	2,266,541,092
Financial Liabilities				
Financial liabilities at amortized cost:				
Loans payable**	–	1,159,482,944	3,182,263,490	4,341,746,434
Lease liabilities	37,198,620	688,492,341	725,690,961	1,451,381,922
Accounts payable and accrued expenses*	289,788,494	–	–	289,788,494
	326,987,114	1,847,975,285	3,907,954,451	6,082,916,850
Net financial assets (liabilities)	₱1,464,441,388	(₱1,433,202,194)	(₱3,847,614,952)	(₱3,816,375,758)

**Excluding statutory payables*
***Includes future interest payments*

b. *Market Risk*

Market risk is the risk of loss on future earnings, on fair values or on future cash flows that may result from changes in market prices. The value of a financial instrument may change as a result of changes in equity prices, foreign currency exchanges rates, interest rates and other market changes.

<u>Foreign Exchange Risk</u>

Foreign currency risk is the risk that the value of the Group's financial instruments denominated other than the Group's functional currency diminishes due to unfavorable changes in foreign exchange rates. The Group's transactional currency exposures arise from cash and cash equivalents, receivables and accounts payable and accrued expenses.

The Group's foreign currency-denominated financial instruments as of December 31, 2022 and 2021 follow:

	2022		2021	
	US Dollar	**Peso Equivalent**	US Dollar	Peso Equivalent
Financial assets				
Cash and cash equivalents	**$2,316,003**	**₱129,974,085**	$2,096,605	₱106,453,022
Receivables	**674,774**	**37,868,318**	892,186	45,299,852
Advances to suppliers	**–**	**–**	216,720	11,003,741
Restricted Cash	**933,326**	**52,378,235**	933,326	47,388,694
	3,924,103	**220,220,638**	4,138,837	210,145,309
Financial liabilities				
Accounts payable and accrued expenses	**1,187,125**	**66,621,466**	190,197	9,657,062
Net exposure	**$2,736,978**	**₱153,599,172**	$3,948,640	₱200,488,247

As of December 31, 2022, and 2021, the exchange rates used for conversion are ₱56.120 and ₱50.774 per $1, respectively.

The following table demonstrates the sensitivity to a reasonably possible change in US dollar exchange rates. With all other variables held constant, the effect on the Group's income before income tax is as follows:

	Increase/(decrease) in foreign currency	Effect on income before income tax
2022	**+11%**	**(₱23,332,043)**
	-11%	**₱23,332,043**
2021	+6%	(₱11,427,613)
	-6%	₱11,427,613

There is no other impact on the Group's equity other than those already affecting income before income tax.

Interest Rate Risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's loans payable. Interest rate of loans payable is fixed for the first five (5) years or first seven (7) years and will be repriced thereafter.

The table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's net income. The Group used the forecasted one-year Treasury bill rate in performing the analysis.

Loans payable

2022	
Increase/decrease in interest rate (in basis points)	**Impact on income before tax**
+3% to +161%	(₱83,086,922)
-3% to -161%	83,086,922

2021	
Increase/decrease in interest rate (in basis points)	Impact on income before tax
+40% to +228%	(₱40,878,466)
-40% to -228%	40,878,466

There is no other impact on the Group's equity other than those already affecting income before income tax.

c. *Credit Risk*

Credit risk is the possibility of loss for the Group if its receivable counterparties fail to discharge their contractual obligations. With respect to credit risk arising from the other financial assets of the Group, which comprise of cash and cash equivalents, short-term investments, receivables, financial assets at FVTPL, and restricted cash, the Group's exposure to credit risk could arise from default of the counterparty.

The Group trades only with recognized, creditworthy third parties. However, the Group's credit risk exposure is concentrated on a few counterparties as inherent in the oil exploration and production and renewable energy businesses. The Group has a well-defined credit policy and established credit procedures. In addition, receivable balances are being monitored on a regular basis to ensure timely execution of necessary intervention efforts.

The table below summarizes the Group's gross maximum credit risk exposure from its financial instruments and contract asset. These amounts are gross of collateral and credit enhancements, but net of any amounts offset and allowance for impairment losses:

	2022	2021
Financial assets:		
Cash in banks and cash equivalents	**₱1,673,197,584**	₱1,237,738,101
Short-term investments	**946,044,355**	–
Receivables	**452,192,649**	392,663,453
Financial assets at FVTPL	**7,540,090**	7,587,228
Refundable deposits	**5,323,862**	5,213,672
Restricted cash	**2,094,839,410**	616,361,177
Contract asset	**296,358,490**	222,238,121
	₱5,475,496,440	₱2,481,801,752

An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The mechanics of the ECL calculations and the key elements are, as follows:

a. *Probability of default (PD)* is an estimate of the likelihood of default over a given time horizon.
b. *Exposure at default (EAD)* is an estimate of the exposure at a future default date taking into account expected changes in the exposure after the reporting date.
c. *Loss given default (LGD)* is an estimate of the loss arising in the case where a default occurs at a given time.

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

b. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative *adjustments* or overlays are occasionally made as temporary adjustments when such differences are significantly material.

The table below shows the aging by class of asset for the Group's financial assets and contract asset as of December 31, 2022 and 2021:

	2022			
	Current (High grade)	**More than 90 days (Standard grade)**	**Credit impaired**	**Total**
Financial assets:				
Cash and cash equivalents*	**₱1,673,197,584**	**₱–**	**₱–**	**₱1,673,197,584**
Short-term investments	**946,044,355**	**–**	**–**	**946,044,355**
Accounts receivable	**425,178,664**	**–**	**2,682,452**	**427,861,116**
Other receivables	**3,526,249**	**–**	**–**	**3,526,249**
Interest receivable	**23,487,736**	**–**	**–**	**23,487,736**
Financial assets at FVTPL	**7,540,090**	**–**	**–**	**7,540,090**
Refundable deposits	**5,773,213**	**–**	**–**	**5,773,213**
Restricted cash	**2,094,839,410**	**–**	**–**	**2,094,839,410**
Contract asset	**296,358,490**	**–**	**–**	**296,358,490**
	₱5,475,945,791	**₱–**	**₱2,682,452**	**₱5,478,628,243**

**excluding cash on hand*

	2021			
	Current (High grade)	More than 90 days (Standard grade)	Credit impaired	Total
Financial assets:				
Cash and cash equivalents*	₱1,237,738,101	₱–	₱–	₱1,237,738,101
Accounts receivable	379,834,412	–	2,682,452	382,516,864
Subscription receivable	8,300,000	–	–	8,300,000
Other receivables	3,526,250	–	–	3,526,250
Interest receivable	1,002,791	–	–	1,002,791
Financial assets at FVTPL	7,587,228	–	–	7,587,228
Refundable deposits	8,167,133	–	–	8,167,133
Restricted cash	616,361,177	–	–	616,361,177
Contract asset	248,862,335	–	–	248,862,335
	₱2,511,379,427	₱–	₱2,682,452	₱2,514,061,879

**excluding cash on hand*

Financial assets are classified as high grade if the counterparties are not expected to default in settling their obligations. Thus, credit risk exposure is minimal. Financial assets are classified as a standard grade if the counterparties settle their obligation with the Group with tolerable delays. Low grade accounts are accounts, which have probability of impairment based on historical trend. These accounts show propensity of default in payment despite regular follow-up actions and extended payment terms. The Group's cash in banks, cash equivalents, accounts receivable, interest receivable and restricted cash have high grade credit quality.

28. Segment Information

For management purposes, the Group is organized into business units based on their products and has four reportable segments as follows:

- The oil production segment is engaged in the oil and mineral exploration, development and production.
- The geothermal energy segment develops and operates geothermal steamfields and power plants.
- The solar energy segment carries out solar energy operations of the Group.
- Other activities pertain to research and investment activities.

No operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

	2022					
	Oil Production	**Geothermal Energy**	**Solar Energy**	**Other Activities**	**Elimination**	**Consolidated**
Segment revenue	**₱726,054,533**	**₱952,309,263**	**₱872,735,258**	**₱–**	**₱–**	**₱2,551,099,055**
Net income (loss)	**226,622,580**	**146,845,509**	**459,345,015**	**216,801,086**	**(186,537,152)**	**863,077,038**
Other comprehensive income (loss)	**6,865,326**	**2,179,169**	**437,411**	**947,907**	**–**	**10,429,813**
Other information:						
Segment assets except deferred tax assets	₱3,745,736,291	₱5,687,240,312	₱4,132,932,701	₱6,143,372,796	(₱2,900,391,814)	₱16,808,890,286
Deferred tax assets - net	₱6,539,828	₱1,809,192	₱2,578,909	₱–	₱–	₱10,927,929
Segment liabilities except deferred tax liabilities	₱413,796,718	₱2,376,124,993	₱1,400,771,566	₱270,625,881	(₱18,823,341)	₱4,442,495,817
Deferred tax liabilities - net	₱–	₱–	₱–	₱–	₱–	₱–
Provision for (benefit from) income tax	₱2,997,940	₱15,707,772	₱19,431,127	₱456,037	₱–	₱38,592,876

	2021					
	Oil Production	Geothermal Energy	Solar Energy	Other Activities	Elimination	Consolidated
Segment revenue	₱461,246,131	₱1,075,517,911	₱886,190,108	₱–	₱–	₱2,422,954,150
Net income (loss)	29,010,846	281,723,739	435,683,914	321,013,201	(401,959,552)	665,472,148
Other comprehensive income (loss)	(4,038,649)	16,898,918	(21,687)	(2,040,185)	–	10,798,397
Other information:						
Segment assets except deferred tax assets	₱3,433,954,763	₱5,785,063,823	₱4,162,761,665	₱2,806,477,864	(₱2,985,525,106)	₱13,202,733,009
Deferred tax assets - net	₱8,776,720	₱2,000,319	₱1,683,228	₱–	₱–	₱12,460,267
Segment liabilities except deferred tax liabilities	₱309,304,397	₱2,623,164,309	₱1,625,737,275	₱349,078,108	(₱5,905,473)	₱4,901,378,616
Deferred tax liabilities - net	₱–	₱–	₱–	₱–	₱–	₱–
Provision for (benefit from) income tax	(₱4,871,122)	₱19,624,852	₱39,503,620	₱223,284	₱–	₱54,480,634

	2020					
	Oil Production	Geothermal Energy	Solar Energy	Other Activities	Elimination	Consolidated
Segment revenue	₱292,573,199	₱1,160,627,466	₱879,290,407	₱–	₱–	₱2,332,491,072
Net income (loss)	(93,295,082)	282,923,201	413,412,580	197,987,673	(154,837,152)	646,191,220
Other comprehensive income (loss)	3,490,089	(6,516,645)	111,889	1,331,146	–	(1,583,521)
Other information:						
Segment assets except deferred tax assets	₱3,446,590,391	₱5,910,320,833	₱4,294,097,136	₱2,759,679,512	(₱3,016,663,233)	₱13,394,024,639
Deferred tax assets - net	₱777,332	₱3,969,332	₱905,161	₱–	₱–	₱5,651,825
Segment liabilities except deferred tax liabilities	₱338,912,834	₱2,969,012,990	₱1,835,356,905	₱425,683,647	(₱207,627)	₱5,568,758,749
Deferred tax liabilities - net	₱–	₱–	₱–	₱–	₱–	₱–

Provision for (benefit from) income tax	₱7,384,343	₱70,287	₱33,707,896	₱699,186	₱–	₱41,861,712

InterGroup investments, revenues and expenses are eliminated during consolidation.

29. Basic/Diluted Earnings Per Share

The computation of the Group's earnings per share follows:

	2022	2021	2020
Net income attributable to equity holders of the Parent Company	**₱548,523,247**	₱325,461,592	₱319,412,421
Weighted average number of shares	**568,711,842**	568,711,842	568,711,842
Basic/diluted earnings per share	**₱0.9645**	₱0.5723	₱0.5616

Earnings per share are calculated using the net income attributable to equity holders of the Parent Company divided by the weighted average number of shares.

PERC does not have potentially dilutive common stock.

30. Non-controlling Interests

As of December 31, 2021, non-controlling interests (NCI) pertain to the 10% shareholdings of EEIPC in PetroGreen, total shareholdings of ACEN (formerly PHINMA) [25%] and PNOC-RC (10%) in MGI and 44% shareholdings of EEIPC in PetroSolar.

As of December 31, 2022, the investment of Kyuden in PGEC resulted to an increase in NCI as discussed below (see Notes 20 and 34). As of December 31, 2022, Kyuden owned 14.53% of PGEC, bringing down the ownership interest of PERC in PGEC from 90% to 76.92%.

As of December 31, 2022 and 2021, the accumulated balances of and net income attributable to non-controlling interests are as follows:

	2022	2021
Accumulated balances of non-controlling interests:		
PetroSolar	**₱1,203,285,619**	₱1,117,031,352
MGI	**1,159,523,579**	1,107,364,941
PetroGreen	**1,600,211,911**	512,141,194
	₱3,963,021,109	₱2,736,537,487

	2022	2021
Net income attributable to non-controlling interests:		
PetroSolar	**₱202,111,799**	₱191,700,922
MGI	**51,395,928**	98,603,308
PetroGreen	**61,046,054**	49,706,326
	₱314,553,781	₱340,010,556

The summarized financial information of these subsidiaries is provided below based on amounts before intercompany eliminations.

MGI

	2022	2021
Statements of Financial Position		
Current assets	**₱949,606,062**	₱1,258,330,126
Noncurrent assets	**4,739,443,442**	1,258,330,126
Current liabilities	**780,539,299**	626,099,558
Noncurrent liabilities	**1,595,585,695**	1,997,064,752
Equity	**3,312,924,510**	3,163,899,832
Statements of Comprehensive Income		
Revenue	**952,309,263**	1,075,517,911
Net income	**146,845,509**	281,723,740
Total comprehensive income	**149,024,678**	298,622,658
Statements of Cash Flows		
Net cash from (used in):		
Operating activities	**590,771,702**	668,723,802
Investing activities	**(401,387,822)**	(102,389,460)
Financing activities	**(501,481,196)**	(579,341,111)
Effect of foreign exchange rate	**81,362**	4,636
Net increase (decrease) in cash and cash equivalents	**(312,015,954)**	(13,002,133)

PetroSolar

	2022	2021
Statements of Financial Position		
Current assets	**₱629,908,294**	₱612,446,169
Noncurrent assets	**3,505,603,317**	3,551,998,724
Current liabilities	**292,131,968**	268,487,074
Noncurrent liabilities	**1,108,639,614**	1,357,250,201
Equity	**2,734,740,029**	2,538,707,618
Statements of Comprehensive Income		
Revenue	**872,735,258**	886,190,108
Net income	**435,683,914**	435,683,914
Total comprehensive income	**459,782,411**	435,662,227
Statements of Cash Flows		
Net cash from (used in):		
Operating activities	**645,944,095**	593,614,382
Investing activities	**(80,352,055)**	68,413,319
Financing activities	**(607,631,619)**	(715,412,499)
Effect of foreign exchange rate	**147,404**	127,370
Net increase (decrease) in cash and cash equivalents	**(41,892,175)**	(53,257,428)

PetroGreen

	2022	2021
Statements of Financial Position		
Current assets	**₱3,371,584,178**	₱145,870,144
Noncurrent assets	**2,690,275,698**	2,560,480,561
Current liabilities	**103,032,041**	98,588,309
Noncurrent liabilities	**167,593,841**	250,489,801
Equity	**5,791,233,994**	2,357,272,595
Statements of Comprehensive Income		
Revenue	**218,146,744**	292,411,438
Net income	**135,288,165**	220,886,044
Total comprehensive income	**135,474,922**	219,239,113
Statements of Cash Flows		
Net cash from (used in):		
Operating activities	**(2,432,557,848)**	238,808,568
Investing activities	**(136,137,258)**	(108,494,106)
Financing activities	**3,200,364,448**	(195,162,844)
Effect of foreign exchange rate	**961,426**	13,712
Net increase (decrease) in cash and cash equivalents	**632,630,768**	(64,834,670)

Dividends paid to non-controlling interests amounted to ₱122.80 million and ₱201.67 million in 2022 and 2021, respectively.

Increase in non-controlling interests from stock issuances
PetroGreen
December 31, 2022
In September 2022, PetroGreen, PetroEnergy and Kyuden Internation Corporation (Kyuden), a wholly-owned subsidiary of Japan's Kyushu Electric Power Co., Inc., executed the Subscription Agreement and Shareholders' Agreement. Pursuant to the said documents, PetroGreen will issue 712,251,720 shares in two tranches in favor of Kyuden equivalent to 25% ownership interest in PetroGreen upon completion of the conditions precedent for the transaction.

In October 2022, PetroGreen received from Kyuden the payment for the subscription amounting to ₱3.37 billion, which is maintained in an escrow fund with a bank to be release based on the terms of the escrow agreement.

On October 14, 2022, transaction for the "Initial Closing" was completed. The subscription amount of ₱1.72 billion was released from the escrow account and the 363,244,840 shares coming from unissued shares of PetroGreen was issued in favor of Kyuden representing 14.53% ownership interest in PetroGreen.

On November 18, 2022, another ₱21.81 million was released from the escrow account representing the required 25% payment of the 25% subscribed shares for the increase in PetroGreen's authorized capital stock as part of the "Pre-Approval Second Closing". On December 14, 2022, SEC approved the application for increase in authorized capital stock from 2,500,000,000 shares at ₱1.0 par value to 2,849,006,880 shares with same par value.

As of December 31, 2022, the "Second Closing" under the Subscription Agreement is not yet completed since the fulfilment of the Conditions Precedent and the payment/release of the ₱1.63 billion remaining escrow fund was completed only on January 10, 2023. Effectively, Kyuden has 14.53% equity ownership in PetroGreen as of December 31, 2022. This resulted in an increase in non-controlling interest as of December 31, 2022 (see Note 20).

The amount of ₱1.65 billion representing the subscription amount for the "Pre-approval Second Closing" and "Second Closing" transactions are presented as separate line item as Deposit for Stock Subscription under the 2022 Equity section.

On January 10, 2023, the date of "Second Closing", the remaining balance of the escrow account amounting to ₱1.63 billion was released and the stock certificate for the 349,006,880 subject shares was issued in favor of Kyuden. After the Second Closing on January 10, 2023, Kyuden already holds 25% ownership interest in PetroGreen.

December 31, 2021:

- In 2021, stockholders of PetroGreen subscribed to ₱83.00 million from its unissued stocks which increased the non-controlling interest by ₱8.30 million.

PetroSolar
On March 28, 2022, the BOD and Stockholders approved the increase in PetroSolar's authorized capital stock from ₱1,800,000,000 consisting of 18,000,000 shares at ₱100 par value per share, to ₱1,900,000,000 consisting of 19,000,000 shares at ₱100 par value per share. In compliance with Sec. 37 of the Revised Corporation Code, 25% or 250,000 shares of the authorized capital stock increase must be subscribed, and 25% or 62,500 shares of the subscribed capital stock must be paid up. Of the total subscribed capital stock amounting to ₱25,000,000, cash amounting to ₱6,250,000 equivalent to 62,500 shares was received by PetroSolar on April 6, 2022 as subscription payment for the proposed increase in authorized capital stock. PetroSolar filed its application for the approval of the proposed increase in authorized capital stock with the SEC on May 23, 2022. The said application was approved by the SEC on May 30, 2022. Upon approval, the 62,500 shares subscribed were treated as outstanding shares.

31. Consolidated Statements of Cash Flows

Changes in the Group's liabilities arising from financing activities follow:

2022

			Non-cash Changes				
	2021	Additional lease liabilities (Note 13)	Interest accretion	Interest expense	Dividend declarations to NCI	Cash flows	2022
Loans payable	₱4,062,525,196	₱–	₱10,324,645	₱–	₱–	(₱594,920,789)*	₱3,477,929,052
Accrued interest payable	41,463,079	–	–	259,673,768	–	(291,405,251)	9,731,596
Lease liabilities	332,828,866	3,011,994	–	30,443,530	–	(37,490,050)	328,794,340
Dividends payable	10,657,014	–	–	–	151,538,743	(151,235,593)	10,960,164
	₱4,447,474,155	₱3,011,994	₱10,324,645	₱290,117,298	₱151,538,743	(₱1,233,816,090)	₱3,827,415,152

**availments - ₱561,000,000 and payments - ₱1,155,920,789*

2021

	2020	Non-cash Changes Additional lease liabilities (Note 13)	Interest accretion	Interest expense	Dividend declarations to NCI	Cash flows	2021
Loans payable	₱4,728,203,956	₱–	₱19,995,590	₱–	₱–	(₱685,674,350)	₱4,062,525,196
Accrued interest payable	46,686,129		–	282,563,240	–	(287,786,290)	41,463,079
Lease liabilities	335,451,103	3,861,186	–	30,816,714	–	(37,300,137)	332,828,866
Dividends payable	10,657,014		–		201,673,600	(201,673,600)	10,657,014
	₱5,120,998,202	₱3,861,186	₱19,995,590	₱313,379,954	₱201,673,600	(₱1,212,434,377)	₱4,447,474,155

2020

	2019	Non-cash Changes Additional lease liabilities (Note 13)	Deferred financing costs	Interest accretion	Interest expense	Dividend declarations to NCI	Cash flows	2020
Loans payable	₱5,299,838,863	₱–	₱2,150,538	₱19,564,443	₱–	₱–	(₱593,349,888)	₱4,728,203,956
Accrued interest payable	54,130,576	–	–	–	340,873,318	–	(348,317,765)	46,686,129
Lease liabilities	337,829,549	3,159,213	–	–	31,058,783	–	(36,596,442)	335,451,103
Dividends payable	10,666,514	–	–	–	–	79,500,000	(79,500,000)	10,657,014
	₱5,702,456,002	₱3,159,213	₱2,150,538	₱19,564,443	₱371,932,101	₱79,500,000	(₱1,057,764,095)	₱5,120,998,202

32. Renewable Energy Act of 2008

On January 30, 2009, Republic Act No. 9513, *An Act Promoting the Development, Utilization and Commercialization of Renewable Energy Resources and for Other Purposes*, otherwise known as the "Renewable Energy Act of 2008" (the "Act"), became effective. The Act aims to (a) accelerate the exploration and development of renewable energy resources such as, but not limited to, biomass, solar, wind, hydro, geothermal and ocean energy sources, including hybrid systems, to achieve energy self-reliance, through the adoption of sustainable energy development strategies to reduce the country's dependence on fossil fuels and thereby minimize the country's exposure to price fluctuations in the international markets, the effects of which spiral down to almost all sectors of the economy; (b) increase the utilization of renewable energy by institutionalizing the development of national and local capabilities in the use of renewable energy systems, and promoting its efficient and cost-effective commercial application by providing fiscal and non-fiscal incentives; (c) encourage the development and utilization of renewable energy resources as tools to effectively prevent or reduce harmful emissions and thereby balance the goals of economic growth and development with the protection of health and environment; and (d) establish the necessary infrastructure and mechanism to carry out mandates specified in the Act and other laws.

As provided for in the Act, Renewable Energy (RE) developers of RE facilities, including hybrid systems, in proportion to and to the extent of the RE component, for both power and non-power applications, as duly certified by the DOE, in consultation with the Board of Investments (BOI), shall be entitled to the following incentives, among others:

i. Income Tax Holiday (ITH) - For the first seven (7) years of its commercial operations, the duly registered RE developer shall be exempt from income taxes levied by the National Government;
ii. Duty-free Importation of RE Machinery, Equipment and Materials - Within the first ten (10) years upon issuance of a certification of an RE developer, the importation of machinery and equipment, and materials and parts thereof, including control and communication equipment, shall not be subject to tariff duties;

iii. Special Realty Tax Rates on Equipment and Machinery - Any law to the contrary notwithstanding, realty and other taxes on civil works, equipment, machinery, and other improvements of a registered RE developer actually and exclusively used for RE facilities shall not exceed one and a half percent (1.5%) of their original cost less accumulated normal depreciation or net book value;
iv. NOLCO - the NOLCO of the RE developer during the first three (3) years from the start of commercial operation which had not been previously offset as deduction from gross income shall be carried over as deduction from gross income for the next seven (7) consecutive taxable years immediately following the year of such loss;
v. Corporate Tax Rate - After seven (7) years of ITH, all RE developers shall pay a corporate tax of ten percent (10%) on its net taxable income as defined in the National Internal Revenue Code of 1997, as amended by Republic Act No. 9337;
vi. Accelerated Depreciation - If, and only if, an RE project fails to receive an ITH before full operation, it may apply for accelerated depreciation in its tax books and be taxed based on such;
vii. Zero Percent VAT Rate - The sale of fuel or power generated from renewable sources of energy, the purchase of local goods, properties and services needed for the development, construction and installation of the plant facilities, as well as the whole process of exploration and development of RE sources up to its conversion into power shall be subject to zero percent (0%) VAT;
viii. Cash Incentive of RE Developers for Missionary Electrification - An RE developer, established after the effectivity of the Act, shall be entitled to a cash generation-based incentive per kilowatt-hour rate generated, equivalent to fifty percent (50%) of the universal charge for power needed to service missionary areas where it operates the same;
ix. Tax Exemption of Carbon Credits - All proceeds from the sale of carbon emission credits shall be exempt from any and all taxes; and
x. Tax Credit on Domestic Capital Equipment and Services - A tax credit equivalent to one hundred percent (100%) of the value of the 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 an RE operating contract holder who purchases machinery, equipment, materials, and parts from a domestic manufacturer for purposes set forth in the Act.

RE developers and local manufacturers, fabricators and suppliers of locally-produced RE equipment shall register with the DOE, through the Renewable Energy Management Bureau (REMB). Upon registration, a certification shall be issued to each RE developer and local manufacturer, fabricator and supplier of locally-produced renewable energy equipment to serve as the basis of their entitlement to the incentives provided for in the Act. All certifications required to qualify RE developers to avail of the incentives provided for under the Act shall be issued by the DOE through the REMB.

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33. **Electric Power Industry Reform Act (EPIRA)**

After emerging from the crippling power crisis that occurred in the early 1990s, the Philippine Government embarked on an industry privatization and restructuring program envisioned to ensure the adequate supply of electricity to energize its developing economy. This restructuring scheme is embodied in RA No. 9136, the EPIRA. Approved on June 8, 2001, the EPIRA seeks to ensure quality, reliable, secure and affordable electric power supply; encourage free and fair competition; enhance the inflow of private capital; and broaden the ownership base of power generation, transmission and distribution.

