

CERTIFICATION OF INDEPENDENT DIRECTOR

I, FRANCISCO L. VIRAY, Filipino, of legal age and a resident of 10 Sydney Street, Vista Real Classica, Batasan Hills, Quezon City, after having been duly sworn to in accordance with law hereby declare that:

1. I am a nominee for independent director of SPC Power Corporation and have been its independent director since November 4, 2021.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP
Shin Clark Power Holdings, Inc	President & Director
Shin Clark Power Corporation	Chairman & Director
San Roque Power Corporation	Director
Phinma Solar Corporation	Chairman & Director

GOVERNMENT AFFILIATIONS:

CIVIC ORGANIZATION:

OTHERS:

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SPC Power Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of SPC Power Corporation, and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Implementing Rules and Regulations of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of SPC Power Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this 27th day of March 2023 at Makati City.



FRANCISCO L. VIRAY

Affiant

MAR 27 2023

SUBSCRIBED AND SWORN to before me this _____ day of March 2023 at Makati City, affiant personally appeared before me and exhibited to me his passport number P26111868B issued on July 19, 2019 at DFA NCR East with expiry date on July 18, 2029.

Doc. No. 436
Page No. 89
Book No. 5
Series of 2023.


ATTY. JOEL T. FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPOINTMENT NO. 10015
ROLL NO. 17324 (ELECT) (ELECT)
PTR NO. 4567 (ELECT) (ELECT) MAKATI CITY
IBP NO. 254 (ELECT) (ELECT) MAKATI CITY
107 D. BATAAN ST. 1070, MAKATI CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

I, Enrique L. Benedicto, Filipino, of legal age and a resident of Doña Emilia Benedicto Bldg., 7 E. Benedicto St., Cebu City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of SPC Power Corporation and have been its independent director since September 16, 2008.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Consulate of Belgium	Honorary Consul	1986 to 2017
Mabuhay Filcement Inc.	Chairman	2003 to present
Enrison Land Inc.	Chairman	2007 to present

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

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SPC Power Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of SPC Power Corporation, as provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.
7. I shall inform the corporate secretary of SPC Power Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this 29th day of March, 2023 at Cebu City, Philippines.


ENRIQUE L. BENEDICTO

SUBSCRIBED AND SWORN to before me this MAR 29 2023 at _____, affiant personally appeared before me and exhibited to me his Passport No. P9540542A issued at DFA Cebu on 14 Nov 2018 valid until 13 Nov 2028.

Doc. No. 106
Page No. 22
Book No. 103
Series of 2023.


ATTY. PAUL L. PADUAL
NOTARY PUBLIC
UNTIL DEC 31, 2024
PTR NO. 2289876-12/01/22
ROLL NO. 44641
COMMISSION NO. 0121
LICENSING NO. 07025

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **SERGIO R. ORTIZ-LUIS JR.**, Filipino, of legal age and a resident of 3RD Flr. Commerce and Industry Plaza, 1030 Campus Avenue corner Park Avenue, Mckinley Hills, Fort Bonifacio, Taguig City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **SPC POWER CORPORATION** and have been its independent director since 2017.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Philippine Exporters Confederation Inc. (PHILEXPORT)	President
Employers Confederation of the Philippines (ECOP)	President
Philippine Chamber of Commerce & Industry (PCCI)	Honorary Chairman/Treasurer
Asia Pacific Chinese Media, Inc.	President
Philippine International Airways	Chairman
One Philippines Foundation, Inc.	President
National Center for Mediation	Chairman
Waterfront Philippines, Inc.	Chairman
Grand Ilocandia Resort and Development, Inc.	Chairman
Mayo Bonanza, Inc.	Chairman
Club Waterfront International, Limited	Chairman
Davao Insular Hotel Company, Inc.	Chairman
Aristocrat Manila City Holdings, Inc.	Chairman
Country Garden Agri-Tourism Dev't Inc.	Chairman
VC Securities Corporation	Vice Chairman/Director
Integrated Concepts & Solutions, Inc.	Honorary Chairman
Empire East	Independent Director
Acesite Hotel Philippines, Inc.	Director
GS1 Philippines, Inc. (Formerly Philippine Article Numbering Council)	Director
International Chamber of Commerce of the Phil	Director
The Wellex Group	Director
Manila Exposition Complex, Inc (World Trade Center)	Director
La Salle Tech Academy, Inc.	Director
Philippine Estate Corporation	Director
B.A Securities	Director
Forum Pacific, Inc. (FPI: Philippines)	Director
LikeCash Asia & Pacific Corp. (LikeCash)	Director
SPC Power Corporation	Director

Alliance Energy Power and Development Inc.	Director
MREIT Inc.	Independent Director
Philippine Ventures H2O Ventures Corporation	Independent Director
Jollville Holdings Corporation	Independent Director
Export Development Council	Vice Chairman
The Philippine Bamboo Council	Private Sector Representative
Rotary Club of Green Meadows Foundation	Chairman
Philippine Jaycee Senate	Senator
Philippine Coastguard Auxiliary	Captain
JARDELI Club Foundation	Vice Chairman
Bayaning Pulis Foundation, Inc	Director/ Treasurer
Human Resources Development Foundation	Trustee & Treasurer
Drug Abuse Resistance Education (DARE) Phils.	Director

GOVERNMENT AFFILIATIONS:

Export Development Council	Vice Chairman
Patrol 117 (Foundation for Crime Prevention)	Commissioner
Industry Development Council	Member
The Philippine Bamboo Council	Private Sector Representative

CIVIC ORGANIZATION:

Rotary Club of Green Meadows Foundation	Chairman
Philippine Jaycee Senate	Senate
Philippine Coastguard Auxiliary	Captain
JARDELI Club Foundation	Vice Chairman
Bayaning Pulis Foundation, Inc	Director/ Treasurer
Human Resources Development Foundation	Trustee & Treasurer
One Philippine Foundation, Inc.	President
Drug Abuse Resistance Education (DARE) Phils.	Director

OTHERS:

Consulate of Romania in the Philippines	Honorary Consul General
Consular Corps of the Philippines	Past Dean
International Association of Educator for World Peace	Honorary Adviser

1. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SPC Power Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
2. I am not related to any director/officer/substantial shareholder of SPC Power Corporation, and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Implementing Rules and Regulations of the Securities Regulation Code.
3. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
4. 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.
5. I shall inform the Corporate Secretary of SPC Power Corporation of any changes in the abovementioned information within five days from its occurrence.


Done, this MAR 30 2023, at MAKATI CITY.


SERGIO R. ORTIZ-LUIS JR.
 Affiant

MAKATI CITY

SUBSCRIBED AND SWORN to before me this MAR 30 of 2023 at
 Makati City, affiant personally appeared before me and exhibited to me his passport number
 P5889673B issued at DFA Manila on December 02, 2020.

Doc. No. 499;
 Page No. 101;
 Book No. 5;
 Series of 2023.


ATTY. JOEL FERRER FLORES
 NOTARY PUBLIC FOR MAKATI CITY
 UNTIL DECEMBER 31, 2023 (2023-2024)
 APPOINTMENT NO. M-115
 ROLL NO. 77376 / MCLE (EXEMPT)
 PTR NO. 9563564 / JAN. 03, 2023/MAKATI CITY
 IBP NO. 261994 / JAN. 03, 2023/PASIG CITY
 1107 D. BATAAN ST., GUADALUPE NUEVO, MAKATI CITY

Certification

I, Mishelle Anne Rubio-Aguinaldo. Assistant Corporate Secretary of SPC Power Corporation with SEC registration number AS094-002365 with principal office at the 7/F BDO Towers Paseo, 8741 Paseo de Roxas, Makati City, on oath state:

- 1) That on behalf of SPC Power Corporation, I have caused SEC Form 17-Q (Quarterly Report) report to be prepared;
- 2) That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
- 3) That we submit the attached Quarterly Report in compliance with SEC reportorial requirements
- 4) That SPC Power Corporation will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and
- 5) That I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of the filing fee.

The Certification was issued by the undersigned Assistant Corporate Secretary in lieu of the Corporate Secretary since the latter, by reason of his health condition (i.e. diabetic, cancer survivor, and had also lost one of his kidneys) and advanced age, has to observe health and safety protocols. Moreover, since the onset pandemic in 2020, it has been a practice that the Assistant Corporate Secretary issue certifications and other reportorial requirements for reasons of practicality, convenience, and accessibility. Rest assured, the Assistant Corporate Secretary is supervised by the Corporate Secretary and has personal knowledge on all corporate matter that she certifies.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of May, 2023.

Mishelle Anne R. Rubio-Aguinaldo
Affiant

SUBSCRIBED AND SWORN TO before me this MAY 11 2023, at Makati City, Philippines by the affiant who exhibited to me her Passport No.P7454258B, issued on August 24, 2021 at DFA Manila, valid until August 23, 2031.

Doc. No. 245
Page No. 50;
Book No. 7;
Series of 2023.

ATTY. JOEL FERRER FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPOINTMENT NO. M-115
ROLL NO. 77376 / MCLE (DEEMPT)
PTR NO. 9563564 / JAN. 03, 2023 / MAKATI CITY
IBP NO. 261994 / JAN. 03, 2023 / PASIG CITY
1107 D. BATAAN ST., GUADALUPE NUEVO, MAKATI CITY

COVER SHEETfor
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A S 9 4 0 0 2 3 6 5

COMPANY NAME

S	P	C		P	O	W	E	R		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																						

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

7	t	h		F	l	o	o	r	,		B	D	O		T	o	w	e	r	s		P	a	s	e	o	,		8
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t	y	,		1	2	0	9																						

Form Type

A A C F S

Department requiring the report

C R M D

Secondary License Type, If Applicable

N / A

COMPANY INFORMATION

Company's Email Address

info@spcpower.com

Company's Telephone Number

(032) 232-0377

Mobile Number

N/A

No. of Stockholders

707

Annual Meeting (Month / Day)

06/15

Fiscal Year (Month / Day)

12/31

CONTACT PERSON INFORMATIONThe designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Jaime M. Balisacan

Email Address

info@spcpower.com

Telephone Number/s

(032) 232-0377

Mobile Number

(0917) 3231469

CONTACT PERSON'S ADDRESS

7th Floor, BDO Towers Paseo, 8741, Paseo de Roxas, Makati City, 1209

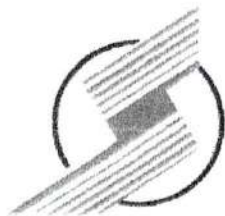
NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

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



SPC POWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
SEC FORM 17-A

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SPC Power Corporation

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

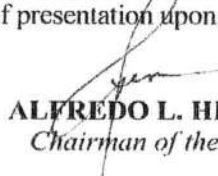
The management of **SPC Power Corporation and Subsidiaries** (the Group) is responsible for the preparation and fair presentation of the **consolidated** financial statements including the schedules attached therein, for the years ended December 31, 2022 and 2021, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the **consolidated** financial statements, management is responsible for assessing the 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.


