COVER SHEET

FORM SEC -IS

Nature of Application	SEC Registration No.
Preliminary Information Statement	9 1 4 2

(Company's Full Name)

METRO GLOBAL HOLDINGS

CORPORATION

Principal Office (No./Street/Barangay/City/Town/Province

MEZZANINE FLOOR, RENAISSANCE

TOWER, MERALCO AVE., PASIG

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number's	Mobile Number
corpsec@metroglobalholdings.com	**(02)86336205**	09176587113

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person	Email Address	Telephone Number's	Mobile Number
Ramon G. Jimenez	corpsec@metroglobalholdings.com	(02)86336205	09178290808

Contact Person's Address

Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City

****

To be accomplished by CRMD Personnel

		Date	Signature
Assigned Processor			

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to

- ☐ Corporate Partnership Registration Division
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit

METRO GLOBAL HOLDINGS CORP.

Mezzanine Floor, Renaissance Tower, Meralco Avenue, Ortigas Center, Pasig City

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO ALL STOCKHOLDERS

Please be informed that the Annual Stockholders' Meeting of **METRO GLOBAL HOLDINGS CORPORATION** (the "Corporation") shall be held on **31 July 2025** (Thursday) **at 10:00 am (Philippine time) to be conducted virtually** and attendance at the meeting will be via remote communication only. Only shareholders of record as of 25 June 2025 shall be entitled to notice and to vote at the said meeting.

The Agenda of the Meeting is as follows:

1. Proof of Due Notice of Meeting and Determination of Quorum
2. Approval of the Minutes of the Annual Shareholder's meeting held on 25 July 2024
3. Presentation of Chairman's Report
4. Approval of the Audited Financial Statements for the calendar year ended December 31, 2024
5. Ratification of Acts and Resolutions of the Board, Board Committees and Officers since the 2024 Annual Shareholder's Meeting
6. Election of Directors (including Independent Directors)
7. Approval of the 1-year term extension of the Independent Director Francisco C. Gonzalez
8. Election of External Auditor
9. Other matters
    (a) Ratification by Stockholders of 2012 Debt to Equity Conversion of P800 million Debt to Fil-Estate Management, Inc. into 800 million shares of the Corporation
    (b) Ratification by Stockholders of 2014 Debt to Equity Conversion of P200.15 million Debt to Fil-Estate Management, Inc. into 200.15 million shares of the Corporation
    (c) Approval by Shareholders of Waiver of Public Offering of the 800 million and 200.15 million shares issued to parent company, Fil-Estate management, Inc.
10. Adjournment

Stockholders who intend to participate in the Meeting via remote communication must register by filling up the form that can be downloaded at https://metroglobalholdings.com/asmregister/ and submit the required information on or before 21 July 2025. Online registration will be open from 01 July 2025 at 9:00am to 29 July 2025 at 5:00pm. All information received will be subject to verification by the Corporate Secretary and the Stock and Transfer Agent.

We are not soliciting your proxy. However, if you would be unable to attend the Meeting but would like to be represented thereat, you should send a scanned copy of the a proxy form (which need not be notarized) with other supporting documents via email to investor-relations@metroglobalholdings.com or send a hard copy to the Office of the Corporate Secretary at Poblador Bautista & Reyes Law Offices, 5th Floor, SEDCCO I Building, 120 Rada Street, Legaspi

Village, Makati City not later than 21 July 2025. Validation of proxies shall be held on 25 July 2025 at 9:00am at the Office of the Corporate Secretary. Sample formats of the proxy forms for individual and corporate stockholders are available in the Corporation's Definitive Information Statement or can be downloaded at https://metroglobalholdings.com/PROXY-2025.pdf.

Stockholders who have successfully registered (a) will be provided access to the live streaming of the Meeting, (b) can vote on the Agenda items using the online ballot that will be sent to them; and (c) can send their questions or comments on the Agenda items by email to investor-relations@metroglobalholdings.com with subject "MGH 2025 ASM Question/Comment." Stockholders who will participate in the Meeting are encouraged to send their questions or comments on or before 29 July 2025. Relevant questions on the Agenda items will be read and answered by the concerned officers during the Meeting.

The Definitive Information Statement which contains a brief explanation of each item in the Agenda, the procedures for attending the Meeting via remote communication and for casting votes *in absentia*, Quarterly Reports as of 31 March 2025 and other documents related to the 2025 Annual Stockholders Meeting are posted in the Company's website at https://metroglobalholdings.com and PSE EDGE portal via https://edge.pse.com.ph.

Pasig City, June 05, 2025

METRO GLOBAL HOLDINGS CORPORATION
By:

Gilbert R. T. Reyes

GILBERT RAYMUND T. REYES
Corporate Secretary

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

I. Call to Order

The Annual Meeting will be formally opened at approximately 10:00 o'clock in the morning.

II. Certification of Notice of Quorum (and Rules of Conduct and Procedures)

The Corporate Secretary will certify that the written notice for the meeting was duly sent to stockholders of record, including the date of publication and the newspapers where the notice was published. The Corporate Secretary will also certify that a quorum exists, and the Stockholders representing at least a majority of the outstanding capital stock, present in person or by proxy, shall constitute a quorum for the transaction of business.

Pursuant to Sections 23 and 57 of the Revised Corporation Code, which allow voting in absentia by the stockholders, the stockholders may register by submitting the requirements via email at https://metroglobalholdings.com/asmregister/ and vote in absentia on the matters for resolution at the meeting. A stockholder who votes in absentia as well as a stockholder participating by remote communication shall be deemed present for purposes of quorum.

Please refer to Annex "C" on the Procedures and Requirements for Voting and Participation in the Annual Meeting for complete information on remote participation or voting in absentia, as well as on how to join the live stream for the Annual Meeting.

III. Approval of the Minutes of the previous Annual Stockholders' Meeting

Stockholders will be asked to approve the Minutes of the Stockholders' Meeting held on 25 July 2024, a copy of which is available at the Company's website, https://metroglobalholdings.com

IV. Annual Report of Management

The performance of the Company in 2024 will be reported.

V. Approval of the Audited Financial Statement for the year ended 31 December 2024

The Chief Financial Officer will report on results of financial performance of the Company for the year ended 31 December 2024

VI. Ratification of all acts and resolutions of the Board of Directors, Board Committees and Management

The actions of the Board and its committees were those taken since the annual stockholders' meeting on 25 July 2024 until 31 May 2025. These include approvals for appointment of authorized representatives, treasury operations, and matters subject of disclosures to the Securities and Exchange Commission and Philippine Stock Exchange.

VII. Election of Directors

Nominees for election of nine (9) members of the Board of Directors, including two (2) independent directors, will be submitted for election by the stockholders. The profiles of the nominees to the Board of Directors are provided in the Information Statement.

VIII. Approval of the 1-year term extension of Independent Director Francisco C. Gonzalez

The resolution of the Board of Directors, upon recommendation of Management, to extend the term of Independent Director Francisco C. Gonzalez for another year, whose 2024-2025 Board term ends this forthcoming Annual Meeting, will be submitted for approval by the stockholders.

IX. Appointment of External Auditor

The appointment of the external auditor for the ensuing year will be endorsed to the stockholders for approval. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

X. Other matters

The following matters will be submitted for approval by the stockholders:

(a) Ratification by Stockholders of 2012 Debt to Equity Conversion of P800 million debt to Fil-Estate Management, Inc. into 800 million shares of the Corporation
(b) Ratification by Stockholders of 2014 Debt to Equity Conversion of P200.15 million debt to Fil-Estate Management, Inc. into 200.15 million shares of the Corporation
(c) Approval by Shareholders of Waiver of Public Offering of the 800 million and 200.15 million shares issued to parent company, Fil-Estate Management, Inc.

XI. Adjournment

Upon determination that there are no other matters to be considered, the meeting shall be adjourned.

METRO GLOBAL HOLDINGS CORPORATION
FORM OF PROXY

The undersigned shareholder(s) of METRO GLOBAL HOLDINGS CORPORATION, (the "Company") hereby appoint/s:

[NAME OF AUTHORIZED REPRESENTATIVE]
or in his absence,
the
Chairman of the Meeting

as my proxy to represent and vote on my behalf all of my shares in the Company at the 2025 Annual Stockholders' Meeting of the Company to be held on 31 July 2025, at 10:00am, and at any adjournment or postponement thereof, for the purpose of acting on the following matters:

ITEM NO.	SUBJECT	ACTION		
		FOR	AGAINST	ABSTAIN
2	Approval of the previous Minutes held on 25 July 2024			
4	Approval of the Audited Financial Statements for the calendar year ended 31 December 2024			
5	Ratification of Corporate Acts and Resolutions since the 2024 Annual Meeting			
6	Election of Directors (including Independent Directors) for the ensuing year:			
	Robert John L. Sobrepeña			
	Ferdinand T. Santos			
	Noel M. Cariño			
	Rafael Perez De Tagle, Jr.			
	Roberto S. Roco			
	Jaime M. Cacho			
	Alice Odchigue-Bondoc			
	Francisco C. Gonzalez			
	Jose Wilfrido M. Suarez			
7	Approval of the 1-year term extension of the Independent Director Francisco C. Gonzalez			
8	Election of External Auditor			
9	Other Matters			
	(a) Ratification of Stockholders of 2012 Debt to Equity Conversion of P800 million Debt to Fil-Estate Management, Inc. into 800 million shares of the Corporation			
	(b) Ratification of Stockholders of 2014 Debt to Equity Conversion of P200.15 million			

	Debt to Fil-Estate Management, Inc. into 200.15 million shares of the Corporation			
	(c) Approval by Shareholders of Waiver of Public Offering of the 800 million and 200.15 million shares issued to parent company, Fil-Estate Management, Inc.			
10	Adjournment			

______________	______________________	______________	__________
Printed Name of Shareholder	Signature of Shareholder/ Authorized Signatory	Number of Shares to to be represented	Date

A scanned copy of this Proxy Form, with other supporting documents, should be sent via email to investor-relations@metroglobalholdings.com not later than 21 July 2025. A hard copy of the Proxy Form should be delivered to the Office of the Corporate Secretary at Poblador Bautista & Reyes Law Office, 5th Floor, SEDDCO Building, Rada Street, Legaspi Village, Makati City. Validation of proxies shall be held on 25 July 2025 at 9:00am at the Office of the Corporate Secretary.

For corporate stockholders, please attach to this Proxy Form the Secretary's Certificate on the authority of the signatory to appoint the proxy and sign this form.

This proxy when properly executed will be voted in the manner as directed herein by the shareholder/s. If no direction is made, the proxy will be voted for such other matters as may properly come before the meeting in the manner described in the Information Statement.

This proxy does not need to be notarized.

SAMPLE SECRETARY'S CERTIFICATE

I, **__________________________,** of legal age, Filipino, and with office address at____, after having been duly sworn in accordance with law, hereby depose and say that:

1. I am the duly appointed Corporate Secretary of **____,** a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at ____(the "Corporation");

2. During the special meeting of the Board of Directors of the Corporation held on__________________________, at which meeting a quorum was present and acting throughout, the following resolutions were unanimously approved and adopted:

> "RESOLVED, That the Corporation hereby appoints and designates ______________________________ as the Corporation's Proxy (the Proxy) to attend the Annual Stockholders' Meeting of **METRO GLOBAL HOLDINGS CORPORATION (MGHC)** to be held remotely on **31 July 2025** or on any postponement or adjournment thereof, and in connection therewith, to vote all shares of the Corporation in MGHC and to act on all matters and resolutions that may come before or presented during the meeting or any continuances or adjournments thereof, in the name, place and stead of the Corporation;
>
> RESOLVED, FURTHER, That the power and authority herein granted shall remain valid and effective until such time as the same is withdrawn by the Corporation through notice in writing delivered to the Corporate Secretary of MGHC before the date of any such meeting or until the last day of the fifth year from the date hereof, whichever comes first, and that MGHC may rely on the continuing validity of this resolution until receipt of such written certification of its revocation."

3. The foregoing resolutions have not been revoked, amended nor in any manner modified, and accordingly, the same may be relied upon until a written notice to the contrary is issued by the Corporation.

IN WITNESS WHEREOF, I have hereunto affixed my signature this ________________ at ______________________________.

Printed Name and Signature of
The Corporate Secretary

SUBSCRIBED AND SWORN to before me this ________________________. Affiant exhibited to me his Competent Evidence of Identity by way of___________________issued on ______________________at ________________________________.

NOTARY PUBLIC

Doc. No. ______;
Page No. ______;
Book No. ______;
Series of ______.

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

1. Check the appropriate box

_X_ Preliminary Information Statement

___ Definitive Information Statement

2. Name of registrant as specified in its charter: **METRO GLOBAL HOLDINGS CORPORATION**

3. Province, country or other jurisdiction of incorporation or organization: **Metro Manila, Philippines**

4. SEC Identification Number: **9142**

5. BIR Tax Identification Code: **000-194-408-000**

6. Mezzanine Floor, **Renaissance Towers, Meralco Avenue, Pasig City, Philippines** **1604**
Address of Principal Office **Postal Code**

7. Registrant's Telephone Number, including area code: **(+632) 8633-6205**

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

Date: 31 July 2025, Thursday
Time: 10:00 a.m. (Philippine time)
Place: **Virtually via ZOOM**
The Chairman will conduct the online meeting at the principal office of the Corporation at Mezzanine Floor, Renaissance Towers, Meralco Avenue, Pasig City, Philippines pursuant to Section 15 of SEC Memorandum Circular No. 6, Series of 2020 in relation to Section 50 of the Revised Corporation Code

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

The Information Statement may be accessed at the Corporation's website https://metroglobalholdings.com/ beginning on 08 July 2025.

10. Securities registered pursuant to Sections 4 & 8 of the RSA (as of 30 September 2019)

Title of Each Class	**Number of Shares Outstanding of Common Stock**
Common Shares	2,750,000,000

11. Are any or all registrant's securities listed in the Philippine Stock Exchange

Yes [√] No [ ]

299,850,000 common shares are listed on the Philippine Stock Exchange ("PSE")

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

PART I

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders (hereinafter the "Annual Stockholders' Meeting" or "Annual Meeting")

The 2025 Annual Meeting of the Company will be held on **31 July 2025, Thursday at 10:00am** virtually via ZOOM**.** Section 2, Article V of the latest Amended By-Laws of the Company approved by the Securities and Exchange Commission last 11 September 2024 provides that the Annual regular meetings shall be held on the last Thursday of July of each year, if such day is not a holiday, otherwise, it shall be on the first working day after such date. This year, the last Thursday of July falls on 31 July 2025, which day is not a holiday. Hence, this is the date the Board of Directors has set as the Annual Meeting date for 2025.

The Chairman will conduct the online Meeting at the principal office of the Corporation at the Mezzanine Floor, Renaissance Towers, Meralco Avenue, Pasig City, Philippines pursuant to Section 15 of SEC Memorandum Circular No. 6, Series of 2020 in relation to Section 50 of the Revised Corporation Code.

This Information Statement, Management Report, Annual Report and other pertinent reports will not be distributed in physical form to the Company's shareholders. Instead the Company will use an authorized and alternative mode of distribution which is to publish the said Information Statement and reports through the Company's website https://metroglobalholdings.com/ and the PSE Edge portal via https://edge.pse.ph.

The approximate date in which the Information Statement is first to be sent or given to security holders is on or before 8 July 2025.

In addition, the Notice of Meeting will be published in the business section of two (2) newspapers of general circulation in print and online format for two (2) consecutive days with the last publication at least 21 days prior to the Meeting.

Item 2. Dissenters' Right of Appraisal

As provided in Title X of the Revised Corporation Code of the Philippines, a shareholder has the right to dissent and demand payment of the fair value of his shares in the following instances:

(1) In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence. (Sec. 80);

(2) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets (Sec. 80);

(3) In case of merger or consolidation of the corporation with or into another entity (Sec. 80); and

(4) In case of any investment of corporate funds for any purpose other than the primary purpose of the corporation (Sec. 80)

A dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken, provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken excluding any appreciation or depreciation in anticipation of such corporate action.

If, within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder of the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made, provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation.

From the time of demand for payment of the fair value of a stockholder's shares until the abandonment of the corporate action involved or the purchase of the said shares by the corporation, all rights accruing to such shares, including voting and dividend rights shall immediately be restored.

No demand for payment may be withdrawn unless the corporation consents thereto.

If, however, such demand for payment is withdrawn with the consent of the corporation, or if the proposed corporate action is abandoned or rescinded by the corporation or disapproved by the SEC where such approval is necessary, or if the SEC declares such stockholder in not entitled to the appraisal right, then the right of the stockholder to be paid the fair value of the shares shall cease, the status as stockholder shall be restored and all dividend distributions which would have accrued on the shares shall be paid to the stockholder.

The cost and expenses of appraisal shall be borne by the corporation, unless the fair value ascertained by appraisers is approximately the same as the price which the corporation may have offered to the stockholder, in which case they shall be borne by the latter. In the case of an action to recover such fair value, all costs and expenses shall be assessed against the corporation, unless the refusal of the stockholder to receive payment was unjustified.

Within ten (10) days after demanding payment for shares held, a dissenting stockholder shall submit the certificates of stock representing the shares to the corporation for notation that such are dissenting shares. Failure to do so shall, at the option of the corporation, terminate the rights of such dissenting stockholder. If shares represented by the certificates bearing such notation are transferred, and the certificates consequently cancelled, the rights of the transferor as a dissenting stockholder shall cease and the transferee shall have all the rights of a regular stockholder; and all dividend distributions which would have accrued on such shares shall be paid to the transferee.

For this Annual Meeting, however, no matter will be presented for stockholders' approval that may give rise to the exercise of a right of appraisal.

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

(a) No person who has been a director or officer of the Company, at any time since the beginning of the last fiscal year, or nominee for election as a director of the Company or associates thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in the Annual Meeting, other than election to office.

(b) None of the directors of the Company has informed the Company that he intends to oppose any action to be taken by the Company at the Annual Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof:

(a) Number of Shares Outstanding as of 31 May 2025

Common Shares 2,750,000,000

(b) Number of Votes Entitled: one (1) vote per share

All stockholders of record as of 25 June 2025 are entitled to notice of and to vote at the Annual Meeting

(c) Manner of Voting

Under Article V, Section 6 of the By-Laws of the Company, at every meeting of the stockholders of the Company, each share of stock entitles the person in whose name it is registered in the books of the Corporation to one vote provided the shares have not been declared delinquent.

Article V, Section 7 of the By-Laws of the Company provides that the election of Directors shall be by ballot when requested by a voting stockholder, and each stockholder entitled to vote may vote such number of votes to which the number of Directors to be elected, multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the total number of Directors to be elected. This procedure for voting in the election of Directors is also reflected in the Voting Procedures for Election of Directors in Item 19 of this Information Statement.

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

i. Security ownership of Record and Beneficial owners owning more than Five Percent (5%) of any class of the Company's voting securities as of 31 May 2025:

Title Of Class	Name and address of Record Owner and relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent (Based on total shares)

Common	Fil-Estate Management, Inc.[1] Mezzanine Floor Renaissance Tower, Meralco Ave. Ortigas, Pasig City	Fil-Estate Management, Inc.[2]	Filipino	2,454,750,194	89.26%

Fil-Estate Management, Inc. ("FEMI") is the parent of the Company. FEMI is owned by the following persons: Robert John L. Sobrepeña (32%), Atty. Ferdinand T. Santos (27%), Noel M. Cariño (27%) and Mamerto Marcelo (14%) as Receiver for Bank of Commerce as Trustee for CAP Philippines, Inc. and Bank of Commerce as Trustee for Comprehensive Annuity Plans and Pension Corporation.

ii. Security Ownership of Management

As of 31 May 2025, the Directors and Executive Officers of the Corporation are the beneficial owners of the following number of shares:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class (of total outstanding shares)
Directors				
Common	Robert John L. Sobrepena	241,000 (direct)	Filipino	.009%
Common	Ferdinand T. Santos	1,000 (direct)	Filipino	.000%
Common	Noel M. Cariño	1,506,500 (direct)	Filipino	.055%
Common	Jaime Cacho	1 (direct)	Filipino	.000%
Common	Alice Odchigue-Bondoc	1 (direct)	Filipino	.000%
Common	Roberto S. Roco	1 (direct)	Filipino	.000%
Common	Rafael Perez de Tagle Jr.	1,000 (direct)	Filipino	.000%
Common	Francisco C. Gonzalez	1,000 (direct)	Filipino	.000%
Common	Jose Wilfrido M. Suarez	1 (direct)	Filipino	.000%
Other Executive Officers:				
Common	Gilbert Raymund T. Reyes ITF for various shareholders	1,903,514 (indirect)	Filipino	.069%
Common	Solita S. Alcantara	15,000 (direct)	Filipino	.001%
	TOTAL	3,669,018		.133%

None of the members of the Company's directors and management owns 2.0% or more of the outstanding capital stock of the Company.

[1] Fil-Estate Management, Inc. ("FEMI") is the parent of the Company.
[2] Under the By-Laws and Revised Corporation Code, the FEMI Board has the power to decide how FEMI's shares are to be voted.

All other executive officers not listed above, do not own any share of the Company.

iii. Voting Trust Holders of 5% or more

The Company knows of no person holding more than 5% of common shares under a voting trust or similar arrangement.

iv. Changes in Control

No change of control in the Company has occurred since the beginning of the last calendar year. There are no arrangements with any party which may result in a change in the control of the Company.

v. Foreign Ownership level as of 31 May 2025

Security	Total Outstanding Share	Shares Owned by Foreigners	Percent of Ownership
Common Shares	2,750,000,000	59,559,103	2.1658%

Item 5. Directors and Executive Officers as of 31 May 2025

The following are the incumbent directors and officers of the Company:

Name of Directors	Age	Nationality	Position
Robert John L. Sobrepena	70	Filipino	Chairman of the Board & CEO
Ferdinand T. Santos	74	Filipino	President and Director
Noel M. Carino	70	Filipino	Director
Jaime M. Cacho	69	Filipino	SVP for Project Development/Director
Rafael Perez de Tagle Jr.	70	Filipino	EVP for Operations and Director for Investor Relations Officer/Director
Roberto R. Roco	72	Filipino	Director
Alice Odchigue-Bondoc	58	Filipino	SVP for Good Governance/ Compliance Office/Corporate Information Officer/Assistant Corporate Secretary/Director
Francisco C. Gonzalez	81	Filipino	Independent Director
Jose Wilfrido M. Suarez	75	Filipino	Independent Director
Name of Officers			

Ramon G. Jimenez	65	Filipino	Chief Financial Officer
Gilbert Raymund T. Reyes	67	Filipino	Corporate Secretary
Solita S. Alcantara	64	Filipino	VP-Chief Audit Executive
Sylvia M. Hondrade	56	Filipino	VP-Business Development & Special Projects
Socorro G. Roco	64	Filipino	VP- Records Management
Khateryn M. Benitez	47	Filipino	VP-Human Resources

The Nomination Committee performs its functions concurrently as part of the Corporate Governance Committee and is composed of its Chairman, Jose Wilfrido M. Suarez and its members, Francisco C. Gonzalez, Robert John L. Sobrepena, Atty. Ferdinand T. Santos, Rafael Perez de Tagle Jr and Atty. Alice Odchigue-Bondoc.

Upon the recommendation of the Company's Nomination Committee as required by the Company's Manuel on Corporate Governance, the following are nominated for re-election to the position stated below for the year 2024-2025 to hold office as such for one year or until their successors shall have been duly qualified.

	Name of Nominee	Position
1.	Robert John L. Sobrepena	Regular Director
2.	Ferdinand T. Santos	Regular Director
3.	Noel M. Carino	Regular Director
4.	Jaime M. Cacho	Regular Director
5.	Rafael Perez de Tagle, Jr.	Regular Director
6.	Roberto S. Roco	Regular Director
7.	Alice Odchigue-Bondoc	Regular Director
8.	Francisco C. Gonzalez	Independent Director
9.	Jose Wilfrido M. Suarez	Independent Director

In the meeting of the Board of Directors held on 25 April 2025, the Board of Directors upon recommendation of Management, approved the 1-year extension of the term of Independent Director Francisco C. Gonzalez whose 2024-2025 Board term ends this forthcoming Annual Meeting, subject to necessary approval of the shareholders. Serving as lead independent director, Mr. Gonzalez' expertise in the energy industry has proven invaluable in providing input and guidance in the overall strategy of the Company. The independent and objective perspective provided by Mr. Gonzalez during Board meetings, especially during Committee meetings is indispensable, especially as the Company is in the process of implementing its new businesses into solar and renewable energy projects through newly-acquired subsidiary, Metro Solar Power Solutions, Inc. Mr. Gonzalez is an Electrical Engineer by profession and is the CEO of his own company engaged in installation of electrical systems and electrical power generation facilities. Metro Solar has an existing 65megawatt solar power energy project in Pililla, Rizal.

The business experience for the past five years of each of our nominee directors is set forth below.

(a) Board of Directors

Name, Age, Citizenship	Position	Period Served	Professional and Business Experience
Robert John L. Sobrepeña, 70, Filipino	Chairman of the Board	1996 to present	He is the Chairman of the Board and Chief Executive Officer of the Company. He is the Chairman of the Board of Fil-Estate Management, Inc., Metro Rail Transit Corporation, MRT Development Corporation, Monumento Rail Transit Corporation, CJH Development Corporation, CJH Hotel Corporation, CJH Suites Corporation, CJH Leisure, Inc., Club Leisure Management Corporation, Metro Countrywide Corporation, Metro Solar Power Solutions, Inc., Metro Global Renewable Energy Corporation, Metro Renewable Transport Solution, Inc., MGHC Royalty Holdings Corporation and Philippine Highlands Coffee Farms, Inc.. He is also Vice-Chairman of Southwoods Ecocentrum Corporation. He is likewise the Chairman of Manila Southwoods Golf & Country Club, Inc. and Camp John Hay Golf Club, Inc. He is also President of The Forest Hills Golf & Country Club, Inc. He graduated with a Bachelor's Degree in Science major in Psychology and Marketing from the De La Salle University in 1978.
Ferdinand T. Santos, 74, Filipino	President	1996 to present	He is the President and Chief Risk Officer of the Company. He is also the President of Fil-Estate Management, Inc., Fil-Estate Development, Inc., MRT Development Corporation, Monumento Rail Transit Corporation, MGHC Royalty Holdings, Inc., CJH Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. He is a Director of Global-Estate Resorts, Inc. He is also the Chairman of the Forest Hills Golf & Country Club, Inc. He is likewise the President of Fairways & Bluewater Resort, Golf & Country Club, Inc. and Camp John Hay Golf Club, Inc. He is also a Director of Metro Renewable Transport Solution, Inc. He took his Bachelor of Arts at Arellano University in 1970. He has a Bachelor of Law degree from San Beda College where he graduated Valedictorian and Magna Cum Laude in 1974. He was a topnotcher in the 1974 Philippine Bar Exam (2nd Placer).
Noel M. Cariño, 70, Filipino	Director	1996 to present	He is also a Director in Fil-Estate Management, Inc., Fil-Estate Development, Inc., CJH Development Corporation, CJH Hotel

			Corporation and CJH Suites Corporation. He was past Chairman and currently serves as President of the Chamber of Real Estate and Builders Association (CREBA), an umbrella organization of various stakeholders in the construction, real estate and development industry, inclusive of architects, engineers, planners and other real estate broker's practitioners. He is Chairman of SunAsia, Inc., a renewable energy holding company. He is also Chairman of MegaWatt Solutions, Inc., a technology company pioneering in utilizing energy storage solutions. As CREBA President, he is Conferrer of the Dela Salle University Executive Development Program in Real Estate Management.
Jaime Cacho, 69, Filipino	Director	2018 to present	He is also the SVP for Project Development of the Company. He holds a Bachelor of Arts Degree Major in Communication Arts from De La Salle University, Manila in 1978. Mr. Cacho also has a Master in Business Administration (Candidate) from the Ateneo Graduate School of Business, Manila in 1983. At present, Mr. Cacho is President and Chief Operating Officer of Metro Countrywide Corporation, Metro Solar Power Solutions, Inc., and Metro Global Renewable Energy Corporation. He is a Director and Chief Operating Officer of Metro Renewable Transport Solution, Inc. He is also a Director of MRT Development Corporation and CJH Development Corporation. He is also concurrently, Head of Project Development and Management Services for Fil-Estate Management, Inc.. Mr. Cacho has over 41 years of top-level management and construction experience earned throughout his career.
Rafael Perez de Tagle, Jr., 70, Filipino	Director	2000 to present	He is also the Executive Vice-President and Director for Investor Relations of the Company. He is also Chairman of Metro Countrywide Corporation and Vice-Chairman of Metro Solar Power Solutions, Inc. He is the President of CJH Leisure, Inc. and Club Leisure Management, Inc. He also serves as Director in Metro Rail Transit Corporation, Monumento Rail Transit Corporation, MRT Development Corporation, Fil-Estate Management, Inc., CJH Development Corporation, CJH Hotel Corporation, CJH Suites Corporation, Metro Global Renewable Energy Corporation and Metro Renewable Transport Solution, Inc.. He is also a Director of the Manila

			Southwoods Golf & Country Club, Inc. and Camp John Hay Golf Club, Inc. He obtained his Bachelor of Arts major in Economics degree from De La Salle University in 1976, and is a committee Chairman of the Management Association of the Philippines (MAP).
Roberto S. Roco, 72, Filipino	Director	2004 to present	He was the Chief Financial Officer of Global-Estate Resorts, Inc. and its affiliate companies for 18 years until his retirement in late 2013. He graduated from Ateneo de Manila University with a degree in Bachelor of Science in Management.
Alice Odchigue-Bondoc, 58, Filipino	Director	2004 to present	She is the Senior Vice President for Good Governance, Compliance Officer, Corporate Information Officer and Assistant Corporate Secretary of the Company. She is a Director of CJH Development Corporation. She is also the Senior Vice President for Corporate & Legal Affairs of the Company's parent company, Fil-Estate Estate Management, Inc. and affiliate companies. She is the Director for Corporate & Legal Affairs and Assistant Corporate Secretary of Camp John Hay Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. She is also the Chief Legal Officer and Corporate Secretary of Metro Solar Power Solutions, Inc., Metro Global Renewable Energy Corporation, Metro Renewable Transport Solutions, Inc., MGHC Royalty Holdings Corporation and Metro Countrywide Corporation. She is also the Corporate Secretary of Club Leisure Management Corporation and CJH Leisure, Inc. She took her Bachelor of Science in Business Management major in Legal Management at Ateneo de Manila University and graduated Honorable Mention and Program Awardee of the Department of Legal Management in 1987. She holds a Doctor of Jurisprudence degree from Ateneo de Manila University School of Law and graduated as Second Honor-Silver Medal Awardee in 1992.
Francisco Gonzalez, 81, Filipino	Independent Director	2012 to present	He is Chairman of the Board and CEO of Romago Corporation and Fabriduct & Metal Systems, Inc. He is the Chairman of the Board of Romago, Inc. Guam and Electro Mechanical Products International, Inc. He also serves as President of Asia Pacific Golf Cars Corporation. He is also a director and serves as Chairman of the Membership Committees of The Manila

			Southwoods Golf & Country Club, Inc. and Camp John Hay Golf Club, Inc.
Jose Wilfrido M. Suarez, 75, Filipino	Independent Director	2022 to present	He has over three (3) decades of Senior Management experience and presently does consulting works rendering services to clients on Risk Management, Safety and Security, Business Continuity, Disaster Preparedness, Security Audit among others. He also sits on the Board of Northern Manor Corporation and Northern Suites Corporation. He was the Senior Vice-President of Metro Rail Transit Development Corporation (MRTDC 1995-2003). He served as a Risk Management Consultant for Nestle Philippines Inc. (2005 – 2016). He also acted as consultant to Century Properties Group and Megaworld Corporation. Mr. Suarez is a reserve Lieutenant Colonel with the Philippine Air Force (PAF), Armed Forces of the Philippines (AFP). He is also a member of the Board of Trustees of the National Defense College of the Philippines Alumni Association (NDCPAAI) 2009-2022.

None of the directors work in the government as certified by the Assistant Corporate Secretary (Annex "E").

(b) Other Executive Officers Who Are Not Directors

Ramon G. Jimenez, 65, Filipino	Chief Financial Officer	He is also the Vice-President – Comptroller of Fil-Estate Management, Inc. He is a Director in Metro Solar Power Solutions, Inc., Metro Global Renewable Energy Corporation, Metro Renewable Transport Solution, Inc., MGHC Royalty Holdings Corporation, Metro Countrywide Corporation, Metro Countrywide Holdings, Inc., CJH Development Corporation, Camp John Hay Leisure, Inc., Club Leisure Management Corporation, Fil-Estate Realty Corporation, Metro Rail Transit Corporation and MRT Development Corporation. He is a Certified Public Accountant and graduated with a degree in Bachelor of Science in Commerce major in Accounting at the Polytechnic University of the Philippines.
Atty. Gilbert Raymund T. Reyes, 67, Filipino	Corporate Secretary	He is a founding partner of the Poblador Bautista and Reyes Law Offices. He is also the Corporate Secretary of CJH Development Corporation, CJH Hotel Corporation, and CJH Suites Corporation. He graduated with a degree in Bachelor of Science in Biology from the University of the Philippines in 1979. He also holds a Bachelor of Laws degree from the University of the Philippines College of Law, graduated Magna Cum Laude in 1983.

Solita S. Alcantara, 64, Filipino	Chief Audit Executive	She concurrently holds the position of Vice President for Internal Audit of Fil-Estate Management, Inc. (FEMI) and affiliate companies. She is a Certified Internal Auditor and a Certified Public Accountant with over 30 years of solid experience in internal audit, accounting, treasury and budgeting. She graduated with a degree in Bachelor of Science in Commerce major in Accounting from Polytechnic University of the Philippines in 1981. She has earned units of Master's Degree in Business Administration from De La Salle University.
Sylvia M. Hondrade, 56, Filipino	Vice-President for Business Development & Special Projects	She is a Director in Metro Countrywide Corporation, Metro Countrywide Holdings, Inc., Metro Solar Power Solutions, Inc. and Metro Global Renewable Energy Corporation. She is currently a member of the Board and Vice-President for Business Development Division of Camp John Hay Development Corporation. She is a business development and corporate planner with more than 20 years of experience in the real estate industry. She was Assistant Vice-President for Business Development of Fil-Estate Properties, Inc. from 1997 to 2007 before she became Vice-President for the same department from 2007 to 2011. She was been seconded with affiliated companies such as Fil-Estate Urban Development Corporation and Harbortown Development Corporation from 1997 up to 2011. She did consultancy work and lectured on corporate and project planning, market and financial feasibility studies for businesses, NGOs and local government clients. She completed a Master's Degree in Development Planning from the University of Queensland and a Master's Degree in Corporate Planning from the University of Asia and the Pacific. She has a BA Degree in Economics and Management from the University of the Philippines in the Visayas.
Socorro G. Roco, 63, Filipino	Vice-President for Records Management	She concurrently holds the position of Vice-President and Head of Treasury of Fil-Estate Management Inc. She was formerly AVP for Loans and Investments of Fil-Estate Properties, Inc. and Head of Loans and Investments of Global-Estate Resorts, Inc. She earned her college degree in the University of the East, Manila with a degree of Bachelor of Science in Business Administration major in Accounting.
Khateryn M. Benitez, 47, Filipino	Vice-President for Human Resources	She is a licensed psychometrician with over 20 years of solid experience in all facets of human resources. Prior to joining the Company, she was the HR Manager of Global Estate Resorts, Inc. (formerly, Fil-Estate Land, Inc.) In 2011, she joined Fil-Estate Management, Inc. which she is

		concurrently the VP & Head of Human Resources. She graduated Cum Laude from Centro Escolar University with a bachelor's degree in Science in Psychology. She completed her Certificate in Industrial Relations and Human Resource Relations at University of the Philippines in Diliman in 2009. She earned her Diploma in Human Resource Management at the University of Asia & the Pacific (UA&P) in 2011.

None of the executive officers work in the government as certified by the Assistant Corporate Secretary (Annex "E").

(c) Involvement in Certain Legal Proceedings

The Company or its subsidiaries or affiliate companies are not parties to any material pending legal proceedings. The Company has no knowledge of any of the following events that occurred during the past five (5) years up to the date of this report which are material to an evaluation of the ability or integrity of any director or executive officer:

(a) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; or

(b) Any conviction by final judgment in a criminal proceeding, domestic or foreign;

(c) Any order, judgement or decree not subsequently reversed, suspended or vacated of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities.

(d) Found by a domestic or foreign court of competent jurisdiction, the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated securities or commodities law or regulation, the judgment has not been reversed, suspended, or vacated.

(d) Nomination of Directors

Under the Section 2, Article III of the By-laws of the Corporation, the nomination of directors, including independent directors, shall be conducted by the Nomination Committee which as of 31 May 2025 is composed of Jose Wilfrido M. Suarez as Chairman, and its members, Francisco C. Gonzalez, Robert John L. Sobrepena, Atty. Ferdinand T. Santos, Rafael Perez de Tagle Jr and Atty. Alice Odchigue-Bondoc at least thirty (30) days prior to the date of the Annual Meeting. All recommendations shall be signed by the stockholders making the nomination and should have the written acceptance and conformity of the nominees.

The Nomination and Election Committee shall pre-screen the qualifications and prepare a final list of candidates for directors, specifying the nominated independent directors. For this purpose, the Nomination and Election Committee shall promulgate such screening policies and parameters to enable it to effectively review the qualifications of the nominees.

The Nomination and Election Committee shall prepare a Final List of Candidates in accordance with Part IV(A), and (C) of SRC Rule 12 and other applicable rules, or any subsequent amendments thereof. The Final List of Candidates shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement in accordance with applicable rules. The name of the stockholder who nominated the candidate for director or independent director shall be identified in such report. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as directors and independent directors. Nomination made after the issuance of the Final List of Candidates, or during the Annual Meeting, shall not be allowed.

Section 1, Article III of the By-Laws of the Corporation provide that the business and property of the Corporation shall be managed by a Board of nine (9) directors who shall be stockholders and who shall be elected at each annual meeting of the stockholders in the manner provided therein for a term of one (1) year and shall serve until their successors are elected and duly qualified. At all times, at least two (2) Directors shall be independent directors, as the term is defined by law or regulation, or such number of independent directors as to constitute at least twenty percent (20%) of the members of the Board, whichever is lesser. Twenty percent (20%) of nine directors results to an allocation of one board seat for an independent director.

A shareholder of the Company, Mr. Jaime V. Borromeo has nominated the following for re-election as directors of the Company for the ensuing year: Robert John L. Sobrepena, Ferdinand T. Santos, Noel M. Carino, Rafael Perez de Tagle Jr., Jaime M. Cacho, Alice Odchigue-Bondoc, Roberto S. Roco, Francisco Gonzalez and Jose Wilfrido M. Suarez with the last two nominees as independent directors of the Company.

Mr. Borromeo is not related to any of the nominees for regular directors and independent directors.

In the meeting held on 25 April 2025, the Nomination Committee determined that all of the above nominees possess the qualifications and none of the disqualifications as directors provided in the Code of Corporate Governance and the new Manual on Corporate Governance. In addition, the Committee evaluated the nominees for Independent Director and certified that they are duly qualified in accordance with the Securities Regulation Code. The Certificates of Qualification of the Independent Directors is attached to this Information Statement as Annex "D".

None of the nominee directors work in government as certified by the Assistant Corporate Secretary of the Company in Annex "E".

(e) Significant Employees

The Company has no employee who is not an executive officer who is expected by the Company to make a significant contribution to the business. The Company's business is not highly dependent on the services of any key personnel.

(f) Family Relationships

There are no family relationships among directors, executive officers or persons nominated to become directors or executive officers.

(g) Independent Directors

As of 31 May 2025, Messrs. Francisco Gonzalez and Jose Wilfrido M. Suarez are the Company's incumbent Independent Directors. They are neither officers nor substantial shareholders of the Company.

(h) Certain Relationship and Related Transactions

There is no change in the controlling majority stockholders of the Company. Neither has there been any arrangement with any party, which may have resulted in a change in the control of the Company. There are no material transactions currently proposed between the Company and:

(a) Any director or executive officer of the Company;
(b) Any nominee for election as a director;
(c) Any security holder named in response to Part IV, paragraph (C) IRR, SRC

(d) Any member of the immediate family (including spouse, parents, children, siblings, and in-laws of any of the persons in subparagraph (1)(a), (b) or (c) of this paragraph (D).

The Company has no transactions with its directors.

Related party transactions are fully disclosed in the Notes to Financial Statements as the Company adopts a policy of full disclosure. Transactions are entered on an arm's length basis and on similar terms to those from unrelated third parties.

During the regular conduct of its business, the Company and its subsidiaries, have entered into transactions with parent company, associates and subsidiaries including various reimbursements of expenses, dividend receivables, due to a stockholder on payment of the Company's bank loans, advances from various affiliates on settlement of outstanding obligations and deposit for future stock subscription on the Company's stocks. Transaction prices of these transactions are determined based on the prevailing market price and the agreement of the parties.

These transactions are reflected in the Company's Statements of Financial Position under Due from related parties, Due to a stockholder, Due to other related parties and Deposit for future stock subscription.

Disclosed in Note 16 of the Financial Statements are the amounts of the transactions with its related parties, including the amounts of outstanding balances of the reporting dates.

The foregoing information addresses the requirement of Section 49 of the Revised Corporation Code to disclose the directors' self-dealings and related party transactions with the Company.

(i) Ownership Structure and Parent Company

The parent company of the Company is Fil-Estate Management, Inc. which as of 31 May 2025 owns 89.26% of the total outstanding voting shares of the Company.

(j) Resignation of Directors

To date, no director has resigned or declined to stand for re-election for the Board due to any disagreement with the Company relative to the Company's operations, policies and practices.

Item 6. Compensation of Directors and Executive Officers

(a) General

Section 8 of the Company's By-Laws on compensation, provides that "Each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As a compensation, the Board shall receive and allocate an amount of not more than five (5%) percent of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper."

The directors receive a per diem of ₱10,000 per attendance at Board Meetings, and there is no provision in this section that may be construed as precluding any director from serving in any other capacity and receiving any compensation thereof.

The Company plans to compensate its Chief Executive, Officers and Directors for any and all services rendered in 2022 and prior years. The amount of compensation is to be determined and will be subject to the approval by the BOD.

(b) Summary Compensation Table

	Name & Position	Year	Salary	Bonus	Other Annual Compensation	Total
A.	The CEO and four (4) most highly compensated executive officers Robert John L. Sobrepena, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael R. Perez de Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial Officer	2025 (Estimated)	19.1 Million	-	-	18.6 Million
B.	All other officers and directors as group unnamed	2025 (Estimated)	5.7 Million	-	-	0.50 Million

	Name & Position	Year	Salary	Bonus	Other Annual Compensation	Total
A.	The CEO and four (4) most highly compensated executive officers	2024	19.3 Million	-	-	19.3 Million

	Robert John L. Sobrepena, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael Perez De Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial Officer					
B.	All other officers and directors as group unnamed	2024	6.6 Million	-	-	6.6 Million

	Name & Position	Year	Salary	Bonus	Other Annual Compensation	Total
A.	The CEO and four (4) most highly compensated executive officers Robert John L. Sobrepena, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael Perez De Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial Officer	2023	13.4 Million	-	-	13.4 Million
B.	All other officers and directors as group unnamed	2023	0.39 Million	-	-	0.39 Million

Starting September 1, 2020, Mr. Robert John L. Sobrepena, Atty. Ferdinand T. Santos and Mr. Rafael Perez de Tagle received compensation from the Company by virtue of their positions as Chief Executive Officer (CEO), President and Executive Vice President of the Company.

The total annual compensation of the top highly compensated executives amounted to P19.3 million in 2024, P13.4 million in 2023 and P14.9 million in 2022. The projected total annual compensation for the current year is P19.1 million.

The total annual compensation paid to all personnel is all payable in cash. The total amount of compensation includes the basic salary and 13th month pay.

For the year 2024, the total per diem received by the non-executive directors and independent directors of the Group, are as follows:

Name of Director	Amount (in Php)	
Noel M. Cariño	Php	20,000
Francisco C. Gonzalez*		45,000
Roberto S. Roco		45,000
Jose Wilfrido M. Suarez*		50,000
Total	**Php**	**160,000**

**independent director*

Below is a summary of the Board Meetings held in 2024 up to May 31, 2025 and the attendance of the Directors to such meetings.

DIRECTOR	DATES OF BOARD MEETINGS																		ATTENDANCE RATE/ PERCENTAGE
	January 25, 2024	February 23, 2024	April 29, 2024	May 13, 2024	May 28, 2024	May 29, 2024	June 20, 2024	July 1, 2024	July 17, 2024	July 25, 2024	August 14, 2024	November 8, 2024	March 10, 2025	April 10, 2025	April 25, 2025	May 2, 2025	May 13, 2025	May 26, 2025	
Robert John L. Sobrepeña	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	100.0%
Ferdinand T. Santos	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	100%
Noel M. Cariño	A	P	P	P	P	P	P	P	P	P	P	P	P	A	P	A	P	P	83.3%
Jaime M. Cacho	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	100%
Francisco C. Gonzalez	A	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	94.4%
Roberto S. Roco	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	A	P	P	94.4%
Rafael R. Perez De Tagle	P	P	P	P	P	P	P	A	P	P	P	P	P	P	P	P	P	P	94.4%
Jose Wilfrido M. Suarez	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	100%
Alice Odchigue-Bondoc	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	100%

(c) Compensation of Directors and Executive Officers

There is no plan and non-plan compensation awarded or earned to, earned by, paid to, or estimated to be paid to, directly or indirectly, the named executive officers designated under Part IV, paragraph (B) (1) of the IRR to the SRC and to directors covered by the subparagraph (3) thereof. The directors receive a per diem of P10,000 per attendance of Board Meetings and P5,000 per attendance to Committee meetings.

(i) Standard Arrangements.

There are no standard arrangements, pursuant to which directors of the Company are compensated, directly or indirectly, for any services provided as a director, nor are there any additional amounts payable to any of the Directors for committee participation or special assignments for the last completed fiscal year and the ensuing year.

(ii) Other Arrangements.

There are no other existing arrangements or consulting contracts, pursuant to which any directors of the Company was compensated, or is to be compensated, directly or indirectly, during the last completed fiscal year, or for any services provided as director.

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

Management of the Company is currently being undertaken by the executive officers of the parent company. For this reason, the company has no existing employment contract with any executive officer nor is there any existing compensatory plan or arrangement, including payments to be received from the Company, with respect to an executive officer's employment with the Company and its subsidiaries or from a change-in-control of the Company or a change in the named executive officers' responsibilities following a change-in-control where the amount involved, if any, including all periodic payments or installments, which exceeds P2,500,000.

(e) Warrants and Options Outstanding:

The Company has not issued any warrants, stock options or stock rights plan and there are no outstanding warrants or options or rights plan held by the Company's CEO, all current executive directors, all current directors as a group who are not executive officers, all nominees for directors, the 4 highest paid executive officers, all current executive officers as a group and all other employees as a group.

Item 7. Independent Public Accountant

The external auditors of the Group for the years ended December 31, 2024 and 2023 is the accounting firm of Isla Lipana & Co.

There was not an event in the last five years where Isla Lipana & Co., and the Group had any disagreement with any matter relating to accounting policies or practices, financial statement disclosures or auditing scope or procedure.

A representative from Isla Lipana & Co. will attend the stockholders' meeting and will be available to respond to appropriate questions during the meeting. Furthermore, Isla Lipana & Co. has an opportunity to make a statement, if they desire to do so.

(a) Audit and Audit Related Fees:

The aggregate fees billed for each of the last two (2) calendar years for professional services rendered by the external auditors are ₱680,000.00 and ₱650,000 for years 2024 and 2023 (exclusive of Value Added Tax).

These fees cover services rendered by the external auditors for the audit of the Group's Statements of Financial Position and the related statements of income, statements of changes in stockholders' equity and cash flows based on a test basis, evidence supporting the amount and disclosures in the Financial Statements, assess the accounting principles used and significant estimates made by management and evaluate the overall financial statement presentation.

Such fees also include assistance in the preparation of the annual income tax return. However, such annual income tax return will not include a detailed verification of the accuracy and completeness of the reported taxable, nontaxable and tax-paid income and the reported deductible and nondeductible costs and expenses.

Except to the extent finally determined to have resulted from the auditors' fraudulent behavior or willful misconduct, the auditor's maximum liability to the Group for any reason, including auditors' negligence, relating to the services under engagement letter shall be limited to the fees paid to the auditors for the services or work product giving rise to liability.

(b) Tax Fees:

Aside from the Value Added Tax included in the basic Professional Fees, the Company has not incurred expenses in relation to professional services such as tax accounting, compliance, advice, planning and any other form of tax services.

(c) All Other Fees:

MGHC paid P24,948 in 2024 and P20,710 in 2023, respectively (exclusive of VAT) representing transportation, meal, postage and antigen testing in connection with audit of the Company's Financial Statements.

(d) The Audit Committee's Approval Policies and Procedures for the above services

Audit fees are approved based on the estimate of the actual time needed for professional work to complete the standard scope of services of an audit. The estimates also take into account any special accounting considerations and the experience level of the professional team members involved in the engagement.

The Audit Committee reviews the requirements of the Company for audit and audit related services and approves the fees prior to the auditor undertaking the work. Such services and fees are presented by the Audit Committee for approval by the Board.

The audit findings are presented to the Group's Audit Committee which reviews and makes recommendations to the Board on actions to be taken thereon. The Board passes upon and approves the Audit Committee's recommendations.

The members of the Audit Committee are as follows (as of 31 May 2025):

1. Francisco Gonzalez - Chairman (Independent Director)
2. Jose Wilfrido M. Suarez - Member (Independent Director)
3. Roberto Roco - Member
4. Solita Alcantara - Member

The financial statements are approved by the Board before release, based on recommendations by the Audit Committee.

Item 8. Compensation Plans

No matters or actions with respect to any compensation plan pursuant to which cash or non-cash compensation may be paid or distributed will be taken up during the meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or issuance of Securities Other than for Exchange

A. <u>800,000,000 Shares Debt to Equity Transaction</u>

(a) Amount of Securities to be Issued

To be presented for ratification by the stockholders is the issuance on 16 December 2013 of 800,000,000 common shares (the "Shares") to its parent company, Fil-

Estate Management, Inc. (FEMI) under a debt to equity conversion arrangement with an issue price of P1.00 per share ("Transaction Price") as validated by a fairness opinion issued by MIB Capital Corporation, hereto attached as Annex "H".

(b) Description of the Registrant's Securities

At the time of the issuance of the Shares on 16 December 2013, the authorized capital stock of the Company was TWO BILLION PESOS (P2,000,000,000.00) divided into TWO BILLION SHARES (2,000,000,000) with a par value of P1.00 per share. Out of the then P2,000,000,000.00 capital stock, 999,850,000.00 were issued and outstanding. The 800,000,000 shares for debt to equity conversion were to be issued out of the unissued capital stock. Stockholders of the Company enjoy full dividend and voting rights in accordance with the Corporation Code, pro-rata to their shareholdings. Pursuant to Seventh Article of the Company's Article of Incorporation, unless otherwise determined by the Board of Directors, no holder of the capital stock of the Company shall be entitled, as a matter of right, to purchse or subscribe for any stock of any class which the Company may issue or sell whether out of the capital stock now or hereafter authorized to be issued by the Company or out of the shares of the Company acquired by it after the issue thereof. There are no class of shares which enjoy preferential rights as to voting or dividends.

(c) Nature and approximate amount of consideration received or to be received by the Company and amounts devoted for each purpose

On 18 April 2011, the Company and Fil-Estate Management, Inc. (FEMI) executed a Subscription Agreement whereby FEMI agreed to subscribe to 600,000,000 shares of the Company with a total subscription price of P600,000,000.00 and in consideration of the subscription, FEMI agreed to assign to the Company cash advances of FEMI to the Company in the amount of P600,000,000.00.

Also on 12 April 2012, the Company and Fil-Estate Management, Inc. (FEMI) executed a second Subscription Agreement whereby FEMI agreed to subscribe to 200,000,000 shares of the Company with a total subscription price of P200,000,000.00 and in consideration of the subscription, FEMI agreed to assign to the Company cash advances of FEMI to the Company in the amount of P200,000,000.00.

In implementation of the two (2) foregoing Subscription Agreements, the Company and FEMI executed a Deed of Assignment of Shares of Stock on 3 July 2012 whereby in consideration for the settlement of a portion of the outstanding obligations of the Company to its shareholder, FEMI, to the amount of P800,000,000.00, the Company assigned to FEMI all rights, title and interest to 800,000,000 common shares at par value of P1.00 per share amounting to P800,000,000.00.

On August 6, 2013, the Company applied with the Securities and Exchange Commission (SEC) for Confirmation of Valuation of the assignment of advances of

FEMI in favor of the Company in the aggregate amount of P800,000,000.00 in payment for subscription to unissued common shares of the Company totalling 800,000,000 common shares worth P800,000,000.00 based on the Company's par value of One Peso (P1.00) per share.

On 16 December 2013, the SEC approved the valuation of the advances of P800,000,000.00 as full payment for the additional subscription of 800,000,000 shares with a par value of P1.00 per share.

On March 24, 2014, the company issued the Stock Certificate on the 800,000,00 common shares to FEMI upon issuance by the Bureau of Internal Revenue of the Certificate of authority to Register the 800,000,000 common shares in the name of FEMI.

The Company will submit for ratification of the shareholders the issuance of the 800,000,000 common shares to FEMI at the Annual Meeting scheduled on 24 July 2025. The Company has applied at the Philippine Stock Exchange for additional listing of the 800,000,000 common shares subject of the foregoing debt-to-equity transaction which application remains pending subject to the ratification of the debt to equity transaction by the shareholders in the forthcoming Annual Meeting.

(d) If the securities are to be issued other than in a public offering for cash, state reasons for the proposed authorization or issuance and the general effect upon the rights of existing shareholders.

The issuance of 800,000,000 common shares to FEMI paid through assignment of debts to the Company amounting to P800,000,000.00 arising from the debt-to-equity transaction will give the Company a healthier balance sheet with an increase in its equity and decrease in its liabilities. Also, the issuance of 800,000,000 common shares to FEMI results to an increase in the ownership of FEMI in the Company:

Principal Shareholders	Before		After	
	Number of shares	%	Number of shares	%
Fil-Estate Management, Inc.	759,600,197	75.97	1,559,600,197	86.65
PCD Nominee Corporation (Filipino)	100,684,033	10.07	100,684,033	5.59

Moreover, the issuance of the Shares in favor of FEMI will have the effect of diluting the ownership interest of the existing shareholders of the Company to the extent of such Shares, and such existing shareholders shall have no pre-emptive rights on such shares.

(e) Valuation

MIB Capital Corporation was engaged by the Company for the issuance of the independent fairness opinion and valuation for the debt to equity conversion transaction. MIB Capital was selected for its experience, competency and track record of providing professional services in the Philippines for valuation and purchase price allocation and financial model preparation and review, among others.

The Company and all parties to the transaction have no special instruction or imposed no limitation to MIB Capital that will compromise the independence of the latter and will invalidate the fairness opinion.

MIB Capital deemed the NET ASSET VALUE method to be the most appropriate in valuing the Company. MIB Capital used both the Company's interim and audited financial statements immediately prior to the decision to convert the amount owed by the Company to FEMI into equity.

(f) Ownership Structure of FEMI

Controlling Shareholders of FEMI	Number of Shares Held	%
Robert John L. Sobrepeña	455,208	32
Ferdinand T. Santos	382,668	26
Noel M. Cariño	383,332	27

Mr. Robert John L. Sobrepeña is the Chairman of Fil-Estate Management, Inc. (FEMI), a company he owns to the extent of about one-third (1/3) of the outstanding shareholdings. He is also the Chairman of the Board of MGHC.

Atty. Ferdinand T. Santos is a Director of FEMI and also owns about one-third (1/3) of the outstanding shareholdings of FEMI. He is also a director of MGHC.

Mr. Noel M. Cariño, is also a Director of FEMI and also owns about one-third (1/3) of the outstanding shareholdings of FEMI, and is also a director of MGHC.

(g) Exception to the conduct of Public Offering

The Company has applied for additional listing of the 800,000,000 common shares issued to FEMI. The Transaction Price is set at P1.0 per share. In accordance with the PSE's Consolidated Listing and Disclosure Rules (PSE Rules), Article V, Part A, Section 2, the PSE shall not permit the listing of shares subscribed by related parties unless a rights or public offering is first undertaken. However, Article V, Part A, Section 3 (b) of the PSE Rules provides that the PSE shall grant exceptions to the rights or public offering requirement:

"ARTICLE V
ADDITIONAL LISTING OF SECURITIES

PART A
GENERAL

XXX

SECTION 3. Exceptions to the Rights or Public Offering Requirement – The Exchange shall grant an exception to the rights or public offering requirement in the following cases:

(b) The requirement for a rights or public offering is waived by a majority vote of the outstanding shares held by the minority shareholders present or represented in the stockholders' meeting;

XXX."

The Company will request for the approval of the majority of the minority shareholders in the Annual Meeting scheduled on 24 July 2025 for the waiver of the requirement to conduct a rights or public offering of the 800,000,000 common shares issued to the Company's parent company, FEMI, arising from the assignment to the Company of the P800,000,000.00 debt owed by the Company to FEMI into equity.

B. <u>200,150,000 Shares Debt to Equity Transaction</u>

(a) Amount of Securities to be Issued

To be presented for ratification by the stockholders is the issuance on 4 September 2014 of 200,150,000 common shares (the "Shares") to its parent company, Fil-Estate Management, Inc. (FEMI) under a debt to equity conversion arrangement with an issue price of P1.00 per share ("Transaction Price") as validated by a fairness opinion issued by MIB Capital Corporation, hereto attached as Annex "J".

(b) Description of the Registrant's Securities

At the time of the issuance of the Shares on 4 September 2014, the authorized capital stock of the Company was TWO BILLION PESOS (P2,000,000,000.00) divided into TWO BILLION SHARES (2,000,000,000) with a par value of P1.00 per share. Out of the then P2,000,000,000.00 capital stock, 1,799,850,000.00 were issued and outstanding. The 200,150,000 shares for debt to equity conversion were to be issued out of the unissued capital stock. Stockholders of the Company enjoy full dividend and voting rights in accordance with the Corporation Code, pro-rata to their shareholdings. Pursuant to Seventh Article of the Company's Article of Incorporation, unless otherwise determined by the Board of Directors, no holder of the capital stock of the Company shall be entitled, as a matter of right, to purchase or subscribe for any stock of any class which the Company may issue or sell whether out of the capital stock now or hereafter authorized to be issued by the Company or out of the shares of the Company acquired by it after the issue thereof. There are no class of shares which enjoy preferential rights as to voting or dividends.

(c) Nature and approximate amount of consideration received or to be received by the Company and amounts devoted for each purpose

On 20 August 2014, the Company and Fil-Estate Management, Inc. (FEMI) executed a Deed of Assignment whereby in consideration for the settlement of a portion of the outstanding obligations of the Company to its shareholder, FEMI, to the amount of P200,150,000.00, the Company assigned to FEMI all rights, title and interest to 200,150,000 common shares at par value of P1.00 per share amounting to P200,150,000.00.

On August 19, 2014, the Company applied with the Securities and Exchange Commission (SEC) for Confirmation of Valuation of the assignment of advances of FEMI in favor of the Company in the aggregate amount of P200,150,000.00 in payment for subscription to unissued common shares of the Company totalling 200,150,000 common shares worth P200,150,000.00 based on the Company's par value of One Peso (P1.00) per share.

On 4 September 2014, the SEC approved the valuation of the advances of P200,150,000.00 as full payment for the additional subscription of 200,150,000 shares with a par value of P1.00 per share.

On September 22, 2014, the company issued the Stock Certificate on the 200,1500,00 common shares to FEMI upon issuance by the Bureau of Internal Revenue of the Certificate of authority to Register the 200,150,000 common shares in the name of FEMI.

The Company will submit for ratification of the shareholders the issuance of the 200,150,000 common shares to FEMI at the Annual Meeting scheduled on 24 July 2025. The Company has applied at the Philippine Stock Exchange for additional listing of the 200,150,000 common shares subject of the foregoing debt-to-equity transaction which application remains pending subject to the ratification of the debt to equity transaction by the shareholders in the forthcoming Annual Meeting.

(d) If the securities are to be issued other than in a public offering for cash, state reasons for the proposed authorization or issuance and the general effect upon the rights of existing shareholders.

The issuance of 200,150,000 common shares to FEMI paid through assignment of debts to the Company amounting to P200,150,000.00 arising from the debt-to-equity transaction will give the Company a healthier balance sheet with an increase in its equity and decrease in its liabilities. Also, the issuance of 200,150,000 common shares to FEMI results to an increase in the ownership of FEMI in the Company:

Principal Shareholders	Before		After	
	Number of shares	%	Number of shares	%
Fil-Estate Management, Inc.	1,559,600,197	86.65	1,759,750,197	87.99
PCD Nominee Corporation (Filipino)	100,646,633	5.59	100,684,033	5.03

Moreover, the issuance of the Shares in favor of FEMI will have the effect of diluting the ownership interest of the existing shareholders of the Company to the extent of such Shares, and such existing shareholders shall have no pre-emptive rights on such shares.

(e) Valuation

MIB Capital Corporation was engaged by the Company for the issuance of the independent fairness opinion and valuation for the debt to equity conversion transaction. MIB Capital was selected for its experience, competency and track record of providing professional services in the Philippines for valuation and purchase price allocation and financial model preparation and review, among others.

The Company and all parties to the transaction have no special instruction or imposed no limitation to MIB Capital that will compromise the independence of the latter and will invalidate the fairness opinion.

MIB Capital deemed the NET ASSET VALUE method to be the most appropriate in valuing the Company. MIB Capital used both the Company's interim and audited financial statements immediately prior to the decision to convert the amount owed by the Company to FEMI into equity.

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Atty. Ferdinand T. Santos is a Director of FEMI and also owns about one-third (1/3) of the outstanding shareholdings of FEMI. He is also a director of MGHC.

Mr. Noel M. Cariño, is also a Director of FEMI and also owns about one-third (1/3) of the outstanding shareholdings of FEMI, and is also a director of MGHC.

(g) Exception to the conduct of Public Offering

The Company has applied for additional listing of the 200,150,000 common shares issued to FEMI. The Transaction Price is set at P1.0 per share. In accordance with the PSE's Consolidated Listing and Disclosure Rules (PSE Rules), Article V, Part A, Section 2, the PSE shall not permit the listing of shares subscribed by related parties unless a rights or public offering is first undertaken. However, Article V, Part A, Section 3 (b) of the PSE Rules provides that the PSE shall grant exceptions to the rights or public offering requirement:

"ARTICLE V
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(c) The requirement for a rights or public offering is waived by a majority vote of the outstanding shares held by the minority shareholders present or represented in the stockholders' meeting;

XXX."

The Company will request for the approval of the majority of the minority shareholders in the Annual Meeting scheduled on 24 July 2025 for the waiver of the requirement to conduct a rights or public offering of the 200,150,000 common shares issued to the Company's parent company, FEMI, arising from the assignment to the Company of the P200,150,000.00 debt owed by the Company to FEMI into equity.

(b) Describe any provision in the charter or by-laws that would delay, defer or prevent a change in control of the Corporation

Article Seventh of the Corporation's Articles of Incorporation denies stockholders of the Corporation of their pre-emptive right to subscribe to any new issuance of shares whether from the existing authorized capital stock or from an increase thereof. In any event, the Philippine Stock Exchange does not permit the listing of shares subscribed by related parties unless a rights offering or public offering is first undertaken.

Item 10. Modification or Exchange of Securities

There are no matters or actions to be taken up for the modification of any class of the Company's securities or the issuance or authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

Audited Financial Statement and Interim Financial Statements

The Audited Financial Statements as of December 31, 2024 and December 31, 2023 certified by Mr. Dennis M. Malco, (Annex "A-1") Partners, of Isla Lipana & Co., are attached hereto. The Statement of Management's Responsibility and the Schedules Required under Part IV (C) of Rule 48 are included in the Annual Report (Form 17-A) (Annex "A-1").

The 1st Quarter Interim Financial Statements for the Quarter ended 31 March 2025 are also attached hereto (Annex "A-4").

Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

Mr. Dennis M. Malco was designated as handling partner for the audit of the financial statements of the Group for the year ended December 31, 2024 and December 31, 2023, he is from the accounting firm, Isla Lipana & Co.

In compliance with SEC Memorandum Circular No. 8, Series of 2003, which was subsequently incorporated in SRC Rule 68, paragraph 3(b)(iv), and the Company's Manual of Corporate Governance, which require that the Company's external auditor be rotated or the handling partner changed every five (5) years or earlier, the Board of Directors of the Group, in consultation with the Audit Committee will recommend to the stockholders the re-engagement of Isla Lipana & Co. as external auditors of the Group for the year ending December 31, 2025.

There are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Group.

Attendance of Accountants at the Meeting

Representatives of Isla Lipana & Co, the Group's external auditors for the calendar year ended December 31, 2024, are expected to be present at the Annual Stockholders' Meeting scheduled on 24 July 2025. Said external auditors will be given the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions on the Group's Financial Statements.

BUSINESS AND GENERAL INFORMATION

Metro Global Holdings Corporation (the Parent Company), formerly Fil-Estate Corporation was incorporated on September 17, 1954 originally as San Jose Oil, Incorporated. The original and primary purpose of the corporation was to prospect for and market oil, natural gas and other minerals and secondarily, to invest in non-mining corporation or other enterprises. The Company was listed in the Philippines Stock Exchange (PSE) on May 4, 1964.

In July 1996, the Board of Directors (BOD) and the stockholders of the Parent Company approved (a) the change in the Company's primary purpose from oil exploration to that of a holding Company authorized to engage in property and infrastructure development and the relegation of its erstwhile primary purpose to one of the Company's secondary purposes: and (b) the increase in the Company's authorized capital stock from ₱300.0 million, divided into 30.0 billion shares with par value of ₱0.01 per share, to ₱2 billion, divided into 2 billion shares with a par value of ₱1.00 per share; and (c) the declassification of Class A and B common shares to a single class of common shares.

On January 22, 1998, the Securities and Exchange Commission (SEC) approved the change in the corporate name of San Jose Oil, Incorporated to Fil-Estate Corporation, accompanied by a shift in the primary purpose to that of a holding company engaged in property and infrastructure development, the declassification of Class A and B common shares to a single class common shares, and the change in its par value from ₱0.01 in 1997 to ₱1.00 in 1998.

On December 11, 2000, the Securities and Exchange Commission (SEC) approved the Parent Company's increase in authorized capital stock from 300 million shares to two (2) billion shares. Fil-Estate Management, Inc. (FEMI) subscribed to 700 Million shares in exchange for the assignment of its interest in the Metro Rail Transit Holdings, Inc. (MRTHI) and Metro Rail Transit Corp., Limited (MRTCL).

On September 9, 2004, The Securities and Exchange Commission (SEC) approved the extension of the Company's term of existence for another 50 years.

The Parent Company's key investment is in the form of equity interests in Metro Rail Transit Holdings (MRTH1), Inc. and Metro Rail Transit Holdings 11, Inc. (MRTH11). The combined investment in these holding companies represents approximately twenty nine percent (29%) interest in the Metro Rail Transit Systems ('EDSA MRT Systems'). The Phase 1 of the MRT project (LRTS Phase 1) began full operations on July 15, 2000 and involved thirteen (13) stations from the North Triangle to Taft Avenue.

The Parent Company has a 28.47% equity interest in Monumento Rail Transit Corporation (Monumento Rail) which, as a result, allows participation in the train system extension (e.g. the Makati Loop and Airport Link) and additional train/vehicle procurements in the event the Philippine government awards the project to MRTC.

On December 17, 2014, by virtue of the Redemption and Deed of Assignment between Monumento and the Company became a successor-in-interest of Monumento Rail to the extent of 28.47% of 5% of the Depot Income relative to the improvements and leased areas of the 16-hectare, more or less, North Triangle Depot. As successor-in-interest, the Company is entitled to receive 28.47% of royalties corresponding to 5% of the gross receipts of the rental income from 8.3ha commercial center and 5% of the gross proceeds of sale or leases on improvements constructed on the lot pads less management fees and general and administrative expenses.

On May 19, 2017, the Company incorporated MGHC Royal Holdings Corporation (MGHC Royal). MGHC Royal was organized and established as a domestic corporation to engage in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of very kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes. The Parent Company owns 99% of MGHC Royal.

On November 22, 2018, at the Annual Stockholder's Meeting of the Company, the stockholders representing 2/3 of the outstanding capital stock of the Company, approved the Increase in the Capital Stock of the Company from P2 billion to P5 billion, with Fil-Estate Management, Inc. subscribing to the said increase to the extent of ₱750,000,000.00.

Likewise, during the 2018 Annual Stockholder's Meeting, the stockholders representing 2/3 of the outstanding capital stock of the Company, approved the amendment of its Articles of Incorporation to allow the company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

In line with the new business directions the Parent Company intends to pursue, the Parent Company has entered into a Memorandum of Agreement on November 22, 2018 with its parent company, Fil-Estate Management, Inc. (FEMI's), for the acquisition by the Parent Company of FEMI's 100% equity stake in Metro Solar Power Solutions, Inc. (Metro Solar), a power company with an existing 65-megawatt solar farm project in Pililia, Rizal. The stockholders of the Parent Company likewise have approved this transaction during the Annual Meeting of November 22, 2018, subject to mutually acceptable valuation of the project to be determined by an independent appraiser.

On December 20, 2018, the Company acquired the 15.79% equity interest of Fil-Estate Properties, Inc. in MRT Development Corporation (MRTDC).

On August 25, 2020, the Company incorporated Metro Renewable Transport Solutions, Inc. (MRTSI). MRTSI was organized and established as a domestic corporation to engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.

MRTSI is intended to be the special purpose vehicle company to undertake the new public transport system projects of the Group that offers access to multiple transport options using one interface that includes monorail, trolleybus, electric bus and similar electricity-fed transport. The first of these kind of projects is already the subject of an ongoing Feasibility Study in Baguio City under a Memorandum of Understanding (MOU) with the City of Baguio signed last September 3, 2020 concerning the development of an Intelligent Transport System as a Sustainable Long-term Strategy to Urban Mass Transport Management for Baguio City by Easing Traffic Congestion, Improving Traffic Management for Baguio City, Minimizing Environmental Impact and Increasing Benefits of Transportation to the Public in General. The Company owns 100% of MRTSI.

Since 2007, the Company has voluntarily suspended the trading of its securities to allow the Company to re-align its business and explore new strategic directions.

On February 1, 2024, the Securities and Exchange Commission approved the increase in the Authorized Capital Stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with a par value of P1 per share.

Likewise, on February 1, 2024, the Securities and Exchange Commission approved the amendment of its Articles of Incorporation to allow the Parent Company to invest in business engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other projects.

With the acquisition by the Company of the 100% equity in Metro Solar last April 8, 2024, the Company is well underway in a position to pursue its new business directions to engage into development of solar, wind and other renewable energy projects.

Last September 11, 2024, the Securities and Exchange Commission (SEC) approved the change of business address of the Company to Mezzanine Floor, Renaissance Towers, Meralco Avenue, Pasig City (from Mandaluyong City) to comply with SEC's Memorandum Circular No. 16, Series of 2014.

PLAN OF OPERATION

Metro Global Holdings Corporation (MGHC) the Parent Company, continues to be a stakeholder of the Metro Rail Transit Project through its holding company MRTHI and MRTHII and its associate, Monumento Rail.

The Parent Company plans to continue its strategy of maintaining itself as a holding corporation with key investments in the form of equity interest in MRTHI and MRTHII. The combined investment in these two holding companies represents approximately 29% interest in the MRT 3 Systems along EDSA. The Phase 1 of the MRT Project (LRTS

Phase 1) began full operation on July 15, 2000, which involved 13 stations spanning the North Triangle to Taft Avenue. The operation for the next twelve (12) months was strictly confined to that of an investee corporation.

The Parent Company, through its holdings in Monumento Rail, will continue to actively pursue its participation in the train system extensions (e.g. Makati Loop and Airport Link) and capacity expansion via procurement of additional trains/vehicles.

Operations for the Next Twelve months

The Company is expected to receive its 28.47% share of the 5% the lease rental income from Trinoma Mall, (the "Depot Royalty Income") as a result of the redemption of its redeemable preferred shares in Monumento Rail. This revenue will be used to fund its operating expenses and to partially pay its debts to FEMI.

The Parent Company foresees a potential need for substantial funding within the next twelve (12) months, due to the finalization and completion of the transactions related to the acquisition of FEMI's equity interest of in Metro Solar. Metro Solar's primary project is the development of the 65-megawatt solar farm project in Pililia, Rizal, with construction expected to begin within the same timeframe. To finance this project, the Parent Company intends to secure the necessary funds to through private placements and the eventual resumption of trading of its shares on the PSE.

The Company does not have plans on any product research and development within the same period.

There are no expected purchases or sale of plant and significant equipment within the next 12 months as the Parent Company is not engaged in any manufacturing business.

Item 12. Mergers, Consortiums, Acquisitions and Similar Matters

There are no matters or actions to be taken up in the Annual Meeting with respect to merger, consolidation, acquisition by sale or liquidation of the Company and/or its subsidiaries.

Item 13. Acquisition or Disposition of Property

There are no matters or actions to be taken up in the Annual Meeting with respect to acquisition or disposition of any property by the Company and/or its subsidiaries.

Item 14. Restatement of Accounts

There are no matters to be taken up in the Annual Meeting which involves the restatement of any asset, capital, or surplus account of the Company and/or its subsidiaries.

D. <u>OTHER MATTERS</u>

Item 15. Action with Respect to Reports

(a) Reading and Approval of the Minutes of the 2024 Annual Stockholders' Meeting

The minutes of the previous meeting of the stockholders held on 25 July 2024 will be presented for approval at the 2025 Annual Stockholders' Meeting. The following were the significant matters discussed at the said meeting, to wit:

(i) The stockholders approved the Minutes of the Annual Meeting of Stockholders held on 25 July 2024. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the Minutes of the Annual Meeting of Stockholders held on 25 July 2024.

(ii) The stockholders approved the Annual Report and Audited Financial Statements of the Company for the calendar year ended 31 December 2024. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the Audited Financial Statements of the Company for the calendar year ended 31 December 2023.

(iii) The stockholders confirmed and ratified all acts, contracts, resolutions and proceedings made and entered into by Management and/or the Board of Directors and the various Committees constituted pursuant to the Code of Corporate Governance from October 12, 2023 up to 25 July 2024. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the confirmation and ratification of all acts, contracts, resolutions and proceedings made and entered into by Management and/or Board of Directors and various Committees constituted pursuant to the Code of Corporate Governance from October 12, 2023 up to 25 July 2024.

(iv) The stockholders approved the appointment of Isla Lipana & Co. as the Company's independent external auditor. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the appointment of Isla Lipana & Co. as the Company's independent external auditor for the year 2024 to 2025.

(v) The stockholders elected the following directors for the ensuing year 2024 to 2025.

A copy of the draft Minutes of the 2024 Annual Stockholders' Meeting was uploaded in the Corporation's website within five (5) business days from the date of the Annual Meeting. The Minutes were prepared in accordance with the requirements of Section 49 of the Revised Corporation Code and are herein attached as Annex "F".

(b) Approval of the Annual Management Report and Audited Financial Statement on the Results of Operations for the year 2024

A report on the significant business transactions undertaken and achievements by the Corporation in 2024 will be presented to the stockholders. Included in the Management Report is the Corporation's performance for the year 2024 in compliance with Section 49 of the Revised Corporation Code which requires a presentation to the stockholders of a descriptive, balance and comprehensible assessment of the Corporation's performance and a financial report for the preceding year. The Audited Financial Statements for the period ending 31 December 2024 of the Corporation are reflected in the accompanying Annual Report (Annex "A").

Item 16. Matters Not Required to be Submitted

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

Item 17. Amendment of Charter, Bylaws or Other Documents

None.

Item 18. Other Proposed Action

(a) Election of Directors, including the Independent Directors, for year 2024-2025;

(b) Election of external auditor;

(c) Ratification of acts, contracts and resolutions of the Board, the Board Committees and acts of officers and management from the previous stockholder's meeting up to the date of the Annual Meeting which were entered into or made in the ordinary course of business and transactions covered by appropriate disclosures with the Philippine Stocks Exchange and Securities and Exchange Commission, a summary of which are listed in Annex "I"

(d) Approval of the 1-year term extension of Independent Director Francisco C. Gonzalez

(e) Ratification by Stockholders of 2012 Debt to Equity Conversion of P800 million debt to Fil-Estate Management, Inc. into 800 million shares of the Corporation

(f) Ratification by Stockholders of 2014 Debt to Equity Conversion of P200.15 million debt to Fil-Estate Management, Inc. into 200.15 million shares of the Corporation

(g) Approval by Shareholders of Waiver of Public Offering of the 800 million and 200.15 million shares issued to parent company, Fil-Estate Management, Inc.

Item 19. Voting Procedures

(a) Every stockholder shall be entitled to one (1) vote for each share of stock standing in his name in the books of the Corporation, unless the law provides otherwise. Cumulative voting may be used in the election of the members of the Board of Directors.

(b) Required Voting:

Agenda Item No.	Subject Matter	Vote Required
2	Reading and approval of the Minutes of the previous meeting and action therein	Affirmative vote of majority of the stockholders present.
4	Approval of Annual Management Report and Audited Financial Statements for the period ending 31 December 2024	Affirmative vote of majority of the stockholders present.
5	Ratification of All Acts, Transactions and Resolutions by the Board of Directors, Board Committees and Management	Affirmative vote of majority of the stockholders present.
6	Election of Directors	The nine (9) nominees garnering the highest number of votes shall be elected directors. The stockholder may vote such number of shares for as many

		persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he may distribute them on the same principle among as many candidates as he shall see fit; provided the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.
7	Approval of 1-year term extension of Independent Director Francisco C. Gonzalez	Affirmative vote of majority of the stockholders present.
8	Appointment of External Auditor	Affirmative vote of majority of the stockholders present
9	(a) Ratification by Stockholders of 2012 Debt to Equity Conversion of P800 million debt to Fil-Estate Management, Inc. into 800 million shares of the Corporation	Affirmative vote of majority of the stockholders present
	(b) Ratification by Stockholders of 2014 Debt to Equity Conversion of P200.15 million debt to Fil-Estate Management, Inc. into 200.15 million shares of the Corporation	Affirmative vote of majority of the stockholders present

	(c) Approval by Shareholders of Waiver of Public Offering of the 800 million and 200.15 million shares issued to parent company, Fil-Estate Management, Inc.	Affirmative vote of majority of the stockholders present

All votes will be counted and tabulated by the Corporate Secretary to be assisted by the Company's Stock and Transfer Agent.

The foregoing addresses the requirement of Section 49 of the Revised Corporation Code to disclose to the stockholders material information on the current stockholders and their voting rights.

` (c) Participation of Shareholders by Remote Communication

By decision of the majority of the Board of Directors, this year's Annual Meeting will be conducted virtually and there will be no physical venue for the meeting.

The platform for participation through webcast/ video conferencing (Remote Communication) for the Annual Meeting is via Zoom. Only stockholders of record as of June 25, 2025 and who have complied with the registration and validation process may participate and vote in absentia in the Annual Meeting. To enable the Company to perform validation procedures, identify the stockholders participating by remote communication and record their presence for purposes of quorum, stockholders as of Record Date who wish to participate in the Annual Meeting by remote communication and to vote in absentia may register by filling up the form that can be found at https://metroglobalholdings.com/asmregister/ Online registration will be open from June 26, 2025 at 9:00 A.M. to July 22, 2025 at 5:00 P.M.

The Company's Corporate Secretary and its stock transfer agent, Banco de Oro-Stock Transfer Services Unit, will validate the registration requirements submitted by the stockholders. Upon successful registration and validation of the registration and documents submitted, the stockholder will receive an email confirmation with unique log in credentials which can be used to log in and participate in the Annual Meeting.

Upon validation, stockholders as of Record Date who have successfully registered and have signified their intention to vote in absentia will receive an email containing the link for the Digital Ballot/ Online Voting System and the Instructions for casting online votes. Registered stockholders shall have until 5:00PM of July 21, 2025 to cast their votes. Stockholders may also vote by proxy by sending a scanned copy of a duly accomplished Proxy Form by email to investor-relations@metroglobalholdings.com not later than July 18, 2025. The hard copy of the signed Proxy Form should be delivered to: The Corporate Secretary, Poblador, Bautista, Reyes Law Offices, 5th Floor, SEDECO Building 1, 120 Rada Street, Legaspi Village, Makati City, 1229, not later than July 18, 2025.

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

Item 20. Statement of Management Responsibility and Audited Financial Statements

The Statement of Management Responsibility for the Corporation's and Separate Audited Financial Statements for the year ending 31 December 2024 are attached to the said Financial Statements which in turn are attached to this information Statement as **Annexes "A-1" and "A-2".**

Item 21. Management Report contained in Annual Report (SEC Form 17-A), Sustainability Report, 1st Quarter Financial Statements (SEC Form 17-Q)

The Corporation incorporates by reference the information contained in its latest Annual Report (SEC Form 17-A, **Annex "A"**), Sustainability Report (**Annex "A-3"**) and the 1st Quarter Financial Statements (SEC Form 17-Q) of 2025 (**Annex "A-4"**).

Management's Discussion and Analysis of Financial Condition and Results of Operations

Review for the period ended March 31, 2025
(Comparative balances for the 3-month period ended March 31, 2025 and March 31, 2024)

Summary of Consolidated Statements of Income

	March 31 2025	March 31 2024	Increase (Decrease)	%
Revenue	20,198,238	9,324,374	10,873,864	117%
General & Administrative Expenses	13,632,657	17,271,908	-3,639,251	-21%
Income (loss) before income tax	6,565,581	-7,947,534	14,513,115	183%
Provision for income tax	-	-	-	0%
Net income (loss)	6,565,581	-7,947,534	14,513,115	183%
Other comprehensive income	271,179	585,810	-314,631	-54%
Net Income	6,836,760	-7,361,724	14,198,484	193%

Results of Operations

Revenue

The Group's total revenue as of the first quarter of 2025 amounted P20.2 million, which includes Depot Royalty Income of P7.8 million, share in the net equity earnings of MRT Devco of P11.6 million and interest income of P736 thousand (mainly from Metro Solar's receivables from Solrev).

Expenses

The General and Administrative (G&A) expenses decreased by P3.6 million or 21% from P17.3 million in March 31, 2024 to P13.6 million as of March 31, 2025.

Financial Condition

The Group's comparative consolidated balance sheet is summarized below:

Summary of Consolidated Statements of Financial Position

	March 31 2025	March 31 2024	Increase (Decrease)	%
Current Assets				
Cash	9,289,450	12,795,862	-3,506,412	-27%
Non-trade and other receivables	52,125,594	48,527,832	3,597,762	7%
Other current assets	7,149,505	4,728,762	2,420,743	51%
Total current assets	68,564,549	66,052,456	2,512,093	4%
Non-current Assets				
Due from related parties	892,803,244	893,160,516	-357,272	0%
Financial assets at fair value through OCI	3,061,052,149	3,060,917,145	135,004	0%
Investment in associates	31,901,063	7,474,608	24,426,455	327%
Property and equipment	45,165,662	40,581,107	4,584,555	11%
Right-of-use asset	330,632,133	345,157,081	-14,524,948	-4%
Intangible asset, net	623,748	651,065	-27,317	-4%
Deferred tax asset	3,996,071	2,922,673	1,073,398	37%
Total non-current assets	4,366,174,070	4,350,864,195	15,309,875	0%
Total Assets	4,434,738,618	4,416,916,652	17,821,966	0%
Current Liabilities				
Accrued expenses and other current liabilities	429,544,219	423,288,755	6,255,464	1%
Mortgage payable, current portion	850,305	-	850,305	100%
Lease liability, current portion	190,941	171,848	19,093	11%
Total current liabilities	430,585,465	423,460,603	7,124,862	2%
Non-current Liabilities				
Due to a stockholder	255,469,626	252,854,961	2,614,665	1%
Due to other related parties	243,167,099	241,936,561	1,230,538	1%
Mortgage payable, non-current	611,868	-	611,868	100%
Lease liability, net of current portion	13,185,388	13,446,158	-260,770	-2%
Total non-current liabilities	512,433,981	508,237,680	4,196,301	1%
Total Liabilities	943,019,446	931,698,283	11,321,163	1%
Stockholders' Equity				
Share capital	2,748,553,181	2,748,553,181	0	0%
Additional paid-in capital	589,120,804	589,120,804	0	0%
Deposit for future stock subscription	102,000,000	102,000,000	0	0%
Fair value reserve	247,652	112,648	135,004	120%
Retained earnings	51,797,534	45,431,737	6,365,797	14%
Total stockholders' equity	3,491,719,171	3,485,218,370	6,500,801	0%
Total Liabilities and Stockholders' Equity	4,434,738,618	4,416,916,652	17,821,966	0%

Total Assets

The Group's Total Assets as of March 31, 2025 amounted ₱4,435 million as compared to ₱4,417 million as of March 31, 2024.

Current Assets, which include cash, non-trade and other receivables and other current assets, amounted to ₱68.6 million as of the 1st Quarter ended, March 31, 2025, compared to ₱66.05 million as of the same period of 2024. Non-current Assets, which include the cost of the Group's investments in the MRT companies and receivables from related parties, amounted to ₱4,366.2 million as of 1st Quarter ended, March 31, 2025, compared to ₱4,350.9 million as of the same period of 2024.

Total Liabilities

The Group's Total Liabilities increased to ₱943 million as at March 31, 2025, compared to ₱932 million as of the same period of 2024.

Current Liabilities also increased to ₱431 million as of 1st Quarter ended March 31, 2025 compared to ₱423 million as of the same period in year 2024. Non-current Liabilities, which is comprised mainly of advances received from FEMI, MRTDC and other related companies, also increased to ₱512.4 million as of 1st Quarter ended March 31, 2025, compared to ₱508.2 million as of the same period of year 2024.

Stockholders' Equity

The Group's Stockholders' Equity increased to ₱3,491.7 million as of the 1st Quarter period ended, March 31, 2025, compared to ₱3,485.2 million as of the same period of 2024.

Review for the period ended March 31, 2025

(Comparative balances for the 3-month period ended March 31, 2025 and December 31, 2024)

Summary of Consolidated Statements of Income

	March 31 2025	December 31 2024	Increase (Decrease)	%
Revenue	20,198,238	55,210,549	-35,012,311	-63%
General & Administrative Expenses	13,632,657	63,770,015	-50,137,358	-79%
Income (loss) before income tax	6,565,581	-8,559,466	15,125,047	177%
Provision for income tax	-	-412,148	412,148	100%
Net income (loss)	6,565,581	-8,147,318	14,712,899	181%
Other comprehensive income	271,179	449,635	-178,456	-40%
Net Income	6,836,760	-7,697,683	14,534,443	189%

Results of Operations

As of the three-month period ended, March 31, 2025, the Group earned total revenues of ₱20.2 million, which include the Parent Company's depot royalty income as well as its share in the net equity earnings of an associate.

The Group recognized P7.8 million in depot royalty income for the three-month period ended, March 31, 2025, compared to P33.1 million and P44.6 million, for the years ended December 31, 2024 and 2023, respectively.

For the first quarter of 2025, the Group realized a Net Income of ₱6.6 Million and Total Comprehensive Income of ₱6.8 million. In contrast, For the year ended December 31, 2024, the Group incurred a Net Loss of ₱8.1 million and Total Comprehensive Loss of ₱7.7 million.

Financial Condition

(Comparative balances for the period ended March 31, 2025 and December 31, 2024)

Summary of Consolidated Statements of Financial Position

	March 31 2025	December 31 2024	Increase (Decrease)	%
Current Assets				
Cash	9,289,450	1,255,597	8,033,853	640%
Non-trade and other receivables	52,125,594	71,006,165	-18,880,571	-27%
Other current assets	7,149,505	5,164,573	1,984,932	38%
Total current assets	68,564,549	77,426,335	-8,861,786	-11%
Non-current Assets				
Due from related parties	892,803,244	892,803,244	-	0%
Financial assets at fair value through OCI	3,061,052,149	3,060,780,971	271,178	0%
Investment in associates	31,901,063	20,245,057	11,656,006	58%
Property and equipment	45,165,662	44,769,668	395,994	1%
Right-of-use asset	330,632,133	333,565,466	-2,933,333	-1%
Intangible asset, net	623,748	630,577	-6,829	-1%
Deferred tax asset	3,996,071	3,996,071	0	0%
Total non-current assets	4,366,174,070	4,356,791,054	9,383,016	0%
Total Assets	4,434,738,618	4,434,217,389	521,229	0%

Current Liabilities				
Accrued expenses and other current liabilities	429,544,219	421,534,990	8,009,229	2%
Mortgage payable, current portion	850,305	850,305	0	0%
Lease liability, current portion	190,941	243,941	-53,000	-22%
Total current liabilities	430,585,465	422,629,236	7,956,229	2%
Non-current Liabilities				
Due to a stockholder	255,469,626	269,741,387	-14,271,761	-5%
Due to other related parties	243,167,099	243,167,099	0	0%
Mortgage payable, non-current	611,868	611,868	0	0%
Lease liability, net of current portion	13,185,388	13,185,388	0	0%
Total non-current liabilities	512,433,981	526,705,742	-14,271,761	-3%
Total Liabilities	943,019,446	949,334,978	-6,315,532	-1%
Stockholders' Equity				
Share capital	2,748,553,181	2,748,553,181	0	0%
Additional paid-in capital	589,120,804	589,120,804	0	0%
Deposit for future stock subscription	102,000,000	102,000,000	0	0%
Fair value reserve	247,652	-23,527	271,179	1153%
Retained earnings	51,797,534	45,231,953	6,565,581	15%
Total stockholders' equity	3,491,719,171	3,484,882,411	6,836,760	0%
Total Liabilities and Stockholders' Equity	4,434,738,618	4,434,217,389	521,229	0%

The Group's Total Assets registered a slight increase of ₱0.52 million from ₱4.434 billion as at December 31, 2024 to ₱4.435 billion as at March 31, 2025. The increase is attributable to changes in the following asset accounts:

- Cash in bank rose by ₱8.0 million, or 640%, primarily due to the collection of receivables from NTDCC, related to depot royalty income earned in 2024.

- Other current assets increased by ₱1.9 million, or 38%, mainly due to increase in Input VAT receivables.

- Financial assets at fair value increased by ₱271 thousand due to upward adjustment in the market value of quoted equity shares.

- Investments in associates grew by ₱11.6 million, or 58%, representing the Group's 15.8% share in MRT Devco's net income of ₱74 million for the period.

- Property, plant and equipment increased by ₱0.39 million or 1% due to construction costs incurred on the Group's solar power project during the period.

The Group's Total Liabilities decreased by ₱6.3 million or 1% from ₱949 million as at December 31, 2024 to ₱943 million in March 31, 2025, while the Stockholder's Equity increased by ₱6.8 million or from ₱3,485 million to ₱3,492 million during the same period. These changes were due to the following:

- Due to a Stockholder declined by ₱14.3 million or 5%, due to various payments to FEMI during the period.

- Fair value reserve increased by ₱0.27 million or 1153%, due to fair value gain on financial assets.

- Retained earnings increased by ₱6.6 million (from ₱45.2 million as at December 31, 2024 to ₱51.8 million as of March 31, 2025) mainly due to the Net Income earned during the quarter.