The Government viewed restructuring and reform as a long-term solution to the problems of the power sector. The huge investment requirement for new generation capacity and expansion of the necessary transmission and distribution network was estimated at an annual average of $1.0 billion. Given its own fiscal constraints, the Government recognized the need for greater private sector involvement in the power sector. Even though some private sector participation was successfully introduced earlier between the NPC and private investors, this time, the Government is envisioning addressing the power sector inefficiencies and the monopoly in the generation business. EPIRA mandated the overall restructuring of the Philippine electric power industry and called for the privatization of NPC. The restructuring of the electricity industry calls for the separation of the different components of the power sector, namely: generation, transmission, distribution, and supply. On the other hand, the privatization of the NPC involves the sale of the state-owned power firm's generation and transmission assets (e.g. power plants and transmission facilities) to private investors. These two reforms are aimed at encouraging greater competition and attracting more private-sector investments in the power industry.

A more competitive power industry will in turn result in lower power rates and a more efficient delivery of electricity supply to end-users.

Specifically, the EPIRA has the following objectives:

- Achieve transparency with the unbundling of the main components of electricity services, which will be reflected in the consumers' electricity rates;
- Opening up of the electricity market to competition at the wholesale (generation) level to improve efficiency in the operation of power plants and redound to lower electricity prices;
- Enhance further inflow of private capital and broaden ownership base in generation, transmission distribution, and supply of electric power;
- Establish a strong and independent regulatory body that will balance the interest of both the investors by promoting competition through creation of a level playing field and protect the electricity end-users from any market power abuses and anti-competitive behaviors; and
- Accelerate and ensure the total electrification of the country.

34. Other Material Contracts and Agreements

Foreign Petroleum Operations

Joint Operating Agreement - Gabon

The Joint Operating Agreement (JOA) establishes the respective rights and obligations of the members of the Consortium with regard to the operations under the EPSC, including the joint exploration, appraisal, development and production of hydrocarbon reserves from the contract area. VAALCO has been appointed as the Operator of the field and shall continue to act as such until such time that all the JV Partners decide to appoint a new Operator from among them.

Crude Oil Sales and Purchase and Services Agreement (COSPA) with Glencore Energy UK Ltd and Mercuria Energy Trading S.A.

In 2015, the JV Partners signed a COSPA with Glencore Energy UK Ltd., a company incorporated in England. The initial agreement was effective from August 1, 2015 to July 31, 2016. There were several extensions until January 31, 2019. In January 2019, the JV Partners entered into a COSPA with Mercuria Energy Trading S.A., a company incorporated in Switzerland. The agreement is effective from February 1, 2019 to January 31, 2020.

Crude Oil Sales and Purchase and Services Agreement (COSPA) with Exxon Mobil Sales and Supply LLC

On December 20, 2019, the JV Partners signed a COSPA with Exxon Mobil Sales and Supply LLC (Exxon), a company incorporated under the laws of the State of Delaware and having its registered office at 251 Little Falls Drive, Wilmington DE 19808. The agreement is effective from February 1, 2020 until January 31, 2021. On December 14, 2020, the first amendment to the COSPA was executed, amending and extending the term of the COSPA with Exxon effective February 1, 2021 until July 31, 2021.

This was further amended on July 2021, effective August 1 2021 to extend the term until January 31, 2022. In January 2022, this was further amended effective February 1, 2022 until July 31, 2022.

Crude Oil Sales and Marketing Agreement (COSMA) with Glencore Energy UK Ltd

On August 16, 2022, PetroEnergy signed a COSMA with Glencore Energy UK Ltd. The agreement is effective from August 16, 2022 to July 31, 2023.

Renewable Energy Projects

Revenues from sale of electricity using renewable energy is consummated and recognized over time whenever the electricity generated by the Group is transmitted through the transmission line designated by the buyer, for a consideration.

Set out below is the disaggregation of the Group's revenue from contracts with customers for the years ended December 31, which are presented as Electricity Sales and Other revenues in the statement of comprehensive income:

	2022	2021	2020
Revenue from electricity supply agreement	**₱1,016,281,052**	₱1,175,250,772	₱1,044,249,958
Revenue sales under Feed-in-Tariff (FIT)	**679,650,696**	724,475,443	879,290,407
Wheeling charges and trading and market fees	**129,112,773**	61,981,804	116,377,508
	₱1,825,044,521	₱1,961,708,019	₱2,039,917,873

Renewable Energy Payment Agreement (REPA)

Consequent to the issuance of FIT COC in its favor, PetroSolar entered into a REPA with the TransCo on April 6, 2016. Under the REPA, TransCo shall pay the FIT Rate of 8.69/kWh for all metered generation of PSC for a period of twenty (20) years from start of Commercial Operations.

FIT rate adjustment

On May 26, 2020, the ERC approved Resolution No. 6 series of 2020 approving the adjustment to Feed in Tariff for the years 2016 to 2020 using 2014 as the base year for the consumer price index and foreign exchange. The resolution was published in a newspaper of general circulation on November 17, 2020 and became effective 15 days after.

Total retroactive FIT revenue adjustment recognized in 2020 by PetroSolar measured at present value amounted to ₱132.69 million which will be recovered from TransCo for a period of five (5) years starting 2022. In 2021, PetroSolar recognized additional ₱86.02 million FIT arrears covering the adjustment of the FIT rate for the current year. Interest earned amounted to ₱6.86 million and ₱3.27 million in 2022 and 2021, respectively.

ESA for MGPP-1 and MGPP-2
On September 16, 2011 MGI executed an Electricity Supply Agreement (ESA-1) with Trans-Asia (now ACEN), wherein MGI agreed to sell to Trans-Asia (now ACEN) the entire generated output of MGPP-1 for a period of 20 years commencing from commercial operations on February 8, 2014. On April 26, 2016, MGI entered into another Electricity Supply Agreement (ESA-2) with Trans-Asia (then renamed as PHINMA Energy Corporation and now ACEN), wherein MGI agreed to sell to PHINMA (now ACEN) the entire generated output of the MGPP-2 for a period of 20 years from start of commercial operations on April 30, 2018.

On August 23, 2019, MGI and PHINMA (now ACEN) executed the Amendment to the Unit 1 ESA and Unit 2 ESA which, among others, extended the effectivity of both ESA-1 and ESA-2 until June 25, 2039.

MGI's Interconnection Agreement
MGI signed an Interconnection Agreement (ICA) with Manila Electric Company (MERALCO) for the physical interconnection of the generation and connection facilities of MGI’s 20 MW power plant to MERALCO’s distribution system. The power facility constructed in Brgy. San Rafael, Sto. Tomas, Batangas is currently connected to MERALCO’s existing 115 kV line in Calamba, Laguna.

On July 2014, MGI, Trans-Asia and MERALCO signed a Memorandum of Agreement which effectively waived the payment for MGPP-1’s wheeling charges amounting to around 4.30 million per month, beginning 2014 until December 26, 2019.

In a letter dated February 8, 2021, MERALCO informed MGI about its Wheeling Charges Rationalization Program for embedded generators (Program), giving the latter the opportunity to be billed reduced Distribution Wheeling Service (DWS) Charges corresponding to the supply of electricity to Contestable Customers (CCs) within the franchise area of MERALCO, subject to submission of documentary requirements.

On August 25, 2022 and November 17, 2022, MGI received billing adjustment letters from MERALCO to deduct the Bilateral Contract Quantities (BCQ) data that MGI supplied to CCs within the MERALCO franchise area. The adjustments resulted in differential amount of ₱14.05 million for billing periods March to June 2022. This was subsequently billed to MGI by ACEN to recover the amount of Meralco Distribution Wheeling Charges Refund.

Service cum Trade Agreement (Carbon Credits)
On September 7, 2021, MGI (the Party/Seller/Project Owner) entered into a Service cum Trade Agreement with Enking International Energy Services Limited (EKIESL) (the Service Provider/Buyer) in which the latter offered its services on Clean Development Mechanism (CDM) Verification, Issuance and Trading of MGI’s Carbon Credits.

For the first crediting period of January 1, 2014 to December 31, 2020, United Nations Framework Convention on Climate Change (UNFCCC)-issued net carbon credits totaled 622,068 tCO2e. EKIESL monetized said carbon credits bringing in a net revenue to MGI of US$192,328 (10,649,201) and remitted to MGI’s account on December 23, 2022.

WESM Transactions
On July 1, 2022, MGI entered into an agreement with ACEN to update the current billing and settlement protocols, practices, and procedures to ensure consistency and compliance with the Guidelines and Procedures for Implementation of BIR Ruling OT-323-2021 for WESM Transactions issued by the Independent Electricity Market Operator of the Philippines (IEMOP). This includes trading costs, market fees and pass-on taxes and charges to ACEN in accordance with the agreement. Revenue from

sale derived from WESM transactions with other Market Participants amounted to ₱11.41 million for the period December 26, 2021 to December 25, 2022.

Renewable Energy Payment Agreement (REPA)
Consequent to the issuance of FIT COC in its favor, PetroSolar entered into a REPA with the TransCo on April 6, 2016. Under the REPA, TransCo shall pay the FIT Rate of 8.69/kWh for all metered generation of PSC for a period of twenty (20) years from start of Commercial Operations.

Solar Energy Service Contract (SESC) No. 2017-01-360 – Puerto Princesa, Palawan
The Service Contract for the Puerto Princesa Solar Power Project (PPSPP) was signed by DOE Secretary Alfonso Cusi on February 27, 2017. The PPSPP aims to put up a 10-20 MW off-grid solar hybrid power facility in Puerto Princesa City, Palawan to meet the increasing electricity demand and address the fluctuating electricity situation in the city through solar power.

PetroGreen has secured all local government endorsements needed for eventual facility development. In January 2020, PGEC was among seven (7) pre-qualified bidders for the 20-MW Palawan Main Grid Competitive Selection Process (CSP) of the Palawan Electric Cooperative (PALECO).

On March 12, 2020, PALECO issued a bulletin which states that the submission and opening of bids was postponed until further notice.

On January 18, 2021, PALECO issued a bulletin resuming the Palawan Main Grid 20-MW CSP after a 10-month postponement, with minor revisions to the bid terms as approved by the DOE and the National Electrification Administration (NEA). However, PGEC decided to withdraw from the said bidding process, owing to PALECO's final Terms of Reference (TOR), which severely limit the economic feasibility of PGEC's planned investment.

On September 7, 2022, PGEC has sent a letter to DOE for the intention to Relinquish the Service Contract and settled the remaining financial obligations under the SESC. As of December 31, 2022 the DOE has not yet given their official approval of the relinquishment of the said SESC.

Wind Energy Service Contract (WESC) No. 2017-09-118 – San Vicente, Palawan
On November 11, 2019, the DOE officially awarded to PetroGreen the San Vicente, Palawan WESC. The WESC, effective October 9, 2019, vests PetroGreen with the rights and responsibilities to harness wind energy and develop and operate the corresponding renewable energy facility in the area. The proposed project is situated in the municipality of San Vicente, Palawan, approximately 130 km north of Puerto Princesa.

Activities for the meteorological mast installation program for the San Vicente Wind Hybrid Power Project (SVWHPP) have been put on-hold due to COVID-19-related travel restrictions. Nonetheless, PGEC has secured on May 07, 2020 a Certificate of Non-Coverage (CNC) from the Department of Environment and Natural Resources (DENR) for the mast installation. PGEC also secured a Special Land Use Permit (SLUP) from the DENR on March 09, 2021 for the mast installation in San Vicente.

In December 2020, PGEC's contractor has mobilized to San Vicente, Palawan to carry out the installation works for the 60-meter meteorological mast to be used for the wind measurement campaign of the SVWHPP. The said mast is expected to be commissioned and turned-over to PGEC in July, 2021. Since July 2021 up to present, PGEC is continuing with the wind measurement campaign for the SVWHPP to assess the long-term wind resource to support a potential wind-hybrid power project in San Vicente.

Enrique T. Yuchengco Bldg. Rooftop Solar Power Project (ETY) – Binondo, City of Manila
On April 29, 2021, PGEC completed its first commercial and industrial (C&I) rooftop solar project for the Enrique T. Yuchengco Bldg. in Binondo, Manila.

The building owner E.T. Yuchengco Inc. (ETY) and project owner PGEC signed a 15-year Rent-to-Own Agreement for a 140.8-kWp solar rooftop facility last January 14, 2021. The rental period commenced upon the project's completion in April 2021. After said 15-year cooperation period, PGEC will turn-over the said rooftop solar facility to ETY free of charge.

The ETY rooftop solar facility exported 0.140 GWh and 0.096 GWh of electricity in 2022 and 2021, respectively.

Bugallon Solar Power Project (BSPP)
On May 05, 2022, PGEC was awarded a Solar Energy Operating Contract (SEOC) by the DOE for its Bugallon Solar Power Project (BSPP) in Brgy. Salomague Sur, ugallon, Pangasinan.

For the year, PGEC has completed the Distribution Impact Study (DIS) for the BSPP, which has been approved by the Central Pangasinan Electric Cooperative (CENPELCO), and subsequently endorsed to the National Electrification Administration (NEA) for their approval.

PGEC also secured the Certificate of Non-Overlap (CNO) from the National Commission on Indigenous Peoples (NCIP) for the project, confirming that the project site is outside any ancestral domain and free from any tribal claims.

In parallel, the issuance of the Municipal Resolution endorsing the land reclassification for the BSPP site is still being undertaken by an external legal counsel. Once this is secured, PGEC will lodge its application for the project endorsement by the Pangasinan Sangguniang Panlalawigan (SP) and the Zoning Clearance.

Dagohoy Solar Power Project (DSPP)
On June 28, 2022, PGEC was awarded a Solar Energy Operating Contract (SEOC) by the DOE for its Dagohoy Solar Power Project (DSPP) in Brgy. San Vicente, Dagohoy, Bohol.

To date, PGEC has secured favorable endorsements for the land reclassification of the DSPP site from the Dagohoy Sangguniang Bayan (SB) last October 2022 and by the Bohol SP last December 2022. Said resolutions are needed to secure the requisite Locational Clearance and Building Permit applications for the DSPP.

NGCP has approved PGEC's application to conduct the SIS for the DSPP via NGCP's Online Transmission Connection Application (OTCA) portal, with the DSPP's SIS proper tentatively scheduled for mid-2023.

While awaiting the SIS conduct, PGEC awarded to Media Construction and Development Corporation (MCDC) the contract for the initial site development works (site grading, access road and drainage construction, perimeter fence and gate). MCDC is targeting completion of site development works by August 2023.

SGV
Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

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INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
PetroEnergy Resources Corporation
7th floor, JMT Building, ADB Avenue
Ortigas Center, Pasig City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of PetroEnergy Resources Corporation and its subsidiaries (the Group) as at and for the years ended 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 April 17, 2023. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Ana Lea C. Bergado

Ana Lea C. Bergado
Partner
CPA Certificate No. 80470
Tax Identification No. 102-082-670
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 80470-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. 08-001998-063-2020, November 27, 2020, valid until November 26, 2023
PTR No. 9369782, January 3, 2023, Makati City

April 17, 2023

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INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
PetroEnergy Resources Corporation
7th floor, JMT Building, ADB Avenue
Ortigas Center, Pasig City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of PetroEnergy Resources Corporation and its 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 April 17, 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 consolidated 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.

Ana Lea C. Bergado

Ana Lea C. Bergado
Partner
CPA Certificate No. 80470
Tax Identification No. 102-082-670
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
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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. 08-001998-063-2020, November 27, 2020, valid until November 26, 2023
PTR No. 9369782, January 3, 2023, Makati City

April 17, 2023

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

SUPPLEMENTARY INFORMATION AND DISCLOSURES REQUIRED ON REVISED SRC RULE 68

DECEMBER 31, 2022

Philippine Securities and Exchange Commission (SEC) issued the revised Securities Regulation Code Rule SRC Rule 68 which consolidates the two separate rules and labeled in the amendment as “Part I” and “Part II”, respectively. It also prescribed the additional information and schedule requirements for issuers of securities to the public.

Below are the additional information and schedules required by Revised SRC Rule 68 that are relevant to the Group. This information is presented for purposes of filing with the SEC and is not required part of the basic financial statements.

Schedule A. Financial Assets

The Group is not required to disclose the financial assets in equity securities as the total financial assets at fair value through profit and loss securities amounting to ₱7.54 million do not constitute 5% or more of the total current assets of the Group as at December 31, 2022.

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)

As of December 31, 2022, there are no amounts receivable from directors, officers, employees, related parties and principal stockholders that aggregates each to more than ₱100,000 or 1% of total assets which-ever is less.

Schedule C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements

The following is the schedule of receivables from related parties, which are eliminated in the consolidated financial statements as at December 31, 2022:

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts Collected	Amounts written off	Not Current	Balance at end of period
PetroGreen Energy Corporation	₱111,310	₱4,916,990	₱4,701,856	₱–	₱–	₱326,444
Maibarara Geothermal, Inc.	9,529	4,665,294	3,750,547	–	–	924,276
PetroSolar Corporation	9,529	4,091,038	3,860,760	–	–	239,807
	₱130,368	₱13,673,322	₱12,313,163	₱–	₱–	₱1,490,527

Schedule D. Long-term Debt

Please refer to the Consolidated Audited Financial Statement, Note 18 for details of the loans.

Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)

The Group has no outstanding long-term indebtedness to related parties as of December 31, 2022.

Schedule F. Guarantees of Securities of Other Issuers

The Group does not have guarantees of securities of other issuers as of December 31, 2022.

Schedule G. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of Shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, Officers and Employees	Others
Common Shares	700,000,000	568,711,842	–	165,468,725	6,029,534	397,213,583

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
AS OF DECEMBER 31, 2022 and 2021

Financial Soundness Indicators

Below are the financial ratios that are relevant to the Group for the year ended December 31, 2022 and 2021:

Financial ratios		**2022**	2021
Current ratio	Total current assets / Total current liabilities	**3:50:1**	1.96:1
Acid test ratio	Total current assets – inventories – other current assets / Total current liabilities	**3.38:1**	1.35:1
Solvency ratio	After tax net profit + depreciation / Long-term + short-term liabilities	**0.32:1**	0.24:1
Debt-to-Equity Ratio	Total liabilities / Total stockholder's equity	**0.36:1**	0.59:1
Asset-to-Equity Ratio	Total assets / Total stockholder's equity	**1.36:1**	1.69:1
Interest rate coverage ratios	Earnings before interest and taxes (EBIT) / Interest expense*	**4.05:1**	3.16:1
Return on equity	Net income / Average shareholder's equity	**8.34%**	8.24%
Return on assets	Net income / Average assets	**5.75%**	5.00%
Return on revenue	Net income / Total revenue	**33.83%**	27.47%
Earnings per share	Net income / Weighted average no. of shares	**₱0.9645**	₱0.5723
Price Earnings Ratio	Closing price / Earnings per share	₱4.98	₱7.08

(Forward)

Long term debt-to-equity ratio	Long term debt	**0.24:1**	**0.44:1**

	Equity		
EBITDA to total interest paid	EBITDA** / Total interest paid	**4.94**	**4.94**

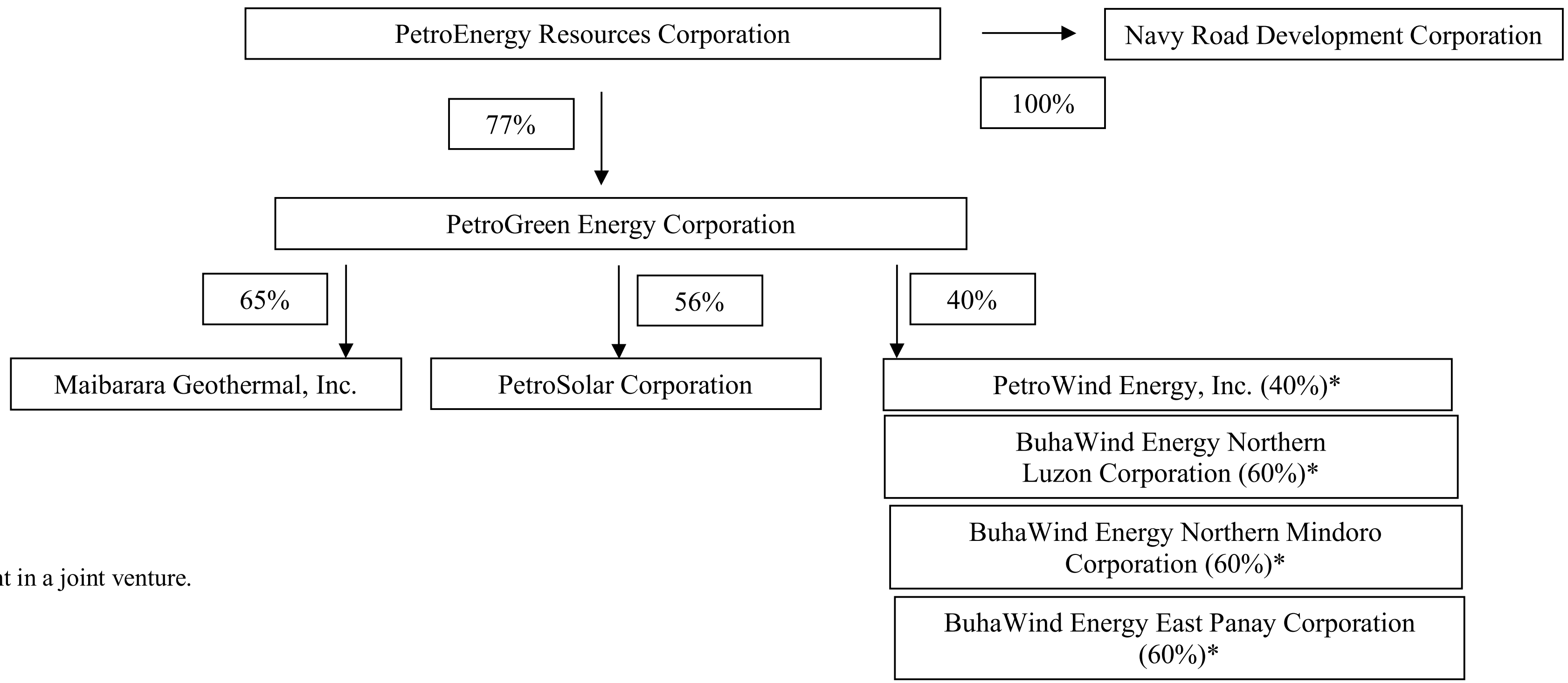
**Interest expense is capitalized as part of the construction-in-progress account under PPE.*
***Earnings before interest, taxes, depreciation and amortization (EBITDA)*

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP

Group Structure
Below is a map showing the relationship between and among the Group and its subsidiaries as of December 31, 2022:

PETROENERGY RESOURCES CORPORATION

GROUP STRUCTURE



*Investment in a joint venture.

PETROENERGY RESOURCES CORPORATION

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES

SUPPLEMENTARY SCHEDULES

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION*
DECEMBER 31, 2022

Unappropriated retained earnings, beginning	₱53,226,723
Prior year adjustments:	
Recognized gross deferred income tax assets, beginning	(16,269,027)
Unrealized marked-to-market gain on FVTPL	(4,183,915)
Unappropriated retained earnings, as adjusted, January 1, 2022	32,773,781
Net income for the year	226,622,580
Movement in gross deferred tax assets	1,534,375
Unrealized foreign exchange loss - net (except those attributable to cash and cash equivalents)	(1,473,216)
Fair value adjustment - marked-to-market loss	47,138
Net income actual/realized	226,730,877
Less dividend declaration	(28,435,592)
TOTAL RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION, DECEMBER 31, 2022	₱231,069,066

**Based on December 31, 2022 Parent Company Supplementary Schedule.*

2023 FIRST QUARTER FINANCIAL STATEMENTS

https://edge.pse.com.ph/openDiscViewer.do?edge_no=74835bb6cc2eacd39e4dc6f6c9b65995

From: ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>
Sent: May 15, 2023 3:29 PM
To: PetroEnergy Corporate Affairs <corpaffairs@petroenergy.com.ph>
Subject: Re: CGFD_PetroEnergy Resources Corporation_SEC Form 17-Q_1st Qtr 2023_05152023

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such as: **AFS, GIS, GFFS, LCFS, LCIF, FCFS. FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS**)

Further, pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in **PORTABLE DOCUMENT FORMAT (PDF)** Secondary Reports such as:

17-A, 17-C, 17-L, 17-Q, ICASR, ICA-QR, ICA-AR, 23-A, 23-B, I-ACGR, ACGR, Monthly Reports, Quarterly Reports, Letters, OPC(ALTERNATE NOMINEE),GIS-G, 52-AR, IHAR,AMLA-CF,NPM,NPAM, BP-FCLC, CHINESEWALL, 39-AR,36-AR, PNFS, MCG, S10/SEC-NTCE-EXEMPT, through email at

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COVER SHEET

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SEC Registration Number

P E T R O E N E R G Y R E S O U R C E S C O R P O R A T I O N

A N D S U B S I D I A R I E S

(Company's Full Name)

7 T H F L O O R J M T B U I L D I N G

A D B A V E N U E O R T I G A S C E N T E R

P A S I G C I T Y

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

Maria Cecilia L. Diaz De Rivera	**8637-2917**
(Contact Person)	**(Company Telephone Number)**

1 2	3 1	**First Quarter** 1 7 - Q	0 7	2 5
Month	*Day*		*Month*	*Day*
(Fiscal Year)			(Annual Meeting)	

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

1,987		
Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

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SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 11
OF THE SECURITIES REGULATION CODE (SRC)
AND SRC RULE 17(a)-1(b) (2) THEREUNDER

1. 31 March 2023
   For the quarterly period ended

2. SEC Identification Number ASO94-08880   3. BIR Tax Identification No. 004-471-419-000

4. PetroEnergy Resources Corporation
   Exact name of registrant as specified in its charter

5. Manila, Philippines   6. (SEC Use Only)
   Province, country or other jurisdiction of incorporation   Industry Classification Code:

7. 7th Floor JMT Condominium, ADB Avenue, Pasig City   1605
   Address of principal office   Postal Code

8. (632) 8637-2917
   Registrant's telephone number, including area code

9. Not Applicable
   Former name, former address and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Section 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding
Common (par value of P1.00/share)	568,711,842

Amount of Debt Outstanding = ₱4,262,130,637

11. Are any or all of the securities listed on the Philippine Stock Exchange?
    All issued and outstanding common shares are listed in the Philippine Stock Exchange.