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

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

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the **consolidated** financial statements of the Group in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.


ALFREDO L. HENARES
Chairman of the Board


DENNIS T. VILLAREAL
Chief Executive Officer and President


JAIME M. BALISACAN
Treasurer/Senior Vice President – Finance and Administration

Signed this 30th day of March 2023.

APR 11 2023

SUBSCRIBED AND SWORN TO before me this _____ day of April 2023 at Makati City; Affiants exhibited to me their CTC/Passport Nos. as follows:

<u>Names</u>	<u>CTC/Passport No.</u>	<u>Date of Issue</u>	<u>Place of Issue</u>
Alfredo L. Henares	P5099307B	March 11, 2020	DFA NCR East
Dennis T. Villareal	P8767960A	September 17, 2018	DFA Manila
Jaime M. Balisacan	13690285	January 25, 2023	Cebu City

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Page No. 15
Book No. 2
Series of 2023.


ATTY. JODELITO R. FLORES
NOTARY PUBLIC IN AND FOR THE PHILIPPINES
UNITED STATES OF AMERICA
ATTEST: _____
NOTARY PUBLIC IN AND FOR THE PHILIPPINES
UNITED STATES OF AMERICA

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and the Stockholders
SPC Power Corporation
7th Floor, BDO Towers Paseo
Paseo de Roxas
Makati City

Opinion

We have audited the consolidated financial statements of SPC Power 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 Professional 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 matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Revenue recognition from distribution of power

The Group's revenue from the distribution of power amounting to ₱1.35 billion represents 35% of total revenue in 2022 and arises from its service contracts to a large number of customers consisting of commercial, residential, government institutions and other customers located within its franchise area. This matter is significant to our audit because the revenue recognized depends on the completeness of electric consumption captured based on meter readings over the franchise area, as obtained on various meter reading dates; the propriety of the rates, computed and applied based on the Energy Regulatory Commission (ERC)-approved formulae, which vary depending on the types of customers; and the reliability of the billing system in processing transactions. Disclosures related to this matter are provided in Notes 3 and 23 to the consolidated financial statements.

Audit response

We obtained an understanding of the revenue recognition process, which includes capturing electric consumption, uploading captured electric consumption to the billing system, calculating billed amounts based on ERC-approved rates and uploading data from the billing system to the financial reporting system. We also evaluated and tested the design of the relevant controls over these processes. We also performed a test recalculation of billed amounts using the ERC-approved rates and formulae, and compared them with the amounts reflected in the billing statements.

Accounting for investments in significant associates

The Group owns 40% of KEPCO SPC Power Corporation (KEPCO SPC) and Mactan Electric Company, Inc. (MECO). As discussed in Note 10 to the consolidated financial statements, the Group's investments in these associates are accounted for under the equity method. As of December 31, 2022, the investments in these associates amounted to ₱5.4 billion (representing 47% of the Group's consolidated total assets), and the Group's equity in net earnings from these associates for the year then ended amounted to ₱0.9 billion representing 72% of the Group's consolidated net income. The accounting for these investments is significant to our audit because of the substantial amount of the Group's investments and equity in net earnings from these associates. Also, the Group's share in the net earnings of MECO is significantly affected by MECO's revenue recognition arising from its service contracts to various customers located within its franchise area. The recognition of such revenue depends on the completeness of the electric consumption captured based on meter readings conducted on various dates over the franchise area; the propriety of the rates, computed and applied based on the ERC-approved formulae, which vary depending on the types of customers; and the reliability of the billing system in processing transactions. Further, MECO is audited by other auditors.



Audit response

We obtained an understanding of the Group's process in recognizing its equity in net earnings of associates, including the understanding of their business transactions. Also, we coordinated and instructed the external auditors of MECO to perform an audit on the relevant financial information of MECO for the purpose of the Group's consolidated financial statements. We reviewed the risk assessment and audit strategy of the other auditors in light of any significant developments affecting MECO. We obtained the audited financial information of KEPCO SPC and MECO and recomputed the Group's equity in net earnings for the year ended December 31, 2022.

In addition to reviewing the relevant working papers of the other auditors, we also obtained an understanding of the revenue recognition process of MECO, which includes capturing electric consumption, uploading captured electric consumption to the billing system, calculating billed amounts based on ERC-approved rates and uploading data from the billing system to the financial reporting system. We reviewed the procedures performed by the other auditors to evaluate the design of the relevant controls over these processes and to test these controls. We reviewed the test recalculation of the rates using the ERC-approved rates and formulae, and the comparison done with the rate reflected on the billing statements, as performed by the other auditors.

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



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

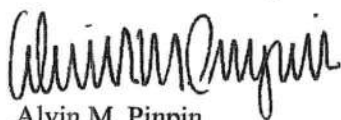
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, 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 Alvin M. Pinpin.

SYCIP GORRES VELAYO & CO.



Alvin M. Pinpin

Partner

CPA Certificate No. 94303

Tax Identification No. 198-819-157

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

SEC Partner Accreditation No. 94303-SEC (Group A)

Valid to cover audit of 2020 to 2024 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. 08-001998-070-2020, December 3, 2020, valid until December 2, 2023

PTR No. 9564678, January 3, 2023, Makati City

March 30, 2023



SPC POWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2022	2021
ASSETS		
Current Assets		
Cash and cash equivalents (Note 6)	₱4,031,421,593	₱2,984,110,635
Trade and other receivables (Notes 5, 7 and 29)	695,835,058	489,827,621
Inventories – at cost (Note 9)	467,547,381	389,819,368
Prepayments and other current assets (Note 10)	100,931,667	76,307,342
Total Current Assets	5,295,735,699	3,940,064,966
Noncurrent Assets		
Investments in associates (Note 8)	5,432,453,664	5,505,243,597
Property, plant and equipment (Note 11)	734,717,862	731,765,902
Deferred income tax assets (Note 25)	34,227,789	28,971,946
Goodwill (Note 13)	32,522,016	32,522,016
Intangible assets (Note 12)	3,257,057	4,342,740
Other noncurrent assets (Notes 12 and 29)	74,789,209	109,939,293
Total Noncurrent Assets	6,311,967,597	6,412,785,494
TOTAL ASSETS	₱11,607,703,296	₱10,352,850,460
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Notes 5, 14 and 29)	₱777,024,871	₱536,682,592
Income tax payable	33,967,216	6,878,630
Current portion of lease liabilities (Note 30)	1,828,196	2,662,317
Total Current Liabilities	812,820,283	546,223,539
Noncurrent Liabilities		
Customers' deposits (Note 15)	191,579,049	186,776,397
Asset retirement obligation (ARO) (Note 16)	94,302,870	89,721,893
Net pension liabilities (Note 17)	43,731,722	34,773,836
Deferred income tax liabilities (Note 25)	20,652,099	625,522
Lease liabilities - net of current portion (Note 30)	9,559,496	–
Other noncurrent liabilities (Note 29)	35,571,861	72,370,338
Total Noncurrent Liabilities	395,397,097	384,267,986
Total Liabilities	1,208,217,380	930,491,525

(Forward)



	December 31	
	2022	2021
Equity Attributable to Equity Holders of the Parent		
Capital stock – ₱1 par value (Note 18)		
Authorized – 2,000,000,000 shares		
Issued – 1,569,491,900 shares	₱1,569,491,900	₱1,569,491,900
Additional paid-in capital	86,810,752	86,810,752
Retained earnings (Note 18):		
Appropriated for future expansion projects	1,800,000,000	1,800,000,000
Unappropriated	6,927,417,031	5,954,370,912
Other comprehensive income (loss):		
Remeasurement of employee benefits	(3,858,148)	(367,132)
Net unrealized valuation gains on financial asset at fair value through other comprehensive income (FVOCI) (Note 12)	11,350,000	6,350,000
Share in remeasurement of employee benefits of associates	6,800,073	270,792
Treasury stock at cost – 72,940,097 shares	(131,008,174)	(131,008,174)
Equity attributable to equity holders of the Parent	10,267,003,434	9,285,919,050
Equity Attributable to Non-controlling Interests (Note 18)	132,482,482	136,439,885
Total Equity	10,399,485,916	9,422,358,935
TOTAL LIABILITIES AND EQUITY	₱11,607,703,296	₱10,352,850,460

See accompanying Notes to Consolidated Financial Statements.



SPC POWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2022	2021	2020
REVENUE (Notes 23, 24, 26 and 29)	₱3,849,971,823	₱2,469,384,265	₱1,996,070,942
COST OF OPERATIONS (Notes 19, 24 and 29)	3,290,172,921	1,952,491,814	1,444,391,214
GROSS MARGIN	559,798,902	516,892,451	551,679,728
GENERAL AND ADMINISTRATIVE EXPENSES (Note 20)	249,308,260	205,743,668	203,437,512
OTHER INCOME (CHARGES) - Net			
Equity in net earnings of associates (Note 8)	925,354,304	867,849,896	1,213,454,901
Service income (Note 5)	—	40,002,385	120,007,156
Interest income (Note 6)	27,837,299	34,593,723	51,644,580
Interest expense (Notes 15, 16, 30 and 31)	(5,028,156)	(4,470,615)	(4,650,335)
Foreign exchange gains (losses)	94,363,484	7,825,158	(7,458,498)
Others - net (Notes 16 and 29)	41,871,888	22,389,454	35,359,745
	1,084,398,819	968,190,001	1,408,357,549
INCOME BEFORE INCOME TAX	1,394,889,461	1,279,338,784	1,756,599,765
PROVISION FOR INCOME TAX (Note 25)	108,107,131	81,625,714	123,253,325
NET INCOME	1,286,782,330	1,197,713,070	1,633,346,440
OTHER COMPREHENSIVE INCOME (LOSS)			
<i>Items that will not be reclassified to profit or loss:</i>			
Share in remeasurement of employee benefits of associates, net of tax effect (Note 10)	6,529,281	1,326,876	1,098,177
Remeasurement of employee benefits, net of tax effect (Note 17)	(3,610,495)	(2,471,042)	1,846,660
Unrealized valuation gain on financial asset at FVOCI (Note 12)	5,000,000	600,000	100,000
	7,918,786	(544,166)	3,044,837
TOTAL COMPREHENSIVE INCOME	₱1,294,701,116	₱1,197,168,904	₱1,636,391,277
NET INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent	₱1,272,356,481	₱1,190,653,672	₱1,603,436,958
Non-controlling interests	14,425,849	7,059,398	29,909,482
	₱1,286,782,330	₱1,197,713,070	₱1,633,346,440
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
Equity holders of the Parent	₱1,280,394,745	₱1,190,068,491	₱1,606,481,795
Non-controlling interests	14,306,371	7,100,413	29,909,482
	₱1,294,701,116	₱1,197,168,904	₱1,636,391,277
EARNINGS PER SHARE (Note 27)			
Basic/Diluted, for income for the year attributable to equity holders of the Parent	₱0.85	₱0.80	₱1.07

See accompanying Notes to Consolidated Financial Statements.