The Group's Stockholder's Equity increased by ₱6.8 million (from ₱3.485 billion as at December 31, 2024 to ₱3.492 billion as of March 31, 2025) mainly due to the Total Comprehensive Income of ₱6.8 million for the first quarter of 2025.

Key Performance Indicators ("KPI")

The Group's KPI as of March 31, 2025 compared with the same period in 2024 and for the year ended December 31, 2024 are as follows:

Performance Indicator	Formula	1st Quarter 2025	1st Quarter 2024	Dec-24
LIQUIDITY				
Current Ratio	Current Assets / Current Liabilites	0.16	0.16	0.18
Quick Ratio	Cash & Cash Equivalents + Current Trade Receivables / Current Liabilities	0.14	0.14	0.17
LEVERAGE				
Debt to Total Assets	Total Liabilities / Total Assets	0.21	0.21	0.21
Equity to Total Assets	Total Owner's Equity / Total Assets	0.79	0.79	0.79
Debt to Equity	Total Liabilities / Total Owner's Equity	0.27	0.27	0.27
Asset to Equity	Total Assets / Total Owner's Equity	1.27	1.27	1.27
PROFITABILITY				
Return on Equity	Net Income / Equity Attributable to Parent Company's Shareholders	0.002	-0.002	-0.002
Return on Assets	Net Income / Total Assets	0.001	-0.002	-0.002
Earnings Per Share	Net Income / Average Number of Shares Outstanding	0.002	-0.003	-0.003

Liquidity

The decrease in current ratio was primarily due to increase in current liabilities during this period.

The lower quick ratio resulted from a reduction in the cash balance, coupled with the rise in current liabilities.

Leverage

Due to insignificant and offsetting changes in the balances on all accounts during the period, the above ratios remain unchanged.

The ratios show that the Group's assets are more than sufficient to cover its liabilities.

Profitability

The Net Income earned by the Group for the period ended March 31, 2025 contributed to the positive results of all the Profitability ratios (Return on Equity, Return on Assets and Earnings Per Share).

Financial Condition, Changes in Financial Condition and Results of Operations during the Last Three (3) Years

Summary of Consolidated Statements of Income

	For the Years Ended December 31			Horizontal Analysis			
				Increase (Decrease)		Increase (Decrease)	
	2024	2023	2022	2024 vs. 2023	%	2023 vs. 2022	%
Share in profit of associates	20,513,639	6,140,438	19,526,017	14,373,201	234%	-13,385,579	-69%
Depot royalty income	33,062,546	44,664,516	19,546,766	-11,601,970	-26%	25,117,750	129%
Operating expenses	-63,770,015	-48,732,548	-35,571,235	15,037,467	31%	13,161,313	37%
Dividend income	-	2,871,466	-	-2,871,466	-100%	2,871,466	100%
Finance cost	-1,202,250	-327,832	-	874,418	267%	327,832	100%
Other income	2,836,614	895,936	11,787	1,940,678	217%	884,149	7501%
Provision for income tax	412,148	185,213	-	226,935	123%	185,213	100%
Net Income	-8,147,318	5,697,189	3,513,335	-13,844,507	-243%	2,183,854	62%

Summary of Consolidated Statements of Income

	For the Years Ended December 31			Vertical Analysis			
				Increase (Decrease)		Increase (Decrease)	
	2024	2023	2022	2024 vs. 2023	%	2023 vs. 2022	%
Share in profit of associates	20,513,639	6,140,438	19,526,017	14,373,201	-104%	-13,385,579	-613%
Depot royalty income	33,062,546	44,664,516	19,546,766	-11,601,970	84%	25,117,750	1150%
Operating expenses	-63,770,015	-48,732,548	-35,571,235	15,037,467	-109%	13,161,313	603%
Dividend income	-	2,871,466	-	-2,871,466	21%	2,871,466	131%
Finance cost	-1,202,250	-327,832	-	874,418	-6%	327,832	15%
Other income	2,836,614	895,936	11,787	1,940,678	-14%	884,149	40%
Provision for income tax	412,148	185,213	-	226,935	-2%	185,213	8%
Net Income	-8,147,318	5,697,189	3,513,335	-13,844,507	100%	2,183,854	100%

Summary of Consolidated Statements of Financial Position as at December 31

	For the Years Ended December 31			Horizontal Analysis			
				Increase (Decrease)		Increase (Decrease)	
	2024	2023	2022	2024 vs. 2023	%	2023 vs. 2022	%
Current Assets							
Cash	1,255,597	12,780,533	1,343,801	-11,524,936	-90%	11,436,732	851%
Non-trade and other receivables	71,006,165	64,064,417	18,569,428	6,941,748	11%	45,494,989	245%
Other current assets	5,164,573	4,209,606	1,583,430	954,967	23%	2,626,176	166%
Total current assets	77,426,335	81,054,556	21,496,659	-3,628,221	-4%	59,557,897	277%
Non-current Assets							
Due from related parties	892,803,244	892,803,244	892,803,244	-	0%	-	0%
Financial assets at fair value through OCI	3,060,780,971	3,060,331,336	3,061,220,078	449,635	0%	-888,742	0%
Investment in associates	20,245,057	6,942,791	19,071,383	13,302,266	192%	-12,128,592	-64%
Property and equipment	44,769,668	39,612,914	-	5,156,754	13%	39,612,914	100%
Right-of-use asset	333,565,466	348,090,414	-	-14,524,948	-4%	348,090,414	100%
Intangible asset, net	630,577	657,894	682,935	-27,317	-4%	-25,041	-4%
Deferred tax asset	3,996,071	3,110,114	1,607,251	885,957	28%	1,502,863	94%
Total non-current assets	4,356,791,054	4,351,548,707	3,975,384,891	5,242,347	0%	376,163,816	9%
Total Assets	4,434,217,389	4,432,603,263	3,996,881,550	1,614,126	0%	435,721,713	11%
Current Liabilities							
Accrued expenses and other current liabilities	421,534,990	418,568,125	406,034,711	2,966,865	1%	12,533,414	3%
Mortgage payable, current portion	850,305	-	-	850,305	100%	0	0%
Lease liability, current portion	243,941	227,113	-	16,828	7%	227,113	100%
Total current liabilities	422,629,236	418,795,238	406,034,711	3,833,998	1%	12,760,527	3%
Non-current Liabilities							
Due to a stockholder	269,741,387	267,424,211	702,217,691	2,317,176	1%	-434,793,480	-62%
Due to other related parties	243,167,099	240,357,562	252,857,501	2,809,537	1%	-12,499,939	-5%
Mortgage payable, non-current	611,868	-	-	611,868	100%	0	0%
Lease liability, net of current portion	13,185,388	13,446,158	-	-260,770	-2%	13,446,158	100%
Total non-current liabilities	526,705,742	521,227,931	955,075,192	5,477,811	1%	-433,847,261	-45%
Total Liabilities	949,334,978	940,023,169	1,361,109,903	9,311,809	1%	-421,086,734	-31%
Stockholders' Equity							
Share capital	2,748,553,181	1,998,553,181	1,998,553,181	750,000,000	38%	0	0%
Additional paid-in capital	589,120,804	589,120,804	589,120,804	0	0%	0	0%
Deposit for future stock subscription	102,000,000	852,000,000	-	-750,000,000	-88%	852,000,000	100%
Fair value reserve	-23,527	-473,162	415,580	449,635	95%	-888,742	-214%
Retained earnings	45,231,953	53,379,271	47,682,082	-8,147,318	-15%	5,697,189	12%
Total stockholders' equity	3,484,882,411	3,492,580,094	2,635,771,647	-7,697,683	0%	856,808,447	33%
Total Liabilities and Stockholders' Equity	4,434,217,389	4,432,603,263	3,996,881,550	1,614,126	0%	435,721,713	11%

Summary of Consolidated Statements of Financial Position as at December 31

	For the Years Ended December 31			Vertical Analysis			
				Increase (Decrease)		Increase (Decrease)	
	2024	2023	2022	2024 vs. 2023	%	2023 vs. 2022	%
Current Assets							
Cash	1,255,597	12,780,533	1,343,801	-11,524,936	-714%	11,436,732	3%
Non-trade and other receivables	71,006,165	64,064,417	18,569,428	6,941,748	430%	45,494,989	10%
Other current assets	5,164,573	4,209,606	1,583,430	954,967	59%	2,626,176	1%
Total current assets	77,426,335	81,054,556	21,496,659	-3,628,221	-225%	59,557,897	14%
Non-current Assets							
Due from related parties	892,803,244	892,803,244	892,803,244	0	0%	0	0%
Financial assets at fair value through OCI	3,060,780,971	3,060,331,336	3,061,220,078	449,635	28%	-888,742	0%
Investment in associates	20,245,057	6,942,791	19,071,383	13,302,266	824%	-12,128,592	-3%
Property and equipment	44,769,668	39,612,914	-	5,156,754	319%	39,612,914	9%
Right-of-use asset	333,565,466	348,090,414	-	-14,524,948	-900%	348,090,414	80%
Intangible asset, net	630,577	657,894	682,935	-27,317	-2%	-25,041	0%
Deferred tax asset	3,996,071	3,110,114	1,607,251	885,957	55%	1,502,863	0%
Total non-current assets	4,356,791,054	4,351,548,707	3,975,384,891	5,242,347	325%	376,163,816	86%
Total Assets	4,434,217,389	4,432,603,263	3,996,881,550	1,614,126	100%	435,721,713	100%
Current Liabilities							
Accrued expenses and other current liabilities	421,534,990	418,568,125	406,034,711	2,966,865	184%	12,533,414	3%
Mortgage payable, current portion	850,305	-	-	850,305	53%	0	0%
Lease liability, current portion	243,941	227,113	-	16,828	1%	227,113	0%
Total current liabilities	422,629,236	418,795,238	406,034,711	3,833,998	238%	12,760,527	3%
Non-current Liabilities							
Due to a stockholder	269,741,387	267,424,211	702,217,691	2,317,176	144%	-434,793,480	-100%
Due to other related parties	243,167,099	240,357,562	252,857,501	2,809,537	174%	-12,499,939	-3%
Mortgage payable, non-current	611,868	-	-	611,868	38%	0	0%
Lease liability, net of current portion	13,185,388	13,446,158	-	-260,770	-16%	13,446,158	3%
Total non-current liabilities	526,705,742	521,227,931	955,075,192	5,477,811	339%	-433,847,261	-100%
Total Liabilities	949,334,978	940,023,169	1,361,109,903	9,311,809	577%	-421,086,734	-97%
Stockholders' Equity							
Share capital	2,748,553,181	1,998,553,181	1,998,553,181	750,000,000	46465%	0	0%
Additional paid-in capital	589,120,804	589,120,804	589,120,804	0	0%	0	0%
Deposit for future stock subscription	102,000,000	852,000,000	-	-750,000,000	-46465%	852,000,000	196%
Fair value reserve	-23,527	-473,162	415,580	449,635	28%	-888,742	0%
Retained earnings	45,231,953	53,379,271	47,682,082	-8,147,318	-505%	5,697,189	1%
Total stockholders' equity	3,484,882,411	3,492,580,094	2,635,771,647	-7,697,683	-477%	856,808,447	197%
Total Liabilities and Stockholders' Equity	4,434,217,389	4,432,603,263	3,996,881,550	1,614,126	100%	435,721,713	100%

Summary of Consolidated Statements of Cash Flows

	For the Years Ended December 31		
	2024	**2023**	**2022**
Net Cash Flows From (Used in):			
Operating Activities	-17,158,446	4,150,715	-13,198,735
Investing Activities	-4,272,787	-3,284,345	-
Financing Activities	9,906,297	10,567,774	12,575,883
Net Increase (Decrease) in Cash and Cash Equivalents	-11,524,936	11,434,144	-622,852
Effect of Exchange Rate Changes on Cash and Cash Equivalents	-	2,588	22,449
Cash and Cash Equivalents at Beginning of Year	12,780,533	1,343,801	1,944,204
Cash and Cash Equivalents at End of Year	1,255,597	12,780,533	1,343,801

Year ended December 31, 2024 compared with year ended December 31, 2023

Results of Operations

The Group reported a Net Loss of ₱8,147,318 for the year ended December 31, 2024. This loss was primarily driven by a 25.98% decline in Depot Royalty Income and a 30.86% increase in General and Administrative Expenses. Meanwhile, Share in Profit of Associates increased by 234.07%.

In contrast, the Group earned a Net Income of ₱5,697,189 in 2023. The net loss for 2024 was mainly attributable to the significant increase in general and administrative expenses, despite the higher share in profit from associates. Additionally, Depot Royalty Income declined, and no dividend income was received by the Parent Company from its investment in quoted equity securities during the year.

Depot Royalty Income

For the year ended December 31, 2024, the Group’s share in Depot Royalty Income declined by 25.98% or ₱11,601,970, from ₱44,664,516 in 2023 to ₱33,062,546 in 2024. Although gross rental income from Trinoma Commercial Center increased during the year, the overall decrease was primarily due to the prior year’s figures including an additional ₱20.6 million in depot royalty income. This additional income was compensation from NTDCC for the non-completion of various lot pad developments in North Avenue, Quezon City, under the Alternative Compliance Agreement dated December 14, 2023, between the Parent Company, Global Estate Resorts Inc., and NTDCC.

General and Administrative Expenses

The Group’s General and Administrative Expenses increased by ₱15,037,467 or 31%, from ₱48,732,548 as of December 31, 2023 to ₱63,770,015 as of December 31, 2024. This increase was largely due to the higher amortization of the Right-of-Use Asset. In 2024, total amortization amounted to ₱14,524,948, compared to only ₱4,884,900 in

2023, as the prior year's amortization covered only four (4) months. Additionally, in 2024, the Group paid a one-time SEC listing fee of ₱7,500,000 in connection with the increase in the Parent Company's Authorized Capital Stock from ₱2 billion to ₱5 billion.

Financial Condition

The Group's financial position remained stable as of December 31, 2024. Total Assets increased slightly by ₱1,614,126 or 0.04%, from ₱4,432,603,263 in 2023 to ₱4,434,217,389 in 2024. Total Liabilities rose by ₱9,311,809 or 0.99%, from ₱940,023,169 to ₱949,334,978. Meanwhile, Stockholders' Equity decreased slightly by ₱7,697,683 or 0.22%, from ₱3,492,580,094 to ₱3,484,882,411.

Total Assets

The increase of ₱1,614,126 or 0.04% in Total Assets was primarily due to:

- A ₱13,302,266 increase in Investment in Associates, representing the Group's share in the profit of MRT Devco, amounting to ₱20,513,639 for the year;

- A ₱6,941,748 or 10.84% increase in Trade and Other Receivables, mainly from MSPSI's loan receivables from Solrev Energy, Inc., totaling ₱49,727,727;

- A ₱5,156,754 or 13.02% increase in Property and Equipment, primarily due to additional costs related to the solar power project amounting to ₱4,095,829.

These increases were partially offset by reductions in Cash and the recognition of amortization on the Right-of-Use Asset and Intangible Assets.

Total Liabilities

Total Liabilities increased by ₱9,311,809 or 0.99%, mainly due to higher balances in the following accounts:

- Due to a Stockholder increased by ₱2,317,176 or 0.87%, from ₱267,424,211 to ₱269,741,387, due to additional advances;

- Due to Other Related Parties rose by ₱2,809,537 or 1.17%, also from additional advances;

Accrued Expenses increased by ₱2,966,865 or 0.71%, as a result of various accruals during the year.

Stockholders' Equity

Stockholders' Equity decreased by ₱7,697,683 or 0.22%, primarily due to the Net Loss incurred during the year.

Share capital increased by ₱750,000,000 or 37.53% while Deposit for future stock subscription decreased also by ₱750,000,000 or 88.03% as a result of the conversion of the deposit for future stock subscription into equity with the SEC's approval on the increase in capitalization from ₱2 billion to ₱5 billion, during the year.

Material Changes in the year ended December 31, 2024 Financial Statements

Financial Position
(Increase/ decrease of 5% or more versus December 31, 2023 balances)

- 90% decrease in Cash and cash equivalents was primarily due to a significant increase in general and administrative expenses during the year

- 11% increase in Trade and Other Receivables was mainly attributable to the increase in Metro Solar's loan receivables from Solrev Energy, Inc.

- 23% increase in Other Current Assets was largely due to higher input VAT and creditable withholding tax, both related to depot royalty income

- 192% increase in Investments in Associates was driven by the growth in the Group's share in the net equity earnings of MRTDC

- 13% increase in Property and equipment was mainly due to the additional costs incurred related to Metro Solar's development of a 65-megawatt solar farm project in Pililia, Rizal

- 4% decrease in Right-of-use asset primarily due to the amortization of the asset during the year

- 4% decrease in intangible asset, primarily due to the asset's amortization recorded during the year

- 28% increase in Deferred Tax Asset resulted from the recording of additional deferred income taxes from the payment of MCIT and recognition of tax benefits due to Net Operating Loss Carry Over (NOLCO)

- 38% increase in Share Capital and the 88% decrease in Deposit for future stock subscription for the same amount of ₱750 million, resulted from the conversion of the deposit for future stock subscription into equity following SEC's approval of the increase in the Parent Company's authorized capital stock from ₱2 billion to ₱5 billion

- 95% increase in Fair value reserve was due to the higher fair market value of quoted equity securities during the year

- 15% decrease in Retained Earnings was primarily due to the net loss incurred during the year

Results of Operation

(Increase/decrease of 5% or more versus December 31, 2023 balances)

- 234% increase in Share in Profit of Associates was due to the rise in the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2024

- 26% decrease in Depot Royalty Income resulted from the reduction in the share in depot royalty income received by the Parent Company from Trinoma Mall. The higher income in 2023 included an additional royalty fee of ₱20.9 million covering the the years 2019 to 2023, received as a result of the Alternative Compliance Agreement signed in December, 2023

- 31% increase in General and Administrative Expense was primarily due to amortization of Right-of-Use assets and the listing fee paid to SEC in relation to the application for increase in the Parent Company's Authorized Capital Stock from ₱2 billion to ₱5 billion

- 100% decrease in Dividend income was due to the absence of dividends received from investments in quoted securities during the year

- 267% increase Finance cost pertained to the interest expense arising from the movement in lease liabilities for the year ended December 31, 2024

- 217% increase in Other Income was mainly due to interest income earned from advances to third parties

- 123% increase in Income Tax Benefit was attributable to the recognition of NOLCO during the year

- 151% increase in Fair Value Gain on Financial Assets at Fair Value Thru OCI was due to higher valuation of quoted securities in the current year compared to the previous year

<u>Key Performance Indicators (KPI)</u>

The Group's KPI for the years ended December 31, 2024 and 2023 follows:

Performance Indicator	Formula	2024	2023
Liquidity			
Current Ratio	<u>Current Assets</u> Current Liabilities	0.183	0.194
Quick Ratio	Cash & Cash Equivalents + Current <u>Trade Receivables</u> Current Liabilities	0.171	0.183

Leverage			
Debt to Total Assets	Total Liabilities / Total Assets	0.21	0.21
Equity to Total Assets	Total Owner's Equity / Total Assets	0.79	0.79
Debt to Equity	Total Liabilities / Total Owner's Equity	0.27	0.27
Asset to Equity	Total Assets / Total Owner's Equity	1.27	1.27
Profitability			
Return on Equity	Net Income / Total Assets	-0.0023	0.0019
Return on Assets	Total Assets / Total Owner's Equity	-0.0018	0.0014
Earnings per Share	Net Income (Loss) / Average Number of Shares Outstanding	-0.0030	0.0029

Liquidity

Current Ratio and Quick Ratio both decreased in December 2024 compared to December 2023 mainly due to the d e crease in the current assets of the Group, specifically on Cash.

Leverage

Due to insignificant and offsetting movement of balances on all accounts during the year, the above ratios remain unchanged.

Profitability

The negative results of all the profitability ratios were due to the Net Loss incurred by the Group for the year ended December 31, 2024.

Year ended December 31, 2023 compared with year ended December 31, 2022

Results of Operations

The Group's Net Income for the year ended December 31, 2023 amounted to ₱5.7 million. The current year registered an increase in Depot Royalty Income by 129% while Share in Profit of Associates decreased by 69%. General and administrative expenses also increased by 37%.

Compared to the Net Income of ₱3.5 million earned by the Group for the year ended, December 31, 2022, this year's net income increased by ₱2.1 million. The increase was mainly due to the significant increase in Depot royalty income and also due to the dividend income received by the Parent Company from its investment in quoted equity securities, amounting to ₱2.9 million. No similar dividend was received by the Parent Company, last year.

Depot Royalty Income

For the year ended December 31, 2023, the Group's share in Depot Royalty Income increased by 129% or ₱25.1 million from ₱19.5 million as of December 31, 2022 to ₱44.7 million as of December 31, 2023. The increase was mainly due to the increase in gross rental income of Trinoma Commercial Center and the ₱20.6 million additional depot royalty income received from NTDCC during the year, as compensation for the non-completion of the development of various lot pads located in North Avenue, Quezon City, as per Alternative Compliance Agreement entered into by and between the Parent Company, Global Estate Resorts Inc., and NTDCC, dated December 14, 2023.

General and Administrative Expenses

The Group's General and Administrative Expenses increased by ₱13.2 million or 37%, from ₱35.5 million in December 31, 2022 to ₱48.7 million in December 31, 2023, largely due to SEC listing fee amounting ₱6.0 million in relation to the increase in Authorized Capital Stock of the Parent Company from ₱2 billion to ₱5 billion. Also, the increase was brought by the general and administrative expenses of Metro Solar Power Solutions, Inc. amounting ₱2.9 million as a result of the consolidation, starting this year.

Financial Condition

The Group's financial condition remained steady for the year ended December 31, 2023. The Group's Total Assets increased by ₱435.8 million or 11%, from ₱3,996.8 million as at December 31, 2022 to ₱4,432.6 million as at December 31, 2023. On the other hand, the Group's Total Liabilities decreased by ₱421.1 million or 31%, from ₱1,361.1 million as at December 31, 2022 to ₱940.0 million as at December 31, 2023; further, Stockholders Equity also increased by ₱856.8 million or 33%, from ₱2,635.8 million as at December 31, 2022 to ₱3,492.6 million as at December 31, 2023.

Total Assets

The ₱435.8 million or 11% increase in the Group's Total Assets, from ₱3,996.8 as at December 31,2022 to ₱4,432.6 as at December 31, 2023, was mainly due to the recording of the Right-of-use Asset and Construction-in-Progress (under Property and equipment), amounting ₱348.1 million and ₱38.6 million respectively, in relation to the acquisition of Metro Solar shares during the year.

The "Right-of-use asset" includes the value of the Solar Energy Service Contract, amounting to ₱341 million, which will pave the way for the creation of the Solar Power Project. The amount was based on the appraisal done by a third party contracted by the Parent Company.

There was an increase also of ₱45.5 million or 245% in Trade and other Receivables mainly coming from the loan receivables of MSPSI from Solrev Energy, Inc. amounting ₱44.1 million.

Total Liabilities

The decrease in the Group's Total Liabilities of ₱421.1 million or 31% was mainly due to decrease in Due to a Stockholder account.

Due to a Stockholder decreased by ₱434.8 million or 62% from ₱702.2 million as of December 31, 2022 to ₱267.4 as of December 31, 2023, mainly due to the conversion of portion of the Group's liability to FEMI amounting ₱500 million into deposit for future stock subscription.

Stockholders' Equity

The increase in Stockholders' Equity of ₱856.8 million or 33% was largely brought about by the recording of deposit for future stock subscription amounting ₱852 million and the Net Income amounting ₱5.7 million.

Material Changes in the year ended December 31, 2023 Financial Statements

Financial Position
(Increase/ decrease of 5% or more versus December 31, 2022 balances)

- 851% increase in Cash and cash equivalents was in view of the significant collection of the receivables from NTDCC during the year.

- 245% increase in Trade and Other Receivables was mainly due to the increase in the Parent Company's share in the Depot Royalty Income from Trinoma Mall and the consolidation of MSPSI's loan receivables from Solrev Energy, Inc.

- 166% increase in Other Current Assets was mainly due to increase in creditable withholding tax (which is in relation to the increase in depot royalty income), input VAT and other advances.

- 64% decrease in Investment in Associates was brought about by the decrease in the Group's share in the net equity earnings of MRTDC

- 100% increase in Property and equipment mainly pertains to the construction costs of Metro Solar's development of a 65-megawatt solar farm project in Pililia, Rizal

- 100% increase in Right-of-use asset and Lease liability pertains to the recognition of right-of-use asset and lease liabilities in connection with the acquisition by the Parent Company and the eventual control of MSPSI

- 94% increase in Deferred Tax Asset was due to recording of additional deferred income taxes from payment of MCIT and recognition of tax benefit due to NOLCO

- 62% decrease in Due to a Stockholder was in view of the conversion of portion of FEMI advances into equity, which is recorded as part of Deposit for Future Stock Subscription pending issuance of the actual share certificates to FEMI

- 5% decrease in Due to other related parties was due to offsetting of dividend income received from MRT Devco against the Parent company's liability to MRT Devco

- 100% increase in Deposit for Future Stock Subscription was due to the recognition of deposit for future stock subscription as a result of the conversion into equity of portion of liability to a stockholder, amounting to ₱500 million, and the assignment of MSPSI shares by FEMI, valued at ₱352 million

- 214% decrease in Fair value reserve due to decline in the fair value of quoted equity securities during the year

- 12% increase in Retained Earnings mainly due to the net income earned during the year

Results of Operation
(Increase/ decrease of 5% or more versus December 31, 2022 balances)

- 69% decrease in Share in Profit of Associates was in view of the decrease in the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2023

- 128% increase in Depot Royalty Income was due to the increase in the share in depot royalty income received by the Parent Company from Trinoma Mall

- 37% increase in General and Administrative Expense was mainly due to listing fee paid to SEC in relation to the application for increase in the Parent Company's Authorized Capital Stock from ₱2 billion to ₱5 billion and the consolidation of Metro Solar's general and administrative expenses starting this year as a result of the acquisition of the Metro Solar shares

- 100% increase in Dividend income due to consolidation to dividends received from investment in quoted security. No similar dividend was received last year

- 100% increase in Finance cost pertains to the interest expense portion on the movement of lease liabilities for the year ended December 31, 2023

- 7501% increase in Other Income mainly pertains to interest income on advances to third parties

- 100% increase in Income Tax Benefit pertains to NOLCO recognized by Metro Solar during the year

- 17% increase in Fair value gain on financial assets at fair value through OCI was in view of the higher valuation of quoted securities this year as against last year

Key Performance Indicators (KPI)

The Group's KPI for the years ended December 31, 2023 and 2022 follows:

Performance Indicator	Formula	2023	2022
Liquidity			
Current Ratio	Current Assets / Current Liabilities	0.194	0.053
Quick Ratio	Cash & Cash Equivalents + Current Trade Receivables / Current Liabilities	0.183	0.049
Leverage			
Debt to Total Assets	Total Liabilities / Total Assets	0.21	0.34
Equity to Total Assets	Total Owner's Equity / Total Assets	0.79	0.66
Debt to Equity	Total Liabilities / Total Owner's Equity	0.27	0.52
Asset to Equity	Total Assets / Total Owner's Equity	1.27	1.52
Profitability			
Return on Equity	Net Income / Total Assets	0.0019	0.0013
Return on Assets	Total Assets / Total Owner's Equity	0.0014	0.0009
Earnings per Share	Net Income (Loss) / Average Number of Shares Outstanding	0.0029	0.0018

Liquidity

Current Ratio and Quick Ratio both increased in December 2023 compared to December 2022, mainly due to the significant increase in the current assets of the Group.

Leverage

Debt to Total Assets and Debt to Equity ratios in December 2023 decreased significantly due to conversion of a liability to deposit for future stock subscription.

On the other hand, Equity to Total Assets ratio increased due also to conversion of a liability to deposit for future stock subscription.

Asset to Equity ratio decreased in 2023 as against 2022 mainly due to increase in Total Stockholders' Equity as a result of the conversion of a liability into deposit for future stock subscription.

Profitability

The positive results of all the profitability ratios were due to the higher Net Income realized by the Group in December 2023.

<u>Year ended December 31, 2022 compared with year ended December 31, 2021</u>

Results of Operations

The Group's Net Income for the year ended December 31, 2022 amounted ₱3.5 million. The current year registered an increase in Depot Royalty Income and Share in profit of Associates by 147% and 153%, respectively. General and administrative expenses also increased by 11%.

Compared to the Net Income of ₱2,615.2 million earned by the Group for the year ended, December 31, 2021, this year's net income decreased by ₱2,611.7 million. The decrease was mainly due to the dividend income received by the Parent Company from MRTH II, amounting to ₱2,606.2 million. There was no similar dividend declared and received by the Parent Company during the year.

Depot Royalty Income

For the year ended December 31, 2022, the Group's share in Depot Royalty Income increased by 147% or ₱11.6 million from ₱7.9 million as of December 31, 2021 to ₱19.5 million as of December 31, 2022. The increase was mainly due to the easing up of Covid19 restrictions in year 2022 which resulted in an increase in the gross rental income of TriNoma Commercial Center.

General and Administrative Expenses

The Group's General and Administrative Expenses increased by ₱3.5 million or 11%, from ₱32.0 million in December 31, 2021 to ₱35.6 million in December 31, 2022, largely due to IT expenses of the Parent Company.

Financial Condition

The Group's financial condition remained steady for the year ended December 31, 2022. The Group's Total Assets increased by ₱16.1 million or 0.40%, from ₱3,980.8 million as at December 31, 2021 to ₱3,996.8 million as at December 31, 2022. The Group's Total Liabilities also increased by ₱13.6 million or 1.01%, from ₱1,347.5 million as at December 31, 2021 to ₱1,361.1 million as at December 31, 2022; while its Stockholders Equity increased by ₱2.4 million or 0.09%, from ₱2,633.3 million as at December 31, 2021 to ₱2,635.8 million as at December 31, 2022.

Total Assets

The ₱16.1 million or 0.40% increase in the Group's Total Assets, was mainly due to the increase in Trade Receivables from NTDCC, brought about by the increase in Depot Royalty Income, and the ₱5.4 million or 39.5% increase in Investments in Associates brought by the increase in the Group's share in the net earnings of MRTDC.

Total Liabilities

The increase in the Group's Total Liabilities of ₱13.6 million or 1.01% was mainly due to increases in the following accounts:

Accrued expense and other current liabilities increased by ₱15.2 million or 3.88% from ₱390.9 as of December 31, 2021 to ₱406.0 as of December 31, 2022 mainly due to increase in Other Payables.

Due to Other Related Partied increased by ₱3.2 million or 1.30% from ₱249.6 million as of December 31, 2021, to ₱252.9 million as of December 31, 2022, in view of the cash advances received from MRTDC, net of the ₱14.1 million dividend declared by MRTDC.

Stockholder's Equity

The increase in Stockholders' Equity of ₱2.4 million was mainly from the Net Income amounting ₱3.5 million.

Material Changes in the year ended December 31, 2022 Financial Statements

Financial Position
(Increase/ decrease of 5% or more versus December 31, 2021 balances)

- 31% decrease in Cash and cash equivalents was in view of the increased general and administrative expenses incurred during the period

- 148% increase in Trade and Other Receivables was mainly due to the increase in the Parent Company's share in the Depot Royalty Income from Trinoma Mall

- 223% increase in Other Current Assets was mainly due to increase in creditable withholding tax (which is in relation to the increase in depot royalty income) and input VAT.

- 39.5% increase in Investment in Associates was brought about by the increase in the Group's share in the net equity earnings of MRTDC

- 223% increase in Other Current Assets was mainly due to increase in creditable withholding tax (which is in relation the increase in depot royalty income) and input VAT

- 14% increase in Deferred Tax Asset was due to recording of additional Deferred income tax from MCIT during the year

- 72% decrease in Fair value reserve due to decline in the fair value of quoted equity securities

Results of Operation
(Increase/ decrease of 5% or more versus December 31, 2021 balances)

- 148% increase in Depot Royalty Income was due to the increase in the share in depot royalty income received by the Parent Company from Trinoma Mall

- 11% increase in General and Administrative Expense was mainly due to increase in IT expenses

- 154% increase in Share in Profit of Associates was in view of the increase in the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2022

- 100% decrease in Other Income. The amount recorded last year pertain mainly to exclusivity fee recognized as income in 2021

- 100% decrease in Dividend income. The income recognized last year pertain to dividends received from MRTHII. No similar dividend was declared and received during the year

- 100% decrease in Income tax benefit (expense). The recorded 2021 balances pertain to the effect of changes in the tax rates applied due to the enactment of CREATE in 2020

- 100% decrease in Fair value (loss) gain on financial assets at fair value through OCI was in view of the decline in the fair value of some quoted equity securities

Key Performance Indicators (KPI)

The Group's KPI for the years ended December 31, 2022 and 2021 follows:

Performance Indicator	**Formula**	**2022**	**2021**
Liquidity			
Current Ratio	Current Assets / Current Liabilities	0.05	0.02
Quick Ratio	Cash & Cash Equivalents + Current Trade Receivables / Current Liabilities	0.05	0.02
Leverage			
Debt to Total Assets	Total Liabilities / Total Assets	0.34	0.34
Equity to Total Assets	Total Owner's Equity / Total Assets	0.66	0.66
Debt to Equity	Total Liabilities / Total Owner's Equity	0.52	0.51
Asset to Equity	Total Assets / Total Owner's Equity	1.52	1.51
Profitability			
Return on Equity	Net Income		

	Total Assets	0.00	1.31
Return on Assets	Net Income Ave. Total Assets	0.00	0.66
Earnings per Share	Net Income (Loss) Average Number of Shares Outstanding	0.00	1.32

Liquidity

Current Ratio and Quick Ratio both increased in December 2022, compared to December 2021, mainly due to the significant increase in the current assets of the Group.

Leverage

Debt to Total Assets ratio in December 2022 is the same as compared to December 2021 due to insignificant movement in related accounts of the Group.

Similarly, Equity to Total Assets ratio also remained unchanged in December 2022 as compared to December 2021 as a result of the insignificant movement of the accounts during the year.

Debt to Equity ratio slightly increased this year as compared to prior year, mainly due to increase in Total Liabilities.

Asset to Equity ratio increased in 2022 as against 2021 mainly due to increase in Total Assets.

Profitability

The positive results of all the profitability ratios were due to the Net Income realized by the Group in December 2022.

Others Matters

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Group's liquidity increasing or decreasing in any material way. The Group does not have, nor anticipates having, any cash flow or liquidity problems within the next twelve (12) months.

The Parent Company foresees that material funding maybe required within the next twelve (12) months, in anticipation of the finalization and completion of the transactions relating to the acquisition of the equity interest of FEMI in Metro Solar. Metro Solar's main project is the development of the 65-megawatt solar farm project in Pililia, Rizal, which construction is expected to commence within the year 2024. The Parent Company plans to raise the needed funds to finance this project through private placements and the eventual resumption of the trading of its shares at the PSE.

The Group is not in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring making payments.

The Group has no significant trade payables that have been paid within the stated period.

The Group is not aware of any event that will trigger direct or contingent financial obligation that is material to the Group, including default or acceleration of an obligation.

There are no off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Group with unconsolidated entities or other persons created during the reporting period.

The Group has no material commitments for capital expenditures.

The Group is not aware of any known trends, events or uncertainties that have had or is reasonably expected to have a material favorable or unfavorable impact on net income from operation nor does the Group know of any events that will cause a material change in the relationship between costs and revenues.

The Group is not aware of any significant elements of income or loss that did not arise from the Company's on-going operations nor of any seasonal aspects that had a material effect on the financial condition or results of operations.

Market Registrant's Common Equity and Related Stockholders Matters

(1) Market Information

The Parent Company's stocks are being traded at the Philippine Stock Exchange. However, during the last five (5) years, trading of the Parent Company's shares was suspended.

In view of the suspension of trading of the Parent Company's shares, the high and low sales prices of such shares for each quarter of the calendar years 2025, 2024 and 2023 could not be determined.

	2025		**2024**		**2023**	
Quarter	**High**	**Low**	**High**	**Low**	**High**	**Low**
1st	0.00	0.00	0.00	0.00	0.00	0.00
2nd			0.00	0.00	0.00	0.00
3rd			0.00	0.00	0.00	0.00
4th			0.00	0.00	0.00	0.00

The shares of the Parent Company were last traded on February 27, 2007 at a price of ₱1.00.

(2) Holders

As of 31 May 2025, the number of shareholders of record is 1,915 while common shares outstanding were 2,750,000,000 shares.

Top 20 stockholders based on issued common shares as of 31 May 2025:

Name of Shareholders	Number of Shares	Percentage
Fil-Estate Management, Inc.	2,454,750,194	89.264%
PCD Nominee Corporation (Filipino)	100,498,633	3.654%
Alakor Securities Corporation	66,778,253	2.428%
Smart Share Investments Limited	55,000,000	2.000%
Bank of Commerce-Trust Services Group	43,211,800	1.571%
Bank of Commerce TG-91-07-001-C	6,383,000	0.232%
PCD Nominee Corp. (Non-Filipino)	3,610,629	0.131%
Bancommerce Investment Corp.	2,000,000	0.073%
Atty. Gilbert Reyes ITF Various Shareholders	1,903,514	0.069%
Noel Carino	1,506,500	0.055%
Jaime Borromeo	1,000,000	0.036%
Leroy Tan	675,500	0.025%
Belson Securities, Inc. A/C#196-358	664,,000	0.024%
Roberto N. Del Rosario	628,000	0.023%
CFC Corporation	576,000	0.021%
The Holders of the Unexchanged San Jose Oil	556,839	0.020%
David Go Securities Corp.	414,200	0.015%
Trendline Securities Corp	382,500	0.014%
Alberto Mendoza &/or Jeanie C. Mendoza	300,000	0.011%
Alakor Corporation	200,000	0.007%
	2,741,039,562	99.673%

(3) Dividends

The Group is guided by the provisions of the Revised Corporation Code of the Philippines (RCCP) and relevant issuances of the Securities and Exchange Commission, with respect to declaration of dividend, either in the form of cash or stock. As prescribed in the corporation code, the Parent Company and its subsidiaries, may only declare dividends out of its unrestricted retained earnings. Dividends paid in cash are subject to the approval by the Board of Directors, while stock dividends are subject to approval by both the Board of Directors and at least two-thirds of the outstanding capital stock of the shareholders at a shareholders' meeting called for such purpose.

Under Article VIII, Section 2 of the Company's By-Laws, "Twenty-five (25%) of the net profits after tax of the Corporation shall be made for distribution as dividends to stockholders, subject to the discretion of the Board of Directors to reduce said amount when, in its judgment, said action may be deemed necessary and/or convenient for the business of the Corporation or to meet contingencies that might arise in the course of its business."

The Group did not declare any dividends over the last two (2) years.

(4) Recent Sales of Unregistered or Exempt Securities

On November 22, 2018, at the Annual Stockholder's Meeting of the Company, the stockholders representing 2/3 of the outstanding capital stock of the Company, approved the Increase in the Capital Stock of the Company from P2 billion to P5 billion (the "Increase"), with Fil-Estate Management, Inc. (FEMI), the parent company, subscribing to the said Increase to the extent of ₱750,000,000.00.

Likewise, during the 2018 Annual Stockholder's Meeting, the stockholders representing 2/3 of the outstanding capital stock of the Company, approved the amendment of its Articles of Incorporation to allow the company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

In payment for the subscription of FEMI to the Increase to the extent of P500,000,000.00, FEMI assigned, transferred and conveyed to the Company Debt of the Company to FEMI in the amount of P500,000,000.00 such that the outstanding Debt of the Company to FEMI of P500,000,000.00 was converted into equity of the Company representing 500,000,000 common shares at par value of P1.00 per share. This is an exempt transaction under Section 10.1.2.4.3 of the Securities Regulation Code since issuance is only to one person and an existing shareholder. The Securities and Exchange Commission approved this transaction upon approval of the Increase last February 1, 2024.

As to P250,000,000.00 remaining subscription of FEMI to the Increase, this subscription was to be paid via the assignment, transfer and conveyance by FEMI to the Company of FEMI's 100% shareholdings in Metro Solar Power Solutions, Inc. ("Metro Solar"), a power company with an existing 65-megawatt solar farm project in Pililia, Rizal. The stockholders of the Company approved this transaction during the Annual Meeting of November 22, 2018, subject to mutually acceptable valuation of the project to be determined by an independent appraiser. The Securities and Exchange Commission approved this transaction last 8 April 2024. In exchange for acquisition of 100% outstanding shares of Metro Solar valued at P250,000,000.00, the Company issued to FEMI last July 15, 2024 the 250,000,000 common shares of the Company at par value of P1.00 per share from the unissued portion of the Increase.
This transaction is likewise an exempt transaction under Section 10.1.2.4.3 of the Securities Regulation Code since the issuance is to only one person and an existing shareholder.
Discussion on Compliance with leading practice on Corporate Governance

The Company is in substantial compliance with its Manual and the Code of Corporate Governance for PLC's. The Compliance Officer is present at all meetings of the Board of Directors and closely coordinates with the Chairman and the President to ensure full compliance with the adopted leading practices on good governance. The Compliance Officer furnishes the Board of Directors and top-level management copies of new rules, regulations, circulars and orders of the Securities and Exchange Commission and the Philippine Stock Exchange to continuously update its Directors and top-level management with new requirements for compliance with leading practices on corporate governance. In addition, the Compliance Officer requires and encourages its Directors and top-level management to attend seminars on good corporate governance.

Each year the Company's Board of Directors conducts an **annual assessment** of its performance as a whole. The **Board Evaluation and Assessment Questionnaire** is composed of varying statements based on the roles, functions and responsibilities of the Board found under the Company's Manual on Corporate Governance. The Chairman and Directors evaluate how well the Board have performed for each criterion and indicate the rating using the following **rating scale**: 5 strongly agree, 4 agree, 3 un-decided, 2 disagree and 1 strongly disagree. The Board's annual performance assessments are disclosed in the IACGR of the relevant year in which the assessments are made.

There are no material deviations to date from the Corporation's Manual on Corporate Governance or Code of Corporate Governance, with exception of certain recommendations, which the Company has explained in its I-ACGR filed in 2023 and recently last May, 2024. The Board has no immediate plans to adopt new policies for corporate governance.

Compliance with Section 49 of the Revised Corporation Code

SECTION 49 REVISED CORPORATION CODE	STATUS OF COMPLIANCE
SEC. 49. Regular and Special Meetings of Stockholders or Members. – Regular meetings of stockholders or members shall be held annually on a date fixed in the bylaws, or if not so fixed, on any date after April 15 of every year as determined by the board of directors or trustees:	Please refer to page 11 hereof which states the date of the meeting as fixed in the By-Laws of the Company
Provided, That written notice of regular meetings shall be sent to all stockholders or members of record at least twentyone (21) days prior to the meeting, unless a different	Please refer to page 11 hereof which states June 25, 2024 as the targeted date for sending out the Notice of the Annual Meeting and the Definitive Information Statement

period is required in the bylaws, law, or regulation:	
Provided further, That written notice of regular meetings may be sent to all stockholders or members of record through electronic mail or such other manner as the Commission shall allow under its guidelines.	Please refer to pages 2 and 11 hereof which states Notice and documents related to the Annual Meeting are to be posted in the Company's website at https://metroglobalholdings.com and PSE EDGE portal via https://edge.pse.ph and to be published in printed and online format in 2 newspapers of general circulation.
At each regular meeting of stockholders or members, the board of directors or trustees shall endeavor to present to stockholders or members the following: a) The minutes of the most recent regular meeting which shall include, among others: (1) A description of the voting and vote tabulation procedures used in the previous meeting; (2) A description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given; (3) The matters discussed and resolutions reached; (4) A record of the voting results for each agenda item; (5) A list of the directors or trustees, officers and stockholders or members who attended the meeting; and (6) Such other items that the Commission may require in the interest of good corporate governance and the protection of minority stockholders.	Please refer to Annex "F" hereof which contains the Minutes of the previous 2024 Annual Stockholders Meeting [https://metroglobalholdings.com/pdf/2024/Draft%20Minutes-Annual%20Meeting%20of%20Stockholders%20of%20MGH%20(25%20July%202024)%20(899.60.20).pdf] Please refer to Annex "F" hereof – Minutes of the previous Annual Stockholders Meeting and SEC FORM 17-C on the Results of the 2024 Annual Stockholders' Meeting which can be viewed at the Company's website[https://metroglobalholdings.com/pdf/2024/asm/SEC%20FORM%2017-C%20Results%20of%202024%20Annual%20Stockholders%20Meeting.pdf]
b) A members' list for non-stock corporations and, for stock corporations, material information on the current stockholders, and their voting rights;	The list ot stockholders entitled to notice and to vote shall be determined on record date set on 25 June 2025 and list shall be submitted to SEC on July 2, 2025.
c) A detailed, descriptive, balanced and comprehensible assessment of the corporation's performance,	Please refer to pages 53-56 hereof.

which shall include information on any material change in the corporation's business, strategy, and other affairs;	
d) A financial report for the preceding year, which shall include financial statements duly signed and certified in accordance with this Code and the rules the Commission may prescribe, a statement on the adequacy of the corporation's internal controls or risk management systems, and a statement of all external audit and non-audit fees;	Please refer to Annex B hereof.
e) An explanation of the dividend policy and the fact of payment of dividends or the reasons for nonpayment thereof;	Please refer to page 70-71 hereof.
f) Director or trustee profiles which shall include, among others, their qualifications and relevant experience, length of service in the corporation, trainings and continuing education attended, and their board representations in other corporations;	Please refer to pages 15-21 hereof. Also refer to SEC FORM 17-C on Certificates of Attendance to 2024 Governance Seminars which can be viewed at the website [https://metroglobalholdings.com/pdf/2024/MGHC_Certificate_of_Attendance_to_Corporate_Governance_Seminar_2024.pdf]
g) A director or trustee attendance report, indicating the attendance of each director or trustee at each of the meetings of the board and its committees and in regular or special stockholder meetings;	Please refer to page 29 hereof.
h) Appraisals and performance reports for the board and the criteria and procedure for assessment;	Please refer to Annexes G hereof (2024 Annual Corporate Governance Report) which can be viewed at the website [https://metroglobalholdings.com/pdf/2024/MGHC%20-%202024%20I-ACGR_27%20May%202025.pdf]
i) A director or trustee compensation report prepared in accordance with	Please refer to pages 26-29 hereof.

this Code and the rules the Commission may prescribe; j) Director disclosures on self-dealings and related party transactions; and/or k) The profiles of directors nominated or seeking election or reelection. A director, trustee, stockholder, or member may propose any other matter for inclusion in the agenda at any regular meeting of stockholders or members. Special meetings of stockholders or members shall be held at any time deemed necessary or as provided in the bylaws: Provided, however, That at least one (1) week written notice shall be sent to all stockholders or members, unless a different period is provided in the bylaws, law or regulation. A stockholder or member may propose the holding of a special meeting and items to be included in the agenda. Notice of any meeting may be waived, expressly or impliedly, by any stockholder or member: Provided, That general waivers of notice in the articles of incorporation or the bylaws shall not be allowed: Provided, further, That attendance at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever for any cause, there is no person authorized or the person authorized unjustly refuses to call a meeting, the Commission, upon petition of a stockholder or member on a showing of good cause	 Please refer to pages 25-26 hereof. Pleaser refer to pages 15-21 hereof. Please refer to Sections 9 & 3 of the By-Laws of the Company which can be viewed at the website [https://metroglobalholdings.com/pdf/MGHC%20Amended%20By-Laws%20Sept%2011%202024.pdf] Please refer to page 11 hereof.

therefor, may issue an order directing the petitioning stockholder or member to call a meeting of the corporation by giving proper notice required by this Code or the bylaws. The petitioning stockholder or member shall preside thereat until at least a majority of the stockholders or members present have chosen from among themselves, a presiding officer. Unless the bylaws provide for a longer period, the stock and transfer book or membership book shall be closed at least twenty (20) days for regular meetings and seven (7) days for special meetings before the scheduled date of the meeting. In case of postponement of stockholders' or members' regular meetings, written notice thereof and the reason therefor shall be sent to all stockholders or members of record at least two (2) weeks prior to the date of the meeting, unless a different period is required under the bylaws, law or regulation.	Please refer to Section 5, Article 1 of the By-Laws which may be viewed at the website [https://metroglobalholdings.com/templates/mghc/pdf/od/Amended%20By-Laws%20of%20Metro%20Global%20Holdings%20Corporation.pdf] Please refer to SEC Form 17-C –Notice of Postponement of Annual Meeting which can be viewed at the website [https://metroglobalholdings.com/pdf/2024/asm/SEC%20Form%2017-C%20Postponement%20of%20Annual%20Stockholders'%20Meeting.pdf]

The Company will provide without charge to each shareholder, on the written request of any shareholder, a copy of the Company's Annual Report on SEC Form 17-A, and exhibits disclosed in this Information Statement. Requests for such report and exhibits should be directed to MR. RAMON G. JIMENEZ, Chief Financial Officer, Metro Global Holdings Corporation, Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasigon 5 June 2025.

METRO GLOBAL HOLDINGS CORPORATION
By:

RAMON G. JIMENEZ
VP-CFO and Alternate Corporate
Information Officer

" ANNEX A "

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

9142

COMPANY NAME

METRO GLOBAL HOLDINGS CORPORATION

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

MEZZANINE FLOOR, RENAISSANCE TOWER, MERALCO AVENUE, PASIG CITY

Form Type	Department requiring the report	Secondary License Type, If Applicable
17A	MSRD	Not applicable

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
info@metroglobalholdings.com	8633-6205	Not applicable

No. of Stockholders	Annual Meeting Month/Day	Fiscal Year Month/Day
1915	Last Thursday of July	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ramon G. Jimenez	rgj@metroglobalholdings.com	8633-6205	Not applicable

CONTACT PERSON's ADDRESS

Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City

Note 1: In case of death, resgination 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.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION AND SECTION 141 OF THE CORPORATE CODE OF THE PHILIPPINES

1. For the fiscal year ended **December 31, 2024**

2. SEC Identification Number **9142**

3. BIR Tax Identification No. **000-194-408-000**

4. Exact name of registrant as specified initials charter **METRO GLOBAL HOLDINGS CORPORATION**

5. **Pasig City, Philippines**
   Province, Country or other jurisdiction of Incorporation or organization

6. (SEC Use Only)
   Industry Classification Code

6. **Mezzanine Floor Renaissance Tower Meralco Ave., Ugong, Pasig City** — **1604**
   Address of Principal Office — Postal Code

8. **(632) 8633-6248**
   Issuer's Telephone Number, including area code

9. **FIL-ESTATE CORPORATION**
   Former name, former address, and former fiscal year, if changed since last report

10. Securities registered pursuant to Section 8 n 12 of the SRC, or Sec 4 n 8 of the RSA

Title of Each Class	Number of Shares of common Stock Outstanding and Amount of Debt Outstanding
Common Stock – P1 par value	**2,750,000,000** (out of the total shares)

11. Are any or all these securities listed on the Philippine Stock Exchange
    Yes [X] No [ ]

12. Check whatever the registrant:

    (a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder of Section 11 of the RSA and SRA Rule 11 (1a)-1 thereunder and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such report).

    Yes [X] No [ ]

    (b) has been subject to such filing requirements for the past 90 days.
    Yes [ ] No [ ]

13. Aggregate market value of the voting stock held by non-affiliates:
    ₱290,133,969.00@ ₱1.00/share as of December 31, 2024

14. Document incorporated by reference: **2024 Audited Financial Statements**

METRO GLOBAL HOLDINGS CORPORATION

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SEC FORM 17-A

Item 1. Business

Business Development

Metro Global Holdings Corporation (the Parent Company), formerly Fil-Estate Corporation, was incorporated on September 17, 1954 originally as San Jose Oil, Incorporated. The original and primary purpose of the corporation was to prospect for and market oil, natural gas and other minerals and, secondarily, to invest in non-mining corporations or other enterprises. The Company was listed in the Philippine Stock Exchange (PSE) on May 4, 1964.

In July 1996, the Board of Directors (BOD) and the stockholders of the Parent Company approved (a) the change in the company's primary purpose from oil exploration to that of a holding company authorized to engage in property and infrastructure development and the relegation of its erstwhile primary purpose to one of the company's secondary purposes, (b) the increase in the company's authorized capital stock from ₱300.0 million, divided into 30.0 billion shares with a par value of ₱0.01 per share, to ₱2 billion, divided into 2 billion shares with a par value of ₱1.00 per share and (c) the declassification of Classes A and B common shares to a single class of common shares.

On January 22, 1998, The Securities and Exchange Commission ('SEC') approved the change in corporate name of San Jose Oil, Incorporated to Fil-Estate Corporation, accompanied by a shift in the primary purpose to that of a holding company engaged in property and infrastructure development, the declassification of Classes A and B common shares to a single class of common shares, and the change in par value of its shares from P0.01 in 1997 to P1.00 in 1998.

On December 11, 2000, the SEC approved the Parent Company's increase in authorized capital stock from 300.0 million shares to two (2) billion shares. Fil-Estate Management, Inc. (FEMI) subscribed to 700 million shares in exchange for the assignment of its interests in the Metro Rail Transit Holdings, Inc. (MRTHI) and Metro Rail Transit Corp., Limited (MRTCL).

On September 9, 2004, the SEC approved the extension of the Parent Company's term of existence for another fifty (50) years.

The Parent Company's key investment is in the form of equity interest in MRTHI and Metro Rail Transit Holdings II, Inc. (MRTHII). The combined investment in these holding companies represents approximately twenty nine percent (29%) interest in the Metro Rail Transit systems ('EDSA MRT systems'). The Phase I of the MRT project (LRTS Phase I) began full operations on July 15, 2000 and involved thirteen (13) stations from the North Triangle to Taft Avenue.

The Parent Company has a 28.47% equity interest in Monumento Rail Transit Corporation (Monumento Rail), which, as a result, allows participation in the train system extension (e.g., the Makati Loop and Airport Link) and additional train/vehicle procurements in the event the Philippine government awards the project to MRTC.

On December 17, 2014, by virtue of the Redemption and Deed of Assignment between Monumento Rail and the Parent Company, the Parent Company became a successor-in-interest of Monumento Rail to the extent of 28.47% of 5% of the Depot Income relative to the improvements and leased areas of the 16-hectare, more or less, North Triangle Depot. As successor-in-interest, the Parent Company is entitled to receive 28.47% of royalties corresponding to 5% of the gross receipts of the rental income from 8.3 ha commercial center and 5% of the gross proceeds of sale or leases on improvements constructed on the lot pads less management fees and general and administrative expenses.

On May 19, 2017, the Parent Company incorporated MGHC Royal Holdings Corporation (MGHC Royal). MGHC Royal was organized and established as a domestic corporation to engage in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes. The Parent Company owns 99% of MGHC Royal.

On November 22, 2018, at the Annual Stockholder's Meeting of the Parent Company, the stockholders representing 2/3 of the outstanding capital stock of the Parent Company, approved the Increase in the Capital Stock of the Parent Company from P2 billion to P5 billion, with Fil-Estate Management, Inc. subscribing to the said increase to the extent of P750,000,000.00.

Likewise, during the 2018 Annual Stockholder's Meeting, the stockholders representing 2/3 of the outstanding capital stock of the Parent Company, approved the amendment of its Articles of Incorporation to allow the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

In line with the new business directions the Parent Company intends to pursue, the Parent Company has entered into a Memorandum of Agreement on November 22, 2018 with its parent company, Fil-Estate Management, Inc. (FEMI's), for the acquisition by the Parent Company of FEMI's 100% equity stake in Metro Solar Power Solutions, Inc. (Metro Solar), a power company with an existing 65-megawatt solar farm project in Pililia, Rizal. The stockholders of the Parent Company likewise have approved this transaction during the Annual Meeting of November 22, 2018, subject to mutually acceptable valuation of the project to be determined by an independent appraiser.

On December 20, 2018, the Parent Company acquired the 15.79% equity interest of Fil-Estate Properties, Inc. in MRT Development Corporation (MRTDC).

On August 25, 2020, the Parent Company incorporated Metro Renewable Transport Solutions, Inc. (MRTSI). MRTSI was organized and established as a domestic corporation to engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.

MRTSI is intended to be the special purpose vehicle company to undertake the new public transport system projects of the Group that offers access to multiple transport options using one interface that includes monorail, trolleybus, electric bus and similar electricity-fed transport. The first of these kind of projects is already the subject of an ongoing Feasibility Study in Baguio City under a Memorandum of Understanding (MOU) with the City of Baguio signed last September 3, 2020 concerning the development of an Intelligent Transport System as a Sustainable Long-Term Strategy to Urban Mass Transport Management for Baguio City by Easing Traffic Congestion, Improving Traffic Management for Baguio City, Minimizing Environmental Impact and Increasing Benefits of Transportation to the Public in General. The Company owns 100% of MRTSI.

Since 2007, the Parent Company has voluntarily suspended the trading of its securities to allow the Company to re-align its business and explore new strategic directions.

On February 1, 2024, the Securities and Exchange Commission approved the increase in the Authorized Capital Stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with a par value of P1 per share.

Likewise, on February 1, 2024, the Securities and Exchange Commission approved the amendment of its Articles of Incorporation to allow the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

<u>Change of Principal Place of Business</u>

On December 6, 2019, at the Annual Stockholder's Meeting, the stockholders approved the amendment of the Third Article of the Articles of Incorporation to indicate the new location in another city of the MGHC's principal place of business with details of the specific complete address from Mandaluyong, Metro Manila to Mezzanine Floor, Renaissance Towers, Meralco Avenue, Pasig City, Metro Manila. After the approval of the amendment, Article Third shall read as follows:

"That the place where the principal office of the Corporation is to be established or located is at MEZZANINE FLOOR, RENAISSANCE TOWERS, MERALCO AVENUE, PASIG CITY, METRO MANILA (As Amended on 6 December 2019)"

The above amendment was necessitated by Memorandum Circular No. 16, Series of 2014 issued by the Securities and Exchange Commission (SEC) which directs corporations to file an Amended Articles of Incorporation to indicate its new location to another city or municipality. Likewise, SEC's Memorandum Circular No. 6, Series of 2014, directs all existing corporations whose Articles of Incorporation still indicate only a general address, such as a city, town or municipality, or "Metro Manila", to file an amended Articles of Incorporation in order to specify their complete address, such that, if feasible, it has a street number, street name, barangay, city or municipality, and if applicable, the name of the building, the number of the building, and name or number of the room or unit.

The amendments in Third Article of the Articles of Incorporation are intended for compliance to the above-mentioned Memorandum Circulars of the SEC by indicating in the proposed amendments the new location to another city of the Company (from Mandaluyong to Pasig City), and to indicate the specific complete address of the Company in its new location in Pasig City, that is, Mezzanine Floor, Renaissance Towers, Meralco Avenue, Pasig City, Metro Manila.

On September 11, 2024 the Securities and Exchange Commission approved the amendments of the Third Article of the Articles of Incorporation indicating the specified complete address of the company.

Corporate Name Change

On March 18, 2014, the BOD approved the amendment of the Articles of Incorporation and By-laws of the Parent Company, a major provision of which was the change in its corporate name from Fil-Estate Corporation to Metro Global Holdings Corporation. The amendments were intended to identify the group of companies under the "METRO GROUP" and establish the affiliation of the Parent Company with its affiliate infrastructure companies which likewise had the word "Metro" in their corporate names.

The foregoing amendments were approved by the Securities and Exchange Commission on May 14, 2014.

Equity Infusion. On March 19, 2007, the Parent Company accepted FEMI's proposal to infuse its 30% equity ownership in Camp John Hay Development Corporation (CJHDEVCO) in exchange for up to 450.0 million shares of the Parent Company at ₱1.00 par value, subject to approval by the SEC.

On September 11, 2007, the Parent Company signed a Deed of Assignment whereby the 30% equity ownership of FEMI in CJHDEVCO was transferred to the Parent Company in exchange for 450.0 million shares at ₱1.00 par value subject to the approval of the Bases Conversion Development Authority (BCDA). The Deed of Assignment by FEMI of its equity interest in CJHDEVCO in favor of the Parent Company was signed in 2007 in conjunction with CJHDEVCO's then active discussions with certain property developers and Business Process Outsourcing (BPO) operators who intended to invest in the CJHDEVCO area. The expansion of the CJHDEVCO tourism and leisure complex in the northern resort destination of Baguio City involved approximately 19 hectares of new development out of the total 247-hectare former rest-and-recreation facility of the United States military. It was further expected that the profitability of CJHDEVCO would be boosted by such investments and in turn, would positively affect the financial performance of the Company.

On July 1, 2008, the BCDA consented to the transfer made by FEMI of its 30.0% equity interest in CJH in exchange for new shares of stocks in the Parent Company.

On April 23, 2009, the Parent Company and FEMI (the parties) executed an Amendment to the Deed of Assignment which (a) amended the number of shares to be transferred to 1.5 million shares still representing 30.0% equity interest in CJHDEVCO, and (b) extended the date of closing of the transaction June 30, 2010, or any date agreed upon by the parties in writing, in order to allow the parties to fully comply with the conditions precedent to closing as set forth in the Deed of Assignment, particularly as it related to the required consent of the SEC.

On January 9, 2012, CJHDEVCO rescinded the Restructured Memorandum of Agreement it had entered into with the BCDA on July 1, 2008 due to the BCDA's continuing inability to make good on its one-stop shop 30-day permit issuance guaranty. CJHDEVCO subsequently filed a directly related case against the BCDA for arbitration with the Philippine Dispute Resolution Center, Inc. (PDRCI).

On March 14, 2012, the House of Representatives passed a resolution creating a technical working group aimed at assisting CJHDEVCO and the BCDA in amicably resolving the dispute.

On April 12, 2012, the BOD approved the deferment of the assignment, transfer and conveyance in favor of the Parent Company, of FEMI'S 30.0% equity in CJHDEVCO until the resolution of the dispute between CJHDEVCO and the BCDA.

On February 11, 2015, the PDRCI handed down its decision on the arbitration case filed by CJHDEVCO against the BCDA. The decision stated that the Original Lease Agreement (OLA), and the subsequent Memorandums of Agreement entered into by CJHDEVCO and the BCDA, was rescinded due to mutual breach by the parties. The PDRCI, in its decision, (a) directed the BCDA to return to CJHDEVCO the total amount of rent CJHDEVCO had paid amounting to P1,421,096,052; and (b) ordered CJHDEVCO to vacate the leased premises and promptly deliver the leased property to the BCDA upon full payment by the BCDA to CJHDEVCO of the aforementioned rental amount. The decision also concluded that CJHDEVCO was not liable for any unpaid back rent as had been claimed by the BCDA.

On March 6, 2015, CJHDEVCO filed for a confirmation of judgment with the Regional Trial Court of Baguio City (Court). On March 27, 2015, the Court issued an order of confirmation of The Final Award.

In view of the PDRCI decision, the BOD approved to cancel the implementation of the transfer by FEMI of its 30.0% equity in CJHDEVCO in exchange for equity shares in the Parent Company. The cancellation was also in line with the Company's plan to focus on its core business of infrastructure development.

***Conversion of Liabilities to Equity*.** On January 28, 2008, the BOD approved the conversion of a portion of the liabilities to FEMI amounting to about ₱400.0 million into equity shares of the Parent Company at a par value of ₱1.00 per share. In view of the increase in the balance of liabilities to FEMI, the amount to be converted into equity was increased to ₱600.0 million as approved by the BOD on April 18, 2011. The liability amount for conversion was further increased to ₱800.0 million and subsequently approved by the BOD on April 12, 2012.

On December 16, 2013, the SEC approved the conversion of a portion of the liabilities of the Company to FEMI amounting to ₱800.0 million into equity shares in the Company, equivalent to 800.0 million shares with a par value of ₱1.00 per share.

On May 6, 2014, the BOD approved the request of FEMI to increase its shareholdings and further reduce its receivables from the Parent Company through the conversion into equity of a portion of its receivables amounting to ₱200.15 million, equivalent to 200,150,000 shares at ₱1.00 per share par value.

On September 4, 2014, the SEC approved the conversion of a portion of the Parent Company's liabilities to FEMI amounting to ₱200.15 million, into equity shares equivalent to 200,150,000 shares at ₱1.00 par value.

On October 10, 2019, the Parent Company and FEMI executed a Deed of Assignment whereby FEMI assigns, transfers and conveys unto the Parent Company the advances in the aggregate amount of Five Hundred Million Pesos (₱500,000,000.00) as partial payments of the subscriptions to the new shares to be issued out of the increase in capital stock of the Parent Company.

On February 1, 2024, the SEC approved the portion of the subscription price to the extent of Five Hundred Million Pesos (₱500,000,000.00) as having been paid via offset against the Parent Company's advances from FEMI as part of the subscription to the increase in Authorized Capital Stock of the Parent Company from ₱2 billion to ₱5 billion.

Infusion of Certain Properties. On April 12, 2012, the Parent Company accepted the infusion by FEMI of certain properties of Mt. Zion Memorial, Inc. (MZMI) worth ₱500.0 million in shares of the Parent Company at ₱1.00 par value. MZMI is wholly-owned subsidiary of FEMI engaged in the development of Class A memorial parks. Organized in 1999, by 2012, MZMI had twelve (12) memorial parks nationwide with a total combined saleable memorial lots aggregating to 50 hectares, with an estimated concurrent value of ₱2,500.0 million. A significant amount of annual income was expected to be generated from this infusion.

Consistent with the direction of the Parent Company to focus on its core business of infrastructure development, the BOD approved to cancel the implementation of the proposed plan of FEMI to assign properties of Mt. Zion Memorial Inc. (MZMI), worth P500 million, in exchange for 500,000,000 shares of the Company at ₱1.00 per share.

***Cooperation Agreement*.** On November 12, 2010, the Parent Company, Fil-Estate Properties, Inc. (FEPI) and FEMI (collectively termed as the 'Fil-Estate Companies') entered into a Cooperation Agreement with Metro Pacific Investment Corporation (MPIC) relating to the Fil-Estate Companies' rights and interests in the MRT Companies. The cooperation has the following objectives: (i) explore solutions that will enable the expansion of the MRT 3 system through financially and legally viable means, and (ii) to transfer the interests of the Fil-Estate Companies in the MRT Companies, subject to obtaining the necessary consents from the relevant parties. Under the Cooperation Agreement, the Fil-Estate Companies appoint MPIC as its attorney-in-fact in connection with the exercise of the rights and interests of the Fil-Estate Companies in the MRT Companies. MPIC and Fil-Estate Companies are still in the process of discussing possible scenarios on how to implement the transactions contemplated by the parties when they entered into the Cooperation Agreement. The completion and consummation of the transaction contemplated by the parties is subject to certain conditions, which as at December 31, 2021 has not yet occurred.

Redemption of Redeemable Preferred Shares in Monumento Rail. On August 22, 2006, the Board of Directors of Monumento Rail Transit Corporation (Monumento Rail) approved the redemption of the redeemable preferred shares it issued to its shareholders giving the latter a redemption privilege by assigning the former's right to receive Depot Royalties ("Depot Royalty Rights" with respect to improvements constructed on the 16-hectare Depot located at North Triangle, EDSA and rental income from the commercial center known as Trinoma Mall in the Depot pro-rata to the percentage of shareholdings held by each shareholder. On December 17, 2014, Monumento Rail and the Parent Company executed the Redemption and Deed of Assignment whereby for and in consideration of the cancellation of the redeemable preferred shares issued by Monumento Rail to the Parent Company and certain trustees of the Parent Company, Monumento Rail assigned to the Parent Company a pro-rata interest of Monumento Rail's Depot Royalty Rights to the extent of an aggregate of 28.47%.

The cost of the Parent Company's 18,029,417 redeemable preferred shares amounts to ₱901,471 based on par value of P.05 per share which is the price per share at the time of redemption. In accordance with the Articles of Incorporation of Monumento Rail, the holder of the redeemable preferred shares is given the privilege of a right to receive Depot Royalty pro-rata to the percentage of shareholdings of redeemable shares held by each shareholder of record thereof as at August 22, 2006.

As a result of the redemption, the Parent Company recognized a Depot royalty right intangible asset amounting to ₱901,471 which is equivalent to the value of the Parent Company's investment in the redeemable preferred shares of Monumento Rail consisting of 18,029,417 shares. The intangible asset was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of development rights as provided for in the Redemption and Deed of Assignment.

As at December 31, 2024, 2023 and 2022, the Parent Company recognized its share in lease rental income from Trinoma Mall, classified as depot royalty income in the financial statements, of ₱33,062,546, ₱44,664,516 and ₱19,546,766, respectively. This represents 28.47% of 5% of Trinoma Mall's lease rental income for those years, which was collected in subsequent periods.

Settlement Agreement. On December 17, 2014, the Parent Company, together with all the shareholders of Monumento Rail Transit Corp., entered into a Settlement Agreement with Metro Rail Transit Development Corporation (MRTDC) and companies who are parties to a Vested Rights Agreement dated May 22, 1995, whereby MRTDC agreed to assign to parties of the Vested Rights Agreement the development rights to specific developable areas of the 16-hectare Depot in North Triangle corner EDSA, North Avenue and Mindanao Avenue. The assignment of development rights, however, are conditioned on the assumption of the assignees of the obligation to pay the Depot Royalty arising from the development of assigned specific developable areas in the Depot to Monumento Rail Transit Corp. (Monumento Rail) or its successors-in-interest in accordance with the Deed of Assignment of Development Rights of June 16, 1995 between Metro Rail Transit Corp. Ltd. (MRTCL) and MRTDC and the Assignment and Assumption Agreement of December 18, 2000 between MRTCL and Monumento Rail.

The Parent Company became a successor-in-interest of Monumento Rail to the extent of 28.47% of Depot Royalties corresponding to 5% of the gross receipts of the rental income and 5% of the gross proceeds of sale or leases of improvements from the exercise by specific assignees of the development rights in specific developable areas of the Depot by virtue of the Settlement Agreement and the December 17, 2014 Deed of Assignment between Monumento Rail and the Parent Company.

Proposal to Department of Transportation (DOTr). On December 19, 2014, the Parent Company presented to the Department of Transportation (DOTr) its proposal for a Fast-Track Rehabilitation of the MRT-3 system as a substantial shareholder of Metro Rail Transit Holdings II, owner of Metro Rail Transit Corporation (MRTC) which in turn owns the MRT-3 System. The proposal, included among others, the total rehabilitation of the MRT-3 rail system and of the existing 73 rail cars, and the acquisition of new rail cars, at no cost to the government. Subsequently, on February 27, 2023, MRTC adopted the proposal and submitted it to DOTr and the Office of the President.

As at December 31, 2024, the foregoing proposals remain pending with DOTr and the Office of the President.

Proposed Increase in Authorized Capital Stock. The Parent Company plans to increase its authorized capital stock to 5,000,000,000 shares at ₱1.00 per share, from 2,000,000,000 shares at ₱1.00 per share. The initial plan in increase of its authorized Capital stock to 3,000,000,000 shares at ₱1.00 per share, from 2,000,000,000 shares at ₱1.00 per share has been superseded by the approval by the Board of Directors on September 24, 2018.

FEMI agrees to subscribe to 25% of the planned increase in capitalization, or 750,000,000 shares at P1.00 per share. Out of the said subscription, Five Hundred

Million Pesos (₱500,000,000.00) corresponding to Five Hundred Million (500,000,000) common shares at ₱1.00 per share will be fully paid through the conversion into equity of portion of FEMI's advances to the Parent Company.

At the Annual Stockholder's Meeting held on November 22, 2018, the stockholders approved the increase in authorized capital stock from Two Billion Pesos (₱2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share to Five Billion Pesos (₱5,000,000,000) divided into Five Billion (5,000,000,000) shares with a par value of One Peso (₱1.00) per share and the corresponding amendments to Article Seventh of the Amended Articles of Incorporation of the Parent Company. The stockholders also approved the subscription of FEMI to Seven Hundred Fifty Million (750,000,000) common shares of the Parent Company at par value of ₱1.00 per share with part of subscription price to the extent of Five Hundred Million Pesos (₱500,000,000.00) to be offset against the Parent Company's advances from FEMI. The subscription for 250,000,000 common shares at ₱1.00 per share or subscription price of ₱250,000,000.00 is intended to be paid fully or partially via assignment to the Parent Company of shares of FEMI in Metro Solar Power Solutions, Inc. (MSPSI).

On October 10, 2019, the Parent Company and FEMI executed a Deed of Assignment whereby FEMI assigns, transfers and conveys unto the Parent Company the advances in the aggregate amount of Five Hundred Million Pesos (₱500,000,000.00) as partial payments of the subscriptions to the new shares to be issued out of the increase in capital stock of the Parent Company.

On August 23, 2023, the Parent Company and FEMI also executed a Deed of Assignment whereby FEMI absolutely and irrevocably assigns, transfers and conveys in favor of the Parent Company all of its rights, title, and interest over the Metro Solar shares, consisting of 250,000 common shares at par value of ₱100 per share, free from all liens and encumbrances of any nature. An independent appraiser determined that Metro Solar has an enterprise value of Three Hundred Fifty-Two Million Pesos (₱352,000,000.00) in its report issued on March 31, 2023. The Parent Company accepted the Metro Solar shares in full payment of the Two Hundred Fifty Million Pesos (₱250,000,000.00) subscription and the excess of One Hundred Two Million Pesos (₱102,000,000.00) shall be booked as a Deposit for Future Stock Subscription of FEMI to the new share issuances of the Parent Company in the future.

At the Annual Stockholder's Meeting held on October 12, 2023, the stockholders approved to further increase the authorized capital stock of the Company, from Five Billion Pesos (₱5,000,000,000.00) divided into Five Billion (5,000,000,000) shares with a par value of One Peso (₱1.00) per share to Ten Billion Pesos (₱10,000,000,000) divided into Ten Billion (10,000,000,000) shares with a par value of One Peso (₱1.00) per share. The stockholders also approved the subscription of FEMI, to P1.25 billion, equivalent to 1.25 billion shares at P1.00 par value, which subscription is to be partially paid to the extent of P312,000,000.00 via offset of Parent Company's debt to FEMI in the amount of P186,000,000.00, the assignment of FEMI's deposit for future subscription in the amount of P102,000,000.00 and the amount of P24,000,000.00 to be paid in cash.

On February 1, 2024, the Securities and Exchange Commission approved the increase in the Capital Stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share.

Also on April 8, 2024, the Securities and Exchange Commission issued the Certificate of Approval of Valuation on the shares of stocks of Metro Solar in the amount of Two Hundred Fifty Million Pesos (₱250,000,000.00) which will be applied as payment for the issuance of additional 250,000,000 common shares at par value of ₱1.00 per share, which will come from the unissued portion of the present authorized capital stock of the Parent Company.

Expansion of the Company's Primary Purpose. The Parent Company plans to expand its primary purpose to include investment in business engaged in solar, wind and other renewable energy generation facilities.

On November 20, 2018, the Board authorized the Parent Company to enter into a Memorandum of Agreement with Fil-Estate Management Inc. (FEMI) whereby the Parent Company shall purchase the Two Hundred Forty Nine Thousand Nine Hundred Ninety Five (249,995) shares of common stock of FEMI in Metro Solar Power Solutions, Inc. (Metro Solar); a stock corporation registered with the Securities and Exchange Commission (the "SEC") with SEC registration No. CS201622607 on September 28, 2016 with principal activity to construct, erect, assemble, commission and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution.

Such shares issued by Metro Solar to FEMI represent 100% of the entire issued and outstanding capital stock of Metro Solar. As per agreement with FEMI, the consideration in the value of the Metro Solar shares will be determined based on an appraisal report to be prepared by an independent appraiser acceptable to the Parent Company.

The shares that the Parent Company will issue to FEMI in exchange for the Metro Solar shares will come from the ₱3 billion (₱3,000,000,000.00) increase in authorized capital stock of the Parent Company.

On November 22, 2018, during the annual Stockholders Meeting, the stockholders approved the amendment of the Article Second of the Articles of Incorporation to include in the primary purpose investment in business engaged in solar, wind, and other renewable energy generation facilities. The proposed amendment will allow the Parent Company to expand its investment into business engaged in solar, wind, and other renewable energy generation facilities.

On February 1, 2024, the Securities and Exchange Commission approved said amendment and issued the corresponding Certificate of Amended Articles of Incorporation allowing the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

Assignment of Share in Lease Income Termed "Depot Royalties". On November 20, 2018 the Board approved to earmark/allocate to FEMI its Depot Royalties from the rental income derived from Trinoma Mall for a period of fifteen (15) years commencing January 30, 2020 and ending January 30, 2034 to enable the Parent Company to partially repay the Advances to FEMI to the extent of Three Hundred Million Pesos (₱300,000,000.00).

On April 11, 2019, the Board of Directors of the Parent Company passed a Resolution approving the Parent Company's agreement with FEMI that in consideration of FEMI not charging interest on the outstanding obligations of the Parent Company, the Parent Company agreed to partially repay the Advances from FEMI by way of allocating to FEMI dividends and other income from affiliates of the Parent Company in addition to the assignment of Depot Royalties from the rental income derived in Trinoma Mall for a period of fifteen (15) years commencing on January 30, 2020 and ending on January 30, 2034.

Amendment to the By-Laws of the Corporation on Article V, Sections 2, 3, 4, 6 & 7
At the Special Meeting of the Board of Directors of the Parent Company held on August 4, 2023, a majority of the Board members approved and adopted amendments to Article V, Sections 2, 3, 4, 6 & 7 of the Corporation's By-Laws, specifically: 1) the change in the date of the regular Annual Meeting from the first Thursday of March of each year to last Thursday of July of each year; and 2) the inclusion of provisions allowing shareholders to attend, participate and vote via remote communication and voting in absentia.

These amendments were subsequently ratified by the stockholders representing 88.05% of the outstanding capital stock of the Corporation, during the Annual Stockholders Meeting held on October 12, 2023.

The Securities and Exchange Commission approved the amendments and issued the corresponding Certificate of Filing of Amended By-Laws on September 11, 2024.

Business of Issuer

The business activities of Metro Global Holdings Corporation (the Parent Company) arise from its investments in the equity of the entities mentioned in the preceding. Hence, the Parent Company has no principal products or services, nor does it derive revenues or sales from any products or services. No part of the Parent Company's revenues or income over the last three years has been derived from any foreign sales. Corollary, the Parent Company has no requirement for any distribution methods that would otherwise be needed for any products or services. Since the Parent Company's inception, it has had not publicly-announced new product or services.

There is no competition with respect to other train services. Instead, the MRT project complements other train systems and various public transportation modes available in Metro Manila such as buses, taxis and FXs. Passengers along EDSA have a choice between riding the MRT system and using the described alternatives.

Not being engaged in the manufacturing of any product, the Parent Company does not require any raw materials, energy or other items from suppliers for conducting its business.

The MRT system is dependent on public ridership and not on a single or a few customers. Current ridership is approximately 300,000 people per day. The Government, through the Department of Transportation (DOTR) is responsible for the collection of fares and for the day-to-day operations of the system. The owner of the system, MRTC, on the other hand is assured of a scheduled rental payment over the life of the Build Lease Transfer (BLT) agreement with DOTC.

The Parent Company is 89.26% owned by FEMI. The Parent Company obtains its financial support from FEMI as and when it is needed.

The Parent Company's business does not require any patents, trademarks, copyrights, licenses, franchises, concessions or royalty agreements. Instead, the Company has substantial investment in corporations (e.g., the MRTC) that have concession agreements with the government, specifically agreements with the DOTC under the Build Operate and Transfer Law ('BOT Law'). Under the BLT Agreement with DOTC, the MRTC designed, financed, built, completed and leased a light rail transit system (LRTS) operating from North Avenue to Taft Avenue, connecting approximately 16.8 kilometers with 13 stations. The MRTC completed the said LRTS in June 2000. As provided under the BLT Agreement, upon completion of the LRTS, the DOTC operates the same and pays MRTC guaranteed rental fees for a period of twenty-five (25) years from date of completion (until 2025). The rental fees are used to pay debt to foreign funders, and equity rental payments to stockholders of MRTC to guarantee a fifteen percent (15%) net economic return.

The investment of the Parent Company in the EDSA MRT system does not require further approvals from the Philippine Government. The MRT system in EDSA has fully complied and continues to comply with the governmental requirements directly related to the project.

The Parent Company has not been the subject of any bankruptcy, receivership or any other similar proceedings for the last three (3) years. There has likewise been no material reclassification, merger, consolidation, purchase or sale of a significant amount of assets not in the ordinary course of business finalized within the same period.

In line with the new business directions of the Parent Company to invest in business engaged in solar, wind, and other renewable energy generation facilities, the Parent Company entered into an Agreement with FEMI on November 20, 2018, for the acquisition of FEMI's 100% equity stake in Metro Solar Power Solutions, Inc. (Metro Solar), a power company with an existing 65-megawatt solar farm project in Pililia, Rizal.

MSPSI is a stock corporation registered with the SEC primarily to construct, erect, assemble, commission, and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form for electricity generation and distribution. The shares issued by MSPSI to FEMI represent 100% of its total issued and outstanding capital stock of MSPSI. In accordance with the agreement between FEMI and the Parent Company, the consideration for the MSPSI shares was to be determined based on a third-party appraisal report and mutually agreed upon by both parties.

On March 31, 2023, an independent appraiser valued MSPSI at P352 million. Subsequently, on August 23, 2023, the Parent Company and FEMI executed a Deed of Assignment, whereby FEMI, owning 100% of the total issued and outstanding shares of MSPSI, absolutely and irrevocably assigned, transferred and conveyed in favor of the Parent Company all of the shareholder's rights, title and interest over the shares of MSPSI, consisting of 250,000 common shares at par value of P100 per share, free from all liens and encumbrances of any nature. The Parent Company accepted the MSPSI shares as full payment for FEMI's P250 million subscription to the Parent Company.

This transaction was submitted to the Securities and Exchange Commission (SEC) for Confirmation of Valuation of the MSPSI shares as consideration for FEMI's subscription of the FEMI to the Parent Company. On April 8, 2024, the SEC approved the valuation of 100% of the issued and outstanding MSPSI shares as full payment for FEMI's subscription of 250,000,000 common shares in the Parent Company.

The transfer of the MSPSI shares to the Parent Company was completed on August 1, 2024, while the issuance of the 250,000,000 common shares to FEMI was consummated on July 15, 2024.

The Parent Company incorporated MGHC Royal Holdings Corporation (MGHC Royal) on May 19, 2017. MGHC Royal intends to engaged in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes.

On August 25, 2020, the Parent Company incorporated Metro Renewable Transport Solutions, Inc. (MRTSI). MRTSI intends to engaged in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.

As of December 31, 2024, MGHC Royal, MRTSI and MSPSI have not yet commenced commercial operations.

Effects of existing or probable regulations on the business

The business of the Parent Company is to hold its investments in the securities of other corporations. Hence, its income is derived from dividends from other corporations.

Existing government regulations do not impose any tax on dividends received by a domestic corporation from other domestic corporations. Any law or policy changes to the existing regulations on dividends may have an effect on the income of the Parent Company. However, to date, the Parent Company is not aware of any pending legislation that may affect the Company's source of income.

Research and development activities

The Parent Company and its subsidiaries have not been involved in any significant research and development activities over the last three fiscal years.

Costs and effects of compliance with environmental laws

The Parent Company and its subsidiaries do not engage in business operations that are subject to regulations which require compliance with environmental laws.

Employees

The Parent Company has twelve (12) employees as of December 31, 2024.

Its subsidiaries, MGHC Royal, MRTSI and Metro Solar, have not yet commenced commercial operations as of December 31, 2024. Metro Solar had four (4) employees as of the same date. The management of all three companies is currently handled by the executive officers of the Parent Company.

Risks

The Group's principal financial exposures consist of its payables to associates and stockholders. Such financial instruments were used in prior years to raise funds for working capital and to retire interest-bearing US Dollar denominated bank loans. The group, as a matter of policy, discourages the use of any foreign currency denominated obligations to avoid foreign currency risks and exchange losses. On the other hand, the group encourages the creation of US dollar denominated assets to take advantage of potential gains arising from foreign exchange movements. On balance, the group maintains a margin currency position in its asset and liability management function.

The residual financial risks from the Group's financial instruments are cash flow/liquidity risks, credit risks and equity price risks.

Cash flow/liquidity risk arises from the possibility that the group may encounter difficulties in raising funds to meet or settle its obligations and to support the group's operations and activities.

The group coordinates and negotiates closely with each principal stockholder to manage cash flow risks by jointly identifying new sources of cash flow infusions into the group over the next five years.

The group's exposure to credit risk arises primarily from its deposits with banks of good credit rating. The maximum exposure to credit risk is equivalent to the carrying amount of these cash in banks.

The group is exposed to fair value changes of its Available-For-Sale (AFS) investments in listed equity securities.

The group's policy is to maintain risk at an acceptable level. The group's shares are not traded at the PSE at the moment. Once the voluntary suspension of the trading of the group's shares is lifted, movement in share price will be monitored regularly to determine the impact on its financial position.

The group continuously conducts an internal review of its financial risks management objectives and policies.

Item 2. **Properties**

As at December 31, 2024, the Parent Company's primary asset continues to be its investment in the MRT companies. The Parent Company is the recorded and beneficial owner of the shares of stock representing its investments in the said corporations.

The Parent Company holds 4,278,744 shares or 18.6% interest in MRTHI and 24,090,000 shares or 12.68% interest in MRTHII. MRTHI has 84.9% interest in MRTHII, which wholly owns MRTC. MRTHI, MRTHII and MRTC, are collectively referred to as the MRT companies. The earnings of the MRT companies are derived from lease financing income relating to equity rentals received from the DOTC as defined in the BLT Agreement.

Notwithstanding the sale of future share distributions as discussed in Note 5(a) of the Financial Statements, the Parent Company continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII.

On August 18, 2005, the Parent Company and FEMI entered into a "Letter of Agreement," whereby FEMI agreed to grant and did grant the Parent Company the sole option to assign to FEMI its equity interests in MRTHI and MRTHII as settlement of the outstanding amount of the Parent Company's liabilities to FEMI and any additional advances or interest which FEMI may charge to the Parent Company in relation to the said advances at settlement date. Liabilities to FEMI as at December 31, 2005 amounted to ₱1,741.3 million. Under the "Letter of Agreement", should the

Company opt to sell the said investments to third party or parties in the future, FEMI would have the right of first refusal to purchase the said investments at their prevailing market value.

On November 12, 2010, the Fil-Estate Companies entered into a Cooperation Agreement with MPIC relating to the Fil-Estate Companies' rights and interests in the MRT Companies. Under the Cooperation Agreement, the Fil-Estate Companies appointed MPIC as its attorney-in-fact in connection with the exercise of the rights and interests of the Fil-Estate Companies in the MRT Companies. The completion and consummation of the transaction contemplated by the parties was subject to certain consents and conditions, which as at December 31, 2023 had not yet occurred.

The Parent Company, through its direct and indirect investments in MRTHI and MRTH II, is the beneficial owner of 28.47% equity interest in Monumento Rail Transit Corporation (Monumento Rail). The Parent Company's interest in Monumento Rail expectedly allows the Company's participation in the train system extension and additional train/vehicle procurement, in the event the Government awards the projects to MRTC, which it will continue to pursue. As at December 31, 2023, Monumento Rail has no commercial activity and is in the process of negotiating with the Government towards the submission of a proposal for the said projects.

The Parent Company also owns one thousand five hundred seventy-nine (1,579) shares or 15.79% equity ownership in Metro Rail Transit Development Corporation (MRTDC), which it acquired from Fil-Estate Properties, Inc. (FEPI) through a Deed of Assignment entered into with FEPI on December 20, 2018.

On May 19, 2017, the Parent Company incorporated MGHC Royal Holdings Corporation (MGHC Royal). MGHC Royal was organized and established as a domestic corporation to engage in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes. The Parent Company owns 99% of MGHC Royal.

On August 25, 2020, the Parent Company incorporated Metro Renewable Transport Solutions, Inc. (MRTSI). MRTSI was organized and established as a domestic corporation to engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.

MRTSI is intended to be the special purpose vehicle company to undertake the new public transport system projects of the Group that offers access to multiple transport options using one interface that includes monorail, trolleybus, electric bus and similar electricity-fed transport. The first of these kind of projects is already the subject of an ongoing Feasibility Study in Baguio City under a Memorandum of Understanding (MOU) with the City of Baguio signed last September 3, 2020 concerning the development of an Intelligent Transport System as a Sustainable Long-Term Strategy to Urban Mass Transport Management for Baguio City by Easing Traffic Congestion, Improving Traffic Management for Baguio City, Minimizing Environmental Impact and Increasing Benefits of Transportation to the Public in General. The Company owns 100% of MRTSI.

Acquisition of Metro Solar Power Solutions Inc. (MSPSI)

In line with the new business directions the Parent Company intends to pursue, with the approval of the Board, the Parent Company entered into a Deed of Assignment on August 23, 2023 with FEMI whereby the Parent Company purchased the 250,000 shares of common stock of Metro Solar Power Solutions Inc. (MSPSI) held by FEMI. MSPSI is a stock corporation registered with the SEC primarily to construct, erect, assemble, commission, and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form for electricity generation and distribution. Such shares issued by MSPSI to FEMI represented 100% of the entire issued and outstanding capital stock of MSPSI. As per agreement with FEMI, the consideration for MSPSI shares was to be determined based on an appraisal report by a third-party and mutually agreed by FEMI and the Parent Company.

On March 31, 2023, an independent appraiser valued MSPSI at P352 million. Subsequently, on August 23, 2023, the Parent Company and FEMI entered into a Deed of Assignment whereby FEMI, owning 100% of the total issued and outstanding shares of MSPSI, absolutely and irrevocably assigned, transferred and conveyed in favor of the Parent Company all of the shareholder's rights, title and interest over the shares of MSPSI, consisting of 250,000 common shares at par value of P100 per share, free from all liens and encumbrances of any nature. The Parent Company accepted the MSPSI shares in full payment of the P250 million subscription made by FEMI.

The excess consideration of P102 million, representing the difference between the appraised value of MSPSI and the subscription amount, was agreed to be booked as deposit in future stock subscription of FEMI. The shares to be issued to FEMI in exchange for the MSPSI shares will come from the 3.0 billion increase in the Parent Company's authorized capital stock which was subsequently approved by the Securities and Exchange Commission (SEC) on February 1, 2024.

The Deed of Assignment was submitted to the SEC on August 24, 2023 for Confirmation of Valuation of the 250,000 MSPSI shares as consideration for FEMI's subscription 250,000,000 common shares of the Parent Company at a par value of P1.00 per share.

While awaiting SEC's approval of the application for Confirmation on Valuation, the SEC, on February 1, 2024, approved the Parent Company's increase in authorized capital stock from Two Billion Pesos (P2,000,000,000.00) divided into Two Billion

(2,000,000,000) Shares at par value of P1.00 per share to Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000) Shares at par value of P1.00 per share. With this approval, the SEC also approved the recognition of FEMI's P500,000,000.00 subscription to the Parent Company, paid via assignment of advances in the same amount.

Subsequently, on April 8, 2024, the Securities and Exchange Commission approved the valuation of the 250,000 MSPSI at P250,000,000.00 as valid consideration for the issuance of 250,000,000 common shares of the Parent Company to FEMI at a par value of P1.00 per share.

The Parent Company, and its subsidiaries, MGHC Royal, MRTSI and MSPSI, (collectively the "Group") do not anticipate any significant purchase or sale of equipment within the ensuing twelve (12) months.

MSPSI holds a long-term lease agreement with a third party for the lease of a 91.31-hectare property in Pililia, Rizal, designated as the site of its solar project facilities. The lease agreement commenced on October 16, 2017, and has term of 30 years.

As of December 31, 2024, MGHC Royal, MRTSI and MSPSI have not yet commenced commercial operations.