12. Indicate by check mark whether the registrant:

    a. has filed all reports required to be filed by Section 11 of the Securities Regulation Code(SRC) and SRC Rule 11(a)-1 thereunder and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding 12 months (or for such shorter period the registrant was required to file such reports)

       Yes [/]

    b. has been subject to such filing requirements for the past 90 days

       Yes [/]

TABLE OF CONTENTS

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Amounts in Philippine Peso)

	Unaudited	Unaudited	Audited
	30-Mar-23	30-Mar-22	31-Dec-22
ASSETS			
Current Assets			
Cash and cash equivalents	**₱1,687,055,733**	₱1,213,396,921	₱1,677,231,584
Short term investments	**2,575,286,425**	-	946,044,355
Restricted cash	**335,589,896**	780,197,555	2,063,387,986
Receivables	**459,565,482**	472,589,066	452,192,649
Financial assets at fair value through profit and loss (FVTPL)	**7,145,746**	8,036,775	7,540,090
Contract Assets - current portion	**17,734,939**	1,030,789	21,949,016
Crude oil inventory	**76,061,522**	47,235,013	14,437,192
Other current assets	**209,175,979**	231,346,681	165,279,803
Total Current Assets	**5,367,615,722**	2,753,832,800	5,348,062,675
Noncurrent Assets			
Property and equipment-net	**8,158,422,721**	7,891,320,079	8,196,897,057
Deferred oil exploration cost	**355,951,118**	216,717,350	311,883,011
Contract assets - net of current portion	**293,437,957**	240,335,477	274,409,474
Investment in a joint venture	**1,934,317,304**	1,784,948,164	1,877,522,983
Right of use of asset	**340,580,472**	357,327,370	342,614,655
Deferred tax assets-net	**11,113,003**	12,480,552	10,927,929
Investment properties-net	**1,611,533**	1,611,533	1,611,533
Other noncurrent assets	**499,779,985**	372,429,181	455,882,782
Total Noncurrent Assets	**11,595,214,093**	10,877,169,706	11,471,749,424
TOTAL ASSETS	**₱16,962,829,815**	₱13,631,002,506	₱16,819,812,099
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses	**₱504,024,564**	₱505,151,952	₱551,463,206
Loans payable - current	**791,730,980**	840,693,234	947,144,643
Lease liabilities - current	**29,506,086**	13,615,067	22,734,502
Income tax payable	**19,086,864**	37,882,335	5,995,154
Total Current Liabilities	**1,344,348,494**	1,397,342,588	1,527,337,505
Noncurrent Liabilities			
Loans payable - net of current portion	**2,531,709,685**	3,226,486,980	2,530,784,409
Lease liabilities - net of current portion	**309,753,594**	325,848,439	306,059,838
Asset retirement obligation	**66,770,378**	95,123,996	66,230,330
Other noncurrent liability	**9,548,486**	19,734,887	12,077,639
Total Noncurrent Liabilities	**2,917,782,143**	3,667,194,302	2,915,152,216
Total Liabilities	**4,262,130,637**	5,064,536,890	4,442,489,721
Equity			
Attributable to equity holders of the Parent Company			
Capital stock	**568,711,842**	568,711,842	568,711,842
Additional paid- in capital	**2,156,679,049**	2,156,679,049	2,156,679,049
Retained earnings	**3,355,224,738**	2,839,483,052	3,182,613,298
Equity reserve	**1,177,074,157**	80,049,238	736,716,986
Remeasurement loss on defined benefit obligation	**4,104,237**	(4,570,913)	4,104,237
Share in other comprehensive income of a Joint Venture	**(78,815)**	(456,727)	(78,815)
Cumulative translation adjustment	**114,499,681**	114,499,681	114,499,681
	7,376,214,889	5,754,395,222	6,763,246,278
Noncontrolling interest	**5,324,484,289**	2,812,070,394	3,963,021,100
Deposit for future stock subscription	-	-	1,651,055,000
Total Equity	**12,700,699,178**	8,566,465,616	12,377,322,378
	₱16,962,829,815	₱13,631,002,506	₱16,819,812,099

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Philippine Peso)

	Unaudited For the 1st Quarter ending	
	31-Mar-23	31-Mar-22
REVENUES		
Electricity sales	**₱501,633,224**	₱425,026,400
Oil revenues	**90,756,711**	152,616,468
Other revenues	**15,185,878**	14,508,584
	607,575,813	592,151,452
COST OF SALES		
Cost of sales - Electricity	**188,802,590**	186,142,493
Cost of sales - Oil Production	**102,995,554**	86,942,657
Change in crude oil inventory	**(61,624,330)**	(34,618,337)
Cost of sales - Others	**14,912,083**	14,359,867
	245,085,897	252,826,680
GROSS INCOME	**362,489,916**	339,324,772
GENERAL AND ADMINISTRATIVE EXPENSES	**42,211,108**	37,802,772
OTHER INCOME (CHARGES)		
Interest expense	**(68,364,221)**	(76,806,425)
Share in net income of an Associate	**52,894,321**	49,822,320
Interest income	**50,189,062**	2,770,494
Net unrealized foreign exchange gain (loss)	**(3,348,669)**	624,488
Accretion expense	**(1,799,157)**	(856,780)
Net unrealized gain (loss) on fair value changes on financial assets at FVPL	**(394,344)**	449,547
Miscellaneous income (charges)	**3,741,940**	2,645,642
	32,918,932	(21,350,714)
INCOME BEFORE INCOME TAX	**353,197,740**	280,171,286
PROVISION FOR (BENEFIT FROM) INCOME TAX	**13,528,519**	27,698,829
NET INCOME	**₱339,669,221**	₱252,472,457
NET INCOME ATTRIBUTABLE TO:		
Equity Holders of the Parent Company	**172,611,440**	176,957,400
Noncontrolling interest - IS	**167,057,781**	75,515,057
NET INCOME	**₱339,669,221**	₱252,472,457
EARNINGS PER SHARE FOR NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY- BASIC AND DILUTED	**0.3035**	**0.3112**

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Philippine Peso)

	31-Mar-23	31-Mar-22
NET INCOME	**₱339,669,221**	₱252,472,457
OTHER COMPREHENSIVE INCOME (LOSS)		
Item to be reclassified to profit or loss in subsequent periods		
Movements in cumulative translation adjustment - net of tax	**-**	-
Item not to be reclassified to profit or loss in subsequent periods		
Remeasurement gains on net accrued retirement liability - net of tax	**-**	-
Share in other comprehensive income of a joint venture	**-**	-
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	**-**	-
TOTAL COMPREHENSIVE INCOME	**339,669,221**	252,472,457
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTATBLE TO:		
Equity Holders of the Parent Company	**172,611,440**	176,957,400
Noncontrolling interest - IS	**167,057,781**	75,515,057
TOTAL COMPREHENSIVE INCOME	**339,669,221**	252,472,457

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In Philippine Peso)

		Unaudited	Unaudited	Audited
		31-Mar-23	**31-Mar-22**	**31-Dec-22**
CAPITAL STOCK				
Authorized capital	700,000,000			
Issued and outstanding				
Balance beginning of year	568,711,842	568,711,842	568,711,842	568,711,842
Total issued and outstanding	568,711,842			
		568,711,842	**568,711,842**	**568,711,842**
ADDITIONAL PAID-IN CAPITAL				
Balance beginning of year		2,156,679,049	2,156,679,049	2,156,679,049
Additions during the period		-	-	-
		2,156,679,049	**2,156,679,049**	**2,156,679,049**
UNAPPROPRIATED RETAINED EARNINGS				
Balance at beginning of year		3,182,613,298	2,662,525,652	2,662,525,652
Dividend declaration		-	-	(28,435,592)
Net Income		172,611,440	176,957,400	548,523,238
		3,355,224,738	**2,839,483,052**	**3,182,613,298**
REMEASUREMENT OF NET ACCRUED RETIREMENT LIABILITY				
Balance at beginning of year		4,104,237	(4,570,913)	(4,570,914)
Remeasurement gain (loss) on accrued retirement liability		-	-	8,675,151
		4,104,237	**(4,570,913)**	**4,104,237**
SHARE IN OCI OF A JOINT VENTURE				
Balance at beginning of year		(78,815)	(617,375)	(617,375)
Share in other comprehensive income of a Joint Venture		-	160,648	538,560
		(78,815)	**(456,727)**	**(78,815)**
CUMULATIVE TRANSLATION ADJUSTMENT				
Balance at beginning of year		114,499,681	114,499,681	114,499,681
Movement of cumulative translation adjustment		-	-	-
		114,499,681	**114,499,681**	**114,499,681**
PARENT'S OTHER EQUITY RESERVES				
Balance at beginning of year		736,716,986	80,049,238	80,049,238
Change in ownership without loss of control		440,357,171	-	656,667,748
PARENT'S OTHER EQUITY RESERVES		**1,177,074,157**	**80,049,238**	**736,716,986**
TOTAL EQUITY ATTRIBUTED TO EQUITY HOLDERS OF PARENT		**7,376,214,889**	**5,754,395,222**	**6,763,246,278**
NONCONTROLLING INTEREST				
Balance at beginning of year		3,963,021,100	2,736,537,487	2,736,537,487
Net income		167,057,781	75,515,057	314,553,781
Increase in non-controlling interests - stock issuances		1,634,762,579	-	1,690,181,478
Change in ownership without loss of control		(440,357,171)	-	(656,667,748)
Remeasurement loss on defined benefit obligation		-	17,850	993,510
Share in other comprehensive income of a Joint Venture		-	-	222,592
Cash dividends		-	-	(122,800,000)
		5,324,484,289	**2,812,070,394**	**3,963,021,100**
DEPOSIT FOR FUTURE STOCK SUBSCRIPTION				
Balance at beginning of year		1,651,055,000	-	-
Deposit for stock subscription		-	-	1,651,055,000
Conversion of Deposit to Capital Stock and APIC		(1,651,055,000)		
		-	**-**	**1,651,055,000**
TOTAL EQUITY		**12,700,699,178**	**8,566,465,616**	**12,377,322,378**

PETROENERGY RESOURCES CORPORATION

UNAUDITED CONSOLIDATED STATEMENTS OF CASHFLOWS

(Amounts in Philippine Peso)

	Unaudited	Unaudited	Audited
	31-Mar-23	31-Mar-22	31-Dec-22
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**353,197,740**	280,171,286	901,669,911
Adjustments for:			
Interest expense	**68,364,221**	76,806,425	292,324,806
Depletion, depreciation and amortization	**147,576,071**	137,593,760	551,078,397
Impairment loss (reversal)	**-**	-	(11,299,369)
Share in net income (loss) of joint venture	**(52,894,321)**	(49,822,320)	(81,512,921)
Net unrealized foreign exchange loss (gain)	**3,348,669**	(624,488)	(2,663,406)
Provision for probable losses	-	-	6,105,757
Accretion expense	**1,799,157**	856,780	3,622,334
Dividend income	**(12,300)**	-	(79,047)
Gain on sale of property, plant and equipment	**-**	(2,679)	(337,611)
Gain on change in estimate of ARO	**-**	-	(1,232,259)
Net loss (gain) on fair value changes on financial assets at fair value through profit or loss	**394,344**	(449,547)	47,138
Interest income	**(50,189,062)**	(2,770,494)	(51,154,475)
Movement in accrued retirement liability	**-**	-	(4,343,624)
Operating income before working capital changes	**471,584,519**	441,758,723	1,602,225,631
Decrease (increase) in:			
Receivables	**(37,266,684)**	(79,645,686)	(37,465,978)
Contract Assets	**-**	-	(74,120,369)
Input VAT	**(2,890,252)**	(2,501,612)	(2,507,220)
Other current assets	**(1,558,072,082)**	(289,988,989)	(747,059,803)
Increase in Accounts payable and accrued expenses	**(39,154,305)**	81,070,890	153,102,244
Cash generated from (used in) operations	**(1,165,798,804)**	150,693,326	894,174,505
Interest received	**29,893,851**	2,490,567	28,340,045
Income taxes paid, including movement in CWT	**(621,883)**	(9,592,169)	(51,390,749)
Net cash provided by (used in) operating activities	**(1,136,526,836)**	143,591,724	871,123,801
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for:			
Acquisitions of property, plant and equipment	**(99,966,338)**	(29,107,341)	(659,351,144)
Deferred oil exploration costs	**(44,068,107)**	(100,910,426)	(208,597,575)
Acquisitions of intangibles	**-**	-	(8,704,649)
Advances to contractors	**-**	-	(45,777,526)
(Increase)/decrease in deferred development costs	**(45,544,265)**	-	(74,301,563)
disposals of property, plant and equipment	**-**	-	1,110,936
Dividends received	**12,300**	-	79,047
(Increase)/decrease in Other noncurrent assets	**(24,352,253)**	(29,220,263)	(61,405,058)
Net cash used in investing activities	**(260,603,058)**	(159,238,030)	(1,056,947,532)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from:			
Availments of loans	**129,880,000**	-	561,000,000
Issuance of stocks to NCI	**1,634,762,579**	-	1,693,681,477
Payments of:			
Loans	**(285,400,000)**	-	(1,155,920,789)
Interest	**(67,934,291)**	(20,064,077)	(291,405,251)
Dividends to Non-Controlling Interest	**-**	-	(122,800,000)
Lease liabilities	**(911,070)**	(911,070)	(37,490,050)
Dividends by the Parent Company	**-**		(28,435,593)
Increase in other noncurrent liabilities	**1,164,603**	6,195,697	-
Net cash provided by financing activities	**1,411,561,821**	(14,779,450)	618,629,794
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(4,607,778)**	2,060,576	2,663,420
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**9,824,149**	(28,365,180)	435,469,483
CASH AND CASH EQUIVALENTS, BEGINNING	**1,677,231,584**	1,241,762,101	1,241,762,101
CASH AND CASH EQUIVALENTS, END	**1,687,055,733**	1,213,396,921	1,677,231,584

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

a. Organization

PetroEnergy Resources Corporation ("PERC" or "PetroEnergy" or the "Parent Company") is a publicly-listed domestic corporation. Its registered office and principal place of business is 7th Floor, JMT Building, ADB Avenue, Ortigas Center, Pasig City.

PERC was organized on September 29, 1994 as Petrotech Consultants, Inc. to provide specialized technical services to its then parent company, Petrofields Corporation, and to companies exploring for oil in the Philippines.

In 1997, PERC simultaneously adopted its present name and changed its primary purpose to oil exploration and development and mining activities. Subsequently in 1999, PERC assumed Petrofields' oil exploration contracts in the Philippines and the Production Sharing Contract covering the Etame discovery block in Gabon, West Africa.

On August 11, 2004, PERC's shares of stock were listed at the Philippine Stock Exchange (PSE) by way of introduction.

In 2009, following the enactment of Republic Act No. 9513, otherwise known as the "Renewable Energy Act of 2008" (RE Law), PERC amended its articles of incorporation to include among its purposes the business of generating power from renewable sources such as, but not limited to, biomass, hydro, solar, wind, geothermal, ocean and such other renewable sources of power.

On March 31, 2010, PERC incorporated PetroGreen Energy Corporation ("PetroGreen" or "PGEC"), its 67.5%-owned subsidiary (76.92%-owned in 2022), to act as its renewable energy arm and holding company. PGEC ventured into renewable energy development and power generation through its subsidiaries and affiliate: (a) Maibarara Geothermal, Inc. ("MGI", 65%-owned) - owner and Renewable Energy (RE) developer of the 20 MW Maibarara Geothermal Power Project (MGPP-1) in Santo Tomas, Batangas and its expansion, the 12 MW MGPP-2; (b) PetroSolar Corporation ("PetroSolar", 56%-owned) - owner and RE developer of the 50 MW_{DC} Tarlac Solar Power Project (TSPP-1) in Tarlac City and its 20 MW_{DC} expansion (TSPP-2); and (c) PetroWind Energy, Inc. ("PetroWind", 40%-owned associate) - owner and developer of the 36 MW Nabas Wind Power Project (NWPP-1) in Nabas and Malay, Aklan.

MGI and PetroSolar are effectively indirect subsidiaries of PetroEnergy through PetroGreen. PetroGreen owns majority of the voting power of MGI and PetroSolar. PetroEnergy, PetroGreen, MGI and PetroSolar are collectively referred to as the "Group" and were incorporated in the Philippines.

b. Nature of Operations

The Group's two (2) main energy businesses are: (1) upstream oil exploration and development, and (2) power generation from renewable energy resources such as, (a) geothermal, (b) solar, and (c) wind, through the Group's affiliate, PetroWind.

Upstream Oil Exploration and Development
Petroleum production is on-going in the Etame (Gabon) concession, while the other petroleum concessions in the Philippines are still in the advanced exploration stages or pre-development stages.

Renewable Energy
Geothermal Energy
The geothermal projects are the 20 MW MGPP-1 in Sto. Tomas, Batangas that started commercial operations on February 8, 2014 and its expansion, the 12 MW MGPP-2 that started commercial operations on April 30, 2018.

Solar Energy
The Solar power projects are the 50 MWDC TSPP-1 in Tarlac City, Tarlac that started commercial operations on February 10, 2016 and its 20 MWDC expansion (TSPP-2) which has been commissioned and tested on April 22, 2019 and is now awaiting the issuance of Certificate of Compliance (COC) from the Energy Regulatory Commission (ERC).

Wind Energy
The wind energy project is the 36-MW NWPP-1 in Nabas, Aklan, where PetroWind has a wind farm. It started its commercial operations on June 10, 2015.

c. Approval of Consolidated Financial Statements
The accompanying unaudited consolidated interim financial statements as of and for the period ended March 31, 2023 were approved and authorized for issue by the Board of Directors (BOD).

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2. Basis of Preparation

Basis of Preparation
The accompanying consolidated financial statements have been prepared under the historical cost basis, except for financial assets carried at fair value through profit or loss (FVTPL) which are measured at fair value, and crude oil inventory which is valued at net realizable value (NRV).

The financial statements are presented in Philippine Peso (PHP or ₱), which is the Parent Company's functional currency. All amounts are rounded to the nearest PHP unless otherwise stated.

Statement of Compliance
The consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS).

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3. Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except that the Group has adopted the following new accounting pronouncements starting January 1, 2022. Adoption of these pronouncements did not have any significant impact on the Group's financial position or performance.

- Amendments to PFRS 3, *Reference to the Conceptual Framework*
- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*
- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a 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*
  Amendments to PFRS 9, Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities
- Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

New Accounting Standards, Interpretations and Amendments Effective Subsequent to December 31, 2022

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 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

Effective beginning on or after January 1, 2024
- Amendments to PAS 1*, Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16*, Lease Liability in a Sale and Leaseback*

Effective beginning on or after January 1, 2025
- PFRS 17, *Insurance Contracts*

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

The Group continues to assess the impact of the above new and amended accounting standards and interpretations effective subsequent to 2022 on the Group's financial statements in the period of initial application. Additional disclosures required by these amendments will be included in the consolidated financial statements when these amendments are adopted.

4. Summary of Significant Accounting Policies

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as at March 31, 2023, March 31, 2022 and December 31, 2022. The financial statements of the subsidiaries are prepared in the same reporting year as the Parent Company, using consistent accounting policies.

Below are the subsidiaries, which are all incorporated in the Philippines, with their respective percentage ownership as of March 31, 2023, March 31, 2022 and December 31, 2022:

	31-Mar-2023	31-Mar-2022	31-Dec-2022
PetroGreen	67.50%	90.00%	76.92%
Percentage share of PetroGreen in its subsidiaries:			
MGI	65.00%	65.00%	65.00%
PetroSolar	56.00%	56.00%	56.00%
Navy Road Development Corporation (NRDC) – dormant company	100.00%	100.00%	100.00%

Subsidiaries are entities controlled by PERC. PERC controls an investee if and only if PERC has:

a) power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
b) exposure, or rights, to variable returns from its involvement with the investee; and
c) the ability to use its power over the investee the amount of the investor's returns.

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

a) the contractual arrangement with the other vote holders of the investee;
b) rights arising from other contractual arrangements; and
c) the Group's voting rights and potential voting rights.

PERC 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. Consolidations of a subsidiary begins when PERC obtains control over the subsidiary and ceases when PERC 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 comprehensive income from the date PERC gains control until the date PERC ceases to control the subsidiary.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. Adjustments where necessary are made to ensure consistency with the policies adopted by the Group. All intra-group balances and transactions, intra-group profits and expenses and gains and losses are eliminated during consolidation.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction, as transactions with the owners in their capacity as owners. For purchases from non-controlling interests (NCI), the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to NCI are also recorded in equity.

If the Group loses control over a subsidiary, it:

- derecognizes the assets (including goodwill) and liabilities of the subsidiary, the carrying amount of any NCI and the cumulative translation differences recorded in equity.
- recognizes the fair value of the consideration received, the fair value of any investment retained and any surplus or deficit in the consolidated statement of comprehensive income.
- reclassifies the parent's share of components previously recognized in other comprehensive income (OCI) to the consolidated statement of comprehensive income or retained earnings, as appropriate.

NCI are presented separately from the Parent Company's equity. The portion of profit or loss and net assets in subsidiaries not wholly owned are presented separately in the consolidated statement of comprehensive income and consolidated statement of changes in equity, and within equity in the consolidated statement of financial position.

Cash and Cash Equivalents

Cash includes cash on hand and in banks (demand deposits). Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from the dates of acquisition and that are subject to an insignificant risk of change in value.

Short-term Investments

This pertains to interest bearing time deposits with terms of more than 3 months but not more than one year.

Restricted Cash

Restricted cash is recognized when the Group reserves a portion of its cash for a specific purpose such as to pay loan interest charges and loan principal amortization, and that there are contractual restrictions directly related to the use of and access of the bank accounts. This includes cash held under escrow accounts. Restricted cash that are expected to be used for a period of no more than 12 months after the financial reporting period are classified as current assets, otherwise, these are classified as noncurrent assets.

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.

Financial assets - Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (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. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flow 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.

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.

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 Group has no financial asset classified as financial assets at FVOCI.

Financial assets at amortized cost (debt instruments)
This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:

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

Financial assets at amortized cost are subsequently measured using the effective interest rate (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, short-term investments, receivables, restricted cash, and refundable deposits.

Financial assets at FVTPL
Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in the consolidated statement of profit or loss.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are also recognized as other income in the consolidated statement of profit or loss when the right of payment has been established.

The Group's financial assets at FVTPL includes marketable equity securities and investment in golf club shares.

Impairment of financial assets
The Group recognizes an allowance for Expected Credit Losses (ECLs) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

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

The Group may 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.

Financial Liabilities - Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, financial liabilities at amortized cost (loans and borrowings) or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

The Group's financial liabilities include accounts payable and accrued expenses, excluding statutory liabilities, loans payable and lease liabilities. The Group does not have financial liabilities at FVTPL.

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

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

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

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

When the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. 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.

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

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

Offsetting of Financial Instruments
Financial assets and financial liabilities are set off and the net amount is reported in the consolidated statement 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, or to realize the asset and settle the liability simultaneously.

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

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 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 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 period.

Crude Oil Inventory
Crude oil inventory is stated at NRV at the time of production. NRV is the estimated selling price less cost to sell. The estimated selling price is the market values of crude oil inventory at the time of production.

Other Current Assets
This account comprises supplies inventory, refundable deposit, prepayments and advances to suppliers.

Supplies inventory refers to parts purchased for used in operations. Supplies inventory are stated at the lower of cost or NRV. Cost is determined using the specific identification method. NRV is the current replacement cost of supplies inventory.

Prepayments are expenses paid in advance and recorded as asset before these are utilized. The prepaid expenses are apportioned over the period covered by the payment and charged to the appropriate accounts in profit or loss when incurred. Prepayments that are expected to be realized for a period of no more than 12 months after the financial reporting period are classified as current assets, otherwise, these are classified as noncurrent assets.

Advances to suppliers are reclassified to the proper asset or expense account and deducted from the supplier's billings as specified in the provisions of the contract.

Property, Plant and Equipment

Property, plant and equipment, except for land, are stated at cost less accumulated depletion, depreciation and amortization and any accumulated impairment losses. Land is stated at cost less any accumulated impairment losses. The initial cost of the property, plant and equipment consists of its purchase price, including any import duties, taxes and any directly attributable costs of bringing the assets to its working condition and location for its intended use and abandonment costs.

Expenditures incurred after the fixed assets have been put into operation, such as repairs and maintenance, are normally charged to the consolidated statement of comprehensive income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property, plant and equipment.

Depreciation of an item of property, plant and equipment begins when it becomes 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 management. Depreciation ceases at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, and the date the asset is derecognized.

Wells, platforms and other facilities related to oil operations are depleted using the units-of-production method computed based on estimates of proved reserves. The depletion base includes the exploration and development cost of the producing oilfields.

Land improvements consist of betterments, site preparation and site improvements that ready land for its intended use. These include excavation, non-infrastructure utility installation, driveways, sidewalks, parking lots, and fences.

Property, plant and equipment are depreciated and amortized using the straight-line method over the estimated useful lives of the assets as follows:

	Number of Years
Power plant, FCRS and production wells	25
Office condominium units	15
Land improvements	5
Transportation equipment	4
Office improvements	3
Office furniture and other equipment	2 to 3

The useful lives and depletion, depreciation and amortization methods are reviewed periodically to ensure that the period and method of depletion, depreciation and amortization are consistent with the expected pattern of economic benefits from items of property, plant and equipment.

Construction in progress represents property, plant and equipment under construction and is stated at cost. This includes the cost of construction to include materials, labor, professional fees, borrowing costs and other directly attributable costs. Construction in progress is not depreciated until such time the construction is completed.

Fully depreciated assets are retained in the accounts until they are no longer in use and no further depreciation is credited or charged to current operations.

When the assets are retired or otherwise disposed of, the cost and the related accumulated depletion, depreciation and amortization and any accumulated impairment losses are removed from the accounts and any resulting gain or loss is recognized in profit or loss.

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 capitalized 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.