SPC POWER CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020

Equity Attributable to Equity Holders of the Parent

	Equity Attributable to Equity Holders of the Parent											
	Capital Stock (Note 18)	Additional Paid-in Capital	Retained Earnings (Note 18) Appropriated Unappropriated		Remeasurement of Employee Benefits (Note 17)	Other Comprehensive Income (Loss)			Treasury Stock at Cost	Total	Non-controlling Interest	Total
						Net Unrealized Valuation Gains on Financial Assets at FVOCI (Note 12)	Share in Remeasurement of Employee Benefits of Associates (Note 10)					
At January 1, 2020	₱1,569,491,900	₱86,810,752	₱2,800,000,000	₱5,677,177,016	₱298,265	₱5,650,000	(₱2,154,261)	(₱131,008,174)	₱10,006,265,498	₱156,134,514	₱10,162,400,012	
Total comprehensive income	—	—	—	1,603,436,958	1,846,660	100,000	1,098,177	—	1,606,481,795	29,909,482	1,636,391,277	
Reversal of appropriation (Note 18)	—	—	(1,000,000,000)	1,000,000,000	—	—	—	—	—	—	—	
Cash dividends (Note 18)	—	—	—	(1,197,241,441)	—	—	—	—	(1,197,241,441)	(46,278,024)	(1,243,519,465)	
At December 31, 2020	1,569,491,900	86,810,752	1,800,000,000	7,083,372,533	2,144,925	5,750,000	(1,056,084)	(131,008,174)	10,415,505,852	139,765,972	10,555,271,824	
At January 1, 2021	1,569,491,900	86,810,752	1,800,000,000	7,083,372,533	2,144,925	5,750,000	(1,056,084)	(131,008,174)	10,415,505,852	139,765,972	10,555,271,824	
Total comprehensive income	—	—	—	1,190,653,672	(2,312,037)	600,000	1,326,876	—	1,190,068,491	7,100,413	1,197,168,905	
Cash dividends (Note 18)	—	—	—	(2,319,655,293)	—	—	—	—	(2,319,655,293)	(10,426,500)	(2,330,081,793)	
At December 31, 2021	1,569,491,900	86,810,752	1,800,000,000	5,954,370,912	(367,132)	6,350,000	270,792	(131,008,174)	9,285,919,050	136,439,885	9,422,358,935	
At January 1, 2022	1,569,491,900	86,810,752	1,800,000,000	5,954,370,912	(367,132)	6,350,000	270,792	(131,008,174)	9,285,919,050	136,439,885	9,422,358,935	
Total comprehensive income	—	—	—	1,272,356,480	(3,491,016)	5,000,000	6,519,181	—	1,280,394,745	14,306,371	1,294,701,116	
Cash dividends (Note 18)	—	—	—	(299,310,361)	—	—	—	—	(299,310,361)	(18,263,774)	(317,574,135)	
At December 31, 2022	₱1,569,491,900	₱86,810,752	₱1,800,000,000	₱6,927,417,031	(₱3,858,148)	₱11,350,000	₱6,800,073	(₱131,008,174)	₱10,267,003,434	₱132,482,482	₱10,399,485,916	

See accompanying Notes to Consolidated Financial Statements.



SPC POWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱1,394,889,461	₱1,279,338,784	₱1,756,599,765
Adjustments for:			
Equity in net earnings of associates (Note 10)	(925,354,304)	(867,849,896)	(1,213,454,901)
Depreciation and amortization (Notes 11 and 22)	84,260,245	86,974,417	94,214,596
Unrealized foreign exchange losses (gains)	(67,950,875)	(1,636,497)	392,784
Interest income (Note 6)	(27,837,299)	(34,593,723)	(51,644,580)
Net changes in pension liabilities (Note 17)	5,347,395	3,128,466	4,946,057
Interest expense (Notes 15, 16, 30 and 31)	5,028,156	4,470,615	4,650,335
Loss on disposal of assets (Note 11)	—	977,362	297,049
Operating income before working capital changes	468,382,779	470,809,528	596,001,105
Decrease (increase) in:			
Trade and other receivables	(199,620,021)	(151,783,569)	77,593,843
Inventories	(77,728,013)	(26,191,541)	14,737,302
Prepayments and other current assets	(15,267,463)	(21,356,892)	26,593,308
Increase (decrease) in:			
Trade and other payables	228,031,571	79,029,426	(33,228,370)
Customers' deposits	4,729,452	11,921,883	25,543,006
Cash generated from operations	408,528,305	362,428,835	707,240,194
Income taxes paid	(66,247,814)	(96,437,352)	(132,306,438)
Interest received	27,847,276	34,605,171	54,892,717
Interest paid	(498,731)	(161,687)	(588,100)
Net cash flows from operating activities	369,629,036	300,434,967	629,238,373
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash dividends received (Notes 5 and 10)	1,004,673,518	1,146,799,813	1,381,016,911
Additions to property, plant and equipment (Note 11)	(73,874,351)	(70,777,080)	(49,463,971)
Cash inflows (outflows) arising from advances to suppliers and contractors and others	—	(10,877,738)	4,218,698
Proceeds from disposal of property, plant and equipment	—	92,038	120,000
Net cash flows from investing activities	930,799,167	1,065,237,033	1,335,891,638

(Forward)



	Years Ended December 31		
	2022	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid (Note 18)	(P317,574,134)	(P2,325,739,309)	(P1,243,519,465)
Payments of principal portion of lease liabilities (Notes 30 and 31)	(3,526,795)	(1,765,439)	(4,314,526)
Cash flows used in financing activities	(321,100,929)	(2,327,504,748)	(1,247,833,991)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	979,327,274	(961,832,748)	717,296,020
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	67,983,684	1,636,497	(392,784)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	2,984,110,635	3,944,306,886	3,227,403,650
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 6)	P4,031,421,593	P2,984,110,635	P3,944,306,886

See accompanying Notes to Consolidated Financial Statements.



SPC POWER CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

SPC Power Corporation (the Parent Company), was incorporated in the Republic of the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on March 11, 1994.

The Parent Company was formerly a venture company owned by members of the Salcon Consortium which entered into a Rehabilitation, Operation, Maintenance and Management Agreement (ROMM Agreement) with the National Power Corporation (NPC) on March 25, 1994 for the purpose of undertaking the rehabilitation, operation, maintenance and management of the 203.8 megawatt (MW) Naga Power Plant Complex (NPPC) in Colon, Naga, Cebu under the rehabilitate-operate-maintain-and-manage scheme as defined in the ROMM Agreement.

Under the ROMM Agreement, the Parent Company, at its own cost, rehabilitated, operated, maintained and managed the NPPC over the cooperation period of 15 years (Cooperation Period: up to May 29, 2009 for the Land-Based Gas Turbines (LBGTs), and up to March 25, 2012 for the Cebu Thermal Power Plant (CTPP) 1, CTPP 2 and Cebu Diesel Power Plants 1 (CDPP 1), as amended).

In resolutions dated September 28, 2001, the Board of Directors and Stockholders amended the primary purposes for which the Parent Company is formed. Together with its subsidiaries and associates, it is engaged in various business activities within the Philippines that include, among others, the development, construction, rehabilitation, maintenance, management, and operation of power generating plants, electricity distribution and related facilities in accordance with existing laws.

On April 2, 2002, the Parent Company's common shares were listed in the Philippine Stock Exchange (PSE) with ticker symbol: SPC (see Note 18).

On April 15, 2016, SPC Island Power Corporation (SIPC), a wholly owned subsidiary of the Parent Company, submitted the highest offer to Power Sector Assets and Liabilities Management Corporation (PSALM) in the negotiated sale of the 32-MW Power Barge (PB) 104. On June 16, 2016, the Parent Company executed an Amendment, Accession and Assumption Agreement with PSALM and SIPC. Under the agreement, SIPC assigned all its rights and obligations as Buyer of PB 104 to the Parent Company after PSALM gave its consent pursuant to the provisions of the Asset Purchase Agreement between SIPC and PSALM. On June 30, 2016, PSALM turned over the PB 104 to the Parent Company (see Note 11).

On September 9, 2016, the Parent Company's Board of Directors further amended the Parent Company's Articles of Incorporation in order to engage in the business of selling, brokering, marketing, or aggregating electricity to the end users. The amendments were subsequently approved and confirmed by written assent of the stockholders representing at least two-thirds of the outstanding capital stock of the Parent Company. On January 4, 2017, the SEC approved such amendment.

On July 29, 2021 the Parent Company's Board of Directors approved to amend the Company's Articles of Incorporation in order to engage in the business of renewable energy including the exploration, development and utilization of renewable energy resources, such as but not limited to biomass, solar, wind, hydro, geothermal, ocean energy sources or hybrid systems. On October 11, 2021, the amendments were subsequently approved and confirmed by written assent of the stockholders representing at least 2/3 of the outstanding capital stock of the Parent Company. Such amendment was approved by the SEC on June 9, 2022.



The consolidated financial statements comprise the financial statements of the Parent Company and the following subsidiaries:

	Nature of Business	% of Ownership		
		Direct	Indirect	Total
SPC Island Power Corporation	Power generation	100.00%	—	100.00%
Cebu Naga Power Corporation	Power generation	100.00%	—	100.00%
SPC Malaya Power Corporation	Power generation	40.00%	38.40%	78.40%
SPC Light Company, Inc.	Holding company	40.00%	24.00%	64.00%
Bohol Light Company, Inc.	Power distribution	39.90%	13.76%	53.66%
SPC Electric Company, Inc.	Holding company	40.00%	—	40.00%

SPC Island Power Corporation (SIPC). SIPC, a wholly owned subsidiary, was incorporated and registered with the SEC on June 26, 2001. It operates the 146.5 MW Panay Diesel Power Plant (PDPP) (located in Dingle, Iloilo) and the 22 MW Bohol Diesel Power Plant (BDPP) (located in Tagbilaran City, Bohol) which were acquired on March 25, 2009 through the assignment of the Parent Company's rights and obligations to SIPC. It also operated the Olango Diesel Power Plant (ODPP) (located in the Island of Olango, Lapu-Lapu City) from September 15, 2001 to March 12, 2021. ODPP supplied all the generated electricity to Mactan Electric Company, Inc. (MECO), an associate. On February 14, 2022, SIPC, in its intention to promote education and welfare among the people in Olango Island and nearby areas, donated the ODPP to the Technical Education and Skills Development Authority (TESDA), a government agency tasked to manage and supervise technical education and skills development in the Philippines.