Item 3. **Legal Proceedings**

There are no material legal proceedings to which the Parent Company or its subsidiaries and affiliates are a party to or of which any of their property is the subject of such proceedings. The Parent Company has no knowledge or information as to any such legal proceedings contemplated by government authorities or any other entity.

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

Aside from those taken up during the Annual Meeting of Stockholders, no other matters were submitted for voting by the security holders in year 2024.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. **Market for Registrants Common Equity and Related Stockholders Matters**

(1) Market Information

The Parent Company's stocks are being traded at the Philippine Stock Exchange. However, for the last five (5) years, trading of the Company's shares has been voluntarily suspended.

In view of the suspension of trading of the Parent Company's shares, the high and low sales prices of such shares for each quarter of the calendar years 2023, 2024 and 2025 could not be determined.

	2025		2024		2023	
Quarter	**High**	**Low**	**High**	**Low**	**High**	**Low**
1st	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
2nd			**0.00**	**0.00**	**0.00**	**0.00**
3rd			**0.00**	**0.00**	**0.00**	**0.00**
4th			**0.00**	**0.00**	**0.00**	**0.00**

The shares of the Parent Company were last traded on March 20, 2007 at a price of ₱0.26 per share.

(2) Holders

As of December 31, 2024, the number of shareholders of record was 1,915 while the total number of common shares outstanding stood at 2,750,000,000 shares. The top 20 Stockholders of the Parent Company as of the same date are as follows:

	Name of Stockholders	**Number of Shares**	**% of Ownership**
1	Fil-Estate Management, Inc.	2,454,750,194	89.26%
2	PCD Nominee Corporation (Filipino)	100,447,633	3.65%
3	Alakor Securities Corporation	66,778,253	2.43%
4	Smart Share Investments Limited	55,000,000	2.00%
5	Bank of Commerce-Trust Services Group	43,211,800	1.57%
6	Bank of Commerce TG-91-07-001-C	6,383,000	0.23%
7	PCD Nominee Corp. (Non-Filipino)	3,661,629	0.13%
8	Bancommerce Investment Corp	2,000,000	0.07%
9	Atty. Gilbert Reyes ITF Various Shareholders	1,903,514	0.07%
10	Noel Carino	1,506, 500	0.05%
11	Jaime V. Borromeo	1,000,000	0.04%
12	Leroy Tan	675,500	0.02%
13	Belson Securities, Inc. A/C#196-358	664,000	0.02%
14	Roberto N. Del Rosario	628,000	0.02%
15	CFC Corporation	576,000	0.02%
16	The Holders of the Unexchanged San Jose Oil Co., Inc	556,839	0.02%
17	David Co Securities Corp.	414,200	0.02%
18	Trendline Securities Corp.	382,500	0.01%
19	Alberto Mendoza &/or Jeanie C. Mendoza	300,000	0.01%
20	Alakor Corporation	200,000	0.01%

(3) Dividends

No dividends were declared in the last two (2) calendar years.

Under the Parent Company's by-laws, there are no restrictions in the declaration of dividends other than what is prescribed in the Revised Corporation Code, namely; that these shall be declared only from surplus profit and no stock dividend shall be issued without the approval of stockholders representing not less than two-thirds of all stock outstanding and entitled to vote at a general or special meeting called for the purpose.

(4) Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

On January 3, 2019, the Parent Company filed with the Commission, a "Notice of Exempt Transaction" under SRC Rule 10.1, in relation to the subscription by FEMI to Seven Hundred Fifty Million (750,000,000) common shares of the Parent Company at par value of P1.00 per share. Portion of the subscription price to the extent of Five Hundred Million Pesos (₱500,000,000.00) will be offset against the Parent Company's advances from FEMI. The balance of ₱250,000,000 is to be paid fully or partially via assignment to the Parent Company of shares of FEMI in Metro Solar Power Solutions, Inc. (MSPSI).

The 750,000,000 shares to be issued to FEMI will come from the ₱3 billion (₱3,000,000,000) increase in the Parent Company's authorized capital stock, which was subsequently approved by the SEC on February 1, 2024.

On February 1, 2024, the SEC approved the portion of the subscription price to the extent of Five Hundred Million Pesos (₱500,000,000.00) as having been paid via offset against the Parent Company's advances from FEMI as part of the subscription to the increase in Authorized Capital Stock of the Parent Company from ₱2 billion to ₱5 billion.

Subsequently on April 8, 2024, the remaining ₱250,000,000 of the subscription price has been fully paid via assignment of 250,000,000 common shares in MSPSI to the Parent Company which assignment was approved by SEC.

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

Plan of Operation:

1. MRT Operations

Metro Global Holdings Corporation (MGHC), the Parent Company, continues to be a stakeholder of the Metro Rail Transit Project through its holding company MRTHI and MRTHII and its associate, Monumento Rail.

The Parent Company plans to continue its strategy of maintaining itself as a holding corporation with key investment in the form of equity interest in MRTHI and MRTH II. The combined investment in these two holding companies represents approximately 29% interest in the MRT 3 System along EDSA. The Phase 1 of the MRT Project (LRTS Phase 1) began full operation on July 15, 2000, which involved 13 stations spanning the North Triangle to Taft Avenue. The operation for the next twelve (12) months was strictly confined to that of an investee corporation.

The Parent Company, through its holdings in Monumento Rail, will continue to actively pursue its participation in the train system extensions (e.g., Makati Loop and Airport Link) and capacity expansion via procurement of additional trains/vehicles.

I. Operations for the next twelve months

The Parent Company anticipates receiving its 28.47% share of the 5% the lease rental income from Trinoma Mall, referred to as "Depot Royalty Income," following the redemption of its preferred shares in Monumento Rail. This revenue will be allocated to fund its operating expenses and partially repay its debts to FEMI.

The Parent Company foresees a potential need for substantial funding within the next twelve (12) months, due to the finalization and completion of the transactions related to the acquisition of FEMI's equity interest of in Metro Solar. Metro Solar's primary project is the development of the 65-megawatt solar farm project in Pililia, Rizal, with construction expected to begin within the same timeframe. To finance this project, the Parent Company intends to secure the necessary funds to through private placements and the eventual resumption of trading of its shares on the PSE.

The Parent Company does not have plans for any product research and development within the same period.

There are no expected purchases or sale of major plant and equipment within the next 12 months as the Parent Company is not engaged in any manufacturing activities.

Management Discussions and Analysis of Financial Condition and Results of Operations

Review for the year ended December 31, 2024

Financial position and results as at and for the year ended December 31, 2024

The Group reported a Net Loss of ₱8,147,318 for the year ended December 31, 2024. This loss was primarily driven by a 25.98% decline in Depot Royalty Income and a 30.86% increase in General and Administrative Expenses. Meanwhile, Share in Profit of Associates increased by 234.07%.

In contrast, the Group earned a Net Income of ₱5,697,189 in 2023. The net loss for 2024 was mainly attributable to the significant increase in general and administrative expenses, despite the higher share in profit from associates. Additionally, Depot Royalty Income declined, and no dividend income was received by the Parent Company from its investment in quoted equity securities during the year.

Depot Royalty Income

For the year ended December 31, 2024, the Group's share in Depot Royalty Income declined by 25.98% or ₱11,601,970, from ₱44,664,516 in 2023 to ₱33,062,546 in 2024. Although gross rental income from Trinoma Commercial Center increased during the year, the overall decrease was primarily due to the prior year's figures including an additional ₱20.6 million in depot royalty income. This additional income was compensation from NTDCC for the non-completion of various lot pad developments in North Avenue, Quezon City, under the Alternative Compliance Agreement dated December 14, 2023, between the Parent Company, Global Estate Resorts Inc., and NTDCC.

General and Administrative Expenses

The Group's General and Administrative Expenses increased by ₱15,037,467 or 31%, from ₱48,732,548 as of December 31, 2023 to ₱63,770,015 as of December 31, 2024. This increase was largely due to the higher amortization of the Right-of-Use Asset. In 2024, total amortization amounted to ₱14,524,948, compared to only ₱4,884,900 in 2023, as the prior year's amortization covered only four (4) months. Additionally, in 2024, the Group paid a one-time SEC listing fee of ₱7,500,000 in connection with the increase in the Parent Company's Authorized Capital Stock from ₱2 billion to ₱5 billion.

Financial Condition

The Group's financial position remained stable as of December 31, 2024. Total Assets increased slightly by ₱1,614,126 or 0.04%, from ₱4,432,603,263 in 2023 to ₱4,434,217,839 in 2024. Total Liabilities rose by ₱9,311,809 or 0.99%, from ₱940,023,169 to ₱949,334,978. Meanwhile, Stockholders' Equity decreased slightly by ₱7,697,683 or 0.22%, from ₱3,492,580,094 to ₱3,484,882,411.

Total Assets

The increase of ₱1,614,126 or 0.04% in Total Assets was primarily due to:

- A ₱13,302,266 increase in Investment in Associates, representing the Group's share in the profit of MRT Devco, amounting to ₱20,513,639 for the year;

- A ₱6,941,748 or 10.84% increase in Trade and Other Receivables, mainly from MSPSI's loan receivables from Solrev Energy, Inc., totaling ₱49,727,727;

- A ₱5,156,754 or 13.02% increase in Property and Equipment, primarily due to additional costs related to the solar power project amounting to ₱4,095,829.

These increases were partially offset by reductions in Cash and the recognition of amortization on the Right-of-Use Asset and Intangible Assets.

Total Liabilities

Total Liabilities increased by ₱9,311,809 or 0.99%, mainly due to higher balances in the following accounts:

- Due to a Stockholder increased by ₱2,317,176 or 0.87%, from ₱267,424,211 to ₱269,741,387, due to additional advances;

- Due to Other Related Parties rose by ₱2,809,537 or 1.17%, also from additional advances;

Accrued Expenses increased by ₱2,966,865 or 0.71%, as a result of various accruals during the year.

Stockholders' Equity

Stockholders' Equity decreased by ₱7,697,683 or 0.22%, primarily due to the Net Loss incurred during the year.

Share capital increased by ₱750,000,000 or 37.53% while Deposit for future stock subscription decreased also by ₱750,000,000 or 88.03% as a result of the conversion of the deposit for future stock subscription into equity with the SEC's approval on the increase in capitalization from ₱2 billion to ₱5 billion, during the year.

KEY PERFORMANCE INDICATORS ("KPI")

LIQUIDITY RATIOS

	December 31, 2024	December 31, 2023
Current Ratio	0.183	0.194
Quick Ratio	0.171	0.183

Current Ratio (Current Assets / Current Liabilities)
Liquidity Ratio measures a company's ability to pay short-term obligations

Quick Ratio (Cash and Cash Equivalents+ Current Trade Receivables / Current Liabilities)
It measures a company's ability to meet its short-term obligations with its most liquid assets

Current Ratio and Quick Ratio both decreased in December 2024 compared to December 2023 mainly due to the decrease in the current assets of the Group, specifically on Cash.

LEVERAGE OR LONG-RANGE SOLVENCY RATIOS

	December 31, 2024	December 31, 2023
Debt to Total Assets	0.21	0.21
Equity to Total Assets	0.79	0.79
Debt to Equity	0.27	0.27
Asset to Equity	1.27	1.27

Debt to Total Assets (Total Liabilities / Total Assets)
It shows the creditors' contribution to the total resources of the organization.

Equity to Total Assets (Total Owner's Equity / Total Assets)
It shows the extent of owners' contribution to the total resources of the organization.

Debt to Equity (Total Liabilities / Total Owner's Equity)
It relates the exposure of the creditors to that of the owners.

Asset to Equity (Total Assets / Total Owner's Equity)
It measures the company's leverage.

Due to insignificant and offsetting movement of balances on all accounts during the year, the above ratios remained unchanged.

PROFITABILITY RATIOS

	December 31, 2024	December 31, 2023
Return on Equity	-0.0023	0.0019
Return on Assets	-0.0018	0.0014
Earnings per Share	-0.0030	0.0029

Return on Equity (Net Income / Average Equity Attributable to Parent Company's Shareholders)
It tests the productivity of the owners' investments.

Return on Assets (Net Income / Average Total Assets)

This ratio indicates how profitable a company is relative to its total assets.

Earnings per Share (EPS)
It indicates the earnings for each of the common shares held.

The negative results of all the profitability ratios were due to the Net Loss incurred by the Group for the year ended December 31, 2024.

Material Changes in the year ended December 31, 2024 Financial Statements

Financial Position
(Increase/decrease of 5% or more versus December 31, 2023 balances)

- 90% decrease in Cash and cash equivalents was primarily due to a significant increase in general and administrative expenses during the year

- 11% increase in Trade and Other Receivables was mainly attributable to the increase in Metro Solar's loan receivables from Solrev Energy, Inc.

- 23% increase in Other Current Assets was largely due to higher input VAT and creditable withholding tax, both related to depot royalty income

- 192% increase in Investments in Associates was driven by the growth in the Group's share in the net equity earnings of MRTDC

- 13% increase in Property and equipment was mainly due to the additional costs incurred related to Metro Solar's development of a 65-megawatt solar farm project in Pililia, Rizal

- 4% decrease in Right-of-use asset primarily due to the amortization of the asset during the year

- 4% decrease in intangible asset, primarily due to the asset's amortization recorded during the year

- 28% increase in Deferred Tax Asset resulted from the recording of additional deferred income taxes from the payment of MCIT and recognition of tax benefits due to Net Operating Loss Carry Over (NOLCO)

- 38% increase in Share Capital and the 88% decrease in Deposit for future stock subscription for the same amount of ₱750 million, resulted from the conversion of the deposit for future stock subscription into equity following SEC's approval of the increase in the Parent Company's authorized capital stock from ₱2 billion to ₱5 billion

- 95% increase in Fair value reserve was due to the higher fair market value of quoted equity securities during the year

- 15% decrease in Retained Earnings was primarily due to the net loss incurred during the year

Results of Operation
(Increase/decrease of 5% or more versus December 31, 2023 balances)

- 234% increase in Share in Profit of Associates was due to the rise in the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2024

- 26% decrease in Depot Royalty Income resulted from the reduction in the share in depot royalty income received by the Parent Company from Trinoma Mall. The higher income in 2023 included an additional royalty fee of ₱20.9 million covering the the years 2019 to 2023, received as a result of the Alternative Compliance Agreement signed in December, 2023

- 31% increase in General and Administrative Expense was primarily due to amortization of Right-of-Use assets and the listing fee paid to SEC in relation to the application for increase in the Parent Company's Authorized Capital Stock from ₱2 billion to ₱5 billion

- 100% decrease in Dividend income was due to the absence of dividends received from investments in quoted securities during the year

- 267% increase Finance cost pertained to the interest expense arising from the movement in lease liabilities for the year ended December 31, 2024

- 217% increase in Other Income was mainly due to interest income earned from advances to third parties

- 123% increase in Income Tax Benefit was attributable to the recognition of NOLCO during the year

- 151% increase in Fair Value Gain on Financial Assets at Fair Value Thru OCI was due to higher valuation of quoted securities in the current year compared to the previous year

Review for the year ended December 31, 2023

Financial position and results as at and for the year ended December 31, 2023

The Group's Net Income for the year ended December 31, 2023 amounted to ₱5,697,189. The current year registered an increase in Depot Royalty Income by 128.50% while Share in profit of Associates decreased by 68.55%. General and administrative expenses also increased by 37%.

Compared to the Net Income of ₱3,513,335 earned by the Group for the year ended, December 31, 2022, this year's net income increased by ₱2,183,854. The increase was mainly due to the significant increase in Depot royalty income and also due to the dividend income received by the Parent Company from its investment in quoted equity securities, amounting to ₱2,871,466. No similar dividend was received by the Parent Company, last year.

Depot Royalty Income

For the year ended December 31, 2023, the Group's share in Depot Royalty Income increased by 128.50% or ₱25,117,750 from ₱19,546,766 as of December 31, 2022, to ₱44,664,516 as of December 31, 2023. The increase was mainly due to the increase in gross rental income of Trinoma Commercial Center and the ₱20.6 million additional depot royalty income received from NTDCC during the year, as compensation for the non-completion of the development of various lot pads located in North Avenue, Quezon City, as per Alternative Compliance Agreement entered into by and between the Parent Company, Global Estate Resorts Inc., and NTDCC, dated December 14, 2023.

General and Administrative Expenses

The Group's General and Administrative expenses increased by ₱13,161,313 or 37%, from ₱35,571,235 in December 31, 2022 to ₱48,732,548 in December 31, 2023, largely due to SEC listing fee amounting ₱6,061,070 in relation to the increase in Authorized Capital Stock of the Parent Company from ₱2 billion to ₱5 billion. Also, the increase was brought by the general and administrative expenses of Metro Solar Power Solutions, Inc. amounting ₱2,925,647 as a result of the consolidation, starting this year.

Financial Condition

The Group's financial condition remained steady for the year ended December 31, 2023. The Group's Total Assets increased by ₱435,721,713 or 10.90%, from ₱3,996,881,550 as at December 31, 2022 to ₱4,432,603,263 as at December 31, 2023. On the other hand, the Group's Total Liabilities decreased by ₱421,086,734 or 30.94%, from ₱1,361,109,903 as at December 31, 2022 to ₱940,023,169 as at December 31, 2023; further, Stockholders Equity also increased by ₱856,808,447 or 32.51%, from ₱2,635,771,647 as at December 31, 2022 to ₱3,492,580,094 as at December 31, 2023.

Total Assets

The ₱435,721,713 or 10.90% increase in the Group's Total Assets from ₱3,996,881,550 as at December 31, 2022 to ₱4,432,603,263 as at December 31, 2023, was mainly due to the recording of the Right-of-use Asset and Construction-in-Progress (under Property, and equipment), amounting ₱348,090,414 and ₱38,607,502, respectively, in relation to the acquisition of Metro Solar shares during the year.

The "Right-of-use asset" includes the value of the Solar Energy Service Contract, amounting to P341 million, which will pave the way for the creation of the Solar Power Project. The amount was based on the appraisal done by a third party contracted by the Parent Company.

There was an increase also of ₱45,494,990 or 245% in Trade and other Receivables mainly coming from the loan receivables of MSPSI from Solrev Energy, Inc. amounting ₱44,156,544.

<u>Total Liabilities</u>

The decrease in the Group's Total Liabilities of ₱421,086,734 or 30.94% was mainly due to the decrease in Due to a Stockholder account.

Due to a Stockholder decreased by ₱434,793,480 or 61.92%, from ₱702,217,691 as of December 31, 2022 to ₱267,424,211 as of December 31, 2023, mainly due to the conversion of portion of the Group's liability to FEMI amounting ₱500,000,000 into deposit for future stock subscription.

<u>Stockholders' Equity</u>

The increase in Stockholders' Equity of ₱856,808,447 or 32.51% was largely brought about by the recording of deposit for future stock subscription amounting ₱852,000,000 and the Net Income amounting ₱5,697,189.

KEY PERFORMANCE INDICATORS ("KPI")

LIQUIDITY RATIOS

	December 31, 2023	December 31, 2022
Current Ratio	0.194	0.053
Quick Ratio	0.183	0.049

Current Ratio (Current Assets / Current Liabilities)
Liquidity Ratio measures a company's ability to pay short-term obligations

Quick Ratio (Cash and Cash Equivalents+ Current Trade Receivables / Current Liabilities)
It measures a company's ability to meet its short-term obligations with its most liquid assets

Current Ratio and Quick Ratio both increased in December 2023 compared to December 2022 mainly due to the significant increase in the current assets of the Group.

LEVERAGE OR LONG-RANGE SOLVENCY RATIOS

	December 31, 2023	December 31, 2022
Debt to Total Assets	0.21	0.34
Equity to Total Assets	0.79	0.66
Debt to Equity	0.27	0.52
Asset to Equity	1.27	1.52

Debt to Total Assets (Total Liabilities / Total Assets)
It shows the creditors' contribution to the total resources of the organization.

Equity to Total Assets (Total Owner's Equity / Total Assets)
It shows the extent of owners' contribution to the total resources of the organization.

Debt to Equity (Total Liabilities / Total Owner's Equity)
It relates the exposure of the creditors to that of the owners.

Asset to Equity (Total Assets / Total Owner's Equity)
It measures the company's leverage.

Debt to Total Assets and Debt to Equity ratios in December 2023 decreased significantly due to conversion of a liability to deposit for future stock subscription.

On the other hand, Equity to Total Assets ratio increased due also to conversion of a liability to deposit for future stock subscription.

Asset to Equity ratio decreased in 2023 as against 2022 mainly due to increase in Total Stockholders' Equity as a result of the conversion of a liability into deposit for future stock subscription.

PROFITABILITY RATIOS

	December 31, 2023	December 31, 2022
Return on Equity	0.0019	0.0013
Return on Assets	0.0014	0.0009
Earnings per Share	0.0029	0.0018

Return on Equity (Net Income / Average Equity Attributable to Parent Company's Shareholders)
It tests the productivity of the owners' investments.

Return on Assets (Net Income / Average Total Assets)
This ratio indicates how profitable a company is relative to its total assets.

Earnings per Share (EPS)
It indicates the earnings for each of the common shares held.

The positive results of all the profitability ratios were due to the higher Net Income realized by the Group in December 2023.

Material Changes in the year ended December 31, 2023 Financial Statements

Financial Position
(Increase/decrease of 5% or more versus December 31, 2022 balances)

- 851% increase in Cash and cash equivalents was in view of the significant collection of the receivables from NTDCC during the year

- 245% increase in Trade and Other Receivables was mainly due to the increase in the Parent Company's share in the Depot Royalty Income from Trinoma Mall and the consolidation of Metro Solar's loan receivables from Solrev Energy, Inc.

- 166% increase in Other Current Assets was mainly due to increase in creditable withholding tax (which is in relation to the increase in depot royalty income), input VAT and other advances

- 64% decrease in Investments in Associates was brought about by the decrease in the Group's share in the net equity earnings of MRTDC

- 100% increase in Property and equipment mainly pertains to the construction costs of Metro Solar's development of a 65-megawatt solar farm project in Pililia, Rizal

- 100% increase in Right-of-use asset and Lease liability pertains to the recognition of right-of-use asset and lease liabilities in connection with the acquisition by the Parent Company of Metro Solar shares. (Please refer to Notes 10 and 11 of the Consolidated Financial Statements for more details.)

- 94% increase in Deferred Tax Asset was due to recording of additional deferred income taxes from payment of MCIT and recognition of tax benefit due to NOLCO

- 62% decrease in Due to a Stockholder was in view of the conversion of portion of FEMI advances into equity, which is recorded as part of Deposit for future Stock Subscription pending issuance of the share certificates to FEMI

- 5% decrease in Due to other related parties was due to offsetting dividend income received from MRT Devco against the Parent company's liability to MRT Devco

- 100% increase was due to the recognition of Deposit for future stock subscription as a result of the conversion into equity of portion of liability to a stockholder, amounting P500 million, and the assignment of MSPSI shares in by FEMI, valued at P352M

- 214% decrease in Fair value reserve due to further decline in the fair value of quoted equity securities during the year as against last year

- 12% increase in Retained Earnings mainly due to realized income during the year

Results of Operation
(Increase/decrease of 5% or more versus December 31, 2022 balances)

- 68% decrease in Share in Profit of Associates was in view of the decrease in the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2023

- 128% increase in Depot Royalty Income was due to the increase in the share in depot royalty income received by the Parent Company from Trinoma Mall

- 37% increase in General and Administrative Expense was mainly due to listing fee paid to SEC in relation to the application for increase in the Parent Company's Authorized Capital Stock from ₱2 billion to ₱5 billion and the consolidation of Metro Solar's general and administrative expenses starting this year as a result of the acquisition of the Metro Solar shares

- 100% increase in Dividend income due to consolidation to dividends received from investment in quoted security. No similar dividend was received last year

- 100% increase Finance cost pertains to the interest expense portion on the movement of lease liabilities for the year ended December 31, 2023

- 7501% increase in Other Income mainly pertains to interest income on advances to third parties

- 100% increase in Income Tax Benefit pertains to NOLCO recognized by Metro Solar during the year

- 17% increase in fair value gain on financial assets at fair value thru OCI due to higher valuation of quoted securities this year as against last year

Review for the year ended December 31, 2022

Financial position and results as at and for the year ended December 31, 2022

The Group's Net Income for the year ended December 31, 2022 amounted ₱3,513,335. The current year registered an increase in Depot Royalty Income and Share in profit of Associates by 148% and 154%, respectively. General and administrative expenses also increased by 11%.

Compared to the Net Income of ₱2,615,181,561 earned by the Group for the year ended, December 31, 2021, this year's net income decreased by ₱2,611,668,226. The decrease was mainly due to the dividend income received by the Parent Company from MRTH II, amounting to ₱2,606,190,497. There was no similar dividend declared and received by the Parent Company during the year.

Depot Royalty Income

For the year ended December 31, 2022, the Group's share in Depot Royalty Income increased by 148% or ₱11,659,082, from ₱7,887,684 as of December 31, 2021, to ₱19,546,766 as of December 31, 2022. The increase was mainly due to the easing up of Covid19 restrictions in year 2022 which resulted in the increase in the gross rental income of TriNoma Commercial Center.

General and Administrative Expenses

The Group's General and Administrative expenses increased by ₱3.6 million or 11.30%, from ₱31,958,915 in December 31, 2021 to ₱35,571,235 in December 31, 2022, largely due to IT expenses of the Parent Company.

Financial Condition

The Group's financial condition remained steady for the year ended December 31, 2022. The Group's Total Assets increased by ₱16,069,884 or 0.40%, from ₱3,980,811,666 as at December 31, 2021 to ₱3,996,881,550 as at December 31, 2022. On the other hand, the Group's Total Liabilities also increased by ₱13,627,522 or 1.01%, from P1,347,482,381 as at December 31, 2021 to ₱1,361,109,903 as at December 31, 2022; further, Stockholders Equity also increased by ₱2,442,362 or 0.09%, from ₱2,633,329,285 as at December 31, 2021 to ₱2,635,771,647 as at December 31, 2022.

Total Assets

The ₱16,069,884 or 0.40% increase in the Group's Total Assets from ₱3,980,811,666 as at December 31, 2021 to ₱3,996,881,550 as at December 31, 2022, was mainly due to the ₱11,075,338 or 147.8% increase in Trade Receivables from NTDCC, brought about by the increase in Depot Royalty Income, and the ₱5,403,982 or 39.5% increase in Investments in Associates brought about by the increase in the Group's share in the net equity earnings of MRTDC.

Total Liabilities

The increase in the Group's Total Liabilities of ₱13,627,522 or 1.01% was mainly due to increases in the following liability accounts:

Accrued expense and other current liabilities increased by ₱15,173,674 or 3.88% from ₱390,861,037 as of December 31, 2021 to ₱406,034,711 as of December 31, 2022 mainly due to increase in Other Payables.

Due to Other Related Parties increased by ₱3,246,964 or 1.30%, from ₱249,610,537 as of December 31, 2021, to ₱252,857,501 as of December 31, 2022, in view of the cash advances received from MRTDC, net of the ₱14,122,035 dividends declared by MRTDC.

Stockholder's Equity

The increase in Stockholders' Equity of ₱2,442,362 was mainly from the Net Income amounting ₱3,513,335.

KEY PERFORMANCE INDICATORS ("KPI")

LIQUIDITY RATIOS

	December 31, 2022	December 31, 2021
Current Ratio	0.053	0.025
Quick Ratio	0.049	0.024

Current Ratio (Current Assets/ Current Liabilities)
Liquidity Ratio measures a company's ability to pay short-term obligations

Quick Ratio (Cash and Cash Equivalents+ Current Trade Receivables/ Current Liabilities)
It measures a company's ability to meet its short-term obligations with its most liquid assets

Current Ratio and Quick Ratio both increased in December 2022 compared to December 2021 mainly due to the significant increase in the current assets of the Group.

LEVERAGE OR LONG-RANGE SOLVENCY RATIOS

	December 31, 2022	December 31, 2021
Debt to Total Assets	0.34	0.34
Equity to Total Assets	0.66	0.66
Debt to Equity	0.52	0.51
Asset to Equity	1.52	1.51

Debt to Total Assets (Total Liabilities/ Total Assets)
It shows the creditors' contribution to the total resources of the organization.

Equity to Total Assets (Total Owner's Equity/ Total Assets)
It shows the extent of owners' contribution to the total resources of the organization.

Debt to Equity (Total Liabilities/ Total Owner's Equity)
It relates the exposure of the creditors to that of the owners.

Asset to Equity (Total Assets/ Total Owner's Equity)
It measures the company's leverage.

Debt to Total Assets ratio in December 2022 is the same as compared to December 2021 due to insignificant movement in related accounts of the Group.

Similarly, Equity to Total Assets ratio also remained unchanged in December 2022 as compared to December 2021 as a result of the insignificant movement of the accounts during the year.

Debt to Equity ratio slightly increased this year as compared to prior year, mainly due to increase in Total Liabilities.

Asset to Equity ratio increased in 2022 as against 2021 mainly due to increase in Total Assets.

PROFITABILITY RATIOS

	December 31, 2022	December 31, 2021
Return on Equity	0.0013	1.31
Return on Assets	0.0009	0.66
Earnings per Share	0.0018	1.32

Return on Equity (Net Income/ Average Equity Attributable to Parent Company's Shareholders
It tests the productivity of the owners' investments.

Return on Assets (Net Income/ Average Total Assets)
This ratio indicates how profitable a company is relative to its total assets.

Earnings per Share (EPS)
It indicates the earnings for each of the common shares held.

The positive results of all the profitability ratios were due to the Net Income realized by the Group in December 2022.

Material Changes in the year ended December 31, 2022 Financial Statements

Financial Position
(Increase/decrease of 5% or more versus December 31, 2021 balances)

- 31% decrease in Cash and cash equivalents was in view of the increased general and administrative expenses incurred during the period

- 148% increase in Trade and Other Receivables was mainly due to the increase in the Parent Company's share in the Depot Royalty Income from Trinoma Mall

- 39.5% increase in Investments in Associates was brought about by the increase in the Group's share in the net equity earnings of MRTDC.

- 223% increase in Other Current Assets was mainly due to increase in creditable withholding tax (which is in relation to the increase in depot royalty income) and input VAT.

- 14% increase in Deferred Tax Asset was due to recording of additional Deferred income tax from MCIT during the year.

- 72% decrease in Fair value reserve due to decline in the fair value of quoted equity securities

Results of Operation
(Increase/decrease of 5% or more versus December 31, 2021 balances)

- 148% increase in Depot Royalty Income was due to the increase in the share in depot royalty income received by the Parent Company from Trinoma Mall

- 11% increase in General and Administrative Expense was mainly due to increase in IT expenses

- 154% increase in Share in Profit of Associates was in view of the increase in the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2022

- 100% decrease in Other Income. The amount recorded last year pertain mainly to exclusivity fee recognized as income in 2021

- 100% decrease in Dividend income. The income recognized last year pertain to dividends received from MRTHII. No similar dividend was declared and received during the year

- 100% decrease in Income tax benefit (expense). The recorded 2021 balances pertain to the effect of changes in the tax rates applied due to the enactment of CREATE in 2020

- 100% decrease in Fair value (loss) gain on financial assets at fair value through OCI was in view of the decline in the fair value of some quoted equity securities

Item 7. **Financial Statements**

Refer to the Audited Financial Statements of the Metro Global Holdings Corporation and its Subsidiaries as of December 31, 2024 and 2023, certified by Mr. Dennis M. Malco, Partner, Isla Lipana & Co.

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

For the year ended December 31, 2024, as recommended by the Audit Committee to the Board of Directors and subsequently approved by the stockholders during the Annual Stockholders Meeting held on July 25, 2024, the accounting firm, Isla Lipana & Co., was engaged as the Parent Company's external auditors.

There are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure, which, is not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Group.

PART III – CONTROL AND COMPENSATION INFORMATION

Item 9. **Directors and Executive Officers of the Registrant**

(A) Executive Officers of the Registrant

(1) The names, ages, citizenships, terms of office, tenures as directors and experiences for the past five years of all the directors and executive officers are as follows:

Name	Age	Citizenship	Executive Position	Term	Years Served
Robert John L. Sobrepeña	70	Filipino	Chairman of the Board	29	1996 - 2025
Ferdinand T. Santos	74	Filipino	President	29	1996 – 2025
Noel M. Cariño	70	Filipino	Director	29	1996 – 2025
Rafael Perez de Tagle, Jr.	70	Filipino	Director	25	2000 - 2025
Roberto S. Roco	72	Filipino	Director	21	2004 - 2025
Alice Odchigue-Bondoc	58	Filipino	Director	21	2004 - 2025
Francisco C. Gonzalez	81	Filipino	Director, Independent	15	2010 - 2025
Jaime M. Cacho	69	Filipino	Director	7	2018 - 2025
Jose Wilfrido M. Suarez	75	Filipino	Director, Independent	3	2022 - 2025
Gilbert Raymund T. Reyes	67	Filipino	Corporate Secretary	22	2003 - 2025

ROBERT JOHN L. SOBREPEÑA, Filipino, age 70, is the Chairman of the Board of MGHC. He is the Chairman of the Board of Fil-Estate Management, Inc., Metro Rail Transit Corporation, MRT Development Corporation, Monumento Rail Transit Corporation, CJH Development Corporation, CJH Hotel Corporation, CJH Suites Corporation, CJH Leisure, Inc., Club Leisure Management Corporation, Metro Countrywide Corporation, Metro Solar Power Solutions, Inc., Metro Global Renewable Energy Corporation, MGHC Royalty Holdings Corporation and Philippine Highlands Coffee Farms, Inc.. He is also Vice-Chairman of Southwoods Ecocentrum Corporation. He is likewise the Chairman of Manila Southwoods Golf & Country Club, Inc. and Camp John Hay Golf Club, Inc. He is also President of The Forest Hills Golf & Country Club, Inc. He graduated with a Bachelor’s Degree in Science major in Psychology and Marketing from the De La Salle University in 1978.

ATTY. FERDINAND T. SANTOS, Filipino, age 74, is the President and Chief Risk Officer of MGHC. He is also the President of Fil-Estate Management, Inc., Fil-Estate Development, Inc., MRT Development Corporation, Monumento Rail Transit Corporation, MGHC Royal Holdings, Inc., CJH Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. He is a Director of Global-Estate Resorts, Inc. He is also the Chairman of the Forest Hills Golf & Country Club, Inc. He is likewise the President of Fairways & Bluewater Resort, Golf & Country Club, Inc. and

Camp John Hay Golf Club, Inc. He took his Bachelor of Arts at Arellano University in 1970. He has a Bachelor of Law degree from San Beda College where he graduated Valedictorian and Magna Cum Laude in 1974. He was a topnotcher in the 1974 Philippine Bar Exam (2nd Placer).

NOEL M. CARIÑO, Filipino**,** age 70, is a Director of MGHC. He is also a Director in Fil-Estate Management, Inc., Fil-Estate Development, Inc., CJH Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. He was past Chairman and currently serves as President of the Chamber of Real Estate and Builders Association (CREBA), an umbrella organization of various stakeholders in the construction, real estate and development industry, inclusive of architects, engineers, planners and other real estate brokers practitioners. He is Chairman of SunAsia, Inc., a renewable energy holding company. He is also Chairman of MegaWatt Solutions, Inc., a technology company pioneering in utilizing energy storage solutions. As CREBA President, he is Conferrer of the Dela Salle University Executive Development Program in Real Estate Management.

RAFAEL PEREZ DE TAGLE JR., Filipino, age 70, is also a Director of MGHC. He is also Chairman of Metro Countrywide Corporation and Vice-Chairman of Metro Solar Power Solutions, Inc.. He is the President of CJH Leisure, Inc. and Club Leisure Management, Inc.. He also serves as Director in Metro Rail Transit Corporation, Monumento Rail Transit Corporation, MRT Development Corporation, Fil-Estate Management, Inc., Camp John Hay Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. He is also a Director of the Manila Southwoods Golf & Country Club, Inc., Camp John Hay Golf Club, Inc. and Forest Hills Golf & Country Club, Inc. He obtained his Bachelor of Arts major in Economics degree from De La Salle University in 1976 is a committee of .

ROBERTO S. ROCO, Filipino, age 72, is a Director of MGHC. He was the Chief Financial Officer of Global-Estate Resorts, Inc. and its affiliate companies for 18 years until his retirement in late 2013. He graduated from Ateneo de Manila University with a degree in Bachelor of Science in Management.

ALICE O. BONDOC, Filipino, age 58, is Senior Vice President for Good Governance, Compliance Officer, Corporate Information Officer and Assistant Corporate Secretary of MGHC. She is also the Senior Vice President for Corporate & Legal Affairs of the Company's parent company, Fil-Estate Estate Management, Inc. and affiliate company, Fil-Estate Development, Inc. She is the Director for Corporate & Legal Affairs and Assistant Corporate Secretary of Camp John Hay Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. She is also the Chief Legal Officer and Corporate Secretary of Metro Solar Power Solutions, Inc., Metro Global Renewable Energy Corporation, MGHC Royalty Holdings Corporation and Metro Countrywide Corporation. She is also the Corporate Secretary of Club Leisure Management Corporation and CJH Leisure, Inc.. She took her Bachelor of Science in Business Management major in Legal Management at Ateneo de Manila University and graduated Honorable Mention and Departmental Awardee of the Department of Legal Management in 1987. She holds a Doctor of Jurisprudence degree from Ateneo de Manila University School of Law and graduated as Second Honor-Silver Medal Awardee in 1992.

FRANCISCO C. GONZALEZ, Filipino, age 81, is the Chairman of the Board and CEO of Romago Corporation and Fabriduct & Metal Systems, Inc. He is the Chairman of the Board of Romago, Inc. Guam and Electro Mechanical Products International, Inc. He also serves as President of Asia Pacific Golf Cars Corporation. He is also a director and serves as Chairman of the Membership Committees of The Manila Southwoods Golf & Country Club, Inc. and Camp John Hay Golf Club, Inc.

JAIME M. CACHO, Filipino, age 69, is a Filipino citizen. Holds a Bachelor of Arts Degree Major in Communication Arts from De La Salle University, Manila in 1978. Mr. Cacho also has a Master in Business Administration (Candidate) from the Ateneo Graduate School of Business, Manila in 1983. At present, Mr. Cacho is President and Chief Operating Officer of Metro Countrywide Corporation and Metro Solar Power Solutions, Inc. He is also a Director of CJH Development Corporation and MRT Development Corporation. He is also concurrently, Head of Project Development and Management Services for Fil-Estate Management, Inc.. Mr. Cacho has over 39 years of top-level management and construction experience earned throughout his career.

JOSE WILFRIDO M. SUAREZ, Filipino, age 75, is a graduate of the University of Sto. Tomas with a degree in AB Political Science. He took up his Masters in Urban and Regional Planning at the University of the Philippines. He completed his Masters in National Security Administration from the National Defense College of the Philippines (NDCP). Mr. Suarez has also taken up units in doctor of Philosophy in Criminology (PhD) from the Philippine College of Criminology. He has over three (3) decades of Senior Management experience and presently does consulting works rendering services to clients on Risk Management, Safety and Security, Business Continuity, Disaster Preparedness, Security Audit among others. He also sits on the Board of Northern Manor Corporation and Northern Suites Corporation. He was the Senior Vice-President of Metro Rail Transit Development Corporation (MRTDC 1995-2003). He served as a Risk Management Consultant for Nestle Philippines Inc. (2005-2016). He also acted as consultant to Century Properties Group and Megaworld Corporation. Mr. Suarez is a reserved Lieutenant Colonel with the Philippine Air Force (PAF), Armed Forces of the Philippines (AFP). He is also a member of the Board of Trustees of the National Defense College of the Philippines Alumni Association (NDCPAAI) 2009-2022.

GILBERT RAYMUND T. REYES, Filipino, age 67, has been the Corporate Secretary of the Parent Company since 2003. He is a founding partner of the Poblador Bautista and Reyes Law Offices. He is also the Corporate Secretary of CJH Development Corporation, CJH Hotel Corporation, and CJH Suites Corporation. He graduated with a degree in Bachelor of Science in Biology from the University of the Philippines in 1979. He also holds a Bachelor of Laws degree from the University of the Philippines College of Law, graduating with Magna Cum Laude in 1983.

2) Significant Employees

Management of the Parent Company is currently being undertaken by the executive officers of Fil-Estate Management, Inc. (FEMI). For this reason, the Parent Company has no existing employment contract with any executive officer nor is there any existing compensatory plan or arrangement, including payments to be received from the Parent Company, with respect to an executive officer's employment with the Parent Company and its subsidiaries or from a change-in-control of the Parent Company or a change in the named executive officer's responsibilities following a change-in-control where the amount involved, if any, including all periodic payments or installments, which exceeds ₱2,500,000.00. The Parent Company has no employee who is not an executive officer or who is expected to make a significant contribution to the business. The Parent Company's business is not highly dependent on the services of any key personnel.

(3) Family Relationships

None.

(4) Involvement in Certain Legal Proceedings

The Parent Company's directors and executive officers have not been the subject of the following legal proceedings in the last five (5) years:

1. Any bankruptcy petition filed by or against any business to which such person was a general partner or executive officer either at the time of bankruptcy or within two years prior to that time;

2. Any pending or conviction by final judgment in a criminal proceeding, domestic or foreign;

3. Any order, judgment or decree, not subsequently reversed, suspended or vacated of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities or commodities or banking activities;

4. Found by a domestic or foreign court of competent jurisdiction, the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated securities or commodities law or regulation, the judgment of which has not been reversed, suspended or vacated.

Item 10. **Executive Compensation**

(B) Executive Compensation

Compensation paid in 2024 and 2023 for the benefit of Officers and Directors of the Parent Company, follows:

(1) General

Section 8 of the Parent Company's By-Laws on Compensation, provides that "Each director shall receive a reasonable per diem allowance for his attendance at each meeting of the board. As a compensation, the Board shall receive and allocate an amount of not more than five (5%) percent of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper."

The directors receive a per diem of ₱10,000 per attendance at Board Meetings, and there is no provision in this section that may be construed as precluding any director from serving in any other capacity and receiving any compensation thereof.

The Parent Company plans to compensate its Chief Executive, Officers and Directors for any and all services rendered in 2019 and prior years. The amount of compensation is to be determined and will be subject to the approval by the BOD.

Summary Compensation Table:

	Name & Position	Year	Salary	Bonus	Other Annual Compensation	Total
A.	The CEO and four (4) most highly compensated executive officers Robert John L. Sobrepeña, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael R. Perez de Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial Officer	2024	19.3 Million	-	-	19.3 Million
B.	All other officers and directors as group unnamed	2024	6.6 Million	-	-	6.6 Million

Name & Position	Year	Salary	Bonus	Other Annual Compensation	Total
A. The CEO and four (4) most highly compensated executive officers Robert John L. Sobrepeña, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael R. Perez de Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial Officer	2023	13.4 Million	-	-	13.4 Million
B. All other officers and directors as group unnamed	2023	0.39 Million	-	-	0.39 Million

Name & Position	Year	Salary	Bonus	Other Annual Compensation	Total
A. The CEO and four (4) most highly compensated executive officers Robert John L. Sobrepena, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael Perez de Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial Officer	2022	14.9 Million	-	-	14.9 Million
B. All other officers and directors as group unnamed	2022	0.82 Million	-	-	0.82 Million

Starting September 1, 2020, Mr. Robert John L. Sobrepeña and Atty. Ferdinand T. Santos, receive salaries and allowances from the Parent Company by virtue of their positions as Chief Executive Officer (CEO) and President of the Parent Company, respectively.

The total annual compensation paid to all personnel is all payable in cash. The total amount of compensation includes basic salary and 13th month pay.

Name	Position	Salary	Bonus	Other Annual Compensation (Per Diem)
Robert John L. Sobrepeña	Chairman of the Board			Php20,000.00
Atty. Ferdinand T. Santos	President			Php20,000.00
Noel M. Cariño	Director			Php20,000.00
Rafael Perez de Tagle, Jr	Director			Php20,000.00
Roberto S. Roco	Director			Php45,000.00
Jaime M. Cacho	Director			Php20,000.00
Francisco C. Gonzalez	Director, Independent			Php45,000.00
Jose Wilfrido M. Suarez	Director, Independent			Php50,000.00
Atty. Alice O. Bondoc	Director, SVP for Good Governance, Compliance Officer, Assistant Corporate Secretary			Php20,000.00
Atty. Gilbert Raymund T. Reyes	Corporate Secretary			Php10,000.00
Group Compensation 2024		Php19.3 M		0
Group Compensation 2023		Php13.4M		0
Group Compensation 2022		Php16.0M		0

Standard Arrangements

There are no existing standard arrangements pursuant to which directors of the Parent Company are compensated, directly or indirectly, for any services provided as director, nor are there any additional amounts payable to any of the Directors for committee participation or special assignments for the last completed fiscal year and the ensuing year.

Other Arrangements

There are no other existing arrangements or consulting contracts, pursuant to which any of the directors of the Parent Company was compensated or is to be compensated, directly or indirectly, during the last completed fiscal year and the ensuing fiscal year, or for any services provided as director.

Employment Contract and Termination of Employment and Change-in-control Arrangements

Management of the Parent Company is currently being undertaken by the executive officers of FEMI. For this reason, the Parent Company has no existing employment contract with any executive officer nor is there any existing compensatory plan or arrangement, including payments to be received from the Parent Company with respect to an executive officer's employment with the Parent Company and its subsidiaries or from a change-in-control of the Parent Company or a change in the named executive officer's responsibilities following a change-in-control and the amount involved, including all periodic payments or installments, which exceeds ₱2,500,000.

Warrants and Options Outstanding: Re-pricing

The Parent Company has not issued any warrants and there are no outstanding warrants or options held by the Parent Company's CEO, the named executive officers, or any of the officers and directors, individually or as a group.

Item 11. **Security Ownership of Certain Beneficial Owners and Management**

(1) Security Ownership of Certain Record and Beneficial Owners

As at December 31, 2024, the Parent Company, Metro Global Holdings Corporation (MGHC), knows of no one who beneficially owns more than 5% of the MGHC's issued common stock except as set forth in the table below.

Titles of Class	Name, address of record owner and relationship to issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	Fil-Estate Management, Inc. Mezzanine Floor Renaissance Tower, Meralco Ave. Ortigas, Pasig City	Fil-Estate Management, Inc.	Filipino	2,454,750,194	89.26%

Fil-Estate Management, Inc. ("FEMI") is the parent of the Company. FEMI is owned by the following persons: Robert John L. Sobrepena (32%), Atty. Ferdinand T. Santos (27%), Noel M. Carino (27%) and Mamerto Marcelo (14%) as Receiver for Bank of Commerce as Trustee for CAP Philippines, Inc. and a Bank of Commerce as Trustee for Comprehensive Annuity Plans and Pension Corporation.

The Corporate Secretary or in his absence, the Assistant Corporate Secretary, has been appointed by Fil-Estate Management, Inc. to direct the voting or disposition of the shares held by the said stockholders. FEMI's office is at Mezzanine Floor Renaissance Tower, Meralco Ave., Pasig City.

There are no securities placed under Trust or Agreement.

(2) Security Ownership of Management

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Robert John L. Sobrepeña	241,000	Filipino	.009%
	Ferdinand T. Santos	1,000	Filipino	.000%
	Noel M. Cariño	1,506,500	Filipino	.055%
	Solita S. Alcantara	15,000	Filipino	.000%
	Gilbert Reyes	1,903,514	Filipino	.069%
	Jaime M. Cacho	1	Filipino	.000%
	Alice Odchigue-Bondoc	1	Filipino	.000%
	Roberto S. Roco	1	Filipino	.000%
	Francisco C. Gonzales	1,000	Filipino	.000%
	Rafael Perez de Tagle Jr.	1,000	Filipino	.000%
	Jose Wilfrido M. Suarez	1	Filipino	.000%
	TOTAL	**3,669,018**		**.133%**

The beneficial ownership of the foregoing directors arises from the direct ownership of the shares above-indicated registered in the name of the said directors.

(3) Voting Trust Holders of 5% or more

No director, executive officer or nominee of the Parent Company holds more than 5% of the Parent Company's common shares under a voting trust or similar agreement.

(4) Changes in Control since the Last Calendar Year

There has been no change in the controlling majority stockholder of the Parent Company. Neither has there been any arrangement with any party, which may have resulted in a change in the control of the Parent Company.
Item 12. **Certain Relationship and Related Transactions**

D (1) The Parent Company, in the normal course of business, grants and obtains interest bearing cash advances to an affiliated company.

There were no transactions during the last two years, or proposed transactions, to which the Parent Company was or is to be a party, in which any of the following persons had, has or is to have a direct or indirect material interest:

(a) Any director or executive officer of the Parent Company;
(b) Any nominee for election as a director;
(c) Any security holder named in response to Part IV, paragraph ©, IRR, SRC
(d) Any member of the immediate family (including spouse, parents, children, siblings, and in-laws of any of the persons in subparagraph (1)(a), (b) or (c) of this paragraph (d).

D (3) The ultimate parent company of MGHC is Fil-Estate Management, Inc. which owns 89.26% of the total issued, outstanding and subscribed capital stock of MGHC.

PART IV - CORPORATE GOVERNANCE

Item 13. Corporate Governance

This portion has been deleted pursuant to SEC Memorandum Circular No. 5, Series of 2013.

PART V – EXHIBITS AND SCHEDULES

1) Reports on SEC Form 17-C

a) On February 1, 2024, the Securities and Exchange has approved the following amendments to the Amended Articles of Incorporation of the Company:

   1. Amendment of the primary purpose to allow the engagement of the Company into development of solar, wind and other renewable energy generation facilities; and
   2. Amendment to the increase of the Authorized Capital Stock of the Company from P2 billion consisting of Two Billion Shares at par value of P1.00 per share to P5 billion consisting of Five Billion Shares at par value of P1.00 per share.

   Attached are copies of the Certificates of Filing of Amended Articles of Incorporation and Certificate of Approval of Increase in Capital Stock issued by the Securities and Exchange Commission.

b) On February 22, 2024, Metro Global Holdings Corporation submitted to the Securities and Exchange Commission the letter of Postponement of 2024 Annual Stockholders Meeting.

   The shareholders of Metro Global Holdings Corporation (MGH) approved in its Annual Meeting last 12 October 2023, the amendment of the Company's By-Laws to move from the 1st Thursday of March to last Thursday of July of each year.

c) On June 20, 2024, Metro Global Holdings Corporation notified the SEC of the proposed term extension for an additional one (1) year for Independent Director Francisco C. Gonzales, who is reaching the term limit at the end of the 2023–2024 Board term. This extension was approved by the Board of Directors during their meeting on June 20, 2014, and was approved by the shareholders of record at the Annual Stockholders' Meeting on July 25, 2024.

d) On July 25, 2024, Metro Global Holdings Corporation submitted to the Securities and Exchange Commission the Results of 2024 Annual Stockholders Meeting and Organization Meeting of the Board of Directors.

   In compliance with the rules and regulations on disclosure of the Securities and Exchange Commission ("SEC") and Philippine Stock Exchange ("PSE"), we hereby report the results of the Meeting of the Stockholders of the Metro Global Holdings Corporation (the "Company") held today, July 25, 2024, 10:00 A.M. through remote communication, as follows:

   1. The Corporate Secretary certified that there is a quorum for the transaction of business, there being present in person or represented by proxy a total of 91.26% of common shares of the Company.

   2. The Corporate Secretary attested to the votes attained for the following matters approved and authorized by the stockholders:

      2.1 The stockholders approved the Minutes of the Annual Meeting of Stockholders held on 12 October 2023. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the Minutes of the Annual Meeting of Stockholders held on 12 October 2023.
      2.2 The stockholders approved the Annual Report and Audited Financial Statements of the Company for the calendar year ended 31 December 2023. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the Audited Financial Statements of the Company for the calendar year ended 31 December 2023.
      2.3 The stockholders confirmed and ratified all acts, contracts, resolutions and proceeding made and entered into by Management and/or the Board of Directors and the various Committees constituted pursuant to the Code of Corporate Governance from October 12, 2023 up to the present. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the confirmation and ratification of all acts, resolutions and proceedings made and entered into by Management and/or Board of Directors and various Committees constituted pursuant to the Code of Corporate Governance from October 12, 2023 up to the present.

2.4 The stockholders approved the extension of the Board term of Independent Director Francisco C. Gonzalez for another year following his previous 9-year term limit.
2.5 The stockholders approved the appointment of Isla Lipana & Co. as the Company's independent external auditor.

3. The stockholders, who voted in person and by proxy a total of 91.26% of common shares of the Company, elected the following directors for the ensuing year.
   3.1 Robert John L. Sobrepena
   3.2 Atty. Ferdinand T. Santos
   3.3 Noel M. Carino
   3.4 Rafael Perez de Tagle, Jr.
   3.5 Atty. Alice Odchigue-Bondoc
   3.6 Roberto S. Roco
   3.7 Jaime M. Cacho
   3.8 Francisco C. Gonzalez – Independent
   3.9 Jose Wilfrido M. Suarez – Independent

4. In the Organization Meeting of the Board of directors of the Company held on 25 July 2024 immediately after the Annual Meeting of Stockholders, the following matters were taken up:

   The Board re-elected/re-appointed the Chairman of the Board and Officers of the Company to their respective positions:

Chairman of the Board & CEO	-	Robert John L. Sobrepena
President & Chief Risk Officer	-	Atty. Ferdinand T. Santos
EVP for Operations & Director for Investor Relations	-	Rafael Perez de Tagle, Jr.
SVP for Project Development	-	Jaime M. Cacho
Senior Vice President-Good Governance Compliance Officer, Corporate Information Officer & Asst. Corporate Secretary	-	Atty. Alice Odchigue-Bondoc
Vice-President-Chief Finance Officer and Alternate Corporate Information Officer	-	Ramon G. Jimenez
Vice-President – Chief Audit Executive	-	Solita S. Alcantara

Vice-President – Business Dev't &- Special Projects		Sylvia M. Hondrade
VP for Records Management	-	Socorro G. Roco
VP for Human Resources	-	Khateryn M. Benitez
Corporate Secretary	-	Atty. Gilbert Raymund T. Reyes

5. The Board approved the constitution of the following Board Committees:

(1) EXECUTIVE COMMITTEE

Chairman:	Robert John L. Sobrepena
Members:	Noel M. Carino
	Atty. Ferdinand T. Santos
	Francisco C. Gonzalez (Independent Director)

(2) SALARY COMPENSATION COMMITTEE

Chairman:	Robert John L. Sobrepena
Members:	Atty. Ferdinand T. Santos
	Francisco C. Gonzalez (Independent Director)

(3) AUDIT COMMITTEE

Chairman:	Francisco C. Gonzalez (Independent Director)
Members:	Jose Wilfrido M. Suarez (Independent Director)
	Roberto S. Roco
	Solita S. Alcantara

(4) CORPORATE GOVERNANCE COMMITTEE

Chairman:	Jose Wilfrido M. Suarez (Independent Director)
Members:	Francisco C. Gonzalez (Independent Director)
	Robert John L. Sobrepena
	Atty. Ferdinand T. Santos
	Rafael Perez de Tagle, jr.
	Atty. Alice Odchigue-Bondoc

(5) BOARD RISK OVERSIGHT COMMITTEE

Chairman:	Jose Wilfrido M. Suarez (Independent Director)
Members:	Francisco C. Gonzalez (Independent Director)
	Atty. Ferdinand T. Santos
	Atty. Alice Odchigue-Bondoc

(6) RELATED PARTY TRANSACTIONS COMMITTEE

Chairman:	Francisco C. Gonzalez (Independent Director)
Members:	Jose Wilfrido M. Suarez (Independent Director)
	Roberto S. Roco
	Ramon G. Jimenez

6. The Board approved the appointment of Banco de Oro – Stock Transfer Services as stock transfer agent.

e) On December 20, 2024, Metro Global Holdings Corporation submitted to the SEC, in compliance with the Commission's requirements under SEC Memorandum Circular No. 19, Series of 2016, the Certificates of Attendance for the Company's Directors and Key Officers. These certificates pertain to the four-hour Annual Corporate Governance Seminar for the year 2024, conducted by the Center for Global Best Practices on December 17, 2024. The seminar covered topics such as Corporate Governance in the Digital Age and Global Standards in Artificial Intelligence (AI) Management. The Company received these certificates on December 20, 2024.

2) 2024 Sustainability Report

COVER SHEET

9	1	4	2

S.E.C. Registration Number

METRO GLOBAL HOLDINGS
CORPORATION

(Company's Full Name)

MEZZANINE FLOOR RENAISSANCE
TOWER MERALCO AVENUE
PASIG CITY

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

ATTY. ALICE ODCHIGUE-BONDOC

Contact Person

28633 - 6205 Loc. 113

Company Telephone Number

Month Day

calendar year

SEC FORM
17- C
FORM TYPE

Month Day

Regitered/Listed

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **February 5, 2024**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number: **9124** 3. BIR Tax Identification No. **000-194-408-000**

4. **Metro Global Holdings Corporation**
   Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines** (SEC Use Only)

   Province, country or other jurisdiction of incorporation — Industry Classification Code:

7. **Mezzanine Renaissance Towers, Meralco Ave., Pasig City** **1604**
   Address of principal office — Postal Code

8. **(632) 8633-6205**
   Issuer's telephone number, including area code

9. **N.A**
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	**5,000,000,000 share**

11. Indicate the item numbers reported herein: Item 9

Please be advised that on 1 February 2024, the Securities and Exchange Commission has approved the following amendments to the Amended Articles of Incorporation of the Company:

1. Amendment of the primary purpose to allow the engagement of the Company into development of solar, wind and other renewable energy generation facilities; and

2. Amendment to increase the authorized capital stock of the Company from P2 billion consisting of Two Billion Shares at par value of P1.00 per share to P5 billion consisting of Five Billion shares at par value of P1.00 per share.

Attached are copies of the Certificate of Filing of Amended Articles of Incorporation and Certificate of Approval of Increase in Capital Stock issued by the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METRO GLOBAL HOLDINGS CORPORATION
Issuer

Date: February 5, 2024

By:

ALICE ODCHIGUE-BONDOC
SVP-Good Governance & Compliance Officer

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 9142

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

METRO GLOBAL HOLDINGS CORPORATION
(Amending Articles II Primary Purpose and VII thereof)

copy annexed, adopted on September 24, 2018 by a majority vote of the Board of Directors and on November 22, 2018 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Assistant Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 1st day of February, Twenty Twenty-Four.

GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

BA/ioo

COVER SHEET

9142
SEC Registration No.

METRO GLOBAL HOLDINGS CORPORATION

(Company's Full Name)

MEZZANINE FLOOR, RENAISSANCE TOWER, MERALCO AVE., PASIG
(Business Address: No. Street City/ Town/ Province)

ALICE ODCHIGUE-BONDOC
Contact Person

6336205 loc. 113
Company Telephone Number

12 31
Month Day
fiscal year

APPLICATION FOR AMENDMENT OF ARTICLES OF INCORPORATION

FORM TYPE

1st Thursday of March
Month Day
annual meeting

Listed
Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

1-10-2015

Dociment I.D.

Cashier

STAMPS

Clearance from MSRD & CGFD

[illegible]

AMENDED
ARTICLES OF INCORPORATION
of
METRO GLOBAL HOLDINGS CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines ;

AND WE DO HEREBY CERTIFY :

FIRST: That the name of the Corporation shall be ;

"METRO GLOBAL HOLDINGS CORPORATION"

SECOND: That the purposes for which the said Corporation is formed are the following:

PRIMARY PURPOSE

To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, solar, wind and other renewable energy generation facilities, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures now or after erected on any lands so owned held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interests, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629) or act as securities broker or dealer. *(As Amended on 22 November 2018).*

SECONDARY PURPOSE

Subject to the provisions of the Corporation Code and other applicable laws, to invest its funds in any other corporation or business or for any other purpose other than the above-stated primary purpose.

And in pursuance of above stated purposes, the Corporation shall have the power:

(a) To prospect for mine extract, dig for, or otherwise obtain from earth, petroleum and rocks or carbon oils, natural gas, and other volatile minerals, chemicals substances and salts, as well as others minerals of whatever nature whether similar or dissimilar to these listed herein, and to manufacture, refine, prepare for market, buy, sell and transport and otherwise deal with petroleum and other minerals of whatever nature similar or dissimilar to these listed herein, and to manufacture, refine, prepare for market, buy, sell and transport and otherwise deal with petroleum and other minerals of whatever nature whether similar or dissimilar thereto, their products, compounds, and derivatives and other mineral and chemical substances, in crude or refined condition.

(b) To acquire petroleum, gas and oil lands, leaseholds, franchises, privileges, concessions and other interests in real estate and gas, oil and other rights.

(c) To construct and maintain conduits, pipelines, and lines of tubing for the public generally as well as for the use of said Corporation, and to lay, rig, buy, lease, sell and otherwise contract for, and operate said conduits, pipelines and lines to tubings, as well as storage tanks, railways, tramways, roadways and tracks, for the purpose of transporting and storing oil and gas, and of operating a general pipeline and storage business.

(d) To buy, sell, charter, operate and maintain tank steamers and other vessel of all kinds for the transportation of merchandise dealt in by the Corporation.

(e) To construct and maintain telegraph and telephone lines necessary or convenient in the operation of the business of the Company.

(f) To extract and otherwise obtain and prepare for market such other valuable minerals, chemicals or other materials as may be discovered in the course of developing the lands of the Company.

(g) To construct, maintain, and operate gas wells, oil wells, and refineries, and to buy , sell, and otherwise deal in gas, oils, and salts and their derivatives or products.

(h) To carry on in connection with any or all of the aforementioned purposes the business of importing, buying, selling, and otherwise dealing with equipment, machinery, supplies and accessories and to transact all business properly connected with or incidental to any or all of said objects and purposes.

(i) To purchase, lease, or otherwise acquire such real and personal property in any part of the Philippines or elsewhere, as the purposes for which the Corporation is formed may permit, and as may be reasonably required for the transaction of its lawful business; and to hold, maintain, conduct, use and operate and to lease, sell, mortgage, or otherwise dispose of any such real or personal property of any character owned in any manner held it, upon any terms.

(j) To purchase or otherwise acquire the whole or any part of the goodwill, property and assets, and to undertake all or any part of th business, property and liabilities of any person, partnership, corporation or other associations, carrying on any business similar to that for which this Corporation is authorized to carry on, or possessed of property suitable for the purpose of the Corporation, and to pay for the same in cash, or in stock, bonds or other securities of the Corporation or otherwise.

(k) To buy or otherwise acquire any inventions, improvements and processes relating to the refining of petroleum or the processing of its products, secured under letters, patents or licenses in respect to the same, and to use, exercise, develop and sell such inventions, improvements and processes and to grant licenses of the things respecting the same.

(l) to borrow or raise money for the purpose of the Corporation by making, issuing, accepting, indorsing and executing promissory notes, bills of exchange, bonds, debentures, certificates of indebtedness and other negotiable instrument but not exclusive of such other means or manner as the Corporation's Board of Directors shall think fit; and to secure the payment of said obligations or any of them by mortgage, pledge, letter of hypothecation, or other liens or charges upon all or any part of the undertakings, revenues, rights and property of the Corporation, and to exchange or vary from time to time any of such securities and to redeem, on any terms, the debts or obligations secured by them before the same shall fall due, if it shall see fit so to do.

(m) To purchase, invest in, purchase or otherwise acquire the stocks, bonds and other securities or evidences of indebtedness of any other association or corporation, domestic or foreign, owning property necessary for its business and to issue in exchange therefor in cash, of otherwise, to hold for investment or otherwise, own, use, sell, deal-in, dispose of, and turn to account any such stocks, bonds or other securities, and while the owner or holder thereof to exercise all the rights and power of ownership, including the right to vote thereon for any purposes; to do any acts or things necessary or proper for the protection or development of any such association or corporation or for the preservation, improvement or enhancement of the value of any such stock, bonds or other securities, or any acts or things designed for any such purpose; and to control and manage the affairs, and take over and carry on all or any part of the business or property of any such association or corporation provided that they are such as may be lawfully acquired and conducted by a corporation organized under the laws of the Philippines.

(n) To sell all or part of the rights, property, or undertakings of the Corporation for such consideration as the Corporation may deem fit and in particular for shares, debentures or securities of any other corporation.

(o) To make and enter into contracts and arrangements of every name and nature in furtherance of the purposes of the Corporation with the Government of the Republic of the Philippines or with any foreign corporation or with any other corporation or association, public or private.

(p) To register the Corporation, or to secure a license to do business, in any foreign country or place.

(q) To do all such the other things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith, or which may be calculated directly indirectly to enhance the value of, or render profitable any business or property of the Corporation, always provided that nothing shall be done in connection with any of the above objects wh[illegible] [illegible]hibited by any laws of the Philippines now or hereafter existing.

(r) Without in any particular limiting the powers and provided that the Corporation shall have the power to make and perform contracts of any kind and description with any person, form or corporation, whether public or private, without limit as to amount, and particularly, but not by way of limitation, to make and perform contracts creating rights, easements and other privileges respecting any of the property, real or personal, or any kind owned by the Corporation; to have one or more office out of the Philippines, and to conduct its business and exercise its powers in any part of the Philippines, or in any other country; and in carrying on its business and for the purpose of attaining or furthering its purpose or powers to do any and all other powers which a natural person could do and exercise and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed both as objects and powers of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

THIRD: That the place where the principal office of the Corporation is to be established or located in Mandaluyong, Metro Manila.

FOURTH: That the term for which said Corporation is to exist is fifty (50) years from and after the date of incorporation which is hereby extended for another fifty (50) years or up to September 17, 2054. (As amended on September 30, 2002 & August 19, 2004)

FIFTH: That the names and residences of the incorporators of said Corporation are as follows:

Name	Residence
1. Chester A. Baird	Manila
2. Vicente J. Francisco	Quezon City
3. Baroness Anna J. Vom Hagen	Manila
4. Bethea A. Martin	Manila
5. Proceso Sebastian	Manila

SIXTH: That the number of said Corporation shall be NINE (9) and that the names and residences of the directors of the Corporation who are to serve until their successors are elected and qualified as provided by the by-laws, are as follows:

Name	Nationality	Residence
1. John W. Buckley	American	New York, New York, USA
2. Louis W. Storms	- do --	Houston, Texas, USA
3. Chester A. Baird	- do --	Manila
4. Vicente J. Francisco	Filipino	Quezon City
5. Baroness Anna J. Vom Hagen	American	Manila
6. Bethea A. Martin	American	Manila
7. Proceso Sebastian	Filipino	Manila

SEVENTH: <u>That the capital stock of the said Corporation is FIVE BILLION PESOS (5,000,000,000.00), Philippine Currency, divided into FIVE BILLION (5,000,000,000) shares with a par value of One Peso (1.00), Philippine Currency, per share</u>. *(As Amended on 22 November 2018).*

Unless otherwise determined by the Board of Directors, no holder of the capital stock of this Corporation shall be entitled, as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell.

whether out of the capital stock now or hereafter authorized to be issued by the Corporation or out of the shares of the Corporation acquired by it after the issue thereof.

No transfer of shares of stock of the Corporation which will reduce the stock ownership of Filipino citizens to less than the minimum percentage of the outstanding capital stock required by law to be owned by Filipino citizens shall be allowed or permitted to be recorded in the books of the Corporation. Any transfer made in violation hereof shall be null and void and shall not be registrable in the books of the Corporation.

These restrictions shall be indicated in all stock certificates to be issued by the Corporation.

EIGHT: That the amount of said capital stock which has been actually subscribed is EIGHTY ONE THOUSAND FIVE HUNDRED (81,500,000) PESOS, and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

Name	Residence	No. of Shares	Amount of Capital Stock Subscribed
1. John W. Buckley	New York, N.Y, USA	80,000	80,000.00
2. Louis W. Storms	Houston, Texas, USA	1,000	1,000.00
3. Chester A. Baird	Manila	100	100.00
4. Vicente J. Francisco	Quezon City	100	100.00
5. Baroness Anna J. Vom Hagen	Manila	100	100.00
6. Bethea A. Martin	Manila	100	100.00
7. Proceso Sebastian	Manila	100	100.00
		81,000	81,500.00

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed in the amounts set out after their respective names:

Name	Residence	Amount Paid on Subscription
1. John W. Buckley	New York, N.Y., USA	20,000.00
2. Louis W. Storms	Houston, Texas, USA	1,000.00
3. Chester A. Baird	Manila	100.00
4. Vicente J. Francisco	Quezon City	100.00
5. Baroness Anna J. Vom Hagen	Manila	100.00
6. Bethea A. Martin	Manila	100.00
7. Proceso Sebastian	Manila	100.00
	TOTAL	21,500.00

TENTH: That BETHEA A. MARTIN has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified, in accordance with the by-laws, and that as such Treasurer he has been authorized to receive for the Corporation and to receipt in its name for all subscriptions paid in by said subscribers.

IN WITNESS WHEREOF, we have hereunto set out hands this 9th day of September, 1954, in the City of Manila, Philippines

(Sgd.) Chester A. Baird
Chester A. Baird

(Sgd.) Vicente J. Francisco
Vicente J. Francisco

(Sgd.) Baroness Anna J. Vom Hagen
Baroness Anna J. Vom Hagen

(Sgd.) Bethea A. Martin
Bethea A. martin

(Sgd.) Proceso Sebastian
Proceso Sebastian

In the presence of:

(Sgd.) Abraham Briones

(Sgd.) Herminio B. Banico

gu

Republic of the Philippines)
City of Manila)s.s.

BETHEA A. MARTIN, being first duly sworn, deposes and says that on the 9th day of September, A.D. Nineteen Hundred and Fifty Four, he was duly elected by the subscribers named in the foregoing Articles of Incorporation as Treasurer of the corporation to act as such until his successor has been duly elected and qualified in accordance with the by-laws of the corporation and that as such Treasurer he has been authorized by the subscribers to receive for the corporation all subscriptions paid in by the subscribers for the capital stock; that Eighty-One Thousand Five Hundred (81,500) shares of stock has been actually subscribed and that of said subscriptions Twenty-One Thousand Five Hundred (21,500.00) pesos has been paid to him in cash and received by him for the benefit and to the credit of the corporation; and that at least twenty per centrum of the entire capital stock has been subscribed and twenty-five per centrum of the subscription has been actually paid to him in cash and has been received by him for the benefit and to the credit of the corporation.

(Sgd.) BETHEA A. MARTIN
Bethea A. Martin

SUBSCRIBED AND SWORN, to before me this 9th day of September 1954 in the City of Manila, affiant exhibiting his Residence Certificate No. A-0364302, issued at Manila, on August 16, 1954.

(Sgd.) Ricardo J. Francisco
Notary Public
Until December 31, 1954

Doc. No. 290
Page No. 60
Book No. I
Series of 1954

jed

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being a majority of the members of the Board of Directors and the Corporate Secretary of **METRO GLOBAL HOLDINGS CORPORATION** (the "Corporation"), do hereby certify that:

At the special meeting of the Board of Directors duly held on 24 September 2018 at the Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City, wherein majority of the members of the Board of Directors were present, and the vote of the stockholders representing at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation on 22 November 2018 at Batanes Room, Edsa Shangri-la Manila, 1 Garden Way, Ortigas Center, Mandaluyong, the amendment of the Primary Purpose and the amendment to Increase the Authorized Capital Stock of the Corporation were considered and approved, thereby amending the Article Second and Seventh of the Corporation's Amended Articles of Incorporation to read as follows:

ARTICLE SECOND

"SECOND: That the purposes for which said Corporation is formed are the following:

To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, solar, wind and other renewable energy generation facilities, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures including solar, wind and other renewable power generation facilities now or after erected on any lands so owned, held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interests, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engaged in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No.

2629) or act as securities broker or dealer *(as amended on 22 November 2018).*"

ARTICLE SEVENTH

"That the capital stock of the said Corporation is FIVE BILLION PESOS (P5,000,000,000.00) Philippine Currency divided into FIVE BILLION (5,000,000,000) shares with a par value of One Peso (P1.00) Philippine Currency per share *(as amended on 22 November 2018).*"

IN WITNESS WHEREOF, we have hereunto affixed our signatures this DEC 13 2018 in PASIG CITY.

ROBERT JOHN L. SOBREPEÑA
Chairman/ Director
TIN106-808-899

ATTY. FERDINAND T. SANTOS
Director
TIN 106-807-161

NOEL M. CARIÑO
Director
TIN 106-809-774

JAIME M. CACHO
Director
TIN 104-592-872

FRANCISCO C. GONZALEZ
Independent Director
TIN 122-930-742

ROBERTO S. ROCO
Director
TIN 105-744-632

RAFAEL R. PEREZ DE TAGLE, JR.
Director
TIN 106-808-530

EDUARDO R. SANTOS
Independent Director
TIN 111-082-202

ATTY. ALICE ODCHIGUE-BONDOC
Director & Asst. Corporate Secretary
TIN 165-723-045

SUBSCRIBED AND SWORN to before me this DEC 13 2018 at PASIG CITY, affiants exhibiting to me their valid identifications, to wit:

Name	*Valid ID*
Robert John L. Sobrepeña	TIN 106-808-899
Atty. Ferdinand T. Santos	TIN 106-807-161
Noel M. Cariño	TIN 106-809-774
Jaime M. Cacho	TIN 104-592-872
Francisco C. Gonzalez	TIN 122-930-742
Roberto S. Roco	TIN 105-744-632
Eduardo R. Santos	TIN 111-082-202
Rafael Perez De Tagle, Jr.	TIN 106-808-530
Atty. Alice Odchigue-Bondoc	TIN 165-723-045

Doc. No. 459;
Page No. 93;
Book No. 104;
Series of 2018.

Securities and Exchange Commission
PHILIPPINES

MARKETS AND SECURITIES REGULATION DEPARTMENT

MEMORANDUM

TO	:	Company Registration and Monitoring Department
FROM	:	Markets and Securities Regulation Department
SUBJECT	:	**METRO GLOBAL HOLDINGS CORPORATION**
DATE	:	9 August 2023

This refers to your Memo dated 3 August 2023, which was received by our Department on 7 August 2023, requesting for comments and/or recommendations regarding the proposed amendments of the Amended Articles of Incorporation ("AOI") of **METRO GLOBAL HOLDINGS CORPORATION** (the "Company"), to wit:

FROM	TO
***SECOND** : To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures now or after erected on any lands so owned held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived*	***SECOND** : To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, **<u>solar, wind and other renewable energy generation facilities</u>**, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures now or after erected on any lands so owned held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect and other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers, and privileges of ownership or any other interest therein, including the right to receive, collect*

therefrom, and the right to vote on any proprietary or other interests, on any shares of lie, capital stock, and upon any bonds, debentures, or other se securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629) or act as securities broker or dealer.	*and dispose of, any and aii rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interests, on any shares of lie, capital stock, and upon any bonds, debentures, or other se securities having voting power, so owned or held; and provided that it shall not engage in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629) or act as securities broker or dealer.*
***SEVENTH** : That the capital stock of the said Corporation* is TWO BILLION (P2,000,000,000.00) Philippine Currency, divided into TWO BILLION (2,000,000,000) shares *with par value of One Peso (1.00) Philippine Currency per share (As Amended on 22 November 2018)**	***SEVENTH** : That the capital stock of the said Corporation is* **FIVE BILLION (P5,000,000,000.00) Philippine Currency, divided into FIVE BILLION (5,000,000,000) shares** *with par value of One Peso (1.00) Philippine Currency per share (As Amended on 22 November 2018)**

Upon review of the request and documents annexed thereto, and the Company records, it appears that the proposed amendments are consistent with the disclosures made by the Company; hence, on this basis, the Department does not interpose any objection to the application for amendment of the AOI. Thus, within five (5) days from the approval of the application, the Company shall:

1. **FILE a duly accomplished Current Report (SEC Form 17-C)**, disclosing the Commission's approval of said amendment; and

2. **FILE a duly accomplished General Information Sheet (GIS)** that reflects the new information, together with a cover letter signed by the Corporate Secretary *(if applicable)*.

However, we noted that the proposed amendment was approved by the Board of Directors where a quorum was present and by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company in its meeting held on 24 September 2018 and 22 November 2022, respectively.

In this regard, since the stockholders' approval of the amendment took place on 22 November 2022, as a rule, the Company is no longer allowed to file the application in view of the six (6) months period limitation of filing the application from stockholders' approval as prescribed under the last sentence of paragraph 3, Section 37 of the Revised Corporation Code of the Philippines, which provides:

> *"**SEC. 37. Power to Increase or Decrease Capital Stock; Incur, Create or Increase Bonded Indebtedness.***
>
> *x x x*
>
> *The application with the Commission **shall be made within six (6) months from the date of approval of the board of directors and stockholders**, which period may be extended for justifiable reason. x x x" (emphasis supplied)*

In the light of the foregoing, our Department nonetheless defers to the discretion of the Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to the Articles of Incorporation and to By-laws. Furthermore, our comment or recommendation is limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

Finally, it should be understood that the foregoing comment is without prejudice to the prerogative of this Department to impose the necessary penalty and initiate the appropriate proceeding against the Company and its Directors/Officers, Associated Person, and Salesman upon a proper finding of a violation of the relevant provisions of the Securities Regulation Code, its implementing Rules and Regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

VICENTE GRACIANO P. FELIZMENIO, JR.
Director

TRANSMITTAL SLIP

TO: **MS. BLESS ARCEO**
Securities and Exchange Commission

FROM: **ATTY. ALICE O. BONDOC**
Assistant Corporate Secretary
Metro Global Holdings Corporation

DATE: 23 JANUARY 2024

Received **3 ORGINAL** copies of Request for Confirmation of Valuation

Received by:

Jaygar Tioquino

Signature over Printed name/Date
1/23/2024

(MSRD FORM for Request for Comments/Recommendations for CRMD Applications filed by MSRD regulated entities)

1/10/19
Date

JAN 10 2019

Oyie 5:17 pm

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

Attention: **MARKETS AND SECURITIES REGULATION DEPARTMENT**

Subject: **REQUEST FOR COMMENTS/RECOMMENDATION**

Gentlemen:

This is to respectfully request your Department's comment and/or recommendation on the proposed application of our corporation/partnership to be filed with the Company Registration and Monitoring Department (CRMD), details of which are as follows:

NAME OF REQUESTING CORPORATION/PARTNERSHIP	METRO GLOBAL HOLDINGS CORP.
ADDRESS OF REQUESTING CORPORATION/PARTNERSHIP	Mezzanine Flr. Renaissance Tower, Meralco Ave. Pasig.
SEC REGISTRATION NO. (If applicable)	9142
TYPE OF SEC-ISSUED SECONDARY LICENSE (If applicable)	Amended Articles
TYPE OF PROPOSED CRMD APPLICATION	
CONTACT PERSON	Eleazar S. Garcia
CONTACT NUMBERS	09096964065

Moreover, we also request that you furnish the CRMD a copy of your reply to our request. We have attached a copy of the aforesaid application for your review/evaluation only and for the purpose of the issuance of the Markets and Securities Regulation Department's (MSRD) comment and/or recommendation thereto. It is further understood that the MSRD is not responsible for the actual processing of the above-mentioned application of the corporation/partnership.

Finally, should there be any violation of any existing laws, rules and regulations implemented by the MSRD, the company undertakes to: (1) submit all the required report/s within seven (7) days from notification of approval of the application/s; and (2) pay the corresponding penalty.

Thank you.

Very truly yours,

Eleazar S. Garcia
(Name of Requesting Corporation/Partnership)

By:

(Signature over Printed Name of Authorized Representative)

Cathy / Oyie
8187164 / 8186080

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 9142

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

METRO GLOBAL HOLDINGS CORPORATION

from P2,000,000,000.00 divided into 2,000,000,000 shares of the par value of P1.00 each, to P5,000,000,000.00 divided into 5,000,000,000 shares of the par value of P1.00 each, approved by majority of the Board of Directors on September 24, 2018 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on November 22, 2018 certified to by the Chairman and the Assistant Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 1st day of February, Twenty Twenty-Four.

GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department

BA/ioo

ONCOLL PAYMENT SLIP

LANDBANK

ONCOLL PAYMENT SLIP

This is your receipt when machine validated.

Please check the appropriate mode of payment. CASH [ ] CHECK [✓] DEBIT FROM ACCOUNT [ ]	DATE Dec. 19, 2023
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER 3752 2220 44	MERCHANT / AGENCY NAME SEC RCC
Reference Number 1 20230925-8826654	Printed Name and Signature of Payor / Depositor / Representative ARISTON A. REGO
Reference Number 2 METRO GLOBAL HOLDINGS CORPORATION	Validation
Reference Number 3 (Numeric) 86336248	
Amount ₱6,001,000.00	

DUPLICATE COPY
LAND BANK OF THE PHILIPPINES

LBP DECB 12-19-2023 09:25 Trxn. Seq. #: 22500
T2(JOJIE R GAMAY)
SEC RCC LOCAL CHECK Payment
Clrng. Acct. No. 3752-2220-44
PAYMENT ASSESS 20230925880826654
NAME OF PAYOR METRO GLOBAL
Check No. 326480
Amount 6,001,000.00

ONCOLL PAYMENT SLIP

This is your receipt when machine validated.

Please check the appropriate mode of payment. CASH [ ] CHECK [✓] DEBIT FROM ACCOUNT [ ]	DATE Dec. 19, 2023
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER 3402 2319 20	MERCHANT / AGENCY NAME SEC BTR - LRF
Reference Number 1 20230925-8826654	Printed Name and Signature of Payor / Depositor / Representative ARISTON A. ALGO
Reference Number 2 METRO GLOBAL HOLDINGS CORPORATION	Validation
Reference Number 3 (Numeric) 86336248	
Amount ₱60,010.00	

LAND BANK OF THE PHILIPPINES DECB BRANCH

LBP DECB 12-19-2023 09:23 Trxn. Seq. #: 20700
T2(JOJIE R/GAMAY)
SEC RCC LOCAL CHECK Payment
Clrng. Acct. No. 3402-2319-20
PAF NO. 20230925880826654
PAYORS NAME METRO GLOBAL
Check No. 326475
Amount 60,010.00

ONCOLL PAYMENT SLIP

This is your receipt when machine validated.

Please check the appropriate mode of payment. CASH [✓] CHECK [ ] DEBIT FROM ACCOUNT [ ]	DATE Dec 19, 2023
MERCHANT / AGENCY DEPOSIT ACCOUNT NUMBER 3752 2220 60	MERCHANT / AGENCY NAME SEC BIR DST
Reference Number 1 20230925-8826654	Printed Name and Signature of Payor / Depositor / Representative ARISTON A. REGO
Reference Number 2 METRO GLOBAL HOLDINGS CORPORATION	Validation
Reference Number 3 (Numeric) 86336248	
Amount ₱60.00	

DUPLICATE COPY
LAND BANK OF THE PHILIPPINES

LBP DECB 12-19-2023 09:19 Trxn. Seq. #: 10260
T2(JOJIE R GAMAY)
SEC-BIR CASH Payment
Clrng. Acct. No. 3752-2220-60
PAYT ASMT FORM 20230925880826654
NAME OF PAYOR METRO GLOBAL
Amount 60.00

COVER SHEET

9142
SEC Registration No.

METRO GLOBAL HOLDINGS CORPORATION

(Company's Full Name)

MEZZANINE FLOOR, RENAISSANCE TOWER, MERALCO AVE., PASIG

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

ALICE ODCHIGUE-BONDOC
Contact Person

6336205 loc. 113
Company Telephone Number

12 | 31
Month | Day
fiscal year

APPLICATION FOR INCREASE IN AUTHORIZE CAPITAL STOCK & AMENDMENT OF ARTICLES OF INCORPORATION
FORM TYPE

1st Thursday of March
Month Day
annual meeting

Listed
Secondary License Type, If Appplicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

1-10-2019

Dociment I.D.

Cashier

Clearance from MSRD & CGFD

STAMPS

CRMD

1/10/2019
5:25

REPUBLIC OF THE PHILIPPINES)
) S.S.

CERTIFICATE OF INCREASE OF CAPITAL STOCK AND AMENDED ARTICLES OF INCORPORATION OF METRO GLOBAL HOLDINGS CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being the majority members of the Board of Directors and Corporate Secretary of Metro Global Holdings Corporation (the "Corporation"), organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at Mezzanine Floor, Renaissance Tower, Barangay Ugong, Meralco Avenue, Pasig City;

DO HEREBY CERTIFY THAT;

1. At the meeting of the Board of Directors held on 24 September 2018 wherein a quorum was present, majority of the Board of Directors approved and adopted by resolution the amendment of Article Second of the Articles of Incorporation to expand the Primary Purpose to include investment in businesses engaged in solar, wind and other renewable energy generation facilities such that the Article Second shall read as follows:

"SECOND"

"SECOND: That the purposes for which said Corporation is formed are the following:

To, acquire by purchase, exchange, assignment, gift or otherwise, and to hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in, and with, and otherwise operate, manage, enjoy and dispose of any and all properties of every kind and description and wherever situated, as and to the extent permitted by law, including but not limited to, buildings, solar, wind and other renewable energy generation facilities, tenements, warehouses, factories, edifices, and structures and other improvements; to acquire by purchase or lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, manage any real property so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures including solar, wind and other renewable power generation facilities now or after erected on any lands so owned, held or occupied; to acquire or otherwise deal in bonds, debentures, promissory notes, shares of capital stock, or other securities or obligations, created, negotiated or issued by any corporation, association, or other entity, foreign or domestic and while the owner, holder, or possessor thereof, to exercise all the rights, powers and privileges of ownership or any other interest therein, including the right to receive, collect and dispose of, any and all rentals, dividends, interests and income, derived therefrom, and the right to vote on any proprietary or other interests, on any shares of the capital stock, and upon any bonds, debentures, or other securities having voting power, so owned or held; and provided that it shall not engaged in the business of an open-end or close-end investment company as defined in the Investment Company Act (Republic Act No. 2629) or act as securities broker or dealer *(as amended on 22 November 2018)*."

2. At the meeting of the Board of Directors held on 24 September 2018 wherein a quorum was present, majority of the Board of Directors approved and adopted by resolution the amendment of the Article Seventh of the Articles of Incorporation of the Corporation to increase the authorized capital stock of the Corporation from Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) shares at par value of One Peso (P1.00) per share to Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000) shares at par value of One Peso (P1.00) per share such that the Article Seventh shall read as follows:

SEVENTH

"That the capital stock of the said Corporation is FIVE BILLION PESOS (P5,000,000,000.00) Philippine Currency divided into FIVE BILLION (5,000,000,000) shares with a par value of One Peso (P1.00) Philippine Currency per share (*as amended on 22 November 2018*).

3. The amendment of the Article Second of the Articles of Incorporation and the amendment of Article Seventh to increase the authorized capital stock were likewise ratified by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on 22 November 2018 at Batanes Room, Edsa Plaza Hotel, Mandaluyong City.

4. Out of the increase in the authorized capital stock of Three Billion Pesos (P3,000,000,000.00) representing Three Billion (3,000,000,000) shares at par value of One Peso (P1.00) per share, Seven Hundred Fifty Million Pesos (P750,000,000.00) has been subscribed by Fil-Estate Management, Inc. (FEMI) corresponding to Seven Hundred Fifty Million (750,000,000) shares at par value of One Peso (P1.00) per share out of which subscriptions, Five Hundred Million Pesos (P500,000,000.00) corresponding to Five Hundred Million (500,000,000) shares at par value of One Peso (P1.00) per share have been partially paid via offset of debt of the Corporation to FEMI in the aggregate amount of Five Hundred Million Pesos (P500,000,000.00). This subscription was approved and ratified by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on 22 November 2018.

5. The actual indebtedness of the corporation as of 22 November 2018 amounts to Eight Hundred Million Two Hundred Seventy-Five Thousand One Hundred Forty-Eight Pesos (P800,275,148.00) only.

6. No bonded indebtedness has been incurred, created or increased as of date of the stockholders meeting.

7. The requirements of Section 16 and 38 of the Corporation Code of the Philippines has been complied with.

8. Attached is the true and correct copy of the Amended Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this DEC at PASIG CITY.

ROBERT JOHN L. SOBREPEÑA
Chairman/ Director
TIN 106-808-899

ATTY. FERDINAND T. SANTOS
Director
TIN 106-807-161

NOEL M. CARIÑO
Director
TIN 106-809-774

JAIME M. CACHO
Director
TIN 104-592-872

FRANCISCO C. GONZALEZ
Independent Director
TIN 122-930-742

ROBERTO S. ROCO
Director
TIN 105-744-632

RAFAEL R. PEREZ DE TAGLE, JR.
Director
TIN 106-808-530

EDUARDO R. SANTOS
Independent Director
TIN 111-082-202

ATTY. ALICE ODCHIGUE-BONDOC
Director & Asst. Corporate Secretary
TIN 165-723-045

DEC 13 2018

SUBSCRIBED AND SWORN to before me this __________ at PASIG CITY, affiants exhibiting to me their valid identifications, to wit:

Name	*Valid ID*
Robert John L. Sobrepeña	TIN 106-808-899
Atty. Ferdinand T. Santos	TIN 106-807-161
Noel M. Cariño	TIN 106-809-774
Jaime M. Cacho	TIN 104-592-872
Francisco C. Gonzalez	TIN 122-930-742
Roberto S. Roco	TIN 105-744-632
Eduardo R. Santos	TIN 111-082-202
Rafael Perez De Tagle, Jr.	TIN 106-808-530
Atty. Alice Odchigue-Bondoc	TIN 165-723-045

Doc. No. 477;
Page No. 95;
Book No. 104;
Series of 2018.

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

TREASURER'S AFFIDAVIT OF
METRO GLOBAL HOLDINGS CORPORATION

I, RAMON G. JIMENEZ, Filipino, of legal age, with residential address at 233 Bacood Street, Sta. Mesa, Manila, after being duly sworn in accordance with law, hereby depose and state that;

1. I am the duly elected and incumbent Treasurer of Metro Global Holdings Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City, to act as such in accordance with the by-laws of the Corporation, and that I have been authorized to receive for the Corporation all subscriptions paid in by the subscribers for the capital;

2. As Treasurer, I have been authorized to receive, for and in behalf of the Corporation, all payments for the subscriptions in the increase in the authorized capital stock of the Corporation;

3. At the meeting of the Board of Directors held on 24 September 2018, wherein a quorum was present, a majority of the Board of Directors approved and adopted by resolution the increase in the authorized capital stock of the Corporation from Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) shares at par value of One Peso (P1.00) each share to Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000) Common Shares at par value of One Peso (P1.00) each share;

4. The increase was likewise ratified by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation in their meeting held on 22 November 2018 at the Batanes Room, Edsa Shangri-la Manila, 1 Garden Way, Ortigas Center, Mandaluyong;

5. Out of the net increase in the authorized capital stock of Three Billion Pesos (P3,000,000,000.00) representing Three Billion (3,000,000,000) shares at par value of One Peso (P1.00) per share, Seven Hundred Fifty Million Pesos (750,000,000.00) have been subscribed and partially paid by Fil-Estate Management, Inc., a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines ("FEMI"), by way of conversion of FEMI's advances to the Corporation in the amount of P500,000,000.000 into equity representing Five Hundred Million

(500,000,000) shares at par value of One Peso (P1.00) per share, in the following manner:

	No. of Shares Subscribed	Payment made on Subscription
Tranche 1	425,000,000	P418,750,000.00
Tranche 2	325,000,000	P 81,250,000.00
	750,000,000	P500,000,000.00

6. That at least 25% of the increase in authorized capital stock has been subscribed and fully paid for.

IN WITNESS WHEREOF, I have hereunto set my hand this ______________ at ______________.

CITY OF MAKATI

RAMON G. JIMENEZ
Treasurer

SUBSCRIBED AND SWORN to before me this OCT 1 0 2019, affiant exhibiting to me his Social Security Systems ID No. 03-6347637-1.

NOTARY PUBLIC

Doc. No. 266
Page No. 55;
Book No. 156
Series of 2019.