Deferred Oil Exploration Costs
PERC follows the full cost method of accounting for exploration costs determined on the basis of each SC area. Under this method, all exploration costs relating to each SC are tentatively deferred pending determination of whether the area contains oil reserves in commercial quantities.

Deferred oil and gas exploration costs are assessed at each reporting period for possible indications of impairment. This is to confirm the continued intent to develop or otherwise extract value from the discovery. When this is no longer the case or is considered as areas permanently abandoned, the costs are written off through the consolidated statement of comprehensive income. Exploration areas are considered permanently abandoned if the related permits of the exploration have expired and/or there are no definite plans for further exploration and/or development.

The exploration costs relating to the SC where oil in commercial quantities are discovered are subsequently reclassified to “Wells, platforms and other facilities” shown under “Property and equipment” account in the consolidated statements of financial position upon substantial completion of the development stage.

Deferred Development Costs - Geothermal included in Other Noncurrent Assets
All costs incurred in the geological and geophysical activities such as costs of topographical, geological and geophysical studies, rights of access to properties to conduct those studies, salaries and other expenses of geologists, geophysical crews, or others conducting those studies are charged to profit or loss in the year such costs are incurred.

If the results of initial geological and geophysical activities reveal the presence of geothermal resource that will require further exploration and drilling, subsequent exploration and drilling costs are accumulated and deferred under the “Other noncurrent assets” account in the consolidated statement of financial position.

These costs include the following:

- costs associated with the construction of temporary facilities;
- costs of drilling exploratory and exploratory type stratigraphic test wells, pending determination of whether the wells can produce proved reserves; and

- costs of local administration, finance, general and security services, surface facilities and other local costs in preparing for and supporting the drill activities, etc. incurred during the drilling of exploratory wells.

If tests conducted on the drilled exploratory wells reveal that these wells cannot produce proved reserves, the capitalized costs are charged to expense except when management decides to use the unproductive wells for recycling or waste disposal.

Once the project's technical feasibility and commercial viability to produce proved reserves are established, the exploration and evaluation assets shall be reclassified to "Property, plant and equipment" and depreciated accordingly.

Deferred Development Costs - Solar Power Project included in Other Noncurrent Assets
These are costs incurred in the development of the solar plant expansion project. Costs are capitalized if the technological and economic feasibility is confirmed, usually when a project development has reached a defined milestone according to an established project management model. These costs include the following:

- costs incurred for the expansion of the solar plant project
- costs of administration, finance, general and security services and other costs attributed to the expansion of the project.

Deferred development costs of the Solar Power Project is recognized under "Other noncurrent assets" in the statement of financial position. Once the project's technical feasibility and commercial viability has been established, development costs shall be reclassified to "Property, plant and equipment" and depreciated accordingly.

Investment in a Joint Venture (JV)
A JV is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Investment in a JV is accounted for under the equity method of accounting.

Under the equity method, the investment in a JV is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the JV since the acquisition date.

The consolidated statement of comprehensive income reflects the Group's share of the financial performance of the joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the JV, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses from transactions between the Group and the JV are eliminated to the extent of the interest of the JV.

The aggregate of the Group's share in profit or loss of a JV is shown under "Other income (charges)" in the consolidated statement of comprehensive income and represents profit or loss after tax and non-controlling interests in the subsidiaries of the JV.

The financial statements of the JV are prepared in the same reporting period of the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method for the investment in a JV, the Group determines whether it is necessary to recognize an impairment loss on its investment in a JV. At each reporting date, the Group determines whether there is objective evidence that the investment in JV is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the JV and its carrying value, then recognizes the loss in the consolidated statement of comprehensive income.

Upon loss of joint control over the JV, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of joint control and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of comprehensive income.

Contract Assets
A contract asset is recognized for the earned consideration for goods or services transferred to a customer before the customer pays or before payment is due. Contract assets are measured at the present value of future collections to be received over a period of time. Contract assets that are expected to be received within 12 months after the financial reporting period are classified as current assets, otherwise, these are classified as noncurrent assets.

Intangible Assets
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life 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 are treated as changes in accounting estimates.

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

Intangible assets are amortized using the straight-line method over the estimated useful lives of the assets as follows:

	Number of Years
Land rights	25
Production license	10
Software license	1.5 to 3

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

Investment Properties
Investment properties consist of land held for capital appreciation. Land is stated at cost less any impairment in value.

The initial cost of the investment properties comprises its purchase price and any directly attributable costs of bringing the asset to its working condition. Expenditures incurred after the investment properties have been put into operation, such as repairs and maintenance, are normally charged to expense in the year when costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of investment properties beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of investment properties.

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

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

Interest in Joint Operations
A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

The Group recognized in relation to its interest in a joint operation its:
- assets, including its share of any assets held jointly
- liabilities, including its share of any liabilities incurred jointly
- revenue from the sale of its share of the output arising from the joint operation
- share of the revenue from the sale of the output by the joint operation
- expenses, including its share of any expenses incurred jointly

The Group accounts for the assets it controls and the liabilities it incurs, the expenses it incurs and the share of income that it earns from the sale of crude oil by the joint operations.

The Group's participating interest in the Etame block in Gabon, West Africa and participating interests in Philippine service contracts (SCs) are classified as joint operations.

Impairment of Nonfinancial Assets

The Group assesses at each reporting date whether there is an indication that an asset (e.g., property, plant and equipment, investment properties, deferred costs, intangible assets and right-of-use assets) may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's 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 group of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset 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 discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

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 Group makes an estimate of recoverable amount. 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 depletion, depreciation and amortization had no impairment loss been recognized for the asset in prior years.

Capital Stock and Additional Paid-in Capital

The Group records common stock at par value and additional paid-in capital in excess of the total contributions received over the aggregate par values of the equity shares. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued. Incremental costs incurred directly attributable to the issuance of new shares are shown in equity as a deduction from proceeds, net of tax. When any member of the Group purchases the Group's capital stock (treasury shares), the consideration paid, including any attributable incremental costs, is deducted from equity attributable to the Group's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related tax effects, is included in equity.

Retained Earnings

Retained earnings represent the cumulative balance of consolidated net income, effects of changes in accounting policy and other capital adjustments, net of dividend declaration.

Cumulative Translation Adjustment

Cumulative translation adjustment represents the resulting exchange differences in the remeasurement of accounts due to change in functional currency.

Equity Reserve

Equity reserve is made up of equity transactions other than equity contributions such as gain or loss resulting from increase or decrease of ownership without loss of control.

Dividend Distribution
Cash dividends on capital stock are recognized as a liability prior to actual distribution and deducted from retained earnings when approved by the BOD.

Revenue Recognition
Revenue is recognized when the control of petroleum and electricity are transferred to the customer at an amount that reflects the consideration which the Group expects to be entitled in exchange for those goods and services. The Group has generally concluded that it is the principal in its revenue arrangements.

Electricity sales
Revenues from sale of electricity using renewable energy is consummated and recognized over time whenever the electricity generated by the Group is transmitted through the transmission line designated by the buyer, for a consideration.

Oil revenues
Revenue from crude oil is recognized at a point in time when the control of the goods has transferred from the sellers (Consortium) to the buyer at the delivery point. Revenue is measured at the fair value of the consideration received.

The revenue recognized from the sale of petroleum products pertains to the Group's share in revenue from the joint operations. The revenue sharing is accounted for in accordance with PFRS 11, *Joint Arrangements*.

Other Revenues
Revenues from passed on wheeling charges are consummated and recognized over time whenever the electricity generated by the Group is transmitted through MERALCO's distribution system, for a consideration. Revenues from pass-on Wholesale Electricity Spot Market (WESM) transactions are consummated and recognized over time whenever the electricity generated by the Group is traded through WESM, for a consideration.

Interest income
Interest income is recognized as the interest accrues taking into account the effective yield on the asset.

Dividend income
Dividend income is recognized according to the terms of the contract, or when the right to the payment has been established.

Share in Net Income of a Joint Venture
Share in net income of a joint venture represents the Group's share in profit or loss of its joint venture, PWEI.

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

Costs and Expenses
Cost of electricity sales
Costs of electricity sales pertain to direct costs in generating electricity power which include operating and maintenance costs (O&M) for power plant and fluid collection and reinjection system (FCRS), depreciation and other costs directly attributed to producing electricity.

Oil production
Oil production are costs incurred to produce and deliver crude oil inventory, including transportation, storage and loading, among others.

Change in crude oil inventory
Change in crude oil inventory pertains to the movement of beginning and ending crude oil inventory charged to cost of sales.

General and administrative expenses
General and administrative expenses constitute costs of administering the business.

Costs and expenses are recognized as incurred.

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 amounts are those that are enacted or substantively enacted at the reporting date.

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

Deferred tax liabilities are recognized for all taxable temporary differences except to the extent that the deferred tax liabilities arise from the: a) initial recognition of goodwill; or b) the initial recognition of an asset or liability in a transaction which is not: i) a business combination; and ii) at the time of the transaction, affects neither accounting profit nor taxable profit or loss.

Deferred tax assets are recognized for all deductible temporary differences with certain exceptions, and carryforward benefits of unused tax credits from excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and unused net operating loss carryover (NOLCO), to the extent that it is probable that sufficient future taxable income will be available against which the deductible temporary differences and carryforward benefits of unused tax credits from excess MCIT and unused NOLCO can be utilized. Deferred tax assets, however, are not recognized when it arises from the: a) initial recognition of an asset or liability in a transaction that is not a business combination; and b) at the time of transaction, affects neither the accounting income nor taxable profit or loss.

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 future 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 recovered. The Group does not recognize deferred tax assets and deferred tax liabilities that will reverse during the income tax holiday (ITH).

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

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in profit or loss or other comprehensive income.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority. Subsidiaries operating in the Philippines file income tax returns on an individual basis. Thus, the deferred tax assets and deferred tax liabilities are offset on a per entity basis.

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

When VAT from sales of goods 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 sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position as part of "Other noncurrent assets" to the extent of the recoverable amount.

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

Right-of-use assets
The Group recognizes right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liability. The cost of right-of-use assets includes the amount of lease liability recognized, and lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee 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 right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term, as follows:

	Number of Years
Office space	2
Land	18 to 25

Lease liabilities
At the commencement date of the lease, the Group recognizes lease liability measured at the present value of lease payments to be made over the lease term. The lease payments include 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 reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liability is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liability 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 and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies to the leases of low-value assets recognition exemption to leases that are considered of low value (i.e., below ₱250,000). Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

<u>Retirement Benefits</u>
The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method. 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.

Defined benefit costs comprise the following:
- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

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

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in the consolidated statement of comprehensive 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 OCI in the period in which they arise. Remeasurements are not reclassified to consolidated statement of comprehensive income in subsequent periods.

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

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.

Asset Retirement Obligation (ARO)
The Group records present value of estimated costs of legal and constructive obligations required to restore the oilfields and plant sites upon termination of its operations. The nature of these restoration activities includes dismantling and removing structures, rehabilitating settling ponds, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas. The obligation generally arises when the asset is constructed or the ground or environment at the sites are disturbed. When the liability is initially recognized, the present value of the estimated cost is capitalized as part of the carrying amount of the ARO assets (included under "Property, plant and equipment") and ARO liability.

Liability and capitalized costs included in oil properties is equal to the present value of the Group's proportionate share in the total decommissioning costs of the consortium on initial recognition. Additional costs or changes in decommissioning costs are recognized as additions or charges to the corresponding assets and ARO when they occur.

For closed sites or areas, changes to estimated costs are recognized immediately in the consolidated statement of comprehensive income.

If the decrease in liability exceeds the carrying amount of the asset, the excess shall be recognized immediately in profit or loss.

For the oil operation, the Group depreciates ARO assets based on units-of-production method.

For the renewable energy, the Group depreciates ARO assets on a straight-line basis over the estimated useful life of the related asset or the service contract term, whichever is shorter, or written off as a result of impairment of the related asset.

The Group regularly assesses the provision for ARO and adjusts the related liability and asset.

Foreign Currency-Denominated Transactions and Translation
The consolidated financial statements are presented in PHP, which is the Parent Company's functional and presentation currency. Transactions in foreign currencies are initially recorded in the functional currency using the exchange rate at date of transaction. Monetary assets and liabilities denominated in foreign currencies are reinstated to the functional currency using the closing exchange rate at reporting date.

All exchange differences are taken to the consolidated statement of comprehensive income. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Earnings Per Share
Basic earnings per share is computed on the basis of the weighted average number of shares outstanding during the year after giving retroactive effect to any stock split or stock dividends declared and stock rights exercised during the current year, if any.

Diluted earnings per share is computed on the basis of the weighted average number of 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 services, serves different markets subject to different risks and returns. Financial information on business segments is presented in Note 28 to the consolidated financial statements.

Provisions and Contingencies
Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the financial statements but are disclosed when an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the consolidated financial statements.

5. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in compliance with PFRS requires the Group to make judgments, 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 judgments, estimates and assumptions are reflected in the consolidated financial statements, as they become reasonably determinable.

Judgments, estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

Determination of Functional Currency
The Parent Company determines its functional currency based on economic substance of underlying circumstances relevant to the Parent Company. The functional currency has been determined to be the PHP based on the economic substance of the Parent Company's business circumstances.

Capitalization of Deferred Oil Exploration Costs and Deferred Development Costs
Initial capitalization of costs is based on management's judgment that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. If the conditions for asset capitalization of development costs are not met, then such costs are expensed outright.

As of March 31, 2023 and December 31, 2022, the carrying value of deferred oil explorations costs amounted to ₱355.95 million and ₱311.88 million, respectively (see Note 12), and the Group's deferred development costs amounted to ₱119.66 and ₱74.12 million as of March 31, 2023 and December 31, 2022, respectively (see Note 16).

Classification of Joint Arrangements
Judgment is required to determine when the Group has joint control over an arrangement, which requires an assessment of the relevant activities and when the decisions in relation to those activities require unanimous consent. The Group assesses their rights and obligations arising from the arrangement and specifically considers:

- the structure of the joint arrangement – whether it is structured through a separate vehicle
- when the arrangement is structured through a separate vehicle, the Group also considers the rights and obligations arising from:
  - the legal form of the separate vehicle
  - the terms of the contractual arrangement
  - other facts and circumstances, considered on a case to case basis

This assessment often requires significant judgment. A different conclusion about both joint control and whether the arrangement is a joint operation or a joint venture, may materially impact the accounting of the investment.

The Group's investment in PetroWind and Buhawind Energy are structured in a separate incorporated entity. The Group and the parties to the agreement only have the right to the net assets of the joint venture through the terms of the contractual arrangement. Accordingly, the joint arrangement is classified as a joint venture. As of March 31, 2023 and December 31, 2022, the Group's investment in a joint venture amounted to ₱1.93 billion and ₱1.88 billion, respectively (see Note 13).

The Group and the parties to the agreement in investment in Gabon, West Africa and investments in petroleum concessions in the Philippines have joint control over its rights to the assets and obligations for the liabilities, relating to the arrangement. Accordingly, the joint arrangements are classified as joint operations (see Notes 11 and 12).

<u>Estimates and Assumptions</u>
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Estimation of Geothermal Field Reserves
The Group performed volumetric reserve estimation to determine the reserves of the Maibarara geothermal field. As a requirement for project financing, the Group engaged at its own cost the New Zealand firm Sinclair Knight Merz (SKM) in 2011 to undertake a comprehensive third-party technical review of the Maibarara geothermal field. This review included analysis of the resource assessment performed in-house by the Group as well as a separate SKM reserve estimation and numerical modeling of the Maibarara reserves.

The Group's simulation indicated a mean (P50) proven reserves of 27.8 MW for 25 years. In contrast, SKM calculated the P50 reserves at 44 MW. At 90% probability (P90), the reserves calculated are 28 MW and 12 MW by SKM and the Group, respectively. SKM concluded that the approach taken by the Group is conservative as it limits reservoir thickness to depths where a maximum thickness of 280°C will be encountered although the measured temperature reached as high as 324°C. There is reasonable confidence that the 20 MW (gross) plant development is feasible as the P90 level appears also conservative as with the Group's approach. In addition, SKM identified indicated reserves, translating to 10 MW-26 MW in the area south of and outside the current area of development.

Also, there is a likely geothermal potential south of the proven area where two old wells were drilled and encountered high fluid temperatures (T ~ 300°C). MGI identified the southern block as a probable reserve area. SKM in 2011 suggested that the southern block can be classified as Indicated Resource based on the Australian Code as high temperatures have been intersected by the two wells. SKM estimated that the stored heat in the Southern Block has a resource potential equivalent to 12 MW for a project life of 25 years.

An updated reserves estimation using the stored-heat calculation was made in 2015 by the Group as a result of reservoir and production performance and the 2014 drilling campaign. The 2014 drilling proved that the current resource area can produce around 33.1 MW, more than enough to meet the steam requirement of the existing 20 MW power plant plus the 12 MW expansion power plant. Using Monte Carlo simulation to estimate the reserves, the proven resource area has an 80% probability of delivering between 18.1 MW to 50.9 MW over a 25-year operating period. This Monte Carlo simulation also showed that the expected mean reserve for the proven resource area is 30.4 MW for 25 years.

The Group engaged a U.S. firm Geothermal Science, Inc. (GSI) in 2015 to perform a third-party technical appraisal of the resource for the planned 12 MW expansion. This third-party review was also made as a requirement for the project financing of MGPP-2 or M2. GSI adopted the technique from the US Geological Survey Circular 790 in making the probabilistic calculation of the geothermal reserves at Maibarara. Based on this approach, GSI estimates that Maibarara has a minimum or proven reserves of 40.2 MW, P90 for 25 years plant life and Most Likely Reserve of 61.6 MW, P50 for 25 years of plant life.

The Group commenced producing power commercially last February 8, 2014. To date, the current production wells of M1 and M2 are capable of producing 41.4 MW at full-bore capacity. These production wells including the complement reinjection wells are concentrated on the proven resource area.

As of March 31, 2023 and December 31, 2022, there has been no significant change in the estimated reserves that would affect the carrying value and useful life of the Group's property, plant and equipment.

Estimation of Proved and Probable Oil Reserves
The Parent Company assesses its estimate of proved and probable reserves on an annual basis. The estimate is based on the technical assumptions and is calculated in accordance with accepted volumetric methods, specifically the probabilistic method of estimation. Probabilistic method uses known geological, engineering and economic data to generate a range of estimates and their associated probabilities.

All proved and probable reserve estimates are subject to revision, either upward or downward, based on new information, such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. Estimates of reserves for undeveloped or partially developed fields are subject to greater uncertainty over their future life than estimates of reserves for fields that are substantially developed and depleted. Estimated oil reserves are utilized in the impairment testing and the calculation of depletion expense using the unit of production method of the investments.

As of March 31, 2023 and December 31, 2022, the carrying value of "Wells, Platforms and other Facilities" under "Property, Plant and Equipment" amounted to ₱739.04 million and ₱763.83 million, respectively (see Note 11).

Estimation of Useful Lives of Property, Plant and Equipment
The Group reviews on an annual basis the estimated useful lives of property, plant and equipment based on expected asset utilization as anchored on business plans and strategies that also consider expected future technological developments and market behavior.

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 estimated useful lives of property, plant and equipment would increase the recorded depletion, depreciation and amortization expense and decrease noncurrent assets.

There is no change in the estimated useful lives of property, plant and equipment as of March 31, 2023 and December 31, 2022 (see Note 11).

Impairment of Nonfinancial Assets
The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less cost of disposal and its value in use.

Facts and circumstances that would require an impairment assessment as set forth in PFRS 6, *Exploration for and Evaluation of Mineral Resources,* are as follows:

- the period for which the Group has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

The related balances of the Group's nonfinancial assets as of March 31, 2023 and December 31, 2022 follow:

	Unaudited	Audited
	31-Mar-2023	31-Dec-2022
Property, plant and equipment (Note 11)	**₱8,158,422,721**	₱8,196,897,057
Right-of-use assets (Note 14)	**340,580,472**	342,614,655
Deferred oil exploration costs (Note 12)	**355,951,118**	311,883,011
Intangible assets (Note 16)	**137,019,385**	140,262,493
Deferred development costs (Note 16)	**119,659,349**	74,115,084
Investment properties (Note 15)	**1,611,533**	1,611,533
	₱9,113,244,578	₱9,067,383,833

There are no indicators of impairment that would trigger impairment review in March 31, 2023 and December 31, 2022 other than those mentioned below.

Gabon, West Africa
The Parent Company believes that the fluctuation in crude oil prices in the market, political risks in Gabon, discount rates and changes in other assumptions such as change in production profile which is

based on continued production until the term of the existing PSC are indicators that the assets might be impaired or if there is reversal of prior impairment loss.

In 2018, the Gabonese Government allowed the sixth amendment to the Exploration Production Sharing Contract ("EPSC") that extends the exploitation period for the production licenses by ten (10) years, or from September 2018 until September 2028, extendible by five (5) years and by a final extension of 5 more years. The extension of the EPSC will allow the consortium to maximize the use of the existing facilities that are already in place to increase or maintain production until the field's extended life (see Note 11).

SC 14-C2 – West Linapacan

SC 14-C2 has not yet expired and was granted with a 15-year extension of the SC as approved by the DOE from December 18, 2010 to December 18, 2025. The SC 14-C2 consortium proceeded with a third-party technical evaluation to assess potential production opportunities. With the SC nearing its expiration in December 2025, the assets were tested for impairment.

Impairment loss (reversal)

In assessing whether impairment is required, the carrying value of the asset is compared with its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. Given the nature of the Parent Company's activities, information on the fair value of an asset is usually difficult to obtain unless negotiations with potential purchasers or similar transactions are taking place. Consequently, unless indicated otherwise, the recoverable amount used in assessing the impairment loss is value in use.

The Parent Company estimates value in use using a discounted cash flow model using a discount rate of 14.64% in 2022.

The Parent Company recognized impairment (reversal of impairment) loss for the years ended December 31, 2022 and 2021 (nil in March 31, 2023) presented on a net basis:

Wells, platforms and other facilities – net (Note 11)	**(₱11,893,541)**
Deferred oil exploration costs – net (Note 12)	**594,172**
	(₱11,299,369)

Estimation of Asset Retirement Obligations

The Group has various legal obligation to decommission or dismantle its assets related to the oil production, geothermal energy project and solar power project at the end of each respective service contract. In determining the amount of provisions for restoration costs, assumptions and estimates are required in relation to the expected costs to restore sites and infrastructure when such obligation exists. The Group recognizes the present value of the obligation to dismantle and capitalizes the present value of this cost as part of the balance of the related property, plant and equipment, which are being depreciated and amortized on a straight-line basis over the useful life of the related assets (for the renewable energy) and based on units-of-production method based on estimates of proved reserves (for the oil operations).

Cost estimates expressed at projected price levels until dismantling date are discounted using rates ranging from 7.13% to 7.16% in 2022 to take into account the timing of payments. Each year, the provision is increased to reflect the accretion of discount and to accrue an estimate for the effects of inflation, with charges being recognized as accretion expense (see Note 19).

Changes in the asset retirement obligation that result from a change in the current best estimate of cash flow required to settle the obligation or a change in the discount rate are added to (or deducted from) the amount recognized as the related asset and the periodic unwinding of the discount on the liability is recognized in profit or loss as it occurs.

While the Group has made its best estimate in establishing the asset retirement obligation, because of potential changes in technology as well as safety and environmental requirements, plus the actual time scale to complete decommissioning activities, the ultimate provision requirements could either increase or decrease significantly from the Group's current estimates. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

Asset retirement obligation as of March 31, 2023 and December 31, 2022 follows (see Note 19):

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Oil production	**₱41,831,635**	₱41,728,602
Geothermal energy project	**7,641,206**	7,509,078
Solar power project	**17,297,537**	16,992,650
	₱66,770,378	₱66,230,330

Recoverability of input VAT
The Group maintains an allowance for input VAT based on an assessment of the recoverability of these assets using the historical success rate of VAT refunded from the Bureau of Internal Revenue (BIR). A review is made by the Group on a continuing basis annually to determine the adequacy of the allowance for losses. Allowance for probable losses as of March 31, 2023 and December 31, 2022 amounted to ₱10.39 million. The carrying value of input VAT amounted to ₱141.21 million and ₱ 138.32 million as of March 31, 2023 and December 31, 2022, respectively (see Note 16).

Recognition of deferred tax assets
The Group reviews the carrying amounts of deferred tax assets at each reporting date and reduces them to the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

As of March 31, 2023 and December 31, 2022, the Group did not recognize deferred tax assets on certain temporary differences, NOLCO and MCIT as the Group believes that it may not be probable that sufficient taxable income will be available in the near foreseeable future against which the tax benefits can be realized prior to their expiration.

6. Cash and Cash Equivalents and Short-term Investments

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Cash on hand and in banks	**₱661,700,850**	₱434,700,436
Cash equivalents	**1,025,354,883**	1,242,531,148
Cash and Cash Equivalents	**1,687,055,733**	1,677,231,584
Short-term investments	**₱2,575,286,425**	₱946,044,355

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

As of March 30, 2023 and December 31, 2022, the Group has ₱2.575 billion and ₱946.04 million short-term investments with periods of more than three months but less than one year, respectively.

Interest income earned on cash and cash equivalents and short-term investments amounted to ₱48.06 million, ₱36.29 million as of March 31, 2023 and December 31, 2022, respectively.

7. Restricted Cash

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Debt service payment and reserve accounts	**₱335,589,896**	**₱413,219,105**
Cash held under escrow for stock subscription	**–**	**1,629,242,070**
Share in Etame escrow fund – current portion	**–**	**20,926,811**
	₱335,589,896	**₱2,063,387,986**

Debt service payment and reserve accounts
This refers to the amount of fund that the Group is required to maintain in the Debt Service Payment Account (DSPA) and Debt Service Reserve Account (DSRA) pursuant to the Project Loan Facility Agreement (PLFA) of MGI and Omnibus Loan and Security Agreement (OLSA) of PetroSolar, respectively (see Note 18). The funds maintained in these accounts are used to pay the forthcoming debt service scheduled every year until the loan is fully paid off. Under the PLFA/OLSA, where the banks are one of the parties, the banks shall have the exclusive control over and exclusive right of withdrawal from the restricted cash accounts.