Cebu Naga Power Corporation (CNPC). CNPC was incorporated and registered with the SEC on August 12, 2015 to undertake the development, ownership, construction, operation and management of a new 2x150 MW Circulating Fluidized Bed Combustion (CFBC) Coal-fired Power Plant to replace the old CTPP 1 and CTPP 2 in the NPPC, Colon, City of Naga, Cebu. The construction of the new power plant had been aborted due to the adverse Supreme Court decision that led to the return of the NPPC to PSALM on July 31, 2018 (see Note 29). CNPC has not started commercial operations.

SPC Malaya Power Corporation (SMPC). SMPC was incorporated and registered with the SEC on September 22, 2011. SMPC won the bidding processes for the Operation and Maintenance Service Contract (OMSC) of the 650 MW Malaya Thermal Power Plant (MTPP) located in Pililia, Rizal and accordingly operated the MTPP from October 25, 2011 to October 25, 2014. However, SMPC did not participate in the subsequent biddings of the OMSC after October 25, 2014. SMPC has not restarted commercial operations since October 26, 2014.

Bohol Light Company, Inc. (BLCI). BLCI was incorporated on July 21, 2000 to engage in the business of supply and distribution of electricity, subject to applicable laws, rules and regulations. On July 10, 2003, the National Electrification Commission (NEC) granted BLCI's franchise to operate electric, light and power services for a period of 25 years retroactive from October 20, 2000 to October 19, 2025 in the area presently comprised by Tagbilaran City, Bohol.

SPC Electric Company, Inc. (SECI) and SPC Light Company, Inc. (SLCI). SECI and SLCI were incorporated on October 17, 2002 and January 15, 2003, respectively, primarily to design, construct, install, commission, rehabilitate, maintain, manage, operate and invest in power generation/distribution plants and related facilities. The Parent Company has the power to govern the financial and operating policies of SECI by virtue of an agreement, making it eligible for consolidation in accordance with PFRS 10, (insert standard's title). SECI and SLCI have not started commercial operations.



The registered office address of the Parent Company is 7th Floor, Cebu Holdings Center, Archbishop Reyes Avenue, Cebu Business Park, Cebu City. On June 19, 2022, the SEC approved the change in the Parent Company's principal office address to 7th FL BDO Towers Paseo, 8741, Paseo de Roxas, Makati City, 1209.

The consolidated financial statements of the Parent Company and its subsidiaries (collectively referred to as the "Group") were authorized for issue by the Board of Directors (BOD) of the Parent Company on March 30, 2023.

2. Basis of Preparation, Statement of Compliance, Principles of Consolidation and Changes in Accounting Policies and Disclosures

Basis of Preparation

The Group's consolidated financial statements have been prepared on a historical cost basis, except for financial assets at FVOCI which have been measured at fair value, and are presented in Philippine Peso, the functional currency of the companies in the Group. All amounts are rounded to the nearest Peso except as otherwise indicated.

Statement of Compliance

The Group's consolidated financial statements are presented in accordance with the Philippine Financial Reporting Standards (PFRSs).

Principles of Consolidation

The consolidated financial statements include the accounts of the Parent Company and subsidiaries mentioned in Note 1. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Company using consistent accounting policies.

Subsidiaries are fully consolidated from the date control is transferred to the Parent Company and cease to be consolidated from the date control is transferred out of the Parent Company. Control is established when the Parent Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

All intercompany balances, income and expenses, and profits and losses resulting from intercompany transactions are eliminated in full.

Non-controlling interest represents the portion of profit or loss and net assets in subsidiaries not held by the Parent Company and is presented in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to equity holders of the Parent Company. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Parent Company loses control over a subsidiary, it:

- derecognizes the assets (including goodwill) and liabilities of the subsidiary;
- derecognizes the carrying amount of any non-controlling interest;
- derecognizes the cumulative translation differences, recorded in equity;
- recognizes the fair value of the consideration received;
- recognizes the fair value of any investment retained;
- recognizes any surplus or deficit in profit or loss; and
- reclassifies the Parent Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.



New Standards, Interpretations and Amendments

The accounting policies adopted are consistent with those of the previous financial year, except for adoption of new standards effective 2022. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Unless otherwise indicated, the adoption did not have any significant impact on the consolidated financial statements of the Group.

- Amendments to PFRS 3, Reference to the Conceptual Framework

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

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

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

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

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

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

- *Annual Improvements to PFRSs 2018–2020 Cycle*

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

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



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

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

Standard Issued but not yet Effective

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

Effective beginning on or after January 1, 2023

- Amendments to PAS 1, *Presentation of Financial Statements*, and PFRS Practice Statement 2, *Making Materiality Judgments, Disclosure of Accounting Policies*

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

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

The amendments to the Practice Statement provide non-mandatory guidance. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed.

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

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

An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted.

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

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



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

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

Effective beginning on or after January 1, 2024

■ Amendments to PAS 1, *Classification of Liabilities as Current or Noncurrent*

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

- That only covenants with which an entity must comply on or before reporting date will affect a liability's classification as current or noncurrent;
- That classification is unaffected by the likelihood that an entity will exercise its deferral right; and
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and must be applied retrospectively.

■ Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*

The amendments specify how a seller-lessee measures the lease liability arising in a sale and leaseback transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use retained.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and must be applied retrospectively. Earlier adoption is permitted and that fact must be disclosed.

Deferred effectivity

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

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

On January 13, 2016, the Financial Reporting Standards Council (renamed Financial and Sustainability Reporting Standards Council in 2022) deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board



(IASB) completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Deferred effectivity

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

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

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

The amendments may apply to future transactions of the Group.

3. Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash consists of cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from dates of acquisition and that are subject to an insignificant risk of change in value.

Financial Instruments – Classification and Measurement

Classification of Financial Assets. Financial assets are classified in their entirety based on the contractual cash flows characteristics of the financial assets and the Group's business model for managing the financial assets. The Group classifies its financial assets into the following measurement categories:

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through profit or loss (FVPL);
- Financial assets measured at fair value through other comprehensive income (FVOCI), where cumulative gains or losses previously recognized are reclassified to profit or loss; and
- Financial assets measured at FVOCI, where cumulative gains or losses previously recognized are not reclassified to profit or loss.

Contractual Cash Flows Characteristics. If the financial asset is held within a business model whose objective is to hold assets to collect contractual cash flows or within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, the Group assesses whether the cash flows from the financial asset represent solely payments of principal and interest (SPPI) on the principal amount outstanding.



In making this assessment, the Group determines whether the contractual cash flows are consistent with a basic lending arrangement, i.e., interest includes consideration only for the time value of money, credit risk and other basic lending risks and costs associated with holding the financial asset for a particular period of time. In addition, interest can include a profit margin that is consistent with a basic lending arrangement. The assessment as to whether the cash flows meet the test is made in the currency in which the financial asset is denominated. Any other contractual terms that introduce exposure to risks or volatility in the contractual cash flows that is unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are solely payments of principal and interest on the principal amount outstanding.

Business Model. The Group's business model is determined at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. The Group's business model does not depend on management's intentions for an individual instrument.

The Group's business model refers to how it manages its financial assets in order to generate cash flows. The Group's business model determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both. Relevant factors considered by the Group in determining the business model for a group of financial assets include how the performance of the business model and the financial assets held within that business model are evaluated and reported to the Group's key management personnel, the risks that affect the performance of the business model (and the financial assets held within that business model) and how these risks are managed and how managers of the business are compensated.

Financial Assets at Amortized Cost. A financial asset is measured at amortized cost if (a) it is held within a business model for which the objective is to hold financial assets in order to collect contractual cash flows and (b) 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.

These financial assets are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost using the effective interest rate (EIR) method, less any impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees and costs that are an integral part of the EIR. The amortization is included in "Interest income" in the consolidated statement of income and is calculated by applying the EIR to the gross carrying amount of the financial asset, except for (a) purchased or originated credit-impaired financial assets and (b) financial assets that have subsequently become credit-impaired, where, in both cases, the EIR is applied to the amortized cost of the financial asset. Losses arising from impairment are recognized in "Provision for impairment losses" under "General and administrative expenses" in the consolidated statement of income.

As at December 31, 2022 and 2021, the Group has financial assets at amortized cost consisting of cash and cash equivalents, trade and other receivables, and PSALM deferred adjustments included as part of "Other noncurrent assets" in the consolidated statement of financial position (see Notes 5, 6, 7, 12, 28 and 29).

Financial Assets at FVPL. Financial assets at FVPL are measured at FVPL unless these are measured at amortized cost or at FVOCI. Included in this classification are equity investments held for trading and debt instruments with contractual terms that do not represent solely payments of principal and interest. Financial assets held at FVPL are initially recognized at fair value, with transaction costs recognized in the consolidated statement of income as incurred. Subsequently, they are measured at fair value and any gains or losses are recognized in the consolidated statement of income.



Additionally, even if the asset meets the amortized cost or the FVOCI criteria, the Group may choose at initial recognition to designate the financial asset at FVPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency (an accounting mismatch) that would otherwise arise from measuring financial assets on a different basis.

Trading gains or losses are calculated based on the results arising from trading activities of the Group, including all gains and losses from changes in fair value for financial assets and financial liabilities at FVPL, and the gains or losses from disposal of financial investments.

As at December 31, 2022 and 2021, the Group does not have equity instruments at FVPL.

Financial Assets at FVOCI. A financial asset is measured at FVOCI if (a) it is held within a business model for which the objective is achieved by both collecting contractual cash flows and selling financial assets and (b) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income within a separate component of equity. Impairment losses or reversals, interest income and foreign exchange gains and losses are recognized in profit and loss until the financial asset is derecognized. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss. This reflects the gain or loss that would have been recognized in profit or loss upon derecognition if the financial asset had been measured at amortized cost. Impairment is measured based on the expected credit loss (ECL) model.

The Group may also make an irrevocable election to measure at FVOCI on initial recognition investments in equity instruments that are neither held for trading nor contingent consideration recognized in a business combination in accordance with PFRS 3. Amounts recognized in OCI are not subsequently transferred to profit or loss. However, the Group may transfer the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss, unless the dividend clearly represents a recovery of part of the cost of the investment.