Treasurersaffidavit.mgh.kingston

DEED OF ASSIGNMENT
(of Advances)

KNOW ALL MEN BY THESE PRESENTS:

This Deed of Assignment is executed this OCT 10 2019 at CITY OF MAKATI, Philippines by and between:

FIL-ESTATE MANAGEMENT, INC, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Mezzanine Floor, Renaissance Towers, Meralco Avenue, Pasig City, represented herein by its President, FERDINAND T. SANTOS, hereinafter referred to as "FEMI";

- and -

METRO GLOBAL HOLDINGS CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at Mezzanine Floor, Renaissance Towers, Meralco Avenue, Pasig City, and represented herein by its Chief Financial Officer, RAMON G. JIMENEZ, hereinafter referred to as "MGH";

WITNESSETH: That -

WHEREAS, MGH is indebted to FEMI in the principal amount of P800,275,148.00 (the "Debt") arising from several advances made by FEMI to MGH as shown in Schedule "A" herein;

WHEREAS, the Board of Directors and stockholders of MGH have approved the increase in the authorized capital stock of MGH from P2 billion to P5 billion and out of the said increase, FEMI has agreed to subscribe to 750,000,000.00 shares to be paid by the assignment to MGH of FEMI's advances to the extent of P500,000,000.00 for the following subscriptions to MGH shares:

	No. of Shares Subscribed	Payment made on Subscription
Tranche 1	425,000,000	P418,750,000.00
Tranche 2	325,000,000	P 81,250,000.00
	750,000,000	P500,000,000.00

WHEREAS, pursuant to the terms and conditions set forth herein, MGH has approved the subscriptions of FEMI to a portion of the increase in capital stock of MGH to be made in the manner provided herein;

NOW, THEREFORE, for and in consideration of the foregoing premises and the terms and conditions hereinafter set forth, the Parties hereby agree as follows:

1. FEMI hereby assigns, transfers and conveys unto MGH the Advances shown in Annex "B" hereof in the aggregate amount of P500,000,000.00 (the "Advances") in:

   a. partial payment of FEMI's subscription to 425,000,000 shares to the extent of P418,750,000.00 representing 98.53% paid up of the subscription; and
   b. partial payment of FEMI's subscription to 325,000,000 shares to the extent of P81,250,000.00 representing 25% paid up of the subscription.

which subscriptions shall be at par value of P1.00 per share to be issued out of the increase in capital stock of MGH to wit:

	No. of Shares Subscribed	Payment made on Subscription
Tranche 1	425,000,000	P418,750,000.00
Tranche 2	325,000,000	P 81,250,000.00
	750,000,000	P500,000,000.00

2. MGH hereby accepts the assignment by FEMI of the Advances shown in Annex "B" hereof in the aggregate amount of P500,000,000.00 as partial payments of the subscriptions to the new shares described above to be issued out of the increase in capital stock of MGH and in consideration thereof, MGH agrees to issue new shares to FEMI from its capital stock increase in accordance with the payments of the subscriptions described above.

3. The issuance of the new shares shall be conditioned on the (i) issuance of the new shares being exempt from the registration requirements under applicable securities laws and the Securities Regulation Code, (ii) MGH receiving approval from the Securities and Exchange Commission for the issuance of the new shares, and (iii) MGH receiving final approval from the Philippine Stock Exchange for the listing of the new shares.

4. All taxes and expenses to be paid by reason of the assignment of the new shares in favor of FEMI shall be for the account of MGH.

5. MGH hereby represents and warrants in favor of FEMI as follows:

(a) The new shares shall be issued from the planned increase in the authorized capital stock of MGH from P2 billion pesos divided into 2 billion shares with a par value of P1.00 per share to P5 billion pesos divided into 5 billion shares with a par value of P1.00 per share (the "Increase").

(b) Upon approval of the Increase by the Securities and Exchange Commission (SEC), MGH will have full legal right and capacity to

ACKNOWLEDGMENT

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

OCT 10 2019

BEFORE ME, a Notary Public for and in Pasig City this _____ day of ________, 2019 personally appeared the following:

Name	Competent Evidence of Identity	Expiration
FERDINAND T. SANTOS	TIN 106-807-161	N/A
RAMON G. JIMENEZ	TIN 136-736-502	N/A

known to me to be the same persons who executed the foregoing instrument and acknowledged to me that the same is their free voluntary act and deed as well as of the Corporations they herein represent.

This instrument refers to a Deed of Assignment of Advances consisting of 4 pages including this page wherein the acknowledgment is written and signed by the parties and their instrumental witnesses.

WITNESS MY HAND AND SEAL on the date and at the place first above written.

Doc. No. 265;
Page No. 54;
Book No. 256;
Series of 2019.

femi.deedofassignmenttomghofadvances.kingston.joel

ATTY. ... Notary Public ... City
Appointment ... until 12/31/2019
PTR No. 733... Jan 3, 2019, Makati City
Roll No. 45790, IBP ... 004897
MCLE No. VI-001.../April 15, 2016
G/F Fedman Suites, 199 Salcedo Street
Legaspi Village, Makati City

COVER SHEET

9142

S.E.C. Registration Number

METRO GLOBAL HOLDINGS

CORPORATION

(Company's Full Name)

MEZZANINE FLOOR RENAISSANCE

TOWER MERALCO AVENUE

PASIG CITY

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

ATTY. ALICE ODCHIGUE-BONDOC

Contact Person

28633 - 6205 Loc. 113

Company Telephone Number

Month Day

SEC FORM

17- C

FORM TYPE

1st Thursday of March

Month Day

calendar year

Regitered/Listed

Secondary License Type, If Appplicable

MSRD

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic Foreign

****

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **February 22, 2024**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number: **9124** 3. BIR Tax Identification No. **000-194-408-000**

4. **METRO GLOBAL HOLDINGS CORPORATION**
   Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines**
   Province, country or other jurisdiction of incorporation

6. (SEC Use Only)
   Industry Classification Code:

7. **Mezzanine, Renaissance Towers, Meralco Ave., Pasig City** **1604**
   Address of principal office Postal Code

8. **(632) 8633-6205**
   Issuer's telephone number, including area code

9. **N.A-**
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	**5,000,000,000 share**

11. Indicate the item numbers reported herein:

    ITEM 9 – OTHER EVENTS “Postponement of Annual Stockholders’ Meeting”

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METRO GLOBAL HOLDINGS CORPORATION
Issuer

Date: February 22, 2024

By:

ALICE ODCHIGUE-BONDOC
Assistant Corporate Secretary

METRO GLOBAL HOLDINGS CORP.

21 FEBRUARY 2024

MARKET AND SECURITIES REGULATION DEPARTMENT
SECURITIES & EXCHANGE COMMISSION
SEC HEADQUARTERS
MAKATI AVENUE, MAKATI CITY
PHILIPPINES

ATTENTION: **ATTY. OLIVER LEONARDO**
Director

SUBJECT: POSTPONEMENT OF 2024 ANNUAL STOCKHOLDERS MEETING

Dear Sir:

Please be informed that as previously disclosed to the Securities and Exchange Commission, the shareholders of METRO GLOBAL HOLDINGS CORPORATION (MGH) approved in its Annual Meeting last 12 October 2023, the amendment of the Company's By-Laws to move from the 1st Thursday of March to last Thursday of July of each year.

The amendment is planned to be submitted to the Commission sometime next month, as the Company needed to wait for the approval of the Commission on the amendment of its Articles of its Incorporation increasing its AUTHORIZED CAPITAL STOCK before proceeding to filing of its amendment on its BY- LAWS. The Company received the Commission's approval of its Amended Articles of Incorporation last 5th Feb 2024.

With the receipt of the foregoing approval by the Commission, the Company will proceed to file for the Commission's approval its amendments on its By-Laws to reflect changes in its Annual Meeting date and other amendments to align provisions in the Company's By-Laws with the provisions in the Revised Code of Corporate Governance.

The new annual meeting date per approval by the shareholders last 12 October 2023 is the last Thursday of July, which falls on 25 July 2024 (instead of 7 March 2024) this year.

Kind regards,

ATTY. ALICE BONDOC
Assistant Corporate Secretary

Mezzanine Floor, Renaissance Tower, Meralco Avenue, Barangay Ugong, Pasig City, Philippines
Tel.: +63.2.633.6205; Tel Fax: +63.2.633.6248
Website: www.metroglobalholdings.com; Email: info@metroglobalholdings.com

SUBSCRIBED AND SWORN to before me this FEB 22 2024 at MANDALUYONG CITY affiant exhibiting to me her Integrated Bar of the Philippines ID 14624.

Doc. No. ; 429

Page No. ; 87

Book No. ; 134

Series of 2024.

ATTY. JA[illegible]S K. ABUGAN
Notary Public
APPT. NO. 044[illegible] Until 12-31, 2024
IBP No. [illegible] Jan. 04, 2024 Rizal Chapter
Roll No. [illegible] Lifetime
MCLE No. [illegible] until 4/14/2025
TIN No. [illegible]-056
PTR No. [illegible] 01/03/2024
[illegible]
Mandaluyong City [illegible]-523-21

SECRETARY'S CERTIFICATE

I, **GILBERT RAYMUND T. REYES**, Filipino, of legal age, with principal office at 5th Floor, SEDCCO I Building, Rada corner Legaspi Streets, Legaspi Village, Makati City, after having been sworn according to law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of Metro Global Holdings Corporation (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal office address at Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City, and listed on the Philippine Stock Exchange ("PSE") since 4 May 1964.

2. As Corporate Secretary, I have custody and access to the corporate records of the Corporation, including, but not limited to, the books and records of the transfer agent.

3. Based on the records of the Corporation, on 12 October 2023, the shareholders of the Corporation approved during its Annual Meeting the amendment of the Corporation's By-Laws to amend the schedule of the annual meeting from the first Thursday of March to the last Thursday of July each year.

4. The Corporation is scheduled to submit next month its application for amendment of its By-Laws since the Corporation just received the Securities and Exchange Commission's approval of its application for amendment of its Articles of Incorporation increasing the Corporation's authorized capital stock.

5. Pursuant to the new annual meeting date approved by the shareholders during the 12 October 2023 Annual Meeting, the annual meeting this year is scheduled on 25 July 2024 (last Thursday of July of 2024).

IN WITNESS WHEREOF, this Certificate was signed this 22 FEB 2024 at Makati City.

Gilbert R. T. Reyes

GILBERT RAYMUND T. REYES
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 22 FEB 2024 at Makati City, Philippines, affiant exhibiting to me his Passport No. P8069137A valid until 23 July 2028. The affiant is personally known to the Notary Public.

Doc. No. 181;
Page No. 38;
Book No. II;
Series of 2024.

KRISHA D. SANTOS
NOTARY PUBLIC
ROLL NO. 81649
MAKATI CITY, PHILIPPINES

KRISHA D. SANTOS
Notary Public for Makati City
Until 31 December 2024
PTR No. 10085[illegible]/Jan. 10, 2024/Makati City
IBP No. [illegible]/Jan. [illegible], 2024/Tarlac
Roll of Attorneys No. 81649
Admitted to the Bar on 24 May 2022
MCLE Governing Board Order No. 1
Series of 2008, July 4, 2008
Appointment No. M-535
5th Floor, SEDCCO I Bldg., 120 Rada corner
Legaspi Sts., Legaspi Village, Makati City

899.60.19
SVC/MGH/Secretary's Certificate on Postponement of ASM 2024

COVER SHEET

9142

S.E.C. Registration Number

METRO GLOBAL HOLDINGS

CORPORATION

(Company's Full Name)

MEZZANINE FLOOR RENAISSANCE

TOWER MERALCO AVENUE

PASIG CITY

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

ATTY. ALICE ODCHIGUE-BONDOC

Contact Person

28633 - 6205 Loc. 113

Company Telephone Number

12 31

Month Day

calendar year

SEC FORM

17-C

FORM TYPE

Month Day

Regitered/Listed

Secondary License Type, If Appplicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. **June 20, 2024**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number: **9124** 3. BIR Tax Identification No. **000-194-408-000**

4. **Metro Global Holdings Corporation**
   Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines** (SEC Use Only)

   Province, country or other jurisdiction of incorporation — Industry Classification Code:

7. **Mezzanine Renaissance Towers, Meralco Ave., Pasig City** — **1604**
   Address of principal office — Postal Code

8. **(632) 8633-6205**
   Issuer's telephone number, including area code

9. **N.A**
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	**2,750,000,000**

11. Indicate the item numbers reported herein: Item 9

SIGNATURE

Please be informed that the Board of Directors of Metro Global Holdings Corporation ("MGH) at its meeting held today 20 June 2024 approved Management's request for the extension of the term of Francisco C. Gonzalez as Independent Director of MGH for an additional one (1) year upon reaching the term limit as independent director this end of the 2023 to 2024 Board term, subject to necessary approval of the shareholders. This will allow MGH to continue to draw on the independent views, leadership role, experience and expertise of Mr. Gonzalez especially in the light of the new business direction of the Company to engage in solar, wind and other renewable energy generation facilities, starting this year, thru a newly acquired subsidiary, Metro Solar Power Solutions, Inc. (a power generation company). Mr. Gonzalez is an Electrical Engineer by profession and is the CEO of his own company engaged in installation of electrical systems and electrical power generation facilities. Metro Solar has an existing 65megawatt solar power energy project in Pililla, Rizal which project is targeted to break ground this 2024. The industry experience of Mr. Gonzalez in the power/ energy sector will be an invaluable contribution to the success of this pioneer project in Pililla, Rizal by the Company's subsidiary, Metro Solar.

The extension of term of Mr. Gonzalez as an Independent Director, as approved by the Board, will be subject to approval of the stockholders of record during the Annual Stockholders' Meeting on 25 July 2024.

METRO GLOBAL HOLDINGS CORPORATION
Issuer

By:

ALICE ODCHIGUE-BONDOC
SVP-Good Governance & Compliance Officer

Date: June 20, 2024

METRO GLOBAL HOLDINGS CORP.

20 June 2024

SECURITIES AND EXCHANGE COMMISSION
SEC Headquarters
Makati Avenue, Makati City

Attention: **ATTY. OLIVER O. LEONARDO**
Director, Markets and Securities Regulation Department

THE PHILIPPINE STOCK EXCHANGE
6th to 10th Floors, PSE Tower
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: **MS. ALEXANDRA D. TOM WONG**
Head, Disclosure Department

Subject: TERM EXTENSION OF INDEPENDENT DIRECTOR, FRANCISCO C. GONZALEZ

Gentlemen:

Please be informed that the Board of Directors of Metro Global Holdings Corporation ("MGH) at its meeting held today 20 June 2024 approved Management's request for the extension of the term of Francisco C. Gonzalez as Independent Director of MGH for an additional one (1) year upon reaching the term limit as independent director this end of the 2023 to 2024 Board term, subject to necessary approval of the shareholders. This will allow MGH to continue to draw on the independent views, leadership role, experience and expertise of Mr. Gonzalez especially in the light of the new business direction of the Company to engage in solar, wind and other renewable energy generation facilities, starting this year, thru a newly acquired subsidiary, Metro Solar Power Solutions, Inc. (a power generation company). Mr. Gonzalez is an Electrical Engineer by profession and is the CEO of his own company engaged in installation of electrical systems and electrical power generation facilities. Metro Solar has an existing 65megawatt solar power energy project in Pililla, Rizal which project is targeted to break ground this 2024. The industry experience of Mr. Gonzalez in the power/ energy sector will be an invaluable contribution to the success of this pioneer project in Pililla, Rizal by the Company's subsidiary, Metro Solar.

The extension of term of Mr. Gonzalez as an Independent Director, as approved by the Board, will be subject to approval of the stockholders of record during the Annual Stockholders' Meeting on 25 July 2024.

Very truly yours,

ATTY. ALICE ODCHIGUE-BONDOC
Assistant Corporate Secretary

COVER SHEET

9142

SEC Registration No.

METRO GLOBAL HOLDINGS CORPORATION

(Company's Full Name)

MEZZANINE FLOOR, RENAISSANCE TOWER, MERALCO AVE., PASIG

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

ALICE ODCHIGUE-BONDOC

Contact Person

(02)86336205 loc. 113

Company Telephone Number

SEC FORM 17-C (Results of 2024 Annual Shareholders Meeting and Organizational Meeting of the Board of Directors)

FORM TYPE

12	31
Month	Day

fiscal year

1st Thursday of March

Month Day

annual meeting

Listed

Secondary License Type, If Applicable

MSRD

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Dociment I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. **25 July 2024**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number: **9124** 3. BIR Tax Identification No. **000-194-408-000**

4. **Metro Global Holdings Corporation**
   Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines** (SEC Use Only)

   Province, country or other jurisdiction of incorporation — Industry Classification Code:

7. **Mezzanine Renaissance Towers, Meralco Ave., Pasig City** **1604**
   Address of principal office Postal Code

8. **(632) 8633-6205**
   Issuer's telephone number, including area code

9. **N.A**
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	**2,750,000,000 share**

11. Indicate the item numbers reported herein: Item 9

Please see attached letter.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METRO GLOBAL HOLDINGS CORPORATION
Issuer

Date: July 25, 2024

By:

ALICE ODCHIGUE-BONDOC
SVP-Good Governance & Compliance Officer

METRO GLOBAL HOLDINGS CORP.

25 July 2024

SECURITIES AND EXCHANGE COMMISSION
SEC Headquarters
Makati Avenue, Makati City

Attention: **ATTY. OLIVER O. LEONARDO**
Director, Markets and Securities Regulation Department

THE PHILIPPINE STOCK EXCHANGE
6th to 10th Floors, PSE Tower
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: **MS. ALEXANDRA D. TOM WONG**
Head, Disclosure Department

Subject: RESULTS OF ANNUAL MEETING OF STOCKHOLDERS AND ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

Gentlemen:

In compliance with the rules and regulations on disclosure of the Securities and Exchange Commission ("SEC") and Philippine Stock Exchange ("PSE"), we hereby report the results of the Annual Meeting of the Stockholders of Metro Global Holdings Corporation (the "Company") held today, July 25, 2024, 10:00 A.M. through remote communication, as follows:

1. The Corporate Secretary certified that there is a quorum for the transaction of business, there being present in person or represented by proxy a total of 91.26% of common shares of the Company.

2. The Corporate Secretary attested to the votes attained for the following matters approved and authorized by the stockholders:

   2.1 The stockholders approved the Minutes of the Annual Meeting of Stockholders held on 12 October 2023. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the Minutes of the Annual Meeting of Stockholders held on 12 October 2023.

   2.2 The stockholders approved the Annual Report and Audited Financial Statements of the Company for the calendar year ended 31 December 2023. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the Audited Financial Statements of the Company for the calendar year ended 31 December 2023.

2.3 The stockholders confirmed and ratified all acts, contracts, resolutions and proceeding made and entered into by Management and/or the Board of Directors and the various Committees constituted pursuant to the Code of Corporate Governance from October 12, 2023 up to the present. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the confirmation and ratification of all acts, contracts, resolutions and proceedings made and entered into by Management and/or Board of Directors and various Committees constituted pursuant to the Code of Corporate Governance from October 12, 2023 up to the present.

2.4 The stockholders approved the extension of the Board term of Independent Director Francisco C. Gonzalez for another year following his previous 9-year term limit.

2.5 The stockholders approved the appointment of Isla Lipana & Co. as the Company's independent external auditor. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the appointment of Isla Lipana & Co. as the Company's independent external auditor.

3. The stockholders, who voted in person and by proxy a total of 91.26% of common shares of the Company, elected the following directors for the ensuing year:

3.1 Robert John L. Sobrepeña
3.2 Atty. Ferdinand T. Santos
3.3 Noel M. Cariño
3.4 Rafael Perez de Tagle, Jr.
3.5 Atty. Alice Odchigue-Bondoc
3.6 Roberto S. Roco
3.7 Jaime M. Cacho
3.8 Francisco C. Gonzalez - Independent
3.9 Jose Wilfrido M. Suarez – Independent

4. **In the Organizational Meeting of the Board of Directors of the Company held on 25 July 2024 immediately after the Annual Meeting of Stockholders,** the following matters were taken up:

The Board re-elected/re-appointed the Chairman of the Board and Officers of the Company to their respective positions:

Chairman of the Board & CEO	-	Robert John L. Sobrepeña
President & Chief Risk Officer	-	Atty. Ferdinand T. Santos
EVP for Operations & Director for Investor Relations	-	Rafael Perez de Tagle, Jr.
SVP for Project Development	-	Jaime M. Cacho
Senior Vice President-Good Governance	-	Atty. Alice Odchigue-Bondoc

Compliance Officer, Corporate Information Officer & Asst. Corporate Secretary		
Vice-President – Chief Finance Officer and Alternate Corporate Information Officer	-	Ramon G. Jimenez
Vice-President – Chief Audit Executive	-	Solita S. Alcantara
Vice-President – Business Dev't. & Special Projects	-	Sylvia M. Hondrade
VP for Records Management	-	Socorro G. Roco
VP for Human Resources	-	Khateryn M. Benitez
Corporate Secretary	-	Atty. Gilbert Raymund T. Reyes

5. The Board approved the constitution of the following Board Committees:

(1) EXECUTIVE COMMITTEE

Chairman:	Robert John L. Sobrepeña
Members:	Noel M. Cariño
	Atty. Ferdinand T. Santos
	Francisco C. Gonzalez (Independent Director)

(2) SALARY COMPENSATION COMMITTEE

Chairman:	Robert John L. Sobrepeña
Members:	Atty. Ferdinand T. Santos
	Francisco C. Gonzalez (Independent Director)

(3) AUDIT COMMITTEE

Chairman:	Francisco C. Gonzalez (Independent Director)
Members:	Jose Wilfrido M. Suarez (Independent Director)
	Roberto S. Roco
	Solita S. Alcantara

(4) CORPORATE GOVERNANCE COMMITTEE

Chairman:	Jose Wilfrido M. Suarez (Independent Director)
Members:	Francisco C. Gonzalez (Independent Director)
	Robert John L. Sobrepeña
	Atty. Ferdinand T. Santos
	Rafael Perez de Tagle, Jr.
	Atty. Alice Odchigue-Bondoc

(5) BOARD RISK OVERSIGHT COMMITTEE

Chairman:	Jose Wilfrido M. Suarez (Independent Director)
Members:	Francisco C. Gonzalez (Independent Director)
	Atty. Ferdinand T. Santos
	Atty. Alice Odchigue-Bondoc

(6) RELATED PARTY TRANSACTIONS COMMITTEE

Chairman:	Francisco C. Gonzalez (Independent Director)
Members:	Jose Wilfrido M. Suarez (Independent Director)
	Roberto S. Roco
	Ramon G. Jimenez

6. The Board approved the appointment of Banco de Oro- Stock Transfer Services as stock transfer agent.

Very truly yours,

METRO GLOBAL HOLDINGS CORPORATION

By:

ATTY. ALICE ODCHIGUE-BONDOC
Senior Vice President/Good Governance Compliance Officer, Corporate Information Officer & Asst. Corporate Secretary

COVER SHEET

9142
SEC Registration No.

METRO GLOBAL HOLDINGS CORPORATION

(Company's Full Name)

MEZZANINE FLOOR, RENAISSANCE TOWER, MERALCO AVE., PASIG
(Business Address: No. Street City/ Town/ Province)

ALICE ODCHIGUE-BONDOC
Contact Person

(02)86336205 loc. 113
Company Telephone Number

SEC FORM 17-C (Results of 2024 Organizational Meeting of the Board of Directors)

12 31
Month Day
fiscal year

FORM TYPE

1st Thursday of March
Month Day
annual meeting

Listed
Secondary License Type, If Applicable

MSRD
Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Dociment I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. **25 July 2024**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number: **9124** 3. BIR Tax Identification No. **000-194-408-000**

4. **Metro Global Holdings Corporation**
   Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines** (SEC Use Only)

   Province, country or other jurisdiction of incorporation — Industry Classification Code:

7. **Mezzanine Renaissance Towers, Meralco Ave., Pasig City** — **1604**
   Address of principal office — Postal Code

8. **(632) 8633-6205**
   Issuer's telephone number, including area code

9. **N.A**
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	**2,750,000,000 share**

11. Indicate the item numbers reported herein: Item 4

At the Organizational Board Meeting of METRO GLOBAL HOLDINGS CORPORATION held today, 25 July 2024 at Lung Hin Restaurant, Marco Polo Hotel, Pasig City, the following were elected/ appointed:

Chairman of the Board & CEO	-	Robert John L. Sobrepeña
President & Chief Risk Officer	-	Atty. Ferdinand T. Santos

EVP for Operations & Director for Investor Relations	-	Rafael Perez de Tagle, Jr.
SVP for Project Development	-	Jaime M. Cacho
Senior Vice President-Good Governance Compliance Officer, Corporate Information Officer & Asst. Corporate Secretary	-	Atty. Alice Odchigue-Bondoc
Vice-President – Chief Finance Officer and Alternate Corporate Information Officer	-	Ramon G. Jimenez
Vice-President – Chief Audit Executive	-	Solita S. Alcantara
Vice-President – Business Dev't. & Special Projects	-	Sylvia M. Hondrade
VP for Records Management	-	Socorro G. Roco
VP for Human Resources	-	Khateryn M. Benitez
Corporate Secretary	-	Atty. Gilbert Raymund T. Reyes

At the same meeting of the Board, the following Board Committees have been constituted:

(1) EXECUTIVE COMMITTEE

Chairman: Robert John L. Sobrepeña

Members: Noel M. Cariño
Atty. Ferdinand T. Santos
Francisco C. Gonzalez (Independent Director)

(2) SALARY COMPENSATION COMMITTEE

Chairman: Robert John L. Sobrepeña

Members: Atty. Ferdinand T. Santos
Francisco C. Gonzalez (Independent Director)

(3) AUDIT COMMITTEE

Chairman: Francisco C. Gonzalez (Independent Director)

Members: Jose Wilfrido M. Suarez (Independent Director)
Roberto S. Roco
Solita S. Alcantara

(4) CORPORATE GOVERNANCE COMMITTEE

Chairman:	Jose Wilfrido M. Suarez (Independent Director)
Members:	Francisco C. Gonzalez (Independent Director)
	Robert John L. Sobrepeña
	Atty. Ferdinand T. Santos
	Rafael Perez de Tagle, Jr.
	Atty. Alice Odchigue-Bondoc

(5) <u>BOARD RISK OVERSIGHT COMMITTEE</u>

Chairman:	Jose Wilfrido M. Suarez (Independent Director)
Members:	Francisco C. Gonzalez (Independent Director)
	Atty. Ferdinand T. Santos
	Atty. Alice Odchigue-Bondoc

(6) <u>RELATED PARTY TRANSACTIONS COMMITTEE</u>

Chairman:	Francisco C. Gonzalez (Independent Director)
Members:	Jose Wilfrido M. Suarez (Independent Director)
	Roberto S. Roco
	Ramon G. Jimenez

The Board also reappointed the Banco de Oro Unibank – Stock Transfer Services – as stock transfer agent of the Company.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METRO GLOBAL HOLDINGS CORPORATION
Issuer

Date: July 25, 2024

By:

ALICE ODCHIGUE-BONDOC
SVP-Good Governance & Compliance Officer

COVER SHEET

9142

S.E.C. Registration Number

METRO GLOBAL HOLDINGS CORPORATION (formerly FIL-ESTATE CORPORATION)

(Company's Full Name)

MEZZANINE FLOOR RENAISSANCE TOWER MERALCO AVENUE PASIG CITY

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

ATTY. ALICE ODCHIGUE-BONDOC

Contact Person

(02) 8633 - 6205

Company Telephone Number

Month Day

calendar year

ATTENDANCE TO CORPORATE GOVERNANCE SEMINAR

FORM TYPE

Month Day

Regitered/Listed

Secondary License Type, If Appplicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic Foreign

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To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **December 20, 2024**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number: **9124**

3. BIR Tax Identification No. **000-194-408-000**

4. **METRO GLOBAL HOLDINGS CORPORATION**
   Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines**
   Province, country or other jurisdiction of incorporation

6. (SEC Use Only)
   Industry Classification Code:

7. **Mezzanine, Renaissance Towers, Meralco Ave., Pasig City** **1604**
   Address of principal office Postal Code

8. **(632) 8633-6205**
   Issuer's telephone number, including area code

9. **N.A.**
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	**2,750,000,000 share**

11. Indicate the item numbers reported herein: ITEM 9 – OTHER EVENTS

    Please see attached letter.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METRO GLOBAL HOLDINGS CORPORATION
Issuer

Date: December 20, 2024

By:

ALICE ODCHIGUE-BONDOC
SVP-Good Governance & Compliance Officer

METRO GLOBAL HOLDINGS CORP.

20 December 2024

SECURITIES AND EXCHANGE COMMISSION
SEC HQ
Paseo de Roxas, Makati City

Attention: Ms. Rachel Esther J. Gumtang-Remalante
Corporate Governance & Finance Department

PHILIPPINE STOCK EXCHANGE
PSE Tower, 5th Avenue
Bonifacio Global City, Taguig City

Attention: Ms. Alexandra D. Tom Wong
Head, Disclosure Department

Gentlemen:

In compliance with the Commission's requirements under SEC Memorandum Circular No. 19, Series of 2016, we submit herewith the Certificates of Attendance of the Company's Directors and Key Officers for the four (4) hour Annual Corporate Governance Seminar for the year 2024 conducted by the Center for Global Best Practices held on December 17, 2024 (Topics: Corporate Governance in Digital Age and Global Standards in Artificial Intelligence (AI) Management), which certificates were received by the Company on 20 December 2024:

Directors:

1. Robert John L. Sobrepeña - Chairman of the Board & CEO
2. Atty. Ferdinand T. Santos - President & Chief Risk Officer
3. Rafael Perez de Tagle, Jr. - EVP for Operations & Director for Investor Relations
4. Atty. Alice Odchigue-Bondoc - Senior Vice President-Good Governance Compliance Officer, Corporate Information Officer & Asst. Corporate Secretary
5. Roberto S. Roco
6. Jaime M. Cacho - SVP for Project Development
7. Francisco C. Gonzalez - Independent Director
8. Jose Wilfrido M. Suarez - Independent Director

Key Officers:

1. Ramon G. Jimenez - Chief Financial Officer
2. Solita S. Alcantara - Vice-President - Chief Audit Executive
3. Sylvia M. Hondrade -Vice-President - Business Development & Special Projects
4. Socorro G. Roco - VP for Records Management
5. Khateryn M. Benitez - VP for Human Resources

Our Director Mr. Noel Carino and Corporate Secretary, Atty. Gilbert Raymund T. Reyes have attended their corporate governance seminars with other public and publicly listed companies, which we again submit for reference.

Very truly yours,

ATTY. ALICE ODCHIGUE-BONDOC
SVP-Good Governance & Compliance Officer

CENTER FOR GLOBAL BEST PRACTICES

(SEC Provider Accreditation Number CG2024-001)

presents this

CERTIFICATE OF COMPLETION

to

Robert John L. Sobrepeña

for completing the four-hour SEC-accredited

CORPORATE GOVERNANCE TRAINING

Topic 1: Corporate Governance in the Digital Age
Topic 2: Artificial Intelligence Management

held on Tuesday, December 17, 2024

from 1:00 pm to 5:00 pm via zoom

Henry Belleza Aquende, MBM, Hon. DPA
Founder & President
Center for Global Best Practices

[redacted]
Course [redacted]*er*
Center fo[redacted]*ices*

Course Director & Lecturer
Center for Global Best Practices

905 Richville Corporate Tower, 1107 Alabang- Zapote Road, Madrigal Business Park, Muntinlupa City, 1780 Philippines
Manila: (+63 2) 8842-7148 or 59 * (+63 2) 8556-8968 Cebu: (+63 32) 512-3106 or 07 * Website: www.cgbp.org

CENTER FOR GLOBAL BEST PRACTICES

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presents this

CERTIFICATE OF COMPLETION

to

Ferdinand T. Santos

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[redacted]

[redacted]
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Rafael R. Perez De Tagle, Jr.

for completing the four-hour SEC-accredited

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Course Director & Lecturer
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Alice Odchigue-Bondoc

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Jaime M. Cacho

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[redacted]
Course [redacted]
Center fo[redacted]

[redacted]
Course Director & Lecturer
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Francisco C. Gonzalez

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Jose Wilfrido M. Suarez

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CERTIFICATE OF COMPLETION

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Ramon G. Jimenez

for completing the four-hour SEC-accredited

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Founder & President
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Course Director & Lecturer
Center for Global Best Practices

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presents this

CERTIFICATE OF COMPLETION

to

Solita S. Alcantara

for completing the four-hour SEC-accredited

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[redacted]
Course [redacted]
Center [redacted]

[redacted]
Course Director & Lecturer
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CENTER FOR
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presents this

CERTIFICATE OF COMPLETION

to

Sylvia M. Hondrade

for completing the four-hour SEC-accredited

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Founder & President
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Course [redacted]*er*
Center fo[redacted]*ices*

Course Director & Lecturer
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Socorro G. Roco

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Course Director & Lecturer
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Khateryn M. Benitez

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Risks, Opportunities Assessment and Management (ROAM), Inc.

awards this

CERTIFICATE OF COMPLETION

to

Noel M. Cariño

for having completed the webinar on

CORPORATE GOVERNANCE

held on 12 November 2024 through Zoom Meeting

[redacted]

2024 ANNUAL CORPORATE GOVERNANCE ENHANCEMENT SESSION
For Directors, Advisory Board Members and Officers

THIS CERTIFICATE IS AWARDED TO

Gilbert Raymund T. Reyes

FOR HAVING ATTENDED THE ANNUAL CORPORATE GOVERNANCE ENHANCEMENT SESSION
held on September 27, 2024 from 8:30 a.m. to 12:30 p.m.
CONSISTING OF TWO SESSIONS:

"BECOME AN INSURGENT: RE-FOCUS AND RE-ENERGIZE YOUR BUSINESS STRATEGY, ORGANIZATION, AND CULTURE FOR SUCCESS"
BY MR. DAVID MOREY

AND

"BUILDING A DATA-DRIVEN BUSINESS: LEVERAGING ARTIFICIAL INTELLIGENCE AND BIG DATA FOR GROWTH"
BY DR. ERIKA FILLE T. LEGARA

ROMEO B. BACHOCO
CHIEF COMPLIANCE AND CORPORATE GOVERNANCE OFFICER
PHILEX MINING CORPORATION

MA. MAGDALENE A. TAN
VICE PRESIDENT
HEAD, CORPORATE GOVERNANCE
PLDT INC.

JOCELYN C. VILLAR-ALTAMIRA
VICE PRESIDENT AND HEAD
CORPORATE GOVERNANCE AND COMPLIANCE OFFICE
MANILA ELECTRIC COMPANY

PARALUMAN M. NAVARRO
CHIEF COMPLIANCE OFFICER
PXP ENERGY CORPORATION

PAOLO DANIEL ROLANDO R. AÑONUEVO
ASSISTANT CORPORATE SECRETARY
ROXAS HOLDINGS, INC.

Signatures

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Company Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Pasig on ________________ .

By:

Robert John L. Sobrepeña Chairman of the Board/ Chief Executive Officer	**Atty. Ferdinand T. Santos** President/Chief Risk Officer
Ramon G. Jimenez Chief Finance Officer and Alternate Corporate Information Officer	**Atty. Alice Odchigue-Bondoc** Senior Vice President-Good Governance Compliance Officer, Corporate Information Officer & Asst. Corporate Secretary

APR 29 2025

SUBSCRIBED AND SWORN to before me this _____ day of ________ affiant(s) exhibiting to me his/their Social Security System Number, as follows:

NAMES	**SSS NO.**
Robert John L. Sobrepeña	03-6449007-1
Atty. Ferdinand T. Santos	03-2643588-3
Alice O. Bondoc	33-1923852-8
Ramon G. Jimenez	03-6347637-1

Doc. No.: 214 ;
Page No.: 45 ;
Book No.: III ;
Series of 2025

CHRISTIAN H. SORITA
Notary Public for Pasig & Pateros
First Floor, Renaissance 1000 Tower D,
Meralco Avenue, Pasig City 1604
Roll of Attorneys No. 52539
Appointment No. 5 (2024-2025)
Commission Expires on December 31, 2025
PTR No. 3021157; 01-03-2025; Pasig City
Lifetime IBP No. 010223; 10-17-2011; Pasig City
MCLE Compliance No.VIII-0000183
issued on 16 August 2022

Gmail

Charmaine Ortega <ortegacha0317@gmail.com>

Your BIR AFS eSubmission uploads were received

eafs@bir.gov.ph <eafs@bir.gov.ph> Wed, Apr 30, 2025 at 10:33 AM
To: ORTEGACHA0317@gmail.com
Cc: MCSN_CARRIE@yahoo.com

Hi METRO GLOBAL HOLDINGS CORPORATION,

Valid files

- EAFS000194408OTHTY122024.pdf
- EAFS000194408TCRTY122024-02.pdf
- EAFS000194408ITRTY122024.pdf
- EAFS000194408TCRTY122024-01.pdf
- EAFS000194408AFSTY122024.pdf
- EAFS000194408RPTTY122024.pdf

Invalid file

- <None>

Transaction Code: **AFS-0-ZY1V1PX0MXNVMYQMTVQQW1M04MTZY1ZT**
Submission Date/Time: **Apr 30, 2025 10:33 AM**
[Quoted text hidden]

ANNEX A-1

METRO GLOBAL HOLDINGS CORP.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS

The management of **Metro Global Holdings Corporation and Subsidiaries** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2024 and 2023, 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 financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

Isla Lipana & Co., the independent auditors, appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

Robert John L. Sobrepeña
Chairman of the Board /Chief Executive Officer

Atty. Ferdinand T. Santos
President/Chief Risk Officer

Ramon G. Jimenez
Vice President-Chief Finance Officer
and Alternate Corporate Information Officer

Signed this 25th day of April 2025

ACKNOWLEDGEMENT

APR 29 2025

SUBSCRIBED AND SWORN to before me this ______ day of _________ affiant(s) exhibiting to me his/their Social Security System Number, as follows:

NAMES	**SSS NO.**
Robert John L. Sobrepeña	03-6449007-1
Atty. Ferdinand T. Santos	03-2643588-3
Ramon G. Jimenez	03-6347637-1

Doc. No.: 218 ;
Page No.: 95 ;
Book No.: III ;
Series of 2025

CHRISTIAN H. SORITA
Notary Public for Pasig & Pateros
First Floor, Renaissance 1000 Tower D,
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MCLE Compliance No.VIII-0000183
issued on 16 August 2022

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

9	1	4	2							

COMPANY NAME

M E T R O G L O B A L H O L D I N G S
C O R P O R A T I O N

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

M E Z Z A N I N E F L O O R ,
R E N A I S S A N C E T O W E R,
M E R A L C O A V E N U E , P A S I G C I T Y

Form Type	Department requiring the report	Secondary License Type, If Applicable
A A F S	M S R D	Not applicable

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
info@metroglobalholdings.com	8633-6205	Not applicable

No. of Stockholders	Annual Meeting Month/Day	Fiscal Year Month/Day
1915	Last Thursday of July	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ramon G. Jimenez	rgj@metroglobalholdings.com	8633-6205	Not applicable

CONTACT PERSON's ADDRESS
Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City

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

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

Independent Auditor's Report

To the Board of Directors and Shareholders of
Metro Global Holdings Corporation and Subsidiaries
Mezzanine Floor, Renaissance Centre,
Meralco Avenue, Pasig City

Our Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Metro Global Holdings Corporation (the "Parent Company") and its subsidiaries (together, the "Group") as at December 31, 2024 and 2023, and its consolidated financial performance and consolidated cash flows for each of the three years then ended in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

What we have audited

The consolidated financial statements of the Group comprise:

- the consolidated statements of financial position as at December 31, 2024 and 2023;
- the consolidated statements of total comprehensive income for each of the three years in the period ended December 31, 2024;
- the consolidated statements of changes in equity for each of the three years in the period ended December 31, 2024;
- the consolidated statements of cash flows for each of the three years in the period ended December 31, 2024; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for Opinion

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

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

Independence

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

Our Audit Approach

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

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

Key audit matters

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

Key audit matter identified in our audit relates to measurement of unquoted equity securities of certain companies, particularly whether the cost of investments can be used as an estimate of fair value:

Key Audit Matter	How our audit addressed the Key Audit Matter
Measurement of unquoted equity instruments - cost as an estimate of fair value Refer to Note 5 to the consolidated financial statements. The Parent Company has investments in Metro Rail Transit Holdings I Inc. (MRTHI) and Metro Rail Transit Holdings II Inc. (MRTHII) which are accounted for as financial assets at fair value through other comprehensive income. MRTHI and MRTHII are holding companies owning equity interest in Metro Rail Transit Corporation (MRTC), a company granted by the Philippine Government the right to build, lease, and transfer the rail transit system in Metro Manila.	We addressed the matter by performing the following substantive audit procedures to assess whether the cost of the investments in unquoted equity securities of MRTHI and MRTHII can be used as an estimate of fair value: • Obtained and reviewed the results of operations of the investees including MRTC and evaluated if there are indicators where cost might not be representative of fair value, including significant change in the investees' performance and operations, change in expectation that the investee's capacity expansion plans will be achieved, and significant change in the economic environment in which the investees operate.

Key Audit Matter	How our audit addressed the Key Audit Matter
The equity securities of MRTHI and MRTHII are unquoted. The Group has adopted PFRS 9 Financial Instruments which requires all equity investments to be measured at fair value in the consolidated financial statements. PFRS 9 further provides that, in limited circumstances, cost might be used as a measure of fair value where cost represents the best estimate of fair value. The Group assesses whether the cost is the best estimate of fair value of investments in MRTHI and MRTHII. In making the assessment, the Group checks whether there are events or circumstances that might indicate that cost might not be representative of fair value of the investees, including significant change in the investees' performance and operations, change in expectation that the investee's capacity expansion plans will be achieved, and significant change in the economic environment in which the investees operate. The Group also considers cost as the best measure of fair value where more recent available information is insufficient to determine fair value or where there is a wide range of possible fair value measurements, and cost represents the best estimate of fair value within that range. The assessment involved in the determination of fair value of unquoted equity securities requires management to make highly subjective judgments. As a result, the valuation of these instruments was significant to our audit.	• Reviewed the contracts, cooperation agreements and minutes of BOD meetings during the year and assessed if more recent available information is sufficient to determine fair value. We also obtained confirmation from the management and Group's legal team on the status of existing agreements to the extent relevant in the assessment. • Reviewed and evaluated the forecast and MRTC's capacity expansion plans to assess whether those forecasts or plans could indicate a wide range of possible fair value measurements. This is the case where the outcome of capacity expansion proposals to the Philippine government highly varies, leading to a possible wide range of fair value measurements. • Discussed with the Company's external valuation expert regarding the valuation of the investments in MRTHI and MRTHII. Based on the discussion, a reliable point estimate of the fair value of the investments in MRTHI and MRTHII cannot be established given the absence of adequate observable market transactions or comparable market data surrounding the realization of residual interest in the MRT business, along with uncertainties associated with the approval status of the MRT3 projects with the DOTR and their dependency on future government decisions, resulting in a wide range of potential valuation outcomes. Hence, cost continues to represent the best estimate of fair value within that range.

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, 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 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 audit 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 audit, or otherwise appears to be materially misstated.

When we read the SEC Form 20-IS, SEC Form 17-A and Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the ability of the Group 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 or to cease operations of the Group, 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 Audits of the Consolidated Financial Statements

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

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

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.

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

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

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

Isla Lipana & Co.

Dennis M. Malco
Partner
CPA Cert. No. 126035
P.T.R. No. 0080034, issued on January 3, 2025, Makati City
TIN 268-146-184
BIR A.N. 08-000745-144-2025; issued on January 24, 2025; effective until January 23, 2028
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 25, 2025

Statement Required by Rule 68,
Securities Regulation Code (SRC)

Independent Auditor's Report
To the Board of Directors and Shareholders of
Metro Global Holdings Corporation and Subsidiaries

We have audited the consolidated financial statements of Metro Global Holdings Corporation (the "Parent Company") and its subsidiaries (together, the "Group") as at and for the year ended December 31, 2024, on which we have rendered the attached report dated April 25, 2025. The supplementary information shown in the *Reconciliation of Retained Earnings Available for Dividend Declaration, a Map Showing the Relationships among the Group and its Ultimate Parent Company and Schedules A, B, C, D, E, F and G*, as additional components required by the Revised Rule 68 of the SRC, are presented for purposes of filing with the Securities and Exchange Commission and are not required parts of the consolidated financial statements. Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in the audit of the consolidated financial statements. In our opinion, the supplementary information have been prepared in accordance with the Revised Rule 68 of the SRC.

Isla Lipana & Co.

Dennis M. Malco
Partner
CPA Cert. No. 126035
P.T.R. No. 0080034, issued on January 3, 2025, Makati City
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Makati City
April 25, 2025

Statement Required by Rule 68,
Securities Regulation Code (SRC)

Independent Auditor's Report
To the Board of Directors and Shareholders of
Metro Global Holdings Corporation and Subsidiaries

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Metro Global Holdings Corporation (the "Parent Company") and its subsidiaries (together, the "Group") as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated April 25, 2025. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The *Supplementary Schedule on Financial Soundness Indicators*, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised SRC Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024 and no material exceptions were noted.

Isla Lipana & Co.

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Makati City
April 25, 2025

Statement Required by Rule 68,
Securities Regulation Code (SRC)

Independent Auditor's Report
To the Board of Directors and Shareholders of
Metro Global Holdings Corporation and Subsidiaries

We have audited the consolidated financial statements of Metro Global Holdings Corporation (the "Parent Company") and its subsidiaries as at and for the year ended December 31, 2024, on which we have rendered the attached report dated April 25, 2025.

In compliance with Rule 68 of the SRC and based on the certification received from the Parent Company's corporate secretary and the results of our work performed, the Parent Company has eight hundred twenty one (821) shareholders owning one hundred (100) or more shares each as at December 31, 2024.

Isla Lipana & Co.

Dennis M. Malco
Partner
CPA Cert. No. 126035
P.T.R. No. 0080034, issued on January 3, 2025, Makati City
TIN 268-146-184
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BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 25, 2025

"ANNEX A-1"

Metro Global Holdings Corporation and Subsidiaries

Consolidated Statements of Financial Position
As at December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Notes	2024	2023
Assets			
Current assets			
Cash	2	1,255,597	12,780,533
Non-trade and other receivables	3	71,006,165	64,064,417
Other current assets	4	5,164,573	4,209,606
Total current assets		77,426,335	81,054,556
Non-current assets			
Due from related parties	3	892,803,244	892,803,244
Financial assets at fair value through OCI	5	3,060,780,971	3,060,331,336
Investment in associates	6	20,245,057	6,942,791
Property and equipment	7	44,769,668	39,612,914
Right-of-use asset	11	333,565,466	348,090,414
Intangible asset, net	8	630,577	657,894
Deferred tax asset	16	3,996,071	3,110,114
Total non-current assets		4,356,791,054	4,351,548,707
Total assets		4,434,217,389	4,432,603,263
Liabilities and Stockholders' Equity			
Current liabilities			
Accrued expenses and other current liabilities	9	421,534,990	418,568,125
Mortgage payable, current portion	10	850,305	-
Lease liability, current portion	11	243,941	227,113
Total current liabilities		422,629,236	418,795,238
Non-current liabilities			
Due to a stockholder	17	269,741,387	267,424,211
Due to other related parties	17	243,167,099	240,357,562
Mortgage payable, non-current	10	611,868	-
Lease liability, net of current potion	11	13,185,388	13,446,158
Total non-current liabilities		526,705,742	521,227,931
Total liabilities		949,334,978	940,023,169
Stockholders' equity			
Share capital	12	2,748,553,181	1,998,553,181
Additional paid-in capital		589,120,804	589,120,804
Deposit for future stock subscription	12,17	102,000,000	852,000,000
Fair value reserve	5	(23,527)	(473,162)
Retained earnings		45,231,953	53,379,271
Total stockholders' equity		3,484,882,411	3,492,580,094
Total liabilities and stockholders' equity		4,434,217,389	4,432,603,263

(The notes on pages 1 to 40 are integral part of these financial statements)

Metro Global Holdings Corporation and Subsidiaries

Consolidated Statements of Total Comprehensive Income
For each of the three years in the period ended December 31, 2024
(All amounts in Philippine Peso)

	Notes	2024	2023	2022
Share in profit of associates	6	20,513,639	6,140,438	19,526,017
Depot royalty income	13	33,062,546	44,664,516	19,546,766
General and administrative expenses	14	(63,770,015)	(48,732,548)	(35,571,235)
(Loss) income from operations		(10,193,830)	2,072,406	3,501,548
Other income (expense), net				
Finance cost	10,11,15	(1,202,250)	(327,832)	-
Dividend income	5,15	-	2,871,466	-
Other income, net	15	2,836,614	895,936	11,787
		1,634,364	3,439,570	11,787
(Loss) income before tax		(8,559,466)	5,511,976	3,513,335
Income tax benefit	16	412,148	185,213	-
Net (loss) income for the year		(8,147,318)	5,697,189	3,513,335
Other comprehensive income (loss)				
Item that will not be reclassified to profit or loss				
Fair value gain (loss) on financial assets at fair value through OCI	5	449,635	(888,742)	(1,070,973)
Total comprehensive (loss) income for the year		(7,697,683)	4,808,447	2,442,362
Basic and diluted (loss) earnings per share	18	(0.0034)	0.0029	0.0018

(The notes on pages 1 to 40 are integral part of these financial statements)

Metro Global Holdings Corporation and Subsidiaries

Consolidated Statements of Changes in Equity
For each of the three years in the period ended December 31, 2024
(All amounts in Philippine Peso)

	Share capital (Note 12)	Additional paid-in capital	Deposit for future stock subscription (Notes 17)	Fair value reserve (Note 5)	Retained earnings	Total
Balances as at January 1, 2022	1,998,553,181	589,120,804	-	1,486,553	44,168,747	2,633,329,285
Comprehensive income						
Profit for the year	-	-	-	-	3,513,335	3,513,335
Other comprehensive loss for the year	-	-	-	(1,070,973)	-	(1,070,973)
Total comprehensive income for the year	-	-	-	(1,070,973)	3,513,335	2,442,362
Balances as at December 31, 2022	1,998,553,181	589,120,804	-	415,580	47,682,082	2,635,771,647
Comprehensive income						
Profit for the year	-	-	-	-	5,697,189	5,697,189
Other comprehensive loss for the year	-	-	-	(888,742)	-	(888,742)
Total comprehensive income for the year	-	-	-	(888,742)	5,697,189	4,808,447
Transaction with owner						
Deposit for future stock subscription	-	-	852,000,000	-	-	852,000,000
Balances at December 31, 2023	1,998,553,181	589,120,804	852,000,000	(473,162)	53,379,271	3,492,580,094
Comprehensive loss						
Loss for the year	-	-	-	-	(8,147,318)	(8,147,318)
Other comprehensive income for the year	-	-	-	449,635	-	449,635
Total comprehensive loss for the year	-	-	-	449,635	(8,147,318)	(7,697,683)
Transaction with owner						
Deposit for future stock subscription	750,000,000	-	(750,000,000)	-	-	-
Balances at December 31, 2024	2,748,553,181	589,120,804	102,000,000	(23,527)	45,231,953	3,484,882,411

(The notes on pages 1 to 40 are integral part of these financial statements)

Metro Global Holdings Corporation and Subsidiaries

Consolidated Statements of Cash Flows
For each of the three years in the period ended December 31, 2024
(All amounts in Philippine Peso)

	Notes	2024	2023	2022
Cash flows from operating activities				
Net (loss) income before tax		(8,559,466)	5,511,976	3,513,335
Adjustment for:				
Depreciation and amortization	7,8	16,089,145	4,972,452	27,317
Interest expense	10,11	1,202,250	327,832	-
Interest income	2,15	(2,836,614)	(893,348)	(666)
Share in net income of associates	6	(20,513,639)	(6,140,438)	(19,526,017)
Unrealized foreign exchange gain	15	-	(2,588)	(22,449)
Dividend income	5,17	-	(2,871,466)	-
Operating (loss) income before working capital changes		(14,618,324)	904,420	(16,008,480)
Increase in:				
Trade and other receivables		(4,106,741)	(4,261,654)	(11,075,338)
Other assets		(1,428,777)	(2,511,510)	(1,265,513)
Increase in:				
Accrued expense and other current liabilities		2,993,789	9,126,111	15,173,674
Net cash (used in) generated from operations		(17,160,053)	3,257,367	(13,175,657)
Interest received	2	1,607	893,348	666
Income taxes paid		-	-	(23,744)
Net cash (used in) from operating activities		(17,158,446)	4,150,715	(13,198,735)
Cash flows from investing activities				
Acquisition of property and equipment		(4,272,787)	(6,348,590)	-
Dividends received	5	-	2,871,466	-
Cash received from acquisition of MSPSI	1	-	192,779	-
Net cash used in investing activities		(4,272,787)	(3,284,345)	-
Cash flows from financing activities				
Payment of principal portion of lease liabilities	11	(243,942)	(327,832)	-
Interest paid for lease liabilities	11	(972,886)	(72,168)	-
Principal payments of mortgage payable	10	(958,674)	-	-
Interest paid on mortgage payable	10	(229,634)	-	-
Advances from other related parties	17	9,993,987	5,769,091	17,368,999
Advances from (settlement of amounts due to) a stockholder		2,317,176	5,198,683	(4,793,116)
Net cash from financing activities		9,906,297	10,567,774	12,575,883
Net (decrease) increase in cash		(11,524,936)	11,434,144	(622,852)
Cash at January 1		12,780,533	1,343,801	1,944,204
Effect of foreign exchange rate changes in cash		-	2,588	22,449
Cash at December 31		1,255,597	12,780,533	1,343,801

(The notes on pages 1 to 40 are integral part of these financial statements)

Metro Global Holdings Corporation and Subsidiaries

Notes to Consolidated Financial Statement
As at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024
(In the notes, all amounts are shown in Philippine Peso unless otherwise stated)

1 Corporate information

1.1 Business information

Metro Global Holdings Corporation (the “Parent Company”) was incorporated as San Jose Oil Company, Inc. on September 17, 1954 and was listed on the Philippine Stock Exchange (PSE) on May 4, 1964 as an oil exploration company. It was reorganized in 1996 into a corporate vehicle that will pursue infrastructure-related investments and was renamed Fil-Estate Corporation. On September 9, 2004, the Philippines Securities and Exchange Commission (SEC) approved the extension of the Group’s corporate life for another 50 years or until 2054.

On May 30, 2014, the SEC approved the amendment of the Articles of Incorporation and By-Laws of the Parent Company, changing its name from Fil-Estate Corporation to Metro Global Holdings Corporation. The amendments were intended to identify the group of companies under the "Metro Group" and establish the affiliation of the Parent Company with its affiliate infrastructure companies, which likewise had the word "Metro" in their corporate names.

The trading of Group’s shares of stock at the PSE has been voluntarily suspended since March 20, 2007 to allow the Group to re-align its business and explore new strategic directions as disclosed in Note 1.2.

The Parent Company’s immediate and ultimate parent company is Fil-Estate Management, Inc. (FEMI), a company organized and existing under the laws of the Philippines. The total shares outstanding are held by the following shareholders as at December 31:

	2024	2023
Fil-estate Management, Inc. (FEMI)	89.26%	87.98%
PCD Nominee Corporation	3.65%	5.03%
Alakor Securities Corporation	2.43%	3.34%
Smart Share Investment Limited	2.00%	-
Bank of Commerce Trust Services Group	-	2.16%
Others	2.66%	1.49%
	100.00%	100.00%

The Parent Company’s registered office address, which is also its principal place of business, is at Mezzanine Floor, Renaissance Centre, Meralco Avenue, Pasig City. The Group has 12 employees as at December 31, 2024 (2023 - 11).

1.2 Expansion of the Group’s primary purpose

On November 22, 2018, the stockholders approved the amendment of the Articles of Incorporation to include in the primary purpose investment in business engaged in solar, wind, and other renewable energy generation facilities. The proposed amendment will allow the Parent Company to expand its investment into a business engaged in renewable energy generation facilities, a growth area the Parent Company intends to pursue.

On February 1, 2024, the Securities and Exchange Commission approved the amendment of its Articles of Incorporation to allow the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

1.3 Approval of financial statements

The accompanying financial statements of the Group were approved and authorized for issuance by the Parent Company's Board of Directors (BOD) on April 25, 2025.

1.4 Consolidation

The consolidated financial statements include the financial statements of the Parent Company and its subsidiaries, MGHC Royal Holdings Corporation (MGHC Royal), Metro Renewable Transport Solutions, Inc. (MRTSI) and Metro Solar Power Solutions, Inc. (MSPSI). The Parent Company and its subsidiaries are collectively referred to here as the "Group".

The Group's subsidiaries as at December 31 are set out below. Unless otherwise stated, these have share capital consisting solely of ordinary shares that are held directly or indirectly by the Parent Company, and the proportion of ownership interests held equals the voting rights held by the Group.

	Ownership interest/ participating share held			Country of incorporation	Main activity
	2024	2023	2022		
MGHC Royal	99%	99%	99%	Philippines	MGHC Royal was organized and established on May 19, 2017 to engage in the business to invest or purchase, otherwise acquire, and own, hold, use, sell, assign, transfer, pledge, exchange, or otherwise dispose of real and personal property of every kind and description.
MRTSI	100%	100%	100%	Philippines	MRTSI was organized and established on October 23, 2020 to engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.
MSPSI	100%	100%	-	Philippines	MSPSI is a company registered with the SEC on September 28, 2016 primary established primarily to construct, erect, assemble, commission and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution. On October 10, 2016, MSPSI's Board of Directors approved the amendment of its Articles of Incorporation changing the corporate name to Metro Solar Power Solutions, Inc. from Metro Solar Power Energy Ventures, Inc. The amendment was approved by the Securities and Exchange Commission on January 9, 2017. Its registered address, which is also its principal place of business, is located at the Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City.

Acquisition of MSPSI

On September 24, 2018, the Board authorized the Parent Company to enter into a Memorandum of Agreement with FEMI whereby the Parent Company agreed to the subscription of FEMI to 750 million common shares of the capital stock of the Parent Company at par value of P1 per share to be issued out of the planned capital increase in the authorized capital stock of the Parent Company from P2 billion divided into 2 billion common shares with par value of P1 per share to P5 billion divided into 5 billion common shares with a par value of P1 per share resulting to a P3 billion increase in capital stock of the Parent Company.

Pursuant to the Memorandum of Agreement, the subscription price of P750 million was to be paid in the following manner:

a) The amount of P500 million was to be paid by the assignment of FEMI's advances to the Parent Company amounting to P500 million (Note 16); and
b) The amount of P250 million was to be paid in a manner to be agreed upon by FEMI and the Parent Company upon approval of the above-mentioned capital increase.

During the pendency of the Parent Company's application for increase in capital stock at the SEC, on August 23, 2023, the Parent Company and FEMI entered into a Deed of Assignment whereby the parties agreed that the balance of P250 million be paid by FEMI via assignment of FEMI to the Parent Company of FEMI's 100% shareholdings in MSPSI, with an enterprise value of P352 million as appraised by an independent third-party appraiser. As stipulated in the Deed of Assignment, FEMI absolutely and irrevocably assigned, transferred and conveyed in favor of the Parent Company all of FEMI's rights, title and interest to 100% of the issued and outstanding shares of MSPSI consisting of 250,000 common shares with par value of P100 per share in full payment of the remaining P250 million balance out of the P750 million subscription of FEMI. The excess in consideration received by the Parent Company upon acceptance of the MSPSI shares amounting to P102 million was agreed to be booked as deposit in future stock subscription of FEMI to the new share issuances of the Parent Company in the future (Notes 12 and 17).

As a result of the transactions above, the Parent Company has gained control over MSPSI effective August 23, 2023. Following the asset acquisition requirement under PFRS 3, the Group accounted for the fair values of the major classes of assets acquired and liabilities assumed at the acquisition date as follows:

Cash	192,779
Advances to third party	41,233,335
Property and equipment	33,326,835
Right-of-use asset	352,975,314
Other assets	1,432,316
Lease liabilities	(13,745,439)
Due to related party	(60,007,837)
Other liabilities	(3,407,303)
Net identifiable assets acquired	352,000,000

Right-of-use asset includes the value of the Solar Energy Service Contract which will pave the way for the creation of the Solar Power Project after the third-party appraisal of MSPSI. The valuation report dated March 31, 2023 was prepared by Santos Knight Frank, Inc. using the income approach as of December 31, 2022. Based on the valuation report, the value of the leasehold property is P341 million. The fair value adjustment is calculated as the present value of the rent savings when the contract rent at the time of the appraisal is less than the current market rent.

During November 2023, the Parent Company has paid and completed the required filings with the SEC regarding its application for increase in capitalization. On February 1, 2024, the SEC approved the increase in the capital stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share (Note 12). Subsequently, on April 8, 2024, the SEC approved the valuation of the 250,000 Metro Solar shares in the amount of P250 million as payment by FEMI for the issuance by the Parent Company of 250 million common shares at par value of P1 per share in favor of FEMI (Note 12).

2 Cash

Cash as at December 31 consists of:

	2024	2023
Cash on hand	46,201	46,201
Cash in banks	1,209,396	12,734,332
	1,255,597	12,780,533

Cash accounts with banks generally earn interest at rates based on daily bank deposit rates. Interest income earned from cash in banks amounted to P1,607 for the year ended December 31, 2024 (2023 - P1,077, 2022 - P729) (Note 15).

3 Non-trade and other receivables; Due from related parties

Non-trade receivables for the years ended December 31 are as follows:

	2024	2023
Advances to third party	45,853,360	39,983,629
Non-trade receivables	25,137,805	24,080,788
Others	15,000	-
	71,006,165	64,064,417

Advances to third party pertain to funds disbursed to a third party contractor to finance the design, installation and construction of the solar project facilities. These are unsecured, unguaranteed, subject to interest of 10% annually and collectible over 12 months from the start of the project construction.

Non-trade receivables pertain to the royalty income from depot developments in TriNoma and billed to North Triangle Depot Commercial Corporation (NTDCC) (Note 13). These are short-term, unguaranteed, unsecured, non-interest bearing and collectible in cash with usual credit terms of 60 days.

Due from related parties (non-current assets) as at December 31 consist of:

	Note	2024	2023
Due from related parties	17		
Monumento Rail Transit Corporation (Monumento Rail)		5,314,935	5,314,935
Metro Rail Transit Holdings, Inc. (MRTHI)		117,361	117,361
Metro Rail Transit Holdings II, Inc. (MRTHII)		892,685,883	892,685,883
		898,118,179	898,118,179
Allowance for impairment		(5,314,935)	(5,314,935)
		892,803,244	892,803,244

There is no movement in allowance for impairment of due from related parties for the three years ended December 31, 2024.

Critical accounting estimates and judgment: Recoverability of non-trade receivables and due from related parties

Provision for impairment of trade and other receivables and due from related parties is calculated using expected credit losses (ECL). ECL are unbiased probability-weighted estimates of credit losses which are determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessment of future economic conditions.

The Group has used relevant historical information and loss experience to determine the probability of default of trade receivables and incorporated forward-looking information based on certain macroeconomic factors such as gross domestic product and inflation rate. Any change in the Group's assessment of the collectability of receivables could impact the recorded carrying amounts of receivables and related allowance for impairment.

Further, management evaluates specific accounts under non-trade receivables and due from related parties who are unable to meet their financial obligations. In these cases, management uses judgment based on the best available facts and circumstances, including but not limited to, the length of relationship with the debtor and the debtors' payment history. The net carrying amounts of other receivables and due from related parties at the end of the reporting period and the amount and timing of recorded expenses would therefore differ based on actual experience and changes in judgments made.

Based on management's assessment, management believes that the net carrying amount of trade receivables and due from related parties are recoverable.

4 Other current assets

Other current assets as at December 31 consist of the following:

	2024	2023
Input VAT	2,555,634	1,713,430
Creditable withholding tax	2,415,156	1,712,077
Advances to suppliers	177,883	768,199
Prepaid taxes	15,900	15,900
	5,164,573	4,209,606

Creditable withholding tax is related to the depot royalty income from NTDCC (Note 13).

5 Financial assets at fair value through OCI

Financial assets at fair value through OCI as at December 31 consist of:

	2024	2023
Unquoted equity securities	3,058,238,916	3,058,238,916
Quoted equity securities	2,542,055	2,092,420
	3,060,780,971	3,060,331,336

5.1 Unquoted equity securities

Unquoted equity securities as at December 31, 2024 consist of investments in MRTHI and MRTHII. The Group's ownership interests in MRTHI and MRTHII as at December 31, 2024 and 2023 are as follows:

Investee	Direct interest	Indirect interest	Effective interest	Nature of Business
MRTHI	18.6%	-	18.6%	Holding Company
MRTHII	12.7%	15.8%	28.5%	Holding Company

MRTHI owns 84.9% interest in MRTH II while MRTHII wholly owns Metro Rail Transit Corporation (MRTC), which was awarded by the Philippine Government, acting through the Department of Transportation (DOTR, formerly "Department of Transportation and Communication (DOTC)"), the Build, Lease and Transfer (BLT) Agreement to build, lease, and transfer a 16.9-kilometer rail transit system in Metro Manila, known as LRTS Phase I. The earnings of MRTC are derived from lease financing income relating to equity rentals received from the DOTR as defined in the BLT Agreement.

Notwithstanding the sale of future share distributions pursuant to "Sale of future share distributions" discussed in (a) below, the Company continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII. Further, the Company holds a sell option to use the shares of stocks of MRTHI and MRTH II to pay-off its net advances from FEMI pursuant to the "Letter of Agreement" as discussed in (b) below.

Critical accounting estimate and judgment: Measurement of unquoted equity instruments - cost as an estimate of fair value

As required by PFRS 9, all equity investments in scope of PFRS 9 are to be measured at fair value in the statement of financial position, with value changes recognized either in profit or loss or other comprehensive income. PFRS 9 further provides that cost might be used as a measure of fair value where cost represents the best estimate of fair value. Upon the adoption of PFRS 9, the Group has assessed that the cost of investments in MRTHI and MRTHII amounting to P3,058,238,916 as at December 31, 2024 and 2023 represents the best estimate of fair value of those investments.

The Group assesses whether the cost is the best estimate of fair value of investments in MRTHI and MRTHII. In making the assessment, the Group checks whether there are events or circumstances that might indicate that cost might not be representative of fair value of the investees, including significant change in the investees' performance and operations, as well significant change in the economic environment in which the investees operate. The Group also considers costs as the best measure of fair value where more recent available information is insufficient to determine fair value; or where there is a wide range of possible fair value measurements, and cost represents the best estimate of fair value within that range.

As at December 31, 2024 and 2023, the Group has assessed that the cost of investments in MRTHI and MRTHII represents the best estimate of fair value of those investments. The Group assessed that the carrying amount of the investments in MRTHI and MRTHII are recoverable and can be realized in the future through the Group's realization of the residual interest in the MRT business and share in benefits arising from the various proposals submitted to the DOTR regarding MRT3 extension and capacity expansion projects to be undertaken by MRTC. In view of the absence of observable market transactions or comparable market data surrounding the realization of residual interest in the MRT business and the outcome of outstanding proposals with the DOTR, a reliable point estimate of the fair value of the investments in MRTHI and MRTHII cannot be established. Similarly, with the uncertainties associated with the approval status of the MRT3 projects and dependency on government decisions resulting in a wide range of potential valuation outcomes, the cost represents the best estimate of fair value within that range.

Based on these factors, management assessed that the cost of the investments represents the best estimate of the fair value of the investments as at reporting date.

The Group’s unquoted financial assets, pertaining to investments in MRTHI and MRTHII, are under Level 3 fair value category. The higher the cost of investments, the higher is the related fair value.

Any change in the Group’s assessment of the best estimate of fair value of investments in MRTHI and MRTHII could impact the recorded carrying amount of financial assets at fair value through OCI and related fair value gains or losses recognized in other comprehensive income.

(a) Sale of future share distributions

In 2002, the Parent Company and other participating shareholders of MRTHI and MRTHII, collectively referred to as the ‘Sellers’, entered into Sale Agreements where they sold all future share distributions arising from the equity rental payments (ERP) of the LRTS Phase I Project of MRTC in exchange for Original Issuance Discount Bonds (OID Bonds).

The transaction is covered by several agreements that provide the link between share distributions arising from the ERP of the LRTS Phase I Project of MRTC and payments to the Noteholders. These agreements: (a) facilitate the timely payment of the Sellers’ share of the ERP of the LRTS Phase I Project of MRTC ensuring that the right to receive their share in the ERP has been legally independent of the Sellers to the Noteholders, (b) ensure the flow of rental payments independent of the Sellers, (c) bind the Sellers to cause the timely collection of rental payments and to cause MRTC to perform its obligations, and (d) prevent the Sellers from selling their rights in MRTC for as long as the Notes are outstanding. Accordingly, the stock certificates of the Group in MRTHI and MRTHII are under the custody of a trustee and were pledged to MRT III.

MRTC accounts for the lease payments from DOTR under finance lease where lease financing income is recognized using a constant periodic rate of return on the net investment. Future share distribution sold under the Agreements pertains to the Group’s share in the ERPs of the LRTS Phase 1 Project of MRTC.

Notwithstanding the sale of future share distributions, the Group continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII in compliance with the various agreements related to the sale of share of future share distributions mentioned above, as well as the Group’s obligation under the Agreement of MRTC with DOTR whereby the original shareholders of MRTHI and MRTHII are precluded from transferring their equity interest in MRTHI and MRTHII until the end of the BLT Agreement in July 2025. Accordingly, any additional variable ERP to be received by MRTHI and MRTHII through MRTC from DOTR in the future and any benefits arising from the residual rights in the expansion projects shall still accrue to the Group and the other shareholders.

(b) Letter of agreement

On August 18, 2005, the Parent Company and FEMI entered into a “Letter of Agreement”, whereby FEMI has agreed to grant the Parent Company the sole option to assign to FEMI its equity interests in MRTHI and MRTHII as settlement of the Parent Company’s liabilities to FEMI, included in ‘Due to a stockholder’ account in the statements of financial position, and any additional advances or interest which FEMI may charge to the Parent Company in relation to the said advances. Under the “Letter of Agreement,” should the Parent Company opt to sell the said investments to third party or parties in the future, FEMI has the right of first refusal to purchase the said investments at its prevailing market value.

(c) Dividend income

On December 13, 2021, MRTHII declared dividends to its shareholders, of which P2,606,190,497 pertains to the Group's share. The dividend income was recognized as part of other income in the statement of total comprehensive income for the year ended December 31, 2021. The dividends were discharged/settled as follows:

(1) P147,706,848 was offset and eliminated against the liability to MRTHII, representing outstanding cash advances received from MRTHII, presented under due to other related parties in the statement of financial position (Note 16);
(2) P1,567,446,876 was applied against liability from sale of future share distributions shown as a reduction of investment in MRTHII. Pursuant to the Sale of future share distributions agreement entered by the Parent Company and other participating shareholders of MRTHI and MRTHII as described in (a) above, the Parent Company recognized P1,567,446,876 liability from the sale of the future share distribution from the MRTC project as a reduction of investment in MRTHI and MRTHII. The total carrying amount of investment in MRTHI and MRTHII after the dividend transaction amounted to P3,058,238,916 as at December 31, 2021; and
(3) The remaining amount of P891,036,773 will be settled in cash and presented as dividend receivable under due from related parties (Note 17). The amount is not expected to be collected within 12 months from the end of the reporting period, thus presented as part of non-current asset in statement of financial position.

5.2 Quoted equity securities

Quoted equity securities consist of investments in domestic companies listed in the Philippine Stock Exchange and whose fair values are based on quoted market prices at the reporting date (Level 1 fair value hierarchy).

The movements of the account for the years ended December 31 are as follows:

	2024	2023	2021
Acquisition cost	2,565,582	2,565,582	2,565,582
Cumulative change in fair value			
Beginning of the year	(473,162)	415,580	1,486,553
Increase (decrease) in the fair value during the year	449,635	(888,742)	(1,070,973)
End of the year	(23,527)	(473,162)	415,580
	2,542,055	2,092,420	2,981,162

The changes in fair value of quoted equity securities are presented as part of other comprehensive income in the statement of total comprehensive income.

For the year ended December 31, 2023, the Company received P2,871,466 dividend income from its investments in quoted equity securities. There is no similar transaction in 2024 and 2022.

6 Investment in associates

The Group's investment in associates as at December 31 consists of:

	Country of incorporation	Ownership interest 2024	2023	Main activity and registered place of business
MRT Development Corporation (MRTDC)	Philippines	15.79%	15.79%	Development of commercial premises in the depot and air space in the light rail transit system, its lease or sublease thereof, and the sale of development rights of stations. Registered address is at 2nd floor, The Renaissance Tower, Meralco Avenue, Pasig City
Monumento Rail Transit Corporation (Monumento Rail)	Philippines	28.47%	28.47%	Build, lease, and maintain a railway transit in Metro Manila, and to perform such other activities as may be necessary and desirable in the pursuit of the above-mentioned activities. As at December 31, 2024 and 2023, the Company has no commercial activity. Registered address is at 6th floor, The Belvedere Tower, San Miguel Avenue, Ortigas Center, Pasig City.

The carrying value of investment in associates as at December 31, 2024 consists of investment in MRTDC amounting to P20,245,057 (2023 - P6,942,791). As at December 31, 2024 and 2023, Monumento Rail has no commercial activity and its investment account is carried at nil.

The movement of investment in associates for the years ended December 31 are as follows:

	Note	2024	2023	2021
At January 1		6,942,791	19,071,383	13,667,401
Share in net income of MRTDC		20,513,639	6,140,438	19,526,017
Dividends from MRTDC	17	(7,184,450)	(18,269,030)	(14,122,035)
Other equity adjustment		(26,923)	-	-
At December 31		20,245,057	6,942,791	19,071,383

On December 20, 2018, the Parent Company entered into a Deed of Assignment with Fil-Estate Properties, Inc. (FEPI) to acquire the 1,579 shares representing 15.79% equity ownership of FEPI in MRTDC for P1,894,000 consideration. The amount was paid for by FEMI on behalf of the Parent Company and is considered a non-cash investing activity.

MRTDC has exclusive rights to all commercial developments along the MRT-3 System, including in and above the 13 Stations, commercial leasing rights in the 13 Stations, advertising rights, development of the air space above all the 13 stations, and all other commercial activities with the entire MRT-3 System.

There are no significant restrictions on the ability of MRTDC to transfer funds to the Group in the form of cash dividends or repayment of loans or advances.

On November 22, 2022, MRTDC declared dividends to its shareholder amounting to P89,550,000, of which P14,122,035 pertains to the Group's share. The dividends were applied against the liability to MRTDC, representing outstanding cash advances received from MRTDC presented under due to other related parties in the consolidated statement of financial position (Note 17).

On December 7, 2023, MRTDC declared dividends to its shareholder amounting to P115,700,000, of which P18,269,030 pertains to the Company's share. The dividends were applied against the liability to MRTDC, representing outstanding cash advances received from MRTDC presented under due to other related parties in the consolidated statement of financial position (Note 17).

On June 25, 2024, MRTDC declared dividends to its shareholder amounting to P45,500,000, of which P7,184,450 pertains to the Company's share. The dividends were applied against the liability to MRTDC, representing outstanding cash advances received from MRTDC presented under due to other related parties in the statement of financial position (Note 17).

The summarized financial information of a material associate, MRTDC, as at and for the years ended December 31 are as follows:

Statements of financial position

	2024	2023
Current assets	497,365,692	425,932,530
Non-current assets	16,480,919	19,091,940
Current liabilities	(246,601,261)	(209,045,044)
Non-current liabilities	(169,563,894)	(190,358,312)
Net assets	97,681,456	45,621,114

Statements of total comprehensive income

	2024	2023
Revenue	408,638,855	302,655,357
Net income	129,915,383	38,888,144
Total comprehensive income	129,915,383	38,888,144

The information above reflects the amounts presented in the financial statements of MRTDC whose accounting policies are consistent with the Group's accounting policies.

Reconciliation of summarized financial information

Reconciliation of the summarized financial information presented to the carrying amount of the Group's interest in associates, is as follows:

	2024	2023
Net assets	97,681,456	45,621,114
Group's equity interest	15.79%	15.79%
Group's share of net asset	15,423,902	7,203,574
Other equity adjustment	4,821,156	(260,783)
Carrying value, December 31	20,245,057	6,942,791

Critical accounting judgment: Recoverability of investment in associates

The carrying value of the investment in associates is reviewed and assessed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Changes in those management assessment and judgment could have a significant effect on the carrying value of investment in associates and the amount and timing of recorded provision for any period.

Based on management's assessment, there are no events or circumstances which might indicate that the carrying value of investment in associates as at December 31, 2024 and 2023 are not recoverable.

7 Property and equipment

Details and movements in property and equipment for the years ended December 31, 2024 and 2023 are as follows:

	Transportation equipment	Office equipment	Construction-in-progress	Total
For the year ended December 31, 2023				
Opening net carrying values	-	-	-	-
Additions	977,186	90,738	38,607,501	39,675,425
Depreciation	(38,889)	(23,622)	-	(62,511)
Closing net carrying values	938,297	67,116	38,607,501	39,612,914
At December 31, 2023				
Cost	977,186	90,738	38,607,501	39,612,914
Accumulated depreciation	(38,889)	(23,622)	-	(62,511)
Net carrying values	938,297	67,116	38,607,501	39,612,914
For the year ended December 31, 2024				
Opening net carrying values	938,297	67,116	38,607,501	39,612,914
Additions	2,470,814	126,991	4,095,829	6,693,634
Depreciation	(1,493,555)	(43,325)	-	(1,536,880)
Closing net carrying values	1,915,556	150,782	42,703,330	44,769,668
At December 31, 2024				
Cost	3,448,000	217,729	42,703,330	46,369,059
Accumulated depreciation	(1,532,444)	(66,947)	-	(1,599,391)
Net carrying values	1,915,556	150,782	42,703,330	44,769,668

The Group has no property and equipment as at and for the year ended December 31, 2022.

Construction in progress pertains to the cost incurred to construct the solar power project facilities in a leased property in Pililla, Rizal.

During the year ended December 31, 2024, the Group also purchased a vehicle with cost of P2,420,847 financed through a chattel mortgage. As at December 31, 2024, the Company's unpaid property and equipment reported under mortgage payable amounted to P1,462,173 (2023 - nil) (Note 10).

8 Intangible asset, net

Depot royalty rights

On August 22, 2006, the Board of Directors of Monumento Rail approved the redemption of its redeemable preferred shares through the assignment of its right to receive Depot Royalties to the holders of redeemable preferred shares pro-rata to their shareholdings. On December 17, 2014, Monumento Rail and the Parent Company executed the Redemption and Deeds of Assignment of the latter's redeemable preferred shares, giving the Parent Company a pro-rata interest on the Depot Royalty Rights to the extent of an aggregate of 28.47%, representing the preferred shareholdings held by the Parent Company.

As a result of the redemption, the Parent Company recognized a Depot royalty right intangible asset which represents the Parent Company's right to a 28.47% share in the depot royalties with respect to improvements constructed on the 16-hectare Depot located at North Triangle EDSA and rental income from the commercial center known as TriNoma Mall. As successor-in-interest, the Parent Company is entitled to receive 28.47% of royalties corresponding to 5% of the gross receipts of the rental income (Note 13) from 8.3 hectare commercial center and 5% of the gross proceeds of sale or leases on improvements constructed on the lot pads less management fees and general and administrative expenses (Note 13)

On December 14, 2023, the Company signed an Alternative Compliance Agreement with Global Estate Resorts Inc., and NTDCC, which calls for the payment by NTDCC of depot royalty income due on the development of various lot pads located in North Avenue, Quezon City, which should have been completed in year 2019. In view of the delay and non-completion of the development of said lot pads, NTDCC agreed to pay the Company additional compensation in 2023 amounting to P20,583,728 to cover the projected depot royalty income due from 2019 to 2023, and thereafter pay a yearly depot royalty income from 2024-2026 based on the agreed schedule.

The cost of depot royalty rights upon initial recognition amounted to P901,471 which is equivalent to the value of the Parent Company's investment in the redeemable preferred shares of Monumento Rail consisting of 18,029,417 shares. The intangible asset was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of development rights as provided for in the Redemption and Deed of Assignment.

The movements of depot royalty rights for the years ended December 31 are as follows:

At January 1, 2022	
Cost	901,471
Accumulated amortization	(191,219)
Net carrying amount	710,252
For the year ended December 31, 2022	
Opening net carrying amount	710,252
Amortization (Note 14)	(27,317)
Closing net carrying amount	682,935
At December 31, 2022	
Cost	901,471
Accumulated amortization	(218,536)
Net carrying amount	682,935
For the year ended December 31, 2023	
Opening net carrying amount	682,935
Amortization (Note 14)	(25,041)
Closing net carrying amount	657,894
At December 31, 2023	
Cost	901,471
Accumulated amortization	(243,577)
Net carrying amount	657,894
For the year ended December 31, 2024	
Opening net carrying amount	657,894
Amortization	(27,317)
Closing net carrying amount	630,577
At December 31, 2024	
Cost	901,471
Accumulated amortization	(270,894)
Net carrying amount	630,577

9 Accrued expenses and other current liabilities

Accrued expenses and other liabilities as at December 31 consist of the following:

	2024	2023
Advances from MPIC	350,000,000	350,000,000
Accrued expenses	70,864,264	65,026,736
Payable to regulatory agencies	587,829	1,332,462
Output VAT Payable	82,897	2,208,927
	421,534,990	418,568,125

A. Advances from MPIC

The amount pertains to deposit received from Metro Pacific Investment Corporation (MPIC) pursuant to the "Cooperation Agreement", as described below, entered into by the Parent Company and Fil-Estate Companies with MPIC.

Cooperation agreement

On November 12, 2010, the Parent Company, FEPI and FEMI (collectively termed as the 'Fil-Estate Companies') entered into a Cooperation Agreement with Metro Pacific Investment Corporation (MPIC) relating to the Fil-Estate Companies' rights and interests in the MRT Companies. The cooperation has the following objectives: (i) explore solutions that will enable the expansion of the MRT-3 system through financially and legally viable means, and (ii) to transfer the interests of the Fil-Estate Companies in the MRT Companies, subject to obtaining the necessary consents from the relevant parties. Under the Cooperation Agreement, the Fil-Estate Companies shall appoint MPIC as its attorney-in-fact in connection with the exercise of the rights and interests of the Fil-Estate Companies in the MRT Companies. MPIC and Fil-Estate Companies are still in the process of discussing possible scenarios on how to implement the transactions contemplated by the parties when they entered into the Cooperation Agreement. The completion and consummation of the transaction contemplated by the parties is subject to certain conditions, which as at December 31, 2024 has not yet occurred.

As the Parent Company does not have an unconditional right to defer settlement of the amount for at least 12 months from reporting date, the amount was classified as current liability as at December 31, 2024 and 2023.

B. Accrued expenses

The account consists mainly of accrual for payroll and professional fees, including legal, consulting and audit fees, and other general and administrative expenses. The average credit period on purchases of goods and services from suppliers is 30 to 60 days.

10 Mortgage payable

During the year ended December 31, 2024, the Group availed a vehicle loan payable monthly for two years from the date of acquisition with annual interest rate of 9.23%.

Balances in mortgage payable presented in the statements of financial position and movements in statements of cash flows for the year ended December 31, 2024 are as follows:

	Note	2024
Beginning of the year		-
Availment of mortgage payable		2,420,847
Finance cost	15	229,364
Principal payments of mortgage payable		(958,674)
Payment of finance cost		(229,364)
End of the year		1,462,173
Current portion		850,305
Non-current portion		611,868
		1,462,173

11 Leases

On October 16, 2017, MSPSI entered into a lease agreement with a third party for the lease of a 91.31 hectare property in Pililla, Rizal. The property will be used as the site of MSPSI's solar project facilities. The lease agreement will be in effect for 30 years and may be extended only upon a written agreement with the lessor at least 30 days before the end of the aforementioned lease period.

The lease agreement does not contain an option to purchase the underlying asset outright at the end of the lease term, nor the option to extend for further term without mutual agreement on both parties. The lease agreements do not impose any covenants other than the security interests in the leased asset that are held by the lessor. The leased asset is also not used as a security for borrowing purposes.

The leased asset is presented within property and equipment, net in the statement of financial position. The statement of financial position shows the following amounts relating to leases as of December 31, 2024 and 2023:

	2024	2023
Right-of-use asset, net		
Leasehold property	333,565,466	348,090,414
Lease liabilities		
Current	243,941	227,113
Non-current	13,185,388	13,446,158
	13,429,329	13,673,271

(i) Right-of-use asset, net

The movement in right-of-use asset for the year ended December 31, 2024 and 2023 are as follows:

	2024	2023
Beginning	348,090,414	-
Additions	-	352,975,314
Amortization	(14,524,948)	(4,884,900)
Ending	333,565,466	348,090,414

(ii) Lease liabilities

Movements in lease liabilities for the year ended December 31, 2024 and 2023 are as follows:

	2024	2023
Beginning	13,673,271	-
Principal and interest payments		
Principal	(243,942)	(72,168)
Interest	(972,886)	(327,832)
	(1,216,828)	(400,000)
Non-cash changes		
Additions during the year	-	13,745,439
Interest expense	972,886	327,832
	972,886	14,073,271
Ending	13,429,329	13,673,271

Future minimum lease payments under lease liabilities and the net present value of the minimum lease payments as at December 31, 2024 and 2023 are follows:

	2024	2023
Not later than 1 year	1,200,000	1,200,000
Later than 1 year but not later than 5 years	4,800,000	4,800,000
More than 5 years	21,300,000	22,500,000
Total	27,300,000	28,500,000
Future finance charges	(13,870,671)	(14,826,729)
	13,429,329	13,673,271

(iii) Amounts recognized in the statements of total comprehensive income

The statements of total comprehensive income for the year ended December 31, 2024 and 2023 show the following amounts relating to leases:

	Note	2024	2023
Amortization expense	14	14,524,948	4,884,900
Finance costs		972,886	327,832
		15,497,834	5,212,732

(iv) Discount rate

The lease payments are discounted using the Group's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Critical accounting estimates and assumptions: Determining the incremental borrowing rate

To determine the incremental borrowing rate, the Company used the government bond yield, adjusted for the credit spread specific to the Company as at lease commence date. The discount rate applied by the Group related to the leasehold property is 7.17%.

(v) Extension and termination options

Extension and termination options are included in the lease agreement. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. The extension and termination options held are exercisable by both the Company and the respective lessor.

Critical accounting judgment: Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended.

The Company considers the factors below as the most relevant in assessing the options:

- If there are significant penalties to terminate, the Company is reasonably certain to extend.
- If any leasehold improvements are expected to have a significant remaining value, the Company is reasonably certain to extend.
- The Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The extension option in the lease have been included in the lease liability because renewal is highly probable given the ongoing construction of the solar project. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

12 Equity

Share capital

The details of share capital as at December 31, 2024 and 2023 are as follows:

	2024	2023
Authorized share capital	5,000,000,000	2,000,000,000
Subscribed share capital, beginning of the year	2,000,000,000	2,000,000,000
Issuance of shares of stock	750,000,000	-
Subscribed share capital, end of year	2,750,000,000	2,000,000,000
Less: Subscription receivable	(1,446,819)	(1,446,819)
Issued and subscribed share capital, end of year	2,748,553,181	1,998,553,181
Par value per share	1	1
Amount of share capital	2,748,553,181	1,998,553,181

Track record of registration of securities

Date of SEC approval	Authorized shares	Number of shares issued	Issue/offer price
January 22, 1998	300,000,000	299,850,000	1.00
December 11, 2000	1,700,000,000	700,000,000	1.00
December 16, 2013	-	800,000,000	1.00
September 4, 2014	-	200,150,000	1.00
February 1, 2024	3,000,000,000	750,000,000	1.00
	5,000,000,000	2,750,000,000	

a. On January 22, 1998, the SEC approved the declassification of Class A and B common shares to a single class of common shares, and the change in par value of 300 million authorized common shares from P0.01 per share to P1.00 per share. Each share of stock entitles the person in whose name it is registered in the books of the Parent Company to one vote, provided the shares have not been declared delinquent.

b. On December 11, 2000, the SEC approved the increase in authorized capital stock from P300 million, divided into 30 billion shares with a par value P0.01 per share, to P2 billion divided into 2 billion shares with a par value P1.00 per share.

FEMI subscribed to 700 million shares in exchange for the assignment of its interests in the MRTHI and Metro Rail Transit Corp. Limited with an aggregate carrying value of P1.3 billion. As a result, share capital of P700 million with a par value of P1.00 per share was recognized, with the excess credited to additional paid-in capital.

c. On December 16, 2013, the SEC approved the conversion of a portion of the Parent Company’s liabilities to FEMI amounting to P800.0 million into equity shares totaling 800.0 million shares at P1.00 par value.

d. On September 4, 2014, the SEC approved the conversion of a portion of the Parent Company’s liabilities to FEMI amounting to P200.15 million into equity shares totaling 200.15 million shares at P1.00 par value. The conversion resulted in FEMI owning 87.89% shareholding in the Parent Company.

e. As indicated in Note 1, the Parent Company has completed its application for increase in capitalization with the SEC from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share. On February 1, 2024, the SEC approved such application.

   During the pendency of the application of increase in capital stock from P2 billion to P5 billion, at the Annual Stockholder's Meeting held on October 12, 2023, the stockholders approved to further increase the authorized capital stock of the Parent Company, from P5 billion divided into 5 billion shares with a par value of P1 per share to P10 billion divided into 10 billion shares with a par value of P1 per share. The stockholders also approved the subscription of FEMI to P1.25 billion, equivalent to 1.25 billion shares at P1 par value, which subscription is to be partially paid to the extent of P312 million via offset of Parent Company’s debt to FEMI in the amount of P186 million, the assignment of FEMI’s deposit for future subscription in the amount of P102 million and the amount of P24 million to be paid in cash.

Issuance of shares of stock

Following the approval by the SEC of the valuation of the Metro Solar shares (Note 1.4), on July 15, 2024, the Company issued shares of stock of 750 million common shares at par value of P1 per share in favor of FEMI by way of applying a portion of FEMI’s deposit for future stock subscription amounting to 750 million (Note 17).

13 Depot royalty income

Depot royalty income for the year ended December 31, 2024 amounting to P33,062,546 (2023 - P44,664,516, 2021 - P19,546,766) represents the Group’s 28.47% share in the 5% of the gross receipts of the rental income from TriNoma commercial center owned and operated by NTDCC (Note 8). The amount of royalty income is recognized over time as NTDCC earns rental income from the commercial center.

14 General and administrative expenses

This account consists of the following:

	Notes	2024	2023	2022
Salaries and wages		20,888,660	18,238,734	15,982,031
Amortization of right-of-use asset	10	14,524,948	4,884,900	-
Fees		8,347,246	6,333,308	281,335
Transportation and travel		5,854,712	5,944,739	4,997,611
IT expense		5,080,000	4,882,959	3,545,487
13^{th} month pay		2,213,865	1,770,532	2,095,532
Professional and retainer’s fee		2,051,500	3,365,602	2,076,021
Depreciation of property and equipment	8	1,536,880	62,511	-
Taxes and licenses		1,415,758	1,574,204	2,442,562
Legal		398,998	158,350	2,770,847
Directors’ fee		325,146	396,757	507,895
Amortization of intangible asset	8	27,317	25,041	27,317
Others		1,104,985	1,094,911	844,597
		63,770,015	48,732,548	35,571,235

Fees include documentary stamp tax payment for the amended articles of incorporation in line with the increase of authorized capital stock and expansion of primary purpose amounting to P7,500,000 (2023 - P6,000,000; 2022 - nil).