Cash held under escrow for stock subscription
This represents the remaining funds held under escrow related to the Share Subscription Agreement between PetroGreen and Kyuden International Corporation (Kyuden), which was fully released from the escrow fund in January 2023. Interest income earned on restricted cash amounts to nil and ₱7.6 million as of March 31, 2023 and December 31, 2022.

Share in Etame escrow fund – current portion
This represents Parent Company's share in the current portion of the Abandonment Fund related to FPSO decommissioning and Etame Field Asset Retirement Obligations. These funds were released from the escrow account in February 2023.

8. Receivables

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Accounts receivable from:		
Feed-in-Tariff (FiT) revenue from National Transmission Corporation (TransCo)	**₱203,377,877**	106,169,169
Electricity sales and other charges to ACEN (formerly PHINMA) [Note 26]	**158,029,554**	₱162,536,100
Electricity sales to Wholesale Electricity Spot Market (WESM) and Other Contracts	**24,275,452**	92,541,594
PHESCO, Incorporated (PHESCO)	**15,245,231**	15,245,231
Affiliate (Note 26)	**8,764,382**	6,232,978
Consortium operator	**2,682,452**	40,550,770
Others	**2,563,790**	4,585,274

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Interest receivables	**43,782,947**	23,487,736
Other receivables	**3,526,249**	3,526,249
	462,247,934	454,875,101
Less allowance for impairment losses	**2,682,452**	2,682,452
	₱459,565,482	₱452,192,649

Accounts receivables are generally on 30 days credit term. Interest income earned from the delayed payment of FiT differential and other receivable amounted to ₱0.06 million and ₱0.45 million as of March 31, 2023 and December 31, 2022.

9. Financial Assets at Fair Value Through Profit or Loss

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Marketable equity securities	**₱6,375,746**	₱6,770,090
Investment in golf club shares	**770,000**	770,000
	₱7,145,746	₱7,540,090

Net gain (loss) on fair value changes on financial assets at FVTPL included in profit or loss amounted to (₱0.39 million) and (₱0.05 million) as of March 31,2023 and December 31, 2022, respectively. Dividend income received from equity securities amounted to ₱.01 million and ₱0.08 million as of March 31, 2023 and December 31, 2022, respectively (see Note 25).

10. Other Current Assets

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Supplies inventory	**₱103,168,140**	₱116,790,791
Prepaid expenses	**69,252,582**	27,199,944
Prepaid income taxes	**14,419,379**	11,068,121
Advances to suppliers	**18,541,308**	8,004,724
Others	**3,794,570**	2,216,223
	₱209,175,979	₱165,279,803

Supplies Inventory
Supplies inventory refers to purchased supplies and parts that are intended to be used for operations and maintenance.

Prepaid Expenses
Prepaid expenses include various prepaid insurances, services and rent. Prepaid expenses also include advance payment for Real Property Taxes (RPT), Stand-by Letter of Credit (SBLC) charges and operations and maintenance professional fees.

11. Property, Plant and Equipment

	Unaudited								
	31-Mar-23								
	Power plants	FCRS and production wells – geothermal	Wells, platforms and other facilities	Land and land improvements	Office condominium units and improvements	Transportation equipment	Office furniture and other equipment	Construction in progress	Total
Cost									
Balances at beginning of year	**₱7,353,955,059**	**₱1,979,689,474**	**₱2,400,854,155**	**₱387,043,899**	**₱42,547,992**	**₱76,958,664**	**₱173,541,036**	**₱217,311,973**	**₱12,631,902,252**
Additions	**5,859,611**	**35,036,225**	**1,069,717**	**94,157**	**424,300**	**-**	**3,520,842**	**53,961,486**	**99,966,338**
Change in ARO estimate (Note 19)	–	–	–	–	–	–	–	–	–
Disposal	–	–	–	–	–	–	–	–	–
Reclassifications	**3,418,275**	–	–	–	–	–	–	**(3,418,275)**	–
Balances at end of year	**7,363,232,945**	**2,014,725,699**	**2,401,923,872**	**387,138,056**	**42,972,292**	**76,958,664**	**177,061,878**	**267,855,184**	**12,731,868,590**
Accumulated depletion and depreciation									
Balances at beginning of year	**2,040,397,532**	**477,572,498**	**1,467,772,639**	**41,650,521**	**41,172,900**	**48,337,063**	**148,849,441**	–	**4,265,752,594**
Depletion and depreciation	**82,050,979**	**20,442,183**	**25,859,680**	**4,738,900**	**143,666**	**2,120,117**	**3,085,149**	**-**	**138,440,674**
Disposals	–	–	–	–	–	–	–	–	–
Balances at end of year	**2,122,448,511**	**498,014,681**	**1,493,632,319**	**46,389,421**	**41,316,566**	**50,457,180**	**151,934,590**	**-**	**4,404,193,268**
Accumulated impairment losses									
Balances at beginning of year	–	–	**169,252,601**	–	–	–	–	–	**169,252,601**
Impairment loss-net (Note 5)	–	–	–	–	–	–	–	–	–
Balances at end of year	–	–	**169,252,601**	–	–	–	–	–	**169,252,601**
Net book values	**₱5,240,784,434**	**₱1,516,711,018**	**₱739,038,952**	**₱340,748,635**	**₱1,655,726**	**₱26,501,484**	**₱25,127,288**	**₱267,855,184**	**₱8,158,422,721**

	Audited								
	31-Dec-2022								
	Power plants	FCRS and production wells – geothermal	Wells, platforms and other facilities	Land and land improvements	Office condominium units and improvements	Transportation equipment	Office furniture and other equipment	Construction in progress	Total
Cost									
Balances at beginning of year	₱7,266,699,681	₱1,617,441,653	₱2,222,351,170	₱380,583,987	₱41,590,986	₱55,638,192	₱164,394,339	₱169,850,551	₱11,918,550,559
Additions	11,781,744	93,661,764	207,643,523	5,349,116	957,006	22,876,865	9,146,697	399,988,315	751,405,030
Change in ARO estimate (Note 18)	(7,356,406)	–	(29,140,538)	–	–	–	–	–	(36,496,944)
Disposal	–	–	–	–	–	(1,556,393)	–	–	(1,556,393)
Reclassifications	82,830,040	268,586,057	–	1,110,796	–	–	–	(352,526,893)	–
Balances at end of year	7,353,955,059	1,979,689,474	2,400,854,155	387,043,899	42,547,992	76,958,664	173,541,036	217,311,973	12,631,902,252
Accumulated depletion and depreciation									
Balances at beginning of year	1,713,893,490	399,670,764	1,382,485,759	37,091,904	40,719,915	42,357,120	136,141,426	–	3,752,360,378
Depletion and depreciation	326,504,042	77,901,734	85,286,880	4,558,617	452,985	6,810,778	12,708,015	–	514,223,051
Disposals	–	–	–	–	–	(830,835)	–	–	(830,835)
Balances at end of year	2,040,397,532	477,572,498	1,467,772,639	41,650,521	41,172,900	48,337,063	148,849,441	–	4,265,752,594
Accumulated impairment losses									
Balances at beginning of year	–	–	181,146,142	–	–	–	–	–	181,146,142
Impairment loss-net (Note 5)	–	–	(11,893,541)	–	–	–	–	–	(11,893,541)
Balances at end of year	–	–	169,252,601	–	–	–	–	–	169,252,601
Net book values	₱5,313,557,527	₱1,502,116,976	₱763,828,915	₱345,393,378	₱1,375,092	₱28,621,601	₱24,691,595	₱217,311,973	₱8,196,897,057

Power plants represent MGI's geothermal power plant and PetroSolar's photovoltaic plant.

The MGI's construction of the 70/77 MVA Substation started in January 2020 and construction in progress account as of December 31, 2022 mainly includes civil structural, piping and mechanical works for M2, interconnection of MGPP to NGCP 69kV distribution line, design, facilities study and construction of 70/77 MVA MGI Substation related to MGPP-1&2 and Torishima engine driven pump.

Change in ARO estimate and transfers from advances to contractors, deferred oil exploration costs and development costs are considered as noncash investing activities.

Depletion of wells, platforms and other facilities is presented as a separate item under cost of sales in the consolidated statements of comprehensive income.

As of March 31, 2023 and December 31, 2022, the participating interest of PERC in various service contracts areas are as follows:

Gabonese Oil Concessions	2.525%
SC 14-C2 – West Linapacan	4.137%

12. Deferred Oil Exploration Costs

The movements in deferred oil exploration costs are as follows:

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Cost		
Balances at beginning of year	**₱615,456,554**	₱418,786,296
Additions	**44,068,107**	196,670,258
Write-off / relinquishment (Note 5)	–	–
Balances at end of year	**659,524,661**	615,456,554
Accumulated impairment losses		
Balances at beginning of year	**303,573,543**	302,979,372
Impairment loss (reversal) (Note 5)	–	594,171
Balances at end of year	**303,573,543**	303,573,543
	₱355,951,118	₱311,883,011

Details of deferred oil exploration costs as of March 31, 2023 and December 31,2022 are as follows:

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Cost		
Gabonese Oil Concessions (Note 11)	**₱591,248,303**	₱547,199,509
SC. No. 75 – Offshore Northwest Palawan	**65,175,859**	65,175,859
SC. No. 14 – C2 (West Linapacan) - Northwest Palawan (Note 11)	**3,100,499**	3,081,186
	659,524,661	615,456,554
Accumulated impairment losses		
Gabonese Oil Concessions (Note 11)	**300,492,357**	300,492,357
SC. No. 14 – C2 (West Linapacan) – Northwest Palawan (Note 11)	**3,081,186**	3,081,186
	303,573,543	303,573,543
	₱355,951,118	₱311,883,011

Philippine Oil Operations – Development Phase

Under the SCs entered into with the DOE covering certain petroleum contract areas in various locations in the Philippines, the participating oil companies (collectively known as "Contractors") are obliged to provide, at their sole risk, the services, technology and financing necessary in the performance of their obligations under these contracts. The Contractors are also obliged to spend specified amounts indicated in the contract in direct proportion to their work obligations.

However, if the Contractors fail to comply with their work obligations, they shall pay to the government the amount they should have spent, but did not, in direct proportion to their work obligations. The participating companies have Operating Agreements among themselves which govern their rights and obligations under these contracts.

The full recovery of these deferred costs is dependent upon the discovery of oil in commercial quantities from any of the petroleum concessions and the success of future development thereof.

As of March 31, 2023 and December 31, 2022, the remaining participating interest of the Parent Company in Petroleum SC areas is SC 75 – Offshore Northwest Palawan wherein the Parent Company has 15% interest.

13. Investments in Joint Venture

PetroWind Energy Inc.

The investment in joint venture mainly includes PetroGreen's 40% interest in PetroWind or PWEI, a company incorporated in the Philippines. The primary purpose of PetroWind is to carry on the general business of generating, transmitting and/or distributing power derived from renewable energy sources.

The movements in the carrying value of Investment in PetroWind as of March 31,2023 and December 31, 2022 follow:

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Balance at beginning of year	**₱1,876,262,983**	₱1,734,947,347
Share in net income of a joint venture	**52,894,321**	81,512,921
Additional investment during the year	**3,900,000**	59,041,563
Share in other comprehensive income (loss)	**-**	761,152
Balance at end of year	**₱1,933,057,304**	₱1,876,262,983

The cost of the investment in PetroWind amounted to ₱639.92 million and ₱632.12 million as of March 31, 2023 and December 31, 2022, respectively.

The carrying value of the investment in PetroWind is equivalent to the Group's 40% share in PetroWind's equity, plus the fair value adjustment of ₱764.49 million recognized when the Group lost control over PetroWind in 2014.

BuhaWind Energy
In 2022, the Company made investments totalling ₱1.26 million in three newly incorporated special purpose vehicles namely: BuhaWind Energy Northern Luzon Corporation, BuhaWind Energy Northern Mindoro Corporation and BuhaWind Energy East Panay Corporation.

As of March 31, 2023 and December 31, 2022, these entities are still in the organization stage and have not yet started its operations.

14. Leases

The Group entered into lease contracts for office spaces and land used as geothermal field and photovoltaic (PV) solar power facility. The office space lease agreements are for a period of two (2) years and are renewable by mutual agreement of both parties.

The land lease agreement (LLA) with NPC and PSALM for the geothermal field in Sto. Tomas, Batangas has a lease term of twenty-five (25) years, extendable for another 25 years upon mutual agreement of both parties.

The two lease agreements with Luisita Industrial Park Corporation (LIPCO) for land used for the photovoltaic solar power facility in Ta rlac is for a period of 25 years, renewable by mutual agreement of both parties, generally under the same terms and conditions, with escalation clause of 3% every 2 years.

The Group's obligations under these leases are secured by the lessor's title to the leased assets. The Group is restricted from assigning and subleasing the leased assets.

The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for all other leases, including leases of vehicles and parking slots.

The rollforward analyses of right-of-use assets follow:

	Unaudited		
	31-Mar-2023		
	Land	**Office Spaces**	**Total**
Cost			
Beginning balance	**₱420,180,224**	**₱12,748,688**	**₱432,928,912**
Additions		**3,861,156**	**3,861,156**
Ending balance	**420,180,224**	**16,609,844**	**436,790,068**
Accumulated depreciation			
Beginning balance	**80,487,446**	**9,826,811**	**90,314,257**
Depreciation (Notes 21 and 23)	**5,271,504**	**623,835**	**5,895,339**
Ending balance	**85,758,950**	**10,450,646**	**96,209,596**
Net Book Value	**₱334,421,274**	**₱6,159,198**	**₱340,580,472**

	Audited		
	31-Dec-2022		
	Land	Office Spaces	Total
Cost			
Beginning balance	₱420,180,224	₱9,736,694	₱429,916,918
Additions		3,011,994	3,011,994
Ending balance	420,180,224	12,748,688	432,928,912
Accumulated depreciation			
Beginning balance	60,342,680	6,328,880	66,671,560
Depreciation (Notes 21 and 23)	20,144,766	3,497,931	23,642,697
Ending balance	80,487,446	9,826,811	90,314,257
Net Book Value	₱339,692,778	₱2,921,877	₱342,614,655

The depreciation of the right-of-use of the lands in Tarlac and Batangas are presented as part of "Cost of electricity sales" while the depreciation of the right-of-use of office spaces are presented as part of "General and administrative expenses" in the consolidated statement of comprehensive income.

No lease liability was recognized for leases of land that have been prepaid. The rollforward analyses of lease liabilities are as follows:

	Unaudited	Audited
	31-Mar-23	31-Dec-22
Beginning balance	**₱328,794,340**	₱332,828,866
Payments	**(911,070)**	(37,490,050)
Interest expense	**7,515,254**	30,443,530
Additions	**3,861,156**	3,011,994
Ending balance	**339,259,680**	328,794,340
Less current portion	**29,506,086**	22,734,502
Noncurrent portion	**₱309,753,594**	₱306,059,838

15. **Investment Properties**

As of March 31, 2023 and December 31, 2023 this account consists of land and parking lot space (located in Tektite) with cost amounting to ₱1.61 million.

The fair value of the investment properties of the Group is between ₱1 million to ₱1.70 million as of March 31, 2023 and December 31, 2022. The Group determined the fair values of the Group's investment properties on the basis of recent sales of similar properties in the area where the investment in properties is located and taking into account the economic conditions prevailing at the time the valuations were made.

As of March 31, 2023 and December 31, 2022, the fair value of the investment properties is classified under the Level 3 category (see Note 22).

Except for insignificant amounts of real property taxes on the investment properties, no other expenses were incurred, and no income was earned in relation to the investment properties.

16. **Other Noncurrent Assets**

	Unaudited	Audited
	31-Mar-2023	31-Dec-2022
Input VAT	**₱152,189,834**	₱148,710,625
Intangible assets	**137,019,385**	140,262,493
Deferred development costs	**119,659,349**	74,115,084
Advances to contractors	**34,376,801**	45,777,526
Restricted cash	**35,762,733**	31,451,424
Others	**31,751,685**	25,956,475
	510,759,787	466,273,627
Less allowance for probable losses (Note 24)	**10,979,802**	10,390,845
	₱499,779,985	₱455,882,782

Provision for probable losses on input VAT amounted to ₱0.59 million and nil in March 31, 2023 and December 31, 2022, respectively.

Input VAT
Input VAT represents VAT passed on from purchases of goods and services that can be claimed against any future liability to the BIR for output VAT from sale of goods and services.

Input VAT also includes outstanding input VAT claims that were applied by MGI for refund with the BIR. As of March 31, 2023 and December 31, 2022, the outstanding input VAT claims which are still pending with the CTA and SC amounted to ₱123.74 million.

Intangible assets
Intangible assets pertain to land rights, which refer to grant of easement of right of way entered by PetroSolar to construct, operate, maintain, repair, replace and remove poles, wire, cables, apparatus, and equipment and such other apparatus and structures needed for the transmission line. This also includes production license and software for accounting and for geological interpretation of Gabon Etame oil fields.

Advances to contractors
Advances to contractors pertain to the downpayments to various contractors for procurement of materials, equipment and services.

Restricted cash
This pertains to the Parent Company’s share in the non-current portion of escrow fund for the abandonment of the Etame Marine Permit.

Deferred development costs
These pertain to costs incurred in the exploration, development, production and expansion of renewable energy projects.

Others
Other noncurrent assets pertain to noncurrent portion of prepaid insurance, security deposits, advances to contractors and lot owners and balance of MERALCO account billing deposits.

17. **Accounts Payable and Accrued Expenses**

	Unaudited	Audited
	31-Mar-2023	31-Dec-2022
Accounts payable	**₱187,621,746**	₱263,327,290
Accrued expenses		
Utilities	**169,287,982**	167,881,381
Interest (Note 18)	**80,664,930**	32,622,802
Sick/vacation leaves	**15,859,483**	19,048,554
Profit share	**15,611,876**	15,611,876
Professional fees	**11,797,734**	14,511,222
Due to related party (Note 26)	**128,960**	565,760
Others	**9,115,124**	6,969,784
Withholding taxes and other tax payables	**9,101,489**	27,387,054
Due to NRDC	**2,269,737**	2,269,737
Others	**2,565,503**	1,267,746
	₱504,024,564	₱551,463,206

Accounts payable mainly consists of payable to suppliers and contractors that are currently involved in the development, construction and operations of energy projects. Accounts payable also includes unclaimed checks pertaining to dividends payable amounting to ₱10.96 million as of March 31, 2023 and December 31, 2022, respectively.

The Group's accounts payable and accrued expenses are due within one year.

18. **Loans Payable**

The Group's loans payable as of December 31 is as follows:

	Unaudited	Audited
	31-Mar-2023	31-Dec-2022
Principal, balance at beginning of year	**₱3,488,375,640**	₱4,083,296,429
Add availments during the year	**129,880,000**	561,000,000
Less principal payments during the year	**285,400,000**	1,155,920,789
Principal, balance at end of year	**3,332,855,640**	3,488,375,640
Less unamortized deferred financing cost	**9,414,975**	10,446,588
	3,323,440,665	3,477,929,052
Less current portion – net of unamortized deferred financing cost	**791,730,980**	947,144,643
Noncurrent portion	**₱2,531,709,685**	₱2,530,784,409

PetroEnergy's short-term loans payable
PetroEnergy entered into unsecured loan agreements to finance its investments in Renewable Energy Projects.

Omnibus Credit Line Agreement (OCLA) with the Development Bank of the Philippines (DBP)
On April 27, 2015, the Parent Company entered into an OCLA with DBP which provides a credit facility in the principal amount not exceeding ₱420.00 million. Effective January 19, 2021, the credit facility was decreased to ₱300.00 million. Loans payable to DBP are as follows:

As of March 31, 2023:
- ₱15.48 million with interest rate of 7.0% and maturity on May 26, 2023
- ₱80.00 million with interest rate of 7.0% and maturity on June 23, 2023

As of December 31, 2022:
- ₱63.00 million with interest rate of 5.8% and maturity on January 10, 2023
- ₱108.00 million with interest rate of 5.5% and maturity on January 26, 2023
- ₱80.00 million with interest rate of 5.8% and maturity on June 23, 2023

Short-term Loan with Rizal Commercial Banking Corporation (RCBC)
On November 15, 2021, PetroEnergy obtained a loan from RCBC amounting to ₱120.00 million with interest of 4.5% and maturity on May 4, 2022.

As of March 31, 2023 and December 31, 2022, the Company already paid the outstanding short-term loan from RCBC.

Interest expense related to these loans amounted to ₱2.68 million and ₱9.68 million, as of March 31, 2023 and December 31, 2022, respectively. Accrued interest payable amounted to ₱0.57 million and ₱0.56 million as of March 31, 2022 and December 31, 2022, respectively.

PetroGreen's long-term loans payable
Credit Line Facility with Chinabank
On November 17, 2015, PetroGreen entered into a 5-year credit line facility with Chinabank amounting to ₱500.00 million, subject to repricing on the third anniversary. On the same date, ₱400.00 million out of the total loan facility were drawn by PetroGreen. The loan has an annual interest rate of 5.24% and has no collateral.

The loan is payable every 17th of May and November beginning on May 2017. The agreement further specifies that 96.50% of the aggregate principal amount shall be paid on the due date of the loan.

On November 29, 2016, PetroGreen has drawn an additional ₱30.00 million out of the total loan facility. The additional loan from Chinabank has an annual interest rate of 5.33%.

On November 17, 2018, the ₱400.00 million and ₱30.00 million long-term loans payable with interest rate of 5.24% and 5.33%, respectively, were repriced to 8.28% and 8.47%.

In 2019, PetroGreen negotiated for the reduction in the interest rates of the aforementioned loans from 8.28% and 8.47% to 7.14% for both loans. The reduced interest rate was approved by the bank and made effective starting September 19, 2019. Finally, On November 17, 2020, PetroGreen fully paid the outstanding loans from ChinaBank.

Long-term loan with RCBC
On November 16, 2020, PetroGreen obtained a new long-term unsecured loan with RCBC amounting to ₱400.00 million. The loan bears interest at a fixed rate of 4.74% payable semi-annually. The principal amount is payable in five equal annual installments starting November 11, 2021.

As of March 31, 2023 and December 31, 2022, the outstanding balance of these above loans, net of unamortized deferred financing costs, amounted to ₱239.27 million and ₱239.16 million, respectively. Interest expense related to these loans amounted to ₱3.12 million and ₱16.24 million as of March 31, 2023 and December 31, 2022, respectively. Accrued interest payable amounted to ₱3.82 million and ₱ 1.27 million and ₱1.70 million as of March 31, 2023 and December 31, 2022, respectively.

MGI's long-term loans payable

Project Loan Facility Agreements with RCBC

On May 19, 2016, MGI, together with PetroGreen, PHINMA and PNOC RC executed the Project Loan Facility Agreement with RCBC for a ₱1,400.00 million project loan to finance the design, development and construction of MGPP-2 or M2.

On September 5, 2016, MGI, together with PetroGreen, PHINMA and PNOC RC executed another Project Loan Facility Agreement with RCBC for a ₱2,100.00 million project loan relating to design, development and construction of MGPP-1 or M1. This was done to consolidate the outstanding principal of the term loan under the 2011 OLSA with RCBC and BPI, incidental costs, general corporate expenditures and working capital requirement.

a. MGPP-1 or M1 new Loan

   The new MGPP-1 or M1 loan amounting to ₱2,100.00 million has a term of ten (10) years from the drawdown date of October 10, 2016. Interest and principal are payable semi-annually. Interest payment started on October 12, 2016, while the twenty (20) semi-annual principal payments started on April 12, 2017.

   Interest rate is fixed for the first five (5) years from drawdown date, based on the sum of the prevailing 5-year fixed benchmark rate on the pricing date and the margin of 1.75% (the "Initial Interest Rate"). On the repricing date, the interest for the remaining five (5)-year term of the loan will be the higher of (i) the sum of then prevailing 5-year fixed benchmark rate plus the margin of 1.75%, or (ii) the initial interest rate.

   As of March 31, 2023 and December 31, 2022, the outstanding balance of this loan amounted to ₱1,034.90. Interest expense on the new M1 Loan amounted to ₱16.03 million and ₱71.52 million as of March 31, 2023 and December 31, 2022, respectively.

b. MGPP-2 or M2 Expansion Loan

   The MGPP-2 or M2 Expansion Loan amounting to ₱1,400.00 million has a term of twelve (12) years including thirty-six (36) months grace period from initial drawdown date of June 2, 2016. Interest and principal are payable semi-annually. Interest payment started on October 12, 2016, while the eighteen (18) semi-annual principal payments started on October 12, 2019.

   Interest rate is fixed for the first seven (7) years from the initial drawdown date based on the sum of the prevailing 7-year fixed benchmark rate on the pricing date and the applicable margin of (1) 2.25% per annum prior to commercial operations date, or (2) 1.75% per annum from and after the Commercial Operations Date (the "Initial Interest Rate"). For subsequent drawdowns, interest rate will be the three (3) –day simple average interpolated rate based on the remaining tenor and computed using the straight-line method. On the repricing date, the interest for the remaining five (5)-year term of the loan will be the higher of (i) the sum of the then prevailing 5-Year fixed benchmark rate plus the applicable margin, or (ii) the weighted average interest rate during the first seven (7) years of the loan.

As of March 31, 2023 and December 31, 2022, the outstanding balance of this loan amounted to ₱ 943.84 million, respectively. Interest expense amounted to ₱14.20 million and ₱75.00 million as of March 31, 2023 and December 31, 2022, respectively.

Accrued interest payable of MGI's loans amounted to ₱48.64 million and ₱22.89 million as of March 31, 2023 and December 31, 2022, respectively.

The loan covenants covering the outstanding debt of MGI include among others, the following conditions: maintenance at all times of Debt-to-Equity (DE) Ratio of not greater than 70:30, Default Debt Service Coverage Ratio (DSCR) of at least 1.10x both until full payment of the Loans, and Dividend DSCR of at least 1.20x. MGI is also required to transfer to the DSPA equivalent to one-sixth (1/6) of the amount sufficient to pay for the forthcoming debt service scheduled in April and October of every year until the loan is fully paid off (see Note 9). As of March 31, 2023 and December 31, 2022, MGI has been compliant with the above conditions.

PetroSolar's long-term loans payable
On November 12, 2015, the PetroSolar, together with PetroGreen and EEIPC, as third party mortgagors and pledgors, entered into a ₱2,600.00 million OLSA with PNB and DBP specifically to partially finance the design, development, procurement, construction, operation and maintenance of its TSPP.