Dividends are recognized in profit or loss only when:

- the Group's right to receive payment of the dividend is established;
- it is probable that the economic benefits associated with the dividend will flow to the Group; and
- the amount of the dividend can be measured reliably.

As at December 31, 2022 and 2021, the Group's financial assets at FVOCI includes proprietary golf club shares recorded as part of "Other noncurrent assets" (see Notes 12 and 28).

Classification of Financial Liabilities. Financial liabilities are measured at amortized cost, except for the following:

- Financial liabilities measured at fair value through profit or loss;
- Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the Group retains continuing involvement;
- Financial guarantee contracts;
- Commitments to provide a loan at a below-market interest rate; and
- Contingent consideration recognized by an acquirer in accordance with PFRS 3.



A financial liability may be designated at fair value through profit or loss if it eliminates or significantly reduces a measurement or recognition inconsistency (an accounting mismatch) or:

- if a host contract contains one or more embedded derivatives; or
- if a group of financial liabilities or financial assets and liabilities is managed and its performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Where a financial liability is designated at FVPL, the movement in fair value attributable to changes in the Group's own credit quality is calculated by determining the changes in credit spreads above observable market interest rates and is presented separately in other comprehensive income.

The Group's financial liabilities include trade and other payables, customers' deposits and other noncurrent liability (see Notes 5, 14, 15, 28 and 29).

Impairment of Financial Assets

The Group uses the single, forward-looking "expected loss" impairment model and recognizes ECL for the following financial assets that are not measured at FVPL:

- Debt instruments that are measured at amortized cost and FVOCI;
- Loan commitments; and
- Financial guarantee contracts

No ECL is recognized on equity investments.

ECLs are measured in a way that reflects the following:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial assets migrate through the following three stages based on the change in credit quality since initial recognition:

- *Stage 1: 12-month ECL.* For credit exposures where there have not been significant increases in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of lifetime ECLs that represent the ECLs that result from default events that are possible within the 12-months after the reporting date are recognized.
- *Stage 2: Lifetime ECL – not credit-impaired.* For credit exposures where there have been significant increases in credit risk since initial recognition on an individual or collective basis but are not credit-impaired, lifetime ECLs representing the ECLs that result from all possible default events over the expected life of the financial asset are recognized.
- *Stage 3: Lifetime ECL – credit-impaired.* Financial assets are credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of those financial assets have occurred. For these credit exposures, lifetime ECLs are recognized and interest revenue is calculated by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset.



Loss allowances are recognized based on 12-month ECL for debt investment securities that are assessed to have low credit risk at the reporting date. A financial asset is considered to have low credit risk if:

- the financial instrument has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; or
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a debt investment security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade', or when the exposure is less than 30 days past due.

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

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

Simplified Approach. The simplified approach, where changes in credit risk are not tracked and loss allowances are measured at amounts equal to lifetime ECL, is applied to "Trade and other receivables". The Group has established a provision matrix for commercial and industrial business segments that is based on historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers 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.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, the Group has a legally enforceable 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. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Group and all of the counterparties.

Derecognition of Financial Assets and 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 where:

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



- the Group has transferred its rights to receive cash flows from the asset and either (i) has transferred substantially all the risks and rewards of the asset, or (ii) has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

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

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 the Group.

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

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

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

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

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- 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 Group's statements of financial position 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.

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



Inventories

Inventories, which consist of spare parts, fuel and consumables used in the operation, repairs and maintenance of the power generation and distribution utility plants, are stated at the lower of cost and net realizable value (NRV). Cost is determined using the average method. NRV is the current replacement cost in the ordinary course of business.

Value-Added Tax (VAT)

Revenue, expenses, and assets are recognized net of the amount of VAT, if applicable. VAT from sales of goods and/or services (output VAT) is recognized as payable in the statement of financial position. VAT passed on from purchases of goods or services (input VAT) is recognized as an asset in the statement of financial position to the extent of the recoverable amount.

Investments in Associates

The Group's investments in associates are accounted for under the equity method of accounting. An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture.

Under the equity method, an investment in associate is carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associates. Goodwill relating to an associate is included in the carrying amount of the investment and is not amortized. After application of the equity method, the Group determines whether it is necessary to recognize any additional impairment loss with respect to the Group's net investment in the associate. The consolidated statement of comprehensive income reflects the share of the results of operations of the associates. Where there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes and discloses this, when applicable, in the consolidated statement of changes in equity.

The reporting dates of the associates and the Parent Company are identical and the associates' accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

Property, Plant and Equipment

Property, plant and equipment and right-of-use assets, except land, are stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation and any allowance for impairment losses. Land held by a subsidiary is stated at cost less any accumulated impairment in value.

The initial cost of property, plant and equipment comprises its purchase price, including import duties, taxes and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Such cost includes the cost of replacing part of such property, plant and equipment when the recognition criteria are met. Cost also includes asset retirement obligation specifically for property, plant and equipment installed/constructed on the leased properties.

Advances to suppliers and contractors to be applied as payment for assets to be classified as property, plant and equipment are presented as noncurrent asset and included as part of "Other noncurrent assets" in the consolidated statement of financial position.

Expenditures incurred after the property, plant and equipment have been put into operations, such as repairs and maintenance, are normally charged to income in the period when the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property, plant and equipment.



The carrying amount of the replaced part, regardless of whether the replaced part had been depreciated separately, is derecognized if an entity recognizes in the carrying amount of an item of property, plant and equipment the cost of a replacement for part of the item. If it is not practicable for an entity to determine the carrying amount of the replaced part, it may use the cost of the replacement as an indication of what the cost of the replaced part was at the time it was acquired or constructed. When each major inspection is performed, its cost is recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied.

Depreciation of property, plant and equipment commences once the assets are available for use and is computed on a straight-line basis over the estimated useful lives of the assets or the remaining years of Cooperation Period (for applicable assets) or lease term, whichever is shorter, as follows:

Category	No. of Years
Distribution lines, poles and fixtures	25
Power transformers, switches and devices	15-25
Plant machinery and equipment	2-15
Motor vehicles	2-5
Structures	3-25
Furniture and office equipment	2-12
Right-of-use assets	5

The remaining useful lives and the depreciation method are reviewed periodically to ensure that the periods and method of depreciation are consistent with the expected pattern of consumption of future economic benefits from items of property, plant and equipment.

Fully depreciated assets are retained in the accounts until they are no longer in use and no further charge for depreciation and amortization is made in respect to those assets.

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

Construction in progress represents assets under construction and is stated at cost. This includes cost of construction, equipment and other direct costs. Construction in progress is not depreciated until such time as the relevant assets are completed and available for operational use.

It is the Group's policy to classify right-of-use assets as part of property and equipment. The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are initially measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The initial cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and 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 their estimated useful life and lease term. Right-of-use assets are subject to impairment.



Franchise. Included as part of "Intangible assets" in the consolidated statement of financial position, franchise is stated initially at cost. After initial recognition, franchise is valued at cost less accumulated amortization and any allowance for impairment losses. Costs incurred to acquire the franchise to operate the Bohol Provincial Electric System are amortized over 25 years, which is equivalent to the franchise period granted to BLCI and assessed for impairment whenever there is an indication that the franchise may be impaired. The amortization period and the amortization method for the franchise are reviewed at least at each financial year-end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the franchise is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on the franchise is recognized under "Plant and operations" in the consolidated statement of comprehensive income.

Goodwill. In a business combination, goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognized in the consolidated statement of comprehensive income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGU) that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Where goodwill forms part of a CGU and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

Goodwill is tested for impairment annually, or when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

Asset Retirement Obligation (ARO)

The Group has a contractual obligation under the Department of Environment and Natural Resources (DENR). Per DENR's Environmental Compliance Certificate for Panay Diesel Power Plant, SIPC is required to maintain a fund to cover expenses for compensation of damages to life and property that may be caused by the plant's construction, operation and abandonment (see Note 16). In this regard, the Parent Company and SIPC established an obligation to recognize its estimated liability for asset retirement.

The ARO recognized represents the best estimate of the expenditures required to dismantle installed assets and restore the leased premises to their original condition at the end of the lease term. Such cost estimates are discounted using a pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the liability. The Group recognized the fair value of the liability for these obligations and capitalizes the present value of these costs as part of the balance of the property, plant and equipment accounts, which are depreciated on a straight-line basis over the remaining useful lives of the related property, plant and equipment. Each year, the ARO is increased to reflect the accretion of discount and to accrue an estimate for the effects of inflation, with the charges being recognized under "Interest expense" in the consolidated statement of comprehensive income.



While it is believed that the assumptions used in the estimation of such costs are reasonable, significant changes in these assumptions may materially affect the recorded expense or obligations in future years. Changes in the measurement of an existing decommissioning, restoration and similar liability that result from changes in the estimated timing or amount of the outflow of resources embodying economic benefits required to settle the obligation, or a change in the discount rate, shall be accounted for in accordance with the following under the cost model of accounting for the related asset subject to (a) changes in the liability shall be added to, or deducted from, the cost of the related asset in the current period, (b) the amount deducted from the cost of the asset shall not exceed its carrying amount, the excess shall be recognized immediately in the consolidated statement of comprehensive income, and (c) if the adjustment results in an addition to the cost of an asset, the Group shall consider whether this is an indication that the new carrying amount of the asset may not be fully recoverable. If it is such an indication, the Group shall test the asset, and shall account for any impairment loss, in accordance with PAS 36.

The adjusted depreciable amount of the asset, after adjustment for changes in ARO, is depreciated over its useful life. Once the related asset has reached the end of its useful life, all subsequent changes in the ARO shall be recognized in the consolidated statement of comprehensive income as they occur.

Impairment of Nonfinancial Assets Except Goodwill

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of 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 groups 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 pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognized in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

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

Equity

Capital Stock. Capital stock is recognized at par value for all issued shares.

Additional Paid-in Capital. Considerations received in excess of par value are recognized as additional paid-in capital, net of incremental costs that are directly attributable of the issuance of new shares.



Treasury Stock. Own equity instruments which are reacquired are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of comprehensive income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital.

Retained Earnings. Cumulative balance of periodic net income or loss, dividend contributions, prior period adjustments, effect of changes in accounting policy and other capital adjustments. Dividends are recognized as liability and deducted from retained earnings when they are declared.

Non-controlling interests. Represent the equity interests in subsidiaries which are not held by the Group.

Revenue Recognition

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

Revenue is recognized when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognized is the amount allocated to the satisfied performance obligation.