Others include advertising and promotions, trainings, registration fees, bank charges, office supplies, food expense, insurance and utilities.

15 Other income (expense), net

Other income, net for the years ended December 31 consists of the following:

	Notes	2024	2023	2021
Interest income		2,836,614	893,348	666
Finance cost	10,11	(1,202,250)	(327,832)	-
Dividend income	5	-	2,871,466	-
Gain on foreign exchange, net		-	2,588	11,121
		1,634,364	3,439,570	11,787

Interest income includes interest earned on advances to third party (Note 3).

Foreign exchange gain, net relates to the translation and transactions in respect of the Group's USD-denominated cash account. Details of foreign exchange gain, net as at December 31 are as follows:

	2024	2023	2021
Realized foreign exchange loss	-	-	(11,328)
Unrealized foreign exchange gain	-	2,588	22,449
	-	2,588	11,121

16 Income taxes

Corporate Recovery and Tax Incentives for Enterprises Act (CREATE)

On March 26, 2021, the President of the Republic of the Philippines signed into law Republic Act No. 11534 or the CREATE) Act, which is the reconciled version of the Bicameral Conference Committee. It settled the disagreeing provisions of House Bill No. 4157 and Senate Bill No. 1357. The CREATE Act was previously known as the Corporate Income Tax and Incentives Reform Act (CITIRA) bill. The law became effective on April 11, 2021.

Among the salient provisions of CREATE include changes to the Corporate Income Tax (CIT) as follows:

1. Reduction in CIT rate effective July 1, 2020 for domestic corporations are as follows:
   a. Those with assets amounting to P100,000,000 and below, and with taxable income equivalent to P5,000,000 and below will be subjected to a 20% tax rate; and
   b. Those with assets above P100,000,000 or those with taxable income amounting to more than P5,000,000 will be subjected to a 25% tax rate.
2. Effective July 1, 2020 until June 30, 2023, the minimum corporate income tax rate shall be 1%. Starting July 1, 2023, the MCIT shall return to its old rate of 2% of gross income.

Income tax benefit

Details of income tax benefit recognized in profit or loss for the years ended December 31 are as follows:

	2024	2023	2022
Current	-	(185,213)	-
Deferred	(412,148)	-	-
	(412,148)	(185,213)	-

The Parent Company used minimum corporate income tax for purposes of the income tax calculation for the taxable year 2024, 2023 and 2022, while the subsidiaries used regular current income for the taxable years 2024, 2023 and 2022.

Deferred income tax (DIT)

Details of DIT assets as at December 31 are as follows:

	2024	2023
Allowance for impairment of other receivables	1,328,734	1,328,734
MCIT	1,526,836	948,524
NOLCO	1,140,501	832,856
	3,996,071	3,110,114

Under the Tax Reform Act of 1997 (the "Act"), the Group shall pay the Minimum Corporate Income Tax (MCIT) or the normal income tax, whichever is higher. Following the enactment of the CREATE law, from July 1, 2020 to June 30, 2023, the MCIT is 1% (from January 1 to June 30, 2023) and 2% (from July 1, 2023 onwards) of gross income as defined under the Act. Any excess of the MCIT over the normal income tax shall be carried forward annually and credited against the normal income tax for the next three succeeding taxable years.

The amounts and details of MCIT are as follows:

Year of incurrence	Year of expiration	Tax rate	2024	2023
2021	2024	1%	82,938	82,938
2022	2025	1%	195,579	195,579
2023	2026	1.5%	670,007	670,007
2024	2027	2%	661,250	-
			1,609,774	948,524
Less: Expired MCIT			(82,938)	-
			1,526,836	948,524

The Group recognized the tax benefit from NOLCO from the prior years to the extent of the current year taxable income. The Group continued not to recognize certain deferred income tax assets arising from the net operating loss carry-over (NOLCO) of the Parent Company because management has assessed there will be no sufficient future taxable income against which the benefits of these tax assets can be utilized.

The amounts and details of NOLCO and the related recognized and unrecognized DIT assets as at December 31 which could be carried over as a deduction from taxable income for the next consecutive years are as follows:

Year loss was incurred	Year of expiration	2024	2023
2020	2025	1,450,186	-
2021	2026	1,062,032	3,461,834
2022	2025	14,006,478	16,012,348
2023	2026	1,776,890	2,714,099
2024	2027	17,010,989	-
		35,306,575	22,188,281
Recognized DIT		1,140,501	832,856
Unrecognized DIT asset		7,686,143	4,714,214
		8,826,644	5,547,070

Reconciliation of pre-tax income to tax expense

The reconciliation of tax on pretax income computed at the applicable statutory rates to tax expense are as follows:

	2024	2023	2022
Income (benefit) tax at the applicable statutory rate	(2,139,867)	1,665,606	878,334
Adjustments for:			
Share in net income of investment in associate	(5,128,410)	(1,535,109)	(4,881,504)
Dividend income subject to final tax	-	(717,867)	-
Unrecognized NOLCO	2,971,929	(396,703)	4,003,087
Non-deductible expenses	4,510,417	977,564	250
Interest income subject to final tax	(709,154)	(178,704)	(167)
Expired MCIT	82,938	-	-
	(412,148)	(185,213)	-

Critical accounting judgment: Income taxes

Significant judgment is required in determining the income tax expense recognized in profit or loss. There are some transactions and calculations for which the ultimate tax determination is uncertain in the ordinary course of business. The Group recognizes liabilities for anticipated tax assessment issues when it is probable. The liabilities are based on assessment and judgment of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the Group’s income tax and related liability in the period in which such determination is made.

The recognition of DIT assets depends on management’s assessment of the probability and available future taxable income against which the temporary difference can be applied. The Group reviews the carrying amount of its DIT assets at the end of each reporting period and reduces the amounts to the extent it is no longer probable that sufficient taxable profit will allow all or part of its DIT assets to be utilized. Management has assessed during the reporting periods that the Group will be able to generate sufficient future taxable income against which the temporary differences can be applied, except for NOLCO which is unrecognized.

17 Related party transactions and balances

Transactions and balances with related parties are presented as follows:

	Transactions			Balances		
	2024	2023	2022	2024	2023	Ref
Due from related parties - non-current (Note 3)						
Reimbursement of expenses						(a)
MRTHI - investee	-	-	-	117,361	117,361	
MRTHII - investee	-	-	-	1,649,110	1,649,110	
Dividend receivable						
MRTHII - investee	-	-	-	891,036,773	891,036,773	(b)
	-	-	-	892,803,244	892,803,244	
Due to a stockholder						
(Advances from) payments to FEMI	(2,317,176)	(13,388,282)	4,793,116	(269,741,387)	(267,424,211)	(c)
Debt-to-equity conversion	-	500,000,000	-	-	-	(c)
Due to other related parties						
Advances						
MRTHI - investee	-	-	-	(221,939,234)	(221,939,234)	(d)
MRTDC - associate	(9,993,987)	(5,769,091)	(17,368,999)	(21,227,865)	(18,418,328)	(e)
Dividend settlement						
MRTDC - associate (non-cash)	7,184,450	18,269,030	14,122,035	-	-	(e)
				(243,167,099)	(240,357,562)	
Deposit for future stock subscription						
FEMI	(750,000,000)	852,000,000	-	102,000,000	852,000,000	(f)

(a) Reimbursement of expenses

Receivables from MRTHI and MRTHII represent expenses paid by the Group on their behalf. Amounts are unsecured, non-interest bearing, and collectible in cash upon demand, but not expected to be collected within 12 months from the end of the reporting period.

(b) Dividend from MRTHII

During the year ended December 31, 2021, MRTHII declared dividends to the Parent Company amounting to P2,606,190,497. Details of its settlement are set out in Note 5.1 (c). Dividend receivables are collectible in are unsecured, non-interest bearing, and collectible in cash upon demand, which is not expected to be collected within 12 months from the end of the reporting period.

(c) Due to a stockholder

Due to a stockholder is unsecured, non-interest, and arose mainly from FEMI's payment of the Parent Company's bank loans, including interests and penalties, aggregating to P3 billion, and the cost of acquisition of shares of MRTHII amounting to P180 million.

On November 2, 2018, the Parent Company entered into a Repayment Agreement with FEMI for the repayment of advances to the latter. To enable the Parent Company to make its repayments to the extent of P300.0 million, the Parent Company assigns to FEMI for a period of fifteen (15) years commencing on January 30, 2020 and ending on January 30, 2034, its receipts from depot royalty income. On April 11, 2019, the BOD of the Parent Company passed a resolution approving the Parent Company's agreement with FEMI that in consideration of FEMI not charging interest on the outstanding obligations of the Parent Company, the Parent Company agreed to partially repay the advances from FEMI by way of allocating to FEMI dividends and other income from affiliates of the Parent Company in addition to the assignment of depot royalties.

Over the years, the amount of liability was reduced mainly through repayments and conversion of FEMI advances into equity. There were net advances for the year ended December 31, 2024 amounting to P2,317,716 (2023 - P13,888,282 net advances; 2022 - P4,793,116, net repayments). In addition, per the execution of the Deed of Assignment with FEMI dated October 10 2019 and the completion of the application on November 2023, P500 million of advances was fully paid through the conversion into equity of a portion of FEMI advances to the Parent Company (Note 1; Ref. f below).

FEMI, in its letter of support to the Group, committed not to demand payment of the amount due from the Group for a period of at least twelve (12) months from reporting date or until such time that the Group has the ability to pay in accordance with the Repayment Agreement above. As the Group has the unconditional right to defer settlement of the advances for at least 12 months from reporting date, the amount was classified as non-current liability as at December 31, 2023 and 2022.

(d) Advances from MRTHI

Outstanding amounts payable to MRTHI arose from advances to Parent Company for settlement of outstanding obligations. Amounts are unsecured, non-interest bearing, and are to be offset against the Parent Company's share of future dividends of MRTHI, which are not expected to be declared within 12 months from reporting date, thus, the amount was classified as non-current liability as at December 31, 2024 and 2023.

(e) Advances from MRTDC

Outstanding amounts payable to MRTDC arose from advances to Parent Company for settlement of outstanding obligations. During the year ended December 31, 2024 and 2023, MRTDC declared dividends to the Parent Company. This resulted in the reduction of the outstanding liability as set out in the details in Note 6 and treated as a non-cash operating activity in the cash flows. Additionally, for the year ended December 31, 2024, the Company received additional advances from MRTDC amounting to P9,993,987 (2023 - P5,769,091; 2022 - P17,368,999).

Outstanding amounts are unsecured, non-interest bearing, and are to be offset against the Parent Company's share of future dividends of MRTDC, which are not expected to be declared within 12 months from reporting date, thus, the amount was classified as non-current liability as at December 31, 2024 and 2023.

(f) Deposit for future stock subscription

On October 10, 2019, FEMI and the Parent Company executed a Deed of Assignment (of Advances) whereby FEMI assigned, transferred and conveyed unto the Parent Company the advances of FEMI to the Parent Company in the aggregate amount of P500 million in partial payment of FEMI's P750 million subscription out of the planned P3 billion increase in capital stock of the Parent Company (Note 1). This resulted to a recognition of a deposit for future stock subscription amounting to P500 million which will be applied to new share issuances once the SEC approved the increase in capitalization.

Additionally, for the year ended December 31, 2023, the Parent Company recognized a deposit for future stock subscription amounting to P352 million as a result of the assignment of MSPSI shares by FEMI (Note 1).

On November 2023, the Parent Company already paid and completed the required filings with the SEC in relation to the increase in capitalization. Accordingly, as at December 31, 2023, deposit for future stock subscription totaling P852 million is classified as part of equity in the consolidated statements of financial position. Subsequently, on February 1, 2024, the SEC approved the increase in the capital stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share such that the capital stock now stood at P5 billion divided into 5 billion shares at par value of P1 per share from the previous P2 billion divided into 2 billion shares at par value of P1 per share.

Following the approval by the SEC of the valuation of the Metro Solar shares (Note 1.4), on July 15, 2024, the Parent Company issued shares of stock of 750 million common shares at par value of P1 per share in favor of FEMI by way of applying a portion of FEMI's deposit for future stock subscription amounting to P750 million. As at December 31, 2024, deposit for future stock subscription amounted to P102 million, representing the excess in consideration received by the Company upon acceptance of the MSPSI shares amounting to P102 million and was agreed to be retained as deposit in future stock subscription of FEMI to any new share issuances of the Company in the future (Note 1.4).

The following related party transactions and balances were eliminated for the purpose of preparing the consolidated financial statements as at and for the years ended December 31:

	2024	2023
As at December 31		
Investment in subsidiaries	(352,332,227)	(352,379,164)
Due from related parties	(10,678,715)	(2,748,736)
Trade and other receivables	(2,938,621)	(4,491,938)
Accrued expense and other current liabilities	10,678,715	2,748,736
Due to related parties	268,763	319,024
For the year ended December 31		
Other expense, net	(46,936)	(28,927)

Material related party transactions policy

The Group has an approved material related party transactions policy that sets forth the required thresholds for approval for related party transactions as part of the Group's corporate governance policy.

18 Earnings per share

The following table presents basic and diluted (loss) earnings per share (EPS) for the years ended December 31:

	2024	2023	2021
Net (loss) income	(8,147,318)	5,697,189	3,513,335
Divided by weighted average number of shares outstanding	2,373,553,181	1,998,553,181	1,998,553,181
Basic and diluted (loss) earnings per share	(0.0034)	0.0029	0.0018

The Parent Company has no potential dilutive ordinary shares for the years ended December 31, 2024 and 2023. Therefore, the amounts reported for basic and diluted earnings per share are the same.

19 Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's management for the purposes of allocating resources to, and assessing the performance of, the Group's various entities.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of services and the type or class of customers. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The Group's management assesses the performance and allocates the resources of the Group as a whole, as all of the Group's activities are considered to be primarily holding infrastructure-related investments.

Therefore, management considers there is only one operating segment under the requirements of PFRS 8, Operating Segments. In this regard, no segment information is presented.

No geographic information is shown as the revenue and profit from operations of the Group are presently solely derived from its activities in the Philippines.

20 Critical accounting estimates, assumptions and judgments

Estimates, assumptions and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates, assumptions and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are enumerated below:

(a) Critical accounting estimates and assumptions

- Recoverability of non-trade receivables and due from related parties (Notes 3 and 17)
- Measurement of unquoted equity instruments - cost as an estimate of fair value (Note 5)

(b) Critical accounting judgments

- Recoverability of trade and other receivables and due from related parties (Notes 3 and 17)
- Measurement of unquoted equity instruments - cost as an estimate of fair value (Note 5)
- Recoverability of investment in associates (Note 6)
- Income taxes (Note 16)

21 Financial risk management objectives and policies

21.1 Components of financial assets and financial liabilities

Financial assets

Details of the Group's financial assets as at December 31 are as follows:

	Notes	2024	2023
At amortized cost			
Cash	2	1,255,597	12,780,533
Non-trade receivables	3	71,006,165	64,064,418
Due from related parties	3	898,118,179	898,118,179
		970,379,941	974,963,130
At FVOCI			
Unquoted equity securities	5	3,058,238,916	3,058,238,916
Quoted equity securities	5	2,542,055	2,092,420
		3,060,780,971	3,060,331,336
		4,031,160,912	4,035,294,466

Due from related parties are presented gross of allowance for impairment. Allowance for impairment as at December 31, 2024 and 2023 amounted to P5,314,935.

Financial liabilities

Details of the Group's financial liabilities, at amortized cost, at December 31 are as follows:

	Notes	2024	2023
Advances from MPIC	9	350,000,000	350,000,000
Accrued expenses	9	70,864,264	65,026,736
Mortgage payable	10	1,462,173	-
Lease liability	11	13,429,329	13,673,271
Due to a stockholder	17	269,741,387	267,424,211
Due to other related parties	17	243,167,099	240,853,722
		948,664,252	936,977,940

Other current liabilities excluded pertain to payables to government agencies and output VAT which are not considered as financial liabilities.

21.2 Financial risk factor

The Group's activities expose it to a variety of financial risks and these activities involve the analysis, evaluation and management of some degree of risk or combination of risks. The Group's overall risk management program focuses on the unpredictability of financial markets, aims to achieve an appropriate balance between risk and return and seeks to minimize potential adverse effects on the Group's financial performance.

The most important types of risk the Group's manages are liquidity risk and credit risk.

21.2.1 Liquidity risk

Liquidity risk arises from the possibility that the Group will encounter difficulty in raising funds to meet associated commitments with financial instruments.

The Group manages the liquidity risk by maintaining a balance between continuity of funding and flexibility in operations. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational and working capital requirements. Management closely monitors the Group's future and contingent obligations and sets up required cash reserves and reserve borrowing facilities as necessary in accordance with internal policies. Short-term advances from related parties are availed to cover for immediate expenses and maturing obligations. The Group is also able to defer payments of some of its due to related party balances.

The Group continues to obtain support from FEMI to finance the Group's operations.

The table below presents the Group's financial liabilities:

	Within 12 Months	More than 12 months	Total
2024			
Advances from MPIC	350,000,000	-	350,000,000
Accrued expenses	70,864,264	-	70,864,264
Mortgage payable	850,305	611,868	1,462,173
Future interest on mortgage payable	99,531	21,356	120,887
Lease liability, gross of discount	1,200,000	26,100,000	27,300,000
Due to a stockholder	-	269,741,387	269,741,387
Due to other related parties	-	243,167,099	243,167,099
	423,014,100	539,641,710	962,655,810
2023			
Advances from MPIC	350,000,000	-	350,000,000
Accrued expenses	65,026,736	-	58,766,242
Lease liability, gross of discount	1,200,000	27,300,000	28,500,000
Due to a stockholder	-	267,424,211	267,424,211
Due to other related parties	-	240,357,562	240,357,562
	416,226,736	535,081,773	945,048,015

The Group expects to settle the above financial obligations due within 12 months in accordance with their contractual maturity of 30 to 60 days.

21.2.2 Credit risk

Credit risk refers to the risk that a counterparty will cause a financial loss to the Group by failing to discharge an obligation. Significant changes in the economy that may represent a concentration in the Group's business, could result in losses that are different from those provided for at reporting date.

Credit risk arises from cash deposits with banks and financial institutions, as well as credit exposure on receivable from customers, related parties and other counterparties. The fair values of these financial assets approximate net carrying amounts due to their short-term maturities.

The Group has a significant concentration of credit risk on its transactions with NTDCC, its sole customer. However, this is brought down to an acceptable level since depot royalties are collected in accordance with the agreement and the Group's credit policy with no reported defaults and write-offs in previous years. In addition, credit risk is minimized by monitoring receivables regularly.

The Group has the following financial assets as at December 31 where the expected credit loss model has been applied:

	Gross carrying amount	Allowance provided	Net carrying amount	Internal credit rating	Basis of recognition of ECL
2024					
Cash in bank	1,209,396	-	1,209,396	Performing	12-month ECL
Non-trade and other receivables					
Group 1	71,066,165	-	71,066,165	Collective assessment	Lifetime ECL
Due from related parties					
Group 2	892,803,244	-	892,803,244	Performing	12-month ECL
Group 3	5,314,935	(5,314,935)	-	Credit Impaired	Lifetime ECL
	970,333,740	(5,314,935)	965,018,805		
2023					
Cash in bank	12,734,331	-	12,734,331	Performing	12-month ECL
Non-trade and other receivables					
Group 1	64,064,418	-	64,064,418	Collective assessment	Lifetime ECL
Due from related parties					
Group 2	892,803,244	-	892,803,244	Performing	12-month ECL
Group 3	5,314,935	(5,314,935)	-	Credit Impaired	Lifetime ECL
	974,916,928	(5,314,935)	969,601,993		

Credit quality of customers are classified as follows:

- Group 1 - Customer and counterparty balances without history of default and assessed to be fully recoverable.
- Group 2 - Customer and counterparty balances with some defaults in the past. Amounts are largely collectible after collection efforts.
- Group 3 - Individually assessed customer with defaults and which the Group no longer expects to recover the balance despite its collection efforts.

The maximum exposure to credit risk at the reporting date is the carrying value of financial assets summarized above.

Cash on hand as at December 31, 2024 and 2023 amounting to P46,201 (Note 2) is not subject to credit risk.

None of the fully performing financial assets have been renegotiated during the years ended December 31, 2024 and 2023. The Company does not hold any collateral as security to the above financial assets.

<u>Credit quality of the Group's financial assets</u>

Cash in banks

To minimize credit risk exposure from its cash account, the Group deposits its cash in universal banks that have good credit ratings. Accordingly, the Group's cash in bank is subject to insignificant expected credit loss as at reporting dates.

Receivables

Group 1 - The Group's receivables under Group 1 consists of amounts due from NTDCC, have no history of recent default or write-off and are considered to be fully performing. Accordingly, no provision for impairment is required.

Group 2 - Past due but not impaired receivables consist of amounts due from related parties, who, despite delays in collection based on the credit term, are deemed to be fully collectible based on management's assessment and counterparties' financial capacity and creditworthiness. Accordingly, no provision for impairment is required at reporting date.

Group 3 - The Group records a provision for impairment of receivables that are assessed to have a significant probability of becoming uncollectible. The assessment is based on the Group's knowledge of the collectability of the account, nature of dispute and the creditworthiness of the customer.

21.2.3 Foreign currency exchange risk

Foreign currency exchange risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is not the Group's functional currency.

The Company has transactional currency exposure. Such exposure is not material to the Group as this arises mainly from immaterial cash balances denominated in US Dollar.

21.3 Capital risk management

The Group manages its capital to ensure that the Group will be able to continue as a going concern, while maximizing the return on investments of stockholders. The Group monitors its use of capital by comparing deficit to total capitalization and makes adjustments to it in light of changes in economic conditions and its financial position.

The Group considers its long-term debt from FEMI and other related parties, as well as total equity consisting of share capital, additional paid-in capital, deposit for future stock subscription, and retained earnings, as its capital:

	Notes	2024	2023
Equity			
Share capital	11	2,748,553,181	1,998,553,181
Additional paid-in capital		589,120,804	589,120,804
Deposit for future stock subscription	16	102,000,000	852,000,000
Retained earnings		45,231,953	53,379,271
		3,484,905,938	3,493,053,256
Debt			
Due to a stockholder	16	269,741,387	267,424,211
Due to related parties	16	243,167,099	240,357,562
		512,908,486	507,781,773
		3,997,897,362	4,000,835,029

22 Summary of material accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

22.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. PFRS Accounting Standards comprise the following authoritative literature:

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

These consolidated financial statements have been prepared under the historical cost convention except for financial assets at FVOCI.

The preparation of the consolidated financial statements in conformity with PFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 20.

21.2 Changes in accounting policies and disclosures

(a) New standards - applicable January 1, 2024

There are no new standards, amendments and interpretations which are effective for the financial year on or after January 1, 2024 that are relevant to and have a material impact on the Group's consolidated financial statements.

(b) New and amended standards not yet adopted by the Group

Certain standards, amendments or interpretations had been issued but were not mandatory for annual reporting periods ended December 31, 2024 and have not been early adopted by the Group. The following standard was assessed by management to be relevant and will have a material impact in the future reporting periods:

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

This is the new standard on presentation and disclosure in financial statements, which replaces PAS 1, with a focus on updates to the statement of total comprehensive income.

The key new concepts introduced in PFRS 18 relate to:

- the structure of the statement of total comprehensive income with defined subtotals;
- requirement to determine the most useful structure summary for presenting expenses in the statement of total comprehensive income
- required disclosures in a single note within the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general

The Group expects to adopt this standard beginning January 1, 2027 and will update the consolidated financial statements accordingly to comply with the new standards.

21.3 Financial assets

Classification

The Group classifies its financial assets in the following measurement categories: (a) those to be measured subsequently at fair value (either through OCI or through profit or loss), and (b) those to be measured at amortized cost. The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

The Group holds financial assets at fair value through OCI (Note 5). These are strategic investments, and the Group considers this classification to be more relevant.

Financial assets at amortized cost are assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. The Group's financial assets at amortized cost category includes cash (Note 2), non-trade and other receivables (Note 3), and due from related parties (Notes 3 and 17).

The Group's does not hold financial assets at FVTPL.

Recognition and subsequent measurement

The Group recognizes a financial asset in the consolidated statements of financial position when the Group becomes a party to the contractual provisions of the instrument.

All financial instruments are initially measured at fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Subsequently, assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is recognized using the effective interest rate method.

Changes in the fair value of financial assets at FVOCI are recognized in other comprehensive income.

The Group assesses whether the cost is the best estimate of fair value of financial assets at FVOCI. In making the assessment, the Group checks whether there are events or circumstances that might indicate that cost might not be representative of fair value of the financial assets, including significant change in the investees' performance and operations, as well significant change in the economic environment in which the investees operate. The Group also considers costs as the best measure of fair value where more recent available information is insufficient to determine fair value; or where there is a wide range of possible fair value measurements, and cost represents the best estimate of fair value within that range.

Subsequent measurement of equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognized in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment

The Group assesses on a forward-looking basis the expected credit losses (ECL) associated with its financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Impairment losses are presented separately in the consolidated statement of total comprehensive income.

Loss allowances of the Group are measured on either of the following bases:

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

Simplified approach

The Group applies the simplified approach to provide for ECL for all trade receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECL. The expected loss rates are based on the payment profiles of customers and the corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors such as gross domestic product and inflation rate affecting the ability of the customers to settle the receivables.

General approach

Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and includes forward-looking information.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held).

The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets’ gross carrying amount at the reporting date.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Derecognition

Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. Any gain or loss arising on derecognition is recognized directly in the consolidated statements of total comprehensive income and presented in other gains/(losses).

21.4 Financial liabilities

Classification

The Group classifies its financial liabilities as: (i) financial liabilities at fair value through profit or loss, and (ii) other financial liabilities measured at amortized cost. Financial liabilities under category (i) comprise of two sub-categories: financial liabilities classified as held for trading and financial liabilities designated by the Group as at fair value through profit or loss upon initial recognition. Management determines the classification of its financial liabilities at initial recognition.

The Group did not hold financial liabilities under category (i) during and at the end of each reporting period.

Other financial liabilities at amortized cost are contractual obligations which are either those to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group. These are included in current liabilities, except for maturities greater than 12 months after the reporting period which are classified as non-current liabilities.

The Group's other financial liabilities at amortized cost consist of accrued expenses and other current liabilities (excluding payable to government agencies) (Note 9), mortgage payable (Note 11), lease liability (Note 11), due to a stockholder (Note 17), and due to other related parties (Note 17).

Recognition and measurement

The Group recognizes a financial liability in the consolidated statement of financial position when, and only when, the Group becomes a party to the contractual provision of the instrument.

Other financial liabilities at amortized cost are initially measured at fair value plus transaction costs. Subsequently, these are measured at amortized cost using the effective interest rate method.

Derecognition

Other financial liabilities at amortized cost are derecognized when the obligation is paid, settled, discharged, cancelled or has expired.

Transfer, assumption, or assignment of liabilities

The transfer, assumption, or assignment of financial liabilities to or from other parties for no consideration requires recognition of gains or losses, charged to other income or expense in the statement of total comprehensive income.

21.5 Determination of fair value

The fair value of financial and non-financial liabilities takes into account non-performance risk, which is the risk that the entity will not fulfill an obligation.

The Group classifies its fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The appropriate level is determined on the basis of the lowest level input that is significant to the fair value measurement.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1. The Group's quoted financial assets at FVOCI are under this category.

The fair value of assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the asset or liability is included in Level 2. If one or more of the significant inputs is not based on observable market data, the asset or liability is included in Level 3. The Group's unquoted financial assets, pertaining to investments in MRTHI and MRTHII, are under Level 3 fair value category. The cost of the investments represents the best estimate of the fair value of the investments as at reporting date (Note 5).

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The carrying amounts of financial instruments presented as part of current assets and current liabilities as at December 31, 2024 and 2023 approximate their fair values due to their short-term maturities.
The carrying value of due from related parties, due to a stockholder and due to other related parties approximates their fair value, based on the expected settlement of the amounts by the end of the BLT Agreement in July 2025.

The Group has no other financial assets and liabilities measured at fair value during and at the end of each reporting date.

Non-financial assets

For non-financial assets, the Group uses valuation techniques that are appropriate in the circumstances and applies the technique consistently. Commonly used valuation techniques are as follows:

- Market approach - A valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.
- Income approach - Valuation techniques that convert future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.
- Cost approach - A valuation technique that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

The fair value of a non-financial asset is measured based on its highest and best use. The carrying value of the Group's non-financial assets, substantially property and equipment and intangible assets, approximate its fair value in the light of the assets' current use is presumed to be its highest and best use.

21.6 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty. The Group does not have financial assets and liabilities that are covered by enforceable master netting arrangements and other similar agreements.

21.7 Consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

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

Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated.

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

Non-controlling interests

Non-controlling interests pertain to the equity in a subsidiary not attributable, directly or indirectly to the Group. Non-controlling interests represent the portion of profit or loss and net assets in subsidiaries not wholly-owned and are presented in the consolidated statement of total comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position, separately from the equity attributable to the Parent Company.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having deficit balance.

The amount of non-controlling interests from the Group's investment in MGHC Royal Holdings Corporation (MGHC Royal) is immaterial as at December 31, 2024 and 2023 considering that MGHC Royal is a dormant entity.

Disposal of subsidiary

When the Group ceases to have control, any retained interest in the subsidiary is re-measured to its fair value at the date when control is lost, with the change in carrying amount generally recognized in profit or loss. The fair value is the initial carrying amount for purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset.

21.8 Non-trade and other receivables

Non-trade receivables arising from depot royalties with an average credit term of 60 days are recognized at transaction price and subsequently measured at amortized cost using effective interest method less any provision for impairment.

Other receivables, such as advances, are recognized initially at fair value and subsequently measured at amortized cost using effective interest method, less any provision for impairment.

Non-trade receivables and its related provision for impairment are written off when the Group has determined that the receivable is uncollectible as they have already exerted all collection efforts, including filing a legal case. Bad debts written off are specifically identified after exhausting all collection efforts (i.e., sending demand letters and legal notice of default to customers) and are approved by the BOD.

Write-offs represent either direct charge against profit or loss at the time the receivable deemed uncollectible or the release of previously recorded provision from the allowance account and credited to the related receivable account following the Group's assessment that the related receivable will no longer be collected after all collection efforts have been exhausted.

Subsequent recoveries of amounts previously written-off are credited in profit or loss under general and administrative expenses. Reversals of previously recorded impairment provision are recognized in profit or loss based on the result of management's update assessments, considering available facts and changes in circumstances, including but not limited to results of recent discussions and arrangements entered into with customers as to the recoverability of receivable at reporting date.

21.9 Other current assets

Other current assets consist of input value-added tax (VAT), creditable withholding taxes, prepaid taxes and advances. These are stated at face value less provision for impairment, if any.

Input VAT, prepaid taxes and creditable withholding taxes are derecognized when there is a legally enforceable right to apply the recognized amounts against the related liability within the period prescribed by the relevant tax laws.

Amounts are included in current assets, except when the related assets are expected to be realized more than twelve (12) months after the reporting period which are classified in non-current assets.

21.10 Investment in associate

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights (Note 6).

Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. It is also decreased by dividends received from the investee. The Group's investment in associates includes goodwill identified on acquisition. Any excess of the Group's share of the net fair value of the associates identifiable assets and liabilities over the cost of the investment is included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

The Group's share of its associates' post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

Dilution gains and losses arising in investments in associates are recognized in profit or loss.

Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

21.11 Property and equipment

Property and equipment is stated at historical cost less accumulated depreciation and impairment in value, if any. Land is stated at cost less any impairment in value. The initial cost of property and equipment comprise its purchase price, including import duties and non-refundable purchase taxes and other directly attributable cost of bringing the property and equipment to its working condition and location for its intended use.

Depreciation is computed on the straight-line method over the following estimated useful life of the property and equipment:

	In years
Transportation equipment	5
Office equipment	3-5

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 22.13)

21.12 Intangible assets

Intangible assets acquired separately are carried at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization in the case of intangible assets with finite lives, and any accumulated impairment losses.

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

Intangible assets with finite lives are amortized over the remaining useful economic life at the date of acquisition or business combination. These are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and method for an intangible asset with a finite useful life is reviewed at the end of each reporting date.

The Group's intangible asset, pertaining to depot royalty rights, was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of the development rights (Note 8).

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization of intangible assets with finite lives is recognized in profit or loss in the expense category consistent with the function of the intangible asset.

21.13 Impairment of non-financial assets

Non-financial assets that have definite useful lives are subject to depreciation or amortization and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Value in use requires the Group to make estimates of future cash flows to be derived from the particular asset and discount them using a pre-tax market rate that reflects current assessments of the time value of money and the risks specific to the asset.

Impairment losses, if any, are recognized in profit or loss within other expenses in the consolidated statement of total comprehensive income. Non-financial assets that have been impaired are reviewed for possible reversal of the impairment at each reporting period. When impairment loss subsequently reverses, the carrying amount of the assets or cash-generating unit is increased to the revised estimate of its recoverable amount, but the increased carrying amount should not exceed the carrying amount that would have been determined had no impairment loss has been recognized for the asset or cash-generating unit in prior years. Reversals of previously recorded impairment provisions are credited against provision account in profit and loss.

21.14 Deposit for future stock subscription

Deposit for future stock subscriptions refer to the amount of money or property received by the Group with the purpose of applying the same as payment for future issuance of stocks which may or may not materialize. Deposit for future stock subscriptions cannot be considered as part of the capital stock of the Group until shares of stocks are actually issued in consideration thereof.

On May 11, 2017, SEC issued an amendment on SEC Bulletin No. 6 (issued in 2012) for the treatment of the deposit for future stock subscriptions. As stated, an entity shall classify a contract to deliver its own equity instruments under equity as deposit for future stock subscriptions if and only if, all of the following elements are present as of the end of the period:

- The unissued authorized capital of the entity is insufficient to cover the amount of shares indicated in the contract;
- There is BOD approval on the proposed increase in authorized capital stock (for which a deposit was received by the corporation);
- There is stockholders' approval of said proposed increase in authorized capital stock; and
- The application for the approval of the increase in capital stock has been presented for filing or has been filed with the SEC.

If any or all of the foregoing elements are not present, the transaction should be recognized as part of liability. The amount of deposit for future stock subscriptions will be reclassified to equity account when the Company meets the foregoing elements.

21.15 Right-of-use asset

Where the Company is the lessee

a) Measurement of lease liabilities

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for the Company's leases, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held for entities which do not have recent third-party financing, and
- makes adjustments specific to the lease (i.e., term, currency and security).

The Company is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

b) Measurement of right-of-use assets

Right-of-use assets are generally depreciated over the shorter of the asset's useful life of 30 years and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset’s useful life.

c) Extension and termination options

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The lease term is reassessed if an option is actually exercised (or not exercised) or the Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is revised only if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

d) Short-term leases and leases of low-value assets

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in the profit or loss. Short-term leases are leases with a lease term of 12 months or less.

21.16 Provisions and contingencies

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized in profit or loss.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed and derecognized in the consolidated statement of financial position.

Provisions are derecognized when the related legal or contractual obligation is discharged, cancelled or expired.

Probable inflows of economic benefits that do not yet meet the recognition criteria of an asset are considered contingent assets, hence, are not recognized in the financial statements.

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the financial statements but disclosed when an inflow of economic benefits is probable.

21.17 Revenue recognition

Revenue is measured based on the transaction price specified in a contract with the customer. The Group recognizes revenue when it transfers control over a product or service to a customer.

The following is a description of principal activities from which the Group generates its revenue.

Depot royalty income

The amount of royalty income is recognized over time as NTDCC earns rental income from the TriNoma commercial center. The use of a time-based approach (output method) best provides a faithful depiction of the transfer of services to the customer given the nature of the royalty arrangement.

Dividend income

Dividend income is recognized at the point in time when investees have declared dividends.

Other income

Other income is recognized when earned.

Interest income

Revenue is recognized on a time-proportion basis using the effective interest method.

21.18 Cost and expense recognition

Costs and expenses in the statement of total comprehensive income are presented using the function of expense method.

21.19 Employee benefits

(i) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus if the Group has present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Retirement benefits

The Group has yet to adopt a formal retirement plan for the benefit of its qualified employees. Under RA No. 7641, in the absence of a retirement plan or agreement providing for retirement benefits of employees in the private sector, an employee upon reaching the age of 60 years or more, but not beyond 65 years, who has served at least 5 years in a private company, may retire and shall be entitled to retirement pay equivalent to at least one-half month salary plus one twelfth of the 13th month pay and cash equivalent of not more than 5 days of service incentive leaves for every year of service (or 100% of monthly salary), a fraction of at least 6 months being considered as one whole year.

The liability to be recognized in the statement of financial position in respect of defined benefit retirement plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in Philippine Peso, the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related retirement obligation.

Remeasurements arising from experience adjustments and changes in actuarial assumptions are charged or credited in other comprehensive income in the period in which they arise. Past-service costs are recognized immediately in profit or loss.

The net interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefit expense in profit or loss.

Management did not recognize any liability in respect of the defined benefit retirement plan as management assessed this to be immaterial as at December 31, 2024 and 2023.

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits.

The Group recognizes termination benefits when it is demonstrably committed to either: (a) terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or (b) providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the reporting date are discounted to present value.

21.20 Related party relationships and transactions

Related party relationship exists when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, or between, and/or among the reporting enterprise and its key management personnel, directors, or its shareholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

21.21 Current and deferred income tax

Income tax expense recognized in profit or loss during the period comprises of current and deferred income tax (DIT), except to the extent that it relates to items recognized in other comprehensive income.

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

DIT is recognized on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. DIT is determined using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related DIT asset is realized or the deferred income tax liability is settled.

DIT assets are the amounts of income taxes recoverable in future periods in respect of all deductible temporary differences. DIT assets are recognized to the extent it is probable that future taxable profit will be available against which the temporary differences can be utilized. DIT liabilities are the amounts of income taxes payable in future periods in respect of taxable temporary differences.

DIT assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the DIT assets and liabilities relate to income taxes levied by the same taxation authority where there is an intention to settle the balances on a net basis.

21.22 Earnings per share

Basic EPS is computed by dividing net income attributable to common stock by the weighted average number of common shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period, if any.

Diluted EPS is computed by dividing net income attributable to common shareholders by the weighted average number of common shares outstanding during the period, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period, and adjusted for the effect of dilutive convertible preferred shares. If the required dividends to be declared on convertible preferred shares divided by the number of equivalent common shares, assuming such shares are converted, would decrease the basic EPS, then such convertible preferred shares would be deemed dilutive. Where the effect of the assumed conversion of the preferred shares have anti-dilutive effect, basic and diluted EPS are stated at the same amount.

21.23 Equity

Capital stock is determined using the par value of shares that have been issued.

Additional paid-in capital includes any premiums received on the initial issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Retained earnings (deficit) include all current and prior period results as disclosed in the statement of income.

21.24 Subsequent events

Subsequent events that provide additional information about the Group's position at the financial reporting date (adjusting events) are reflected in the financial statements. Subsequent events that are not adjusting events are disclosed in the notes to financial statements when material.

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULES AS REQUIRED BY REVISED SRC RULE 68
DECEMBER 31, 2024

Schedules	Description
A	Financial Assets
B	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
C	Amounts Receivable from Related Parties which are eliminated during the consolidation of the financial statements
D	Long Term Debt
E	Indebtedness to Related Parties (Long-Term loans from Related Companies)
F	Guarantees of Securities of Other Issuers
G	Share Capital
	Schedule of Financial Soundness Indicator
	Reconciliation of Retained Earnings Available for Dividend Declaration
	A Map Showing the Relationships between and among the Parent Company and its Ultimate Parent Company, Middle Parent, Subsidiaries or Co-subsidiaries and Associates
	External Auditor Fee

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE A - FINANCIAL ASSETS
DECEMBER 31, 2024

Name of issuing entity and association of each issue	Number of shares	Amount shown in the Statement of Financial Position	Income received and accrued
Financial assets at amortized cost			
Cash in banks			
United Coconut Planters Bank	-	348,616	-
Rizal Commercial Banking Corporation	-	98,606	-
Union Bank of the Philippines, Inc.	-	762,174	1,608
Cash on hand	-	46,201	-
Total cash and cash equivalents		1,255,597	1,608
Non-trade receivables		71,006,165	2,835,006
Other receivables			
Receivable from Monumento Rail	-	5,314,935	-
Advances to MRTHI	-	117,361	-
Advances to MRTHII	-	892,685,883	-
Total non-trade and other receivables		969,124,344	2,835,006
Financial asset through other comprehensive income			
Unquoted equity securities	11,856,311	3,058,238,916	-
Quoted equity securities	5,781,917	2,542,055	-
Total financial assets through other comprehensive income		3,060,780,971	-
		4,031,160,912	2,836,614

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
DECEMBER 31, 2024

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Write-offs	Current	Non-current	Balance at the end of the period
Due from related parties							
Metro Rail Transit Holdings I	117,361	-	-	-	-	117,361	117,361
Metro Rail Transit Holdings II	892,685,883	-	-	-	-	892,685,883	892,685,883
Total due from related parties	892,803,244	-	-	-	-	892,803,244	892,803,244

**As required by the Revised SRC Rule 68, this schedule shall be filed with respect to each person among the directors, officers and employees from whom an aggregate indebtedness of more than P1 million or one percent (1%) of total assets, whichever is less, is owed for items arising outside the ordinary course of business. There were no advances with respect to each person among the directors, officers and employees amounting to more than P1 million outside the ordinary course of business as of December 31, 2024.*

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF THE FINANCIAL STATEMENTS
DECEMBER 31, 2024

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Non-current	Balance at the end of the period
Metro Renewable Transport Solutions, Inc.	2,748,736	817,738	-	-	-	3,566,474	3,566,474
Metro Solar Power Solutions, Inc.	-	7,112,241	-	-	-	7,112,241	7,112,241
Total	2,748,736	7,929,979	-	-	-	10,678,715	10,678,715

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE D - LONG TERM DEBT
DECEMBER 31, 2024

Title of Issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-Term Debt" in related balance sheet	Notes
N/A	N/A	N/A	N/A	N/A

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE E - INDEBTEDNESS TO RELATED PARTIES (LONG-TERM LOANS FROM RELATED COMPANIES)
DECEMBER 31, 2024

Name of related party	Balance at beginning of the period	Balance at the end of the period
Fil-Estate Management, Inc	267,424,211	269,741,387
Metro Rail Transit Holdings, Inc. I	221,939,234	221,939,234
MRT Development Corporation	18,418,328	21,227,865
	507,781,773	512,908,486

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE F - GUARANTEES OF SECURITIES OF OTHER ISSUERS
DECEMBER 31, 2024

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee
N/A	N/A	N/A	N/A	N/A

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE G - SHARE CAPITAL
DECEMBER 31, 2024

Title of issue	Number of shares authorized	Number of shares issued and outstanding	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Number of shares held by Directors, officers and employees	Number of shares held by others
Common shares	5,000,000,000	2,748,553,181	-	2,454,750,194	3,669,018	290,133,969

The Parent Company's issued and subscribed share capital of P2,750,000,000 includes P1,446,819 subscription receivable, composed of 1,446,819 shares with par value of P1 each.

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SCHEDULE OF FINANCIAL SOUNDNESS INDICATOR
DECEMBER 31, 2024

	December 31, 2024	December 31,2023
Current ratio[a]	0.183:1	0.194:1
Acid Test ratio[b]	0.171:1	0.183:1
Solvency ratio[c]	0.008:1	0.011:1
Debt-to-equity ratio[d]	0.272:1	0.269:1
Asset-to-equity ratio[e]	1.272:1	1.269:1
Interest rate coverage ratio[f]	N/A	N/A
Debt service coverage ratio[g]	N/A	N/A
Net debt/EBITDA[h]	N/A	N/A
(Loss) earnings per share (PHP)[i]	(0.0034):1	0.0029:1
Book value per share[j]	1.268:1	1.748:1
Return on assets[k]	(0.002):1	0.001:1
Return on equity[l]	(0.002):1	0.002:1
Net Profit Margin[m]	(0.152):1	0.112:1

[a]Current assets/Current liabilities
[b]Cash and cash equivalents + Trade and other receivables, net + Due from related parties/Current liabilities
[c]Net operating profit after tax + depreciation and amortization/ Total liabilities
[d]Total liabilities/ Total equity
[e]Total assets/ Total equity
[f]Earnings before interest, taxes, depreciation and amortization / Interest expense
[g]Earnings before interest, taxes, depreciation and amortization / (Current loan payable + Interest expense + current lease liabilities)
[h]Loans payable less cash and cash equivalents/ Earnings before interest, taxes, depreciation and amortization
[i]Net income / Weighted average number of ordinary shares
[j]Total equity less Preferred Equity/ Total number of shares outstanding
[k]Net income/ Average total assets
[l]Net income / Average total equity
[m]Net income/ Gross income from operations

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDENDS DECLARATION
DECEMBER 31, 2024

Metro Global Holdings Corporation

Reconciliation of Parent Company Retained Earnings Available for Dividend Declaration
As at December 31, 2024
(All amounts in Philippine Peso)

Unappropriated Retained Earnings, beginning of the year/period		67,005,487
Add: Category A: Items that are directly credited to Unappropriated retained earnings		
Reversal of Retained earnings appropriation/s	-	
Effect of restatements or prior-period adjustments	-	
Others	-	-
Less: Category B: Items that are directly debited to Unappropriated retained earnings		
Dividend declaration during the reporting period	-	
Retained earnings appropriated during the reporting period	-	
Effect of restatements or prior-period adjustments	-	
Others	-	-
Unappropriated Retained Earnings, as adjusted		67,005,487
Add/Less: Net Income for the current year		5,378,627
Less: Category C.1: Unrealized income recognized in the profit or loss during the year/period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared	(13,329,189)	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	-	
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Unrealized fair value gain of investment property	-	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	-	(13,329,189)

(continued)

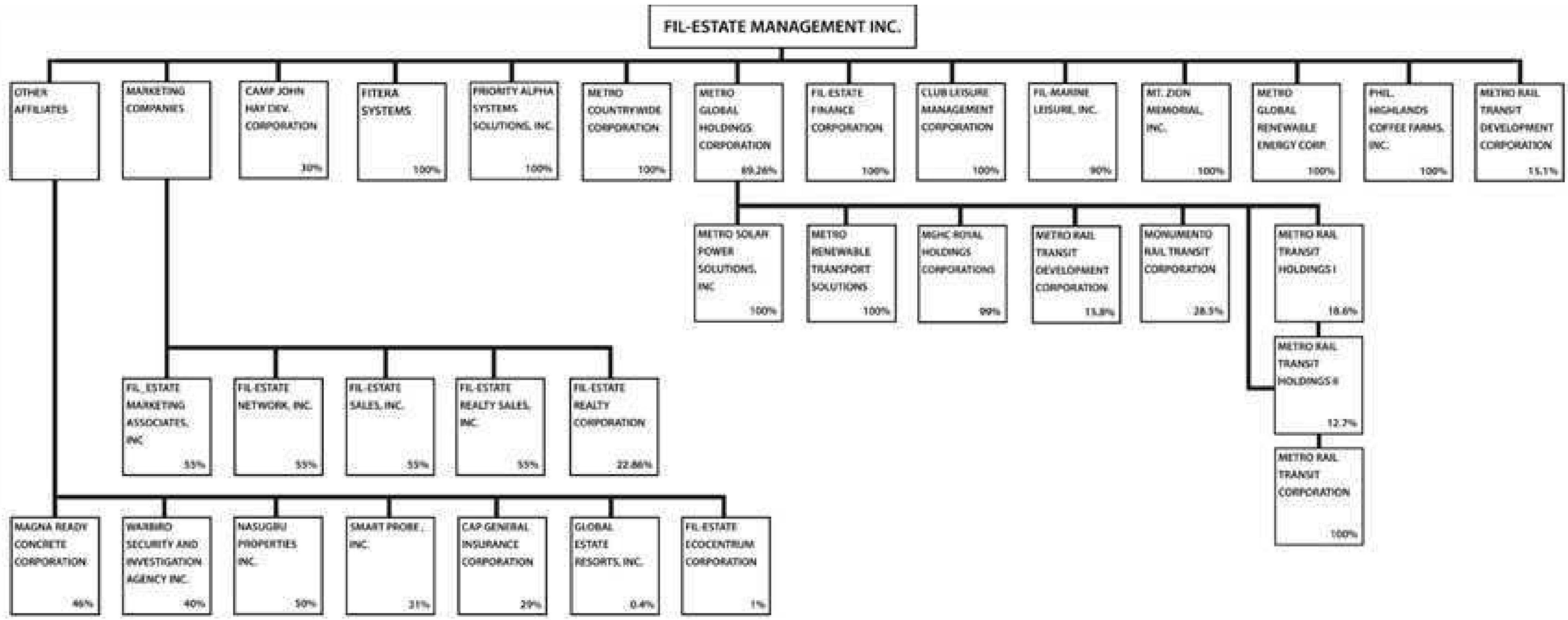
Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	-	
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	-	
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Realized fair value gain of Investment property	-	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	-	-
Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)	-	
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	-	
Reversal of previously recorded fair value adjustment (mark-to- market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Reversal of previously recorded fair value gain of investment property	-	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded	-	-
Adjusted net income/loss		(7,950,562)
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)		-
Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP		
Amortization of the effect of reporting relief	-	
Total amount of reporting relief granted during the year	-	
Others	-	-

(continued)

Add/Less:	Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution		
	Net movement of treasury shares (except for reacquisition of redeemable shares)	-	
	Net movement of deferred tax asset not considered in the reconciling items under the previous categories	(578,312)	
	Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	-	
	Adjustment due to deviation from PFRS/GAAP - gain (loss)	-	
	Others (describe nature)	-	(578,312)
Total Retained Earnings, end of the year/period available for dividend declaration			**58,476,613**

Metro Global Holdings Corporation and Subsidiaries

A Map Showing the Relationships between and among the company and its Ultimate Parent Company, Middle Parent, Subsidiaries OR Co-subsidiaries and Associates
December 31, 2024



METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

EXTERNAL AUDITOR FEE
DECEMBER 31, 2024

	2024	2023
Total audit fees	1,350,530	1,301,000
Non-audit service fees:		
Other assurance services	108,150	105,000
Tax services	-	-
All other services	-	-
Total non-audit fees	108,150	105,000
Total audit and non-audit fees	1,458,680	1,406,000

ANNEX A-2

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

9	1	4	2							

COMPANY NAME

METRO GLOBAL HOLDINGS
CORPORATION

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

MEZZANINE FLOOR ,
RENAISSANCE TOWER,
MERALCO AVENUE, PASIG CITY

Form Type	Department requiring the report	Secondary License Type, If Applicable
AAFS	MSRD	Not applicable

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
info@metroglobalholdings.com	8633-6205	Not applicable

No. of Stockholders	Annual Meeting Month/Day	Fiscal Year Month/Day
1915	Last Thursday of July	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ramon G. Jimenez	rgj@metroglobalholdings.com	8633-6205	Not applicable

CONTACT PERSON's ADDRESS

Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City

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

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

Independent Auditor's Report

To the Board of Directors and Shareholders of
Metro Global Holdings Corporation
Mezzanine Floor, Renaissance Tower,
Meralco Avenue, Pasig City

Report on the Audits of the Separate Financial Statements

Our Opinion

In our opinion, the accompanying separate financial statements present fairly, in all material respects, the financial position of Metro Global Holdings Corporation (the "Company") as at December 31, 2024 and 2023, and its financial performance and cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

What we have audited

The separate financial statements of the Company comprise:

- the statements of financial position as at December 31, 2024 and 2023;
- the statements of total comprehensive income for the years ended December 31, 2024 and 2023;
- the statements of changes in equity for the years ended December 31, 2024 and 2023;
- the statements of cash flows for the years ended December 31, 2024 and 2023; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Basis for Opinion

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

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

Independence

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

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

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

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

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

Auditor's Responsibilities for the Audits of the Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the separate 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 Company'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 Company'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 separate 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 Company to cease to continue as a going concern.

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

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.

Report on the Bureau of Internal Revenue Requirement

Our audits were conducted for the purpose of forming an opinion on the basic separate financial statements taken as a whole. The supplementary information in Note 21 to the separate financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic separate financial statements. Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in our audits of the basic separate financial statements. In our opinion, the supplementary information is fairly stated in all material respects in relation to the basic separate financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditor's report is Dennis M. Malco.

Isla Lipana & Co.

Dennis M. Malco
Partner
CPA Cert. No. 126035
P.T.R. No. 0080034, issued on January 3, 2025, Makati City
TIN 268-146-184
BIR A.N. 08-000745-144-2025; issued on January 24, 2025; effective until January 23, 2028
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 25, 2025

Statement Required by Section 8-A,
Revenue Regulations No. V-1

To the Board of Directors and Shareholders of
Metro Global Holdings Corporation
Mezzanine Floor, Renaissance Tower,
Meralco Avenue, Pasig City

None of the partners of the firm have any financial interest in Metro Global Holdings Corporation or any family relationships with its officers or shareholders.

The supplementary information on taxes and licenses for the year ended December 31, 2024 is presented in Note 21 to the financial statements.

Isla Lipana & Co.

Dennis M. Malco
Partner
CPA Cert. No. 126035
P.T.R. No. 0080034, issued on January 3, 2025, Makati City
TIN 268-146-184
BIR A.N. 08-000745-144-2025; issued on January 24, 2025; effective until January 23, 2028
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 25, 2025

Metro Global Holdings Corporation

Statements of Financial Position
As at December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Notes	2024	2023
Assets			
Current assets			
Cash in banks	2	522,565	12,016,578
Non-trade receivables	3	25,138,236	24,080,788
Other current assets	4	2,642,592	1,836,130
Total current assets		28,303,393	37,933,496
Non-current assets			
Due from related parties	3,16	903,481,959	895,551,980
Financial assets at fair value through OCI	5	3,060,780,971	3,060,331,336
Investment in associates	6	20,245,057	6,942,791
Investment in subsidiaries	7	352,332,227	352,379,164
Property and equipment	8	1,915,556	938,297
Intangible assets, net	9	630,577	657,894
Deferred tax asset	15	2,855,570	2,277,258
Total non-current assets		4,342,241,917	4,319,078,720
Total assets		4,370,545,310	4,357,012,216
Liabilities and Stockholders' Equity			
Current liabilities			
Accrued expenses and other current liabilities	10	416,349,980	411,886,437
Mortgage payable	11	850,305	-
Total current liabilities		417,200,285	411,886,437
Non-current liabilities			
Mortgage payable, net of current portion	11	611,868	-
Due to a stockholder- FEMI	16	203,317,327	204,297,487
Due to other related parties	16	243,435,862	240,676,586
Total non-current liabilities		447,365,057	444,974,073
Total liabilities		864,565,342	856,860,510
Stockholders' equity			
Share capital	11	2,748,553,181	1,998,553,181
Additional paid-in capital		589,120,804	589,120,804
Deposit for future stock subscription	16	102,000,000	852,000,000
Fair value reserve	5	(23,527)	(473,162)
Retained earnings		66,329,510	60,950,883
Total stockholders' equity		3,505,979,968	3,500,151,706
Total liabilities and stockholders' equity		4,370,545,310	4,357,012,216

(The notes on pages 1 to 37 are integral part of these financial statements)

Metro Global Holdings Corporation

Statements of Total Comprehensive Income
For the years ended December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Notes	2024	2023
Share in profit of associates	6	20,513,639	6,140,438
Depot royalty income	12	33,062,546	44,664,516
General and administrative expenses	13	(47,839,750)	(43,052,367)
Income from operations		5,736,435	7,752,587
Other income (expense), net			
Interest income	2	1,431	944
Impairment loss on investment in subsidiaries	7	(46,937)	(28,927)
Finance cost	11	(229,364)	-
Dividend income	5	-	2,871,466
Unrealized foreign exchange gain		-	2,588
		(274,870)	2,846,071
Income before tax		5,461,565	10,598,658
Income tax expense		(82,938)	-
Net income for the year		5,378,627	10,598,658
Other comprehensive (loss)			
Item that will not be reclassified to profit or loss			
Fair value loss on financial assets at fair value through OCI	5	449,635	(888,742)
Total comprehensive income for the year		5,828,262	9,709,916
Basic and diluted (loss) earnings per share	17	(0.0034)	0.0029

(The notes on pages 1 to 37 are integral part of these financial statements)

Metro Global Holdings Corporation

Statements of Changes in Equity
For the years ended December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Share capital (Note 11)	Additional paid-in capital (Note 11)	Deposit for future stock subscription	Fair value reserve (Note 5)	Retained earnings	Total
Balances at January 1, 2023	1,998,553,181	589,120,804	-	415,580	50,352,225	2,638,441,790
Comprehensive income						
Profit for the year	-	-	-	-	10,598,658	10,598,658
Other comprehensive loss for the year	-	-	-	(888,742)	-	(888,742)
Total comprehensive income (loss) for the year	-	-		(888,742)	10,598,658	9,709,916
Transaction with owner						
Deposit for future stock subscription	-	-	852,000,000	-	-	852,000,000
Balances at December 31, 2023	1,998,553,181	589,120,804	852,000,000	(473,162)	60,950,883	3,500,151,706
Comprehensive income						
Profit for the year	-	-	-	-	5,378,627	5,378,627
Other comprehensive income for the year	-	-	-	449,635	-	449,635
Total comprehensive income for the year	-	-		449,635	5,378,627	5,828,262
Transaction with owner						
Issuance of shares (Note 11)	750,000,000	-	(750,000,000)	-	-	-
Balances at December 31, 2024	2,748,553,181	589,120,804	102,000,000	(23,527)	66,329,510	3,505,979,968

(The notes on pages 1 to 37 are integral part of these financial statements)

Metro Global Holdings Corporation

Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(All amounts in Philippine Peso)

	Notes	2024	2023
Cash flows from operating activities			
Income before tax		5,461,565	10,598,658
Adjustment for:			
Depreciation and amortization	8,9,13	1,520,873	63,930
Finance cost	11	229,364	-
Impairment loss on investment in subsidiaries	7,14	46,937	28,927
Interest income	2,14	(1,431)	(944)
Share in net income of associates	6	(20,513,639)	(6,140,438)
Dividend income	5	-	(2,871,466)
Unrealized foreign exchange gain		-	(2,588)
Operating (loss) income before working capital changes		(13,256,331)	1,676,079
(Increase) decrease in:			
Non-trade receivables		(1,057,449)	(5,511,360)
Other current assets		(1,467,714)	(1,153,095)
Due from related parties		(7,929,978)	(1,319,277)
Increase in:			
Accrued expense and other current liabilities		4,490,467	7,813,723
Cash (used in) from operations		(19,221,005)	1,506,070
Interest received	2	1,431	944
Net cash (used in) from operating activities		(19,219,574)	1,507,014
Cash flows from investing activities			
Acquisition of property and equipment		(49,967)	(977,186)
Dividends received	5	-	2,871,466
Net cash (used in) from investing activities		(49,967)	1,894,280
Cash flows from financing activities			
Advances from related parties	16	9,943,726	5,745,354
(Settlement of amounts due to) advances from a stockholder	16	(980,160)	2,079,796
Principal payments of mortgage payable	11	(958,674)	-
Finance costs paid	11	(229,364)	-
Net cash from financing activities		7,775,528	7,825,150
Net (decrease) increase in cash		(11,494,013)	11,226,444
Cash at January 1		12,016,578	787,546
Effect of foreign exchange rate changes in cash		-	2,588
Cash at December 31		522,565	12,016,578

(The notes on pages 1 to 37 are integral part of these financial statements)

(In the notes, all amounts are shown in Philippine Peso unless otherwise stated)

1 Corporate information

1.1 Business information

Metro Global Holdings Corporation (the “Company”) was incorporated as San Jose Oil Company, Inc. on September 17, 1954 and was listed on the Philippine Stock Exchange (PSE) on May 4, 1964 as an oil exploration company and was reorganized in 1996 into a corporate vehicle that will pursue infrastructure-related investments and was renamed Fil-Estate Corporation. On September 9, 2004, the Philippines Securities and Exchange Commission (SEC) approved the extension of the Company’s corporate life for another 50 years or until 2054.

On May 30, 2014, the SEC approved the amendment of the Articles of Incorporation and By-Laws of the Company, changing its name from Fil-Estate Corporation to Metro Global Holdings Corporation. The amendments were intended to identify the group of companies under the "Metro Group" and establish the affiliation of the Company with its affiliate infrastructure companies, which likewise had the word "Metro" in their corporate names.

The trading of Company’s shares of stock at the PSE has been voluntarily suspended since March 20, 2007 to allow the Company to re-align its business and explore new strategic directions as disclosed in Note 1.2.

The Company’s immediate and ultimate parent company is Fil-Estate Management, Inc. (FEMI), a company organized and existing under the laws of the Philippines. The total shares outstanding are held by the following shareholders as at December 31:

	2024	2023
Fil-estate Management, Inc.	89.26%	87.98%
PCD Nominee Corporation	3.65%	5.03%
Alakor Securities Corporation	2.43%	3.34%
Smart Share Investments Limited	2.00%	-
Bank of Commerce Trust Services Group	-	2.16%
Others	2.66%	1.49%
	100.00%	100.00%

The Company’s registered office address, which is also its principal place of business, is at Mezzanine Floor, Renaissance Centre, Meralco Avenue, Pasig City. The Company has 12 employees as at December 31, 2024 (2023 - 11).

1.2 Expansion of the Company’s primary purpose

On November 22, 2018, the stockholders approved the amendment of the Articles of Incorporation to include in the primary purpose investment in business engaged in solar, wind, and other renewable energy generation facilities. The proposed amendment will allow the Company to expand its investment into a business engaged in renewable energy generation facilities, a growth area the Company intends to pursue.

On February 1, 2024, the Securities and Exchange Commission approved the amendment of its Articles of Incorporation to allow the Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

1.3 Approval of financial statements

The accompanying financial statements of the Company were approved and authorized for issuance by the Company's Board of Directors (BOD) on April 25, 2025.

2 Cash in banks

Cash in banks as at December 31, 2024 amounted to P522,565 (2023 - P12,016,578). These accounts generally earn interest at rates based on daily bank deposit rates of 0.025%-0.15%. Interest income earned from cash in banks amounted to P1,431 in 2024 (2023 - P944).

3 Non-trade receivables; Due from related parties

Non-trade receivables amounting to P25,138,236 (2023 - P24,080,788) pertains mainly to the royalty income from depot developments in TriNoma and billed to North Triangle Depot Commercial Corporation (NTDCC) (Note 12). These are short-term, unguaranteed, unsecured, non-interest bearing and collectible in cash with usual credit terms of 60 days.

Due from related parties (non-current asset) as at December 31 consist of:

	Note	2024	2023
Due from related parties	16		
Monumento Rail Transit Corporation (Monumento Rail)		5,314,935	5,314,935
Metro Renewable Transport Solutions, Inc. (MRTSI)		3,566,474	2,748,736
Metro Rail Transit Holdings, Inc. (MRTHI)		117,361	117,361
Metro Rail Transit Holdings II, Inc. (MRTHII)		892,685,883	892,685,883
Metro Solar Power Solutions. Inc. (MSPSI)		7,112,241	-
		908,796,894	900,866,915
Allowance for impairment		(5,314,935)	(5,314,935)
		903,481,959	895,551,980

There is no movement in allowance for impairment of due from related parties for the years ended December 31, 2024 and 2023.

Critical accounting estimates and judgment: Recoverability of non-trade receivables and due from related parties

Provision for impairment of trade and other receivables and due from related parties is calculated using expected credit losses (ECL). ECL are unbiased probability-weighted estimates of credit losses which are determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessment of future economic conditions.

The Company has used relevant historical information and loss experience to determine the probability of default of trade receivables and incorporated forward-looking information based on certain macroeconomic factors such as gross domestic products and inflation rate. Any change in the Company's assessment of the collectability of receivables could impact the recorded carrying amounts of receivables and related allowance for impairment.

Further, management evaluates specific accounts under other receivables and due from related parties who are unable to meet their financial obligations. In these cases, management uses judgment based on the best available facts and circumstances, including but not limited to, the length of relationship with the debtor and the debtors' payment history. The net carrying amounts of other receivables and due from related parties at the end of the reporting period and the amount and timing of recorded expenses would therefore differ based on actual experience and changes in judgments made.

Based on management's assessment, management believes that the net carrying amount of trade receivables and due from related parties are recoverable.

4 Other current assets

Other current assets as at December 31 consist of the following:

	2024	2023
Creditable withholding tax	2,415,156	1,476,130
Input VAT	227,436	-
Advances to suppliers	-	360,000
	2,642,592	1,836,130

Creditable withholding tax is related to the depot royalty income from NTDCC (Note 13).

5 Financial assets at fair value through OCI

Financial assets at fair value through OCI as at December 31 consist of:

	2024	2023
Unquoted equity securities	3,058,238,916	3,058,238,916
Quoted equity securities	2,542,055	2,092,420
	3,060,780,971	3,060,331,336

5.1 Unquoted equity securities

Unquoted equity securities as at December 31, 2024 consist of investments in MRTHI and MRTHII. The Company's ownership interests in MRTHI and MRTHII as at December 31 are as follows:

Investee	Interest	Indirect Interest	Effective Interest	Nature of Business
MRTHI	18.6%	-	18.6%	Holding Company
MRTHII	12.7%	15.8%	28.5%	Holding Company

MRTHI owns 84.9% interest in MRTH II while MRTHII wholly owns Metro Rail Transit Corporation (MRTC), which was awarded by the Philippine Government, acting through the Department of Transportation (DOTR, formerly "Department of Transportation and Communication (DOTC)"), the Build, Lease and Transfer (BLT) Agreement to build, lease, and transfer a 16.9-kilometer rail transit system in Metro Manila, known as LRTS Phase I. The earnings of MRTC are derived from lease financing income relating to equity rentals received from the DOTC as defined in the BLT Agreement.

Notwithstanding the sale of future share distributions pursuant to "Sale of future share distributions" discussed in (a) below, the Company continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII. Further, the Company holds a sell option to use the shares of stocks of MRTHI and MRTH II to pay-off its net advances from FEMI pursuant to the "Letter of Agreement" as discussed in (b) below.

Critical accounting estimates, assumptions, and judgment: Measurement of unquoted equity instruments - cost as an estimate of fair value

As required by PFRS 9, all equity investments in scope of PFRS 9 are to be measured at fair value in the statement of financial position, with value changes recognized either in profit or loss or other comprehensive income. PFRS 9 further provides that cost might be used as a measure of fair value where cost represents the best estimate of fair value. Upon the adoption of PFRS 9, the Company has assessed that the cost of investments in MRTHI and MRTHII amounting to P3,058,238,916 as at December 31, 2024 and 2023 represents the best estimate of fair value of those investments.

The Company assesses whether the cost is the best estimate of fair value of investments in MRTHI and MRTHII. In making the assessment, the Company checks whether there are events or circumstances that might indicate that cost might not be representative of fair value of the investees, including significant change in the investees' performance and operations, as well significant change in the economic environment in which the investees operate. The Company also considers costs as the best measure of fair value where more recent available information is insufficient to determine fair value; or where there is a wide range of possible fair value measurements, and cost represents the best estimate of fair value within that range.

As at December 31, 2024 and 2023, the Company has assessed that the cost of investments in MRTHI and MRTHII represents the best estimate of fair value of those investments. The Company assessed that the carrying amount of the investments in MRTHI and MRTHII are recoverable and can be realized in the future through the Company's realization of the residual interest in the MRT business and share in the benefits arising from the various proposals submitted to the DOTR regarding MRT3 extension and capacity expansion projects to be undertaken by MRTC. In view of the absence of observable market transactions or comparable market data surrounding the realization of residual interest in the MRT business and the outcome of outstanding proposals with the DOTR, a reliable point estimate of the fair value of the investments in MRTHI and MRTHII cannot be established. Similarly, the uncertainties associated with the approval status of the MRT3 projects and dependency on government decisions result in a wide range of potential valuation outcomes, and cost represents the best estimate of fair value within that range. Based on these factors, management assessed that the cost of the investments represents the best estimate of the fair value of the investments as at reporting date.

The Company's unquoted financial assets, pertaining to investments in MRTHI and MRTHII, are under Level 3 fair value category. The higher the cost of investments, the higher is the related fair value.

Any change in the Company's assessment of the best estimate of fair value of investments in MRTHI and MRTHII could impact the recorded carrying amount of financial assets at fair value through OCI and related fair value gains or losses recognized in other comprehensive income.

(a) Sale of future share distributions

In 2002, the Company and other participating shareholders of MRTHI and MRTHII (collectively referred to as the 'Sellers', entered into Sale Agreements where they sold all future share distributions arising from the equity rental payments (ERP) of the LRTS Phase I Project of MRTC in exchange for Original Issuance Discount Bonds (OID Bonds).

The transaction is covered by several agreements that provide the link between share distributions arising from the ERP of the LRTS Phase I Project of MRTC and payments to the Noteholders. These agreements: (a) facilitate the timely payment of the Sellers' share of the ERP of the LRTS Phase I Project of MRTC ensuring that the right to receive their share in the ERP has been legally independent of the Sellers to the Noteholders, (b) ensure the flow of rental payments independent of the Sellers, (c) bind the Sellers to cause the timely collection of rental payments and to cause MRTC to perform its obligations, and (d) prevent the Sellers from selling their rights in MRTC for as long as the Notes are outstanding. Accordingly, the stock certificates of the Company in MRTHI and MRTHII are under the custody of a trustee and were pledged to MRT III.

MRTC accounts for the lease payments from DOTR under finance lease where lease financing income is recognized using a constant periodic rate of return on the net investment. Future share distribution sold under the Agreements pertains to the Company's share in the ERPs of the LRTS Phase 1 Project of MRTC.

Notwithstanding the sale of future share distributions, the Company continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII in compliance with the various agreements related to the sale of share of future share distributions mentioned above, as well as the Company's obligation under the Agreement of MRTC with DOTR whereby the original shareholders of MRTHI and MRTHII are precluded from transferring their equity interest in MRTHI and MRTHII until the end of the BLT Agreement in July 2025. Accordingly, any additional variable ERP to be received by MRTHI and MRTHII through MRTC from DOTR in the future and any benefits arising from the residual rights in the expansion projects shall still accrue to the Company and the other shareholders.

(b) Letter of agreement

On August 18, 2005, the Company and FEMI entered into a “Letter of Agreement”, whereby FEMI has agreed to grant the Company the sole option to assign to FEMI its equity interests in MRTHI and MRTHII as settlement of the Company’s liabilities to FEMI, included in ‘Due to a stockholder’ account in the statements of financial position, and any additional advances or interest which FEMI may charge to the Company in relation to the said advances. Under the “Letter of Agreement,” should the Company opt to sell the said investments to third party or parties in the future, FEMI has the right of first refusal to purchase the said investments at its prevailing market value.

Dividend income

On December 13, 2021, MRTHII declared dividends to its shareholders, of which P2,606,190,497 pertains to the Company’s share. The dividend income was recognized as part of other income in the statement of total comprehensive income for the year ended December 31, 2021. The dividends were discharged/settled as follows:

(1) P147,706,848 was offset and eliminated against the liability to MRTHII, representing outstanding cash advances received from MRTHII, presented under due to other related parties in the statement of financial position;
(2) P1,567,446,876 was applied against liability from sale of future share distributions shown as a reduction of investment in MRTHII. Pursuant to the Sale of future share distributions agreement entered by the Company and other participating shareholders of MRTHI and MRTHII as described in (a) above, the Company recognized P1,567,446,876 liability from the sale of the future share distribution from the MRTC project as a reduction of investment in MRTHI and MRTHII. The total carrying amount of investment in MRTHI and MRTHII after the dividend transaction amounted to P3,058,238,916 as at December 31, 2024 and 2023;
(3) The remaining amount of P891,036,773 will be settled in cash and presented as dividend receivable under due from related parties (Note 16). The amount is not expected to be collected within 12 months from the end of the reporting period, thus presented as part of non-current asset in statement of financial position.

5.2 Quoted equity securities

Quoted equity securities consist of investments in domestic companies listed in the Philippine Stock Exchange and whose fair values are based on quoted market prices at the reporting date (Level 1 fair value hierarchy).

The movements of the account for the years ended December 31 are as follows:

	2024	2023
Acquisition cost	2,565,582	2,565,582
Cumulative change in fair value		
Beginning of the year	(473,162)	415,580
Change in the fair value during the year	449,635	(888,742)
End of the year	(23,527)	(473,162)
	2,542,055	2,092,420

The changes in fair value of quoted equity securities are presented as part of other comprehensive income in the statement of total comprehensive income.

During 2023, the Company received P2,871,466 dividend income from its investments in quoted equity securities. There is no similar transaction in 2024.

6 Investment in associates

Investment in associates as at December 31 consists of:

	Country of incorporation	Ownership interest 2024	Ownership interest 2023	Main activity and registered place of business
MRT Development Corporation (MRTDC)	Philippines	15.79%	15.79%	Development of commercial premises in the depot and air space in the light rail transit system, its lease or sublease thereof, and the sale of development rights of stations. Registered address is at 2nd floor, The Renaissance Centre, Meralco Avenue, Pasig City
Monumento Rail Transit Corporation (Monumento Rail)	Philippines	28.47%	28.47%	Build, lease, and maintain a railway transit in Metro Manila, and to perform such other activities as may be necessary and desirable in the pursuit of the above-mentioned activities. As at December 31, 2024 and 2023, the Company has no commercial activity. Registered address is at 6th floor, The Belvedere Tower, San Miguel Avenue, Ortigas Center, Pasig City.

The carrying value of investment in associates as at December 31, 2024 consists of investment in MRTDC amounting to P20,245,057 (2023 - P6,892,041). As at December 31, 2024 and 2023, Monumento Rail has no commercial activity and its investment account is carried at nil.

The movement of investment in associates for the years ended December 31 are as follows:

	2024	2023
At January 1	6,942,791	19,071,383
Share in net income of MRTDC	20,513,639	6,140,438
Dividends from MRTDC	(7,184,450)	(18,269,030)
Other equity adjustment	(26,923)	-
At December 31	20,245,057	6,942,791

On December 20, 2018, the Company entered into a Deed of Assignment with Fil-Estate Properties, Inc. (FEPI) to acquire the 1,579 shares representing 15.79% equity ownership of FEPI in MRTDC for P1,894,000 consideration.

MRTDC has exclusive rights to all commercial developments along the MRT-3 System, including in and above the 13 Stations, commercial leasing rights in the 13 Stations, advertising rights, development of the air space above all the 13 stations, and all other commercial activities with the entire MRT-3 System.

There are no significant restrictions on the ability of MRTDC to transfer funds to the Company in the form of cash dividends or repayment of loans or advances.

On December 7, 2023, MRTDC declared dividends to its shareholders amounting to P115,700,000, of which P18,269,030 pertains to the Company's share. The dividends were applied against the liability to MRTDC, representing outstanding cash advances received from MRTDC presented under due to other related parties in the statement of financial position (Note 16).

On June 25, 2024, MRTDC declared dividends to its shareholders amounting to P45,500,000, of which P7,184,450 pertains to the Company's share. The dividends were applied against the liability to MRTDC, representing outstanding cash advances received from MRTDC presented under due to other related parties in the statement of financial position (Note 16).

The summarized financial information of a material associate, MRTDC, as at and for the years ended December 31 are as follows:

Statements of financial position

	2024	2023
Current assets	497,365,692	425,932,530
Non-current assets	16,480,919	19,091,940
Current liabilities	(246,601,261)	(209,045,044)
Non-current liabilities	(169,563,894)	(190,358,312)
Net assets	97,681,456	45,621,114

Statements of total comprehensive income

	2024	2023
Revenue	408,638,855	302,655,357
Net income	129,915,383	38,888,144
Total comprehensive income	129,915,383	38,888,144

The information above reflects the amounts presented in the financial statements of MRTDC whose accounting policies are consistent with the Company's accounting policies.

Reconciliation of summarized financial information

Reconciliation of the summarized financial information presented, to the carrying amount of the Company's interest in associates, is as follows:

	2024	2023
Net assets	97,681,456	45,621,114
Equity interest	15.79%	15.79%
Share of net assets	15,423,902	7,203,574
Other equity adjustment	4,821,156	(260,783)
Carrying value, December 31	20,245,057	6,942,791

Critical accounting judgment: Recoverability of investment in associates

The carrying value of the investment in associates is reviewed and assessed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Changes in those management assessment and judgment could have a significant effect on the carrying value of investment in associates and the amount and timing of recorded provision for any period.

Based on management's assessment, there are no events or circumstances which might indicate that the carrying value of investment in associates as at December 31, 2024 and 2023 are not recoverable.

7 Investment in subsidiaries

Investment in subsidiaries for the years ended December 31 are as follows:

	Ownership Interest		Balance	
	2024	2023	2024	2023
Investment in subsidiaries, at cost:				
MGHC Royal Holdings Corporation (MGHC Royal)	99%	99%	612,738	612,738
Metro Renewable Transport Solutions, Inc. (MRTSI)	100%	100%	625,001	625,001
Metro Solar Power Solutions Inc. (MSPSI)	100%	100%	352,000,000	352,000,000
			353,237,739	353,237,739
Allowance for impairment:				
MGHC Royal Holdings Corporation (MGHC Royal)			(280,511)	(233,574)
Metro Renewable Transport Solutions, Inc. (MRTSI)			(625,001)	(625,001)
			(905,512)	(858,575)
Investment in subsidiaries, net			352,332,227	352,379,164

The movement in cost of investments in subsidiaries for the years ended December 31 are as follows:

	2024	2023
At January 1	353,237,739	1,237,739
Additions	-	352,000,000
At December 31	353,237,739	353,237,739

MGHC Royal

On May 19, 2017, the Company incorporated MGHC Royal and contributed a total of P2,499,500 for 99% ownership interest. MGHC Royal was organized and established as a domestic corporation to engage in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes. MGHC Royal's registered office address and place of business is at Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City.

MRTSI

On October 23, 2020, the Company incorporated MRTSI and contributed a total of P2,500,000 for 99% ownership interest. MRTSI was organized and established as a domestic corporation to engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication. Its registered office address and place of business is at Mezzanine Floor, Renaissance Towers, Meralco Avenue, Barangay Ugong, Pasig City 1604.

MSPSI

MSPSI is a company registered with the SEC on September 28, 2016 primary established primarily to construct, erect, assemble, commission and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution.

On October 10, 2016, MSPSI's Board of Directors approved the amendment of its Articles of Incorporation changing the corporate name to Metro Solar Power Solutions, Inc. from Metro Solar Power Energy Ventures, Inc. The amendment was approved by the Securities and Exchange Commission on January 9, 2017. Its registered address, which is also its principal place of business, is located at the Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City.

Acquisition of MSPSI

On September 24, 2018, the Board authorized the Company to enter into a Memorandum of Agreement with FEMI whereby the Company agreed to the subscription of FEMI to 750 million common shares of the capital stock of the Company at par value of P1 per share to be issued out of the planned capital increase in the authorized capital stock of the Company from P2 billion divided into 2 billion common shares with par value of P1 per share to P5 billion divided into 5 billion common shares with a par value of P1 per share resulting to a P3 billion increase in capital stock of the Company.

Pursuant to the Memorandum of Agreement, the subscription price of P750 million was to be paid in the following manner:

a) The amount of P500 million was to be paid by the assignment of FEMI's advances to the Company amounting to P500 million (Note 16); and
b) The amount of P250 million was to be paid in a manner to be agreed upon by FEMI and the Company upon approval of the above-mentioned capital increase.

During the pendency of the Company's application for increase in capital stock at the SEC, on August 23, 2023, the Company and FEMI entered into a Deed of Assignment whereby the parties agreed that the balance of P250 million be paid by FEMI via assignment of FEMI to the Company of FEMI's 100% shareholdings in MSPSI, with an enterprise value of P352 million as appraised by an independent third-party appraiser. As stipulated in the Deed of Assignment, FEMI absolutely and irrevocably assigned, transferred and conveyed in favor of the Company all of FEMI's rights, title and interest to 100% of the issued and outstanding shares of MSPSI consisting of 250,000 common shares with par value of P100 per share in full payment of the remaining P250 million balance out of the P750 million subscription of FEMI. The excess in consideration received by the Company upon acceptance of the MSPSI shares amounting to P102 million was agreed to be booked as deposit in future stock subscription of FEMI to the new share issuances of the Company in the future.

As a result of the transactions above, the Company has gained control over MSPSI effective August 23, 2023 and recognized an addition to investment in subsidiary amounting to P352 million with a corresponding increase in deposit for future stock subscription (Note 16).

During November 2023, the Company has paid and completed the required filings with the SEC regarding its application for increase in capitalization. On February 1, 2024, the SEC approved the increase in the capital stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share. Subsequently, on April 8, 2024, the SEC approved the valuation of the 250,000 Metro Solar shares in the amount of P250 million as payment by FEMI for the issuance by the Parent Company of 250 million common shares at par value of P1 per share in favor of FEMI.

The movement in allowance for impairment for the years ended December 31 are as follows:

	2024	2023
At January 1	858,575	829,648
Impairment loss	46,937	28,927
At December 31	905,512	858,575

The Company's investments in subsidiaries are carried at cost less allowance for impairment. The carrying value is reviewed and assessed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Due to recurring losses of MGHC Royal, the Company recognized an impairment loss for its investment in MGHC Royal amounting to P46,937 for the year ended December 31, 2024 (2023 - P28,927). For the years ended December 31, 2024 and 2023, no further impairment loss was recognized for the Company's investment in MRTSI as its investment account is carried at nil due to MRTSI's capital deficiency. The impairment loss is recognized under other income (expense), net in the statement of total comprehensive income. The recoverable amount of MGHC Royal and MRTSI was determined by reference to the fair value less cost of disposal. Since the measurement of recoverable amount of MGHC Royal and MRTSI involves use of significant unobservable input, the fair value was classified as a Level 3 fair value. The fair value less cost of disposal was determined using fair values of net assets of MGHC Royal and MRTSI, which consists mainly of financial assets.

Management has assessed that the investment in MSPSI is not impaired as at December 31, 2024 and 2023.

The disclosure of unobservable inputs and sensitivity analysis were not provided as management assesses that the amount of investment in subsidiaries and related impairment loss are immaterial.

8 Property and equipment, net

Details and movements of property and equipment, net, consisting of transportation equipment, as at December 31 are as follows:

For the year ended December 31, 2023	
Opening net carrying amount	-
Additions	977,186
Depreciation (Note 14)	(38,889)
Closing net carrying amount	938,297
At December 31, 2023	
Cost	977,186
Accumulated depreciation	(38,889)
Net carrying amount	938,297
For the year ended December 31, 2024	
Opening net carrying amount	938,297
Additions	2,470,814
Depreciation (Note 14)	(1,493,555)
Closing net carrying amount	1,915,556
At December 31, 2024	
Cost	3,448,000
Accumulated depreciation	(1,532,444)
Net carrying amount	1,915,556

During the year ended December 31, 2024, the Company purchased a vehicle with cost of P2,420,847 financed through a chattel mortgage. As at December 31, 2024, the Company's unpaid property and equipment reported under mortgage payable amounted to P1,462,173 (2023 - nil) (Note 11).

9 Intangible asset, net

Depot royalty rights

On August 22, 2006, the Board of Directors of Monumento Rail Transit Corporation (Monumento Rail) approved the redemption of its redeemable preferred shares through the assignment of its right to receive Depot Royalties to the holders of redeemable preferred shares pro-rata to their shareholdings. On December 17, 2014, Monumento Rail and the Company executed the Redemption and Deeds of Assignment of the latter's redeemable preferred shares, giving the Company a pro-rata interest on the Depot Royalty Rights to the extent of an aggregate of 28.47%, representing the preferred shareholdings held by the Company.

As a result of the redemption, the Company recognized a Depot royalty right intangible asset which represents the Company's right to a 28.47% share in the depot royalties with respect to improvements constructed on the 16-hectare Depot located at North Triangle EDSA and rental income from the commercial center known as TriNoma Mall. As successor-in-interest, the Company is entitled to receive 28.47% of royalties corresponding to 5% of the gross receipts of the rental income (Note 13) from 8.3 hectare commercial center and 5% of the gross proceeds of sale or leases on improvements constructed on the lot pads less management fees and general and administrative expenses.

On December 14, 2023, the Company signed an Alternative Compliance Agreement with Global Estate Resorts Inc., and NTDCC, which calls for the payment by NTDCC of depot royalty income due on the development of various lot pads located in North Avenue, Quezon City, which should have been completed in year 2019. In view of the delay and non-completion of the development of said lot pads, NTDCC agreed to pay the Company additional compensation in 2023 amounting to P20,583,728 to cover the projected depot royalty income due from 2019 to 2023, and thereafter pay a yearly depot royalty income from 2024-2026 based on the agreed schedule.

The cost of depot royalty rights upon initial recognition amounted to P901,471 which is equivalent to the value of the Company's investment in the redeemable preferred shares of Monumento Rail consisting of 18,029,417 shares. The intangible asset was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of development rights as provided for in the Redemption and Deed of Assignment.

The movements of depot royalty rights for the years ended December 31 are as follows:

At January 1, 2023	
Cost	901,471
Accumulated amortization	(218,536)
Net carrying amount	682,935
For the year ended December 31, 2023	
Opening net carrying amount	682,935
Amortization	(25,041)
Closing net carrying amount	657,894
At December 31, 2023	
Cost	901,471
Accumulated amortization	(243,577)
Net carrying amount	657,894
For the year ended December 31, 2024	
Opening net carrying amount	657,894
Amortization	(27,317)
Closing net carrying amount	630,577
At December 31, 2024	
Cost	901,471
Accumulated amortization	(270,894)
Net carrying amount	630,577

10 Accrued expenses and other current liabilities

Accrued expenses and other liabilities as at December 31 consist of the following:

	2024	2023
Advances from MPIC	350,000,000	350,000,000
Accrued expenses	65,706,603	58,352,488
Payable to regulatory agencies	560,480	1,325,022
Output VAT payable	82,897	2,208,927
	416,349,980	411,886,437

A. Advances from MPIC

The amount pertains to deposit received from Metro Pacific Investment Corporation (MPIC) pursuant to the "Cooperation Agreement", as described below, entered into by the Company and Fil-Estate Companies with MPIC.

Cooperation agreement

On November 12, 2010, the Company, Fil-Estate Properties, Inc. (FEPI) and FEMI (collectively termed as the 'Fil-Estate Companies') entered into a Cooperation Agreement with Metro Pacific Investment Corporation (MPIC) relating to the Fil-Estate Companies' rights and interests in the MRT Companies. The cooperation has the following objectives: (i) explore solutions that will enable the expansion of the MRT-3 system through financially and legally viable means, and (ii) to transfer the interests of the Fil-Estate Companies in the MRT Companies, subject to obtaining the necessary consents from the relevant parties. Under the Cooperation Agreement, the Fil-Estate Companies shall appoint MPIC as its attorney-in-fact in connection with the exercise of the rights and interests of the Fil-Estate Companies in the MRT Companies. MPIC and Fil-Estate Companies are still in the process of discussing possible scenarios on how to implement the transactions contemplated by the parties when they entered into the Cooperation Agreement. The completion and consummation of the transaction contemplated by the parties is subject to certain conditions, which as at December 31, 2024 has not yet occurred.

As the Company does not have an unconditional right to defer settlement of the amount for at least 12 months from reporting date, the amount was classified as current liability as at December 31, 2024 and 2023.

B. Accrued expenses

The account consists mainly of accrual for payroll and professional fees, including legal, consulting and audit fees, and other general and administrative expenses. The average credit period on purchases of goods and services from suppliers is 30 to 60 days.

11 Mortgage payable

During the year ended December 31, 2024, the Company availed a vehicle loan payable monthly for two years from the date of acquisition with annual interest rate of 9.23%.

Movements in mortgage payable presented in the statements of financial position and statements of cash flows for the year ended December 31, 2024 are as follows:

Beginning of the year	-
Availment of mortgage payable	2,420,847
Finance cost	229,364
Principal payments of mortgage payable	(958,674)
Payment of finance cost	(229,364)
End of the year	1,462,173
Current portion	850,305
Non-current portion	611,868
	1,462,173

12 Equity

Share capital

The details of share capital as at December 31 are as follows:

	2024	2023
Authorized share capital	5,000,000,000	2,000,000,000
Subscribed share capital at January 1	2,000,000,000	2,000,000,000
Issuance of shares of stock	750,000,000	-
Subscribed share capital	2,750,000,000	2,000,000,000
Less: Subscription receivable	(1,446,819)	(1,446,819)
Issued and subscribed share capital	2,748,553,181	1,998,553,181
Par value per share	1	1
Amount of share capital	2,748,553,181	1,998,553,181

Track record of registration of securities

Date of SEC approval	Authorized shares	Number of shares subscribed	Issue/offer price
January 22, 1998	300,000,000	299,850,000	1.00
December 11, 2000	1,700,000,000	700,000,000	1.00
December 16, 2013	-	800,000,000	1.00
September 4, 2014	-	200,150,000	1.00
February 1, 2024	3,000,000,000	750,000,000	1.00
	5,000,000,000	2,750,000,000	

a. On January 22, 1998, the SEC approved the declassification of Class A and B common shares to a single class of common shares, and the change in par value of 300 million authorized common shares from P0.01 per share to P1.00 per share. Each share of stock entitles the person in whose name it is registered in the books of the Company to one vote, provided the shares have not been declared delinquent.

b. On December 11, 2000, the SEC approved the increase in authorized capital stock from P300 million, divided into 30 billion shares with a par value P0.01 per share, to P2 billion divided into 2 billion shares with a par value P1.00 per share.

Fil-Estate Management, Inc. (FEMI) subscribed to 700.0 million shares in exchange for the assignment of its interests in the MRTHI and Metro Rail Transit Corp. Limited with an aggregate carrying value of P1.3 billion. As a result, share capital of P700.0 million with a par value of P1.00 per share was recognized, with the excess credited to additional paid-in capital.

c. On December 16, 2013, the SEC approved the conversion of a portion of the Company's liabilities to FEMI amounting to P800.0 million into equity shares totaling 800.0 million shares at P1.00 par value.

d. On September 4, 2014, the SEC approved the conversion of a portion of the Company's liabilities to FEMI amounting to P200.15 million into equity shares totaling 200.15 million shares at P1.00 par value. The conversion resulted in FEMI owning 87.98% shareholding of the Company.

e. On February 1, 2024, the SEC approved the increase in the authorized capital stock of the Company from P2 billion to P5 billion, divided into 5 billion shares with a par value of P1 per share.

   During the pendency of the application of increase in capital stock from P2 billion to P5 billion, at the Annual Stockholder's Meeting held on October 12, 2023, the stockholders approved to further increase the authorized capital stock of the Company, from P5 billion divided into 5 billion shares with a par value of P1 per share to P10 billion divided into 10 billion shares with a par value of P1 per share. The stockholders also approved the subscription of FEMI to P1.25 billion, equivalent to 1.25 billion shares at P1 par value, which subscription is to be partially paid to the extent of P312 million via offset of Company's debt to FEMI in the amount of P186 million, the assignment of FEMI's deposit for future subscription in the amount of P102 million and the amount of P24 million to be paid in cash.

Issuance of shares of stock

Following the approval by the SEC of the valuation of the Metro Solar shares (Note 7), on July 15, 2024, the Company issued shares of stock of 750 million common shares at par value of P1 per share in favor of FEMI by way of applying a portion of FEMI's deposit for future stock subscription amounting to 750 million (Note 16).

13 Depot royalty income

Depot royalty income for the year ended December 31, 2024 amounting to P33,062,546 (2023 - P44,664,516) represents the Company's 28.47% share of 5% of the gross receipts of the rental income from TriNoma commercial center owned and operated by NTDCC. The amount of royalty income is recognized over time as NTDCC earns rental income from the commercial center.