PetroSolar shall fully pay the loan for the pro-rata account of each lender within twelve (12) years from and after the date of the initial drawdown. Interest and principal are payable semi-annually. Interest payment started on May 27, 2016, while the twenty-two (22) semi-annual principal payments started on November 27, 2016.

The rate of the interest applicable to the facility or the relevant part thereof for each interest period shall be fixed for the first seven periods (7) from the initial drawdown date (the Initial Interest Rate). Prior to the FIT entitlement and collection of FIT revenues of the borrower, the rate shall be the higher of: (i) the aggregate of the seven (7) year PDST-R2 and the initial credit spread of 2.25%, or (ii) the minimum interest rate of 5.75%. Upon FIT entitlement of at least 40MW and collection of FIT revenues by the borrower equivalent to an aggregate of at least ₱473.00 million within a period not exceeding twelve (12) consecutive months, the rate shall be the higher of (i) the weighted average interest rate in previous drawdowns less the step down credit spread of 0.25%, or (ii) minimum interest rate, and which interest rate shall be applied beginning the following month immediately succeeding the month wherein the aforesaid FIT entitlement and FIT revenue collection thresholds were satisfied. PetroSolar met the criteria for FIT entitlement and aggregate collection of at least ₱473 million within 12 months which resulted in a lower interest rate effective July 2017. The applicable interest rate as of December 31, 2022 and 2021 is equal to 9.12% and 6.71%, respectively.

The loan covenants covering the outstanding debt of PetroSolar include among others, the maintenance of debt-to-equity ratio of 75:25 and establishment of DSPA required balance. As of March 31, 2023 and December 31, 2022, PetroSolar is in compliance with the said loan covenants.

As of March 31, 2023 and December 31, 2022, the outstanding balance of this loan amounted to ₱1,008.44 million and ₱1,007.42 million, respectively.

Interest expense of PetroSolar related to the loans amounted to ₱32.37 million and ₱89.81 million, as of March 31, 2023 and December 31, 2022, respectively. Accrued interest payable amounted to ₱27.63 million and ₱7.89 million as of March 31, 2023 and December 31, 2022, respectively.

PetroSolar mortgaged all of its property and equipment related to TSPP-1 as collateral in connection with the loan.

Deferred financing costs
Deferred financing costs are incidental costs incurred in obtaining the loan which includes documentary stamp tax, transfer tax, chattel mortgage, real estate mortgage, professional fees, arranger's fee and other costs directly attributable to obtaining the loan. The balance of unamortized deferred financing costs is presented as a deduction from the loans payable account and is amortized over the term of the loan using the effective interest rate method.

19. Asset Retirement Obligation

The Group has recognized its share in the abandonment costs associated with the Etame, Avouma and Ebouri oilfields located in Gabon, West Africa, geothermal field located in Sto. Tomas Batangas, and photovoltaic (PV) solar power facility in Tarlac.

Movements in this account follow:

	Unaudited 31-Mar-2023	Audited 31-Dec-2022
Balance at beginning of year	**₱66,230,330**	**₱92,810,843**
Additions	**–**	**921,276**
Change in estimates (Note 11)	**–**	**(37,729,203)**
Accretion expense	**1,799,157**	**3,622,334**
Foreign exchange adjustment	**(1,259,109)**	**6,605,080**
Balance at end of year	**₱66,770,378**	**₱66,230,330**

20. Equity

Under the existing laws of the Republic of the Philippines, at least 60% of the Parent Company's issued capital stock should be owned by citizens of the Philippines for the Parent Company to own and hold any mining, petroleum or renewable energy contract area. As of March 31, 2023, the total issued and subscribed capital stock of the Parent Company is 99.79% Filipino and 0.21% non-Filipino as compared to 99.77% Filipino and 0.23% non-Filipino as of December 31, 2022.

As of December 31, 2022 and 2021, paid-up capital consists of:

Capital stock – ₱1 par value	
Authorized – 700,000,000 shares	
Issued and outstanding	₱568,711,842
Additional paid-in capital	2,156,679,049
	₱2,725,390,891

The Group's track record of capital stock follows:

	Number of shares registered	**Issue/offer price**	**Date of SEC approval**	**Number of holders as of year-end**
Listing by way of introduction - August 11, 2004	84,253,606	₱3/share	August 4, 2004	
Add (deduct):				
25% stock dividend	21,063,402	₱1/share	September 6, 2005	
30% stock dividend	31,595,102	₱1/share	September 8, 2006	
1:1 stock rights offering	136,912,110	₱5/share	May 26, 2010	

December 31, 2010	273,824,220			2,149
Deduct: Movement	–			(26)
December 31, 2011	273,824,220			2,123
Deduct: Movement	–			(10)
December 31, 2012	273,824,220			2,113
Deduct: Movement	–			(41)
December 31, 2013	273,824,220			2,072
Deduct: Movement				(29)
December 31, 2014	273,824,220			2,043
Add (Deduct):				
2:1 stock rights offering	136,912,110	₱4.38/share	June 3, 2015	(15)
December 31, 2015	410,736,330			2,028
Deduct: Movement	–			(1)
December 31, 2016	410,736,330			2,027
Deduct: Movement	–			(15)
December 31, 2017	410,736,330			2,012
Add (Deduct):				
1.2:6 stock rights offering	157,975,512	₱4.8/share	January 8, 2018	(8)
December 31,2018	568,711,842			2004
Deduct: Movement	–			(5)
December 31,2019	568,711,842			1,999
Deduct: Movement	–			(1)
December 31,2020	568,711,842			1,998
Deduct: Movement	–			(5)
December 31,2021	568,711,842			1,993
Deduct: Movement	–			(2)
December 31,2022	568,711,842			1,991
Deduct: Movement				(4)
March 31,2023	568,711,842			1,987

On July 26, 2017, at the BOD meeting, the Parent Company was authorized to raise approximately one billion pesos (₱1,000,000,000) in capital, by offering and issuing to all eligible stockholders as of record date, the rights to subscribe up to all of the existing unissued common shares of the Parent Company (“Stock Rights Offer”).

On September 29, 2017, the Parent Company filed its application for the listing and trading of rights shares with the PSE. On December 13, 2017, the PSE approved the application to list the Rights Shares.

The rights offer entitled eligible stockholders as of record date of January 12, 2018 to subscribe to one rights share for every 2.6 shares held at an offer price of ₱4.80 per share.

The rights offer was undertaken on January 22 to 26, 2018. Following the close of the offer period, the Parent Company successfully completed the stock rights offer for 157,975,512 common shares with gross proceeds of ₱758.28 million and was subsequently listed on the PSE on February 2, 2018.

The proceeds from the stock rights offer were used for the development and expansion plans of the Group’s renewable energy projects, general corporate requirements, and payments of loans and the related interest.

Cumulative Translation Adjustment
In 2018, because of the change in business circumstances of the Parent Company, management changed its functional currency from United States Dollar (USD) to PHP effective January 31, 2018. All resulting exchange differences in the remeasurement of USD balances to PHP balances were recognized as ‘Cumulative Translation Adjustment’.

Equity Reserve
On June 9, 2015, PetroEnergy sold its 10% interest in PetroGreen to EEIPC, bringing down its ownership in PetroGreen from 100% to 90%. The transaction was accounted as an equity transaction since there was no change in control.

On October 14, 2022, PetroGreen issued 363,244,840 shares to Kyuden (Note 25) thereby decreasing PetroEnergy's ownership interest in PetroGreen from 90% to 76.92%. On January 10, 2023, PetroGreen issued another 349,006,880 shares to Kyuden (Note 25) which eventually decreased PetroEnergy's ownership interest in PetroGreen from 76.92% to 67.50%. These transactions with Kyuden were accounted as an equity transaction since there was no loss of control.

Equity reserves recognized under equity attributable to owners of PetroEnergy as a result of changes in PetroEnergy's ownership interest in PetroGreen are summarized as follows:

	09-Jun-2015	**14-Oct-2022**	**10-Jan-2023**	**Total**
Consideration received from NCI	₱206,000,000	₱1,687,431,477	₱1,634,762,580	₱3,528,194,057
Carrying amount of NCI sold	(125,950,762)	(1,030,763,729)	(1,194,405,409)	(2,351,119,900)
Excess of consideration received recognized in equity	**₱80,049,238**	**₱656,667,748**	**₱440,357,171**	**₱1,177,074,157**

As of March 31, 2023 and December 31, 2022, the balance of equity reserve account amounts to ₱1,177 million and ₱736.71 million, respectively.

Deposit for Stock Subscription
This account represents the balance of the escrow fund related to Kyuden's Share Subscription Agreement for a total of ₱3,369,500,000 representing 712,251,720 shares in PetroGreen. Upon "Initial Closing" date, ₱1,718,445,000 was converted into equity in PetroGreen. As of December 31, 2022 the remaining escrow fund balance amounts to ₱1,651,055,000 which was later on released and converted into equity upon "Second Closing" on January 10, 2023 under the Subscription Agreement (see Note 25).

Capital Management
The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may increase its debt from creditors, adjust the dividend payment to shareholders or issue new shares.

As of March 31, 2023 and December 31, 2022, the Group analyzes its capital structure primarily though the debt-to-equity ratio, which is total liabilities divided by total equity.

The Group's sources of capital as of March 31, 2023 and December 31, 2022 are as follows:

	Unaudited	Audited
	31-Mar-2023	31-Dec-2022
Loans payable	**₱3,323,440,665**	₱3,477,929,052
Capital stock	**568,711,842**	568,711,842
Additional paid-in capital	**2,156,679,049**	2,156,679,049
Retained earnings	**3,355,224,738**	3,182,613,298
Equity reserve	**1,177,074,157**	736,716,986
	₱10,581,130,451	₱10,122,650,227

The table below demonstrates the debt-to-equity ratio of the Group as of March 31, 2023 and December 31, 2022:

	Unaudited	Audited
	31-Mar-2023	31-Dec-2022
Total liabilities	**₱4,262,130,637**	₱4,442,489,721
Total equity	**12,700,699,178**	12,377,322,378
Debt-to-equity ratio	**0.34:1**	0.36:1

Based on the Group's assessment, the capital management objectives were met on March 31, 2023 and December 31, 2022.

21. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control or common significant influence (referred to as 'Affiliates'). Related parties may be individuals or corporate entities.

Significant transactions with related parties are as follows:

	Transactions for the Period		**Outstanding Balance Receivables (Payables)**		**Terms and**
Related Party/Nature	**31-Mar-23**	31-Dec-22	**31-Mar-23**	31-Dec-22	**Conditions**
Investor					
House of Investments, Inc					
Internal audit services	**₱218,400**	₱873,600	**(₱72,800)**	(₱509,600)	Note a
Joint Venture					
PetroWind					
Rental income	**214,286**	857,143	**152,857**	–	Note b
Timewriting fee	**4,154,954**	16,199,133	**4,570,449**	4,615,734	Note c
Management income	**500,000**	2,000,000	**161,667**	–	Note c
Advances – receivable	**2,123,810**	9,764,078	**2,375,801**	340,792	Note d
Advances – payables	–	56,160	**(56,160)**	(56,160)	Note d
			7,204,614	4,900,366	
Affiliate					
AC Energy Corporation (ACEN)					
Electricity sales	**260,414,263**	823,196,490	**97,894,778**	102,355,875	Note e
Pass-on Wheeling, Ancillary & Transmission Charges	**10,846,739**	129,112,773	**60,125,974**	60,180,225	Note e
			158,020,752	162,536,100	
Affiliate					
EEI Power Corporation					
Other income	**₱-**	₱610,000	**₱683,200**	₱683,200	Note f
Affiliate					
LIPCO					
Land lease	–	34,513,550	–	–	Note g

Related Party/Nature	Transactions for the Period 31-Mar-23	31-Dec-22	Outstanding Balance Receivables (Payables) 31-Mar-23	31-Dec-22	Terms and Conditions
Affiliate					
Enrique T. Yuchengco, Inc.					
Rental income	**202,818**	906,884	820,407	593,251	Note j

a. PetroEnergy has an Internal Audit Engagement arrangement with House of Investments, Inc. (HI). These are non-interest bearing and are due and demandable.

b. PetroGreen charges rental fees to PetroWind amounting to ₱71,429 every month. These are non-interest bearing and payable when due and demandable.

c. Timewriting fees are charged by PetroGreen for accounting, legal management and other support services rendered to PetroWind. Management income refers to charges by PetroEnergy to PetroWind. These are non-interest bearing and are due and demandable.

d. Advances represent reimbursements of costs and expenses.

e. Electricity sales, wheeling, transmission and IEMOP transaction-related pass-on charges to ACEN (formerly PHINMA) are pursuant to the Electricity Supply Agreement. This is due and payable on the last business day of the month succeeding the billing period and non-interest bearing if paid within the due date.

f. PetroGreen charged EEI Power Corporation (EEIPC) amounting to ₱550,000 plus VAT representing charges for the equity valuation study.

g. The Group leased 77 hectares of land area from LIPCO (Note 14). These are non-interest bearing and payable when due and demandable.

h. On November 12, 2015, PetroSolar entered into a ₱2.6 billion OLSA with PNB and DBP. PetroGreen and EEIPC signed as the third party mortgagors and pledgors (see Note 18).

i. PetroWind executed an OLSA with DBP for a loan facility amounting to ₱3.0 billion. PetroEnergy signed as guarantor and PetroGreen signed as guarantor, pledgor and third-party mortgagor (see Note 18).

j. On April 29, 2021, PGEC completed its first commercial and industrial (C&I) rooftop solar power project for the Enrique T. Yuchengco Bldg. in Binondo, Manila.

The building owner E.T. Yuchengco Inc. (ETY) and project owner PGEC signed a 15-year Rent-to-Own Agreement for a 140.8-kWp solar rooftop facility last January 14, 2021. The rental period commenced upon the project's completion in April 2021. After said 15-year cooperation period, PGEC will turn-over the said rooftop solar facility to ETY free of charge.

22. **Financial Instruments**

The Group's principal financial instruments include cash and cash equivalents, short-term investments, financial assets at FVTPL, receivables, restricted cash, loans payable, accounts payable, accrued expenses and dividends payable. The main purpose of these financial instruments is to fund the Group's working capital requirements.

Categories and Fair Values of Financial Instruments
As of March 31 2023 and December 31, 2022, the carrying amounts of the Group's financial assets and financial liabilities approximate their fair values except for loans payable and lease liabilities. The fair value of the loans payable as of December 31, 2022 amounted to ₱3.49 billion compared to their carrying value of ₱3.48 billion.

The methods and assumptions used by the Group in estimating the fair value of financial instruments are:

Financial instruments	**Considerations**
Cash and cash equivalents, short-term investments, restricted cash, receivables, accounts payable and accrued expenses, and short-term loans payable	Due to the short-term nature of the instruments, carrying amounts approximate fair values as at the reporting date.
Equity securities	Fair values are based on published quoted prices (Level 1).
Golf club shares	Fair values are based on quoted market prices at reporting date (Level 1).
Long-term loans payable	Fair value is based on the discounted value of expected future cash flows using the applicable interest rate for similar type of instruments. The fair value is derived using the prevailing PH BVAL rate in 2022 and 2021.
Lease liabilities	Estimated fair value is based on the discounted value of future cash flows using the prevailing PH BVAL rate.

The fair value is based on the source of valuation as outlined below:

- quoted prices in active markets for identical assets or liabilities (Level 1);
- those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly (Level 2); and
- those with inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

In March 31, 2023 and December 31, 2022, there were no transfers of financial instruments among all levels.

Financial Risk Management Objectives and Policies
The Group manages and maintains its own portfolio of financial instruments in order to fund its own operations and capital expenditures. Inherent in using these financial instruments are the following risks on liquidity, market and credit.

Financial Risks
The main financial risks arising from the Group's financial instruments are liquidity risk, market risk and credit risk.

a. Liquidity Risk
Liquidity risk is the risk that the Group is unable to meet its financial obligations when due. The Group monitors its cash flow position and overall liquidity position in assessing its exposure to liquidity risk. The Group maintains a level of cash and cash equivalents deemed sufficient to finance its operations and to mitigate the effects of fluctuation in cash flows. To cover its short-term and long-term funding requirements, the Group obtains funds from various sources including internally generated funds and loans from financial institutions. As of March 31, 2023 and December 31, 2022, the Group has existing credit line facilities from which they can draw funds from (see Note 18).

The tables below summarize the maturity profile of the Group's financial assets and financial liabilities as of March 31, 2023 and December 31, 2022 based on contractual payments:

	31-Mar-23 (Unaudited)			
	On demand	**1 year or less**	**More than 1 year**	**Total**
Financial Assets				
Financial assets at FVTPL	**₱7,145,746**	**₱–**	**₱–**	**₱7,145,746**
Financial assets at amortized cost:				
Cash and cash equivalents	**1,687,055,733**	–	–	**1,687,055,733**
Short-term investments	–	**2,575,286,425**	–	**2,575,286,425**
Accounts receivable	**26,573,403**	**385,682,883**	–	**412,256,286**
Other receivables	**3,526,249**	–	–	**3,526,249**
Interest receivable	**43,782,947**	–	–	**43,782,947**
Refundable deposits	–	**448,721**	**5,351,806**	**5,800,527**
Restricted cash	–	**335,589,896**	**35,762,733**	**371,352,629**
	1,768,084,078	**3,297,007,925**	**41,114,539**	**5,106,206,542**
Financial Liabilities				
Financial liabilities at amortized cost:				
Loans payable	–	**791,730,980**	**2,531,709,685**	**3,323,440,665**
Lease liabilities	–	**29,506,086**	**309,753,594**	**339,259,680**
Accounts payable and accrued expenses	**494,923,075**	–	–	**494,923,075**
	494,923,075	**821,237,066**	**2,841,463,279**	**4,157,623,420**
Net financial assets (liabilities)	**₱1,244,007,926**	**₱2,090,307,566**	**(₱3,096,491,429)**	**₱237,824,063**

	31-Dec-22 (Audited)			
	On demand	1 year or less	More than 1 year	Total
Financial Assets				
Financial assets at FVTPL	₱7,540,090	₱–	₱–	₱7,540,090
Financial assets at amortized cost:				
Cash and cash equivalents	1,677,231,584	–	–	1,677,231,584
Short-term investments	–	946,044,355	–	946,044,355
Accounts receivable	26,063,483	401,797,633	–	427,861,116
Other receivables	3,526,249	–	–	3,526,249
Interest receivable	23,487,736	–	–	23,487,736
Refundable deposits	–	449,351	5,323,862	5,773,213
Restricted cash	–	2,063,387,986	31,451,424	2,094,839,410
	1,737,849,142	3,411,679,325	36,775,286	5,186,303,753
Financial Liabilities				
Financial liabilities at amortized cost:				
Loans payable**	–	1,171,962,383	2,483,851,603	3,655,813,986
Lease liabilities	–	34,737,976	653,754,365	688,492,341
Accounts payable and accrued expenses*	524,076,152	–	–	524,076,152
	524,076,152	1,206,700,359	3,137,605,968	4,868,382,479
Net financial assets (liabilities)	₱1,213,772,990	₱2,204,978,966	(₱3,100,830,682)	₱317,921,274

**Excluding statutory payables*
***Includes future interest payments*

b. *Market Risk*

Market risk is the risk of loss on future earnings, on fair values or on future cash flows that may result from changes in market prices. The value of a financial instrument may change as a result of changes in equity prices, foreign currency exchanges rates, interest rates and other market changes.

Foreign Exchange Risk

Foreign currency risk is the risk that the value of the Group's financial instruments denominated other than the Group's functional currency diminishes due to unfavorable changes in foreign exchange rates. The Group's transactional currency exposures arise from cash and cash equivalents, receivables and accounts payable and accrued expenses.

The Group's foreign currency-denominated financial instruments as of March 31, 2023 and December 31, 2022 are as follows:

	31-Mar-22 (Unaudited)		31-Dec-22 (Audited)	
	US Dollar	**Peso Equivalent**	US Dollar	Peso Equivalent
Financial assets				
Cash and cash equivalents	**$2,418,876**	**₱131,656,999**	$2,316,003	₱129,974,085
Receivables	**–**	**–**	674,774	37,868,318
Restricted Cash	**1,029,947**	**56,058,980**	933,326	52,378,235
	3,448,823	**187,715,979**	3,924,103	220,220,638
Financial liabilities				
Accounts payable and accrued expenses	**1,183,960**	**64,441,754**	1,187,125	66,621,466
Net exposure	**$2,264,863**	**₱123,274,225**	$2,736,978	₱153,599,172

As of March 31, 2023 and December 31, 2022, the exchange rates used for conversion are ₱54.429 and ₱56.120 per $1, respectively.

There is no other impact on the Group's equity other than those already affecting income before income tax.

Interest Rate Risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's loans payable. Interest rate of loans payable is fixed for the first five (5) years or first seven (7) years and will be repriced thereafter.

There is no other impact on the Group's equity other than those already affecting income before income tax.

c. *Credit Risk*

Credit risk is the possibility of loss for the Group if its receivable counterparties fail to discharge their contractual obligations. With respect to credit risk arising from the other financial assets of the Group, which comprise of cash and cash equivalents, short-term investments, receivables, financial assets at FVTPL, and restricted cash, the Group's exposure to credit risk could arise from default of the counterparty.

The Group trades only with recognized, creditworthy third parties. However, the Group's credit risk exposure is concentrated on a few counterparties as inherent in the oil exploration and production and renewable energy businesses. The Group has a well-defined credit policy and established credit procedures. In addition, receivable balances are being monitored on a regular basis to ensure timely execution of necessary intervention efforts.

The table below summarizes the Group's gross maximum credit risk exposure from its financial instruments and contract asset. These amounts are gross of collateral and credit enhancements, but net of any amounts offset and allowance for impairment losses:

	31-Mar-23	31-Dec-22
Financial assets:		
Cash in banks and cash equivalents	**₱1,683,021,733**	₱1,673,197,584
Short-term investments	**2,575,286,425**	946,044,355
Receivables	**459,565,482**	452,192,649
Financial assets at FVTPL	**7,145,746**	7,540,090
Refundable deposits	**5,800,527**	5,323,862
Restricted cash	**371,352,629**	2,094,839,410
Contract asset	**311,172,896**	296,358,490
	₱5,413,345,438	₱5,475,496,440

An impairment analysis is performed at each reporting date using a provision matrix to measure ECL. The mechanics of the ECL calculations and the key elements are, as follows:

a. *Probability of default (PD)* is an estimate of the likelihood of default over a given time horizon.
b. *Exposure at default (EAD)* is an estimate of the exposure at a future default date taking into account expected changes in the exposure after the reporting date.
c. *Loss given default (LGD)* is an estimate of the loss arising in the case where a default occurs at a given time.

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

The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material.

The table below shows the aging by class of asset for the Group's financial assets and contract asset as of March 31, 2023 and December 31, 2022:

	31-Mar-23 (Unaudited)			
	Current (High grade)	**More than 90 days (Standard grade)**	**Credit impaired**	**Total**
Financial assets:				
Cash and cash equivalents*	**₱1,683,021,733**	**₱–**	**₱–**	**₱1,683,021,733**
Short-term investments	**2,575,286,425**	**–**	**–**	**2,575,286,425**
Accounts receivable	**412,256,286**	**–**	**2,682,452**	**414,938,738**
Other receivables	**3,526,249**	**–**	**–**	**3,526,249**

Interest receivable	**43,782,947**	**–**	**–**	**43,782,947**
Financial assets at FVTPL	**7,145,746**	**–**	**–**	**7,145,746**
Refundable deposits	**5,800,527**	**–**	**–**	**5,773,213**
Restricted cash	**371,352,629**	**–**	**–**	**371,352,629**
Contract asset	**311,172,896**	**–**	**–**	**311,172,896**
	₱5,413,345,438	**₱–**	**₱2,682,452**	**₱5,416,000,576**

	31-Dec-22 (Audited)			
	Current (High grade)	More than 90 days (Standard grade)	Credit impaired	Total
Financial assets:				
Cash and cash equivalents*	₱1,673,197,584	₱–	₱–	₱1,673,197,584
Short-term investments	946,044,355	–	–	946,044,355
Accounts receivable	425,178,664	–	2,682,452	427,861,116
Other receivables	3,526,249	–	–	3,526,249
Interest receivable	23,487,736	–	–	23,487,736
Financial assets at FVTPL	7,540,090	–	–	7,540,090
Refundable deposits	5,773,213	–	–	5,773,213
Restricted cash	2,094,839,410	–	–	2,094,839,410
Contract asset	296,358,490	–	–	296,358,490
	₱5,475,945,791	₱–	₱2,682,452	₱5,478,628,243

**excluding cash on hand*

Financial assets are classified as high grade if the counterparties are not expected to default in settling their obligations. Thus, credit risk exposure is minimal. Financial assets are classified as a standard grade if the counterparties settle their obligation with the Group with tolerable delays. Low grade accounts are accounts, which have probability of impairment based on historical trend. These accounts show propensity of default in payment despite regular follow-up actions and extended payment terms. The Group's cash in banks, cash equivalents, accounts receivable, interest receivable and restricted cash have high grade credit quality.

23. Segment Information

For management purposes, the Group is organized into business units based on their products and has four reportable segments as follows:

- The oil production segment is engaged in the oil and mineral exploration, development and production.
- The geothermal energy segment develops and operates geothermal steamfields and power plants.
- The solar energy segment carries out solar energy operations of the Group.
- Other activities pertain to research and investment activities.

No operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

	31-Mar-23 (Unaudited)					
	Oil Production	**Geothermal Energy**	**Solar Energy**	**Other Activities**	**Elimination**	**Consolidated**
Segment revenue	**₱90,756,711**	**₱275,600,141**	**₱241,218,961**	**₱–**	**₱–**	**₱607,575,813**
Net income (loss)	**22,099,901**	**92,873,014**	**141,104,865**	**83,425,728**	**165,713**	**339,669,221**
Other comprehensive income (loss)	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**
Other information:						
Segment assets except deferred tax assets	**₱3,581,507,906**	**₱5,749,350,388**	**₱4,306,591,437**	**₱6,134,535,964**	**(₱2,820,268,883)**	**₱16,951,716,812**
Deferred tax assets - net	**₱6,539,828**	**₱1,809,192**	**₱2,763,983**			**₱11,113,003**
Segment liabilities except deferred tax liabilities	**₱227,468,433**	**₱2,345,362,055**	**₱1,433,510,528**	**₱276,168,663**	**(₱20,379,042)**	**₱4,262,130,637**
Deferred tax liabilities - net	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**	**₱–**
Provision for (benefit from) income tax	**₱504,755**	**₱6,642,495**	**₱6,264,141**	**₱117,128**	**₱–**	**₱13,528,519**

	31-Dec-2022 (Audited)					
	Oil Production	Geothermal Energy	Solar Energy	Other Activities	Elimination	Consolidated
Segment revenue	₱726,054,533	₱952,309,263	₱872,735,258	₱–	₱–	₱2,551,099,055
Net income (loss)	226,622,580	146,845,509	459,345,015	216,801,086	(186,537,152)	863,077,038
Other comprehensive income (loss)	6,865,326	2,179,169	437,411	947,907	–	10,429,813
Other information:						
Segment assets except deferred tax assets	₱3,745,736,291	₱5,687,240,312	₱4,132,932,701	₱6,143,372,796	(₱2,900,391,814)	₱16,808,890,286
Deferred tax assets - net	₱6,539,828	₱1,809,192	₱2,578,909	₱–	₱–	₱10,927,929
Segment liabilities except deferred tax liabilities	₱413,796,718	₱2,376,124,993	₱1,400,771,566	₱270,625,881	(₱18,823,341)	₱4,442,495,817
Deferred tax liabilities - net	₱–	₱–	₱–	₱–	₱–	₱–
Provision for (benefit from) income tax	₱2,997,940	₱15,707,772	₱19,431,127	₱456,037	₱–	₱38,592,876

InterGroup investments, revenues and expenses are eliminated during consolidation.

24. Basic/Diluted Earnings Per Share

The computation of the Group's earnings per share follows:

	Unaudited 31-Mar-2023	Unaudited 31-Mar-2022	Audited 31-Dec-2022
Net income attributable to equity holders of the Parent Company	**₱172,611,440**	₱176,957,400	₱548,523,247
Weighted average number of shares	**568,711,842**	568,711,842	568,711,842
Basic/diluted earnings per share	**₱0.3035**	₱0.3112	₱0.9645

Earnings per share are calculated using the net income attributable to equity holders of the Parent Company divided by the weighted average number of shares.

PERC does not have potentially dilutive common stock.

25. **Non-controlling Interests**

As of March 31, 2023 and December 31, 2022, the accumulated balances of and net income attributable to non-controlling interests are as follows:

	Unaudited	Audited
	31-Mar-2023	31-Dec-2022
Accumulated balances of non-controlling interests:		
PetroSolar	**₱1,265,371,753**	₱1,203,285,619
MGI	**1,192,029,134**	1,159,523,579
PetroGreen	**2,867,083,402**	1,600,211,911
	₱5,324,484,289	₱3,963,021,109

	Unaudited	Audited
	31-Mar-2023	31-Dec-2022
Net income attributable to non-controlling interests:		
PetroSolar	**₱62,086,141**	₱202,111,799
MGI	**32,505,555**	51,395,928
PetroGreen	**72,466,085**	61,046,054
	₱167,057,781	₱314,553,781

Dividends paid to non-controlling interests amounted to nil and ₱122.80 million as of March 31, 2023 and December 31, 2022, respectively.

Increase in non-controlling interests from stock issuances

PetroGreen
December 31, 2022
In September 2022, PetroGreen, PetroEnergy and Kyuden International Corporation (Kyuden), a wholly-owned subsidiary of Japan's Kyushu Electric Power Co., Inc., executed the Subscription Agreement and Shareholders' Agreement. Pursuant to the said documents, PetroGreen will issue 712,251,720 shares in two tranches in favor of Kyuden equivalent to 25% ownership interest in PetroGreen upon completion of the conditions precedent for the transaction.

In October 2022, PetroGreen received from Kyuden the payment for the subscription amounting to ₱3.37 billion, which is maintained in an escrow fund with a bank to be release based on the terms of the escrow agreement.

On October 14, 2022, transaction for the "Initial Closing" was completed. The subscription amount of ₱1.72 billion was released from the escrow account and the 363,244,840 shares coming from unissued shares of PetroGreen was issued in favor of Kyuden representing 14.53% ownership interest in PetroGreen.

On November 18, 2022, another ₱21.81 million was released from the escrow account representing the required 25% payment of the 25% subscribed shares for the increase in PetroGreen's authorized capital stock as part of the "Pre-Approval Second Closing". On December 14, 2022, SEC approved the application for increase in authorized capital stock from 2,500,000,000 shares at ₱1.0 par value to 2,849,006,880 shares with same par value.

As of December 31, 2022, the "Second Closing" under the Subscription Agreement is not yet completed since the fulfilment of the Conditions Precedent and the payment/release of the ₱1.63 billion remaining escrow fund was completed only on January 10, 2023. Effectively, Kyuden has 14.53% equity ownership in PetroGreen as of December 31, 2022. This resulted in an increase in non-controlling interest as of December 31, 2022 (see Note 20).

The amount of ₱1.65 billion representing the subscription amount for the "Pre-approval Second Closing" and "Second Closing" transactions are presented as separate line item as Deposit for Stock Subscription under the 2022 Equity section.

On January 10, 2023, the date of "Second Closing", the remaining balance of the escrow account amounting to ₱1.63 billion was released and the stock certificate for the 349,006,880 subject shares was issued in favor of Kyuden. After the Second Closing on January 10, 2023, Kyuden already holds 25% ownership interest in PetroGreen.

PetroSolar
On March 28, 2022, the BOD and Stockholders approved the increase in PetroSolar's authorized capital stock from ₱1,800,000,000 consisting of 18,000,000 shares at ₱100 par value per share, to ₱1,900,000,000 consisting of 19,000,000 shares at ₱100 par value per share. In compliance with Sec. 37 of the Revised Corporation Code, 25% or 250,000 shares of the authorized capital stock increase must be subscribed, and 25% or 62,500 shares of the subscribed capital stock must be paid up. Of the total subscribed capital stock amounting to ₱25,000,000, cash amounting to ₱6,250,000 equivalent to 62,500 shares was received by PetroSolar on April 6, 2022 as subscription payment for the proposed increase in authorized capital stock. PetroSolar filed its application for the approval of the proposed increase in authorized capital stock with the SEC on May 23, 2022. The said application was approved by the SEC on May 30, 2022. Upon approval, the 62,500 shares subscribed were treated as outstanding shares.

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26. Others

a. The Interim Financial Report (March 31, 2023) is in compliance with generally accepted accounting principles.

b. The same policies and methods of computation were followed in the preparation of the interim financial report compared to the December 31, 2021 Consolidated Audited Financial Statements.

c. No unusual item or items affected the assets, liabilities, equity and cash flows of the March 31, 2023 Financial Statements.

d. Earnings per share is presented in the face of the unaudited statements of income for the period ended March 31, 2023 and December 31, 2022.

e. No significant events happened during the quarter that will affect the March 31, 2023 Unaudited Financial Statements.

f. There are no seasonal aspects that had a material effect on the financial condition or results of operation of the Company.

g. There is no foreseeable event that will trigger direct or contingent financial obligation that is material to the Company, including any default of accelerated obligation.

h. There are no material off-balance sheet transactions, arrangements, obligations and other relationships of the Company with other entities or persons that were created during the period.

i. There are no changes in estimates of amounts reported in prior periods of the current financial year or changes in estimates of amounts reported in prior financial years that could have material effect in the current period.

j. Our Company has no contingent liabilities or assets during the period.

Item 2. Management's Discussion and Analysis or Plan of Operation

PART I – Management's Discussion and Analysis (Amounts are in Philippine Peso (P))

1. **Consolidated Financial Position (March 31, 2023 and December 31, 2022)**

	31-Mar-23	31-Dec-22	% Change	% of Total Assets
ASSETS				
Cash and cash equivalents	₱1,687,055,733	₱1,677,231,584	0.59%	9.95%
Short term investments	2,575,286,425	946,044,355	172.22%	15.18%
Restricted cash	335,589,896	2,063,387,986	-83.74%	1.98%
Receivables	459,565,482	452,192,649	1.63%	2.71%
Financial assets at fair value through profit and loss (FVTPL)	7,145,746	7,540,090	-5.23%	0.04%
Crude oil inventory	76,061,522	14,437,192	426.84%	0.45%
Contract Assets - current portion	17,734,939	21,949,016	-19.20%	0.10%
Other current assets	209,175,979	165,279,803	26.56%	1.23%
Property and equipment-net	8,158,422,721	8,196,897,057	-0.47%	48.10%
Deferred oil exploration cost	355,951,118	311,883,011	14.13%	2.10%
Contract assets - noncurrent portion	293,437,957	274,409,474	6.93%	1.73%
Investment in a joint venture	1,934,317,304	1,877,522,983	3.02%	11.40%
Right of use of asset	340,580,472	342,614,655	-0.59%	2.01%
Deferred tax assets-net	11,113,003	10,927,929	1.69%	0.07%
Investment properties-net	1,611,533	1,611,533	0.00%	0.01%
Other noncurrent assets	499,779,985	455,882,782	9.63%	2.95%
TOTAL ASSETS	**₱16,962,829,815**	**₱16,819,812,099**	0.85%	100.00%
LIABILITIES AND EQUITY				
Accounts payable and accrued expenses	504,024,564	551,463,206	-8.60%	2.97%
Loans payable - current	791,730,980	947,144,643	-16.41%	4.67%
Lease liabilities-current	29,506,086	22,734,502	29.79%	0.17%
Income tax payable	19,086,864	5,995,154	218.37%	0.11%
Loans payable - net of current portion	2,531,709,685	2,530,784,409	0.04%	14.93%
Lease liabilities - net of current portion	309,753,594	306,059,838	1.21%	1.83%
Asset retirement obligation	66,770,378	66,230,330	0.82%	0.39%
Other noncurrent liability	9,548,486	12,077,639	-20.94%	0.06%
TOTAL LIABILITIES	**₱4,262,130,637**	**₱4,442,489,721**	-4.06%	25.13%
EQUITY				
Attributable to equity holders of the Parent Company	7,376,214,889	6,763,246,278	9.06%	43.48%
Non-controlling interest	5,324,484,289	3,963,021,100	34.35%	31.39%
Deposit for future stock subscription	-	1,651,055,000	-100.00%	0.00%
TOTAL EQUITY	**₱12,700,699,178**	**₱12,377,322,378**	2.61%	74.87%
TOTAL LIABILITIES AND EQUITY	**₱16,962,829,815**	**₱16,819,812,099**	0.85%	100.00%

Total assets amounted to ₱16.963 billion and ₱16.820 billion as of March 31, 2023 and December 31, 2022, respectively. Book value is at ₱12.97/share from ₱11.89/share.

Cash and cash equivalents consist of cash on hand, cash in banks and money market placements with original maturities of not more than three months. The 0.59% net increase from ₱1.677 billion as of December 31, 2022 to ₱1.687 billion as of March 31, 2023 is mainly due to collections from electricity sales and oil lifting proceeds, net of payments for loan principal, interest and working capital requirements for the period.

Short term investments with maturities of more than three months increased by 172.22% due to additional money market placements from the proceeds of the Second Final Closing of Kyuden International Corporation (Kyuden) share subscription on January 10, 2023.

Restricted cash decreased as a result of release of the escrow account relating to Kyuden share subscription. Restricted cash pertaining to subsidiaries' debt service payment and reserve account also decreased due to payment of loans. In addition, the Parent Company's share in the escrow funds related to Etame Abandonment Fund has also been used for payment of FPSO decommissioning and Etame Field Asset Retirement Obligations.

The **Receivables** account mainly consists of receivables from electricity sales and lifting/sales of crude oil revenue, with interest income as minor component. The 1.63% increase is essentially attributable to higher interest receivable from short-term investments.

Financial assets at fair value through profit and loss (FVPL) amounted to ₱7.146 million and ₱7.540 million as of March 31, 2023 and December 31, 2022, respectively. The market prices of the portfolio are maintained resulting in minimal change in the account.

Crude oil inventory increased due to higher number of barrels left unsold during the period.

Contract Assets – current and non-current portion pertains to PSC's receivable from TransCo on FIT arrears, which is currently recorded at net present value since this will be collected over five (5) years. PSC's collection started in 2022. The decrease is mainly due to the collection of FIT arrears adjustment for TSPP1 for the period. Non-current portion increased due to additional set-up of the FIT arrears adjustment for TSPP1 for the period.

Other current assets consist of supplies inventory, prepaid expenses, and other current assets. The bulk of the net increase of 26.56% is mainly due to set-up of prepaid expenses for insurance, and real property taxes and business permits to be amortized over the year.

Property, plant and equipment (PPE) amounted to ₱8.158 billion and ₱8.197 billion as of March 31, 2023 and December 31, 2022, respectively. The 0.47% net decrease is mainly due to the continuous depreciation of the Renewable Energy Power Plants, and other assets, and depletion of oil assets.

Deferred oil exploration cost increased by 14.13% resulting from the continuous development of the Gabon oil field.

Investment in a joint venture refers to the 40.00% shareholdings in PWEI and investment in three newly incorporated special purpose vehicles namely: BuhaWind Energy Northern Luzon Corporation, BuhaWind Energy Northern Mindoro Corporation and BuhaWind Energy East Panay Corporation. Bulk of the 3.02% net increase from ₱1.877 billion to ₱1.934 billion pertains to the Group's share in net income generated by PWEI during the period.

Right of use of asset and lease Liabilities – these resulted from the first time adoption of the new PFRS 16 – leases in 2019. Please refer to Note 14 of the Consolidated AFS. The 0.59% decline pertains to the amortization of the account during the period.

Deferred tax assets – net occurs due to timing differences in recognizing temporary deductible expenses and temporary taxable revenues such as accrued profit share, accretion expenses, accrued retirement liability, provision for probable losses, unrealized gains or losses and change in crude oil inventory. As of March 31, 2023 and December 31, 2022, this amounted to ₱11.113 million and ₱10.928 million, respectively. The net increase pertains to movements of the temporary deductible expenses and temporary taxable revenues during the period.

The Investment properties-net account remains the same as of March 30, 2023.

Other non-current assets amounted to ₱499.780 million and ₱455.883 million as of March 30, 2023 and December 31, 2022, respectively. The 9.63% net increase is mainly due to the additions to Deferred Development Cost related to the exploration, development, production and expansion of various renewable energy projects.

Accounts payable and accrued expenses decreased by 8.60% mainly due to payment of accruals of payables to contractors and suppliers.

Current portion of loan payable decreased by 16.41% due to payment of loan principal during the period.

Loans payable – net of current portion increased by 0.04% due to amortization of the deferred financing cost during the period.

Lease liabilities – current and non-current movement is mainly due to the interest recognized during the period.

The increase in the **Income tax payable** account mainly pertains to additional set-up of provision during the period.

Asset retirement obligation amounted to ₱66.770 million and ₱66.230 million as of March 31, 2023 and December 31, 2022, respectively. The 0.82% minimal increase mainly pertains to accretion made during the period.

Other non-current liabilities pertains to the Group's accrued retirement liability account. The net decrease of 20.94% is mainly due to payment for retirement funds during the period.

Equity attributable to equity holders of the Parent Company amounted to ₱7.376 billion or ₱12.97 book value per share and ₱6.763 billion or ₱11.89 book value per share, as of March 31, 2023 and December 31, 2022, respectively. Bulk of the increase is mainly due to equity reserve (excess of consideration over carrying value of NCI sold) related to Kyuden investment. The increase total Equity is mainly due to continuous income generation from the Renewable Energy Operations and Oil operations.

Non-controlling interest (NCI) pertains to the following:
- 7.50% share of EEIPC in PetroGreen as of March 31, 2023; 10% as of March 31, 2022
- 25.00% share of Kyuden in PetroGreen as of December 31, 2022; nil as of March 31, 2022
- 25% direct share of Trans-Asia, the 10% direct share of PNOC-RC, and indirect share of Kyuden and EEIPC (32.50% of the 65% of PGEC) in MGI;
- 44% direct share of EEIPC, and indirect share of Kyuden and EEIPC (32.50% of 56% share of PGEC) in PSC;

Non-controlling interest increased by 34.35% from ₱3.963 billion to ₱5.324 billion due to additional stock issuance to Kyuden and accumulated share in net income from RE projects.

Deposit for future stock subscription as of December 31, 2022 pertains to the balance of the Kyuden's subscription amount after deducting the subject shares for the Initial Closing. This account was converted into shares after the completion of the Second Final Closing on January 10, 2023.

2. Consolidated Financial Performance (as of March 31, 2023 and as of March 31, 2022)

	Unaudited		% Change	% to Total Revenues
	31-Mar-23	31-Mar-22		
REVENUES				
Electricity sales	501,633,224	425,026,400	18.02%	82.56%
Oil revenues	90,756,711	152,616,468	-40.53%	14.94%
Other revenues	15,185,878	14,508,584	4.67%	2.50%
	607,575,813	592,151,452	2.60%	100.00%
COST OF SALES				
Cost of sales - Electricity	188,802,590	186,142,493	1.43%	31.07%
Oil production operating expenses	102,995,554	86,942,657	18.46%	16.95%
Change in crude oil inventory	(61,624,330)	(34,618,337)	78.01%	-10.14%
Cost of sales - Others	14,912,083	14,359,867		
	245,085,897	252,826,680	-3.06%	40.34%
GROSS INCOME	362,489,916	339,324,772	6.83%	59.66%
GENERAL AND ADMINISTRATIVE EXPENSES	42,211,108	37,802,772	11.66%	6.95%
OTHER INCOME (CHARGES)				
Interest income	50,189,062	2,770,494	1711.56%	8.26%
Net unrealized foreign exchange gain (loss)	(3,348,669)	624,488	-636.23%	-0.55%
Net unrealized gain on fair value changes on financial assets at FVPL	(394,344)	449,547	-187.72%	-0.06%
Interest expense	(68,364,221)	(76,806,425)	-10.99%	-11.25%
Accretion expense	(1,799,157)	(856,780)	109.99%	-0.30%
Share in net income of an Associate	52,894,321	49,822,320	6.17%	8.71%
Miscellaneous income (charges)	3,741,940	2,645,642	41.44%	0.62%
	32,918,932	(21,350,714)	-254.18%	5.42%
INCOME BEFORE INCOME TAX	353,197,740	280,171,286	26.06%	58.13%
PROVISION FOR INCOME TAX	13,528,519	27,698,829	-51.16%	2.23%
NET INCOME	339,669,221	252,472,457	34.54%	55.91%
NET INCOME ATTRIBUTATBLE TO:				
Equity Holders of the Parent Company	172,611,440	176,957,400	-2.46%	28.41%
Noncontrolling interest	167,057,781	75,515,057	121.22%	27.50%

The Group's **consolidated net income** amounted to ₱339.669 million and ₱252.472 million for the 1st quarter ending March 31, 2023 and for the same period in 2022. While the **consolidated net income attributable to equity holders of the Parent Company** amounted to ₱172.611 million or ₱0.304 earnings per share for the 1st quarter 2023 as compared with ₱176.957 million or ₱0.311 earnings per share for the same period 2022.

The 34.54% increase in the consolidated net income is mainly due to continuous operation of Maibarara Geothermal Power Plant (MGPP) during the quarter as compared to previous year with scheduled major preventive maintenance in February 2022. Higher interest income also contributed to the increase in total consolidated net income.

The consolidated net income attributable to equity holders of the Parent Company decreased by 2.46% mainly due to the decrease in average crude oil prices (from average $107.95/bbl to average $81.34/bbl).

Revenues:

Electricity sales refer to the electricity power generation from MGPP and TSPP. The 18.02% net increase is mainly due to MGI's scheduled major preventive maintenance in February 2022, none for the current period.

Oil revenues decreased by 40.53% from ₱152.616 million as of March 31, 2022 to ₱90.757 million in March 31, 2022 mainly due to the decline in crude oil price (from average $107.95/bbl to average $81.34/bbl) and lower number of liftings made during the period.

Other revenues pertain to passed on Meralco wheeling and ancillary charges. The increase is mainly due to higher accruals made during the period.

Costs and Expenses:

Costs of electricity sales pertain to the direct costs of generating electricity power including operating and maintenance costs (O&M) of all RE subsidiaries' power plants and and MGI's fluid collection and reinjection system (FCRS), depreciation, and other costs directly attributed to producing electricity.

Oil production operating expenses increased by 18.46% mainly due to increase in personnel costs in Gabon Etame Operations and well workovers during the period.

Any oil produced but not delivered is recognized as crude oil inventory valued at its current crude oil price (net realizable value). The movement in crude oil inventory is presented as **Change in crude oil inventory**.

The negative monetary value of ₱61.624 million as of March 31, 2023 pertains to the increase in the base inventory barrels reckoning from December 31, 2022 of 146,218 bbls to 798,529 bbls. While the negative ₱34.618 million as of March 31, 2022 pertains to the increase in the base inventory barrels reckoning from December 31, 2021 of 147,922 bbls to 340,584 bbls.

General and administrative expenses, Other Income (Charges) and Provision for (Benefit from) Income Tax:

General and administrative expenses (G&A) increased by 11.66% mainly due to higher expenses incurred during the period resulting from increase in number of site visits.

Other income (charges) amounted to ₱32.918 million and (₱21.351 million) as of March 31, 2023 and March 31, 2022, respectively. Below presents the itemized discussion of offsetting changes in other income (charges) – net account.

- 1,711.56% increase in interest income due to higher short-term investments;
- Downturn movement from forex gain of ₱0.624 million to forex loss of ₱3.349 million for the quarter mainly due to conversion of USD accounts to Peso;
- decline in the market prices of the investments in FVPL, from net gain of ₱0.450 million to unrealized loss of ₱0.394 million;
- 10.99% decline in interest expense from ₱76.806 million to ₱68.364 million mainly due to installment payments of loans;
- 6.17% increase in share in Net income of an Associate from ₱49.822 million to ₱52.894 million mainly due to PWEI's higher net income as a result of increased wind speed during the 1st quarter of 2023 compared to same period last year.

- Increase in miscellaneous income is mainly due to PGEC's higher time writing charges to PWEI as a result of more activities.

Provision for (benefit from) income tax:
Provision for income tax current pertains to PSC's tax payable - 5.00% provision for income tax under the PEZA incentives and for MGPP, 10% tax rate, after the income tax holiday (for the M1), which ended last February 8, 2021, as part of its BOI incentives under RE Law. This also includes 1% minimum corporate income tax due for PERC and PGEC. The net decrease in the provision is due to lower taxable income of PERC as a result of utilization of NOLCO as additional deductible expense for the period.

Net Income Attributable to Non-controlling interest (NCI) is computed using the following equity holdings as of March 31, 2023 and March 31, 2022:

- 7.50% share of EEIPC in PetroGreen as of March 31, 2023; 10% as of March 31, 2022
- 25.00% share of Kyuden in PetroGreen as of December 31, 2022; nil as of March 31, 2022
- 25% direct share of Trans-Asia (now AC Energy Corporation), the 10% direct share of PNOC-RC, and indirect share of Kyuden and EEIPC (32.50% of the 65% of PGEC) in MGI;
- 44% direct share of EEIPC, and indirect share of Kyuden and EEIPC (32.50% of 56% share of PGEC) in PSC;

This amounted to ₱167.058 million and ₱75.515 million as of March 31, 2023 and same period 2022.

3. Consolidated Financial Position (March 31, 2023 and March 31, 2022)

	31-Mar-23	31-Mar-22	% Change	% in Total Assets
ASSETS				
Cash and cash equivalents	₱1,687,055,733	₱1,213,396,921	39.04%	9.95%
Short term investments	2,575,286,425	-	100.00%	15.18%
Restricted cash	335,589,896	780,197,555	-56.99%	1.98%
Receivables	459,565,482	472,589,066	-2.76%	2.71%
Financial assets at fair value through profit and loss (FVTPL)	7,145,746	8,036,775	-11.09%	0.04%
Crude oil inventory	76,061,522	47,235,013	61.03%	0.45%
Contract Assets - current portion	17,734,939	1,030,789	100.00%	0.10%
Other current assets	209,175,979	231,346,681	-9.58%	1.23%
Property and equipment-net	8,158,422,721	7,891,320,079	3.38%	48.10%
Deferred oil exploration cost	355,951,118	216,717,350	64.25%	2.10%
Contract assets - net of current portion	293,437,957	240,335,477	22.10%	1.73%
Investment in a joint venture	1,934,317,304	1,784,948,164	8.37%	11.40%
Right of use of asset	340,580,472	357,327,370	-4.69%	2.01%
Deferred tax assets-net	11,113,003	12,480,552	-10.96%	0.07%
Investment properties-net	1,611,533	1,611,533	0.00%	0.01%
Other noncurrent assets	499,779,985	372,429,181	34.19%	2.95%
TOTAl ASSETS	**₱16,962,829,815**	**₱13,631,002,506**	24.44%	100.00%
LIABILITIES AND EQUITY				
Accounts payable and accrued	504,024,564	505,151,952	-0.22%	2.97%
Loans payable - current	791,730,980	840,693,234	-5.82%	4.67%
Lease liabilities-current	29,506,086	13,615,067	116.72%	0.17%
Income tax payable	19,086,864	37,882,335	-49.62%	0.11%
Loans payable - net of current portion	2,531,709,685	3,226,486,980	-21.53%	14.93%
Lease liabilities - net of current portion	309,753,594	325,848,439	-4.94%	1.83%
Asset retirement obligation	66,770,378	95,123,996	-29.81%	0.39%
Other noncurrent liability	9,548,486	19,734,887	-51.62%	0.06%
TOTAL LIABILITIES	**4,262,130,637**	**5,064,536,890**	-15.84%	25.13%
EQUITY				
Attributable to equity holders of the Parent Company	7,376,214,889	5,754,395,222	28.18%	43.48%
Non-controlling interest	5,324,484,289	2,812,070,394	89.34%	31.39%
TOTAL EQUITY	**12,700,699,178**	**8,566,465,616**	48.26%	74.87%
TOTAL LIABILITIES AND EQUITY	**₱16,962,829,815**	**₱13,631,002,506**	24.44%	100.00%

Total assets amounted to ₱16.963 billion and ₱13.631 billion as of March 31, 2023 and March 31, 2022, respectively. Book value increased to ₱12.97/share from ₱10.12/share.