The Group has concluded that it is the principal in its revenue arrangements because it controls the goods or services before these goods or services are transferred to the customer. The following specific recognition criteria must also be met before revenue is recognized:

Revenue

- Revenue consists of: (i) fees for ancillary services provided by the Parent Company and SIPC (see Notes 24 and 26), (ii) fees for electricity generated and sold by the Parent Company and SIPC to the Wholesale Electricity Spot Market (see Notes 24 and 26), and (iii) energy fees by SIPC for sale of electricity under various contracts with distribution utilities (see Notes 24 and 26).

The Group has concluded that revenue should be recognized over time since the customer simultaneously receives and consumes the benefit as the seller supplies power. For power generation where capacity and energy dispatched are separately identified, these two obligations are to be combined as one performance obligation since these are not distinct within the context of the contract as the buyer cannot benefit from the contracted capacity alone without the corresponding energy and the buyer cannot obtain energy without contracting a capacity. The combined performance obligation qualifies as a series of distinct goods or services that are substantially the same and have the same pattern of transfer.

Some contracts with customers provide unspecified quantity of energy, includes provisional Energy Regulatory Commission (ERC) rates that give rise to variable consideration. The variable consideration is estimated at contract inception and constrained until the associated uncertainty is subsequently resolved.



- Revenue of BLCI from the distribution of power also qualifies as a series of distinct goods or services that are substantially the same and have the same pattern of transfer accounted for as one performance obligation. Revenue is recognized over time and based on amounts billed.

Other Income. Other income is recognized as earned when the related services or performance obligations are rendered.

Interest Income. Interest income is recognized as interest accrues taking into account the effective yield of the asset.

Cost and Expense Recognition

Costs and expenses are recognized in the consolidated statement of comprehensive income when incurred.

Leases

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

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

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

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

Pension Expense

The Parent Company has a defined benefit pension plan which requires contributions to be made to a separately administered fund, while SIPC and BLCI have unfunded, noncontributory, defined benefit pension plan covering substantially all of its regular and permanent employees.



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, adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

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

Defined benefit costs comprise the following:

- Service cost;
- Net interest on the net defined benefit liability; and
- Remeasurements of net defined benefit liability.

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 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 is recognized as expense or income in profit or loss.

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

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

Income Tax

Current Income Tax. Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those enacted or substantively enacted as at the reporting date.

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



The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

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

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

Deferred income tax items are recognized in correlation to the underlying transaction either in profit or loss or directly in equity.

The Group records uncertain tax positions on the basis of a two-step process whereby the Group determines whether it is more likely than not that the tax positions will be sustained based on technical merits of the position, and for those tax positions that meet the more likely than not criteria, the Group recognizes the largest amount of tax benefit that is greater than 50% likely to be realized upon ultimate settlement with related tax authority. The Group records interest and penalties on uncertain tax positions in "Income tax expense (benefit)" account in the consolidated statement of comprehensive income.

Related Party Transactions

Transactions with related parties are accounted for based on the nature and substance of the agreement, and financial effects are included in the appropriate asset, liability, income and expense accounts.

Provisions

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. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

Foreign-Currency-Denominated Transactions

The consolidated financial statements are presented in Philippine Peso, the functional currency of the companies in the Group. Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded in the functional currency rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency rate of exchange ruling at the reporting date. All differences are directly charged against or credited to current operations.



Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Nonmonetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Earnings Per Share

Basic earnings per common share is determined by dividing net income by the weighted average number of common shares outstanding, after retroactive adjustment for any stock dividend and stock splits declared during the year.

Diluted earnings per common share is calculated by dividing the net income for the year attributable to the ordinary equity holders of the Parent Company by the weighted average number of common shares outstanding during the year plus the weighted average number of ordinary shares that would be issued for any outstanding common stock equivalents.

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

The Group is organized into three major business segments. Such business segments are the bases upon which the Group reports its primary segment information. Financial information on business segments is presented in Note 26 to the consolidated financial statements.

Contingencies

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

Events After the Reporting Period

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

4. Significant Accounting Judgments, Estimates and Assumptions

The Group's consolidated financial statements, prepared in compliance with PFRSs, require the Group to make judgments and estimates that affect amounts reported in the Group's consolidated financial statements and related notes. In preparing these consolidated financial statements, the Group made its best judgments and estimates of certain amounts, giving due consideration to materiality. The Group believes that the following represent a summary of these significant accounting judgments and estimates and related impact and associated risks in the Group's consolidated financial statements.

Judgments

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



Revenue Recognition. The Group recognizes revenue when it satisfies an identified performance obligation by transferring a promised good or service to a customer. A good or service is considered to be transferred when the customer obtains control. The Group determines, at contract inception, whether it will transfer control of a promised good or service over time. If the Group does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time.

The Group's revenue from power generation and power distribution are to be recognized over time, since customers simultaneously receives and consumes the benefits as the Group supplies power.

Significant judgments in revenue recognition are as follows:

- *Identifying Performance Obligations.* The Group identifies performance obligations by considering whether the promised goods or services in the contract are distinct goods or services. A good or service is distinct when the customer can benefit from the good or service on its own or together with other resources that are readily available to the customer and the Group's promise to transfer the good or service to the customer is separately identifiable from the other promises in the contract.

The Group assesses performance obligations as a series of distinct goods and services that are substantially the same and have the same pattern of transfer if (i) each distinct good or services in the series are transferred over time and (ii) the same method of progress will be used (i.e., units of delivery) to measure the entity's progress towards complete satisfaction of the performance obligation.

For power generation and ancillary services where capacity and energy dispatched are separately identified, these two obligations are to be combined as one performance obligation since these are not distinct within the context of the contract as the buyer cannot benefit from the contracted capacity alone without the corresponding energy and the buyer cannot obtain energy without contracting a capacity.

The combined performance obligation qualifies as a series of distinct goods or services that are substantially the same and have the same pattern of transfer since the delivery of energy every month are distinct services which are all recognized over time and have the same measure of progress.

- *Identifying Methods for Measuring Progress of Revenue Recognized Over Time.* The Group determines the appropriate method of measuring progress which is either through the use of input or output methods. Input method recognizes revenue on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation while output method recognizes revenue on the basis of direct measurements of the value to the customer of the goods or services transferred to date.

For power generation and ancillary services, the Group determined that the output method is the best method in measuring progress since actual electricity is supplied to customers. The Group recognizes revenue based on:

- For power generation and ancillary services:
 - For the variable energy payment, actual kilowatt hours consumed which are billed on a monthly basis.
 - For fixed capacity payments, the Group allocates the transaction price on a straight-line basis over the contract term. The allocated fixed payments are also billed on a monthly basis.



- For power distribution, the Group uses the actual kilowatt hours consumed, which are also billed on a monthly basis.
- *Determining Method to Estimate Variable Consideration and Assessing the Constraint.* The Group includes some or all the amounts of variable consideration estimated but only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. The Group considers both the likelihood and magnitude of the revenue reversal in evaluating the extent of variable consideration the Group will subject to constraint. Factors such as (i) high susceptibility to factors outside the Group's influence, (ii) timing of resolution of the uncertainty, and (iii) having a large number and broad range of possible considerations amount are considered.

Some contracts with customers provide unspecified quantity of energy and provisional ERC rates that give rise to variable consideration. In estimating the variable consideration, the Group applies the expected value method in estimating the variable consideration given the large number of customer contracts that have similar characteristics and the range of possible outcomes.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are to be fully constrained based on the range of possible outcomes (i.e., unspecified quantity of energy), and the unpredictability of other factors outside the Group's influence (i.e., provisional ERC rates).

- *Allocation of Variable Consideration.* Variable consideration may be attributable to the entire contract or to a specific part of the contract. For power generation, power distribution and ancillary services revenue streams which are considered as series of distinct goods or services that are substantially the same and have the same pattern of transfer, the Group allocates the variable amount that is no longer subject to constraint to the satisfied portion (i.e., month) which forms part of the single performance obligation, and forms part of the monthly billing of the Group.

Assessment of Control Over SECI. Control is presumed to exist when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. On the other hand, significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. Management has determined that the Group has the ability to control the operating and financial activities of SECI by virtue of an agreement. The other stockholder (an individual stockholder owning 60% of the outstanding capital stock of SECI and also a major stockholder of the Parent Company) delegates and entrusts all the decisions in the operational and finance functions of SECI to the Parent Company who owns 40% of the outstanding capital stock of SECI.

Determining Non-Controlling Interest (NCI) that is Material to the Group. The Group assesses whether an NCI is material by considering factors such as the carrying amount of the NCI relative to the net equity of the Group, the profit or loss or other comprehensive income (OCI) of the subsidiary attributable to the NCI, the assets and liabilities of the related subsidiary, or the amount of dividends paid by the subsidiary to the NCI, and the proportion that these amounts bear to the Group's financial position or results of operations. The Group also considers the nature of activities of the subsidiary and its relative importance or risk compared to other operations of the Group. Based on management's assessment, it has determined that the NCI in BLCI is material to the Group. Information about this subsidiary with material NCI is disclosed in Note 18.



Legal Contingencies. The Group is currently involved in various legal proceedings. The estimate of probable costs for the resolution of possible claims is developed in consultation with outside counsel handling the Group's defense in these matters and is based upon an analysis of potential results of litigation. No provision for probable losses arising from legal contingencies was recognized as of December 31, 2022 and 2021.

Estimates and Assumptions

Estimating Expected Credit Losses on Trade and Other Receivables and Receivables from PSALM Deferred Adjustments using Simplified Approach. The Group uses the provision matrix to calculate ECLs for these receivables. The Group calculates provision rates based on days past due for a group of various customer or debtor segments that have similar loss patterns (i.e., customer type).

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

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

The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL.

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

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

The Group has not identified any uncertain event that it has assessed to be relevant to the risk of default occurring but where it is not able to estimate the impact on ECL due to lack of reasonable and supportable information.

An increase in the Group's allowance for expected credit losses of trade and other receivables, receivable from PSALM deferred adjustments and noncurrent receivable from customers arising from PSALM's deferred adjustments (see Note 29) will increase the Group's recorded expenses and decrease current and noncurrent assets. As of December 31, 2022, and 2021, allowance for expected credit losses amounted to ₱45.7 million and ₱48.3 million, respectively (see Note 7). These receivables, net of allowance for expected credit losses, amounted to ₱693.1 million and ₱487.6 million as of December 31, 2022 and 2021, respectively (see Note 7).