14 General and administrative expenses

This account consists of the following:

	Notes	2024	2023
Salaries and wages		20,157,320	17,975,910
Fees		8,274,142	6,333,308
Transportation and travel		5,814,226	5,913,806
IT expense		5,080,000	4,882,959
13th month pay		2,213,865	1,770,532
Professional and retainer's fee		1,928,750	3,245,000
Depreciation	8	1,493,555	38,889
Taxes and licenses		1,377,071	1,528,332
Legal		398,998	1,528,332
Director's fee		325,146	97,550
Amortization expense	9	27,317	396,757
Telephone, telegraphic, and postage		16,049	25,041
Others		733,311	844,283
		47,839,750	43,052,367

Fees include documentary stamp tax payment for the amended articles of incorporation in line with the increase of authorized capital stock and expansion of primary purpose amounting to P7,500,000 (2023 - P6,000,000).

Others include advertising and promotions, trainings, registration fees, bank charges, office supplies, food expense, insurance and utilities.

15 Income taxes

Corporate Recovery and Tax Incentives for Enterprises Act (CREATE)

On March 26, 2021, the President of the Republic of the Philippines signed into law Republic Act No. 11534 or the CREATE) Act, which is the reconciled version of the Bicameral Conference Committee. It settled the disagreeing provisions of House Bill No. 4157 and Senate Bill No. 1357. The CREATE Act was previously known as the Corporate Income Tax and Incentives Reform Act (CITIRA) bill. The law became effective on April 11, 2021.

Among the salient provisions of CREATE include changes to the Corporate Income Tax (CIT) as follows:

1. Reduction in CIT rate effective July 1, 2020 for domestic corporations are as follows:
   a. Those with assets amounting to P100,000,000 and below, and with taxable income equivalent to P5,000,000 and below will be subjected to a 20% tax rate; and
   b. Those with assets above P100,000,000 or those with taxable income amounting to more than P5,000,000 will be subjected to a 25% tax rate.
2. Effective July 1, 2023 onwards, the minimum corporate income tax rate shall be 2%,

Under CREATE, the Company prepared its annual income tax return for the year ended December 31, 2024 and 2023 using the updated rate of 25%.

The Company used minimum corporate income tax for purposes of the income tax calculation for the taxable years 2024 and 2023.

Deferred income tax (DIT)

Details of DIT assets as at December 31 are as follows:

	2024	2023
Allowance for impairment of other receivables	1,328,734	1,328,734
MCIT	1,526,836	948,524
	2,855,570	2,277,258

Under the Tax Reform Act of 1997 (the “Act”), the Company shall pay the Minimum Corporate Income Tax (MCIT) or the normal income tax, whichever is higher. Following the enactment of the CREATE law, from July 1, 2020 to June 30, 2023, the MCIT is 1% (from January 1 to June 30, 2023) and 2% (from July 1, 2023 onwards) of gross income as defined under the Act. Any excess of the MCIT over the normal income tax shall be carried forward annually and credited against the normal income tax for the next three succeeding taxable years.

Year of incurrence	Year of expiration	Tax rate	2024	2023
2021	2024	1%	82,938	82,938
2022	2025	1%	195,579	195,579
2023	2026	1.5%	670,007	670,007
2024	2027	2%	661,250	-
			1,609,774	948,524
Expired during the year			(82,938)	-
			1,526,836	948,524

The Company did not recognize deferred income tax assets arising from the net operating loss carry-over (NOLCO) because management has assessed there will be no future taxable income against which the benefits of these tax assets can be utilized.

The amounts and details of NOLCO and the related unrecognized DIT assets as at December 31 which could be carried over as a deduction from taxable income for the next consecutive years are as follows:

Year loss was incurred	Year of expiration	2024	2023
2021	2025	-	1,062,032
2022	2026	13,481,700	14,006,478
2024	2027	15,030,647	-
		28,512,347	15,068,510
Applied during the year		-	1,586,810
		28,512,347	13,481,700
Applicable tax rate		25%	25%
Unrecognized DIT asset		7,128,087	3,370,425

Reconciliation of pre-tax income to tax expense

The reconciliation of tax on pretax income computed at the applicable statutory rates to tax (benefit) expense follows:

	2024	2023
Income tax at statutory income tax rate of 25%	1,365,391	2,649,671
Adjustments for:		
Share in net income of investment in associate	(5,128,410)	(1,535,109)
Unrecognized NOLCO	3,757,662	-
Expired MCIT	82,938	-
Non-deductible expenses	5,715	244
Interest income subjected to final tax	(358)	(236)
Dividend income subject to final tax	-	(717,867)
Tax benefit from applied NOLCO	-	(396,703)
	82,938	-

Critical accounting judgment: Realizability of deferred tax assets

Significant judgment is required in determining the income tax expense recognized in profit or loss. There are some transactions and calculations for which the ultimate tax determination is uncertain in the ordinary course of business. The Company recognizes liabilities for anticipated tax assessment issues when it is probable. The liabilities are based on assessment and judgment of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the Company's income tax and related liability in the period in which such determination is made.

The recognition of DIT assets depends on management's assessment of the probability and available future taxable income against which the temporary difference can be applied. The Company reviews the carrying amount of its DIT assets at the end of each reporting period and reduces the amounts to the extent it is no longer probable that sufficient taxable profit will allow all or part of its DIT assets to be utilized. Management has assessed during the reporting periods that the Company will be able to generate sufficient future taxable income against which the temporary differences can be applied, except for NOLCO which is unrecognized.

16 Related party transactions and balances

Transactions and balances with related parties are presented as follows:

	Transactions		Balances		
	2024	2023	2024	2023	Ref.
Due from related parties - non-current (Note 3)					
Reimbursement of expenses					(a)
MRTSI - subsidiary	817,738	1,319,777	3,566,474	2,748,736	
MSPSI - subsidiary	7,112,241	-	7,112,241	-	
MRTHI - investee	-	-	117,361	117,361	
MRTHII - investee	-	-	1,649,110	1,649,110	
Dividend receivable					(b)
MRTHII - investee	-	-	891,036,773	891,036,773	
	7,929,979	1,319,777	903,481,959	895,551,980	
Due to a stockholder					
Payments to (advances from) FEMI	980,160	(2,079,796)	(203,317,327)	(204,297,487)	(c)
Debt-to-equity conversion (non-cash)	-	500,000,000	-	-	(h)
Due to other related parties					
Advances					
MGHC Royal - subsidiary	50,261	23,737	(268,763)	(319,024)	(d)
MRTHI - investee	-	-	(221,939,234)	(221,939,234)	(e)
MRTDC - associate	(9,993,987)	(5,769,091)	(21,227,865)	(18,418,328)	(f)
Dividend settlement (non-cash)					(f)
MRTDC - associate	7,184,450	18,269,030	-	-	
			(243,435,862)	(240,676,586)	
Assignment of MSPSI shares					
FEMI	-	352,000,000	-	-	(g)
Deposit for future stock subscription					
FEMI	(750,000,000)	852,000,000	102,000,000	852,000,000	(g)

(a) Reimbursement of expenses

Receivables from MRTSI, MSPSI, MRTHI and MRTHII represent expenses paid by the Company on their behalf. Amounts are unsecured, non-interest bearing, and collectible in cash upon demand, but not expected to be collected within 12 months from the end of the reporting period.

(b) Dividend from MRTHII

During the year ended December 31, 2021, MRTHII declared dividends to the Company amounting to P2,606,190,497. Details of its settlement are set out in Note 5.1 (c). Dividend receivables are collectible and are unsecured, non-interest bearing, and collectible in cash upon demand, but is not expected to be collected within 12 months from the end of the reporting period.

(c) Due to a stockholder

Due to a stockholder is unsecured, non-interest, and arose mainly from FEMI's payment of the Company's bank loans, including interests and penalties, aggregating to P3 billion, and the cost of acquisition of shares of MRTHII amounting to P180 million.

On November 2, 2018, the Company entered into a Repayment Agreement with FEMI for the repayment of advances to the latter. To enable the Company to make its repayments to the extent of P300 million, the Company assigns to FEMI for a period of fifteen (15) years commencing on January 30, 2023 and ending on January 30, 2034, its receipts from depot royalty income. On April 11, 2019, the BOD of the Company passed a resolution approving the Company's agreement with FEMI that in consideration of FEMI not charging interest on the outstanding obligations of the Company, the Company agreed to partially repay the advances from FEMI by way of allocating to FEMI dividends and other income from affiliates of the Company in addition to the assignment of depot royalties.

Over the years, the amount of liability was reduced mainly through repayments and conversion of FEMI advances into equity. There was a net advance for the year amounting to P433,269 (2023 - P2,079,796 net repayments). In addition, per the execution of the Deed of Assignment with FEMI dated October 10, 2019 and the completion of the application on November 2023, P500 million of advances was fully paid through the conversion into equity of a portion of FEMI advances to the Company (Note 7; Ref. h below).

FEMI, in its letter of support to the Company, committed not to demand payment of the amount due from the Company for a period of at least twelve (12) months from reporting date or until such time that the Company has the ability to pay in accordance with the Repayment Agreement above. As the Company has the unconditional right to defer settlement of the advances for at least 12 months from reporting date, the amount was classified as non-current liability as at December 31, 2024 and 2023.

(d) Advances from MGHC Royal

Amounts payable to MGHC Royal arose from advances to the Company for settlement of outstanding obligations. For the year ended December 31, 2024, the Company settled advances from MGHC Royal amounting to P50,261 (2023 - P23,737).

Outstanding amounts are unsecured, non-interest bearing, and are to be offset against the Company's share of future dividends of MGHC Royal, which are not expected to be declared within 12 months from reporting date, thus, the amount was classified as non-current liability as at December 31, 2024 and 2023.

(e) Advances from MRTHI

Outstanding amounts payable to MRTHI arose from advances to Company for settlement of outstanding obligations. Amounts are unsecured, non-interest bearing, and are to be offset against the Company's share of future dividends of MRTHI, which are not expected to be declared within 12 months from reporting date, thus, the amount was classified as non-current liability as at December 31, 2024 and 2023.

(f) Advances from MRTDC

Outstanding amounts payable to MRTDC arose from advances to Company for settlement of outstanding obligations. During the years ended December 31, 2024 and 2023, MRTDC declared dividends to the Company. This resulted in the reduction of the outstanding liability as set out in the details in Note 6 and treated as a non-cash operating activity in the statements of cash flows. Additionally, for the year ended December 31, 2024, the Company received additional advances from MRTDC amounting to P9,993,987 (2023 - P5,769,091).

Outstanding amounts are unsecured, non-interest bearing, and are to be offset against the Company's share of future dividends of MRTDC, which are not expected to be declared within 12 months from reporting date, thus, the amount was classified as non-current liability as at December 31, 2024.

(g) Deposit for future stock subscription

On October 10, 2019, FEMI and the Company executed a Deed of Assignment (of Advances) whereby FEMI assigned, transferred and conveyed unto the Company the advances of FEMI to the Company in the aggregate amount of P500 million in partial payment of FEMI's P750 million subscription out of the planned P3 billion increase in capital stock of the Company (Note 1). This will result to a recognition of a deposit for future stock subscription amounting to P500 million which will be applied to new share issuances once the SEC approved the increase in capitalization.

On November 2023, the Company already paid and completed the required filings with the SEC in relation to the increase in capitalization. Accordingly, as at December 31, 2023, deposit for future stock subscription totaling P852 million is recognized and classified as part of equity in the statements of financial position. Subsequently, on February 1, 2024, the SEC approved the increase in the capital stock of the Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share such that the capital stock now stood at P5 billion divided into 5 billion shares at par value of P1 per share from the previous P2 billion divided into 2 billion shares at par value of P1 per share.

Following the approval by the SEC of the valuation of the Metro Solar shares (Note 7), on July 15, 2024, the Company issued shares of stock of 750 million common shares at par value of P1 per share in favor of FEMI by way of applying a portion of FEMI's deposit for future stock subscription amounting to P750 million. As at December 31, 2024, deposit for future stock subscription amounted to P102 million, representing the excess in consideration received by the Company upon acceptance of the MSPSI shares amounting to P102 million and was agreed to be retained as deposit in future stock subscription of FEMI to any new share issuances of the Company in the future (Note 7).

Material related party transactions policy

The Company has an approved material related party transactions policy that sets forth the required thresholds for approval for related party transactions as part of the Company's corporate governance policy.

17 Earnings per share

The following table presents basic and diluted earnings per share (EPS) for the years ended December 31:

	2024	2023
Consolidated net income of MGHC and subsidiaries	(8,147,318)	11,871,074
Divided by weighted average number of shares outstanding	2,373,553,181	1,998,553,181
Basic and diluted (loss) earnings per share	(0.0034)	0.0059

The Company has no potential dilutive ordinary shares for the years ended December 31, 2024 and 2023. Therefore, the amounts reported for basic and diluted earnings per share are the same.

18 Segment reporting

Operating segments, and the amounts of each segment item reported in the separate financial statements, are identified from the financial information provided regularly to the Company's management for the purposes of allocating resources to, and assessing the performance of, the Company.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of services and the type or class of customers. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The Company's management assesses the performance and allocates the resources of the Company as a whole, as all of the Company's activities are considered to be primarily holding infrastructure-related investments. Therefore, management considers there is only one operating segment under the requirements of PFRS 8, Operating Segments. In this regard, no segment information is presented.

No geographic information is shown as the revenue and profit from operations of the Company are presently solely derived from its activities in the Philippines.

19 Critical accounting estimates, assumptions and judgments

Estimates, assumptions and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates, assumptions and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are enumerated below:

(a) Critical accounting estimates and assumptions

- Recoverability of trade and other receivables and due from related parties (Notes 3 and 16)
- Measurement of unquoted equity instruments - cost as an estimate of fair value (Note 5)

(b) Critical accounting judgments

- Recoverability of trade and other receivables and due from related parties (Notes 3 and 16)
- Measurement of unquoted equity instruments - cost as an estimate of fair value (Note 5)
- Recoverability of investment in associates (Note 7)
- Income taxes (Note 15)

19.1 Components of financial assets and financial liabilities

Financial assets

Details of the Company's financial assets as at December 31 are as follows:

	Notes	2024	2023
At amortized cost			
Cash in banks	2	522,565	12,016,578
Non-trade receivables	3	25,138,236	24,080,788
Due from related parties	3	908,796,894	900,866,916
		934,457,695	936,964,282
At FVOCI			
Unquoted equity securities	5	3,058,238,916	3,058,238,916
Quoted equity securities	5	2,542,055	2,092,420
		3,060,780,971	3,060,331,336
		3,995,238,666	3,997,295,618

Due from related parties are presented gross of allowance for impairment of P5,314,935 as at December 31, 2024 and 2023.

Financial liabilities

Details of the Company's financial liabilities, at amortized cost, at December 31 are as follows:

	Notes	2024	2023
Advances from MPIC	10	350,000,000	350,000,000
Accrued expenses and other current liabilities	10	65,789,498	58,352,488
Mortgage payable	11	1,462,173	-
Due to a stockholder	16	203,317,327	204,297,487
Due to other related parties	16	243,435,862	240,676,586
		864,004,860	853,326,561

Other current liabilities excluded pertain to payables to government agencies and output VAT which are not considered as financial liabilities.

19.2 Financial risk factor

The Company's activities expose it to a variety of financial risks and these activities involve the analysis, evaluation and management of some degree of risk or combination of risks. The Company's overall risk management program focuses on the unpredictability of financial markets, aims to achieve an appropriate balance between risk and return and seeks to minimize potential adverse effects on the Company's financial performance.

The most important types of risk the Company's manages are liquidity risk and credit risk.

19.2.1 Liquidity risk

Liquidity risk arises from the possibility that the Company will encounter difficulty in raising funds to meet associated commitments with financial instruments.

The Company manages the liquidity risk by maintaining a balance between continuity of funding and flexibility in operations. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational and working capital requirements. Management closely monitors the Company's future and contingent obligations and sets up required cash reserves and reserve borrowing facilities as necessary in accordance with internal policies. Advances from related parties are availed to cover for immediate expenses and maturing obligations. The Company is also able to defer payments of some of its due to related party balances.

The Company continues to obtain support from FEMI to finance the Company's operations.

The table below presents the Company's financial liabilities as at December 31:

	Within 12 Months	More than 12 months	Total
2024			
Advances from MPIC	350,000,000	-	350,000,000
Accrued expenses	65,789,498	-	65,789,498
Mortgage payable	850,305	611,868	1,462,173
Future interest on mortgage payable	99,531	21,356	120,887
Due to a stockholder	-	203,317,327	203,317,327
Due to related parties	-	243,435,862	243,435,862
	416,739,334	447,386,413	864,125,747
2023			
Advances from MPIC	350,000,000	-	350,000,000
Accrued expenses	58,352,488	-	58,352,488
Due to a stockholder	-	240,297,487	204,297,487
Due to related parties	-	240,676,586	240,676,586
	408,352,488	480,974,073	853,326,561

The Company expects to settle the above financial obligations due within 12 months in accordance with their contractual maturity of 30 to 60 days.

19.2.2 Credit risk

Credit risk refers to the risk that a counterparty will cause a financial loss to the Company by failing to discharge an obligation. Significant changes in the economy that may represent a concentration in the Company's business, could result in losses that are different from those provided for at reporting date.

Credit risk arises from cash deposits with banks and financial institutions, as well as credit exposure on receivable from customers, related parties and other counterparties. The fair values of these financial assets approximate net carrying amounts due to their short-term maturities.

The Company has a significant concentration of credit risk on its transactions with NTDCC, its sole customer. However, this is brought down to an acceptable level since depot royalties are collected in accordance with the agreement and the Company's credit policy with no reported defaults and write-offs in previous years. In addition, credit risk is minimized by monitoring receivables regularly.

The Company has the following financial assets as at December 31 where the expected credit loss model has been applied:

	Gross carrying amount	Allowance provided	Net carrying amount	Internal credit rating	Basis of recognition of ECL
2024					
Cash in banks	522,565	-	522,565	Performing	12-month ECL
Trade and other receivables					
Group 1	25,138,236	-	25,138,236	Collective assessment	Lifetime ECL
Due from related parties					
Group 2	908,796,894	-	908,796,894	Performing	12-month ECL
Group 3	5,314,935	(5,314,935)	-	Credit impaired	Lifetime ECL
	939,772,630	(5,314,935)	934,457,695		
2023					
Cash in banks	12,016,578	-	12,016,578	Performing	12-month ECL
Trade and other receivables					
Group 1	24,080,788	-	24,080,788	Collective assessment	Lifetime ECL
Due from related parties					
Group 2	895,551,980	-	895,551,980	Performing	12-month ECL
Group 3	5,314,935	(5,314,935)	-	Credit impaired	Lifetime ECL
	936,964,281	(5,314,935)	931,649,346		

Credit quality of customers are classified as follows:

- Group 1 - Customer and counterparty balances without history of default and assessed to be fully recoverable.
- Group 2 - Customer and counterparty balances with some defaults in the past. Amounts are largely collectible after collection efforts.
- Group 3 - Individually assessed customer with defaults and which the Company no longer expects to recover the balance despite its collection efforts.

The maximum exposure to credit risk at the reporting date is the carrying value of financial assets summarized above.

None of the fully performing financial assets have been renegotiated during the years ended December 31, 2024 and 2023. The Company does not hold any collateral as security to the above financial assets.

Credit quality of the Company's financial assets

Cash in banks

To minimize credit risk exposure from its cash account, the Company deposits its cash in universal banks that have good credit ratings. Accordingly, the Company's cash in bank is subject to insignificant expected credit loss as at reporting dates.

Receivables

Group 1 - The Company's receivables under Company 1 consists of amounts due from NTDCC have no history of recent default or write-off and are considered to be fully performing. Accordingly, no provision for impairment is required.

Group 2 - Past due but not impaired receivables consist of amounts due from related parties, who, despite delays in collection based on the credit term, are deemed to be fully collectible based on management's assessment and counterparties' financial capacity and creditworthiness. Accordingly, no provision for impairment is required at reporting date.

Group 3 - The Company records a provision for impairment of receivables that are assessed to have a significant probability of becoming uncollectible. The assessment is based on the Company's knowledge of the collectability of the account, nature of dispute and the creditworthiness of the customer.

19.2.3 Foreign currency exchange risk

Foreign currency exchange risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is not the Company's functional currency.

The Company has transactional currency gain. Such exposure is not material to the Company as this arises mainly from immaterial cash balances denominated in US Dollar.

19.3 Capital risk management

The Company manages its capital to ensure that the Company will be able to continue as a going concern, while maximizing the return on investments of stockholders. The Company monitors its use of capital by comparing deficit to total capitalization and makes adjustments to it in light of changes in economic conditions and its financial position.

The Company considers its long-term debt from FEMI and other related parties, as well as total equity consisting of share capital, additional paid-in capital, and deficit, as its capital:

	Notes	2024	2023
Equity			
Share capital	11	2,748,553,181	1,998,553,181
Additional paid-in capital		589,120,804	589,120,804
Deposit for future stock subscription	16	102,000,000	852,000,000
Retained earnings		66,329,510	60,950,886
		3,506,003,495	3,500,624,871
Debt			
Due to a stockholder	16	203,317,327	204,297,487
Due to related parties	16	243,435,862	240,676,586
		446,753,189	444,974,073
		3,952,756,684	3,945,598,944

20 Summary of material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

20.1 Basis of preparation

The separate financial statements of the Company have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. PFRS Accounting Standards comprise the following authoritative literature:

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

These separate financial statements have been prepared under the historical cost convention except for financial assets at FVOCI.

The preparation of separate financial statements in conformity with PFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the separate financial statements are disclosed in Note 19.

The Company has also prepared consolidated financial statements in accordance with PFRS Accounting Standards. In the consolidated financial statements, undertakings of Metro Global Holdings Corporation and its subsidiaries have been fully consolidated. The consolidated financial statements can be obtained from the Company's business address in Meralco Ave., Pasig City or from the SEC.

Users of these separate financial statements should read these together with the Group's consolidated financial statements as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024 in order to obtain full information on the financial position, results of operations and changes in financial position of the Group as a whole.

20.2 Changes in accounting policies and disclosures

There are no new standards, amendments and interpretations which are effective for the financial year on or after January 1, 2024 that are relevant to and have a material impact on the Company's separate financial statements.

20.3 Financial assets

Classification

The Company classifies its financial assets in the following measurement categories: (a) those to be measured subsequently at fair value (either through OCI or through profit or loss), and (b) those to be measured at amortized cost. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

The Company holds financial assets at fair value through OCI (Note 5).

Financial assets at amortized cost are assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. The Company's financial assets at amortized cost category includes cash in banks (Note 2), non-trade receivables (Note 3), and due from related parties (Notes 3 and 16).

The Company classifies the following investments as financial assets at FVTPL:

- investments in equity securities unless irrevocably elected at initial recognition to be measured at fair value through OCI;
- investments in debt instruments held within a business model whose objective is to sell prior to maturity or has contractual terms that does not give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI)on the principal amount outstanding, unless designated as effective hedging instruments under a cash flow hedge;
- investments that contain embedded derivatives; and
- investments in debt instruments designated as financial assets at FVTPL at initial recognition.

The Company did not hold financial assets at FVTPL.

Recognition and subsequent measurement

The Company recognizes a financial asset in the statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

All financial instruments are initially measured at fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Subsequently, assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is recognized using the effective interest rate method.

Changes in the fair value of financial assets at FVOCI are recognized in other comprehensive income.

The Company assesses whether the cost is the best estimate of fair value of financial assets at FVOCI. In making the assessment, the Company checks whether there are events or circumstances that might indicate that cost might not be representative of fair value of the financial assets, including significant change in the investees' performance and operations, as well significant change in the economic environment in which the investees operate. The Company also considers costs as the best measure of fair value where more recent available information is insufficient to determine fair value; or where there is a wide range of possible fair value measurements, and cost represents the best estimate of fair value within that range.

Impairment

The Company assesses on a forward-looking basis the expected credit losses (ECL) associated with its financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Impairment losses are presented separately in the statement of total comprehensive income.

Loss allowances of the Company are measured on either of the following bases:

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

Simplified approach

The Company applies the simplified approach to provide for ECL for all non-trade receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECL. The expected loss rates are based on the payment profiles of customers and the corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors such as gross domestic product and inflation rate affecting the ability of the customers to settle the receivables.

General approach

Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition.

At each reporting date, the Company assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and includes forward-looking information.

The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held).

The maximum period considered when estimating ECL is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the counterparty;
- a breach of contract such as a default; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Derecognition

Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. Any gain or loss arising on derecognition is recognized directly in the statement of total comprehensive income and presented in other gains/(losses).

20.4 Financial liabilities

Classification

The Company classifies its financial liabilities as: (i) financial liabilities at fair value through profit or loss, and (ii) other financial liabilities measured at amortized cost. Financial liabilities under category (i) comprise of two sub-categories: financial liabilities classified as held for trading and financial liabilities designated by the Company as at fair value through profit or loss upon initial recognition. Management determines the classification of its financial liabilities at initial recognition.

The Company did not hold financial liabilities under category (i) during and at the end of each reporting period.

Other financial liabilities at amortized cost are contractual obligations which are either those to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company. These are included in current liabilities, except for maturities greater than 12 months after the reporting period which are classified as non-current liabilities.

The Company's other financial liabilities at amortized cost consist of accrued expenses and other current liabilities (excluding payable to government agencies) (Note 10), mortgage payable (Note 11), due to a stockholder (Note 16), and due to other related parties (Note 16).

Recognition and measurement

The Company recognizes a financial liability in the statement of financial position when, and only when, the Company becomes a party to the contractual provision of the instrument.

Other financial liabilities at amortized cost are initially measured at fair value plus transaction costs. Subsequently, these are measured at amortized cost using the effective interest rate method.

Derecognition

Other financial liabilities at amortized cost are derecognized when the obligation is paid, settled, discharged, cancelled or has expired.

20.5 Determination of fair value

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 of financial and non-financial liabilities takes into account non-performance risk, which is the risk that the entity will not fulfill an obligation.

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The appropriate level is determined on the basis of the lowest level input that is significant to the fair value measurement.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in Level 1. The Company's quoted financial assets at FVOCI are under this category.

The fair value of assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the asset or liability is included in Level 2. If one or more of the significant inputs is not based on observable market data, the asset or liability is included in Level 3. The Company's unquoted financial assets, pertaining to investments in MRTHI and MRTHII, are under Level 3 fair value category. The cost of the investments represents the best estimate of the fair value of the investments as at reporting date (Note 5).

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The carrying amounts of financial instruments presented as part of current assets and current liabilities as at December 31, 2024 and 2023 approximate their fair values due to their short-term maturities.

The carrying value of due from related parties, due to a stockholder and due to other related parties approximates their fair value, based on the expected settlement of the amounts by the end of the BLT Agreement in July 2025.

The Company has no other financial assets and liabilities measured at fair value during and at the end of each reporting date.

Non-financial assets

For non-financial assets, the Company uses valuation techniques that are appropriate in the circumstances and applies the technique consistently. Commonly used valuation techniques are as follows:

- Market approach - A valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.
- Income approach - Valuation techniques that convert future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.
- Cost approach - A valuation technique that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

The fair value of a non-financial asset is measured based on its highest and best use. The carrying value of the Company’s non-financial assets, substantially property and equipment, approximate its fair value in the light of the assets’ current use is presumed to be its highest and best use.

20.6 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty. The Company does not have financial assets and liabilities that are covered by enforceable master netting arrangements and other similar agreements.

20.7 Non-trade receivables

Non-trade receivables arising from depot royalties with an average credit term of 60 days are recognized at transaction price and subsequently measured at amortized cost using effective interest method less any provision for impairment.

Other receivables are recognized initially at fair value and subsequently measured at amortized cost using effective interest method, less any provision for impairment.

Non-trade receivables and its related provision for impairment are written off when the Company has determined that the receivable is uncollectible as they have already exerted all collection efforts, including filing a legal case. Bad debts written off are specifically identified after exhausting all collection efforts (i.e. sending demand letters and legal notice of default to customers) and are approved by the BOD.

Write-offs represent either direct charge against profit or loss at the time the receivable deemed uncollectible or the release of previously recorded provision from the allowance account and credited to the related receivable account following the Company’s assessment that the related receivable will no longer be collected after all collection efforts have been exhausted.

Subsequent recoveries of amounts previously written-off are credited in profit or loss under general and administrative expenses. Reversals of previously recorded impairment provision are recognized in profit or loss based on the result of management’s update assessments, considering available facts and changes in circumstances, including but not limited to results of recent discussions and arrangements entered into with customers as to the recoverability of receivable at reporting date.

20.8 Investment in associate

Associates are all entities over which the Company has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights (Note 6).

Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor’s share of the profit or loss of the investee after the date of acquisition. It is also decreased by dividends received from the investee. The Company’s investment in associates includes goodwill identified on acquisition. Any excess of the Company’s share of the net fair value of the associates identifiable assets and liabilities over the cost of the investment is included as income in the determination of the Company’s share of the associate’s profit or loss in the period in which the investment is acquired.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

The Company’s share of its associates’ post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Company’s share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

Dilution gains and losses arising in investments in associates are recognized in profit or loss. Unrealized gains on transactions between the Company and its associates are eliminated to the extent of the Company’s interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Company.

20.9 Investment in subsidiaries

A subsidiary is an entity which is controlled by the Company. The control means that the Company can govern the financial and operating policies of its subsidiaries to gain benefits from the operations of subsidiary. The Company controls an investee if and only if the Company has all the following:

(a) power over the investee;
(b) exposure, or rights, to variable returns from its involvement with the investee; and
(c) the ability to use its power over the investee to affect the amount of the investor’s returns.

Investment in subsidiaries are accounted for using the cost method. Under this method, investments are recognized at cost and income from investment is recognized in profit or loss only to the extent that the investor receives distribution from accumulated profits of the investee arising after the acquisition date. Distributions received in excess of such profits are regarded as a recovery of investment and are recognized as reduction of the cost of the investment.

Investment in subsidiary is derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

The Company determines at each reporting date whether there are impairment indicators relating to investment in the subsidiaries. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of the subsidiary and its carrying value and recognizes any impairment loss in profit or loss.

Investments in subsidiaries are carried at cost, less any provision for impairment.

20.10 Intangible assets

Intangible assets acquired separately are carried at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization in the case of intangible assets with finite lives, and any accumulated impairment losses.

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

Intangible assets with finite lives are amortized over the remaining useful economic life at the date of acquisition or business combination. These are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and method for an intangible asset with a finite useful life is reviewed at the end of each reporting date.

The Company's intangible asset, pertaining to depot royalty rights, was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of the development rights (Note 9).

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization of intangible assets with finite lives is recognized in profit or loss in the expense category consistent with the function of the intangible asset.

20.11 Deposit for future stock subscription

Deposit for future stock subscriptions refer to the amount of money or property received by the Company with the purpose of applying the same as payment for future issuance of stocks which may or may not materialize. Deposit for future stock subscriptions cannot be considered as part of the capital stock of the Company until shares of stocks are actually issued in consideration thereof.

On May 11, 2017, SEC issued an amendment on SEC Bulletin No. 6 (issued in 2012) for the treatment of the deposit for future stock subscriptions. As stated, an entity shall classify a contract to deliver its own equity instruments under equity as deposit for future stock subscriptions if and only if, all of the following elements are present as of the end of the period:

- The unissued authorized capital of the entity is insufficient to cover the amount of shares indicated in the contract;
- There is BOD approval on the proposed increase in authorized capital stock (for which a deposit was received by the corporation);
- There is stockholders' approval of said proposed increase in authorized capital stock; and
- The application for the approval of the increase in capital stock has been presented for filing or has been filed with the SEC.

If any or all of the foregoing elements are not present, the transaction should be recognized as part of liability. The amount of deposit for future stock subscriptions will be reclassified to equity account when the Company meets the foregoing elements.

20.12 Impairment of non-financial assets

Non-financial assets that have definite useful lives are subject to depreciation or amortization and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Value in use requires the Company to make estimates of future cash flows to be derived from the particular asset and discount them using a pre-tax market rate that reflects current assessments of the time value of money and the risks specific to the asset.

Impairment losses, if any, are recognized in profit or loss within other expenses in the statement of total comprehensive income. Non-financial assets that have been impaired are reviewed for possible reversal of the impairment at each reporting period. When impairment loss subsequently reverses, the carrying amount of the assets or cash-generating unit is increased to the revised estimate of its recoverable amount, but the increased carrying amount should not exceed the carrying amount that would have been determined had no impairment loss has been recognized for the asset or cash-generating unit in prior years. Reversals of previously recorded impairment provisions are credited against provision account in profit and loss.

20.13 Provisions and contingencies

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized in profit or loss.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed and derecognized in the statement of financial position.

Provisions are derecognized when the related legal or contractual obligation is discharged, cancelled or expired.

Probable inflows of economic benefits that do not yet meet the recognition criteria of an asset are considered contingent assets, hence, are not recognized in the financial statements.

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the financial statements but disclosed when an inflow of economic benefits is probable.

20.14 Revenue recognition

Revenue is measured based on the transaction price specified in a contract with the customer. The Company recognizes revenue when it transfers control over a product or service to a customer.

The following is a description of principal activities from which the Company generates its revenue.

Depot royalty income

The amount of royalty income is recognized over time as NTDCC earns rental income from the TriNoma commercial center. The use of a time-based approach (output method) best provides a faithful depiction of the transfer of services to the customer given the nature of the royalty arrangement.

Dividend income

Dividend income is recognized at the point in time when investees have declared dividends.

Other income

Other income is recognized when earned.

Interest

Revenue is recognized on a time-proportion basis using the effective interest method.

20.15 Cost and expense recognition

Costs and expenses in the statement of total comprehensive income are presented using the function of expense method.

20.16 Employee benefits

(i) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus if the Company has present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Retirement benefits

The Company has yet to adopt a formal retirement plan for the benefit of its qualified employees. Under RA No. 7641, in the absence of a retirement plan or agreement providing for retirement benefits of employees in the private sector, an employee upon reaching the age of 60 years or more, but not beyond 65 years, who has served at least 5 years in a private company, may retire and shall be entitled to retirement pay equivalent to at least one-half month salary plus one twelfth of the 13th month pay and cash equivalent of not more than 5 days of service incentive leaves for every year of service (or 100% of monthly salary), a fraction of at least 6 months being considered as one whole year.

The liability to be recognized in the statement of financial position in respect of defined benefit retirement plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in Philippine Peso, the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related retirement obligation.

Remeasurements arising from experience adjustments and changes in actuarial assumptions are charged or credited in other comprehensive income in the period in which they arise.

Past-service costs are recognized immediately in profit or loss.

The net interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefit expense in profit or loss.

Management did not recognize any liability in respect of the defined benefit retirement plan as management assessed this to be immaterial as at December 31, 2024 and 2023.

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits.

The Company recognizes termination benefits when it is demonstrably committed to either:
(a) terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or (b) providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the reporting date are discounted to present value.

20.17 Related party relationships and transactions

Related party relationship exists when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, or between, and/or among the reporting enterprise and its key management personnel, directors, or its shareholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

20.18 Current and deferred income tax

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

DIT is recognized on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. DIT is determined using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related DIT asset is realized or the deferred income tax liability is settled.

DIT assets are the amounts of income taxes recoverable in future periods in respect of all deductible temporary differences. DIT assets are recognized to the extent it is probable that future taxable profit will be available against which the temporary differences can be utilized. DIT liabilities are the amounts of income taxes payable in future periods in respect of taxable temporary differences.

DIT assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the DIT assets and liabilities relate to income taxes levied by the same taxation authority where there is an intention to settle the balances on a net basis.

20.19 Earnings per share

Basic EPS is computed by dividing net income attributable to common stock by the weighted average number of common shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period, if any.

Diluted EPS is computed by dividing net income attributable to common shareholders by the weighted average number of common shares outstanding during the period, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period, and adjusted for the effect of dilutive convertible preferred shares. If the required dividends to be declared on convertible preferred shares divided by the number of equivalent common shares, assuming such shares are converted, would decrease the basic EPS, then such convertible preferred shares would be deemed dilutive. Where the effect of the assumed conversion of the preferred shares have anti-dilutive effect, basic and diluted EPS are stated at the same amount.

20.20 Subsequent events

Subsequent events that provide additional information about the Company’s position at the financial reporting date (adjusting events) are reflected in the financial statements. Subsequent events that are not adjusting events are disclosed in the notes to financial statements when material.

21 Supplementary information required by the Bureau of Internal Revenue (BIR)

The following information is presented for purposes of filing with the BIR and is not a required part of the basic financial statements.

On December 28, 2010, Revenue Regulation (RR) No. 15-2010 became effective and amended certain provisions of RR No. 21-2002 prescribing the manner of compliance with any documentary and/or procedural requirements in connection with the preparation and submission of financial statements and income tax returns. Section 2 of RR No. 21-2002 was further amended to include in the Notes to Financial Statements information on taxes, duties and license fees paid or accrued during the year in addition to what is mandated by Philippine Financial Reporting Standards.

Below is the additional information required by RR No. 15-2010.

(i) Output value-added tax (VAT)

Output VAT declared for the year ended December 31, 2024 and the revenues upon which the same was based consist of:

	Tax base	VAT
Vatable sales	32,005,539	3,840,665

Output VAT paid during the year ended December 31, 2024 amounted to P3,757,768.

(ii) Input VAT

Movements in input VAT for the period ended December 31, 2024 are as follows:

	Amount
Beginning balance	-
Add: Current period’s domestic purchases/payments for:	
Goods other than capital goods	13,168
Domestic purchase of services	297,165
Total input VAT for the year	310,333
Application against output VAT	(82,897)
Total input VAT	227,436

(iii) Importations

There were no importation transactions made for the year ended December 31, 2024.

(iv) Documentary stamp taxes

For the year ended December 31, 2024, the Company paid P7,500,000 documentary stamp taxes in relation to its increase in authorized capital stock.

(v) All other local and national taxes

All other local and national taxes paid for the year ended December 31, 2024 consist of:

Business permit	1,365,778
Others	11,293
	1,377,071

The above local and national taxes are lodged under taxes and licenses account in general and administrative expenses (Note 13).

(vi) Withholding taxes

Withholding taxes accrued and paid as at and for the period ended December 31, 2024 follow:

	Paid	Accrued	Total
Withholding tax on compensation	2,422,735	297,465	2,720,200
Expanded withholding tax	158,904	139,431	298,335
	2,581,639	436,896	3,018,535

Withholding taxes payables above are presented as part of accrued expenses and other current liabilities in the statement of financial position (Note 10).

(vii) Tax assessments

The Company has no outstanding tax assessments from the BIR as at December 31, 2024.

(viii) Tax cases

The Company does not have outstanding tax cases under preliminary investigation, litigation and/or prosecution in courts or bodies outside of the BIR as at December 31, 2024.

ANNEX A-3

METRO GLOBAL HOLDINGS CORP.

2024 SUSTAINABILITY REPORT

Contextual Information

COMPANY DETAILS	
Name of Organization:	METRO GLOBAL HOLDINGS CORPORATION (“MGHC”)
Location of Headquarters :	Mezzanine Floor, Renaissance Centre, Meralco Avenue, Pasig City, Metro Manila
Location of Operations :	Mezzanine Floor, Renaissance Centre, Meralco Avenue, Pasig City, Metro Manila
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	Metro Global Holdings Corporation is a holding company. The Company has investments in Metro Rail Transit Holdings I and Metro Rail Transit Holdings II – parent company of Metro Rail Transit Corporation (MRTC), thus, resulting in an indirect 29% equity interest in MRTC. The Company has 28.47% direct equity interest in Monumento Rail Transit Corporation and 15.79% direct equity in MRT Development Corporation. MGHC’s immediate and ultimate parent company is Fil-Estate Management, Inc. (FEMI). Metro Global Holdings Corporation subsidiaries are as follows:: 1. MGHC Royal Holdings Corporation (MGHC Royal) (99%) was organized and established on May 19, 2017 to engage in the business to invest or purchase, otherwise acquire, and own, hold, use, sell, assign, transfer, pledge, exchange, or otherwise dispose of real and personal property of every kind and description. 2. Metro Renewable Transport Solutions, Inc. (Metro Transport) (99%) was organized and established on October 23, 2020 to engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, needs, bridges, railways, ports, highways and other passages and facilities for transportation and communication. 3. Metro Solar Power Solutions, Inc. (MSPSI) is a company registered with the SEC on September 28, 2016 established primarily to construct, erect, assemble, commission and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution. On October 10, 2016, MSPSI’s Board of Directors approved the amendment of its Articles of Incorporation changing the corporate name to Metro Solar Power Solutions, Inc. from Metro Solar Power Energy Ventures, Inc. The amendment was approved by

	the Securities and Exchange Commission on January 9, 2017. MGHC gained control over MSPSI effective August 23, 2023. The net identifiable assets acquired has fair value of P352Million at the acquisition date.
Business Model, including Primary Activities, Brands, Products, and Services	The business activities of Metro Global Holdings Corporation (the Parent Company) arise from its investments in the equity of the MRTH I and MRTH II. Hence, the Parent Company has no principal products or services, nor does it derive revenues or sales from any products or services. No part of the Parent Company's revenues or income over the last three years has been derived from any foreign sales. Corollary, the Parent Company has no requirement for any distribution methods that would otherwise be needed for any products or services. Since the Parent Company's inception, it has had nor publicly-announced new product or services.
Reporting Period	For the Year Ending December 31, 2024
Highest Ranking Person responsible for this report	Mr. Robert John L. Sobrepeña, Chief Executive Officer Mr. Ramon G. Jimenez, Chief Finance Officer Ms. Solta S. Alcantara, Chief Audit Executive

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics.

The Company used Selected GRI Sustainability Reporting Standards (Core Option) in accordance with the GRI 102: General Disclosures, to report on contextual information about itself and its impacts on the economy, the environment and society.

The Company's economic and environmental sustainability principles are exercised through its affiliate, Metro Rail Transit Corporation (MRTC). MRTC is the owner of the Metro Rail Transit (MRT) 3 System along the 16.9 kilometer stretch of Epifanio de los Santos Avenue (EDSA). The MRT 3 System is leased to the Department of Transportation and Communication,the Build, Lease and Trasnfer (BLT) Agreement which operates and maintains the system for 25 years commencing 2000 and will expire on July 15, 2025. In 2024, the MRT 3 served 135,885,336 passengers, which is more than 5.3 percent higher compared to its ridership in 2023. Said rise in passenger numbers can be attributed to the rail line's continuous maintenance and operational improvements, following its major rehabilitation in 2021.

The Company has a 28.47% equity interest in Monumento Rail Transit Corporation which, allows participation in the MRT 3 (Phase 2) system extension, the airport link from the Taft Avenue Station up to the airport and the envisioned rail extension from Ayala Station to Buendia Station via a loop through Ayala Avenue and Gil-Puyat Avenue (the Makati loop).

MGHC ownership interests in MRTHI and MRTHII as at December 31, 2024 are as follows:

Investee	Direct Interest	Indirect Interest	Effective Interest	Nature of Business
MRTH I	18.6%	-	18.6%	Holding Company
MRTH II	12.7%	15.8%	28.5%	Holding Company

MRTHI owns 84.9% interest in MRTH II while MRTHII wholly owns Metro Rail Transit Corporation (MRTC), which was awarded by the Philippine Government, acting through the Department of Transportation and Communication (DOTC), the Build, Lease and Transfer (BLT) Agreement to build, lease, and transfer a 16.9-kilometer rail transit system in Metro Manila, known as LRTS Phase I. The earnings of MRTC are derived from lease financing income relating to equity rentals received from the DOTC as defined in the BLT Agreement.

The Company acquired 15.79% equity interest in MRT Development Corporation (MRTDC) on December 2018. MRTDC has exclusive rights to all commercial developments along the MRT-3 System, including in the 13 Stations and air space above the 13 Stations, which include all commercial leasing rights in the 13 Stations, advertising rights, development of the air space above all the 13 stations, and all other commercial activities within the entire MRT-3 System.

The Parent Company plans to continue its strategy of maintaining itself as a holding corporation with key investment in the form of equity interest in MRTHI and MRTH II. The combined investment in these two holding companies represents approximately 29% interest in the MRT 3 System along EDSA. The Phase 1 of the MRT Project (LRTS Phase 1) began full operation on July 15, 2000, which involved 13 stations spanning the North Triangle to Taft Avenue. The operation for the next twelve (12) months was strictly confined to that of an investee corporation.
On February 1, 2024, the Securities and Exchange Commission approved the amendment of its Articles of Incorporation to allow the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

MATERIALITY

The key findings of the materiality analysis are as follows:

The Company and its subsidiaries, MGHC Royal Holdings Corporation (MGHC Royal), Metro Renewable Transport Solutions, Inc. (MRTSI) and Metro Solar Power Solutions, Inc. (MSPSI) which is engaged in solar, wind and other renewable energy generation facilities <u>subject to regulations which require compliance with environmental laws.</u>

The Company has twelve (12) employees as of December 31, 2024 (2023 - 11).

Its subsidiaries, MGHC Royal and Metro Renewable Transport Solutions, Inc. are both not yet in commercial operation and have no employees as of December 31, 2024. The management of the two companies is currently being undertaken by the executive officers of MGHC, the Parent Company.

The Company does not have plans for any product research and development within the next 12 months. There are no expected purchases or sale of plant and significant equipment within the same period as the Company is not engaged in any manufacturing business.

The trading of the Company's shares of stock at the PSE has been voluntarily suspended since March 20, 2007 to allow the Company to re-align its business and explore new strategic directions.

On February 1, 2024, The Securities and Exchange Commission approved the amendment of the Company's Articles of Incorporation to allow the Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

The Parent Company is expected to receive its 28.47% share of the 5% the lease rental income from Trinoma Mall,(the "Depot Royalty Income") as a result of the redemption of its redeemable preferred shares in Monumento Rail. This revenue will be used to fund its operating expenses and to partially pay its debts to FEMI.

The Parent Company has gained control over Metro Solar Power Solutions, Inc. (MPSI) effective August 23, 2023. Based on the valuation report prepared by Santos Knight Frank, Inc dated March 31, 2023, the value of the leashold property is P341 million.
Metro Solar's main project is the development of the 52.5 megawatt solar farm project in Pililia, Rizal.

The revised strategy will deliver the reference values for sustainability related action beyond 2024.

MATERIALITY COMPLETENESS

The report takes into account all significant impacts of MGHC along its value chain. The reporting processes ensure that the data collected includes the results from all entities with significant impacts regarding material topics.

STAKEHOLDERS INCLUSIVENESS is ensured by considering feedback from stakeholder engagement.

ECONOMIC

Economic Performance

Direct Economic Value Generated and Distributed

The Group's main source of income has been its share in the lease rental income termed as "Depot Royalty Income" that it receives annually from North Triangle Depot Commercial Corporation (NTDCC). Depot royalty income for the year ended December 31, 2024 amounting to P33,062,546 (2023-P44,664,516, 2021-P19,546,766) represents The Group's 28.47% share in the 5% of the gross receipts of the rental income from TriNoma commercial center owned and operated by NTDCC. The amount of royalty income is recognized over time as NTDCC earns rental income from the commercial center.

The Group's General and Administrative expenses consists of the following:

Disclosure	Units	Amount (2024)	Amount (2023)
Direct economic value generated (revenue)	PhP	P33,062,546.00	P44,664,516.00
Direct economic value distributed:			
a. General and Administrative Expenses	PhP	38,096,747.00	27,144,785.00
b. Employee wages and benefits	PhP	23,102,525.00	20,009,266.00
c. Payments to suppliers, other operating costs	PhP	1.104,985.00	16,946.00
d. Dividends given to stockholders and interest payments to loan providers	PhP		
e. Taxes given to government	PhP	1,415,758.00	1,528,832.00
f. Investments to community (e.g. donations, CSR)	PhP	50,000.00	32,719.00
Total General and Administrative expenses	PhP	63,770,015.00	48,732,548.00

Fees include SEC payment or the amended articles of incorporation in line with the increase of authorized capital stock and expansion of primary purpose amounting to P7,500,000 (2023- P6,001,000; 2022 – nil). Others include advertising and promotions, trainings, registration fees, bank charges, office supplies, food expense, insurance and utilities.

The Group posted net operating loss of P7.697 million in 2024 as compared to net operating income of P4.808 million in 2023. The Group's Retained earnings decrease from P3.492 billion to P3.484 billion in view of the P7.697 million net loss recognized by the Group in 2024. . The Group recognize a Stockholders Equity balance of P3.484 billion in 2024.

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain. ndicate involvement in the impact (i.e., caused by the organization or linked to impacts though its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable group)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
On February 1, 2024, the SEC approved the Parent Company's application for increase in capitalization from P2 billion to P5 billion, divided into 5 billion shares with a par value of P1 per share. Following	*Stockholder- Fil-Estate Management, Inc. (FEM), the parent company of MGHC,*	The Group has an approved material related party transactions policy that sets forth the required thresholds

the approval by the SEC of the valuation of the Metro Solar Shares, the Parent Company issued shares of stock of 750 million common shares at par value of P1 per share in favor of FEMI by way of applying a portion of FEMI;s deposit for future stock subscription amounting to P750 million.	*Metro Solar Power Solutions, Inc.*	for approval for related party tranactions as part of the Group's corporate governance policy.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
The group's activities expose it to a variety of financial risks and these activities involve the analysis, evaluation and management of some degree of risk or combination of risks	Parent Company	The group's overall risk management program focuses on the unpredictability of financial market, aims to achieve an appropriate balance between risk and return and sales to minimize potential adverse effects on the Group's financial performance
The most important type of risk the Group's manages are are liquidity risks and credit risks. 1. **Liquidity Risk** arises from the possibility that the Group will encounter difficulty in raising funds to meet associated commitments with financial instruments. 2. **Credit Risk.** Credit risk refers to the risk that a counterparty will cause a financial loss to the Group by failing to discharge an obligation. Significant changes in the economy hat may represent a concentrarion in ghe Group's	Shareholders FEMI Banks	The Group manages the liquidity risk by maintaining a balance between continuity of funding and flexibility in operations. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational and working capital requirements. Management closely monitors the Group's future and contingent obligations and sets up required cash reserves and reserve borrowing facilities as necessary in accordance with internal policies. Short-term advances from related parties are availed to cover for immediate expenses and maturing obligations. The Group is also able to defer payments of some of its due to related party balances The Group continues to obtain support from FEMI to finance the Group's operations. The Group has a significant concentration of credit risk on the transactions with NTDCC, its sole customer. However, this is brought down to an acceptable level since depot royalties are collected in accordance with the agreement and the Group's credit policy with no reported defaults and write-offs in previous years.

business, could result in losses that are different fro those provided for at reporting date. **Credit Risk** arises from cash deposits with banks and financial institutions, as well as credit exposure on receivable from customers, related parties and other counterparties. The fair values of these financial assets approximate net carrying amounts due to their short-term maturities.	Customer - NTDCC	In addition, credit risk is minimized by monitoring receivables regularly. The maximum exposure to credit risk at the reporting date is the carrying value of financial assets. The Group does not hold any collateral as security to the above financial assets
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
New sources of cash flow through potential future investment and or cash infusions into the Company over the next five years. Entry into renewable energy generation and operation shall provide a constant source of cash flows once the Power Purchase Agreement with the offtaker is signed.	Investors and Shareholders	The Company coordinates and negotiates closely with its Parent Company to manage cash flow risks.

Climate-related risks and opportunities

Governance	Strategy	Risk Management	Metrics and Targets
Disclose the organization's governance around climate-related risks and opportunities	**Disclose the actual and potential impacts of climate-related risks and opportunities on the organization's business, strategy,**	**Disclose how the organization identifies, assesses, and manages climate related risks**	**Disclose the metrics and targets used to assess and manage relevant climate-related risks and**

	and financial planning where such information is material		opportunities where such information is material
Recommended Disclosures			
a) Describe the board's oversight of climate-related risks and opportunities	**a) Describe the climate-related risks and opportunities the organization has identified over the short, medium and long term.**	**a) Describe the organization's processes for identifying and assessing climate- related risks**	**Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process.**
The Parent Company has gained control over MSPSI effective August 23, 2023. Right-of-use asset includes the value of he Solar Energy Service Contract wihich will pave the way for the creation of the Solar Power Project. Based on the valuation report prepared by Santos Knight Frank, Inc. dated March 31, 2023, the value of the leaeshold property is P341 million using the income approach as of December 31, 2022. The fair value adjustment is calculated as the present value of the rent savings when the contract rent at the time of the appraisal is less than the current market rent. During November 2023, the Parent Company has paid and completed the required filings with the SEC.	The company advance moneys to a third party contractor to finance the design, installation and construction of the solar project facilities. These are unsecured, unguaranteed, subject to interest of 10% annually and collectible over 12 months from the start of the project consnstruction of 65-megawatt solar farm project in Pililia, Rizal. On February 1, 2024, the Securities and Exchange Commission has approved the following amendments to the Amended Articles of Incorporation of the company: 1) Amendment of the primary purpose to allow the engagement of the Company into development of solar, wind and other renewable energy generation facilities; and 2) Amendment to increase the authorized capital stock of the Company from P2 billion consisting of Two Billion Shares @ par value of P 1.00 per share to P5 billion consisting of Five Billion Shares @ par value of P 1.00 per share. On April 8, 2024, the SEC approved the valuation of the 250,000 Metro Solar shares in the amount of P250 million as payment by FEMI for the issuance by the Parent Company of 250 million common shares at par value of P1 per share in favor of FEMI.	The company uses project feasibility studies, cashflow projections, sensibility studies and other process in identifying and assessing climate-related risks.	Key Performance Indicators used are liquidity ratios, leverage or long-range solvency and profitability ratios.

b*) Describe management's role in assessing and managing climate- related risks and opportunities*	**b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy and financial planning**	**b) Describe the organization's processes for managing climate-related risks**	**b) Describe the targets used by the organization to manage climate- related risks and opportunities and performance against targets**
Board has a strategy execution process (i.e., Annual Planning) that facilitates effective management performance and is attuned to the company's business environment, and culture.	On December 13, 2021, MRTHII declared dividends to its shareholders, of which P2,606,190,497 pertains to the Group's share which resulted to positive net equity balance. With the intended increase in the Company's Authorized Capital Stock from P2 Billion to P5 Billion and with additional subscription by FEMI to P750 million, the Company's Stockholder's Equity Balance is expected to continuously result in a positive net equity balance.	The Vision and Mission are reviewed by the Board regularly to ensure that corporate business directors, strategies, and objectives are consistent and coherent with the Mission and Vision of the Company.	The comparative financial Key Performance Indicators (KPIs) and non-financial KPIs are reviewed regularly.
	c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios including a 2*C or lower scenario	**b) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management**	
	The Board of Directors oversee the development of, formulate and approve the corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance in order to sustain the company's long-term viability and strength.	The Board of Directors review and guide corporate strategy, major plans of action, risk management policies and procedures, annual budgets and business plans; set performance objectives; monitor implementation and corporate performance; and	

		oversee major capital expenditures, acquisitions and divestitures.	

15 Adapted from the Recommendations of the Task Force on Climate-Related Financial Disclosures. The TCFD Recommendations apply to non- financial companies and financial-sector organizations, including banks, insurance companies, asset managers and asset owners.

16 For this disclosure, impact refers to the impact of the climate-related issues on the company

Procurement Practices

Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers	N/A	%
What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts thought its business relationship)*	**Which stakeholders are affected?** *(e.g., employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
There are no expected purchases or sale of plant and significant equipment within the next 12 months as the Company is not engaged in any manufacturing business. Not being engaged in the manufacturing of any product, the Company does not require any raw materials, energy or other items from suppliers for conducting its business.	*Not Applicable*	There is no competition with respect to other train services. Instead, the MRT project complement other train systems and various public transportation modes available in Metro Manila such as buses, taxis and FXs. Passengers along EDSA have a choice between riding the MRT system and using the described alternatives.

What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
The Parent Company, through its holdings in Monumento Rail, will continue to actively pursue its participation in the train system extensions (e.g., Makati Loop and Airport Link) and capacity expansion via procurement of additional trains/vehicles.	Government	As at December 31, 2022, Monumento Rail has no commercial activity and is in the process of negotiating with the Government towards the submission of a proposal for the said projects.

Anti-corruption

Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti- corruption policies and procedures have been communicated to	100	%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of directors and management that have received anti-corruption training	100	%
Percentage of employees that have received anti-corruption training	100	%

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)*	**Which stakeholders are affected?** *(e.g., employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*

Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)		
No incidents of violations of the company policy found and reported.	Employees, Directors	Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Ethics &Conduct. The Company requires continuous management attention at all corporate levels to assure compliance with the spirit and letter of this policy.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not applicable	Not applicable	Not applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not applicable	Not applicable	Not applicable

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	nil	#
Number of incidents in which employees were dismissed or disciplined for corruption	nil	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	nil	#

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

ENVIRONMENT

Resource Management

Energy consumption within the organization:

Reduction of energy consumption

Disclosure	Quantity	Units
Energy consumption (renewable sources)	N/A	GJ
Energy consumption (gasoline)	N/A	GJ
Energy consumption (LPG)	N/A	GJ
Energy consumption (diesel)	N/A	GJ
Energy consumption (electricity)	N/A	kWh

Disclosure	Quantity	Units
Energy reduction (gasoline)	N/A	GJ
Energy reduction (LPG)	N/A	GJ
Energy reduction (diesel)	N/A	GJ
Energy reduction (electricity)	N/A	kWh
Energy reduction (gasoline)	N/A	GJ

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e.., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The Company does not engage in business operations that are subject to regulations, which require compliance with environmental laws.	Community, Government	The Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**

None of the projects will spew any harmful by-products - gas emissions or solid and liquid secretions - into the earth's soil or atmosphere.	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization.*	**Which stakeholders are affected?**	**Management Approach**
MRT-3 trains are operating purely on electrical power, which is NOT directly derived from fossil fuels (e.g. gasoline or diesel engines as busses have) that otherwise carry or have direct and intense emissions.	Public commuters, community	Averting diesel consumption. Approximately 1,450 buses a day do not have to ply EDSA because of the MRT-3 operating under the average normal condition of 300,000 passengers ferried daily . However, due to social distancing restrictions imposed in the MRT trains, because of the Covid-19 pandemic, train capacity was reduced to 30% and at 16 hours operation. Thus, the average number of passengers per day may increase to 300,000 to 400,000 per day, depending on the Covid-19 pandemic situation.

Water consumption within the organization

Disclosure	Quantity	Units
Water withdrawal	N/A	Cubic meters
Water consumption	2,000	Cubic meters
Water recycled and reused	N/A	Cubic meters

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*

Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship		
Average day-to-day consumption of employees and executive officers of the Company.	*Employees/Officers*	*To conserve energy. Meeting the needs of the present without compromising the ability of future generations to meet their own needs.*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization.*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Materials used by the organization

Disclosure	Quantity	Units
Materials used by weight or volume		
•renewable	N/A	kg/liters
•non-renewable	N/A	kg/liters
Percentage of recycled input materials used to manufacture the organization's primary products and services	N/A	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	**Which stakeholders are affected?**	**Management Approach**
Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)	*(e.g. employees, community, suppliers, government, vulnerable groups)*	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*

Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)		
Not Applicable	*Not Applicable*	Not Applicable
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	N/A	
Habitats protected or restored	N/A	ha
ICUN Red List species and national conservation lit species with habitats in areas affected by operations	N/A	

What is the impact and where does it occur? What is the Organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	*(e.g. employees, community, suppliers, government, vulnerable groups)*	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*	*Not Applicable*

What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	Which stakeholders are affected?	Management Approach
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Environmental impact management

Air Emissions

GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions	N/A	Tonnes CO_2e
Energy indirect (Scope 2) GHG Emissions	N/A	Tonnes CO_2e
Emissions of ozone-depleting substances (ODS)	N/A	Tonnes

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	Which stakeholders are affected? *(e.g. employees, community, suppliers, government, vulnerable groups)*	Management Approach *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	Not Applicable	Not Applicable
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**

Identify risk/s related to material topic of the organization		
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Air pollutants

Disclosure	Quantity	Units
Persistent organic pollutants (POPs)	N/A	kg
Volatile organic compounds (VOCs)	N/A	kg
Hazardous air pollutants (HAPs)	N/A	kg
Particulate matter (PM)	N/A	kg

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	Not Applicable	Not Applicable

What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	Which stakeholders are affected?	Management Approach
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Easing Traffic Congestion, Improving Traffic Management for Baguio City, Minimizing Environmental Impact and Increasing Benefits of Transportation to the Public in General	*Community, Government*	Approval of the signing of a Memorandum of Understanding (MOU) with the City of Baguio concerning the Development of an Intelligent Transport System as a Sustainable Long-Term Strategy to Urban Mass Transport Management for Baguio City.

Solid and Hazardous Wastes

Solid Waste

Disclosure	Units	MGHC	MRTC (annual)	MRTDEVCO (annual)	MONUMENTO (annual)
		Quantity			
Total solid waste generated	kg	1	20	62	Nil
Reusable	kg	1	1	2	Nil
Recyclable	kg		19	60	Nil
Composted	kg	N/A	N/A	N/A	N/A
Incinerated	kg	N/A	N/A	N/A	N/A
Residuals/Land filled	kg	N/A	N/A	N/A	N/A

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The company produces solid waste like used bond paper, used printer cartridges, used computer hardware, used telephones, etc. in its operations.	Employees, Suppliers	Recycle of used bond paper and refill of printer cartridges.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Pest infection of office premises.	Employees	Quarterly Pest Control program of the work place.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated	N/A	kg
Total weight of hazardous waste transported	N/A	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach

Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	*(e.g. employees, community, suppliers, government, vulnerable groups)*	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*	Maintains well ventilated and nonhazardous workplace through daily inspection and maintenance of facilities and supplies.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Potential into Renewable energy generation.	Community, government	The company will be adding to its original portfolio, projects or objectives in three phases over the next 10 years that involve solar (panels), wind (turbines), hydro and waste-to-energy power generation – all quintessentially "Green" initiatives.

Effluents

Disclosure	Quantity	Units
Total volume of water discharges	N/A	Cubic meters
Percent of wastewater recycled	N/A	%

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Environmental compliance

Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	N/A	nil
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	N/A	nil
No. of cases resolved through dispute resolution mechanism	N/A	nil

What is the impact and where does it occur? What is the organization's involvement in the impact?	**Which stakeholders are affected?**	**Management Approach**

Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	*(e.g. employees, community, suppliers, government, vulnerable groups)*	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The Company does not engage in business operations that are subject to regulations, which require compliance with environmental laws.	*community, government*	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

SOCIAL

SOCIAL

Overall, the Group has 40% female and 60% male representation.

Disclosure	**Units**	**MGHC**	**MRTC**	**MRTDEVCO**	**MONUMENTO**
		Quantity			
a. Number of female employees	#	6	1	6	0

b. Number of male employees	#	6	0	13	0
Ratio of lowest paid employee against minimum wage	ratio	1:3	1:1.9	1:1.4	n/a

MGHC

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	none	none
PhilHealth	Y	none	none
Pag-ibig	Y	none	none
Parental leaves	Y	none	none
Vacation leaves	Y	100%	none
Sick leaves	Y	100%	none
Medical benefits (aside from PhilHealth))	Y	none	none
Housing assistance (aside from Pag- ibig)	Y	none	none
Retirement fund (aside from SSS)	Y	none	none
Further education support	Y	none	none
Company stock options	N	none	none
Telecommuting	Y	none	none
Flexible-working Hours	Y	1	1

MRTC (MRTHI and MRTH II)

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	none	None
PhilHealth	Y	none	None
Pag-ibig	Y	none	none
Parental leaves	Y	none	None
Vacation leaves	N	100%	100%
Sick leaves	Y	100%	100%
Medical benefits (aside from PhilHealth))	Y	none	none
Housing assistance (aside from Pag- ibig)	Y	none	none

Retirement fund (aside from SSS)	Y	none	none
Further education support	Y	none	none
Company stock options	N	none	none
Telecommuting	Y	none	None
Flexible-working Hours	Y	none	None
(Others)		none	none

MRTDEVCO

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	16%	None
PhilHealth	Y	none	18%
Pag-ibig	Y	50%	53%
Parental leaves	Y	None	None
Vacation leaves	Y	100%	100%
Sick leaves	Y	100%	100%
Medical benefits (aside from PhilHealth))	Y	50%	25%
Housing assistance (aside from Pag- ibig)	Y	none	None
Retirement fund (aside from SSS)	Y	none	None
Further education support	Y	none	None
Company stock options	N	none	None
Telecommuting	Y	none	none
Flexible-working Hours	Y	none	none
(Others)		none	None

MONUMENTO

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	n/a	n/a
PhilHealth	Y	n/a	n/a
Pag-ibig	Y	n/a	n/a

Parental leaves	Y	n/a	n/a
Vacation leaves	N	n/a	n/a
Sick leaves	Y	n/a	n/a
Medical benefits (aside from PhilHealth))	Y	n/a	n/a
Housing assistance (aside from Pag- ibig)	Y	n/a	n/a
Retirement fund (aside from SSS)	Y	n/a	n/a
Further education support	Y	n/a	n/a
Company stock options	N	n/a	n/a
Telecommuting	Y	n/a	n/a
Flexible-working Hours	Y	n/a	n/a
(Others)		n/a	n/a

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The Company has no employee who is not an executive officer who is expected by the Company to make a significant contribution to the Business.	The Company has ten (10) employees in year 2020 while in 2019, the Company only had two (2) employees. Management of the Company is currently being undertaken by the executive officers of the parent company. Starting September 1, 2020, the CEO and President of the Company by virtue of their position, receive compensation from the company.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**

The Company's business is not highly dependent on the services or any key personnel.	The Company's By-Laws on compensation provides that "Each director shall receive a reasonable per diem allowance for his attendance at each meeting of the board. As a compensation, the Board shall receive and allocate an amount of not more than five (5%) percent of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper.

Employee Training and Development

The company's commitment to **Employee Training and Development** has a direct impact on **workforce competency, business growth, and operational efficiency**. By ensuring employees receive structured education and training, the organization strengthens its ability to meet **current and future business objectives**, improving overall productivity and innovation.

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
Total training hours provided to employees					
a. Female employees	hours	110.5	2	8	Nil
b. Male employees	hours	110.5		22	Nil
Average training hours provided to employees					
a. Female employees	hours/employee	20	2	1.3	Nil
b. Male employees	hours/employee	20		1.8	Nil

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*

Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)	
The impact occurs primarily within **primary business operations**, where employees across all levels enhance their skills, adapt to evolving industry trends, and contribute to **strategic business initiatives**. Additionally, training extends to the **supply chain**, ensuring that external partners and vendors align with the company's standards on professional development and operational excellence. From an **organizational involvement perspective**, the company is **directly responsible** for implementing employee training programs. By designing structured learning modules, leadership development tracks, and industry-specific workshops, the organization actively **shapes workforce capabilities** to support long-term sustainability. Furthermore, business relationships linked to external training providers, consultants, and industry experts **strengthen access to specialized knowledge**, reinforcing the company's commitment to skills enhancement.	To sustain **Employee Training and Development**, the organization implements a structured strategy encompassing policies, commitments, workforce objectives, and dedicated resources. • **Policies and Commitments:** The company enforces **continuous learning policies** to ensure employees receive **equal access to training and professional development opportunities**. It promotes **career growth, skills enhancement, and leadership progression** through structured learning pathways. • **Goals and Targets:** Workforce development goals include: o **Annual training completion rates of 90%** across all departments o **Leadership pipeline programs** to ensure talent succession o **Industry-specific certification sponsorships** for employee skill advancement o **Regulatory compliance training** for adherence to labor laws • **Responsibilities and Resources:** The **Human Resources and Learning & Development (L&D) Teams** oversee training implementation, supported by department heads who identify critical workforce competencies. Resources include: o **Digital Learning Platforms** for accessible training o **Onsite and External Training Programs** led by industry experts

	◦ **Professional Development Budgets** for employee upskilling • **Grievance Mechanisms:** Employees can raise concerns about training accessibility or career progression through: ◦ **Training feedback surveys** for course improvements ◦ **HR consultation programs** to discuss career development opportunities ◦ **Employee mentorship networks** for professional guidance • **Projects, Programs, and Initiatives:** ◦ **Career Growth Acceleration Program** – Focused on upskilling and reskilling employees for emerging industry trends ◦ **Leadership Development Pipeline** – Cultivating future leaders through executive coaching and mentorship ◦ **Technical Skill Certification Sponsorships** – Offering financial support for employees pursuing industry-recognized certifications ◦ **Compliance Training Modules** – Ensuring alignment with labor laws, workplace ethics, and industry regulations
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
	The organization's **management approach** to mitigating risks in Employee Training and Development is structured around proactive measures, strategic planning, and continuous improvement.

Certain risks are associated with training and development. The rapid advancement of technology and evolving market demands may lead to **skills gaps**, requiring proactive upskilling initiatives to maintain workforce competency. **Retention challenges** arise when employees perceive limited career progression opportunities, potentially affecting engagement and turnover rates. Additionally, **compliance risks** linked to inadequate training on regulatory and ethical standards may expose the organization to potential liabilities. To mitigate these risks, the company implements targeted skill-building programs, integrates succession planning into talent development strategies, and enforces mandatory compliance training to ensure workforce alignment with regulatory requirements.	To address **skills gaps** caused by technological advancements and market shifts, the company implements **regular skills assessments** and structured **upskilling and reskilling programs**. These initiatives ensure that employees remain equipped with relevant competencies, preventing performance inefficiencies. Additionally, partnerships with industry experts and educational institutions enable access to specialized training aligned with evolving business needs. For **retention challenges**, the organization fosters career progression through **succession planning**, **mentorship programs**, and **structured leadership development or promotional program tracks**. Employees are provided with clear growth pathways, reducing disengagement and turnover risks. Internal mobility initiatives encourage lateral movement across departments, allowing employees to explore diverse career opportunities within the organization. To mitigate **compliance risks**, the company enforces **mandatory regulatory and ethical training** for all employees. These training programs are designed to align with industry standards, ensuring compliance with labor laws and corporate governance regulations. Regular audits and assessments are conducted to monitor adherence, and employees receive continuous updates on evolving policies. Additionally, the company maintains **monitoring and feedback mechanisms** such as post-training evaluations, employee engagement surveys, and competency assessments to refine training strategies. By integrating these approaches, the organization ensures that workforce development remains aligned with business goals while mitigating potential operational risks.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**

Investing in continuous learning fosters a culture of innovation, positioning the organization as an industry leader in workforce development. Strengthening career development programs enhances employee engagement and retention, contributing to organizational stability. Moreover, by leading specialized training initiatives, the company elevates its competitive advantage and reinforces its brand reputation. To maximize these opportunities, the organization offers certifications and structured courses, encourages peer-to-peer knowledge sharing, and collaborates with external experts to stay ahead of emerging trends. Through rigorous monitoring, evaluation, and performance tracking, the company ensures that training initiatives yield measurable outcomes, driving sustainable workforce growth and long-term organizational success.	The organization's **management approach** to maximizing opportunities in Employee Training and Development is built on a strategic framework that fosters innovation, strengthens employee engagement, and enhances organizational competitiveness. To cultivate a **culture of innovation**, the company integrates continuous learning into its core business strategy by providing structured training programs, specialized certifications, and exposure to emerging industry trends. Employees are encouraged to engage in professional development through mentorship initiatives, leadership training, and collaborative learning platforms. By fostering knowledge-sharing across teams, the organization ensures that innovative ideas are generated and applied effectively. To **strengthen employee engagement and retention**, career development programs are designed to offer clear growth pathways, skill-building opportunities, and structured succession planning. Employees are empowered through leadership training, internal mobility programs, and mentorship initiatives, reducing turnover risks while improving job satisfaction. By prioritizing training as an integral part of professional growth, the company secures long-term workforce stability. To elevate **competitive advantage and industry leadership**, the organization proactively leads specialized training initiatives. Collaborations with external experts, academic institutions, and professional certification bodies ensure access to cutting-edge knowledge and best practices. Employees receive opportunities to earn industry-recognized credentials, enhancing both individual capabilities and organizational credibility.

	Through **rigorous monitoring, evaluation, and performance tracking**, training effectiveness is continually assessed using key performance indicators such as competency development, completion rates, and post-training performance metrics. Feedback mechanisms, such as employee satisfaction surveys and skill assessments, ensure that training programs remain relevant, impactful, and aligned with business objectives.

Labor

Our company operates without a formalized labor organization or collective bargaining agreement (CBA). The workforce is not structured under a recognized labor group, and there is no existing framework for unionized negotiations. While employee welfare and workplace concerns are addressed through direct communication channels, there is no structured management approach tied to labor group representation or collective bargaining mechanisms. The company maintains an open dialogue with employees to ensure operational efficiency and workplace harmony outside a unionized framework.

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
% of employees covered with Collective Bargaining Agreements	%	nil	nil	nil	n/a
Number of consultations conducted with employees concerning employee-related policies	#	nil	nil	nil	n/a

What is the impact and where does it occur? What is the organization's involvement in the impact?	**Management Approach**
Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*

The absence of a labor organization or collective bargaining agreement impacts workforce relations, decision-making processes, and employee engagement. The most significant effects occur in **primary business operations**, where direct employer-employee interactions shape workplace policies and employment conditions. Without formalized labor representation, negotiations related to wages, benefits, and working conditions are handled through **individual agreements** and company-wide policies rather than through union-led collective bargaining. From an **organizational involvement perspective**, this structure is directly caused by the company, as it has chosen not to establish a formal labor group or union negotiations. The organization maintains **direct communication channels** for workforce concerns, ensuring that employee engagement remains active despite the absence of union representation. Business relationships, such as supplier agreements, remain unaffected, as external labor groups do not play a role in internal company workforce structuring.	Since the company does not operate within a collective bargaining framework, there is **no structured management approach related to union negotiations or labor organization policies**. However, employee concerns and workforce issues are still addressed through alternative mechanisms: • **Policies and Commitments:** The company upholds fair employment practices, ensuring compliance with labor laws while facilitating **direct engagement** between employees and management. • **Goals and Targets:** Instead of union-negotiated targets, the organization sets **internal benchmarks for employee satisfaction, retention, and workplace development**. • **Responsibilities and Resources:** The **Human Resources department** oversees employee relations, managing workforce concerns through structured communication protocols and grievance resolution channels. • **Grievance Mechanisms:** Employees are encouraged to utilize **open-door policies, anonymous feedback platforms, and direct reporting procedures** to raise concerns, ensuring workplace disputes are addressed effectively. • **Programs and Initiatives:** The organization invests in **employee engagement programs, leadership development, and workplace wellness initiatives** to support employee well-being outside of formal union representation. While the company does not follow collective bargaining processes, it remains committed to **transparent workforce engagement, fair labor**

	practices, and continuous employee development through structured internal policies
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Operating without a **formalized labor organization or collective bargaining agreement (CBA)** presents certain risks related to workforce relations, engagement, and regulatory compliance. The absence of union representation may impact collective employee advocacy, structured negotiation processes, and long-term labor policy alignment. 1. **Employee Representation Risks** Without a recognized labor group, employees rely on **direct communication with management** for concerns related to wages, benefits, and working conditions. While this allows flexibility, it may also limit formalized bargaining power, potentially affecting job security perceptions and workplace satisfaction. 2. **Workplace Dispute Resolution Risks** The absence of a union framework may lead to challenges in **dispute resolution**, as employees lack formalized collective bargaining procedures. This could result in inconsistencies in grievance handling or delays in addressing workplace concerns. 3. **Compliance and Regulatory Risks** Labor laws often require structured workplace representation. Operating without a union may pose challenges in fully aligning with evolving labor regulations, particularly in industries with strict collective bargaining expectations.	The company ensures **regular employee engagement** through structured feedback mechanisms, open-door policies, and direct reporting channels to maintain transparency in workplace policies and compensation decisions. A structured **grievance resolution process** is in place, allowing employees to escalate concerns through HR-led procedures, anonymous feedback platforms, and direct management discussions. The organization maintains strict **adherence to labor laws**, ensuring compliance through proactive legal audits, HR policy reviews, and external consultation to mitigate risks related to workforce regulations.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**

One key opportunity lies in **enhanced communication and responsiveness**. The absence of a labor group allows for **direct employer-employee engagement**, ensuring that concerns and workplace adjustments are handled without formal negotiation delays. This flexibility supports **a proactive approach to employee development, compensation planning, and workplace improvements** based on real-time feedback. Additionally, the company benefits from **greater operational efficiency**, as workforce-related policies can be refined through **internal assessments** rather than external bargaining. This ensures that employee benefits, career growth initiatives, and workplace enhancements are aligned directly with business priorities, **optimizing resource allocation and talent development**.	While no formal labor representation exists, the company maintains **structured workforce policies** to sustain employee satisfaction and operational integrity. These include **direct communication channels, continuous feedback mechanisms, structured employee engagement programs, and leadership development initiatives**. HR-led workforce assessments ensure that training, benefits, and professional development align with employee expectations while preserving business continuity.

Diversity and Equal Opportunity

**Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

The organization's commitment to **Diversity and Equal Opportunity** ensures an inclusive workplace that recognizes and supports **vulnerable sectors**, including elderly employees. The impact primarily occurs within **primary business operations**, where the MGHC Group employs a significant number of older workers. By integrating them into the workforce, the company fosters economic participation, workplace stability, and industry expertise retention.

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
% of female workers in the workforce	%	nil	Nil	Nil	n/a
% of male workers in the workforce	%	nil	Nil	Nil	n/a
Number of employees from indigenous communities and/or vulnerable sector*	#	nil	nil	nil	n/a

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
From an **organizational involvement perspective**, this impact is **directly caused by the company**, as its employment policies actively include older workers in various roles. By offering equal opportunities to aging employees, the company contributes to social sustainability while maintaining workforce diversity. Furthermore, its partnerships with suppliers and external stakeholders may reflect similar commitments to inclusive hiring practices.	To uphold diversity and equal opportunity, the organization implements several policies, commitments, and workforce development strategies: • **Policies and Commitments:** The company enforces **anti-discrimination policies** and promotes inclusive hiring practices that prevent age-related bias in employment and workplace advancement. • **Goals and Targets:** The organization aims to maintain a **workforce representation benchmark** that ensures diverse age groups, including elderly employees, remain engaged in professional roles. • **Responsibilities and Resources:** The **Human Resources and Compliance Teams** oversee equitable employment practices, ensuring fair access to training, career progression, and benefits for older employees. • **Grievance Mechanisms:** A **structured complaint resolution system** allows employees, especially those in vulnerable sectors, to report workplace concerns related to equal opportunity, accessibility, or discrimination.

	• **Programs and Initiatives:**
	  ○ **Workforce Inclusion Program** – Dedicated to hiring and supporting vulnerable employees, ensuring workplace adjustments accommodate their needs.
	  ○ **Age-Inclusive Training** – Provides continuous skills development opportunities, ensuring elderly employees remain competitive in evolving industries.
	  ○ **Wellness and Accessibility Initiatives** – Focused on employee health, ergonomic workplace adjustments, and flexible work arrangements to support aging employees.

What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
The inclusion of **elderly employees** in the workforce presents certain risks related to workplace adaptability, health and safety, and long-term career sustainability. While diversity in age groups enhances organizational experience and mentorship, it also requires adjustments to ensure an equitable and supportive work environment. 1. **Workplace Adaptability Risks** Elderly employees may face challenges in **adapting to new technologies** and evolving business processes. Without structured training, gaps in digital proficiency or modern workflow integration could affect efficiency. 2. **Health and Safety Risks** Aging employees may require **additional workplace accommodations** due to health-related concerns, including mobility limitations or chronic conditions. The risk of **occupational injuries** may increase without proper ergonomic adjustments.	The organization addresses this risk through **continuous skill development**, offering specialized **training programs** tailored to older workers to ensure competency in technological advancements. **Mentorship initiatives** also help bridge generational knowledge gaps, fostering collaboration between younger and older employees. The company implements **workplace wellness programs**, including **ergonomic assessments**, flexible work arrangements, and **health monitoring initiatives** to ensure the well-being of elderly employees. Workplace safety protocols are adjusted to accommodate aging workforce needs. The organization provides **retirement planning support**, including **financial literacy workshops** and structured **succession planning** initiatives to ensure smooth workforce transitions. Personalized career consultations help employees make informed decisions regarding their career longevity.

3. **Career Sustainability and Retirement Planning Risks** Older employees may face concerns regarding **long-term career stability**, retirement benefits, and succession planning, which could impact motivation and engagement. Without structured transition programs, uncertainties regarding post-retirement financial security may arise.	
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
The inclusion of elderly employees within the MGHC Group presents several strategic opportunities that enhance workforce diversity, operational stability, and industry expertise retention. By embracing an age-inclusive workforce, the organization fosters **knowledge transfer**, strengthens **workplace engagement**, and reinforces its commitment to **social responsibility**. One significant opportunity is **leveraging the expertise of senior employees** to serve as mentors for younger staff. Their years of experience provide valuable institutional knowledge, improving decision-making processes and workforce competency. This contributes to **organizational stability and leadership development** by creating a structured **mentorship program** that facilitates the transfer of skills, best practices, and industry insights. From an operational perspective, retaining experienced employees mitigates risks associated with **knowledge loss and workforce transition challenges**. Instead of relying solely on external hiring, the company benefits from an established talent pool that ensures **continuity in critical business functions**. To maximize this opportunity, structured **skills**	To harness these opportunities, the organization implements the following strategies: • **Mentorship and Leadership Development Programs** – Formal initiatives where senior employees guide younger professionals, ensuring a smooth knowledge transfer process. • **Workforce Inclusion Advocacy** – Internal policies that reinforce age diversity practices. • **Continuous Training and Skills Enhancement** – Tailored learning modules designed for senior employees to support their engagement in modern workplace technologies. • **Flexible Work Arrangements** – Adjusted schedules or hybrid work setups to accommodate older employees' needs while maintaining productivity.

development programs can be introduced to keep senior employees updated on technological advancements and evolving industry trends.	

Workplace Conditions, Labor Standards, and Human Rights Occupational Health and Safety

The consistent implementation of **health and safety protocols** within the Group's operations has a direct impact on employee well-being, regulatory compliance, and overall workplace efficiency. This impact occurs primarily within **business operations**, where workplace safety standards ensure employees are protected from occupational hazards.

The organization is **directly involved** in this impact by developing and enforcing safety protocols, training employees on occupational health standards, and maintaining compliance with labor regulations. The company's commitment to **workplace safety culture** ensures operational continuity and risk mitigation. Furthermore, through its relationships with suppliers and external partners, the company influences broader **safety practices** in affiliated business operations.

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
Safe Man-Hours	Man-hours	2496	2496	2496	2496
No. of work-related injuries	0	nil	nil	nil	n/a
No. of work-related fatalities	0	nil	nil	nil	n/a
No. of work-related ill-health	0	nil	nil	nil	n/a
No. of safety drills	1	1	1	1	n/a

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The consistent implementation of **health and safety protocols** within the Group's operations has a direct impact on employee well-being, regulatory compliance, and overall workplace efficiency. This impact occurs primarily within **business operations**, where workplace safety standards ensure employees are protected from occupational hazards. The organization is **directly involved** in this impact by developing and enforcing safety protocols, training employees on occupational health standards, and maintaining compliance with labor regulations. The company's commitment to **workplace safety culture** ensures operational continuity and risk mitigation. Furthermore, through its relationships with suppliers and external partners, the company influences broader **safety practices** in affiliated business operations.	The Group is committed to maintaining workplace health and safety at the highest standards, ensuring employees have access to essential medical resources and preventive healthcare measures. To reinforce occupational health and safety, the organization has integrated **comprehensive health protocols** into its workforce policies, creating a structured approach to employee well-being. The company ensures **accessible healthcare coverage** through **existing health plan benefits**, which provide employees with necessary medical support. In addition, **emergency medicine kits**, equipped with essential medications, are readily available across workplaces to address urgent health concerns. A **dedicated company physician** is on-call to assess employee health conditions, provide immediate care, and facilitate referrals for further medical evaluation if required. To safeguard employee health, the company enforces mandatory **physician consultations** for sick leaves exceeding two days, requiring a **medical certificate or clearance before resumption of work** to ensure fitness for duty. This policy helps prevent workplace health risks while ensuring employees receive proper medical attention when needed. For preventive health measures, all **newly hired employees undergo pre-employment physical examinations**, ensuring workplace readiness and overall wellness upon onboarding. Additionally, **annual physical**

	examinations are conducted for all regular employees, allowing for early detection of health concerns and promoting long-term well-being. By implementing these strategies, the organization fosters a **safe, healthy, and productive work environment** where employees can perform optimally while receiving the necessary medical support.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
The Group's commitment to **workplace conditions, labor standards, and occupational health and safety** ensures employee well-being and regulatory compliance. However, certain risks are associated with maintaining these standards, requiring proactive management to mitigate potential challenges. 1. **Workplace Hazard Risks** Despite strong safety protocols, employees may still face **occupational hazards** such as exposure to hazardous materials, ergonomic risks, or workplace accidents. 2. **Employee Health and Wellness Risks** Failure to proactively address employee health needs may lead to **workforce absenteeism, reduced productivity, and long-term health complications**. 3. **Compliance and Legal Risks** Non-compliance with occupational health and labor standards could result in **legal penalties, reputational damage, and operational disruptions**.	The organization enforces **strict safety training**, routine hazard assessments, and **emergency response protocols** to ensure risk prevention and incident preparedness. The Group maintains **comprehensive health plans**, accessible **company nurses**, and **emergency medical kits** to ensure immediate healthcare support. **Mandatory medical consultations for extended sick leave** and **annual physical examinations** help monitor employee health conditions. The company ensures **full compliance with labor laws and regulatory requirements** through **regular policy reviews, legal audits, and employee training programs** focused on workplace health and human rights.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**

The consistent implementation of **health and safety protocols** within the Group's operations presents significant opportunities for **workforce well-being, and operational efficiency**. By prioritizing occupational health and safety, the organization strengthens **employee retention, enhances productivity, and reinforces its reputation as a responsible employer**. One key opportunity is the **improvement of employee engagement and morale**. A workplace that actively promotes health and safety fosters a **culture of trust**, where employees feel valued and protected. This leads to increased job satisfaction and overall workforce stability. To maximize this opportunity, the organization integrates **wellness initiatives** into its occupational health programs, ensuring employees have access to preventive care and health screenings. Additionally, a **strong safety culture** enhances **operational efficiency** by reducing workplace accidents and minimizing disruptions due to health-related absences. By maintaining rigorous safety protocols and continuously improving health policies, the organization ensures **uninterrupted business operations** and cost savings associated with reduced compensation claims or medical expenses.	To further enhance workplace health and safety, the organization implements the following **strategic initiatives**: 1. **Workplace Wellness Programs** – Prioritizing employee well-being through **preventive healthcare, ergonomic assessments, and fitness initiatives**. 2. **Safety Awareness Training** – Conducting **regular educational sessions** to promote hazard prevention and safe workplace conduct. 3. **Occupational Health Compliance Reviews** – Implementing **continuous audits and assessments** to maintain compliance with industry safety standards. 4. **Employee Assistance and Medical Support** – Strengthening healthcare access through **company-provided medical consultations, emergency response kits, and structured wellness programs**. 5. **Industry Collaboration and Certifications** – Aligning with **regulatory bodies and participating in safety accreditation programs** to reinforce the organization's reputation for workplace health leadership.

<u>Labor Laws and Human Rights</u>

The organization maintains strict policies that explicitly **prohibit violations of labor laws and human rights**, including **harassment, bullying, discrimination, and unfair labor practices**. These policies ensure a **safe, inclusive, and legally compliant work environment**, reinforcing ethical workplace standards.

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			

No. of legal actions or employee grievances involving forced or child labor	n.a	none	none	None	none

Topic	Y/N	If yes, cite reference in the company policy
Forced labor	N	
Child labor	N	
Human Rights	N	

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The organization is **directly responsible** for enforcing labor laws and human rights policies, actively shaping workplace culture and regulatory adherence. The company prevents violations through **strict policy implementation, employee training, and structured grievance resolution mechanisms**, ensuring ethical conduct across all levels of the organization.	To uphold labor laws and human rights, the organization implements the following strategies: • **Policies and Commitments:** The company enforces **anti-discrimination, anti-harassment, and fair labor policies**, ensuring compliance with labor laws. • **Goals and Targets:** The organization aims to achieve **zero workplace harassment incidents**, **100% legal compliance**, and **continuous workforce education on ethical conduct**. • **Responsibilities and Resources:** The **Human Resources and Compliance Teams** oversee workplace integrity, ensuring the implementation of fair labor policies and employee protection programs. • **Grievance Mechanisms:** Employees have access to **confidential complaint channels, structured investigation processes, and resolution mechanisms** to address violations of labor laws and human rights. • **Projects, Programs, and Initiatives:** ○ **Mandatory Workplace Ethics and Compliance Training** – Educating employees on labor rights, fair treatment, and ethical behavior.

	○ **Anti-Harassment and Discrimination Policy Enforcement** – Strict monitoring of workplace conduct and immediate corrective action on reported violations. ○ **Employee Welfare and Support Programs** – Providing psychological, legal, and career assistance to employees affected by workplace concerns.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Ensuring compliance with **labor laws and human rights** is critical for maintaining workplace integrity and operational stability. However, several risks could arise without proper enforcement and monitoring. 1. **Workplace Harassment and Discrimination Risks** Failure to uphold strict policies against harassment, bullying, and discrimination may lead to **employee dissatisfaction, reputational damage, and potential legal consequences**. Without proactive intervention, workplace culture may suffer, affecting productivity and morale. 2. **Non-Compliance Risks with Labor Laws** Lapses in labor law adherence could result in **legal liabilities, penalties, and regulatory scrutiny**. Inconsistent enforcement of fair employment practices may impact workforce satisfaction and external perceptions. 3. **Employee Grievance and Conflict Resolution Risks** Without a **structured grievance mechanism**, employees may struggle to report concerns, leading to unresolved workplace disputes that could affect engagement and turnover.	The organization implements **strict anti-harassment and anti-discrimination policies**, reinforced through **mandatory workplace ethics training and confidential grievance mechanisms**. Immediate corrective actions are taken upon identifying violations to ensure a **safe and inclusive work environment**. The company ensures **full compliance with labor regulations** through **regular audits, policy reviews, and workforce education programs**. A **dedicated compliance team** oversees adherence, ensuring business practices align with ethical labor standards. The organization provides **accessible and anonymous reporting channels** for employees to raise concerns. A **formal investigation and resolution framework** ensures timely responses to grievances, maintaining trust and transparency across the workforce.
What are the Opportunity/ies Identified?	**Management Approach**

Identify the opportunity/ies related to material topic of the organization	
One key opportunity is the **enhancement of workplace culture**, where employees feel secure, valued, and protected from discrimination or misconduct. A strong ethical framework fosters **higher employee retention, improved morale, and increased productivity**. To harness this, the organization invests in **workplace ethics training** and structured engagement programs that reinforce fair labor practices. Additionally, maintaining **legal compliance and human rights safeguards** ensures **regulatory stability and risk mitigation**, preventing financial penalties or reputational damage. Proactive labor law enforcement **strengthens industry reputation**, positioning the organization as a **responsible employer** that upholds ethical workforce management.	To maximize these opportunities, the organization implements the following initiatives: • **Workplace Ethics and Labor Compliance Programs** – Structured training to reinforce fair labor practices and legal adherence. • **Employee Engagement and Inclusion Initiatives** – Encouraging diversity, equal opportunity, and transparent workforce communication. • **Regulatory Audit and Policy Reviews** – Ensuring continuous improvement in labor compliance and workplace standards. • **Confidential Grievance and Conflict Resolution Mechanisms** – Allowing employees to report concerns safely and ensuring fair resolution practices.

Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:

Not being engaged in the manufacturing of any product, the Company does not require any raw materials, energy or other items from suppliers in the conducting its business.

MRTC, MRTDC and Monumento have no accreditation policy for its suppliers. The three (3) bid rule is being implemented for company purchases.

Do you consider the following sustainability topics when accrediting suppliers?

On acquisition of supplies for operations like office supplies, computers airconditioners, etc., herewith is the Group's code of ethics and anti-bribery and anti-corruption policy). **Link:** *Company Policies*

Topic	Y/N	If yes, cite reference in the company policy
Environmental performance	N	
Forced labor	N	

Child labor	N	
Human rights	N	
Bribery and corruption	Y	MGHC strictly prohibits any form of bribery and corruption within the company, as well as in dealing with suppliers, contractors, and potential suppliers and contractors.

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
There are no expected purchases or selling of plant and significant equipment within the next 12 months as the Company is not engaged in any manufacturing business.	The Company discloses its policies and practices—specifically those that address the selection procedures with regards to suppliers and contractors thru its Code of Business Conduct and Ethics.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
The Parent Company has a 28.47% equity interest in Monumento Rail Transit Corporation (Monumento Rail), which, as a result, allows participation in the train system extension (e.g., the Makati Loop and Airport Link) and additional train/vehicle procurements in the event the Philippine government awards the project to MRTC.	The Company continues, through its holdings in Monumento Rail, to actively pursue its participation in the train system extensions.

Relationship with Community

MGHC's Corporate Social Responsibility (CSR) initiatives encompass Green Outreach Programs trained on Environmental, Health and Educational prerogatives. These three aspects are core to life in our 21 st century and are thus germane to MGHC's historical corporate philosophy of keeping up with the times – particular when it comes to fulfilling MGHC's CSR mandate. What's more, MGHC has applied these initiatives geographically not merely within its immediate communities but even on a nationwide basis.

Significant Impacts on Local Communities

In fulfilling MGHC's mandate to/for Corporate Social Responsibility (CSR) in the year 2024, here are three major sponsorships undertaken by MGHC this 2024.

1. P50k was donated to the Fashion Arts Autism Benefit, a project of Autism Hearts Foundation, which specifically assists challenged Autistic individuals who are financially disadvantaged, to cultivate their innate talents and become productive citizens to in order to earn a livelihood and support their respective families via paintings with commercial value. The benefit is a serious initiative that has thrice sent its best performers to New York to showcase their artwork.

2. P100k was likewise donated to the War Veterans Foundation (FILVETS), Inc., in support of spawning more medical outreach missions and nationwide livelihood skills training in close coordination with TESDA. This helps former military veterans to ease and adjust into civilian life with skills acquired via the foundation. Otherwise, they could be hard pressed to find decent employment upon leaving behind their fulfilled military duties.

3. P50K given to U.P. Vanguard, Inc., for the enhancement of the U.P. ROTC Program, a program which is intrinsically valuable in attracting cadets that presumably entices voluntary enlistment in the military. In the absence of a compulsory military draft, The ROTC program is needed to support possible recruitment into the military thatotherwise might be lackluster in enthusiasm to do so.

With the three preceding initiatives then, it goes without saying that MGHC goes beyond the proverbial "call of duty" in its widespread reach to fulfill its Corporate Social Responsibility (CSR) mandate and initiatives.

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	**Location**	**Vulnerable groups (if applicable)***	**Does the particular operation have impacts on indigenous people (Y/N)?**	**Collective or individual rights that have been identified that or particular concern for the community**	**Mitigating measures (if negative) or enhancement measures (if positive)**
The MRT system provides a low fare and convenient mode of transport to 350,000 commuters a day. There are elevators provided for the elderly and persons with disabilities	13 stations from North Triangle to Taft Avenue	Public	Yes	Government	The Government, through Department of Transportation is responsible for the collection of fares and for the day-to-day operations of the system.

**Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

*F*or operations that are affecting Indigenous Peoples (IPs), indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available:

Certificates	Quantity	Units
FPIC process is still undergoing	N/A	#
CP secured	N/A	#

What are the Risk/s Identified *Identify risk/s related to material topic of the organization*	**Management Approach**
The depletion or destruction of natural resources is altogether a non-issue. None of the projects will require compensatory or remedial measures to restore natural resources and will spew any harmful by-products – gas emissions or solid and liquid secretions – into the earth's soil or atmosphere (such as would be the case in energy being generated from coal, for example).	MGCH will function sustainably to provide power to our country.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Future objectives in various parts of the country such as Baguio in Benguet province, the NCR, Pililla in Rizal province and Iloilo in the Visayas will not be depleting the planet's natural resources during the company's operations, thus capturing the very definition of Sustainable Development, or "meeting the needs of the present without compromising the ability of future generations to meet their own needs" In the case of waste-to-energy initiatives in Baguio and in Manila, there will be the additional benefit of a significant reduction in extremely detrimental manmade waste, as large quantities of rubbish is converted to genuinely usable power	MGHC gained control over Metro Solar Power Solutions, Inc. (Metro Solar) effective August 23, 2023. The company previously acquired two subsidiaries: Metro Power Solutions, Inc. and Metro Renewable Transport Solutions, Inc.. The company will be adding to its original portfolio (real estate development and management, IT and infrastructure, among others), projects or objectives in three phases over the next 10 years that involve solar (panels), wind (turbines), hydro and waste-to-energy power generation – all quintessentially "Green" initiatives.

<u>Customer Management</u>

The Company is a holding company and has no business operations that entail direct interaction with customers.

Business Operations of Affiliates

Monumento Rail
Monumento Rail currently has no project and is not in operation hence it has no direct interaction with customers.

MRTC

The operations and maintenance of MRT3 System is being handled by DOTR hence MRTC has no business operation that entails direct interaction with customers;

MRTDC

MRT Development Corporation (MRTDC) has exclusive rights to all commercial developments along the MRT-3 System, including in and above the 13 Stations, commercial leasing rights in the 13 Stations, advertising rights, development of the air space above all the 13 stations, and all other commercial activities with the entire MRT-3 Sytem.

Its main line of business is the leasing out of about 160 commercial retail spaces and about 1,200 outdoor and 1,000 indoor advertising assets located in all 13 MRT-3 stations and guide way structures along the stretch of EDSA from North Avenue in Quezon City to Taft Avenue in Pasay City, constantly uphold the highest standards in servicing its tenants and advertisers with quality care and assistance under terms and conditions that are fair and satisfactory. Through the hard work and dedication of its management and employees, MRTDC will continue to sustain its quality service delivery to its tenants and advertisers, whose growth and success are also the company's.

Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction	N/A	No.

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The Company is a holding company and has no direct business operations that entail direct interaction with customers.	Not Applicable

What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	Management Approach
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

Health and Safety

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

For MRTC and MRTDC, there were no reported or filed cases of any violation relating to Health and Safety Standards. For the operation and maintenance of the MRT-3 train system, DOTR is responsible for any operational related cases.

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	N/A	#
No. of complaints addressed	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	Management Approach *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**

Not Applicable	Not Applicable

Marketing and labeling

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labeling*	N/A	#
No. of complaints addressed	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

Customer privacy

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

MRT Development Corporation (MRTDC) strictly adheres to its responsibility towards confidential information provided by its tenants and advertisers. Unless in cases authorized by law, the company is accountable and compelled to protect all information provided by its tenants and advertisers. The company's leasing and advertising operations group, through the guidance of its corporate lawyers, is in-charge of handling tenants and advertisers' data privacy, reviewing guidelines and policies, executing strategies, establishing internal controls to protect these data and ensuring that these data are not compromised. MRTDC's policy on data privacy is in accordance with the Data Privacy Act. The company continues to educate its employees on the significance and confidentiality of tenants and advertisers' information.

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	N/A	#
No. of complaints addressed	N/A	#
No. of customers, users and account holders whose information is used for secondary purposes	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach

Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Since 2007, the Company's securities are not traded due to voluntary suspension to allow the Company to re-align its business and explore new strategic directions.	Shareholders records are maintained by BDO Stock Transfer Agent.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

UN SUSTAINABLE DEVELOPMENT GOALS

Product or Service Contribution to United Nations SDGs

Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact

The completely electrically-powered Metro Rail Transit Line 3 (MRT-3) along its 13-station route from North Triangle to Taft Avenue along EDSA achieved a remarkable milestone in 2024, serving 135,885,336 passengers—a 5.3% increase from the previous year's 129,030,158. This accomplishment underscrores MRT-3's dedication to providing efficient and reliable transportation for Metro Manila.	MGHC's environmental sustainability practices was exercised at the level of MRTC by the operations of MRT-3 System along EDSA on a daily basis all year long since year 2000 (and through the year 2024. The effectiveness of the line's maintenance program ensures consistent travel time of 30 minutes from North Avenue Station to Taft Avenue Station. The headway, or interval between trains, was also successfully maintained at 3.5 to 4 minutes during peak hours with 18 trains in operation. MRT-3 also proudly provided free rides to 938,412 passengers through various programs, including the Libreng Sakay program offered by the Office of the President on December 20. This day also recorded the highest single-day ridership, with 469,930 passengers Approximately 1,450 buses a day as a result did not have to ply EDSA. The scenario wherein vehicular diesel engines emitted nitrogen compounds and particulate matter (hydrocarbons and carbon dioxide) as they burnt diesel fuel was significantly diminished because the line remained a trusted choice for passengers in Metro Manila.	While the MRT 3 is electrically powered and is a welcome substitute to the buses operating along EDSA that are run on diesel, there may still be a negative impact, albeit indirectly, on the environment by the mass rail system. This is because electricity in the Philippines is produced largely in coal-fired plants (that are less costly to operate but produce carbon emissions into the atmosphere	The increase in ridership in 2024 was attributed to the continuous maintenance and operational improvements following the MRT-3 massive rehabilitation of the rail line which significantly improved its operations. The Company's response to this negative impact is for MRT-3 to try to generate its own power through renewable energy, if feasible. It this is not feasible, the Company can more than offset the negative impact by developing renewable energy sources such as solar and wind farms, hydroelectric and waste to energy plants.

** None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.*

ANNEX A-4

COVER SHEET

9142
S.E.C. Registration Number

METRO GLOBAL HOLDINGS
CORPORATION

(Company's Full Name)

MEZZANINE FLOOR RENAISSANCE
TOWER MERALCO AVENUE
PASIG CITY

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

RAMON G. JIMENEZ	(02) 633 - 6205
Contact Person	Company Telephone Number

Month	Day	SEC FORM 17Q (1st Quarter of 2025)	03	31
		FORM TYPE	Month	Day

2025
calendar year

Registered/Listed
Secondary License Type, If Appplicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic — Foreign

****

To be accomplished by SEC Personnel concerned

File Number — LCU

Document I.D. — Cashier

STAMPS

Remarks = pls. use black ink for scanning

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)b) THEREUNDER

1. For the quarterly period ended **March 31, 2025**

2. Commission identification number **9142** 3. BIR Tax Identification No **000-194-408-000**

4. Exact name of issuer as specified in its charter **METRO GLOBAL HOLDINGS CORPORATION**

Philippines

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

6. Industry Classification Code: (SEC Use Only)

Mezzanine Floor Renaissance Tower,
Meralco Avenue, Pasig City 1604

7. Address of registrant's principal office Postal Code

8. **(02)8633-6248**
Issuer's telephone number, including area code

9. **Not applicable**
Former name, former address and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 8 n 12 of the Code, or Sections 4 and 8 of the RSA

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common stock - P 1 par value	**2,750,000,000 shares**

11. Are any or all of the securities listed on the Philippine Stock Exchange?
Yes [**X**] No [ ]
If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine and Makati Stock Exchange **Common shares**

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11of the RSA and SRA Rule 11(1a)-1 thereunder and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding 12 months (or for such shorter period the registrant was required to file such reports)
Yes [**X**] No [ ]

(b) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Metro Global Holdings Corporation and Subsidiaries
Consolidated Statements of Financial Position
As of March 31, 2025
(With Comparative Figures as of Calendar Year Ended December 31, 2024)

	March 31 2025	December 31 2024
ASSETS		
Current Assets		
Cash	9,289,450	1,255,597
Non-trade and other receivables	52,125,594	71,006,165
Other current assets	7,149,505	5,164,573
Total current assets	68,564,549	77,426,335
Non-current Assets		
Due from related parties	892,803,244	892,803,244
Financial assets at fair value through OCI	3,061,052,149	3,060,780,971
Investment in Associates	31,901,063	20,245,057
Property, Plant & Equipment	45,165,662	44,769,668
Right-of-use-asset	330,632,133	333,565,466
Intangible asset, net	623,748	630,577
Deferred Tax Asset	3,996,071	3,996,071
Total non-current assets	4,366,174,070	4,356,791,054
TOTAL ASSETS	**4,434,738,618**	**4,434,217,389**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accrued expense and other current liabilities	429,544,219	421,534,990
Mortgage payable	850,305	850,305
Lease liability, current portion	190,941	243,941
Total current liabilities	430,585,465	422,629,236
Non-current Liabilities		
Mortgage payable, net of current portion	611,868	611,868
Due to a stockholder	255,469,626	269,741,387
Due to other related parties	243,167,099	243,167,099
Lease liability, net of current portion	13,185,388	13,185,388
Total non-current liabilities	512,433,981	526,705,742
Total Liabilities	943,019,446	949,334,978
Stockholders' Equity		
Share Capital	2,748,553,181	2,748,553,181
Additional paid-in capital	589,120,804	589,120,804
Deposit for future stock subscription	102,000,000	102,000,000
Fair value reserve	247,652	(23,527)
Retained Earnings	51,797,534	45,231,953
Total stockholders' equity	3,491,719,171	3,484,882,411
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**4,434,738,618**	**4,434,217,389**

Metro Global Holdings Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income
For the Quarter Ended March 31, 2025
(With Comparative Figures for the First Quarter Ended March 31, 2024)

	For the three months ended March 31	
	2025	**2024**
REVENUES		
Depot Royalty Income	7,806,605	8,098,550
Share in Net Profit of Associate	11,656,006	531,817
Interest Income	735,628	694,005
EXPENSES		
General & Administrative Expenses	(13,632,657)	(17,271,908)
Net Income (Loss)	6,565,581	(7,947,534)
OTHER COMPREHENSIVE INCOME		
Fair value gain on financial assets at fair value through OCI	271,179	585,810
TOTAL COMPREHENSIVE INCOME (LOSS)	6,836,760	(7,361,724)

Metro Global Holdings Corporation
Consolidated Statements of Income & Retained Earnings
As of March 31, 2025
(With Comparative Figures for the Three Months Ended March 31, 2024)

		January to March		
		2025		**2024**
Revenues				
Depot Royalty Fee	₱	7,806,605	₱	8,098,550
Share in Net Profit of Associate		11,656,006		531,817
Interest Income		735,628		694,005
Expenses				
General & Administrative expenses		(13,632,657)		(17,271,908)
Net Income (Loss)		**6,565,581**		**(7,947,534)**
Retained Earnings at beginning of the quarter		45,231,953		53,379,271
Retained Earnings at end of the quarter	₱	**51,797,534**	₱	**45,431,737**

****Note: INCOME (LOSS) PER SHARE**
The computation of income (loss) per share is as follows:

	Three Months ended March 31	
	2025	**2024**
(a) Net Income(loss)	6,565,581	(7,947,534)
(b) Weighted average number of shares outstanding	2,750,000,000	2,750,000,000
	0.0024	(0.0029)

Metro Global Holdngs Corporation

Consolidated Statements of Changes in Equity
As of March 31, 2025
(With Comparative Figures for the Three months Ended March 31, 2024)

	For the three months ended March 31	
	2025	**2024**
Capital Stock	2,748,553,181	2,748,553,181
Additional Paid In Capital	589,120,804	589,120,804
Deposit for Future Stock Subscription	102,000,000	102,000,000
Cumulative Changes in Fair Value of Available-for-Sale Financial Assets		
Balance at beginning of the year	(23,527)	(473,162)
Other Comprehensive Income	271,179	585,810
Balance at end of the period	247,652	112,648
Retained Earnings		
Balance at beginning of year	45,231,953	53,379,271
Net Income (Loss)	6,565,584	(7,947,534)
Balance at end of the period	51,797,537	45,431,737
	3,491,719,171	**3,485,218,370**

Metro Global Holdings Corporation
Consolidated Statements of Cash Flows
As of March 31, 2025
(With Comparative Figures for the Three Months Ended March 31, 2024)

		Three Months Ended March 31		
		2025		**2024**
Cash flows from operating activities				
Net Income(Loss) before income tax	₱	6,565,581	₱	(7,947,534)
Adjustments for:				
Decrease(Increase) in				
Receivables		18,880,571		15,536,585
Other current assets		(1,984,932)		(519,156)
Due from related parties		-		(357,272)
Intangible assets, net		6,829		6,829
Investment in Associates		(11,656,006)		(531,817)
Right-of-use asset		2,933,333		2,933,333
Property and Equipment		(395,994)		(968,193)
Deferred Tax Asset		-		187,441
Increase(Decrease) in				
Accrued expenses and other current liabilities		8,009,229		4,720,630
Lease liability, current portion		(53,000)		(55,265)
Net cash generated from operating activities		22,305,614		13,005,581
Cash Flow from Financing Activities				
Increase(Decrease) in				
Due to stockholders		(14,271,761)		(14,569,250)
Due to related parties		-		1,578,999
Net cash used in financing activities		(14,271,761)		(12,990,251)
Net Increase (Decrease) in Cash		**8,033,853**		**15,330**
Cash at beginning of the year		1,255,597		12,780,533
Cash at End of the Period	**₱**	**9,289,450**	**₱**	**12,795,862**

Metro Global Holdngs Corporation
Aging of Receivables
For the Quarter Ended March 31, 2025

RECEIVABLES FROM	Less than 1 Year	1-3 years	3-5 years	Total
NTDCC	5,841,068			**5,841,068**
TOTAL	**5,841,068**	**-**	**-**	**5,841,068**

Metro Global Holdings Corporation and Subsidiaries
NOTES TO FINANCIAL STATEMENTS

1. Summary of Material Accounting Policies

Basis of Preparation

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards. PFRS Accounting Standards comprise the following authoritative literature:

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

These consolidated financial statements have been prepared under the historical cost convention except for financial assets at FVOCI.

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

Changes in Accounting Policies and Disclosures

(a) New standards – applicable January 1, 2024

There are no new standards, amendments and interpretations which are effective for the financial year on or after January 1, 2024 that are relevant to and have a material impact on the Group's consolidated financial statements.

(b) New and amended standard not yet adopted by the Group

Certain standards, amendments or interpretations had been issued but were not mandatory for annual reporting periods ended December 31, 2024 have not been early adopted by the Group. The following standard was assessed by management to be relevant and will have a material impact in the future reporting periods:

- PFRS 18, Presentation and Disclosure in Financial Statements

This is the new standard on presentation and disclosure in financial statements, which replaces PAS 1, with a focus on updates to the statement of total comprehensive income.

The key new concepts introduced in PFRS 18 relate to:

- the structure of the statement comprehensive income with defined subtotals;
- requirement to determine the most useful structure summary for presenting expenses in the statement of total comprehensive income

- required disclosure in a single note within the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and
- enhanced principles on aggregate and disaggregation which apply to the primary financial statements and notes in general

The Group expects to adopt this standard beginning January 1, 2027 and will update the consolidated financial statements accordingly to comply with the new standards.

Financial assets

Classification
The Group classifies its financial assets in the following measurement categories: (a) those to be measured subsequently at fair value (either through OCI or through profit or loss), and (b) those to be measured at amortized cost. The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

The Group holds financial assets at fair value through OCI. These are strategic investments, and the Group considers this classification to be more relevant.

Financial assets at amortized cost are assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. The Group's financial assets at amortized cost category includes cash, non-trade and other receivables, and due from related parties.

The Group's does not hold financial assets at FVTPL.

Recognition and subsequent measurement

The Group recognizes a financial asset in the consolidated statements of financial position when the Group becomes a party to the contractual provisions of the instrument.

All financial instruments are initially measured at fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Subsequently, assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is recognized using the effective interest rate method.

Changes in the fair value of financial assets at FVOCI are recognized in other comprehensive income.

The Group assesses whether the cost is the best estimate of fair value of financial assets at FVOCI. In making the assessment, the Group checks whether there are events or circumstances that might indicate that cost might not be representative of fair value of the financial assets, including significant change in the investees' performance and operations, as well significant change in the economic environment in which the investees' operate. The Group also considers costs as the best measure of fair value where more recent available information is insufficient to determine fair value; or where there is a wide range of possible fair value measurements, and cost represents the best estimate of fair value within that range.

Subsequent measurement of equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognized in other gains (losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment

The Group assesses on a forward-looking basis the expected credit losses (ECL) associated with its financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Impairment losses are presented separately in the consolidated statement of total comprehensive income.

Loss allowances of the Group are measured on either of the following bases:

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

Simplified approach

The Group applies the simplified approach to provide for ECL for all non-trade receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECL. The expected loss rates are based on the payment profiles of customers and the corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors such as gross domestic product and inflation rate affecting the ability of the customers to settle the receivables.

General approach

Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held).

The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Derecognition

Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. Any gain or loss arising on derecognition is recognized directly in the consolidated statements of total comprehensive income and presented in other gains/(losses).

Financial liabilities

Classification

The Group classifies its financial liabilities as: (i) financial liabilities at fair value through profit or loss, and (ii) other financial liabilities measured at amortized cost. Financial liabilities under category (i) comprise of two sub-categories: financial liabilities classified as held for trading and financial liabilities designated by the Group as at fair value through profit or loss upon initial recognition. Management determines the classification of its financial liabilities at initial recognition.

The Group did not hold financial liabilities under category (i) during and at the end of each reporting period.

Other financial liabilities at amortized cost are contractual obligations which are either those to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group. These are included in current liabilities, except for maturities greater than 12 months after the reporting period which are classified as non-current liabilities.

The Group's other financial liabilities at amortized cost consist of accrued expenses and other current liabilities (excluding payable to government agencies), mortgage payable, lease liability, due to a stockholder, and due to other related parties.

Recognition and measurement

The Group recognizes a financial liability in the consolidated statement of financial position when, and only when, the Group becomes a party to the contractual provision of the instrument.

Other financial liabilities at amortized cost are initially measured at fair value plus transaction costs. Subsequently, these are measured at amortized cost using the effective interest rate method.

Derecognition

Other financial liabilities at amortized cost are derecognized when the obligation is paid, settled, discharged, cancelled or has expired.

Transfer, assumption, or assignment of liabilities

The transfer, assumption, or assignment of financial liabilities to or from other parties for no consideration requires recognition of gains or losses, charged to other income or expense in the consolidated statements of total comprehensive income.

Determination of fair value

The fair value of financial and non-financial liabilities takes into account non-performance risk, which is the risk that the entity will not fulfill an obligation.

The Group classifies its fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The appropriate level is determined on the basis of the lowest level input that is significant to the fair value measurement.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1. The Group's quoted financial assets at FVOCI are under this category.

The fair value of assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates.

If all significant inputs required to fair value an instrument are observable, the asset or liability is included in Level 2. If one or more of the significant inputs is not based on observable market data, the asset or liability is included in Level 3. The Group's unquoted financial assets, pertaining to investments in MRTHI and MRTHII, are under Level 3 fair value category. The cost of the investments represents the best estimate of the fair value of the investments as at reporting date.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The carrying amounts of financial instruments presented as part of current assets and current liabilities as at March 31, 2025, December 31, 2024 and December 31, 2023, approximate their fair values due to their short-term maturities.

The carrying value of due from related parties, due to a stockholder and due to other related parties approximates their fair value, based on the expected settlement of the amounts by the end of the BLT Agreement in July 2025.

The Group has no other financial assets and liabilities measured at fair value during and at the end of each reporting date.

Non-financial assets

For non-financial assets, the Group uses valuation techniques that are appropriate in the circumstances and applies the technique consistently. Commonly used valuation techniques are as follows:

- Market approach - A valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.
- Income approach - Valuation techniques that convert future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.
- Cost approach - A valuation technique that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

The fair value of a non-financial asset is measured based on its highest and best use. The carrying value of the Group's non-financial assets, substantially property and equipment, approximate its fair value in the light of the assets' current use is presumed to be its highest and best use.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty. The Group does not have financial assets and liabilities that are covered by enforceable master netting arrangements and other similar agreements.

Consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

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

Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated.

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

Non-controlling interests

Non-controlling interests pertain to the equity in a subsidiary not attributable, directly or indirectly to the Group. Non-controlling interests represent the portion of profit or loss and net assets in subsidiaries not wholly-owned and are presented in the consolidated statement of total comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position, separately from the equity attributable to the Parent Company.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having deficit balance.

The amount of non-controlling interests from the Group's investment in MGHC Royal Holdings Corporation (MGHC Royal) is immaterial as at March 31, 2025, December 31, 2024 and 2023 considering that MGHC Royal is a dormant entity.

Disposal of subsidiary

When the Group ceases to have control, any retained interest in the subsidiary is re-measured to its fair value at the date when control is lost, with the change in carrying amount generally recognized in profit or loss. The fair value is the initial carrying amount for purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset.

Non-trade and other receivables

Non-trade receivables arising from depot royalties with an average credit term of 60 days are recognized at transaction price and subsequently measured at amortized cost using effective interest method less any provision for impairment.

Other receivables, such as advances, are recognized initially at fair value and subsequently measured at amortized cost using effective interest method, less any provision for impairment.

Non-trade receivables and its related provision for impairment are written off when the Group has determined that the receivable is uncollectible as they have already exerted all collection efforts, including filing a legal case. Bad debts written off are specifically identified after exhausting all collection efforts (i.e. sending demand letters and legal notice of default to customers) and are approved by the BOD.

Write-offs represent either direct charge against profit or loss at the time the receivable deemed uncollectible or the release of previously recorded provision from the allowance account and credited to the related receivable account following the Group's assessment that the related receivable will no longer be collected after all collection efforts have been exhausted.

Subsequent recoveries of amounts previously written-off are credited in profit or loss under general and administrative expenses. Reversals of previously recorded impairment provision are recognized in profit or loss based on the result of management's update assessments, considering available facts and changes in circumstances, including but not limited to results of recent discussions and arrangements entered into with customers as to the recoverability of receivable at reporting date.

Other current assets

Other current assets consist of input value-added tax (VAT), creditable withholding taxes, prepaid taxes and advances. These are stated at face value less provision for impairment, if any.

Input VAT, prepaid taxes and creditable withholding taxes are derecognized when there is a legally enforceable right to apply the recognized amounts against the related liability within the period prescribed by the relevant tax laws.

Amounts are included in current assets, except when the related assets are expected to be realized more than twelve (12) months after the reporting period which are classified in non-current assets.

Investment in associate

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights.

Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. It is also decreased by dividends received from the investee. The Group's investment in associates includes goodwill identified on acquisition. Any excess of the Group's share of the net fair value of the associates' identifiable assets and liabilities over the cost of the investment is included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

The Group's share of its associates' post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equal or exceed its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

Dilution gains and losses arising in investments in associates are recognized in profit or loss.

Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Property and equipment

Property and equipment is stated at historical cost less accumulated depreciation and impairment in value, if any. Land is stated at cost less any impairment in value. The initial cost of property and equipment comprise its purchase price, including import duties and non-refundable purchase taxes and other directly attributable cost of bringing the property and equipment to its working condition and location for its intended use.

Depreciation is computed on the straight-line method over the following estimated useful life of the property and equipment:

	In years
Transportation equipment	5
Office equipment	3-5

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Intangible assets

Intangible assets acquired separately are carried at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization in the case of intangible assets with finite lives, and any accumulated impairment losses.

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

Intangible assets with finite lives are amortized over the remaining useful economic life at the date of acquisition or business combination. These are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and method for an intangible asset with a finite useful life is reviewed at the end of each reporting date.

The Group's intangible asset, pertaining to depot royalty rights, was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of the development rights.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization of intangible assets with finite lives is recognized in profit or loss in the expense category consistent with the function of the intangible asset.

Impairment of non-financial assets

Non-financial assets that have definite useful lives are subject to depreciation or amortization and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Value in use requires the Group to make estimates of future cash flows to be derived from the particular asset and discount them using a pre-tax market rate that reflects current assessments of the time value of money and the risks specific to the asset.

Impairment losses, if any, are recognized in profit or loss within other expenses in the consolidated statement of total comprehensive income. Non-financial assets that have been impaired are reviewed for possible reversal of the impairment at each reporting period. When impairment loss subsequently reverses, the carrying amount of the assets or cash-generating unit is increased to the revised estimate of its recoverable amount, but the increased carrying amount should not exceed the carrying amount that would have been determined had no impairment loss has been recognized for the asset or cash-generating unit in prior years. Reversals of previously recorded impairment provisions are credited against provision account in profit and loss.

Deposit for future stock subscription

Deposit for future stock subscriptions refer to the amount of money or property received by the Company with the purpose of applying the same as payment for future issuance of stocks which may or may not materialize. Deposit for future stock subscriptions cannot be considered as part of the capital stock of the Company until shares of stocks are actually issued in consideration thereof.

On May 11, 2017, SEC issued an amendment on SEC Bulletin No. 6 (issued in 2012) for the treatment of the deposit for future stock subscriptions. As stated, an entity shall classify a contract to deliver its own equity instruments under equity as deposit for future stock subscriptions if and only if, all of the following elements are present as of the end of the period:

- The unissued authorized capital of the entity is insufficient to cover the amounts of shares indicated in the contract;
- There is BOD approval on the proposed increase in authorized capital stock (for which a deposit was received by the corporation);
- There is stockholders' approval of said proposed increase in authorized capital stock; and

- The application for the approval of the increase in capital stock has been presented for filing or has been filed with the SEC.

If any or all of the foregoing elements are not present, the transaction should be recognized as part of liability. The amount of deposit for future stock subscriptions will be reclassified to equity account when the Company meets the foregoing elements.

Right-of-use asset

Where the company is the lessee

a) *Measurement of lease liabilities*

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for the Company's leases, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held for entities which do not have recent third-party financing, and
- makes adjustments specific to the lease (i.e., term, currency and security).

The Company is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

b) *Measurement of right-of-use assets*

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

c) *Extension and termination options*

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The lease term is reassessed if an option is actually exercised (or not exercised) or the Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is revised only if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

d) Short-term leases and leases of low-value assets

Payments associated with short-term leases and leases of low-value assets are recognized on a straight-line basis as an expense in the profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Provisions and contingencies

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized in profit or loss.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed and derecognized in the consolidated statement of financial position.

Provisions are derecognized when the related legal or contractual obligation is discharged, cancelled or expired.

Probable inflows of economic benefits that do not yet meet the recognition criteria of an asset are considered contingent assets, hence, are not recognized in the financial statements.

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the financial statements but disclosed when an inflow of economic benefits is probable.

Revenue Recognition

Revenue is measured based on the transaction price specified in a contract with the customer. The Group recognizes revenue when it transfers control over a product or service to a customer.

The following is a description of principal activities from which the Group generates its revenue.

Depot royalty income

The amount of royalty income is recognized over time as NTDCC earns rental income from the TriNoma commercial center. The use of a time-based approach (output method) best provides a faithful depiction of the transfer of services to the customer given the nature of the royalty arrangement.

Dividend income

Dividend income is recognized at the point in time when investees have declared dividends.

Other income

Other income is recognized when earned.

Interest income

Revenue is recognized on a time-proportion basis using the effective interest method.

Cost and expense recognition

Costs and expenses in the consolidated statements of total comprehensive income are presented using the function of expense method.

Employee benefits

(i) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus if the Group has present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Retirement benefits

The Group has yet to adopt a formal retirement plan for the benefit of its qualified employees. Under RA No. 7641, in the absence of a retirement plan or agreement providing for retirement benefits of employees in the private sector, an employee upon reaching the age of 60 years or more, but not beyond 65 years, who has served at least 5 years in a private company, may retire and shall be entitled to retirement pay equivalent to at least one-half month salary plus one twelfth of the 13th month pay and cash equivalent of not more than 5 days of service incentive leaves for every year of service (or 100% of monthly salary), a fraction of at least 6 months being considered as one whole year.

The liability recognized in the statement of financial position in respect of defined benefit retirement plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in Philippine Peso, the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related retirement obligation.

Remeasurements arising from experience adjustments and changes in actuarial assumptions are charged or credited in other comprehensive income in the period in which they arise. Past-service costs are recognized immediately in profit or loss.

The net interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefit expense in profit or loss.

Management did not recognize any liability in respect of the defined benefit retirement plan as management assessed this to be immaterial as at March 31, 2025 and December 31, 2024.

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits.

The Group recognizes termination benefits when it is demonstrably committed to either: (a) terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or (b) providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the reporting date are discounted to present value.

Related party relationships and transactions

Related party relationship exists when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, or between, and/or among the reporting enterprise and its key management personnel, directors, or its shareholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Current and deferred income tax

Income tax expense recognized in profit or loss during the period comprises of current and deferred income tax (DIT), except to the extent that it relates to items recognized in other comprehensive income.

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

DIT is recognized on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. DIT is determined using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related DIT asset is realized or the deferred income tax liability is settled.

DIT assets are the amounts of income taxes recoverable in future periods in respect of all deductible temporary differences. DIT assets are recognized to the extent it is probable that future taxable profit will be available against which the temporary differences can be utilized. DIT liabilities are the amounts of income taxes payable in future periods in respect of taxable temporary differences.

DIT assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the DIT assets and liabilities relate to income taxes levied by the same taxation authority where there is an intention to settle the balances on a net basis.

Earnings per share

Basic EPS is computed by dividing net income attributable to common stock by the weighted average number of common shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period, if any.

Diluted EPS is computed by dividing net income attributable to common shareholders by the weighted average number of common shares outstanding during the period, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period, and adjusted for the effect of dilutive convertible preferred shares. If the required dividends to be declared on convertible preferred shares divided by the number of equivalent common shares, assuming such shares are converted, would decrease the basic EPS, then such convertible preferred shares would be deemed dilutive. Where the effect of the assumed conversion of the preferred shares has anti-dilutive effect, basic and diluted EPS are stated at the same amount.

Equity

Capital stock is determined using the par value of shares that have been issued.

Additional paid-in capital includes any premiums received on the initial issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Retained earnings (deficit) include all current and prior period results as disclosed in the statement of income.

Subsequent events

Subsequent events that provide additional information about the Group's position at the financial reporting date (adjusting events) are reflected in the financial statements. Subsequent events that are not adjusting events are disclosed in the notes to financial statements when material.

2. Significant Accounting Judgment and Estimate

The Company's financial statements prepared under PFRS require management to make judgments and estimates that affect amounts reported in the financial statements and related notes. Future events may occur which will cause the judgment and assumptions used in arriving at the estimates to change. The effects of any change in judgment and estimates are reflected in the financial statements as they become reasonably determinable.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments

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

Determination of Functional Currency. Based on the economic substance of the underlying circumstances relevant to the Company, the functional currency of the Company has been determined to be the Philippine Peso. The functional currency is the currency of the primary economic environment in which the Company operates.

Determination of Fair Value of Financial Assets and Financial Liabilities. Where the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility.

The fair value of financial assets amounted to ₱4.02 billion as at March 31, 2025 and ₱4.03 billion as at December 31, 2024. The fair value of financial liabilities amounted ₱911 million as at March 31, 2025 and ₱949 million as at December 31, 2024.

Determination of Fair Value of Financial Assets not Quoted in an Active Market. The Company determines whether a reliable measure of fair value is available for equity investments not quoted in an active market. If a reliable measure is not available or ceases to be available, the unquoted equity investments are measured at cost.

The fair values of the Company's investments in MRTHI and MRTH II cannot be reasonably determined as the shares are unquoted nor are there any expected future cash flows in view of the sale of future distributions and that the investments, pursuant to the "Letter of Agreement", will be used to settle the Company's liability to FEMI.

Determination of Impairment of AFS Financial Assets. The Company treats quoted AFS financial assets as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment. The Company treats "significant decline" when the difference between its cost and fair value is 20.0% or more and "prolonged decline" when the fair value of quoted equity securities is lower than its cost for more than twelve months. In making this judgment, the Company evaluates, among other factors, the normal volatility in share price for quoted equities.

There was no impairment for quoted equity securities as of March 31, 2025 and December 31, 2024 as there was no significant and prolonged decline in value. The carrying value of quoted equity securities amounted to ₱2.8 million and ₱2.5 million as at March 31, 2025 and December 31, 2024, respectively.

In the case of unquoted shares, AFS financial assets are considered impaired when management believes that future cash flows generated from the investment is expected to decline significantly. The Company's management makes significant estimates and assumptions on the future cash flows expected and the appropriate discount rate to determine impairment exists. Impairment may also be appropriate when there is evidence of deterioration in the financial health of the investee, industry and sector performance.

Unquoted equity securities as at December 31, 2024 consist of investments in MRTHI and MRTHII. The Group's ownership interests in MRTHI and MRTHII as at December 31 are as follows:

Investee	Direct interest	Indirect interest	Effective interest	Nature of Business
MRTHI	18.6%	-	18.6%	Holding Company
MRTHII	12.7%	15.8%	28.5%	Holding Company

MRTHI owns 84.9% interest in MRTH II while MRTHII wholly owns Metro Rail Transit Corporation (MRTC), which was awarded by the Philippine Government, acting through the Department of Transportation and Communication (DOTC), the Build, Lease and Transfer (BLT) Agreement to build, lease, and transfer a 16.9-kilometer rail transit system in Metro Manila, known as LRTS Phase I. The earnings of MRTC are derived from lease financing income relating to equity rentals received from the DOTC as defined in the BLT Agreement.

Notwithstanding the sale of future share distributions pursuant to "Sale of future share distributions", the Company continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII. Further, the Company holds a sell option to use the shares of stocks of MRTHI and MRTHII to pay-off its net advances from FEMI pursuant to the "Letter of Agreement".

Critical accounting estimate and judgment - Measurement of unquoted equity instruments - cost as an estimate of fair value

As required by PFRS 9, all equity investments in scope of PFRS 9 are to be measured at fair value in the statement of financial position, with value changes recognized either in profit or loss or other comprehensive income. PFRS 9 further provides that cost might be used as a measure of fair value where cost represents the best estimate of fair value. Upon the adoption of PFRS 9, the Group has assessed that the cost of investments in MRTHI and MRTHII amounting to P3,058,238,916 as at March 31, 2025 and December 31, 2024 represents the best estimate of fair value of those investments.

The Group assesses whether the cost is the best estimate of fair value of investments in MRTHI and MRTHII. In making the assessment, the Group checks whether there are events or circumstances that might indicate that cost might not be representative of fair value of the investees, including significant change in the investees' performance and operations, as well significant change in the economic environment in which the investees operate. The Group also considers costs as the best measure of fair value where more recent available information is insufficient to determine fair value; or where there is a wide range of possible fair value measurements, and cost represents the best estimate of fair value within that range.

As at March 31, 2025 and December 31, 2024, the Group has assessed that the cost of investments in MRTHI and MRTHII represents the best estimate of fair value of those investments. The Group assessed that the carrying amount of the investments in MRTHI and MRTHII are recoverable and can be realized in the future through the Group's realization of the residual interest in the MRT business and share in benefits arising from the various proposals submitted to the DOTR regarding MRT3 extension and capacity expansion projects to be undertaken by MRTC. In view of the absence of observable market transactions or comparable market data surrounding the realization of residual interest in the MRT business and the outcome of outstanding proposals with the DOTR, a reliable point estimate of the fair value of the investments in MRTHI and MRTHII cannot be established. Similarly, with the uncertainties associated with the approval status of the MRT3 projects and dependency on government decisions resulting in a wide range of potential valuation outcomes, the cost represents the best estimate of fair value within that range.

Based on these factors, management assessed that the cost of the investments represents the best estimate of the fair value of the investments as at reporting date.

The Group's unquoted financial assets, pertaining to investments in MRTHI and MRTHII, are under Level 3 fair value category. The higher the cost of investments, the higher is the related fair value.

Any change in the Group's assessment of the best estimate of fair value of investments in MRTHI and MRTHII could impact the recorded carrying amount of financial assets at fair value through OCI and related fair value gains or losses recognized in other comprehensive income.

Sale of future share distributions

In 2002, the Parent Company and other participating shareholders of MRTHI and MRTHII (collectively referred to as the 'Sellers', entered into Sale Agreements where they sold all future share distributions arising from the equity rental payments (ERP) of the LRTS Phase I Project of MRTC in exchange for Original Issuance Discount Bonds (OID Bonds).

The transaction is covered by several agreements that provide the link between share distributions arising from the ERP of the LRTS Phase I Project of MRTC and payments to the Noteholders. These agreements: (a) facilitate the timely payment of the Sellers' share of the ERP of the LRTS Phase I Project of MRTC ensuring that the right to receive their share in the ERP has been legally independent of the Sellers to the Noteholders, (b) ensure the flow of rental payments independent of the Sellers, (c) bind the Sellers to cause the timely collection of rental payments and to cause MRTC to perform its obligations, and (d) prevent the Sellers from selling their rights in MRTC for as long as the Notes are outstanding. Accordingly, the stock certificates of the Group in MRTHI and MRTHII are under the custody of a trustee and were pledged to MRT III.

MRTC accounts for the lease payments from DOTC under finance lease where lease financing income is recognized using a constant periodic rate of return on the net investment. Future share distribution sold under the Agreements pertains to the Group's share in the ERPs of the LRTS Phase 1 Project of MRTC.

Notwithstanding the sale of future share distributions, the Group continues to hold on to the legal rights over the shares of stock in MRTHI and MRTH II in compliance with the various agreements related to the sale of share of future share distributions mentioned above, as well as the Group's obligation under the Agreement of MRTC with DOTC whereby the original shareholders of MRTHI and MRTHII are precluded from transferring their equity interest in MRTHI and MRTHII until the end of the BLT Agreement in July 2025. Accordingly, any additional variable ERP to be received by MRTHI and MRTHII through MRTC from DOTC in the future and any benefits arising from the residual rights in the expansion projects shall still accrue to the Group and the other shareholders.

Letter of agreement

On August 18, 2005, the Parent Company and FEMI entered into a "Letter of Agreement", whereby FEMI has agreed to grant the Parent Company the sole option to assign to FEMI its equity interests in MRTHI and MRTHII as settlement of the Parent Company's liabilities to FEMI, included in 'Due to a stockholder' account in the statements of financial position, and any additional advances or interest which FEMI may charge to the Parent Company in relation to the said advances. Under the "Letter of Agreement," should the Parent Company opt to sell the said investments to third party or parties in the future, FEMI has the right of first refusal to purchase the said investments at its prevailing market value.

Dividend income

On December 13, 2021, MRTHII declared dividends to its shareholders, of which P2,606,190,497 pertains to the Group's share. The dividend income was recognized as part of other income in the statement of total comprehensive income for the year ended December 31, 2021 (Note 12). The dividends were discharged/settled as follows:

- P147,706,848 was offset and eliminated against the liability to MRTHII, representing outstanding cash advances received from MRTHII, presented under due to other related parties in the statement of financial position;
- P1,567,446,876 was applied against liability from sale of future share distributions shown as a reduction of investment in MRTHII. Pursuant to the Sale of future share distributions agreement entered by the Parent Company and other participating shareholders of MRTHI and MRTHII as described in (a) above, the Parent Company recognized P1,567,446,876 liability from the sale of the future share distribution from the MRTC project as a reduction of investment in MRTHI and MRTHII. The total carrying amount of investment in MRTHI and MRTHII after the dividend transaction amounted to P3,058,238,916 as at December 31, 2021; and
- The remaining amount of P891,036,773 will be settled in cash and presented as dividend receivable under due from related parties (Note 16). The amount is not expected to be collected within 12 months from the end of the reporting period, thus presented as part of non-current asset in statement of financial position.

Estimate

The key assumption concerning future and other key source of estimation at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is discussed below.

Recognition of Deferred Tax Assets.

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

Financial Risk Management Objectives and Policies

Financial Assets

Details of the Group's financial assets as at March 31, 2025 and December 31, 2024 as follows:

	2025	2024
At amortized cost		
Cash in banks	9,289,450	1,255,597
Non-Trade and other receivables	55,125,594	71,006,165
Due from related parties	898,118,179	898,118,179
	959,533,223	970,379,941
At FVOCI		
Unquoted equity securities	3,058,238,916	3,058,238,916
Quoted equity securities	2,813,233	2,542,055
	3,061,052,149	3,060,780,971
	4,020,585,372	4,031,160,912

Non-Trade and other receivables exclude other receivables which are subject to liquidation. Due from related parties are presented gross of allowance for impairment. Allowance for impairment as at March 31, 2025 and December 31, 2024 amounted to P5,314,935.

Financial liabilities

Details of the Group's financial liabilities, at amortized cost, as at March 31, 2025 and December 31, 2024 are as follows:

	2025	2024
Advances from MPIC	350,000,000	350,000,000
Accrued expenses	47,749,031	70,864,264
Mortgage payable	1,462,173	1,462,173
Lease liability	13,376,329	13,429,329
Due to a stockholder	255,469,626	269,741,387
Due to other related parties	243,167,099	243,167,099
	911,224,258	948,664,252

Other current liabilities excluded pertain to payables to government agencies that are non-financial liabilities.

Financial risk factor

The Group's activities expose it to a variety of financial risks and these activities involve the analysis, evaluation and management of some degree of risk or combination of risks. The Group's overall risk management program focuses on the unpredictability of financial markets, aims to achieve an appropriate balance between risk and return and seeks to minimize potential adverse effects on the Group's financial performance.

The most important types of risk the Group's manages are liquidity risk and credit risk.

Liquidity Risk

Liquidity risk arises from the possibility that the Group will encounter difficulty in raising funds to meet associated commitments with financial instruments.

The Group manages the liquidity risk by maintaining a balance between continuity of funding and flexibility in operations. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational and working capital requirements. Management closely monitors the Group's future and contingent obligations and sets up required cash reserves and reserve borrowing facilities as necessary in accordance with internal policies. Short-term advances from related parties are availed to cover for immediate expenses and maturing obligations. The Group is also able to defer payments of some of its due to related party balances.

The Group continues to obtain support from FEMI to finance the Group's operations.

The table below presents the Group's financial liabilities as at March 31, 2025 and December 31, 2024:

	Within 12 Months	More than 12 months	Total
2025			
Advances from MPIC	350,000,000	-	350,000,000
Accrued expenses	47,749,031	-	47,749,031
Mortgage payable	850,305	611,868	1,462,173
Future interest on mortgage payable	96,004	-	96,004
Lease liability, gross of discount	58,309	26,047,000	26,105,309
Due to a stockholder	-	255,469,626	255,469,626
Due to related parties	-	243,167,099	243,167,099
	398,753,649	525,295,593	924,049,242
2024			
Advances from MPIC	350,000,000	-	350,000,000
Accrued expenses	70,864,264	-	70,864,264
Mortgage payable	850,305	611,868	1,462,173
Future interest on mortgage payable	99,531	21,356	120,887
Lease liability, gross of discount	58,309	26,100,000	26,158,309
Due to a stockholder	-	269,741,387	269,741,387
Due to related parties	-	243,167,099	243,167,099
	421,872,409	539,641,710	961,514,119

The Group expects to settle the above financial obligations due within 12 months in accordance with their maturity of 30 to 60 days.

<u>Credit Risk</u>

Credit risk refers to the risk that a counterparty will cause a financial loss to the Group by failing to discharge an obligation. Significant changes in the economy that may represent a concentration in the Group's business, could result in losses that are different from those provided for at reporting date.

Credit risk arises from cash deposits with banks and financial institutions, as well as credit exposure on receivable from customers, related parties and other counterparties. The fair values of these financial assets approximate net carrying amounts due to their short-term maturities.

The Group has a significant concentration of credit risk on its transactions with NTDCC, its sole customer. However, this is brought down to an acceptable level since depot royalties are collected in accordance with the agreement and the Group's credit policy with no reported defaults and write-offs in previous years. In addition, credit risk is minimized by monitoring receivables regularly.

The Group has the following financial assets as at March 31, 2025 and December 31, 2024, where the expected credit loss model has been applied:

	Gross carrying amount	Allowance provided	Net carrying amount	Internal credit rating	Basis of recognition of ECL
2025					
Cash in banks	9,243,249	-	9,243,249	Performing	12-month ECL
Trade and other receivables					
Group 1	52,125,594	-	52,125,594	Collective assessment	Lifetime ECL
Due from related parties					
Group 2	892,803,244	-	892,803,244	Performing	12-month ECL
Group 3	5,314,935	(5,314,935)	-	Credit impaired	Lifetime ECL
	959,487,022	(5,314,935)	954,172,087		
2024					
Cash in banks	1,209,396	-	1,209,396	Performing	12-month ECL
Non-trade and other receivables					
Group 1	71,066,165	-	71,066,165	Collective assessment	Lifetime ECL
Due from related parties					
Group 2	892,803,244	-	892,803,244	Performing	12-month ECL
Group 3	5,314,935	(5,314,935)	-	Credit impaired	Lifetime ECL
	970,393,740	(5,314,935)	965,078,805		

Credit quality of customers are classified as follows:

● Group 1 – Customer and counterparty balances without history of default and assessed to be fully recoverable.
● Group 2 – Customer and counterparty balances with some defaults in the past. Amounts are largely collectible after collection efforts.
● Group 3 – Individually assessed customer with defaults and which the Group no longer expects to recover the balance despite its collection efforts.

The maximum exposure to credit risk at the reporting date is the carrying value of financial assets summarized above.

None of the fully performing financial assets have been renegotiated during the years ended December 31, 2024 and 2023. The Group does not hold any collateral as security to the above financial assets.

No impairment loss was recognized as at March 31, 2025.

Cash in banks

To minimize credit risk exposure from its cash account, the Group deposits its cash in universal banks that have good credit ratings. Accordingly, the Group's cash in bank is subject to insignificant expected credit loss as at reporting dates.

Receivables

Group 1 – The Group's receivables under Group 1 consists of amounts due from NTDCC, have no history of recent default or write-off and are considered to be fully performing. Accordingly, no provision for impairment is required.

Group 2 – Past due but not impaired receivables consist of amounts due from related parties, who, despite delays in collection based on the credit term, are deemed to be fully collectible based on management's assessment and counterparties' financial capacity and creditworthiness. Accordingly, no provision for impairment is required at reporting date.

Group 3 – The Group's records a provision for impairment of receivables that are assessed to have a significant probability of becoming uncollectible. The assessment is based on the Group's knowledge of the collectability of the account, nature and the creditworthiness of the customer.

Foreign currency exchange risk

Foreign currency exchange risk arises when future commercial transactions or recognized assets or liabilities are dominated in a currency that is not the Group's functionally currency.

The Group has transactional currency exposure. Such exposure is not material to the Group as this arises mainly from immaterial cash balances denominated in US Dollar.

Capital risk management

The Group manages its capital to ensure that the Group will be able to continue as a going concern, while maximizing the return on investments of stockholders. The Group monitors its use of capital by comparing deficit to total capitalization and makes adjustments to it in light of changes in economic conditions and its financial position.

The Group considers its long-term debt from FEMI and other related parties, as well as total equity consisting of share capital, additional paid-in capital, and deficit, as its capital:

	March 31, 2025	December 31, 2024
Equity		
Share capital	2,748,553,181	2,748,553,181
Additional paid-in capital	589,120,804	589,120,804
Deposit for future stock subscription	102,000,000	102,000,000
Retained earnings	51,797,534	45,231,953
	3,491,471,519	3,484,905,938
Debt		
Due to a stockholder	255,469,626	269,741,387
Due to related parties	243,167,099	243,167,099
	498,636,725	512,908,486
	3,990,108,244	3,997,814,424

The Group continuously conducts an internal review its capital and financial risk management objective and policies.

3. Other Information

With regards to debt and equity securities, there were no issuances and/or repurchases incurred in the first quarter ended, March 31, 2025.

The Group has not made any reorganization, entered into any merger or consolidation or any business combinations. Also, the Group was not involved in any acquisition or disposal of subsidiaries and long-term investments, restructurings and discontinuing operations since the last reporting period of December 31, 2024.

As of December 31, 2024 up to this quarter period reporting (March 31, 2025), no contingent liabilities or contingent assets have been declared.

PART 1 – FINANCIAL INFORMATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Metro Global Holdings Corporation (MGHC), the Parent Company continues to be a stakeholder of the Metro Rail Transit Project through its holding company MRTHI and MRTHII and its associate, Monumento Rail.

MGHC plans to continue its strategy of maintaining itself as a holding corporation with key investment in the form of equity interest in MRTHI and MRTHII. The combined investment in these two holding companies represents approximately 29% interest in the MRT 3 System along EDSA. The Phase 1 of the MRT Project (LRTS Phase 1) began full operation on July 15, 2000, which involved 13 stations spanning the North Triangle to Taft Avenue. The operation for the next twelve (12) months was strictly confined to that of an investee corporation.

The Parent company continues, through its holdings in Monumento Rail, to actively pursue its participation in the train system extensions (e.g., Makati Loop and Airport Link) and capacity expansion via procurement of additional trains/vehicles.

The Parent Company anticipates receiving its 28.47% share of the 5% the lease rental income from Trinoma Mall, referred to as “Depot Royalty Income,” following the redemption of its preferred shares in Monument Rail. This revenue will be allocated to fund its operating expenses and partially repay its debts to FEMI.

The Parent Company foresees a potential need for substantial funding due to the finalization and completion of the transactions related to the acquisition of FEMI’s equity interest of in Metro Solar. Metro Solar’s primary project is the development of the 65-megawatt solar farm project in Pililia, Rizal, with construction expected to begin within the same timeframe. To finance this project, the Parent Company intends to secure the necessary funds to through private placements and the eventual resumption of trading of its shares on the PSE.

The Parent Company does not have plans for any product research and development within the same period.

There are no expected purchases or sale of major plant and equipment within the next 12 months as the Parent Company is not engaged in any manufacturing activities.

The Group’s main source of income has been its share in the lease rental income termed as “Depot Royalty Income” that it receives annually from North Triangle Depot Commercial Corporation (NTDCC). The Group recognized depot royalties of P7.8 million in March 2025, P33.1 million in 2024 and P44.6 million in 2023.

The Group posted net operating income of P6.6 million as at March 2025 and loss of P8.1 million in 2024.

The Group’s Retained earnings posted an increase of P6.6 million in March 2025, in view of the ₱6.6 million net income recognized by the Group.

The Group continues to recognize a Stockholders Equity balance of P3.49 billion in March 2025. This had increased compared to the December 31, 2024 balance of P3.48 billion.

Conversion of Liabilities to Equity

On January 28, 2008, the BOD approved the conversion of a portion of the liabilities to FEMI amounting to about ₱400.0 million into equity shares of the Parent Company at a par value of ₱1.00 per share. In view of the increase in the balance of liabilities to FEMI, the amount to be converted into equity was increased to ₱600.0 million as approved by the BOD on April 18, 2011. The liability amount for conversion was further increased to ₱800.0 million and subsequently approved by the BOD on April 12, 2012.

On December 16, 2013, the SEC approved the conversion of a portion of the liabilities of the Company to FEMI amounting to ₱800.0 million into equity shares in the Company, equivalent to 800.0 million shares with a par value of ₱1.00 per share.

On May 6, 2014, the BOD approved the request of FEMI to increase its shareholdings and further reduce its receivables from the Parent Company through the conversion into equity of a portion of its receivables amounting to ₱200.15 million, equivalent to 200,150,000 shares at ₱1.00 per share par value.

On September 4, 2014, the SEC approved the conversion of a portion of the Parent Company's liabilities to FEMI amounting to ₱200.15 million, into equity shares equivalent to 200,150,000 shares at ₱1.00 par value.

On October 10, 2019, the Parent Company and FEMI executed a Deed of Assignment whereby FEMI assigns, transfers and conveys unto the Parent Company the advances in the aggregate amount of Five Hundred Million Pesos (₱500,000,000.00) as partial payments of the subscriptions to the new shares to be issued out of the increase in capital stock of the Parent Company.

On February 1, 2024, the SEC approved the portion of the subscription price to the extent of Five Hundred Million Pesos (₱500,000,000.00) as having been paid via offset against the Parent Company's advances from FEMI as part of the subscription to the increase in Authorized Capital Stock of the Parent Company from ₱2 billion to ₱5 billion.

Infusion of Certain Properties
On April 12, 2012, the Parent Company accepted the infusion by FEMI of certain properties of Mt. Zion Memorial, Inc. (MZMI) worth P500.0 million in shares of the Parent Company at P1.00 par value. MZMI is wholly-owned subsidiary of FEMI engaged in the development of Class A memorial parks. Organized in 1999, by 2012, MZMI had twelve (12) memorial parks nationwide with a total combined saleable memorial lots aggregating to 50 hectares, with an estimated concurrent value of P2,500.0 million. A significant amount of annual income was expected to be generated from this infusion.

Consistent with the direction of the Parent Company to focus on its core business of infrastructure development, the BOD approved to cancel the implementation of the proposed plan of FEMI to assign properties of Mt. Zion Memorial Inc. (MZMI), worth P500 million, in exchange for 500,000,000 shares of the Company at P1.00 per share.

Cooperation Agreement
On November 12, 2010, the Parent Company, Fil-Estate Properties, Inc. (FEPI) and FEMI (collectively termed as the 'Fil-Estate Companies') entered into a Cooperation Agreement with Metro Pacific Investment Corporation (MPIC) relating to the Fil-Estate Companies' rights and interests in the MRT Companies. The cooperation has the following objectives: (i) explore solutions that will enable the expansion of the MRT 3 system through financially and legally viable means, and (ii) to transfer the interests of the Fil-Estate Companies in the MRT Companies, subject to obtaining the necessary consents from the relevant parties. Under the Cooperation Agreement, the Fil-Estate Companies appoint MPIC as its attorney-in-fact in connection with the exercise of the rights and interests of the Fil-Estate Companies in the MRT Companies. MPIC and Fil-Estate Companies are still in the process of discussing possible scenarios on how to implement the transactions contemplated by the parties when they entered into the Cooperation Agreement. The completion and consummation of the transaction contemplated by the parties is subject to certain conditions, which as at March 31, 2025 has not yet occurred.

Redemption of Redeemable Preferred Shares in Monumento Rail
On August 22, 2006, the Board of Directors of Monumento Rail Transit Corporation (Monumento Rail) approved the redemption of the redeemable preferred shares it issued to its shareholders giving the latter a redemption privilege by assigning the former's right to receive Depot Royalties ("Depot Royalty Rights" with respect to improvements constructed on the 16-hectare Depot located at North Triangle, EDSA and rental income from the commercial center known as Trinoma Mall in the Depot pro-rata to the percentage of

shareholdings held by each shareholder. On December 17, 2014, Monumento Rail and the Parent Company executed the Redemption and Deed of Assignment whereby for and in consideration of the cancellation of the redeemable preferred shares issued by Monumento Rail to the Company and certain trustees of the Parent Company, Monumento Rail assigned to the Parent Company a pro-rata interest of Monumento Rail's Depot Royalty Rights to the extent of an aggregate of 28.47%.

The cost of the Parent Company's 18,029,417 redeemable preferred shares amounts to P901,471 based on par value P.05 per share which is the price per share at time of redemption. In accordance with the Articles of Incorporation of Monumento Rail, the holder of the redeemable preferred shares is given the privilege of a right to receive Depot Royalty pro-rata to the percentage of shareholdings of redeemable shares held by each shareholder of record thereof as at August 22, 2006.

As a result of the redemption, the Parent Company recognized a Depot royalty right intangible asset amounting to P901,471 which is equivalent to the value of the Parent Company's investment in the redeemable preferred shares of Monumento Rail consisting of 18,029,417 shares. The intangible asset was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of development rights as provided for in the Redemption and Deed of Assignment.

As at March 31, 2025, December 31, 2024 and 2023, the Parent Company recognized its share in lease rental income from the Trinoma Mall, classified as depot royalty income in the financial statements, of ₱7,806,605, ₱33,062,546 and ₱44,664,516, respectively. This represents 28.47% of the 5% of the lease rental income of Trinoma Mall in those years, which were collected in subsequent years.

Settlement Agreement

On December 17, 2014, the Parent Company, together with all the shareholders of Monumento Rail Transit Corp., entered into a Settlement Agreement with Metro Rail Transit Development Corporation (MRTDEVCO) and companies who are parties to a Vested Rights Agreement dated May 22, 1995, whereby MRTDEVCO agreed to assign to parties of the Vested Rights Agreement the development rights to specific developable areas of the 16-hectare Depot in North Triangle corner EDSA, North Avenue and Mindanao Avenue. The assignment of development rights, however, are conditioned on the assumption of the assignees of the obligation to pay the Depot Royalty arising from the development of assigned specific developable areas in the Depot to Monumento Rail Transit Corp. (Monumento Rail)or its successors-in-interest in accordance with the Deed of Assignment of Development Rights of June 16, 1995 between Metro Rail Transit Corp. Ltd. (MRTCL) and MRTDEVCO and the Assignment and Assumption Agreement of December 18, 2000 between MRTCL and Monumento Rail.

The Parent Company became a successor-in-interest of Monumento Rail to the extent of 28.47% of Depot Royalties corresponding to 5% of the gross receipts of the rental income and 5% of the gross proceeds of sale or leases of improvements from the exercise by specific assignees of the development rights in specific developable areas of the Depot by virtue of the Settlement Agreement and the December 17, 2014 Deed of Assignment between Monumento Rail and the Company.

Corporate Name Change

On March 18, 2014, the BOD approved the amendment of the Articles of Incorporation and By-laws of the Parent Company, a major provision of which was the change in its corporate name from Fil-Estate Corporation to Metro Global Holdings Corporation.The amendments were intended to identify the group of companies under the "METRO GROUP" and establish the affiliation of the Parent Company with its affiliate infrastructure companies which likewise had the word "Metro" in their corporate names.

The foregoing amendments were approved by the Securities and Exchange Commission on May 14, 2014.

New Management Plans

Proposal to Department of Transportation (DOTr).

On December 19, 2014, the Parent Company presented to the Department of Transportation (DOTr) its proposal for a Fast-Track Rehabilitation of the MRT-3 system as a substantial shareholder of Metro Rail Transit Holdings II, owner of Metro Rail Transit Corporation (MRTC) which in turn owns the MRT-3 System. The proposal, included among others, the total rehabilitation of the MRT-3 rail system and of existing 73 rail cars, and the acquisition of new rail cars, at no cost to the government. Subsequently, on February 27, 2023, MRTC adopted the proposal and submitted it to DOTr and the office of the President.

As at March 31, 2025, the foregoing proposals remain pending with DOTr and the Office of the President.

Proposed increase in Authorized Capital Stock

The Parent Company plans to increase its authorized capital stock to 5,000,000,000 shares at P1.00 per share, from 2,000,000,000 shares at P1.00 per share. The initial plan in increase of its authorized Capital stock to 3,000,000,000 shares at P1.00 per share, from 2,000,000,000 shares at P1.00 per share has been superseded by the approval by the Board of Directors on 24 September 2018.

FEMI agrees to subscribe to 25% of the planned increase in capitalization, or 750,000,000 shares at P1.00 per share. Out of the said subscription, Five Hundred Million Pesos (P500,000,000.00) corresponding to Five Hundred Million (500,000,000) common shares at P1.00 per share will be fully paid through the conversion into equity of portion of FEMI's advances to the Parent Company.

At the Annual Stockholder's Meeting held on November 22, 2018, the stockholders approved the increase in authorized capital stock from Two Billion Pesos (Php2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (Php1.00) per share to Five Billion Pesos (Php5,000,000,000) divided into Five Billion (5,000,000,000) shares with a par value of One Peso (Php1.00) per share and the corresponding amendments to Article Seventh of the Amended Articles of Incorporation of the Parent Company. The stockholders also approved the subscription of FEMI to Seven Hundred Fifty Million (750,000,000) common shares of the Parent Company at par value of P1.00 per share with part of subscription price to the extent of Five Hundred Million Pesos (P500,000,000.00) to be offset against the Parent Company's advances from FEMI. The subscription for 250,000,000 common shares at P1.00 per share or subscription price of P250,000,000.00 is intended to be paid fully or partially via assignment to the Parent Company of shares of FEMI in Metro Solar Power Solutions, Inc. (MSPSI).

On October 10, 2019, the Parent Company and FEMI executed a Deed of Assignment whereby FEMI assigns, transfers and conveys unto the Parent

Company the advances in the aggregate amount of Five Hundred Million Pesos (P500,000,000.00) as partial payments of the subscriptions to the new shares to be issued out of the increase in capital stock of the Parent Company.

On August 23, 2023, the Parent Company and FEMI also executed a Deed of Assignment whereby FEMI absolutely and irrevocably assigns, transfers and conveys in favor of the Parent Company all of its rights, title, and interest over the Metro Solar shares, consisting of 250,000 common shares at par value of ₱100 per share, free from all liens and encumbrances of any nature. An independent appraiser determined that Metro Solar has an enterprise value of Three Hundred Fifty-Two Million Pesos (₱352,000,000.00) in its report issued on March 31, 2023. The Parent Company accepted the Metro Solar shares in full payment of the Two Hundred Fifty Million Pesos (₱250,000,000.00) subscription and the excess of One Hundred Two Million Pesos (₱102,000,000.00) shall be booked as a Deposit for Future Stock Subscription of FEMI to the new share issuances of the Parent Company in the future.

On February 1, 2024, the Securities and Exchange Commission approved the increase in the Capital Stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share. The SEC likewise approved the recognition of Five Hundred Million Pesos (₱500,000,000.00) as partial payment of subscription, through offset against of the Parent Company's advances from FEMI, in connection with the increase in authorized capital stock of the Parent Company, from ₱2 billion to ₱5 billion.

On April 8, 2024, the Securities and Exchange Commission issued the Certificate of Approval of Valuation on the shares of stocks of Metro Solar in the amount of Two Hundred Fifty Million Pesos (₱250,000,000.00) which will be applied as payment for the issuance of additional 250,000,000 common shares at par value of ₱1.00 per share, which will come from the unissued portion of the present authorized capital stock of the Parent Company.

The transfer of the MSPSI shares to the Parent Company was completed on August 1, 2024, while the issuance of the 250,000,000 common shares to FEMI was consummated on July 15, 2024.

At the Annual Stockholder's Meeting held on October 12, 2023, the stockholders approved to further increase the authorized capital stock of the Company, from Five Billion Pesos (₱5,000,000,000.00) divided into Five Billion (5,000,000,000) shares with a par value of One Peso (₱1.00) per share to Ten Billion Pesos (₱10,000,000,000) divided into Ten Billion (10,000,000,000) shares with a par value of One Peso (₱1.00) per share. The stockholders also approved the subscription of FEMI, to P1.25 billion, equivalent to 1.25 billion shares at ₱1.00 par value, which subscription is to be partially paid to the extent of ₱312,000,000.00 via offset of Parent Company's debt to FEMI in the amount of ₱186,000,000.00, the assignment of FEMI's deposit for future subscription in the amount of P102,000,000.00 and the amount of ₱24,000,000.00 to be paid in cash.

<u>Expansion of the Company's primary purpose</u>
The Parent Company plans to expand its primary purpose to include investment in business engaged in solar, wind and other renewable energy generation facilities.

On November 20, 2018, the Board authorized the Company to enter into a Memorandum of Agreement with Fil-Estate Management Inc. (FEMI) whereby the Company shall purchase the Two Hundred Forty Nine Thousand Nine Hundred Ninety Five (249,995) shares of common stock of FEMI in Metro Solar

Power Solutions, Inc. (Metro Solar); a stock corporation registered with the Securities and Exchange Commission (the "SEC") with SEC registration No. CS201622607 on September 28, 2016 with principal activity to construct, erect, assemble, commission and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution.

Such shares issued by Metro Solar to FEMI represent 100% percent of the entire issued and outstanding capital stock of Metro Solar. As per agreement with FEMI, the consideration in the value of the Metro Solar shares will be determined based on an appraisal report to be prepared by an independent appraiser acceptable to the Parent Company.

The shares that the Parent Company will issue to FEMI in exchange for the Metro Solar shares will come from the proposed P3 billion (P3,000,000,000.00) increase in authorized capital stock of the Company.

On November 22, 2018, during the annual Stockholders Meeting, the stockholders approved the amendment of the Article Second of the Articles of Incorporation to include in the primary purpose investment in business engaged in solar, wind, and other renewable energy generation facilities. The proposed amendment will allow the Parent Company to expand its investment into business engaged in solar, wind, and other renewable energy generation facilities.

On February 1, 2024, the Securities and Exchange Commission approved said amendment and issued the corresponding Certificate of Amended Articles of Incorporation allowing the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

Assignment of Share in Lease Income Termed "Depot Royalties".
On November 20,2018 the Board approved to earmark/allocate to FEMI its Depot Royalties from the rental income derived from Trinoma Mall for a period of fifteen (15) years commencing January 30, 2020 and ending January 30, 2034 to enable the Company to partially repay the Advances to FEMI to the extent of Three Hundred Million Pesos (P300,000,000.00)

On April 11, 2019, the Board of Directors of the Parent Company passed a Resolution approving the Company's agreement with FEMI that in consideration of FEMI not charging interest on the outstanding obligations of the Company, the Company agreed to partially repay the Advances from FEMI by way of allocating to FEMI dividends and other income from affiliates of the Company in addition to the assignment of Depot Royalties from the rental income derived in TriNoma Mall for a period of fifteen (15) years commencing on January 30, 2020 and ending on January 30, 2034.

Acquisition of Metro Solar Power Solutions Inc. (MSPSI)
In line with the new business directions of the Parent Company to invest in business engaged in solar, wind, and other renewable energy generation facilities, the Parent Company entered into an Agreement with FEMI on November 20, 2018, for the acquisition of FEMI's 100% equity stake in Metro Solar Power Solutions, Inc. (Metro Solar), a power company with an existing 65-megawatt solar farm project in Pililia, Rizal.

MSPSI is a stock corporation registered with the SEC primarily to construct, erect, assemble, commission, and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form for electricity generation and distribution. The shares issued by MSPSI to FEMI represent

100% of its total issued and outstanding capital stock of MSPSI. In accordance with the agreement between FEMI and the Parent Company, the consideration for the MSPSI shares was to be determined based on a third-party appraisal report and mutually agreed upon by both parties.

On March 31, 2023, an independent appraiser valued MSPSI at P352 million. Subsequently, on August 23, 2023, the Parent Company and FEMI executed a Deed of Assignment, whereby FEMI, owning 100% of the total issued and outstanding shares of MSPSI, absolutely and irrevocably assigned, transferred and conveyed in favor of the Parent Company all of the shareholder's rights, title and interest over the shares of MSPSI, consisting of 250,000 common shares at par value of P100 per share, free from all liens and encumbrances of any nature. The Parent Company accepted the MSPSI shares as full payment for FEMI's P250 million subscription to the Parent Company.

This transaction was submitted to the Securities and Exchange Commission (SEC) for Confirmation of Valuation of the MSPSI shares as consideration for FEMI's subscription of the FEMI to the Parent Company. On April 8, 2024, the SEC approved the valuation of 100% of the issued and outstanding MSPSI shares as full payment for FEMI's subscription of 250,000,000 common shares in the Parent Company.

The transfer of the MSPSI shares to the Parent Company was completed on August 1, 2024, while the issuance of the 250,000,000 common shares to FEMI was consummated on July 15, 2024.

The Parent Company incorporated MGHC Royal Holdings Corporation (MGHC Royal) on May 19, 2017. MGHC Royal intends to engaged in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes.

On August 25, 2020, the Parent Company incorporated Metro Renewable Transport Solutions, Inc. (MRTSI). MRTSI intends to engaged in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.

As of December 31, 2024, MGHC Royal, MRTSI and MSPSI have not yet commenced commercial operations.

The Parent Company, and its subsidiaries, MGHC Royal, MRTSI and MSPSI, (the "Group") do not expect to purchase or sell any equipment within the ensuing twelve (12) months.

MSPSI has a long-term lease agreement with a third party for the lease of a 91.31-hectare property in Pililia, Rizal, which will be used as the site of its solar project facilities. The lease agreement will be in effect for 30 years, starting October 16, 2017.

MGHC, the Parent company, currently has twelve (12) employees.

MGHC Royal, MRTSI and MSPSI are not yet in commercial operation as of March 31, 2025. MSPSI has two (2) employees and MRTSI has one (1), while MGHC Royal has no employee as of March 31, 2025. The management of the three companies is currently being undertaken by the executive officers of MGHC.

Cash in bank increased increased by ₱8.0 million, or 640%, in view of the collection of receivables from NTDCC, pertaining to depot royalty income earned in 2024.

Receivables declined by ₱18.9 million, or 27%, on account of collection of receivables from Trinoma/NTDCC, amounting ₱25.1 million. This was partially offset by the ₱5.8 million accrual of depot royalty income earned during the first quarter of 2025.

Other current assets increased by ₱1.9 million, or 38%, mainly due to increase in Input VAT receivables.

Financial assets at fair value increased by ₱271 thousand due to upward adjustment in the market value of quoted equity shares.

Investments in associates increased by by ₱11.6 million, or 58%, representing the Group's 15.8% share in MRT Devco's net income of ₱74 million for the period.

Property, plant and equipment increased by ₱0.39 million or 1% due to construction costs incurred during the period on solar power project.

Right-of-use asset decreased by ₱2.9 million or 1% primarily due to amortization. This asset is related to the Parent Company's acquisition and control of Metro Solar.

Due to a stockholder decreased by ₱14.3 million or 5% following cash payments made by the Group to FEMI.

The Group's Stockholders Equity increased by 0.20% or ₱6.8 million, is mainly due to the Group's net income of ₱6.6 million realized during the first quarter of 2025.

There are no material events, trends, commitments or uncertainties known to management that would address the past and would have an impact on the liquidity and on future operation of the company in general.

There are no any material commitments for capital expenditures, nor any events that will trigger direct or contingent financial obligation that is material to the company.

No material off-balance sheet transactions, arrangements, obligations and other relationships with unconsolidated entities or other persons created during this 1st quarter period.

FINANCIAL RISK DISCLOSURE

The significant judgments made in classifying a particular financial instrument in the fair value hierarchy.

- ***Fair value of financial instruments***
  Where the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active

markets, these are determined using internal valuation techniques using generally accepted market valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. These judgments may include considerations of liquidity. Due to the short-term nature of transactions, the fair value of cash in banks, accrued expenses and other current liabilities and due to a stockholder approximate the carrying values as at reporting date. Quoted equity securities are recorded at fair value. Fair value of unquoted equity securities for which no reliable basis for fair value measurement is available are carried at cost, less any accumulated impairment loss.

Fair Value Hierarchy

The Parent Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

The quoted equity securities whose fair values are determined using quoted prices in active markets (Level 1) amounted to ₱2.8 million as at March 31, 2025 and ₱2.5 million as at December 31, 2024.

As at March 31, 2025 and December 31, 2024, the Parent Company does not have any financial assets and financial liabilities carried at fair value that are classified under Level 2 and 3.

On March 31, 2025 and December 31, 2024, there are no transfers among the fair value hierarchies.

A comparison of the fair values as of the date of the recent interim financial report and as of the date of the preceding interim period, and the amount of gain/loss recognized for each of the said periods, as follows:

Quoted Equity Securities

The changes in market value of quoted equity securities that were presented as "Change in fair value of available-for-sale financial assets" in other comprehensive income amounted to ₱271 thousand gain in March 2025 and ₱449 thousand gain in December 2024.

Movement in AFS financial assets consists of:

	March 2025	December 2024
Acquisition cost	₱2,565,582	₱2,565,582
Cumulative change in fair value:		
Balance at beginning of year	(23,527)	(473,162)
Changes in fair value during the quarter/year	271,179	449,635
Balance at end of year	247,652	(23,527)
	₱2,813,233	₱2,542,055

The criteria used to determine whether the market for a financial instrument is active or inactive, as defined under PAS 39 – Financial instruments.

(1) Determination of Fair Value of Financial Assets not Quoted in an Active Market. The Group classifies financial asset valuating, among others, whether the asset is quoted or not in an active market. Included in the evaluation on whether a financial asset is quoted in an active market is the determination on whether quoted prices are readily and regularly available, and whether those prices represent actual and regularly occurring market transactions on an arms' length basis.

(2) The fair values of the Parent Company's investments in MRTHI and MRTHII cannot be reasonably determines as the shares are unquoted nor were there any expected future cash flows in view of the sale of future distributions entered into by the participated shareholders of MRTHI and MRTHII with TBS Kappitel Corporation Pte Ltd (TBS Kappitel) and that the investments, pursuant to the option agreement with FEMI will be used to settle the Parent Company's liability to FEMI**.** The carrying amount of unquoted investments amounted to ₱3.058 billion as at March 31, 2025 and December 31, 2024.

PART II – OTHER INFORMATION

1) Reports on SEC Form 17-C

There was no 17-C submitted during the First Quarter ending March 31, 2025.

Table A

Financial Ratios	Formula	1st Quarter 2025	1st Quarter 2024
a) Current Ratio	Total Current Assets / Total Current Liabilities	0.16	0.16
b) Solvency Ratio	Net Profit after Tax (or NPAT) + Depreciation and amortization / Total Liabilities	0.02	n/a
c) Debt-to-Equity Ratio	Total Debt / Total Stockholders' Equity	0.27	0.27
d) Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	1.27	1.27
e) Net Profit margin	NPAT / Net Revenues	0.32	n/a
f) Return on asset	NPAT	0.002	n/a

	Average Total Asset		
g) Return on Equity	NPAT / Average Total Stockholders' Equity	0.002	n/a

SIGNATURES

Pursuant to the requirements of the Revised Securities Act, the registrants has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized

Registrant: Metro Global Holdings Corporation

Signature and Title ______________________
Atty. Ferdinand T. Santos
President/Chief Risk Officer

Date : May 9, 2025

Principal Financial/Accounting Officer/Controller:

Signature and Title ______________________
Ramon G. Jimenez
Chief Finance Officer and Alternate Corporate Information Officer

ANNEX B

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

9 1 4 2

COMPANY NAME

M E T R O   G L O B A L   H O L D I N G S

C O R P O R A T I O N   (F O R M E R L Y

F I L   E S T A T E   C O R P O R A T I O N)

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

M E Z Z A N I N E   F L O O R ,

R E N A I S S A N C E   T O W E R,

M E R A L C O   A V E N U E , P A S I G   C I T Y

Form Type	Department requiring the report	Secondary License Type, If Applicable
1 7 A	M S R D	Not applicable

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number/s	Mobile Number
info@metroglobalholdings.com	8633-6205	Not applicable

No. of Stockholders	Annual Meeting Month/Day	Fiscal Year Month/Day
1912	4th Thursday of July	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Ramon G. Jimenez	rgj@metroglobalholdings.com	8633-6205	Not applicable

CONTACT PERSON's ADDRESS

Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City

Note 1: In case of death, resgination 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.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION AND SECTION 141 OF THE CORPORATE CODE OF THE PHILIPPINES

1. For the fiscal year ended **December 31, 2023**

2. SEC Identification Number **9142**

3. BIR Tax Identification No. **000-194-408-000**

4. Exact name of registrant as specified initials charter **METRO GLOBAL HOLDINGS CORPORATION**

5. **Pasig City, Philippines**
   Province, Country or other jurisdiction of Incorporation or organization

6. (SEC Use Only)
   Industry Classification Code

6. **Mezzanine Floor Renaissance Tower Meralco Ave., Ugong, Pasig City** — **1604**
   Address of Principal Office — Postal Code

8. **(632) 8633-6248**
   Issuer's Telephone Number, including area code

9. **FIL-ESTATE CORPORATION**
   Former name, former address, and former fiscal year, if changed since last report

10. Securities registered pursuant to Section 8 n 12 of the SRC, or Sec 4 n 8 of the RSA

Title of Each Class	Number of Shares of common Stock Outstanding and Amount of Debt Outstanding
Common Stock – P1 par value	**2,000,000,000** (out of the total shares)

11. Are any or all these securities listed on the Philippine Stock Exchange
    Yes [X] No [ ]

12. Check whatever the registrant:

    (a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder of Section 11 of the RSA and SRA Rule 11 (1a)-1 thereunder and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such report).

    Yes [X] No [ ]

    (b) has been subject to such filing requirements for the past 90 days.
    Yes [ ] No [ ]

13. Aggregate market value of the voting stock held by non-affiliates:
    ₱240,559,298.00@ ₱1.00/share as of December 31, 2023

14. Document incorporated by reference: **2023 Audited Financial Statements**

METRO GLOBAL HOLDINGS CORPORATION

TABLE OF CONTENTS
SEC FORM 17-A

Item 1. Business

Business Development

Metro Global Holdings Corporation (the Parent Company), formerly Fil-Estate Corporation, was incorporated on September 17, 1954 originally as San Jose Oil, Incorporated. The original and primary purpose of the corporation was to prospect for and market oil, natural gas and other minerals and, secondarily, to invest in non-mining corporations or other enterprises. The Company was listed in the Philippine Stock Exchange (PSE) on May 4, 1964.

In July 1996, the Board of Directors (BOD) and the stockholders of the Parent Company approved (a) the change in the company's primary purpose from oil exploration to that of a holding company authorized to engage in property and infrastructure development and the relegation of its erstwhile primary purpose to one of the company's secondary purposes, (b) the increase in the company's authorized capital stock from ₱300.0 million, divided into 30.0 billion shares with a par value of ₱0.01 per share, to ₱2 billion, divided into 2 billion shares with a par value of ₱1.00 per share and (c) the declassification of Classes A and B common shares to a single class of common shares.

On January 22, 1998, The Securities and Exchange Commission ('SEC') approved the change in corporate name of San Jose Oil, Incorporated to Fil-Estate Corporation, accompanied by a shift in the primary purpose to that of a holding company engaged in property and infrastructure development, the declassification of Classes A and B common shares to a single class of common shares, and the change in par value of its shares from P0.01 in 1997 to P1.00 in 1998.

On December 11, 2000, the SEC approved the Parent Company's increase in authorized capital stock from 300.0 million shares to two (2) billion shares. Fil-Estate Management, Inc. (FEMI) subscribed to 700 million shares in exchange for the assignment of its interests in the Metro Rail Transit Holdings, Inc. (MRTHI) and Metro Rail Transit Corp., Limited (MRTCL).

On September 9, 2004, the SEC approved the extension of the Parent Company's term of existence for another fifty (50) years.

The Parent Company's key investment is in the form of equity interest in MRTHI and Metro Rail Transit Holdings II, Inc. (MRTHII). The combined investment in these holding companies represents approximately twenty nine percent (29%) interest in the Metro Rail Transit systems ('EDSA MRT systems'). The Phase I of the MRT project (LRTS Phase I) began full operations on July 15, 2000 and involved thirteen (13) stations from the North Triangle to Taft Avenue.

The Parent Company has a 28.47% equity interest in Monumento Rail Transit Corporation (Monumento Rail), which, as a result, allows participation in the train system extension (e.g., the Makati Loop and Airport Link) and additional train/vehicle procurements in the event the Philippine government awards the project to MRTC.

On December 17, 2014, by virtue of the Redemption and Deed of Assignment between Monumento Rail and the Parent Company, the Parent Company became a successor-in-interest of Monumento Rail to the extent of 28.47% of 5% of the Depot Income relative to the improvements and leased areas of the 16-hectare, more or less, North Triangle Depot. As successor-in-interest, the Parent Company is entitled to receive 28.47% of royalties corresponding to 5% of the gross receipts of the rental income from 8.3 ha commercial center and 5% of the gross proceeds of sale or leases on improvements constructed on the lot pads less management fees and general and administrative expenses.

On May 19, 2017, the Parent Company incorporated MGHC Royal Holdings Corporation (MGHC Royal). MGHC Royal was organized and established as a domestic corporation to engage in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes. The Parent Company owns 99% of MGHC Royal.

On November 22, 2018, at the Annual Stockholder's Meeting of the Parent Company, the stockholders representing 2/3 of the outstanding capital stock of the Parent Company, approved the Increase in the Capital Stock of the Parent Company from P2 billion to P5 billion, with Fil-Estate Management, Inc. subscribing to the said increase to the extent of P750,000,000.00.

Likewise, during the 2018 Annual Stockholder's Meeting, the stockholders representing 2/3 of the outstanding capital stock of the Parent Company, approved the amendment of its Articles of Incorporation to allow the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

In line with the new business directions the Parent Company intends to pursue, the Parent Company has entered into a Memorandum of Agreement on November 22, 2018 with its parent company, Fil-Estate Management, Inc. (FEMI's), for the acquisition by the Parent Company of FEMI's 100% equity stake in Metro Solar Power Solutions, Inc. (MSPSI), a power company with an existing 65-megawatt solar farm project in Pililia, Rizal. The stockholders of the Parent Company likewise have approved this transaction during the Annual Meeting of November 22, 2018, subject to mutually acceptable valuation of the project to be determined by an independent appraiser.

On December 20, 2018, the Parent Company acquired the 15.79% equity interest of Fil-Estate Properties, Inc. in MRT Development Corporation (MRTDC).

On August 25, 2020, the Parent Company incorporated Metro Renewable Transport Solutions, Inc. (MRTSI). MRTSI was organized and established as a domestic corporation to engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.

MRTSI is intended to be the special purpose vehicle company to undertake the new public transport system projects of the Group that offers access to multiple transport options using one interface that includes monorail, trolleybus, electric bus and similar electricity-fed transport. The first of these kind of projects is already the subject of an ongoing Feasibility Study in Baguio City under a Memorandum of Understanding (MOU) with the City of Baguio signed last September 3, 2020 concerning the development of an Intelligent Transport System as a Sustainable Long-Term Strategy to Urban Mass Transport Management for Baguio City by Easing Traffic Congestion, Improving Traffic Management for Baguio City, Minimizing Environmental Impact and Increasing Benefits of Transportation to the Public in General. The Company owns 100% of MRTSI.

Since 2007, the Parent Company has voluntarily suspended the trading of its securities to allow the Company to re-align its business and explore new strategic directions.

On February 1, 2024, the Securities and Exchange Commission approved the increase in the Authorized Capital Stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with a par value of P1 per share.

Likewise, on February 1, 2024, the Securities and Exchange Commission approved the amendment of its Articles of Incorporation to allow the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

Change of Principal Place of Business

On December 6, 2019, at the Annual Stockholder's Meeting, the stockholders approved the amendment of the Third Article of the Articles of Incorporation to indicate the new location in another city of the MGHC's principal place of business with details of the specific complete address from Mandaluyong, Metro Manila to Mezzanine Floor, Renaissance Towers, Meralco Avenue, Pasig City, Metro Manila. After the approval of the amendment, Article Third shall read as follows:

"That the place where the principal office of the Corporation is to be established or located is at MEZZANINE FLOOR, RENAISSANCE TOWERS, MERALCO AVENUE, PASIG CITY, METRO MANILA (As Amended on December 6, 2019)"

The above amendment was necessitated by Memorandum Circular No. 16, Series of 2014 issued by the Securities and Exchange Commission (SEC) which directs corporations to file an Amended Articles of Incorporation to indicate its new location to another city or municipality. Likewise, SEC's Memorandum Circular No. 6, Series of 2014, directs all existing corporations whose Articles of Incorporation still indicate only a general address, such as a city, town or municipality, or "Metro Manila", to file an amended Articles of Incorporation in order to specify their complete address, such that, if feasible, it has a street number, street name, barangay, city or municipality, and if applicable, the name of the building, the number of the building, and name or number of the room or unit.

The amendments in Third Article of the Articles of Incorporation are intended for compliance to the above-mentioned Memorandum Circulars of the SEC by indicating in the proposed amendments the new location to another city of the Company (from Mandaluyong to Pasig City), and to indicate the specific complete address of the Company in its new location in Pasig City, that is, Mezzanine Floor, Renaissance Towers, Meralco Avenue, Pasig City, Metro Manila.

As at December 31, 2023, the amendment has not yet been approved by the Securities and Exchange Commission.

Corporate Name Change

On March 18, 2014, the BOD approved the amendment of the Articles of Incorporation and By-laws of the Parent Company, a major provision of which was the change in its corporate name from Fil-Estate Corporation to Metro Global Holdings Corporation. The amendments were intended to identify the group of companies under the "METRO GROUP" and establish the affiliation of the Parent Company with its affiliate infrastructure companies which likewise had the word "Metro" in their corporate names.

The foregoing amendments were approved by the Securities and Exchange Commission on May 14, 2014.

<u>Equity Infusion</u>. On March 19, 2007, the Parent Company accepted FEMI's proposal to infuse its 30% equity ownership in Camp John Hay Development Corporation (CJHDEVCO) in exchange for up to 450.0 million shares of the Parent Company at ₱1.00 par value, subject to approval by the SEC.

On September 11, 2007, the Parent Company signed a Deed of Assignment whereby the 30% equity ownership of FEMI in CJHDEVCO was transferred to the Parent Company in exchange for 450.0 million shares at ₱1.00 par value subject to the approval of the Bases Conversion Development Authority (BCDA). The Deed of Assignment by FEMI of its equity interest in CJHDEVCO in favor of the Parent Company was signed in 2007 in conjunction with CJHDEVCO's then active discussions with certain property developers and Business Process Outsourcing (BPO) operators who intended to invest in the CJHDEVCO area. The expansion of the CJHDEVCO tourism and leisure complex in the northern resort destination of Baguio City involved approximately 19 hectares of new development out of the total 247-hectare former rest-and-recreation facility of the United States military. It was further expected that the profitability of CJHDEVCO would be boosted by such investments and in turn, would positively affect the financial performance of the Company.

On July 1, 2008, the BCDA consented to the transfer made by FEMI of its 30.0% equity interest in CJH in exchange for new shares of stocks in the Parent Company.

On April 23, 2009, the Parent Company and FEMI (the parties) executed an Amendment to the Deed of Assignment which (a) amended the number of shares to be transferred to 1.5 million shares still representing 30.0% equity interest in CJHDEVCO, and (b) extended the date of closing of the transaction June 30, 2010, or any date agreed upon by the parties in writing, in order to allow the parties to fully comply with the conditions precedent to closing as set forth in the Deed of Assignment, particularly as it related to the required consent of the SEC.

On January 9, 2012, CJHDEVCO rescinded the Restructured Memorandum of Agreement it had entered into with the BCDA on July 1, 2008 due to the BCDA's continuing inability to make good on its one-stop shop 30-day permit issuance guaranty. CJHDEVCO subsequently filed a directly related case against the BCDA for arbitration with the Philippine Dispute Resolution Center, Inc. (PDRCI).

On March 14, 2012, the House of Representatives passed a resolution creating a technical working group aimed at assisting CJHDEVCO and the BCDA in amicably resolving the dispute.

On April 12, 2012, the BOD approved the deferment of the assignment, transfer and conveyance in favor of the Parent Company, of FEMI'S 30.0% equity in CJHDEVCO until the resolution of the dispute between CJHDEVCO and the BCDA.

On February 11, 2015, the PDRCI handed down its decision on the arbitration case filed by CJHDEVCO against the BCDA. The decision stated that the Original Lease Agreement (OLA), and the subsequent Memorandums of Agreement entered into by CJHDEVCO and the BCDA, was rescinded due to mutual breach by the parties. The PDRCI, in its decision, (a) directed the BCDA to return to CJHDEVCO the total amount of rent CJHDEVCO had paid amounting to P1,421,096,052; and (b) ordered CJHDEVCO to vacate the leased premises and promptly deliver the leased property to the BCDA upon full payment by the BCDA to CJHDEVCO of the aforementioned rental amount. The decision also concluded that CJHDEVCO was not liable for any unpaid back rent as had been claimed by the BCDA.