Cash and cash equivalents consist of cash on hand, cash in banks and money market placements with original maturities of not more than three months. The 39.04% net increase from ₱1.213 billion to ₱1.687 billion is mainly due to collections from electricity sales and oil lifting proceeds, net of payments for loan principal, interest and working capital requirements the period.

Short term investments with maturities of more than three months pertain to money market placements from the proceeds of the Second Final Closing of Kyuden's share subscription on January 10, 2023.

Restricted cash decreased due to the payment of loans taken from the debt service payment account.

The **Receivables** account mainly consists of receivables from electricity sales and lifting/sales of crude oil revenue. The 2.76% decrease is mainly due to collection of receivables from electricity sales and lifting proceeds.

Financial assets at fair value through profit and loss (FVPL) decreased by 11.09% from ₱8.037 million to ₱7.146 million mainly due to decline in the market prices of the investment portfolio.

Crude oil inventory increased mainly due to higher crude oil prices of the remaining barrels left unsold.

Contract Assets – current increased mainly due to additional set-up of the FIT arrears during the period.

Other current assets consist of supplies inventory, prepaid expenses, and other current assets. The bulk of the 9.58% net decrease is mainly due to amortization of prepaid expenses and usage of supplies inventory for the period.

Property, plant and equipment (PPE) amounted to ₱8.158 billion and ₱7.891 billion as of March 31, 2023 and March 31, 2022, respectively. The 3.38% net increase is mainly due to the following:

- additional 4 new wells in the Gabon Etame Field;
- net impairment reversal of the oil assets (refer to Note 11 and 12 of the Consolidated AFS)

Deferred oil exploration cost amounted to ₱355.951 million and ₱216.717 million as of March 31, 2023 and March 31, 2022, respectively. The 64.25% net increase is due to Etame Reconfiguration Project related to the switch from old Floating Production Storage and Offloading (FPSO) vessel to new Floating Storage and Offloading (FSO) vessel .

Contract assets net of current portion pertains to PSC's receivable from TransCo on FIT arrears, which is currently recorded at net present value since this will be collected over five (5) years. PSC's collection started in 2022. The 22.10% increase mainly pertains to the additional set-up of the FIT arrears during the period.

Investment in a joint venture refers to the remaining 40.00% shareholdings in PWEI and investment in three newly incorporated special purpose vehicles namely: BuhaWind Energy Northern Luzon Corporation, BuhaWind Energy Northern Mindoro Corporation and BuhaWind Energy East Panay Corporation. Bulk of the 3.02% net increase from ₱1.785 billion to ₱1.934 billion pertains to PGEC's additional investment in PWEI for Nabas 2 project. Movement in this account also includes share in net income generated by PWEI, net of dividends received during the period.

Right of use of asset – this resulted from the first time adoption of the new PFRS 16 – leases in 2019. The 4.69% decline pertains to the amortization of the account during the period.

The Investment properties-net account remains the same as of March 31, 2023.

Deferred tax assets – net refers to temporary deductible expenses and temporary taxable revenues such as accrued profit share, accretion expenses, accrued retirement liability, provision for probable losses, unrealized gains or losses and change in crude oil inventory. The movement pertains to timing differences in the recognition of said temporary deductible expenses.

Other non-current assets amounted to ₱499.780 million and ₱372.429 million as of March 31, 2023 and same period 2022. The 34.19% increase is due to the additions to Deferred Development Cost related to the exploration, development, production and expansion of renewable energy projects.

Accounts payable and accrued expenses decreased by 0.22% mainly due to payments of various payables and accrued expenses during the period.

Current portion of loan payable and Loans payable – net of current portion, net decline of 5.82% and 21.53% pertain to installment payments of loans, net of amortization of the deferred financing costs during the period.

Lease liabilities – current portion increased and **Lease liabilities –non-current portion** decreased mainly due to the reclassification of current portion for the period.

The decrease in the **Income tax payable** account mainly pertains to lower set-up of provision during the period due to lower taxable income of PERC as a result of utilization of NOLCO as additional deductible expenses for the period.

Asset retirement obligation amounted to ₱66.770 million and ₱95.124 million as of March 31, 2023 and March 31, 2022, respectively. The 29.81% decline pertains to updated actuarial computations at year-end 2022.

Other non-current liabilities pertain to the Group's accrued retirement liability account. Net decrease of 51.62% is mainly due to remittance of funds to the retirement fund account during the period.

Equity attributable to equity holders of the Parent Company amounted to ₱7.376 billion or ₱12.97 book value share and ₱5.754 billion or ₱10.12 book value per share as of March 31, 2023 and March 31, 2022, respectively. Bulk of the increase is mainly due to equity reserve (excess of consideration over carrying value of NCI sold) related to Kyuden's investment. The increase is also due to the continuous income generation from the Renewable Energy Operations and Oil operations.

Non-controlling interest (NCI) pertains to the following:

- 7.50% share of EEIPC in PetroGreen as of March 31, 2023; 10% as of March 31, 2022
- 14.53% share of Kyuden in PetroGreen as of December 31, 2022; nil as of March 31, 2022
- 25% direct share of Trans-Asia, the 10% direct share of PNOC-RC, and indirect share of Kyuden and EEIPC (32.50% of the 65% of PGEC) in MGI;
- 44% direct share of EEIPC, and indirect share of Kyuden and EEIPC (32.50% of 56% share of PGEC) in PSC;

Non-controlling interest increased by 89.34% from ₱2.812 billion to ₱5.324 billion due to investment of Kyuden and share in net income from RE projects.

<u>Key performance indicators</u>
– refer to the Schedule of Financial Soundness Indicators

Material Commitments
Aside from the committed developments of the prospective projects, there are no other foreseen material commitments during the period.

Productivity Program
The development of the prospective renewable energy projects will increase the Group's capacity and power generation, while the prospective four-well drilling program in Gabon Etame, aimed to sustain field production to above 20,000 BOPD.

Receivable Management
The group's receivables are mainly due from sale of electricity to AC Energy and Transco and crude oil in Etame Gabon, through the consortium operator. These are being recorded once sale is made. Payment is received every 30-45 days following each sale.

For electricity sales form TSPP and NWPP, the payment for the Actual FIT Revenue is sourced from the FIT-All Fund, specifically the Actual FIT Differential (FD) and the Actual Cost Recovery Revenue (ACRR). The FD is the difference between the Actual FIT Revenue and the ACRR and is collected from on-grid consumers as a uniform charge and applied to all billed kilowatt-hours. For FIT-Eligible RE Plants connected to the Wholesale Electricity Spot Market ("WESM"), the ACRR refers to the WESM proceeds remitted to the FIT-All Fund by the Independent Electricity Market Operator of the Philippines, Inc. ("IEMOP"), which took over the Philippine Electricity Market Corporation ("PEMC") as operator of the electricity spot market. PWEI and PSC regularly receive the both the ACRR and FD components within45 days after billing date.

PWEI and PSC manage this risk through proper and meticulous allocation of funds, proper timing of expenditures, employment of cost-cutting measures, and sourcing short-term funding requirements from local banks and investment houses or from affiliated companies.

For the twenty-one (21) years since oil production inception, there was no event that the buyer failed to remit the proceeds of the sale. However, the group is willing to look for another buyer should there be some problem that may happen in the future.

Liquidity Management
Management of liquidity requires a flow and stock perspective. Constraint such as political environment, taxation, foreign exchange, interest rates and other environmental factors can impose significant restrictions on firms in management of their financial liquidity.

The Group considers the above factors and pays special attention to its cash flow management. The Company identifies all its cash requirements for a certain period and invests unrestricted funds to money market placements to maximize interest earnings.
The Group does not anticipate any cash flow or liquidity problems within the next twelve (12) months. The Group is not in default of any, note, loan, lease, or other indebtedness or financing arrangement requiring it to make payments.

Inventory Management
The only inventory is the crude oil produced in Gabon. The buyer lifts certain volume and pays the same in 30 days. The operator sees to it that crude oil inventory does not reach 800,000 barrels at any one time to avoid overflow and to generate revenues to cover production costs.

Cost Reduction Efforts
In order to reduce costs, the Group employs a total of one hundred thirty nine (139) employees with multi-task assignments. The group also implements request for quotations to compare prices, quality of the products and services and negotiate the payment terms.

The Company's general and administrative expense is equivalent to 6.95% of the total revenue.

Rate of Return of Each Stockholder

The Company has no existing dividend policy. However, the Company intends to declare dividends in the future in accordance with the Corporation Code of the Philippines. Dividend declared for three (3) most recent years follows:

Date of Declaration	Dividends per Share		Record Date	Payment Date
	Cash	Stock		
July 04, 2013	5%		July 25, 2013	August 20, 2013
July 26, 2018	5%		August 24, 2018	September 20, 2018
July 28, 2022	5%		August 15, 2022	September 8, 2022

Financial Disclosures in view of the current global financial condition:

The Group Assess the financial risks exposures of the Company and its subsidiaries particularly on currency, interest credit, and market and liquidity risks. If any change thereof would materially affect the financial condition and results of operation of the Company, provide a discussion in the report on quantitative impact or such risks and include a description of enhancement in the company's risk management policies to address the same:

The Group's principal financial instruments include cash and cash equivalents, trading and investment securities (financial assets at FVPL) and receivables. The main purpose of these financial instruments is to fund the Company's working capital requirements.

Financial Risk Management Objectives and Policies.
Please refer to Note 22.

Operations Review and Business Outlook

A. OIL EXPLORATION

Foreign Operations

Gabon, West Africa

The daily oil production of the four oil fields (Ebouri, Etame, North Tchibala and Avouma) for the first quarter ranged from 14,486 to 20,217 barrels of oil per day (BOPD). The fluctuations in the daily production were due to temporary Etame Platform shutdowns in January 2023.

The total cargo lifted by the Consortium amounted to 0.90 million barrels of oil (MMBO). To date, the Etame Marin Field has already produced ~132 MMBO since inception in 2002.

Philippine Operations

Service Contract 14C2 – West Linapacan, Northwest Palawan

The SC 14C2 Consortium continues its farm out efforts to interested parties.

Service Contract 75 – Offshore Northwest Palawan

There have been no active exploration undertakings in the block since the DOE's declaration of Force Majeure in April 2022.

Summary of Petroleum Properties:

Contract No.	Contract Expiry	Participating Interest %	Location
Foreign Contract			
Production Sharing Contract (PSC) 93 – Gabon	2028	2.525%	Gabon Offshore
Philippine Service Contracts (SC)			
SC 14C2 – West Linapacan, Northwest Palawan	2025	4.137%	Northwest Palawan
SC 75 – Offshore Northwest Palawan	2025	15.000%	Northwest Palawan

The Company derives its petroleum revenues from its Gabon Operations. All contractual obligations with the Gabonese Government are complied with. One of the Company's petroleum Service Contracts in the Philippines (SC 75) is in exploration stage, and one (SC 14C2) contract is being farmed out to reduce risk inherent to the business.

B. RENEWABLE ENERGY PROJECTS

Maibarara Geothermal Power Project

The 20-MW Maibarara-1 (MGPP-1) and 12-MW Maibarara-2 (MGPP-2) Geothermal Power Plants are on continuous operations. From January 1 to March 31, 2023, the combined net exported output is 64,737.97 MWh (40,615.28 MWh from MGPP-1 and 24,122.69 MWh from MGPP-2).

The new production well MB-18D, with estimated steam flow of 37.1 kg/s, has been put online on November 10, 2022.

Nabas Wind Power Project

The 36-MW Nabas-1 Wind Power Plant (NWPP-1) of PetroWind Energy, Inc. (PWEI) has been operating normally, and for the period of January 1 – March 31, 2023, the total net energy exported to the grid reached 33,835.98 MWh.

For the 13.2-MW Nabas-2 Wind Power Project (NWPP-2), construction has commenced on January 13, 2023. As of March 31, 2023, Jetty construction is at 62%, while engineering design for the Balance of Plant is ongoing. The expected arrival of WTG major equipment would be by late June to early July 2023.

On January 18, 2023, PWEI filed an Application for Authority to Develop, Own and/or Operate the Dedicated Point-to Point Transmission Facilities to Connect the NWPP-2 to the NGCP's Transmission Line. PWEI is still awaiting the ERC's approval of the said application.

Tarlac Solar Power Project

The 50-MW_{DC} Tarlac-1 (TSPP-1) and 20-MW_{DC} Tarlac-2 (TSPP-2) Solar Power Plants are on continuous operations. The combined net exported output for the first quarter is 28.62 MWh (20.30 MWh from TSPP-1 and 8.32 MWh from TSPP-2).

Puerto Princesa Solar Power Project

PGEC is still awaiting the DOE's formal approval of the relinquishment of the Service Contract.

San Vicente Wind Power Project

One offtake option being considered is joining the planned Competitive Selection Process (CSP) of PALECO for its supply contract before the end of the year. PGEC is working on the project component costs to estimate the most likely bid price while waiting for the release of the Notice for Bidding. Meanwhile, PGEC has started the conduct of Distribution Impact Study for the connection of the windfarm to the PALECO grid.

Bugallon Solar Power Project

The Central Pangasinan Electric Cooperative (CENPELCO) has already approved PGEC's proposed connection to CENPELCO's distribution system via the Distribution Impact Study (DIS) for the Bugallon Solar Power Project (BSPP). The DIS has already been endorsed to the National Electrification Administration (NEA) on February 16, 2023 for approval. The NEA has not released its approval yet.

Dagohoy Solar Power Project

The System Impact Study for the project has commenced at the end of March 2023. Initial estimate for the approval of the SIS by NGCP is around August 2023.

In the meantime, PGEC has already started site development works, particularly, site clearing and grading and perimeter fencing, which are expected to be completed by August 2023. Over-all actual site development accomplishment is about 31.7%.

Plan of Operations for the next 12 months

Gabon, West Africa
Crude oil production will continue from existing wells as the Gabon Consortium is currently firming up the most feasible Integrated Field Development Plan (IFDP) to extract the remaining recoverable oil volumes.

SC 14C2 - West Linapacan, Northwest Palawan
Operator Philodrill will conduct further G&G activities to validate the feasibility of extracting the remaining recoverable volumes in West Linapacan.

SC 75 - Offshore Northwest Palawan
Subject to the Government's safety and security clearance over the prospect area, the SC 75 Consortium will proceed with the conduct of a ~1,000 sq.km 3D seismic survey over the identified leads in SC 75.

Maibarara Geothermal Power Project
Power generation from both Maibarara-1 and Maibarara-2 will continue.

Nabas Wind Power Project
The plant will be in continuous operation, while construction of the six WTGs for Phase 2 will continue.

Tarlac Solar Power Project
TSPP-1 and TSPP-2 will continue to supply electricity to the grid.

Enrique T. Yuchengco Bldg. Rooftop Solar Power Project (ETY)
The ETY rooftop solar facility will continue to supply electricity to the ETY building.

Bugallon Solar Power Project

PGEC to await NEA approval of the DIS for the BSPP, prior to proceeding with final negotiations for the construction contracts.

Dagohoy Solar Power Project
Early site development works will continue for the DSPP site while PGEC awaits the completion of the System Impact Study.

San Vicente Wind Power Project
PGEC will continue with initial feasibility studies for the SVWHPP consisting of: 1) Two-year wind measurement campaign, 2) LGU and regulatory permitting works, and 3) technical and economic feasibility works for a potential wind-hybrid system in San Vicente**.**

Offshore Wind Power Projects
PGEC and CE will continue with the pre-development Work Programs for the three (3) offshore wind blocks, namely 1) on-site wind measurement campaigns, 2) geophysical and geotechnical campaigns, 3) environmental permitting works, and 4) SIS applications for Northern Mindoro and East Panay blocks.

PART II – Other Information

The Company has no other information that need to be disclosed other than disclosures made under SEC Form 17-C (if any).

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

SUPPLEMENTARY INFORMATION AND DISCLOSURES REQUIRED ON REVISED SRC RULE 68

MARCH 31, 2023

Philippine Securities and Exchange Commission (SEC) issued the revised Securities Regulation Code Rule SRC Rule 68 which consolidates the two separate rules and labeled in the amendment as "Part I" and "Part II", respectively. It also prescribed the additional information and schedule requirements for issuers of securities to the public.

Below are the additional information and schedules required by Revised SRC Rule 68 that are relevant to the Group. This information is presented for purposes of filing with the SEC and is not required part of the basic financial statements.

Schedule A. Financial Assets

The Group is not required to disclose the financial assets in equity securities as the total financial assets at fair value through profit and loss securities amounting to ₱7.54 million do not constitute 5% or more of the total current assets of the Group as at December 31, 2022.

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)

As of March 31, 2023, there are no amounts receivable from directors, officers, employees, related parties and principal stockholders that aggregates each to more than ₱100,000 or 1% of total assets which-ever is less.

Schedule C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements

The following is the schedule of receivables from related parties, which are eliminated in the consolidated financial statements as at March 31, 2022:

Name and Designation of debtor	Balance at beginning of period	Additions	Amounts Collected	Amounts written off	Not Current	Balance at end of period
PetroGreen Energy Corporation	₱326,444	₱778,027	₱–	₱–	₱–	₱1,104,471
Maibarara Geothermal, Inc.	924,276	730,000	1,255,162	–	–	399,114
PetroSolar Corporation	239,807	767,773	998,240	–	–	9,340
	₱1,490,527	₱2,275,800	₱2,253,402	₱–	₱–	₱1,512,925

Schedule D. Long-term Debt

Please refer to the Consolidated Audited Financial Statement, Note 18 for details of the loans.

Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)

The Group has no outstanding long-term indebtedness to related parties as of Marc 31, 2023.

Schedule F. Guarantees of Securities of Other Issuers

The Group does not have guarantees of securities of other issuers as of March 31, 2023.

Schedule G. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of Shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, Officers and Employees	Others
Common Shares	700,000,000	568,711,842	–	165,468,725	6,029,534	397,213,583

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
AS OF MARCH 31, 2023, MARCH 31, 2022 and DECEMBER 31, 2022

Financial Soundness Indicators
Below are the financial ratios that are relevant to the Group for the period ended March 31, 2023, March 31, 2022 and December 31, 2022:

Financial ratios	**Formula**	**Unaudited 31-Mar-2023**	**Unaudited 31-Mar-2022**	**Audited 31-Dec-2022**
Current ratio	Total current assets / Total current liabilities	**3.99:1**	**1.97:1**	**3:50:1**
Solvency ratio	After tax net profit + depreciation / Long-term + short-term liabilities	**0.11:1**	**0.08:1**	**0.32:1**
Debt-to-Equity Ratio	Total liabilities / Total stockholder's equity	**0.34:1**	**0.59:1**	**0.36:1**
Asset-to-Equity Ratio	Total assets / Total stockholder's equity	**1.34:1**	**1.59:1**	**1.36:1**
Interest rate coverage ratios	Earnings before interest and taxes (EBIT) / Interest expense*	**6.17:1**	**4.65:1**	**4.05:1**
Return on revenue	Net income / Total revenue	**55.91%**	**42.64%**	**33.83%**
Earnings per share	Net income / Weighted average no. of shares	**₱0.035**	**₱0.3112**	**₱0.9645**
Price Earnings Ratio	Closing price / Earnings per share	**₱14.93**	**₱15.43**	₱4.98
Long term debt-to-equity ratio	Long term debt / Equity	**0.23:1**	**0.43:1**	**0.24:1**
EBITDA to total interest paid	EBITDA** / Total interest paid	**8.38**	**24.65**	**4.94**

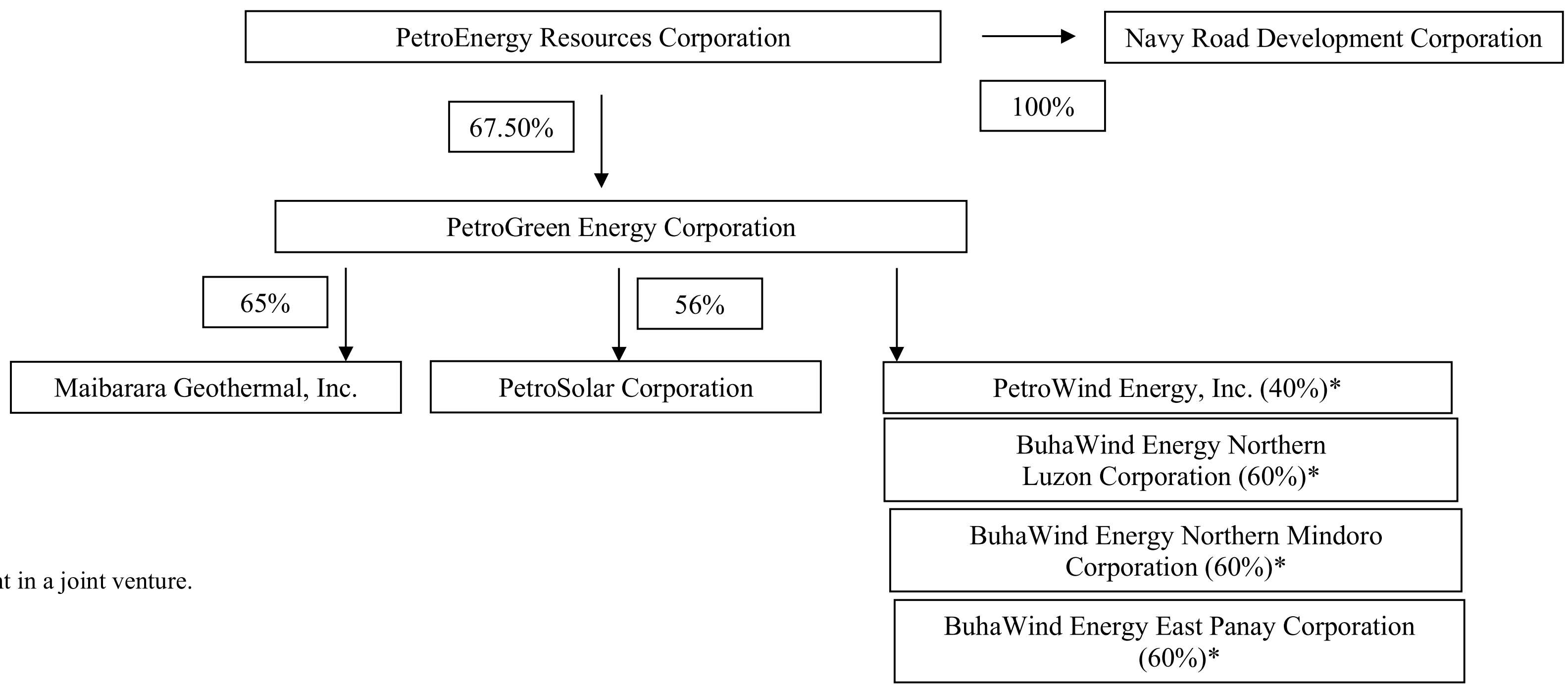
**Interest expense is capitalized as part of the construction-in-progress account under PPE.*
***Earnings before interest, taxes, depreciation and amortization (EBITDA)*

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES
MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP

Group Structure
Below is a map showing the relationship between and among the Group and its subsidiaries as of March 31, 2023:

PETROENERGY RESOURCES CORPORATION

GROUP STRUCTURE



*Investment in a joint venture.

PETROENERGY RESOURCES CORPORATION AND SUBSIDIARIES

SCHEDULE OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION
MARCH 31, 2023

Unappropriated retained earnings, beginning	₱251,413,711
Prior year adjustments:	
Recognized gross deferred income tax assets, beginning	(14,734,652)
Unrealized marked-to-market gain on FVTPL	(4,136,777)
Unappropriated retained earnings, as adjusted, January 1, 2022	232,542,282
Net income for the year	22,099,901
Movement in gross deferred tax assets	–
Unrealized foreign exchange loss - net (except those attributable to cash and cash equivalents)	1,803,924
Fair value adjustment - marked-to-market loss	394,344
Net income actual/realized	24,298,169
Less dividend declaration	–
TOTAL RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION, DECEMBER 31, 2022	₱256,840,451

PETROENERGY RESOURCES CORPORATION
REPORT ON SRO PROCEEDS
March 31, 2023

On July 26, 2017, at the BOD meeting, the Parent Company was authorized to raise approximately one billion pesos (₱1,000,000,000) in capital, by offering and issuing to all eligible stockholders as of record date, the rights to subscribe up to all of the existing unissued common shares of the Parent Company (" Stock Rights Offer").

On September 29, 2017, the Parent Company filed its application for the listing and trading of rights shares with the PSE. On December 13, 2017, the PSE approved the application to list the Rights Shares.

The rights offer entitled eligible stockholders as of record date of January 12, 2018 to subscribe to one rights share for every 2.6 shares held at an offer price of ₱4.80 per share.

The rights offer was undertaken in January 22 to 26, 2018. Following the close of the offer period, the Parent Company successfully completed the stock rights offer for 157,975,512 common shares with gross proceeds of ₱758.28 million and was subsequently listed on the PSE on February 2, 2018.

The proceeds from the stock rights offer will be used for the development and expansion plans of the Group's renewable energy projects and general corporate requirements.

The table below shows the gross and net proceeds; each expenditure item where the proceeds were used:

Proceeds from the Stock Rights Offering			
Gross Proceeds			PhP758,282,458
Less: Listing and Registration Fees			5,988,316
Net Proceeds			**PhP752,294,142**
		2023	**Total**
	From inception to 31-Dec-22	**1st Quarter 31-Mar-23**	
Less: Expenditures			
A. Development and expansion of Renewable Energy Projects	370,129,536	-	370,129,536
B. General and Corporate requirements	36,774,276	-	36,774,276
C. Loans and Interest	190,875,542	154,514,788	345,390,330
Total Expenses Allocated to Proceeds	597,779,354	154,514,788	**752,294,142**
Remaining proceeds as of March 31, 2023			**Php -**

SIGNATURES

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

Registrant	:	**PETROENERGY RESOURCES CORPORATION**
Signature and Title	:	Milagros V. Reyes - President
Signature and Title	:	Maria Cecilia L. Diaz De Rivera – Chief Finance Officer
Date	:	May 15, 2023