Estimating Allowance for Inventory Losses. The Group provides allowance for losses related to inventories whenever the value of these inventories becomes lower than cost due to damage, physical deterioration or obsolescence. The amounts and timing of the recorded expenses for any period would differ if the Group made different judgments or utilized different estimates. An increase in allowance for losses would increase recorded expenses and decrease current assets.

Allowance for losses amounted to nil and ₱1.3 million as of December 31, 2022 and 2021, respectively (see Note 8). The carrying value of the inventories, net of allowance for losses, amounted to ₱467.5 million and ₱389.8 million as of December 31, 2022 and 2021, respectively (see Note 8).

Estimating Useful Lives of Property, Plant and Equipment. The Group estimates the useful lives of property, plant and equipment, except land held by subsidiaries and construction in progress, based on the period over which the assets are expected to be available for use or lease term, whichever is shorter. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets. In addition, the estimation of the useful lives of property, plant and equipment is based on collective assessment of internal technical evaluation and experience with similar assets. However, it is possible that future results of operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recording expenses for any period would be affected by changes in these factors and circumstances.

The Group recognized depreciation expense amounting to ₱83.2 million, ₱85.9 million and ₱93.1 million in 2022, 2021 and 2020, respectively (see Note 22). As of December 31, 2022 and 2021, the aggregate net book values of property, plant and equipment amounted to ₱734.7 million and ₱731.8 million, respectively (see Note 11).

Estimating Impairment of Property, Plant and Equipment. Property, plant and equipment are reviewed and tested whenever there is an indication of impairment and are reassessed at least each reporting date. Factors such as significant underperformance of an asset relative to expected historical or projected future operating results, significant changes in the manner of use of the acquired assets, or significant negative industry or economic trends are considered by the Group in assessing whether there is an indication that an asset's carrying amount may exceed its recoverable amount.

The Group has written off property, plant and equipment with net book values amounting to nil in 2022 and ₱2.8 million in 2021 and ₱0.4 million in 2020 (see Notes 11 and 20). As of December 31, 2022 and 2021, the aggregate net book values of property, plant and equipment amounted to ₱734.7 million and ₱731.8 million, respectively (see Note 11).

Estimating Impairment of Nonfinancial Assets other than Property, Plant and Equipment. The Group assesses whether there are any indicators of impairment at each reporting date. These nonfinancial assets (prepayments and other current assets, investments in associates, and other noncurrent assets, excluding noncurrent receivable from PSALM) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. The recoverable amount of investments in associates are based on fair value less cost to sell. Fair value less cost to sell is determined to be the amount obtainable from the sale of the underlying net assets of the associate. For the other nonfinancial assets, the recoverable amounts are assessed if there are changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in those assets.



Based on management's assessment, there are no indicators of impairment on these nonfinancial assets. Thus, no impairment loss was recognized in 2022, 2021 and 2020. The carrying amounts of these nonfinancial assets as of December 31 are as follows (see Notes 8, 10, 12):

	2022	2021
Investments in associates	₱5,432,453,664	₱5,505,243,597
Prepayments and other current assets	100,931,667	76,307,342
Other noncurrent assets and intangible assets (excluding noncurrent receivable from PSALM, and financial asset at FVOCI)	29,474,405	33,911,695

Estimating Asset Retirement Obligation (ARO). The Group has a contractual obligation under the Department of Environment and Natural Resources (DENR). Per DENR's Environmental Compliance Certificate for Panay Diesel Power Plant, SIPC is required to maintain a fund to cover expenses for compensation of damages to life and property that may be caused by the plant's construction, operation and abandonment (see Note 16). These estimated costs of dismantling and restoration assume third party estimates. The Group projected the estimate using inflation rates ranging from 2.6%–4.4% and discount rate of 5.11%.

The amount and timing of recorded expenses for any period would differ if different assumptions are used. An increase in computed ARO would increase the recorded asset, depreciation and increase noncurrent liabilities.

As of December 31, 2022 and 2021, the ARO has a carrying value of ₱94.3 million and ₱89.7 million, respectively (see Note 16).

Estimating Realizability of Deferred Income Tax Assets. The Group reviews the carrying amounts of deferred income tax assets at each reporting date and reduces deferred income tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. However, there is no assurance that the Group will utilize all or part of the deferred income tax assets. The Group's assessment on the recognition of deferred income tax assets on deductible temporary differences is based upon the likely timing and level of future taxable profits determined from the tax planning strategies of the Group.

The Group has deferred income tax assets amounting to ₱13.6 million and ₱29.0 million as of December 31, 2022 and 2021, respectively (see Note 25).

Estimating Impairment of Goodwill. The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. In estimating the value in use, the Group estimated annual growth at 4%–7% in energy sold and 5%–7% escalation of operating expenses for the first five years. The Group assumed a zero growth rate beyond five years. The interest rate used to discount the net cash flows from operations is the weighted average cost of capital (WACC) of 14.97% for BLCI as of December 31, 2022 and 2021. The carrying amount of goodwill related to the investment in BLCI amounted to ₱32.5 million as of December 31, 2022 and 2021 (see Note 13).

Estimating Incremental Borrowing Rate (IBR). The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its IBR to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no



observable rates are available. The Group estimates the IBR using observable inputs such as market interest rates when available and is required to make certain entity-specific estimates such as the Group's credit rating.

The carrying amount of the right-of-use assets as of December 31, 2022 and 2021 amounted to ₱15.3 million and ₱4.6 million, respectively. Lease liabilities as of December 31, 2022 and 2021 amounted to ₱11.4 million and ₱2.7 million, respectively (see Notes 11 and 30).

Determining Fair Value of Financial Assets and Financial Liabilities. PFRSs require that certain financial assets and liabilities be carried at fair value, which requires extensive use of accounting estimates and judgment. While significant components of fair value measurement were determined using verifiable objective evidence (i.e., foreign exchange rates, interest rates, volatility rates), the amount of change in fair value would differ if the Group utilized a different valuation methodology. Any changes in fair value of these financial assets and liabilities would affect the consolidated statements of comprehensive income and consolidated statements of changes in equity.

Fair value of financial assets as of December 31, 2022 and 2021 amounted to ₱4,775.8 million and ₱3,554.3 million, respectively (see Note 28). Fair value of financial liabilities as of December 31, 2022 and 2021 amounted to ₱857.1 million and ₱670.0 million, respectively (see Note 28).

5. 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.

The Group's policy on material related party transactions is in compliance with the Philippine SEC Memorandum Circular No. 10, Series of 2019, or the *Rules on Material Related Party Transactions for Publicly-Listed Companies*.

The policy applies to the Group and covers related party transactions that meet the materiality threshold of 10% of the Group's consolidated assets. It defines the processes, controls and safeguards for the proper handling, including review, approval and disclosure, of such related party transactions in accordance with applicable laws and regulations.

The Group, in the normal course of business, has significant transactions with related parties which principally consist of the following:

Associates

- Rendering of management and other services by the Parent Company to MECO, an associate, amounting to nil, ₱40.0 million and ₱120.0 million in 2022, 2021 and 2020, respectively, are recorded as "Service income" presented as part of "Other income (charges)" in the consolidated statements of comprehensive income.
- Management, operation and maintenance services rendered by SIPC on ODPP arising from the assignment of rights and obligations by the Parent Company to SIPC under the "Operations, Maintenance and Management Services Agreement" with MECO until 2026 or until a new operator that won in the bidding conducted by MECO in 2017 is qualified by the ERC, whichever is earlier. Revenue recorded under "Revenue" amounted to ₱7.5 million, ₱5.2 million and ₱16.1 million in 2022, 2021 and 2020, respectively. Outstanding receivables from MECO on these transactions amounted to nil as of December 31, 2022 and 2021.



- Purchase of power by BLCI from KEPCO SPC Power Corporation (KEPCO SPC), an associate, under the Power Sales Contract between BLCI and KEPCO SPC amounting to ₱707.0 million ₱343.7 million and ₱331.8 million in 2022, 2021 and 2020, respectively (see Note 24). Outstanding amount due to KEPCO SPC on this transaction amounted to ₱137.0 million and ₱48.4 million as of December 31, 2022 and 2021, respectively, and are included as part of “Trade and other payables” in the consolidated statements of financial position (see Note 14).
- Extension of short-term, noninterest-bearing advances by the Parent Company to KEPCO SPC for the development of the 2x100 MW CFBC coal-fired Power Plant in Naga, Cebu. Outstanding amount due from KEPCO SPC amounted to ₱0.8 million as of December 31, 2022 and 2021 and are included in due from related parties presented under “Trade and other receivables” in the consolidated statements of financial position (see Note 7).
- Dividends received from KEPCO SPC amounting to ₱964.7 million, ₱1,026.8 million and ₱1,357.0 million in 2022, 2021 and 2020, respectively; and from MECO amounting to ₱40.0 million, ₱120.0 million and ₱24.0 million in 2022, 2021 and 2020, respectively (see Note 8).

Affiliates Under Common Ownership

- Sale of electricity to Bohol Water Utilities, Inc. (BWUI) at the same rates charged to BLCI’s consumers amounted to ₱29.0 million, ₱19.6 million and ₱19.1 million in 2022, 2021 and 2020, respectively. Outstanding receivable from BWUI related to this transaction amounting to ₱3.9 million and ₱6.7 million as of December 31, 2022 and 2021, respectively, are included as part of “Trade and other receivables” in the consolidated statements of financial position (see Note 7).
- Rentals on office spaces from SPEC Properties, Inc. (SPEC), SII Properties Development Corporation (SPDC) and BWUI with lease terms ranging from 2–3 years amounted to ₱4.5 million in 2022 and ₱4.4 million in 2022 and 2021. Upon adoption of PFRS 16 effective January 1, 2019, lease liabilities were recognized on the unpaid rentals until the end of lease term for these office spaces.
- Collection charges from BWUI and advances to related parties amounting to ₱0.04 million and ₱0.1 million as of December 31, 2022 and 2021, respectively, are recorded under “Trade and other receivables” in the consolidated statements of financial position (see Note 7). Advances from related parties are presented as “Trade and other payables” in the consolidated statements of financial position (see Note 14).



The results of these transactions are presented in the appropriate accounts in the consolidated financial statements. The amounts due from/due to related parties follow:

2022				
Category	Transaction	Outstanding Balance - Receivable (Payable)	Terms	Conditions
Associates				
Purchase of power from: KEPCO SPC	₱709,983,001	(₱137,031,554)	Interest-bearing; 91-day T-bill plus 3% per annum	Unsecured
Advances:				
KEPCO SPC	-	763,112	Due and demandable	Unsecured; No impairment
MECO	-	939	60-day; Noninterest-bearing	Unsecured; No impairment
Dividend income (see Note 10):				
KEPCO SPC	964,673,562	-	Due and demandable	Unsecured
MECO	39,999,956	-	Due and demandable	Unsecured; No impairment
Affiliates (Companies Under Common Ownership)				
Lease of office space from:				
SPEC	3,651,136	-	30-day; Noninterest-bearing; 3% annual escalation	Unsecured
SPDC	778,084	-	30-day; Noninterest-bearing; 3% annual escalation	Unsecured
BWUI	28,966,817	3,856,333		
Affiliates (Companies Under Common Ownership)				
Collection charges:				
BWUI	114,006	41,717	1.53 per receipt	Unsecured; No impairment
Advances:				
BWUI	95,298	176,574	60-day; Noninterest-bearing	Unsecured; No impairment
SPDC	90,729	507,410	60-day; Noninterest-bearing	Unsecured; No impairment
SPEC	101,810	304,756	60-day; Noninterest-bearing	Unsecured; No impairment
SII	42,199	181,935	60-day; Noninterest-bearing	Unsecured; No impairment
SPI	44,041	171,516	60-day; Noninterest-bearing	Unsecured; No impairment
SWRI	-	223,586	60-day; Noninterest-bearing	Unsecured; No impairment
WPHC	108,565	235,143	60-day; Noninterest-bearing	Unsecured; No impairment
KV Holdings, Inc.	30,109	7,789	60-day; Noninterest-bearing	Unsecured; No impairment
KEPCO Philippines Holdings, Inc.	-	(497,043)	60-day; Noninterest-bearing	Unsecured
Officers and employees (see Note 7)	23,079,844	24,426,406	60-day; Noninterest-bearing	Unsecured; No impairment



2021				
Category	Transaction	Outstanding Balance - Receivable (Payable)	Terms	Conditions
Associates				
Sales:				
MECO	P5,216,459	P-	30-day; Noninterest-bearing	Unsecured; No impairment
Technical services rendered to:				
MECO	40,002,385	-	60-day; Noninterest-bearing	Unsecured
Purchase of power from:				
KEPCO SPC	343,669,158	(48,371,310)	Interest-bearing; 91-day T-bill plus 3% per annum	Unsecured
Advances:				
KEPCO SPC	-	763,112	Due and demandable	Unsecured; No impairment
MECO	939	939	60-day; Noninterest-bearing	Unsecured; No impairment
Dividend income (see Note 10):				
KEPCO SPC	1,026,799,946	-	Due and demandable	Unsecured
MECO	119,999,866	79,999,911	Due and demandable	Unsecured; No impairment
Affiliates (Companies Under Common Ownership)				
Sales:				
BWUI	19,566,742	6,668,944	10 days from receipt of billing	Unsecured; No impairment
Lease of office space from:				
SPEC	3,651,136	(2,738,352)	30-day; Noninterest-bearing; 3% annual escalation	Unsecured
Lease of office space from:				
SPDC	765,946	(572,066)	30-day; Noninterest-bearing; 3% annual escalation	Unsecured
Collection charges:				
BWUI	138,573	26,522	1.53 per receipt	Unsecured; No impairment
Advances to (from):				
BWUI	146,762	236,819	60-day; Noninterest-bearing	Unsecured; No impairment
SPDC	94,042	416,681	60-day; Noninterest-bearing	Unsecured; No impairment
SPDC	294,551	(509,711)	60-day; Noninterest-bearing	Unsecured
SPEC	70,197	202,945	60-day; Noninterest-bearing	Unsecured; No impairment
SII	51,184	139,736	60-day; Noninterest-bearing	Unsecured; No impairment
SPI	45,500	127,475	60-day; Noninterest-bearing	Unsecured; No impairment
SWRI	30,041	223,586	60-day; Noninterest-bearing	Unsecured; No impairment
WPHC	29,041	126,578	60-day; Noninterest-bearing	Unsecured; No impairment
KV Holdings, Inc.	8,564	26,111	60-day; Noninterest-bearing	Unsecured; No impairment
KEPCO Philippines Holdings, Inc.	-	(497,043)	60-day; Noninterest-bearing	Unsecured
Officers and employees (see Note 7)	4,964,831	6,796,875	60-day; Noninterest-bearing	Unsecured; No impairment



2020				
Category	Transaction	Outstanding Balance - Receivable (Payable)	Terms	Conditions
Associates				
Sales:				
MECO	₱16,081,350	₱1,123,161	30-day; Noninterest-bearing	Unsecured; No impairment
Technical services rendered to:				
MECO	120,007,156	—	60-day; Noninterest-bearing	Unsecured
Purchase of power from:				
KEPCO SPC	331,846,831	(49,403,123)	Interest-bearing; 91-day T-bill plus 3% per annum	Unsecured
Advances:				
KEPCO SPC	—	719,579	Due and demandable	Unsecured; No impairment
MECO	990	—	60-day; Noninterest-bearing	Unsecured
Dividend income (see Note 10):				
KEPCO SPC	1,357,016,938	—	Due and demandable	Unsecured
MECO	23,999,973	—	Due and demandable	Unsecured
Affiliates (Companies Under Common Ownership)				
Sales:				
BWUI	19,138,234	2,483,007	10 days from receipt of billing	Unsecured; No impairment
Lease of office space from:				
SPEC	3,651,136	(912,784)	30-day; Noninterest-bearing; 3% annual escalation	Unsecured
SPDC	691,317	(172,829)	30-day; Noninterest-bearing; 3% annual escalation	Unsecured
BWUI	303,704	—	10% escalation every two years	Unsecured
Collection charges:				
BWUI	185,303	19,872	1.53 per receipt	Unsecured; No impairment
Advances:				
BWUI	170,660	256,053	60-day; Noninterest-bearing	Unsecured; No impairment
SPDC	215,160	(215,160)	60-day; Noninterest-bearing	Unsecured
SPDC	70,659	322,638	60-day; Noninterest-bearing	Unsecured; No impairment
SPEC	65,895	132,749	60-day; Noninterest-bearing	Unsecured; No impairment
SII	37,400	88,555	60-day; Noninterest-bearing	Unsecured; No impairment
SPI	37,025	81,975	60-day; Noninterest-bearing	Unsecured; No impairment
SWRI	—	193,545	60-day; Noninterest-bearing	Unsecured; No impairment
WPHC	—	97,537	60-day; Noninterest-bearing	Unsecured; No impairment
KV Holdings, Inc.	13,615	17,547	60-day; Noninterest-bearing	Unsecured; No impairment
KEPCO Philippines Holdings, Inc.	—	(497,043)	60-day; Noninterest-bearing	Unsecured
Pure and Pam, Inc.	—	75,000	60-day; Noninterest-bearing	Unsecured; No impairment
Officers and employees (see Note 7)	11,376,931	6,851,427	60-day; Noninterest-bearing	Unsecured; No impairment

These transactions with related parties are generally settled in cash.



Compensation and Benefits of Key Management Personnel

The Group considers all senior officers as key management personnel. The compensation of key management personnel follows:

	2022	2021	2020
Short-term benefits	₱50,474,435	₱43,171,364	₱39,833,263
Post-employment benefits	762,626	636,490	457,668
	₱51,237,061	₱43,807,854	₱40,290,931

6. Cash and Cash Equivalents

	2022	2021
Cash on hand and in banks	₱1,819,002,343	₱826,026,031
Short-term investments	2,212,419,250	2,158,084,604
	₱4,031,421,593	₱2,984,110,635

Cash in banks earn interest at the respective bank deposit rates. Short-term investments are made for varying periods of up to three months or less, depending on the immediate cash requirements of the Group, and earn interest at the prevailing short-term investment rates. Total interest income amounted to ₱27.8 million, ₱34.6 million and ₱51.6 million in 2022, 2021 and 2020, respectively.

7. Trade and Other Receivables

	2022	2021
Receivable from customers (net of allowance for impairment losses of ₱45.7 million and ₱48.3 million as of 2022 and 2021, respectively) (see Note 5)	₱593,891,475	₱307,274,236
Current portion of PSALM deferred adjustments (see Note 29)	36,798,477	36,798,477
Advances to officers and employees	24,426,406	6,796,877
Due from related parties	2,689,294	2,190,509
Receivable from PSALM (net of allowance)	–	1,015,262
Dividend receivable	–	79,999,911
Others	38,029,406	55,752,349
	₱695,835,058	₱489,827,621

Receivable from customers arises from generation and sale of energy, distribution of purchased energy, and from provision of ancillary services.

Receivables from PSALM and customers are noninterest-bearing and are generally with a term of 1–30 days and 30–90 days, respectively.

Others mainly consist of universal charges receivable from customers that are noninterest-bearing, insurance claims and accrued interest receivables from short-term investments. Universal charges are amounts passed on and collected from customers on a monthly basis. These are charges imposed to recover the stranded debts, stranded contract costs of National Power Corporation (“NPC”) and stranded



contract costs of eligible contracts of distribution. The Company remits collections monthly to PSALM who administers the fund generated from universal charges and disburses the said funds in accordance with the intended purposes.

Allowance for impairment losses pertains to trade receivables as a result of performing collective impairment test at reporting date. These relate to debtors who are either in significant financial difficulties, have defaulted on payments or whose accounts are under dispute and legal proceedings.

The following table shows the movement in the allowance for impairment losses:

	2022	2021
At January 1	₱48,283,301	₱39,789,858
Provision for impairment losses (see Note 20)	2,007,340	8,493,443
Reversal of allowance for doubtful accounts	(4,635,194)	—
At December 31	₱45,655,447	₱48,283,301

8. Investments in Associates

	2022	2021
Acquisition cost	₱2,852,565,368	₱2,852,565,368
Accumulated equity in net earnings and other comprehensive income:		
At January 1	2,652,678,229	2,930,301,270
Equity in net earnings	925,354,304	867,849,896
Share in remeasurement of employee benefits of associates, net of tax of nil in 2022 and ₱0.1 million in 2021	6,529,281	1,326,876
Dividend	(1,004,673,518)	(1,146,799,813)
At December 31	2,579,888,296	2,652,678,229
	₱5,432,453,664	₱5,505,243,597

The Group's associates, corresponding equity ownerships, and acquisition costs follow:

	Principal Activity	% of Ownership	Acquisition Cost
KEPCO SPC	Power generation	40.0	₱2,472,464,616
MECO	Power distribution	40.0	380,000,752
SWRI	Water processing	40.0	100,000
			₱2,852,565,368

KEPCO SPC

KEPCO SPC was registered with the SEC on June 22, 2005 primarily to build, operate, maintain, own and manage the 2x100 MW CFBC Boiler Coal-Fired Power Plant in Naga, Cebu, Philippines.