On March 6, 2015, CJHDEVCO filed for a confirmation of judgment with the Regional Trial Court of Baguio City (Court). On March 27, 2015, the Court issued an order of confirmation of The Final Award.

In view of the PDRCI decision, the BOD approved to cancel the implementation of the transfer by FEMI of its 30.0% equity in CJHDEVCO in exchange for equity shares in the Parent Company. The cancellation was also in line with the Company's plan to focus on its core business of infrastructure development.

Conversion of Liabilities to Equity. On January 28, 2008, the BOD approved the conversion of a portion of the liabilities to FEMI amounting to about ₱400.0 million into equity shares of the Parent Company at a par value of ₱1.00 per share. In view of the increase in the balance of liabilities to FEMI, the amount to be converted into equity was increased to ₱600.0 million as approved by the BOD on April 18, 2011. The liability amount for conversion was further increased to ₱800.0 million and subsequently approved by the BOD on April 12, 2012.

On December 16, 2013, the SEC approved the conversion of a portion of the liabilities of the Company to FEMI amounting to ₱800.0 million into equity shares in the Company, equivalent to 800.0 million shares with a par value of ₱1.00 per share.

On May 6, 2014, the BOD approved the request of FEMI to increase its shareholdings and further reduce its receivables from the Parent Company through the conversion into equity of a portion of its receivables amounting to ₱200.15 million, equivalent to 200,150,000 shares at ₱1.00 per share par value.

On September 4, 2014, the SEC approved the conversion of a portion of the Parent Company's liabilities to FEMI amounting to ₱200.15 million, into equity shares equivalent to 200,150,000 shares at ₱1.00 par value.

On October 10, 2019, the Parent Company and FEMI executed a Deed of Assignment whereby FEMI assigns, transfers and conveys unto the Parent Company the advances in the aggregate amount of Five Hundred Million Pesos ((₱500,000,000.00) as partial payments of the subscriptions to the new shares to be issued out of the increase in capital stock of the Parent Company.

Infusion of Certain Properties. On April 12, 2012, the Parent Company accepted the infusion by FEMI of certain properties of Mt. Zion Memorial, Inc. (MZMI) worth ₱500.0 million in shares of the Parent Company at ₱1.00 par value. MZMI is wholly-owned subsidiary of FEMI engaged in the development of Class A memorial parks. Organized in 1999, by 2012, MZMI had twelve (12) memorial parks nationwide with a total combined saleable memorial lots aggregating to 50 hectares, with an estimated concurrent value of ₱2,500.0 million. A significant amount of annual income was expected to be generated from this infusion.

Consistent with the direction of the Parent Company to focus on its core business of infrastructure development, the BOD approved to cancel the implementation of the proposed plan of FEMI to assign properties of Mt. Zion Memorial Inc. (MZMI), worth P500 million, in exchange for 500,000,000 shares of the Company at ₱1.00 per share.

Cooperation Agreement. On November 12, 2010, the Parent Company, Fil-Estate Properties, Inc. (FEPI) and FEMI (collectively termed as the 'Fil-Estate Companies') entered into a Cooperation Agreement with Metro Pacific Investment Corporation (MPIC) relating to the Fil-Estate Companies' rights and interests in the MRT Companies. The cooperation has the following objectives: (i) explore solutions that will enable the expansion of the MRT 3 system through financially and legally viable means, and (ii) to transfer the interests of the Fil-Estate Companies in the MRT Companies, subject to obtaining the necessary consents from the relevant parties. Under the Cooperation Agreement, the Fil-Estate Companies appoint MPIC as its attorney-in-fact in connection with the exercise of the rights and interests of the Fil-Estate Companies in the MRT Companies. MPIC and Fil-Estate Companies are still in the process of discussing possible scenarios on how to implement the transactions contemplated by the parties when they entered into the Cooperation Agreement. The completion and consummation of the transaction contemplated by the parties is subject to certain conditions, which as at December 31, 2021 has not yet occurred.

Redemption of Redeemable Preferred Shares in Monumento Rail. On August 22, 2006, the Board of Directors of Monumento Rail Transit Corporation (Monumento Rail) approved the redemption of the redeemable preferred shares it issued to its shareholders giving the latter a redemption privilege by assigning the former's right to receive Depot Royalties ("Depot Royalty Rights" with respect to improvements constructed on the 16-hectare Depot located at North Triangle, EDSA and rental income from the commercial center known as Trinoma Mall in the Depot pro-rata to the percentage of shareholdings held by each shareholder. On December 17, 2014, Monumento Rail and the Parent Company executed the Redemption and Deed of Assignment whereby for and in consideration of the cancellation of the redeemable preferred shares issued by Monumento Rail to the Parent Company and certain trustees of the Parent Company, Monumento Rail assigned to the Parent Company a pro-rata interest of Monumento Rail's Depot Royalty Rights to the extent of an aggregate of 28.47%.

The cost of the Parent Company's 18,029,417 redeemable preferred shares amounts to ₱901,471 based on par value of P.05 per share which is the price per share at the time of redemption. In accordance with the Articles of Incorporation of Monumento Rail, the holder of the redeemable preferred shares is given the privilege of a right to receive Depot Royalty pro-rata to the percentage of shareholdings of redeemable shares held by each shareholder of record thereof as at August 22, 2006.

As a result of the redemption, the Parent Company recognized a Depot royalty right intangible asset amounting to ₱901,471 which is equivalent to the value of the Parent Company's investment in the redeemable preferred shares of Monumento Rail consisting of 18,029,417 shares. The intangible asset was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of development rights as provided for in the Redemption and Deed of Assignment.

As at December 31, 2023, 2022 and 2021, the Parent Company recognized its share in lease rental income from the Trinoma Mall, classified as depot royalty income in the financial statements, of ₱44,664,516, ₱19,546,766 and ₱7,887,684, respectively. This represents the 28.47% in the 5% of the lease rental income of Trinoma Mall in those years, which were collected in subsequent years.

Settlement Agreement. On December 17, 2014, the Parent Company, together with all the shareholders of Monumento Rail Transit Corp., entered into a Settlement

Agreement with Metro Rail Transit Development Corporation (MRTDC) and companies who are parties to a Vested Rights Agreement dated May 22, 1995, whereby MRTDC agreed to assign to parties of the Vested Rights Agreement the development rights to specific developable areas of the 16-hectare Depot in North Triangle corner EDSA, North Avenue and Mindanao Avenue. The assignment of development rights, however, are conditioned on the assumption of the assignees of the obligation to pay the Depot Royalty arising from the development of assigned specific developable areas in the Depot to Monumento Rail Transit Corp. (Monumento Rail) or its successors-in-interest in accordance with the Deed of Assignment of Development Rights of June 16, 1995 between Metro Rail Transit Corp. Ltd. (MRTCL) and MRTDC and the Assignment and Assumption Agreement of December 18, 2000 between MRTCL and Monumento Rail.

The Parent Company became a successor-in-interest of Monumento Rail to the extent of 28.47% of Depot Royalties corresponding to 5% of the gross receipts of the rental income and 5% of the gross proceeds of sale or leases of improvements from the exercise by specific assignees of the development rights in specific developable areas of the Depot by virtue of the Settlement Agreement and the December 17, 2014 Deed of Assignment between Monumento Rail and the Parent Company.

Proposal to Department of Transportation and Communications (DOTC). On December 19, 2014, the Parent Company presented to the Department of Transportation and Communication (DOTC) its proposal for a Fast-Track Rehabilitation of the MRT-3 system as a substantial shareholder of Metro Rail Transit Holdings II, owner of Metro Rail Transit Corporation (MRTC) which in turn owns the MRT-3 System. The proposal, included among others, the total rehabilitation of the MRT-3 rail system and of the existing 73 rail cars, and the acquisition of new rail cars, at no cost to the government. Subsequently, MRTC adopted the proposal and submitted the same to DOTC and the Office of the President.

As at December 31, 2023, the foregoing proposals remain pending with the Office of the President.

Proposed Increase in Authorized Capital Stock. The Parent Company plans to increase its authorized capital stock to 5,000,000,000 shares at ₱1.00 per share, from 2,000,000,000 shares at ₱1.00 per share. The initial plan in increase of its authorized Capital stock to 3,000,000,000 shares at ₱1.00 per share, from 2,000,000,000 shares at ₱1.00 per share has been superseded by the approval by the Board of Directors on September 24, 2018.

FEMI agrees to subscribe to 25% of the planned increase in capitalization, or 750,000,000 shares at P1.00 per share. Out of the said subscription, Five Hundred Million Pesos (₱500,000,000.00) corresponding to Five Hundred Million (500,000,000) common shares at ₱1.00 per share will be fully paid through the conversion into equity of portion of FEMI's advances to the Parent Company.

At the Annual Stockholder's Meeting held on November 22, 2018, the stockholders approved the increase in authorized capital stock from Two Billion Pesos (₱2,000,000,000.00) divided into Two Billion (2,000,000,000) shares with a par value of One Peso (₱1.00) per share to Five Billion Pesos (₱5,000,000,000) divided into Five Billion (5,000,000,000) shares with a par value of One Peso (₱1.00) per share and the corresponding amendments to Article Seventh of the Amended Articles of Incorporation of the Parent Company. The stockholders also approved the subscription of FEMI to Seven Hundred Fifty Million (750,000,000) common shares of the Parent Company at par value of ₱1.00 per share with part of subscription price to the extent of Five Hundred Million Pesos (₱500,000,000.00) to be offset against the Parent Company's advances from FEMI. The subscription for 250,000,000 common shares at ₱1.00 per share or subscription price of ₱250,000,000.00 is intended to be paid fully or partially via assignment to the Parent Company of shares of FEMI in Metro Solar Power Solutions, Inc. (MSPSI).

On October 10, 2019, the Parent Company and FEMI executed a Deed of Assignment whereby FEMI assigns, transfers and conveys unto the Parent Company the advances in the aggregate amount of Five Hundred Million Pesos (₱500,000,000.00) as partial payments of the subscriptions to the new shares to be issued out of the increase in capital stock of the Parent Company.

On August 23, 2023, the Parent Company and FEMI also executed a Deed of Assignment whereby FEMI absolutely and irrevocably assigns, transfers and conveys in favor of the Parent Company all of its rights, title, and interest over the Metro Solar shares, consisting of 250,000 common shares at par value of ₱100 per share, free from all liens and encumbrances of any nature. An independent appraiser determined that Metro Solar has an enterprise value of Three Hundred Fifty-Two Million Pesos (₱352,000,000.00) in its report issued on March 31, 2023. The Parent Company accepted the Metro Solar shares in full payment of the Two Hundred Fifty Million Pesos (₱250,000,000.00) subscription and the excess of One Hundred Two Million Pesos (₱102,000,000.00) shall be booked as a Deposit for Future Stock Subscription of FEMI to the new share issuances of the Parent Company in the future.

At the Annual Stockholder's Meeting held on October 12, 2023, the stockholders approved to further increase the authorized capital stock of the Company, from Five Billion Pesos (₱5,000,000,000.00) divided into Five Billion (5,000,000,000) shares with a par value of One Peso (₱1.00) per share to Ten Billion Pesos (₱10,000,000,000) divided into Ten Billion (10,000,000,000) shares with a par value of One Peso (₱1.00) per share. The stockholders also approved the subscription of FEMI, to P1.25 billion, equivalent to 1.25 billion shares at P1.00 par value, which subscription is to be partially paid to the extent of P312,000,000.00 via offset of Parent Company's debt to FEMI in the amount of P186,000,000.00, the assignment of FEMI's deposit for future subscription in the amount of P102,000,000.00 and the amount of P24,000,000.00 to be paid in cash.

Subsequently on February 1, 2024, the Securities and Exchange Commission approved the increase in the Capital Stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share.

Also on April 8, 2024, the Securities and Exchange Commission issued the Certificate of Approval of Valuation on the shares of stocks of Metro Solar in the amount of Two Hundred Fifty Million Pesos (₱250,000,000.00) which will be applied as payment for the issuance of additional 250,000,000 common shares at par value of ₱1.00 per share, which will come from the unissued portion of the present authorized capital stock of the Parent Company.

Expansion of the Company's Primary Purpose. The Parent Company plans to expand its primary purpose to include investment in business engaged in solar, wind and other renewable energy generation facilities.

On November 20, 2018, the Board authorized the Parent Company to enter into a Memorandum of Agreement with Fil-Estate Management Inc. (FEMI) whereby the Parent Company shall purchase the Two Hundred Forty Nine Thousand Nine Hundred Ninety Five (249,995) shares of common stock of FEMI in Metro Solar Power Solutions, Inc. (Metro Solar); a stock corporation registered with the Securities and Exchange Commission (the "SEC") with SEC registration No. CS201622607 on September 28, 2016 with principal activity to construct, erect, assemble, commission and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution.

Such shares issued by Metro Solar to FEMI represent 100% of the entire issued and outstanding capital stock of Metro Solar. As per agreement with FEMI, the consideration in the value of the Metro Solar shares will be determined based on an appraisal report to be prepared by an independent appraiser acceptable to the Parent Company.

The shares that the Parent Company will issue to FEMI in exchange for the Metro Solar shares will come from the ₱3 billion (₱3,000,000,000.00) increase in authorized capital stock of the Parent Company.

On November 22, 2018, during the annual Stockholders Meeting, the stockholders approved the amendment of the Article Second of the Articles of Incorporation to include in the primary purpose investment in business engaged in solar, wind, and other renewable energy generation facilities. The proposed amendment will allow the Parent Company to expand its investment into business engaged in solar, wind, and other renewable energy generation facilities.

On February 1, 2024, the Securities and Exchange Commission approved said amendment and issued the corresponding Certificate of Amended Articles of Incorporation allowing the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

Assignment of Share in Lease Income Termed "Depot Royalties". On November 20, 2018 the Board approved to earmark/allocate to FEMI its Depot Royalties from the rental income derived from Trinoma Mall for a period of fifteen (15) years commencing January 30, 2020 and ending January 30, 2034 to enable the Parent

Company to partially repay the Advances to FEMI to the extent of Three Hundred Million Pesos (₱300,000,000.00).

On April 11, 2019, the Board of Directors of the Parent Company passed a Resolution approving the Parent Company's agreement with FEMI that in consideration of FEMI not charging interest on the outstanding obligations of the Parent Company, the Parent Company agreed to partially repay the Advances from FEMI by way of allocating to FEMI dividends and other income from affiliates of the Parent Company in addition to the assignment of Depot Royalties from the rental income derived in Trinoma Mall for a period of fifteen (15) years commencing on January 30, 2020 and ending on January 30, 2034.

Business of Issuer

The business activities of Metro Global Holdings Corporation (the Parent Company) arise from its investments in the equity of the entities mentioned in the preceding. Hence, the Parent Company has no principal products or services, nor does it derive revenues or sales from any products or services. No part of the Parent Company's revenues or income over the last three years has been derived from any foreign sales. Corollary, the Parent Company has no requirement for any distribution methods that would otherwise be needed for any products or services. Since the Parent Company's inception, it has had not publicly-announced new product or services.

There is no competition with respect to other train services. Instead, the MRT project complements other train systems and various public transportation modes available in Metro Manila such as buses, taxis and FXs. Passengers along EDSA have a choice between riding the MRT system and using the described alternatives.

Not being engaged in the manufacturing of any product, the Parent Company does not require any raw materials, energy or other items from suppliers for conducting its business.

The MRT system is dependent on public ridership and not on a single or a few customers. Current ridership is approximately 300,000 people per day. The Government, through the Department of Transportation (DOTR) is responsible for the collection of fares and for the day-to-day operations of the system. The owner of the system, MRTC, on the other hand is assured of a scheduled rental payment over the life of the Build Lease Transfer (BLT) agreement with DOTC.

The Parent Company is 87.88% owned by FEMI. The Parent Company obtains its financial support from FEMI as and when it is needed.

The Parent Company's business does not require any patents, trademarks, copyrights, licenses, franchises, concessions or royalty agreements. Instead, the Company has substantial investment in corporations (e.g., the MRTC) that have concession agreements with the government, specifically agreements with the DOTC under the Build Operate and Transfer Law ('BOT Law'). Under the BLT Agreement with DOTC, the MRTC designed, financed, built, completed and leased a light rail transit system

(LRTS) operating from North Avenue to Taft Avenue, connecting approximately 16.8 kilometers with 13 stations. The MRTC completed the said LRTS in June 2000. As provided under the BLT Agreement, upon completion of the LRTS, the DOTC operates the same and pays MRTC guaranteed rental fees for a period of twenty-five (25) years from date of completion (until 2025). The rental fees are used to pay debt to foreign funders, and equity rental payments to stockholders of MRTC to guarantee a fifteen percent (15%) net economic return.

The investment of the Parent Company in the EDSA MRT system does not require further approvals from the Philippine Government. The MRT system in EDSA has fully complied and continues to comply with the governmental requirements directly related to the project.

The Parent Company has not been the subject of any bankruptcy, receivership or any other similar proceedings for the last three (3) years. There has likewise been no material reclassification, merger, consolidation, purchase or sale of a significant amount of assets not in the ordinary course of business finalized within the same period.

In line with the new business directions of the Parent Company to invest in business engaged in solar, wind, and other renewable energy generation facilities, the Parent Company entered into an Agreement with FEMI on November 20, 2018, for the acquisition of FEMI's 100% equity stake in Metro Solar Power Solutions, Inc. (MSPSI), a power company with an existing 65-megawatt solar farm project in Pililia, Rizal.

MSPSI is a stock corporation registered with the SEC primarily to construct, erect, assemble, commission, and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form for electricity generation and distribution. Such shares issued by MSPSI to FEMI represent 100% of the entire issued and outstanding capital stock of MSPSI. As per agreement with FEMI, the consideration for MSPSI shares will be determined based on an appraisal report by a third-party and mutually agreed by FEMI and the Parent Company.

On March 31, 2023, an independent appraiser valued MSPSI at P352 million. Subsequently, on August 23, 2023, the Parent Company and FEMI entered into a Deed of Assignment whereby FEMI, owning 100% of the total issued and outstanding shares of MSPSI, absolutely and irrevocably assigned, transferred and conveyed in favor of the Parent Company all of the shareholder's rights, title and interest over the shares of MSPSI, consisting of 250,000 common shares at par value of P100 per share, free from all liens and encumbrances of any nature. The Parent Company accepted the MSPSI shares in full payment of the P250 million subscription made by FEMI. This transaction was submitted to the Securities and Exchange Commission (SEC) for Confirmation of Valuation on the value of 100% of the issued and outstanding MSPSI shares in payment for the subscription of the FEMI to 250,000,000 common shares of the Parent Company. The SEC issued its approval on the valuation of the 100% issued and outstanding MSPSI shares as payment for the 250,000,000 common shares of the Parent Company on 8 April 2024. The Parent Company is now in process of transferring the MSPSI shares in the name of the Parent Company to complete the acquisition by the Parent Company of the MSPSI.

The Parent Company incorporated MGHC Royal Holdings Corporation (MGHC Royal) on May 19, 2017. MGHC Royal intends to engaged in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes.

On August 25, 2020, the Parent Company incorporated Metro Renewable Transport Solutions, Inc. (MRTSI). MRTSI intends to engaged in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.

MGHC Royal, MRTSI and MSPSI were not yet in commercial operation as at December 31, 2023.

Effects of existing or probable regulations on the business

The business of the Parent Company is to hold its investments in the securities of other corporations. Hence, its income is derived from dividends from other corporations.

Existing government regulations do not impose any tax on dividends received by a domestic corporation from other domestic corporations. Any law or policy changes to the existing regulations on dividends may have an effect on the income of the Parent Company. However, to date, the Parent Company is not aware of any pending legislation that may affect the Company's source of income.

Research and development activities

The Parent Company and its subsidiaries have not been involved in any significant research and development activities over the last three fiscal years.

Costs and effects of compliance with environmental laws

The Parent Company and its subsidiaries do not engage in business operations that are subject to regulations which require compliance with environmental laws.

Employees

The Parent Company has eleven (11) employees as of December 31, 2023.

Its subsidiaries, MGHC Royal, MRTSI and Metro Solare, are still not yet in commercial operations as of December 31, 2023. Metro Solar has 2 employees as of December 31, 2023. The management of the three companies is currently being undertaken by the executive officers of the Parent Company.

Risks

The Group's principal financial exposures consist of its payables to associates and stockholders. Such financial instruments were used in prior years to raise funds for working capital and to retire interest-bearing US Dollar denominated bank loans. The group, as a matter of policy, discourages the use of any foreign currency denominated obligations to avoid foreign currency risks and exchange losses. On the other hand, the group encourages the creation of US dollar denominated assets to take advantage of potential gains arising from foreign exchange movements. On balance, the group maintains a margin currency position in its asset and liability management function.

The residual financial risks from the Group's financial instruments are cash flow/liquidity risks, credit risks and equity price risks.

Cash flow/liquidity risk arises from the possibility that the group may encounter difficulties in raising funds to meet or settle its obligations and to support the group's operations and activities.

The group coordinates and negotiates closely with each principal stockholder to manage cash flow risks by jointly identifying new sources of cash flow infusions into the group over the next five years.

The group's exposure to credit risk arises primarily from its deposits with banks of good credit rating. The maximum exposure to credit risk is equivalent to the carrying amount of these cash in banks.

The group is exposed to fair value changes of its Available-For-Sale (AFS) investments in listed equity securities.

The group's policy is to maintain risk at an acceptable level. The group's shares are not traded at the PSE at the moment. Once the voluntary suspension of the trading of the group's shares is lifted, movement in share price will be monitored regularly to determine the impact on its financial position.

The group continuously conducts an internal review of its financial risks management objectives and policies.

Item 2. **Properties**

As at December 31, 2023, the Parent Company's primary asset continues to be its investment in the MRT companies. The Parent Company is the recorded and beneficial owner of the shares of stock representing its investments in the said corporations.

The Parent Company holds 4,278,744 shares or 18.6% interest in MRTHI and 24,090,000 shares or 12.68% interest in MRTHII. MRTHI has 84.9% interest in MRTHII, which wholly owns MRTC. MRTHI, MRTHII and MRTC, are collectively referred to as the MRT companies. The earnings of the MRT companies are derived from lease financing income relating to equity rentals received from the DOTC as defined in the BLT Agreement.

Notwithstanding the sale of future share distributions as discussed in Note 5(a) of the Financial Statements, the Parent Company continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII.

On August 18, 2005, the Parent Company and FEMI entered into a "Letter of Agreement," whereby FEMI agreed to grant and did grant the Parent Company the sole option to assign to FEMI its equity interests in MRTHI and MRTHII as settlement of the outstanding amount of the Parent Company's liabilities to FEMI and any additional advances or interest which FEMI may charge to the Parent Company in relation to the said advances at settlement date. Liabilities to FEMI as at December 31, 2005 amounted to ₱1,741.3 million. Under the "Letter of Agreement", should the Company opt to sell the said investments to third party or parties in the future, FEMI would have the right of first refusal to purchase the said investments at their prevailing market value.

On November 12, 2010, the Fil-Estate Companies entered into a Cooperation Agreement with MPIC relating to the Fil-Estate Companies' rights and interests in the MRT Companies. Under the Cooperation Agreement, the Fil-Estate Companies appointed MPIC as its attorney-in-fact in connection with the exercise of the rights and interests of the Fil-Estate Companies in the MRT Companies. The completion and consummation of the transaction contemplated by the parties was subject to certain consents and conditions, which as at December 31, 2023 had not yet occurred.

The Parent Company, through its direct and indirect investments in MRTHI and MRTH II, is the beneficial owner of 28.47% equity interest in Monumento Rail Transit Corporation (Monumento Rail). The Parent Company's interest in Monumento Rail expectedly allows the Company's participation in the train system extension and additional train/vehicle procurement, in the event the Government awards the projects to MRTC, which it will continue to pursue. As at December 31, 2023, Monumento Rail has no commercial activity and is in the process of negotiating with the Government towards the submission of a proposal for the said projects.

The Parent Company also owns one thousand five hundred seventy-nine (1,579) shares or 15.79% equity ownership in Metro Rail Transit Development Corporation (MRTDC), which it acquired from Fil-Estate Properties, Inc. (FEPI) through a Deed of Assignment entered into with FEPI on December 20, 2018.

On May 19, 2017, the Parent Company incorporated MGHC Royal Holdings Corporation (MGHC Royal). MGHC Royal was organized and established as a domestic corporation to engage in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes. The Parent Company owns 99% of MGHC Royal.

On August 25, 2020, the Parent Company incorporated Metro Renewable Transport Solutions, Inc. (MRTSI). MRTSI was organized and established as a domestic corporation to engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.

MRTSI is intended to be the special purpose vehicle company to undertake the new public transport system projects of the Group that offers access to multiple transport options using one interface that includes monorail, trolleybus, electric bus and similar electricity-fed transport. The first of these kind of projects is already the subject of an ongoing Feasibility Study in Baguio City under a Memorandum of Understanding (MOU) with the City of Baguio signed last September 3, 2020 concerning the development of an Intelligent Transport System as a Sustainable Long-Term Strategy to Urban Mass Transport Management for Baguio City by Easing Traffic Congestion, Improving Traffic Management for Baguio City, Minimizing Environmental Impact and Increasing Benefits of Transportation to the Public in General. The Company owns 100% of MRTSI.

<u>Acquisition of Metro Solar Power Solutions Inc. (MSPSI)</u>

In line with the new business directions the Parent Company intends to pursue, with the approval of the Board, the Parent Company entered into a Deed of Assignment on August 23, 2023 with FEMI whereby the Parent Company purchased the 250,000 shares of common stock of Metro Solar Power Solutions Inc. (MSPSI) held by FEMI. MSPSI is a stock corporation registered with the SEC primarily to construct, erect, assemble, commission, and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form for electricity generation and distribution. Such shares issued by MSPSI to FEMI represented 100% of the entire issued and outstanding capital stock of MSPSI. As per agreement with FEMI, the consideration for MSPSI shares was to be determined based on an appraisal report by a third-party and mutually agreed by FEMI and the Parent Company.

On March 31, 2023, an independent appraiser valued MSPSI at P352 million. Subsequently, on August 23, 2023, the Parent Company and FEMI entered into a Deed of Assignment whereby FEMI, owning 100% of the total issued and outstanding shares of MSPSI, absolutely and irrevocably assigned, transferred and conveyed in favor of the Parent Company all of the shareholder's rights, title and interest over the shares of MSPSI, consisting of 250,000 common shares at par value of P100 per share, free from all liens and encumbrances of any nature. The Parent Company accepted the MSPSI shares in full payment of the P250 million subscription made by FEMI.

The excess in consideration received by the Company upon acceptance of the MSPSI shares amounting to P102 million was agreed to be booked as deposit in future stock subscription of FEMI to the new share issuances of the Parent Company in the future. The shares that the Parent Company will issue to FEMI in exchange for the Metro Solar shares will come from the 3.0 billion increase in authorized capital stock of the Parent Company (which was subsequently approved by the SEC on February 1, 2024).

The above-mentioned Deed of Assignment whereby FEMI, owning 100% of the total issued and outstanding shares of MSPSI, absolutely and irrevocably assigned, transferred and conveyed in favor of the Parent Company all of the shareholder's rights, title and interest over the shares of MSPSI, consisting of 250,000 common shares at par value of P100 per share in payment for FEMI's subscription to 250,000,000 common shares of the Parent Company was submitted to the Securities and Exchange Commission (SEC) on 24 August 2023 for Confirmation of Valuation on the value of 100% of the issued and outstanding MSPSI shares in payment for the subscription of the FEMI to 250,000,000 common shares of the Parent Company.

In the interim, while awaiting for SEC's approval of the Parent Company's application for Confirmation on Valuation on the value of 100% of the issued and outstanding MSPSI shares in payment for the subscription of the FEMI to 250,000,000 common shares of the Parent Company, on February 1, 2024, the Securities and Exchange Commission approved the P3,000,000,000.00 increase in capital stock of the Parent Company such that the capital stock now stood at Five Billion Pesos (P5,000,000,000.00) divided into Five Billion (5,000,000,000) Shares at par value of P1.00 per share from the previous Two Billion Pesos (P2,000,000,000.00) divided into Two Billion (2,000,000,000) Shares at par value of P1.00 per share. With the approval of this increase in capital stock, the Securities and Exchange Commission approved the payment on the P500,000,000.00 subscription of FEMI via assignment by FEMI to the Parent Company of advances in the amount of P500,000,000.00)

Subsequently, on April 8, 2024, the Securities and Exchange Commission approved the valuation of the 250,000 Metro Solar shares in the amount of P250,000,000.00 as payment by FEMI for the issuance by the Parent Company of 250,000,000 common shares at par value of P1.00 per share in favor of FEMI.

As of December 31, 2023, MGHC Royal, MRTSI and MSPSI were not yet in commercial operations.

The Parent Company, and its subsidiaries, MGHC Royal, MRTSI and MSPSI, (the "Group") do not expect to purchase or sell any equipment within the ensuing twelve (12) months.

MSPSI has a long-term lease agreement with a third party for the lease of a 91.31-hectare property in Pililia, Rizal, which will be used as the site of its solar project facilities. The lease agreement will be in effect for 30 years, starting October 16, 2017.

Item 3. **Legal Proceedings**

There are no material legal proceedings to which the Parent Company or its subsidiaries and affiliates are a party to or of which any of their property is the subject of such proceedings. The Parent Company has no knowledge or information as to any such legal proceedings contemplated by government authorities or any other entity.

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

Aside from those taken up during the Annual Meeting of Stockholders, no other matters were submitted for voting by the security holders in year 2023.

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. **Market for Registrants Common Equity and Related Stockholders Matters**

(1) Market Information

The Parent Company's stocks are being traded at the Philippine Stock Exchange. However, for the last five (5) years, trading of the Company's shares has been voluntarily suspended.

In view of the suspension of trading of the Parent Company's shares, the high and low sales prices of such shares for each quarter of the calendar years 2022, 2023 and 2024 could not be determined.

	2024		2023		2022	
Quarter	**High**	**Low**	**High**	**Low**	**High**	**Low**
1st	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
2nd			**0.00**	**0.00**	**0.00**	**0.00**
3rd			**0.00**	**0.00**	**0.00**	**0.00**
4th			**0.00**	**0.00**	**0.00**	**0.00**

The shares of the Parent Company were last traded on March 20, 2007 at a price of ₱0.26 per share.

(2) Holders

As at December 31, 2023 the number of shareholders of record is 1,914 while common shares outstanding were 2,000,000,000 shares. The Parent Company's top 20 Stockholders as at 31 December 2023 are:

	Name of Stockholders	Number of Shares	% of Ownership
1	Fil-Estate Management, Inc.	1,757,690,196	87.88%
2	PCD Nominee Corporation (Filipino)	100,447,633	5.03%
3	Alakor Securities Corporation	66,778,253	3.34%
4	Bank of Commerce – Trust Services Group	43,211,800	2.16%
5	Bank of Commerce TG-91-07-001-C	6,383,000	0.32%
6	PCD Nominee Corp. (Non-Filipino)	3,663,129	0.18%
7	Fil-Estate Management Inc.	2,059,998	0.10%
8	Bancommerce Investment Corp	2,000,000	0.10%
9	Atty. Gilbert Reyes ITF Various Shareholders	1,903,514	0.10%
10	Noel Cariño	1,506,500	0.08%
11	Jaime Borromeo	1,000,000	0.05%
12	Leroy Tan	675,500	0.03%
13	Belson Securities, Inc. A/C#196-358	664,000	0.03%
14	Roberto N. Del Rosario	628,000	0.03%
15	CFC Corporation	576,000	0.03%
16	The Holders of the Unexchanged San Jose Oil Co., Inc.	556,839	0.03%
17	David Go Securities Corp.	414,200	0.02%
18	Trendline Securities Corp.	382,500	0.02%
19	Alberto Mendoza &/or Jeanie C. Mendoza.	300,000	0.02%
20	Alakor Corporation	200,000	0.01%

(3) Dividends

No dividends were declared in the last two (2) calendar years.

Under the Parent Company's by-laws, there are no restrictions in the declaration of dividends other than what is prescribed in the Revised Corporation Code, namely; that these shall be declared only from surplus profit and no stock dividend shall be issued without the approval of stockholders representing not less than two-thirds of all stock outstanding and entitled to vote at a general or special meeting called for the purpose.

(4) Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

On January 3, 2019, the Parent Company filed with the Commission, a "Notice of Exempt Transaction" under SRC Rule 10.1, in relation to the subscription by FEMI to Seven Hundred Fifty Million (750,000,000) common shares of the Parent Company at par value of P1.00 per share. Portion of the subscription price to the extent of Five Hundred Million Pesos (₱500,000,000.00) will be offset against the Parent Company's advances from FEMI. The balance of ₱250,000,000 is to be paid fully or partially via assignment to the Parent Company of shares of FEMI in Metro Solar.

The 750,000,000 shares that the Parent Company will issue to FEMI will come from the ₱3 billion (₱3,000,000,000) increase in authorized capital stock of the Parent Company, which was subsequently approved by the SEC on February 1, 2024.

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

Plan of Operation:

1. MRT Operations

Metro Global Holdings Corporation (MGHC), the Parent Company, continues to be a stakeholder of the Metro Rail Transit Project through its holding company MRTHI and MRTHII and its associate, Monumento Rail.

The Parent Company plans to continue its strategy of maintaining itself as a holding corporation with key investment in the form of equity interest in MRTHI and MRTH II. The combined investment in these two holding companies represents approximately 29% interest in the MRT 3 System along EDSA. The Phase 1 of the MRT Project (LRTS Phase 1) began full operation on July 15, 2000, which involved 13 stations spanning the North Triangle to Taft Avenue. The operation for the next twelve (12) months was strictly confined to that of an investee corporation.

The Parent Company, through its holdings in Monumento Rail, will continue to actively pursue its participation in the train system extensions (e.g., Makati Loop and Airport Link) and capacity expansion via procurement of additional trains/vehicles.

I. Operations for the next twelve months

The Parent Company is expected to receive its 28.47% share of the 5% the lease rental income from Trinoma Mall, (the "Depot Royalty Income") as a result of the redemption of its redeemable preferred shares in Monumento Rail. This revenue will be used to fund its operating expenses and to partially pay its debts to FEMI.

The Parent Company foresees that material funding maybe required within the next twelve (12) months, in view of the finalization and completion of the transactions relating to the acquisition by the Parent Company of the equity interest of FEMI in MSPSI. MSPSI's main project is the development of the 65-megawatt solar farm project in Pililia, Rizal, which construction is expected to commence within the year 2023. The Parent Company plans to raise the needed funds to finance this project through private placement and the eventual resumption of trading of its shares at the PSE.

The Parent Company does not have plans for any product research and development within the same period.

There are no expected purchases or sale of plant and significant equipment within the next 12 months as the Parent Company is not engaged in any manufacturing business.

Management Discussions and Analysis of Financial Condition and Results of Operations

Review for the year ended December 31, 2023

Financial position and results as at and for the year ended December 31, 2023

The Group's Net Income for the year ended December 31, 2023 amounted to ₱5,697,189. The current year registered an increase in Depot Royalty Income by 128.50% while Share in profit of Associates decreased by 68.55%. General and administrative expenses also increased by 37%.

Compared to the Net Income of ₱3,513,335 earned by the Group for the year ended, December 31, 2022, this year's net income increased by ₱2,183,854. The increase was mainly due to the significant increase in Depot royalty income and also due to the dividend income received by the Parent Company from its investment in quoted equity securities, amounting to ₱2,871,466. No similar dividend was received by the Parent Company, last year.

Depot Royalty Income

For the year ended December 31, 2023, the Group's share in Depot Royalty Income increased by 128.50% or ₱25,117,750 from ₱19,546,766 as of December 31, 2022, to ₱44,664,516 as of December 31, 2023. The increase was mainly due to the increase in gross rental income of Trinoma Commercial Center and the ₱20.6 million additional depot royalty income received from NTDCC during the year, as compensation for the non-completion of the development of various lot pads located in North Avenue, Quezon City, as per Alternative Compliance Agreement entered into by and between the Parent Company, Global Estate Resorts Inc., and NTDCC, dated December 14, 2023.

General and Administrative Expenses

The Group's General and Administrative expenses increased by ₱13,161,313 or 37%, from ₱35,571,235 in December 31, 2022 to ₱48,732,548 in December 31, 2023, largely due to SEC listing fee amounting ₱6,061,070 in relation to the increase in Authorized Capital Stock of the Parent Company from ₱2 billion to ₱5 billion. Also, the increase was brought by the general and administrative expenses of Metro Solar Power Solutions, Inc. amounting ₱2,925,647 as a result of the consolidation, starting this year.

Financial Condition

The Group's financial condition remained steady for the year ended December 31, 2023. The Group's Total Assets increased by ₱435,721,713 or 10.90%, from ₱3,996,881,550 as at December 31, 2022 to ₱4,432,603,263 as at December 31, 2023. On the other hand, the Group's Total Liabilities decreased by ₱421,086,734 or 30.94%, from ₱1,361,109,903 as at December 31, 2022 to ₱940,023,169 as at December 31, 2023;

further, Stockholders Equity also increased by ₱856,808,447 or 32.51%, from ₱2,635,771,647 as at December 31, 2022 to ₱3,492,580,094 as at December 31, 2023.

Total Assets

The ₱435,721,713 or 10.90% increase in the Group's Total Assets from ₱3,996,881,550 as at December 31, 2022 to ₱4,432,603,263 as at December 31, 2023, was mainly due to the recording of the Right-of-use Asset and Construction-in-Progress (under Property, and equipment), amounting ₱348,090,414 and ₱38,607,502, respectively, in relation to the acquisition of Metro Solar shares during the year.

The "Right-of-use asset" includes the value of the Solar Energy Service Contract, amounting to P341 million, which will pave the way for the creation of the Solar Power Project. The amount was based on the appraisal done by a third party contracted by the Parent Company.

There was an increase also of ₱45,494,990 or 245% in Trade and other Receivables mainly coming from the loan receivables of MSPSI from Solrev Energy, Inc. amounting ₱44,156,544.

Total Liabilities

The decrease in the Group's Total Liabilities of ₱421,086,734 or 30.94% was mainly due to the decrease in Due to a Stockholder account.

Due to a Stockholder decreased by ₱434,793,480 or 61.92%, from ₱702,217,691 as of December 31, 2022 to ₱267,424,211 as of December 31, 2023, mainly due to the conversion of portion of the Group's liability to FEMI amounting ₱500,000,000 into deposit for future stock subscription.

Stockholders' Equity

The increase in Stockholders' Equity of ₱856,808,447 or 32.51% was largely brought about by the recording of deposit for future stock subscription amounting ₱852,000,000 and the Net Income amounting ₱5,697,189.

KEY PERFORMANCE INDICATORS ("KPI")

LIQUIDITY RATIOS

	December 31, 2023	December 31, 2022
Current Ratio	0.194	0.053
Quick Ratio	0.183	0.049

Current Ratio (Current Assets / Current Liabilities)
Liquidity Ratio measures a company's ability to pay short-term obligations

Quick Ratio (Cash and Cash Equivalents+ Current Trade Receivables / Current Liabilities)
It measures a company's ability to meet its short-term obligations with its most liquid assets

Current Ratio and Quick Ratio both increased in December 2023 compared to December 2022 mainly due to the significant increase in the current assets of the Group.

LEVERAGE OR LONG-RANGE SOLVENCY RATIOS

	December 31, 2023	December 31, 2022
Debt to Total Assets	0.21	0.34
Equity to Total Assets	0.79	0.66
Debt to Equity	0.27	0.52
Asset to Equity	1.27	1.52

Debt to Total Assets (Total Liabilities / Total Assets)
It shows the creditors' contribution to the total resources of the organization.

Equity to Total Assets (Total Owner's Equity / Total Assets)
It shows the extent of owners' contribution to the total resources of the organization.

Debt to Equity (Total Liabilities / Total Owner's Equity)
It relates the exposure of the creditors to that of the owners.

Asset to Equity (Total Assets / Total Owner's Equity)
It measures the company's leverage.

Debt to Total Assets and Debt to Equity ratios in December 2023 decreased significantly due to conversion of a liability to deposit for future stock subscription.

On the other hand, Equity to Total Assets ratio increased due also to conversion of a liability to deposit for future stock subscription.

Asset to Equity ratio decreased in 2023 as against 2022 mainly due to increase in Total Stockholders' Equity as a result of the conversion of a liability into deposit for future stock subscription.

PROFITABILITY RATIOS

	December 31, 2023	December 31, 2022
Return on Equity	0.0019	0.0013
Return on Assets	0.0014	0.0009
Earnings per Share	0.0029	0.0018

Return on Equity (Net Income / Average Equity Attributable to Parent Company's Shareholders)
It tests the productivity of the owners' investments.

Return on Assets (Net Income / Average Total Assets)
This ratio indicates how profitable a company is relative to its total assets.

Earnings per Share (EPS)
It indicates the earnings for each of the common shares held.

The positive results of all the profitability ratios were due to the higher Net Income realized by the Group in December 2023.

Material Changes in the year ended December 31, 2023 Financial Statements

Financial Position
(Increase/decrease of 5% or more versus December 31, 2022 balances)

- 851% increase in Cash and cash equivalents was in view of the significant collection of the receivables from NTDCC during the year

- 245% increase in Trade and Other Receivables was mainly due to the increase in the Parent Company's share in the Depot Royalty Income from Trinoma Mall and the consolidation of MSPSI's loan receivables from Solrev Energy, Inc.

- 166% increase in Other Current Assets was mainly due to increase in creditable withholding tax (in relation to the increase in depot royalty income), input VAT and other advances

- 64% decrease in Investments in Associates was brought about by the decrease in the Group's share in the net equity earnings of MRTDC

- 100% increase in Property and equipment mainly pertains to the construction costs of Metro Solar's development of a 65-megawatt solar farm project in Pililia, Rizal

- 100% increase in Right-of-use asset and Lease liability pertains to the recognition of right-of-use asset and lease liabilities in connection with the acquisition by the Parent Company and the eventual control of MSPSI. (Please refer to Notes 10 and 11 of the Consolidated Financial Statements for more details.)

- 94% increase in Deferred Tax Asset was due to recording of additional deferred income taxes from payment of MCIT and recognition of tax benefit due to NOLCO

- 62% decrease in Due to a Stockholder was in view of the conversion of portion of FEMI advances into equity, which is recorded as part of Deposit for future Stock Subscription pending issuance of the actual share certificates to FEMI

- 5% decrease in Due to other related parties was due to offsetting of dividend income received from MRT Devco against the Parent company's liability to MRT Devco

- 100% increase was due to the recognition of Deposit for future stock subscription as a result of the conversion into equity of portion of liability to a stockholder, amounting to P500 million, and the assignment of MSPSI shares in by FEMI, valued at P352 million

- 214% decrease in Fair value reserve due to further decline in the fair value of quoted equity securities during the year

- 12% increase in Retained Earnings mainly due to the net income earned during the year

Results of Operation
(Increase/decrease of 5% or more versus December 31, 2022 balances)

- 68% decrease in Share in Profit of Associates was in view of the decrease in the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2023

- 128% increase in Depot Royalty Income was due to the increase in the share in depot royalty income received by the Parent Company from Trinoma Mall

- 37% increase in General and Administrative Expense was mainly due to listing fee paid to SEC in relation to the application for increase in the Parent Company's Authorized Capital Stock from ₱2 billion to ₱5 billion and the consolidation of Metro Solar's general and administrative expenses starting this year as a result of the acquisition of the Metro Solar shares

- 100% increase in Dividend income due to consolidation to dividends received from investment in quoted security. No similar dividend was received last year

- 100% increase Finance cost pertains to the interest expense portion on the movement of lease liabilities for the year ended December 31, 2023

- 7501% increase in Other Income mainly pertains to interest income on advances to third parties

- 100% increase in Income Tax Benefit pertains to NOLCO recognized by Metro Solar during the year

- 17% increase in fair value gain on financial assets at fair value thru OCI due to higher valuation of quoted securities this year as against last year

Review for the year ended December 31, 2022

Financial position and results as at and for the year ended December 31, 2022

The Group's Net Income for the year ended December 31, 2022 amounted ₱3,513,335. The current year registered an increase in Depot Royalty Income and Share in profit of Associates by 148% and 154%, respectively. General and administrative expenses also increased by 11%.

Compared to the Net Income of ₱2,615,181,561 earned by the Group for the year ended, December 31, 2021, this year's net income decreased by ₱2,611,668,226. The decrease was mainly due to the dividend income received by the Parent Company from MRTH II, amounting to ₱2,606,190,497. There was no similar dividend declared and received by the Parent Company during the year.

Depot Royalty Income

For the year ended December 31, 2022, the Group's share in Depot Royalty Income increased by 148% or ₱11,659,082, from ₱7,887,684 as of December 31, 2021, to ₱19,546,766 as of December 31, 2022. The increase was mainly due to the easing up of Covid19 restrictions in year 2022 which resulted in the increase in the gross rental income of TriNoma Commercial Center.

General and Administrative Expenses

The Group's General and Administrative expenses increased by ₱3.6 million or 11.30%, from ₱31,958,915 in December 31, 2021 to ₱35,571,235 in December 31, 2022, largely due to IT expenses of the Parent Company.

Financial Condition

The Group's financial condition remained steady for the year ended December 31, 2022. The Group's Total Assets increased by ₱16,069,884 or 0.40%, from ₱3,980,811,666 as at December 31, 2021 to ₱3,996,881,550 as at December 31, 2022. On the other hand, the Group's Total Liabilities also increased by ₱13,627,522 or 1.01%, from P1,347,482,381 as at December 31, 2021 to ₱1,361,109,903 as at December 31, 2022;

further, Stockholders Equity also increased by ₱2,442,362 or 0.09%, from ₱2,633,329,285 as at December 31, 2021 to ₱2,635,771,647 as at December 31, 2022.

<u>Total Assets</u>

The ₱16,069,884 or 0.40% increase in the Group's Total Assets from ₱3,980,811,666 as at December 31, 2021 to ₱3,996,881,550 as at December 31, 2022, was mainly due to the ₱11,075,338 or 147.8% increase in Trade Receivables from NTDCC, brought about by the increase in Depot Royalty Income, and the ₱5,403,982 or 39.5% increase in Investments in Associates brought about by the increase in the Group's share in the net equity earnings of MRTDC.

<u>Total Liabilities</u>

The increase in the Group's Total Liabilities of ₱13,627,522 or 1.01% was mainly due to increases in the following liability accounts:

Accrued expense and other current liabilities increased by ₱15,173,674 or 3.88% from ₱390,861,037 as of December 31, 2021 to ₱406,034,711 as of December 31, 2022 mainly due to increase in Other Payables.

Due to Other Related Parties increased by ₱3,246,964 or 1.30%, from ₱249,610,537 as of December 31, 2021, to ₱252,857,501 as of December 31, 2022, in view of the cash advances received from MRTDC, net of the ₱14,122,035 dividends declared by MRTDC.

<u>Stockholder's Equity</u>

The increase in Stockholders' Equity of ₱2,442,362 was mainly from the Net Income amounting ₱3,513,335.

KEY PERFORMANCE INDICATORS ("KPI")

LIQUIDITY RATIOS

	December 31, 2022	December 31, 2021
Current Ratio	0.053	0.025
Quick Ratio	0.049	0.024

Current Ratio (Current Assets/ Current Liabilities)
Liquidity Ratio measures a company's ability to pay short-term obligations

Quick Ratio (Cash and Cash Equivalents+ Current Trade Receivables/ Current Liabilities)

It measures a company's ability to meet its short-term obligations with its most liquid assets

Current Ratio and Quick Ratio both increased in December 2022 compared to December 2021 mainly due to the significant increase in the current assets of the Group.

LEVERAGE OR LONG-RANGE SOLVENCY RATIOS

	December 31, 2022	December 31, 2021
Debt to Total Assets	0.34	0.34
Equity to Total Assets	0.66	0.66
Debt to Equity	0.52	0.51
Asset to Equity	1.52	1.51

Debt to Total Assets (Total Liabilities/ Total Assets)
It shows the creditors' contribution to the total resources of the organization.

Equity to Total Assets (Total Owner's Equity/ Total Assets)
It shows the extent of owners' contribution to the total resources of the organization.

Debt to Equity (Total Liabilities/ Total Owner's Equity)
It relates the exposure of the creditors to that of the owners.

Asset to Equity (Total Assets/ Total Owner's Equity)
It measures the company's leverage.

Debt to Total Assets ratio in December 2022 is the same as compared to December 2021 due to insignificant movement in related accounts of the Group.

Similarly, Equity to Total Assets ratio also remained unchanged in December 2022 as compared to December 2021 as a result of the insignificant movement of the accounts during the year.

Debt to Equity ratio slightly increased this year as compared to prior year, mainly due to increase in Total Liabilities.

Asset to Equity ratio increased in 2022 as against 2021 mainly due to increase in Total Assets.

PROFITABILITY RATIOS

	December 31, 2022	December 31, 2021
Return on Equity	0.0013	1.31
Return on Assets	0.0009	0.66
Earnings per Share	0.0018	1.32

Return on Equity (Net Income/ Average Equity Attributable to Parent Company's Shareholders
It tests the productivity of the owners' investments.

Return on Assets (Net Income/ Average Total Assets)
This ratio indicates how profitable a company is relative to its total assets.

Earnings per Share (EPS)
It indicates the earnings for each of the common shares held.

The positive results of all the profitability ratios were due to the Net Income realized by the Group in December 2022.

Material Changes in the year ended December 31, 2022 Financial Statements

Financial Position
(Increase/decrease of 5% or more versus December 31, 2021 balances)

- 31% decrease in Cash and cash equivalents was in view of the increased general and administrative expenses incurred during the period

- 148% increase in Trade and Other Receivables was mainly due to the increase in the Parent Company's share in the Depot Royalty Income from Trinoma Mall

- 39.5% increase in Investments in Associates was brought about by the increase in the Group's share in the net equity earnings of MRTDC.

- 223% increase in Other Current Assets was mainly due to increase in creditable withholding tax (which is in relation to the increase in depot royalty income) and input VAT.

- 14% increase in Deferred Tax Asset was due to recording of additional Deferred income tax from MCIT during the year.

- 72% decrease in Fair value reserve due to decline in the fair value of quoted equity securities

Results of Operation
(Increase/decrease of 5% or more versus December 31, 2021 balances)

- 148% increase in Depot Royalty Income was due to the increase in the share in depot royalty income received by the Parent Company from Trinoma Mall

- 11% increase in General and Administrative Expense was mainly due to increase in IT expenses

- 154% increase in Share in Profit of Associates was in view of the increase in the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2022

- 100% decrease in Other Income. The amount recorded last year pertain mainly to exclusivity fee recognized as income in 2021

- 100% decrease in Dividend income. The income recognized last year pertain to dividends received from MRTHII. No similar dividend was declared and received during the year

- 100% decrease in Income tax benefit (expense). The recorded 2021 balances pertain to the effect of changes in the tax rates applied due to the enactment of CREATE in 2020

- 100% decrease in Fair value (loss) gain on financial assets at fair value through OCI was in view of the decline in the fair value of some quoted equity securities

Review for the year ended December 31, 2021

Financial position and results as at and for the year ended December 31, 2021

The Group's net income for the year ended December 31, 2021, increased by ₱2,614,322,743, from ₱885,818 as of December 31, 2020 to ₱2,615,181,561 as of December 31, 2021. This was mainly due to the dividend income received by the Parent Company from Metro Rail Transit Holdings, Inc. II (MRTHII), amounting to ₱2,606,600,692.

Dividend Income
On December 13, 2021, MRTHII declared dividends to its shareholders. The Parent Company has a 12.68% equity ownership in MRTHII and its share in the dividends amounted to ₱2,606,190,497.

Depot Royalty Income
The Depot Royalty Income continues to be the main source of funding of the Group. However, with the continued effect of the Covid 19 pandemic on the operations of the Trinoma Commercial Center, the Group's share in Depot Royalty Income decreased

by ₱1.44 million or 15.45%, from ₱9,329,483 as of December 31, 2020 to ₱7,887,684 as of December 31, 2021.

General and Administrative Expenses

The Group's General and Administrative expenses increased by ₱19.2 million or 60.39%, from ₱12,659,211 in December 31, 2020 to ₱31,958,915 in December 31, 2021, largely due to the increase in the Parent Company's salaries and wages. This is mainly because the executive officers seconded by the Parent Company from FEMI, joined the Parent Company only in September and October 2020.

Financial Condition

The Group's financial condition showed remarkable improvement for the year ended December 31, 2021. The Group's Total Assets increased by ₱2,465,263,006 or 163%, from ₱1,515,548,660 as at December 31, 2020 to ₱3,980,811,666 as at December 31, 2021. The Group's Total Liabilities decreased by ₱150,273,764 or 10%, from P1,497,756,145 as at December 31, 2020 to ₱1,347,482,381 as at December 31, 2021; while its Stockholders Equity increased by ₱2,615,536,770 or 14700%, from ₱17,792,515 as at December 31, 2020 to ₱2,633,329,285 as at December 31, 2021.

Total Assets

The ₱2,465,263,006 or 163% increase in the Group's Total Assets, was mainly due to increases in the "Due from Related Parties" and "Financial Assets at Fair Value Through OCI" accounts.

Due from Related Parties increased by ₱891 million or 50,442% from ₱1,766,471 as at December 31, 2020 to ₱892,803,244 as at December 31, 2021, in view of ₱891.5 million dividend receivables from MRTHII.

Financial Assets at Fair Value Through OCI, which consist mainly of the Group's investments in MRTHI and MRTHII, increased by ₱1.57 billion or 105%, from ₱1,494,488,966 as at December 31, 2020 to ₱3,062,291,051 as at December 31, 2021. This is in view of the application of the P1.57 billion dividends against the Parent Company's liability from sale of future share distributions, which was shown as a reduction of investment in MRTHII.

Total Liabilities

The decrease in the Group's Total Liabilities of ₱150,273,764 or 10% was mainly due to decreases in the following liability accounts:

Income Tax Payable decreased by ₱6,310,576 or 100%, from ₱6,310,576 as at December 31, 2020 to ₱-nil- as at December 31, 2021 as the Group did not recognize any taxable income in year 2021.

Due to a Stockholder, which represents the Group's liability to FEMI, decreased by ₱37.8 million or 5%, from ₱744,833,320 as at December 31, 2020 to ₱707,010,807 as at December 31, 2021, due to various cash payments made by the Group to FEMI in year 2021.

Due to Related Parties decreased by ₱111.8 million or 31%, from ₱361,443,754 as of December 31, 2020, to ₱249,610,537 as of December 31, 2021, in view of the offsetting of the Parent Company's liability from MRTHII, against dividend receivables.

Stockholders' Equity

The ₱2.6 billion or 14700% increase in Stockholders' Equity was in view of the ₱2.59 billion increase in the Retained Earnings of the Group (from a negative balance of ₱2,571,012,814 as of December 31, 2020 to a positive balance of ₱44,168,747 as of December 31, 2021) which was mainly due to the increase in net income earned by the Group in year 2021, brought about by the ₱2.6 billion dividend income received from MRTHII.

KEY PERFORMANCE INDICATORS ("KPI")

LIQUIDITY RATIOS

	December 31, 2021	December 31, 2020
Current Ratio	0.025	0.028
Quick Ratio	0.024	0.028

Current Ratio (Current Assets/ Current Liabilities)
Liquidity Ratio measures a company's ability to pay short-term obligations

Quick Ratio (Cash and Cash Equivalents+ Current Trade Receivables/ Current Liabilities)
It measures a company's ability to meet its short-term obligations with its most liquid assets

Current Ratio and Quick Ratio both decreased in December 2021 compared to December 2020 mainly due to the decrease in the current assets of the Group.

LEVERAGE OR LONG-RANGE SOLVENCY RATIOS

	December 31, 2021	December 31, 2020
Debt to Total Assets	0.34	0.99
Equity to Total Assets	0.66	0.01
Debt to Equity	0.51	84.18
Asset to Equity	1.51	85.18

Debt to Total Assets (Total Liabilities/ Total Assets)
It shows the creditors' contribution to the total resources of the organization.

Equity to Total Assets (Total Owner's Equity/ Total Assets)
It shows the extent of owners' contribution to the total resources of the organization.

Debt to Equity (Total Liabilities/ Total Owner's Equity)
It relates the exposure of the creditors to that of the owners.

Asset to Equity (Total Assets/ Total Owner's Equity)
It measures the company's leverage.

Debt to Total Assets ratio decreased in December 2021 as compared to December 2020, in view of the increase in the Total Assets of the Group.

Other leverage ratios decreased due to increases in the Total Assets and Total Liabilities of the Group.

PROFITABILITY RATIOS

	December 31, 2021	December 31, 2020
Return on Equity	1.31	0.045
Return on Assets	0.66	0.001
Earnings per Share	1.32	0.0004

Return on Equity (Net Income/ Equity Attributable to Parent Company's Shareholders
It tests the productivity of the owners' investments.

Return on Assets (Net Income/ Total Assets)
This ratio indicates how profitable a company is relative to its total assets.

Earnings per Share (EPS)
It indicates the earnings for each of the common shares held.

All profitability ratios increased in view of the increase in the net income earned by the Group in December 2021.

Material Changes in the year ended December 31, 2021 Financial Statements

Financial Position
(Increase/decrease of 5% or more versus December 31, 2020 balances)

- 15% decrease in Trade and Other Receivables was mainly due to the decrease in the Parent Company's share in the Depot Royalty Income from Trinoma Mall

- 286% increase in Other Current Assets was mainly due to increase in input VAT

- 50442% increase in Due from Related Parties was mainly due to dividend receivables of the Parent Company from MRTHII

- 105% increase in Financial Assets at Fair Value through OCI, was in view of the application of the dividend income received by the Parent Company against its liability from sale of future share distributions, shown as a reduction of investment in MRTHII

- 128% increase in Investment in Associate was in view of the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2021

- 100% decrease in Income Tax Payable was in view of the Parent Company not recognizing any taxable income for the year ended December 31, 2021

- 5% decrease in Due to a Stockholder was due to various payments made by the Parent Company to FEMI during the year ended December 31, 2021

- 31% decrease in Due to Related Parties was in view of the offsetting of the Parent Company's liability to MRTHII against dividend receivables

- 31% increase in Cumulative Market adjustment was due to the increase in the market value of the Parent Company's quoted equity securities

- 102% increase in Retained Earnings was primarily due to dividend income received by the Parent Company from MRTHII

Results of Operation
(Increase/decrease of 5% or more versus December 31, 2020 balances)

- 15% decrease in Depot Royalty Income was due to the decrease in the share in depot royalty income received by the Parent Company from Trinoma Mall

- 152% increase in General and Administrative Expense was mainly due to increase in salaries and wages of the Parent Company

- 100% increase in Dividend Income was in view of the dividends received by the Parent Company from MRTHII

- 28% increase in Share in Profit (Loss) of Associates was in view of the increase in the Parent Company's share in the net equity earnings of MRTDC for the year ended December 31, 2021

- 223% increase in Other Income was in view of the exclusivity fee received by the Parent Company

Item 7. **Financial Statements**

Refer to the Audited Financial Statements of the Metro Global Holdings Corporation and its Subsidiaries as of December 31, 2023 and 2022, certified by Mr. Dennis M. Malco, Partner, Isla Lipana & Co.

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

For the year ended December 31, 2023, as recommended by the Audit Committee to the Board of Directors and subsequently approved by the stockholders during the Annual Stockholders Meeting held on October 12, 2023, the accounting firm, Isla Lipana & Co., was engaged as the Parent Company's external auditors.

There are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure, which, is not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Group.

PART III – CONTROL AND COMPENSATION INFORMATION

Item 9. **Directors and Executive Officers of the Registrant**

(A) Executive Officers of the Registrant

(1) The names, ages, citizenships, terms of office, tenures as directors and experiences for the past five years of all the directors and executive officers are as follows:

Name	Age	Citizenship	Executive Position	Term	Years Served
Robert John L. Sobrepeña	70	Filipino	Chairman of the Board	28	1996 - 2024
Ferdinand T. Santos	74	Filipino	President	28	1996 – 2024
Noel M. Cariño	70	Filipino	Director	28	1996 – 2024
Rafael Perez de Tagle, Jr	69	Filipino	Director	24	2000 - 2024
Roberto S. Roco	71	Filipino	Director	20	2004 - 2024
Alice Odchigue-Bondoc	58	Filipino	Director	20	2004 - 2024
Francisco C. Gonzalez	80	Filipino	Director, Independent	14	2010 - 2024
Jaime M. Cacho	68	Filipino	Director	6	2018 - 2024
Jose Wilfrido M. Suarez	74	Filipino	Director, Independent	2	2022 - 2024

Gilbert Raymund T. Reyes	66	Filipino	Corporate Secretary	21	2003 - 2024

ROBERT JOHN L. SOBREPEÑA, Filipino, age 70, is the Chairman of the Board of MGHC. He is the Chairman of the Board of Fil-Estate Management, Inc., Metro Rail Transit Corporation, MRT Development Corporation, Monumento Rail Transit Corporation, CJH Development Corporation, CJH Hotel Corporation, CJH Suites Corporation, CJH Leisure, Inc., Club Leisure Management Corporation, Metro Countrywide Corporation, Metro Solar Power Solutions, Inc., Metro Global Renewable Energy Corporation, MGHC Royalty Holdings Corporation and Philippine Highlands Coffee Farms, Inc.. He is also Vice-Chairman of Southwoods Ecocentrum Corporation. He is likewise the Chairman of Manila Southwoods Golf & Country Club, Inc. and Camp John Hay Golf Club, Inc. He is also President of The Forest Hills Golf & Country Club, Inc. He graduated with a Bachelor's Degree in Science major in Psychology and Marketing from the De La Salle University in 1978.

ATTY. FERDINAND T. SANTOS, Filipino, age 74, is the President and Chief Risk Officer of MGHC. He is also the President of Fil-Estate Management, Inc., Fil-Estate Development, Inc., MRT Development Corporation, Monumento Rail Transit Corporation, MGHC Royal Holdings, Inc., CJH Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. He is a Director of Global-Estate Resorts, Inc. He is also the Chairman of the Forest Hills Golf & Country Club, Inc. He is likewise the President of Fairways & Bluewater Resort, Golf & Country Club, Inc. and Camp John Hay Golf Club, Inc. He took his Bachelor of Arts at Arellano University in 1970. He has a Bachelor of Law degree from San Beda College where he graduated Valedictorian and Magna Cum Laude in 1974. He was a topnotcher in the 1974 Philippine Bar Exam (2nd Placer).

NOEL M. CARIÑO, Filipino, age 70, is a Director of MGHC. He is also a Director in Fil-Estate Management, Inc., Fil-Estate Development, Inc., CJH Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. He was past Chairman and currently serves as President of the Chamber of Real Estate and Builders Association (CREBA), an umbrella organization of various stakeholders in the construction, real estate and development industry, inclusive of architects, engineers, planners and other real estate brokers practitioners. He is Chairman of SunAsia, Inc., a renewable energy holding company. He is also Chairman of MegaWatt Solutions, Inc., a technology company pioneering in utilizing energy storage solutions. As CREBA President, he is Conferrer of the Dela Salle University Executive Development Program in Real Estate Management.

RAFAEL PEREZ DE TAGLE JR., Filipino, age 69, is also a Director of MGHC. He is also Chairman of Metro Countrywide Corporation and Vice-Chairman of Metro Solar Power Solutions, Inc.. He is the President of CJH Leisure, Inc. and Club Leisure Management, Inc.. He also serves as Director in Metro Rail Transit Corporation, Monumento Rail Transit Corporation, MRT Development Corporation, Fil-Estate Management, Inc., Camp John Hay Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. He is also a Director of the Manila

Southwoods Golf & Country Club, Inc., Camp John Hay Golf Club, Inc. and Forest Hills Golf & Country Club, Inc. He obtained his Bachelor of Arts major in Economics degree from De La Salle University in 1976 is a committee of .

ROBERTO S. ROCO, Filipino, age 71, is a Director of MGHC. He was the Chief Financial Officer of Global-Estate Resorts, Inc. and its affiliate companies for 18 years until his retirement in late 2013. He graduated from Ateneo de Manila University with a degree in Bachelor of Science in Management.

ALICE O. BONDOC, Filipino, age 58, is Senior Vice President for Good Governance, Compliance Officer, Corporate Information Officer and Assistant Corporate Secretary of MGHC. She is also the Senior Vice President for Corporate & Legal Affairs of the Company's parent company, Fil-Estate Estate Management, Inc. and affiliate company, Fil-Estate Development, Inc. She is the Director for Corporate & Legal Affairs and Assistant Corporate Secretary of Camp John Hay Development Corporation, CJH Hotel Corporation and CJH Suites Corporation. She is also the Chief Legal Officer and Corporate Secretary of Metro Solar Power Solutions, Inc., Metro Global Renewable Energy Corporation, MGHC Royalty Holdings Corporation and Metro Countrywide Corporation. She is also the Corporate Secretary of Club Leisure Management Corporation and CJH Leisure, Inc.. She took her Bachelor of Science in Business Management major in Legal Management at Ateneo de Manila University and graduated Honorable Mention and Departmental Awardee of the Department of Legal Management in 1987. She holds a Doctor of Jurisprudence degree from Ateneo de Manila University School of Law and graduated as Second Honor-Silver Medal Awardee in 1992.

FRANCISCO C. GONZALEZ, Filipino, age 80, is the Chairman of the Board and CEO of Romago Corporation and Fabriduct & Metal Systems, Inc. He is the Chairman of the Board of Romago, Inc. Guam and Electro Mechanical Products International, Inc. He also serves as President of Asia Pacific Golf Cars Corporation. He is also a director and serves as Chairman of the Membership Committees of The Manila Southwoods Golf & Country Club, Inc. and Camp John Hay Golf Club, Inc.

JAIME M. CACHO, Filipino, age 68, is a Filipino citizen. Holds a Bachelor of Arts Degree Major in Communication Arts from De La Salle University, Manila in 1978. Mr. Cacho also has a Master in Business Administration (Candidate) from the Ateneo Graduate School of Business, Manila in 1983. At present, Mr. Cacho is President and Chief Operating Officer of Metro Countrywide Corporation and Metro Solar Power Solutions, Inc. He is also a Director of CJH Development Corporation and MRT Development Corporation. He is also concurrently, Head of Project Development and Management Services for Fil-Estate Management, Inc.. Mr. Cacho has over 39 years of top-level management and construction experience earned throughout his career.

JOSE WILFRIDO M. SUAREZ, Filipino, age 74, is a graduate of the University of Sto. Tomas with a degree in AB Political Science. He took up his Masters in Urban and Regional Planning at the University of the Philippines. He completed his Masters in National Security Administration from the National Defense College of the Philippines (NDCP). Mr. Suarez has also taken up units in doctor of Philosophy in

Criminology (PhD) from the Philippine College of Criminology. He has over three (3) decades of Senior Management experience and presently does consulting works rendering services to clients on Risk Management, Safety and Security, Business Continuity, Disaster Preparedness, Security Audit among others. He also sits on the Board of Northern Manor Corporation and Northern Suites Corporation. He was the Senior Vice-President of Metro Rail Transit Development Corporation (MRTDC 1995-2003). He served as a Risk Management Consultant for Nestle Philippines Inc. (2005-2016). He also acted as consultant to Century Properties Group and Megaworld Corporation. Mr. Suarez is a reserved Lieutenant Colonel with the Philippine Air Force (PAF), Armed Forces of the Philippines (AFP). He is also a member of the Board of Trustees of the National Defense College of the Philippines Alumni Association (NDCPAAl) 2009-2022.

GILBERT RAYMUND T. REYES, Filipino, age 66, has been the Corporate Secretary of the Parent Company since 2003. He is a founding partner of the Poblador Bautista and Reyes Law Offices. He is also the Corporate Secretary of CJH Development Corporation, CJH Hotel Corporation, and CJH Suites Corporation. He graduated with a degree in Bachelor of Science in Biology from the University of the Philippines in 1979. He also holds a Bachelor of Laws degree from the University of the Philippines College of Law, graduating with Magna Cum Laude in 1983.

2) Significant Employees

Management of the Parent Company is currently being undertaken by the executive officers of Fil-Estate Management, Inc. (FEMI). For this reason, the Parent Company has no existing employment contract with any executive officer nor is there any existing compensatory plan or arrangement, including payments to be received from the Parent Company, with respect to an executive officer's employment with the Parent Company and its subsidiaries or from a change-in-control of the Parent Company or a change in the named executive officer's responsibilities following a change-in-control where the amount involved, if any, including all periodic payments or installments, which exceeds ₱2,500,000.00
The Parent Company has no employee who is not an executive officer or who is expected to make a significant contribution to the business. The Parent Company's business is not highly dependent on the services of any key personnel.

(3) Family Relationships

None.

(4) Involvement in Certain Legal Proceedings

The Parent Company's directors and executive officers have not been the subject of the following legal proceedings in the last five (5) years:

1. Any bankruptcy petition filed by or against any business to which such person was a general partner or executive officer either at the time of bankruptcy or within two years prior to that time;

2. Any pending or conviction by final judgment in a criminal proceeding, domestic or foreign;

3. Any order, judgment or decree, not subsequently reversed, suspended or vacated of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities or commodities or banking activities;

4. Found by a domestic or foreign court of competent jurisdiction, the Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated securities or commodities law or regulation, the judgment of which has not been reversed, suspended or vacated.

Item 10. **Executive Compensation**

(B) Executive Compensation

Compensation paid in 2023 and 2022 for the benefit of Officers and Directors of the Parent Company, follows:

(1) General

Section 8 of the Parent Company's By-Laws on Compensation, provides that "Each director shall receive a reasonable per diem allowance for his attendance at each meeting of the board. As a compensation, the Board shall receive and allocate an amount of not more than five (5%) percent of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper."

The directors receive a per diem of ₱10,000 per attendance at Board Meetings, and there is no provision in this section that may be construed as precluding any director from serving in any other capacity and receiving any compensation thereof.

The Parent Company plans to compensate its Chief Executive, Officers and Directors for any and all services rendered in 2019 and prior years. The amount of compensation is to be determined and will be subject to the approval by the BOD.

Summary Compensation Table:

	Name & Position	Year	Salary	Bonus	Other Annual Compensation	Total
A.	The CEO and four (4) most highly compensated executive officers Robert John L. Sobrepeña, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael R. Perez de Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial Officer	2023	13.4 Million	-	-	13.4 Million
B.	All other officers and directors as group unnamed	2023	0.39 Million	-	-	0.39 Million

	Name & Position	Year	Salary	Bonus	Other Annual Compensation	Total
A.	The CEO and four (4) most highly compensated executive officers Robert John L. Sobrepeña, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael R. Perez de Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial Officer	2022	14.9 Million	-	-	14.9 Million
B.	All other officers and directors as group unnamed	2022	0.82 Million	-	-	0.82 Million

	Name & Position	Year	Salary	Bonus	Other Annual Compensation	Total
A.	The CEO and four (4) most highly compensated executive officers Robert John L. Sobrepena, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael Perez de Tagle, Jr.,Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial Officer	2021	20.6 Million	-	-	20.6 Million
B.	All other officers and directors as group unnamed	2021	1.11 Million	-	-	1.11 Million

Starting September 1, 2020, Mr. Robert John L. Sobrepeña and Atty. Ferdinand T. Santos, receive salaries and allowances from the Parent Company by virtue of their positions as Chief Executive Officer (CEO) and President of the Parent Company, respectively.

The total annual compensation paid to all personnel is all payable in cash. The total amount of compensation includes basic salary and 13th month pay.

Name	Position	Salary	Bonus	Other Annual Compensation (Per Diem)
Robert John L. Sobrepeña	Chairman of the Board			Php30,000.00
Atty. Ferdinand T. Santos	President			Php30,000.00
Noel M. Cariño	Director			Php20,000.00
Rafael Perez de Tagle	Director			Php30,000.00
Roberto S. Roco	Director			Php50,000.00
Jaime M. Cacho	Director			Php35,000.00
Francisco C. Gonzalez	Director, Independent			Php40,000.00
Jose Wilfrido M. Suarez	Director, Independent			Php50,000.00
Atty. Alice O. Bondoc	Director, SVP for Good Governance, Compliance Officer,			Php30,000.00

	Assistant Corporate Secretary			
Atty. Gilbert Raymund T. Reyes	Corporate Secretary			Php20,000.00
Group Compensation 2023		Php13.4 M		0
Group Compensation 2022		Php16.0 M		0
Group Compensation 2021		Php20.6 M		0

Standard Arrangements

There are no existing standard arrangements pursuant to which directors of the Parent Company are compensated, directly or indirectly, for any services provided as director, nor are there any additional amounts payable to any of the Directors for committee participation or special assignments for the last completed fiscal year and the ensuing year.

Other Arrangements

There are no other existing arrangements or consulting contracts, pursuant to which any of the directors of the Parent Company was compensated or is to be compensated, directly or indirectly, during the last completed fiscal year and the ensuing fiscal year, or for any services provided as director.

Employment Contract and Termination of Employment and Change-in-control Arrangements

Management of the Parent Company is currently being undertaken by the executive officers of FEMI. For this reason, the Parent Company has no existing employment contract with any executive officer nor is there any existing compensatory plan or arrangement, including payments to be received from the Parent Company with respect to an executive officer's employment with the Parent Company and its subsidiaries or from a change-in-control of the Parent Company or a change in the named executive officer's responsibilities following a change-in-control and the amount involved, including all periodic payments or installments, which exceeds ₱2,500,000.

Warrants and Options Outstanding: Re-pricing

The Parent Company has not issued any warrants and there are no outstanding warrants or options held by the Parent Company's CEO, the named executive officers, or any of the officers and directors, individually or as a group.

Item 11. **Security Ownership of Certain Beneficial Owners and Management**

(1) Security Ownership of Certain Record and Beneficial Owners

As at December 31, 2023, the Parent Company, Metro Global Holdings Corporation (MGHC), knows of no one who beneficially owns more than 5% of the MGHC's issued common stock except as set forth in the table below.

Titles of Class	Name, address of record owner and relationship to issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	**Fil-Estate Management, Inc.** Mezzanine Floor Renaissance Tower, Meralco Ave. Ortigas, Pasig City	**Robert John L. Sobrepeña -Chairman**	Filipino	1,759,750,19	87.98%
	PCD Nominee Corp. (Filipino) 37th Floor Tower I The Enterprise Center, 6766 Ayala Avenue corner Paseo De Roxas Makati City	**Ma. Theresa B. Ravalo - President and CEO**	Filipino	100,447,633	5.03%

Mr. Robert John L. Sobrepeña is the Chairman of Fil-Estate Management, Inc., a company he owns to the extent of about one-third (1/3) of the outstanding shareholdings. He is also the Chairman of the Board of the Parent Company.

PCD Nominee Corporation has various beneficial owners. PCD Nominee Corporation operates as a subsidiary of Philippine Central Depository and provides highly efficient system for securities settlement for MGHC, majority holder of which is Abacus Securities Corporation, with 2.38% of the total shares. Tower Securities, Inc. followed at 1.47% of the total 100,447,633 shares and the rest of the owners have below 1% ownership. As to date of this report the authorized persons to vote is not yet known.

Ma. Theresa B. Ravalo is the President and CEO of PCD Nominee Corporation. He holds the voting power over the shares of stocks of PCD Nominee.

The Corporate Secretary or in his absence, the Assistant Corporate Secretary, has been appointed by Fil-Estate Management, Inc. to direct the voting or disposition of the shares held by the said stockholders. FEMI's office is at Mezzanine Floor Renaissance Tower, Meralco Ave., Pasig City.

There are no securities placed under Trust or Agreement.

(2) Security Ownership of Management

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Robert John L. Sobrepeña	241,000	Filipino	.012%
	Ferdinand T. Santos	1,000	Filipino	.000%
	Noel M. Cariño	1,506,500	Filipino	.075%
	Solita S. Alcantara	15,000	Filipino	.001%
	Gilbert Reyes	1,903,514	Filipino	.095%
	Jaime M. Cacho	1	Filipino	
	Alice Odchigue-Bondoc	1	Filipino	
	Roberto S. Roco	1	Filipino	
	Francisco C. Gonzales	1,000	Filipino	.000%
	Rafael Perez de Tagle Jr.	1,000	Filipino	.000%
	Jose Wilfrido M. Suarez	1	Filipino	
	Francisco C. Gonzales			
		1,000	Filipino	.000%
	TOTAL	**3,669,018**		**.183%**

The beneficial ownership of the foregoing directors arises from the direct ownership of the shares above-indicated registered in the name of the said directors.

(3) Voting Trust Holders of 5% or more

No director, executive officer or nominee of the Parent Company holds more than 5% of the Parent Company's common shares under a voting trust or similar agreement.

(4) Changes in control since the Last Calendar Year

There has been no change in the controlling majority stockholder of the Parent Company. Neither has there been any arrangement with any party, which may have resulted in a change in the control of the Parent Company.

Item 12. **Certain Relationship and Related Transactions**

D (1) The Parent Company, in the normal course of business, grants and obtains interest bearing cash advances to an affiliated company.

There were no transactions during the last two years, or proposed transactions, to which the Parent Company was or is to be a party, in which any of the following persons had, has or is to have a direct or indirect material interest:

(a) Any director or executive officer of the Parent Company;
(b) Any nominee for election as a director;
(c) Any security holder named in response to Part IV, paragraph ©, IRR, SRC
(d) Any member of the immediate family (including spouse, parents, children, siblings, and in-laws of any of the persons in subparagraph (1)(a), (b) or (c) of this paragraph (d).

D (3) The ultimate parent company of MGHC is Fil-Estate Management, Inc. which owns 87.885% of the total issued, outstanding and subscribed capital stock of MGHC.

PART IV - CORPORATE GOVERNANCE

Item 13. Corporate Governance

This portion has been deleted pursuant to SEC Memorandum Circular No. 5, Series of 2013.

PART V – EXHIBITS AND SCHEDULES

1) Reports on SEC Form 17-C

Postponement of Annual Stockholders' Meeting.

The shareholders of METRO GLOBAL HOLDINGS CORPORATION (MGH) approved in its Annual Meeting last 12 October 2023, the amendment of the Company's By-Laws to move from the 1st Thursday of March to last Thursday of July of each year.

The amendment is planned to be submitted to the Commission sometime next month, as the Company needed to wait for the approval of the Commission on the amendment of its Articles of its Incorporation increasing its AUTHORIZED CAPITAL STOCK before proceeding to filing of its amendment on its BY- LAWS. The Company received the Commission's approval of its Amended Articles of Incorporation last 5th Feb 2024.

With the receipt of the foregoing approval by the Commission, the Company will proceed to file for the Commission's approval its amendments on its By-Laws to reflect changes in its Annual Meeting date and other amendments to align provisions in the Company's By-Laws with the provisions in the Revised Code of Corporate Governance.

The new annual meeting date per approval by the shareholders last 12 October 2023 is the last Thursday of July, which falls on 25 July 2024 (instead of 7 March 2024) this year.

2) 2023 Sustainability Report

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **February 22, 2024**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number: **9124** 3. BIR Tax Identification No. **000-194-408-000**

4. **METRO GLOBAL HOLDINGS CORPORATION**
   Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines**
   Province, country or other jurisdiction of incorporation

6. (SEC Use Only)
   Industry Classification Code:

7. **Mezzanine, Renaissance Towers, Meralco Ave., Pasig City** **1604**
   Address of principal office Postal Code

8. **(632) 8633-6205**
   Issuer's telephone number, including area code

9. **N.A-**
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	**5,000,000,000 share**

11. Indicate the item numbers reported herein:

ITEM 9 – OTHER EVENTS “Postponement of Annual Stockholders’ Meeting”

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METRO GLOBAL HOLDINGS CORPORATION
Issuer

Date: February 22, 2024

By:

ALICE ODCHIGUE-BONDOC
Assistant Corporate Secretary

METRO GLOBAL HOLDINGS CORP.

21 FEBRUARY 2024

MARKET AND SECURITIES REGULATION DEPARTMENT
SECURITIES & EXCHANGE COMMISSION
SEC HEADQUARTERS
MAKATI AVENUE, MAKATI CITY
PHILIPPINES

ATTENTION: **ATTY. OLIVER LEONARDO**
Director

SUBJECT: POSTPONEMENT OF 2024 ANNUAL STOCKHOLDERS MEETING

Dear Sir:

Please be informed that as previously disclosed to the Securities and Exchange Commission, the shareholders of METRO GLOBAL HOLDINGS CORPORATION (MGH) approved in its Annual Meeting last 12 October 2023, the amendment of the Company's By-Laws to move from the 1st Thursday of March to last Thursday of July of each year.

The amendment is planned to be submitted to the Commission sometime next month, as the Company needed to wait for the approval of the Commission on the amendment of its Articles of its Incorporation increasing its AUTHORIZED CAPITAL STOCK before proceeding to filing of its amendment on its BY- LAWS. The Company received the Commission's approval of its Amended Articles of Incorporation last 5th Feb 2024.

With the receipt of the foregoing approval by the Commission, the Company will proceed to file for the Commission's approval its amendments on its By-Laws to reflect changes in its Annual Meeting date and other amendments to align provisions in the Company's By-Laws with the provisions in the Revised Code of Corporate Governance.

The new annual meeting date per approval by the shareholders last 12 October 2023 is the last Thursday of July, which falls on 25 July 2024 (instead of 7 March 2024) this year.

Kind regards,

ATTY. ALICE BONDOC
Assistant Corporate Secretary

Mezzanine Floor, Renaissance Tower. Meralco Avenue, Barangay Ugong, Pasig City, Philippines
Tel.: +63.2.633.6205; Tel Fax: +63.2.633.6248
Website: www.metroglobalholdings.com; Email: info@metroglobalholdings.com

SUBSCRIBED AND SWORN to before me this FEB 2 2 2024 at MANDALUYONG CITY affiant exhibiting to me her Integrated Bar of the Philippines ID 14624.

Doc. No. ; 429
Page No. ; 87
Book No. ; 134
Series of 2024.

ATTY. JAMES K. ABUGAN
Notary Public
APPT. NO. [illegible] Until 12-31, 2024
IBP No. [illegible] Jan. 04, 2024 Rizal Chapter
Roll No. [illegible] Lifetime
MCLE No. [illegible] until 4/14/2025
TIN No. [illegible]
PTR No. [illegible]
[illegible]
Mandaluyong City [illegible]-523-21

SECRETARY'S CERTIFICATE

I, **GILBERT RAYMUND T. REYES**, Filipino, of legal age, with principal office at 5th Floor, SEDCCO I Building, Rada corner Legaspi Streets, Legaspi Village, Makati City, after having been sworn according to law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of Metro Global Holdings Corporation (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal office address at Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City, and listed on the Philippine Stock Exchange ("PSE") since 4 May 1964.

2. As Corporate Secretary, I have custody and access to the corporate records of the Corporation, including, but not limited to, the books and records of the transfer agent.

3. Based on the records of the Corporation, on 12 October 2023, the shareholders of the Corporation approved during its Annual Meeting the amendment of the Corporation's By-Laws to amend the schedule of the annual meeting from the first Thursday of March to the last Thursday of July each year.

4. The Corporation is scheduled to submit next month its application for amendment of its By-Laws since the Corporation just received the Securities and Exchange Commission's approval of its application for amendment of its Articles of Incorporation increasing the Corporation's authorized capital stock.

5. Pursuant to the new annual meeting date approved by the shareholders during the 12 October 2023 Annual Meeting, the annual meeting this year is scheduled on 25 July 2024 (last Thursday of July of 2024).

IN WITNESS WHEREOF, this Certificate was signed this 22 FEB 2024 at Makati City.

Gilbert R. T. Reyes

GILBERT RAYMUND T. REYES
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 22 FEB 2024 at Makati City, Philippines, affiant exhibiting to me his Passport No. P8069137A valid until 23 July 2028. The affiant is personally known to the Notary Public.

Doc. No. 181;
Page No. 38;
Book No. II;
Series of 2024.

KRISHNA D. SANTOS
NOTARY PUBLIC
ROLL NO. 61649
MAKATI CITY, PHILIPPINES

KRISHNA D. SANTOS
Notary Public for Makati City
Until 31 December [illegible]
PTR No. [illegible] / Jan. 10, 2024 / Makati City
IBP No. [illegible] / Jan. [illegible], 2024 / [illegible]
Roll of Attorneys No. 61649
Admitted to the Bar on [illegible] May 2022
MCLE Governing [illegible] Order No. 1
Series of 2008, [illegible]
Appointment No. M-[illegible]
5th Floor, [illegible] Bldg., [illegible] corner
Legaspi Sts., Legaspi Village, Makati City

899.00.19
SVC/MGH/Secretary's Certificate on Postponement of ASM 2024

METRO GLOBAL HOLDINGS CORP.

2023 SUSTAINABILITY REPORT

Contextual Information

COMPANY DETAILS	
Name of Organization:	METRO GLOBAL HOLDINGS CORPORATION (“MGHC”)
Location of Headquarters :	Mezzanine Floor , Renaissance Towers, Meralco Avenue, Pasig City, Metro Manila
Location of Operations :	Mezzanine Floor, , Renaissance Towers, Meralco Avenue, Pasig City, Metro Manila
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	Metro Global Holdings Corporation is a holding company. The Company has investments in Metro Rail Transit Holdings I and Metro Rail Transit Holdings II – parent company of Metro Rail Transit Corporation (MRTC), thus, resulting in an indirect 29% equity interest in MRTC. The Company has 28.47% direct equity interest in Monumento Rail Transit Corporation and 15.79% direct equity in MRT Development Corporation. Metro Global Holdings Corporation has subsidiaries: 1. MGHC Royal Holdings Corporation (MGHC Royal) (99%) incorporated on May 19, 2017, engage in the business to invest or purchase, otherwise acquire, and own, hold, use, sell, assign, transfer, pledge, exchange, or otherwise dispose of real and personal property of every kind and description. 2. Metro Renewable Transport Solutions, Inc. (Metro Transport) (99%) incorporated on October 23, 2020 , engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, needs, bridges, railways, ports, highways and other passages and facilities for transportation and communication. 3. Metro Solar Power Solutions, Inc. (MSPSI) is a company registered with the SEC on September 28, 2016 established primarily to construct, erect, assemble, commission and maintain power-

	generating plants and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution. On October 10, 2016, MSPSI's Board of Directors approved the amendment of its Articles of Incorporation changing the corporate name to Metro Solar Power Solutions, Inc. from Metro Solar Power Energy Ventures, Inc. The amendment was approved by the Securities and Exchange Commission on January 9, 2017.
Business Model, including Primary Activities, Brands, Products, and Services	The business activities of Metro Global Holdings Corporation (the Parent Company) arise from its investments in the equity of the MRTH I and MRTH II. Hence, the Parent Company has no principal products or services, nor does it derive revenues or sales from any products or services. No part of the Parent Company's revenues or income over the last three years has been derived from any foreign sales. Corollary, the Parent Company has no requirement for any distribution methods that would otherwise be needed for any products or services. Since the Parent Company's inception, it has had nor publicly-announced new product or services.
Reporting Period	For the Year Ending December 31, 2023
Highest Ranking Person responsible for this report	Mr. Robert John L. Sobrepeña, Chief Executive Officer Mr. Ramon G. Jimenez, Chief Finance Officer Ms. Solta S. Alcantara, Chief Audit Executive

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics.

The Company used Selected GRI Sustainability Reporting Standards (Core Option) in accordance with the GRI 102: General Disclosures, to report on contextual information about itself and its impacts on the economy, the environment and society.

The Company's economic and environmental sustainability principles are exercised through its affiliate, Metro Rail Transit Corporation (MRTC). MRTC is the owner of the Metro Rail Transit (MRT) 3 System along the 16.9 kilometer stretch of Epifanio de los Santos Avenue (EDSA). The MRT 3 System is leased to the Department of Transportation and Communication, which operates and maintains the system for 25 years commencing 2000. The wholly electrically powered Metro Rail Transit Line 3 (MRT-3) saw an influx in passengers for 2023, with a recorded count of 129,030,158 rides for the year. This figure is up by more than 30 percent from the total ridership of 98,330,683 in 2022.

The Company has a 28.47% equity interest in Monumento Rail Transit Corporation which, allows participation in the MRT 3 (Phase 2) system extension, the airport link from the Taft Avenue Station up to the airport and the envisioned rail extension from Ayala Station to Buendia Station via a loop through Ayala Avenue and Gil-Puyat Avenue (the Makati loop)

The Company acquired 15.79% equity interest in MRT Development Corporation (MRTDC) on December 2018. MRTDC has exclusive rights to all commercial developments along the MRT-3 System, including in the 13 Stations and air space above the 13 Stations, which include all commercial leasing rights in the 13 Stations, advertising rights, development of the air space above all the 13 stations, and all other commercial activities within the entire MRT-3 System.

The Parent Company plans to continue its strategy of maintaining itself as a holding corporation with key investment in the form of equity interest in MRTHI and MRTH II. The combined investment in these two holding companies represents approximately 29% interest in the MRT 3 System along EDSA. The Phase 1 of the MRT Project (LRTS Phase 1) began full operation on July 15, 2000, which involved 13 stations spanning the North Triangle to Taft Avenue. The operation for the next twelve (12) months was strictly confined to that of an investee corporation.

The Parent Company incorporated MGHC Royal Holdings Corporation (MGHC Royal) on May 19, 2017. MGHC Royal intends to engaged in the business of investing, purchasing, or otherwise acquiring, and owning, holding, using, selling, assigning, transferring, pledging, exchanging, or otherwise disposing of real and personal property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, and other securities of obligation of any other corporation or corporations associations or associations, domestic or foreign, for whatever lawful purpose or purposes.

On November 22, 2018, the stockholders approved the amendment of the Articles of Incorporation to include in the primary purpose investment in business engaged in solar, wind, and other renewable energy generation facilities. The proposed amendment will allow the Parent Company to expand its investment into a business engaged in renewable energy generation facilities, a growth area the Parent Company intends to pursue.

On August 25, 2020, the Parent Company incorporated Metro Renewable Transport Solutions, Inc. (MRTSI). MRTSI intends to engaged in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.

On February 1, 2024, the Securities and Exchange Commission approved the amendment of its Articles of Incorporation to allow the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

MGHC Royal and MRTSI were not in commercial operation as at December 31, 2023.

MATERIALITY

The key findings of the materiality analysis are as follows:
The Company and its subsidiaries, MGHC Royal Holdings Corporation (MGHC Royal), Metro Renewable Transport Solutions, Inc. (MRTSI) and Metro Solar Power Solutions, Inc. (MSPSI) which is engaged in solar, wind and other renewable energy generation facilities subject to regulations which require compliance with environmental laws.

The Company has ten (10) employees as of December 31, 2023.

Its subsidiaries, MGHC Royal and Metro Rail Transport Inc. are both not yet in commercial operation and have no employees as of December 31, 2023. The management of the two companies is currently being undertaken by the executive officers of MGHC, the Parent Company.

The Company does not have plans for any product research and development within the next 12 months. There are no expected purchases or sale of plant and significant equipment within the same period as the Company is not engaged in any manufacturing business.

The trading of the Company's shares of stock at the PSE has been voluntarily suspended since March 20, 2007 to allow the Company to re-align its business and explore new strategic directions. MGH has until August 5, 2024 (six months from Feb 5, 2024, the date of SEC approval of a capital increase, issuing 750 million shares to Fil-Estate Management, Inc.) to comply with the minimum 10% public ownership requirement.

The Company plans to expand its primary purpose to include investments in businesses

The Parent Company is expected to receive its 28.47% share of the 5% the lease rental income from Trinoma Mall,(the "Depot Royalty Income") as a result of the redemption of its redeemable preferred shares in Monumento Rail. This revenue will be used to fund its operating expenses and to partially pay its debts to FEMI.

The Parent Company foresees that material funding may be required within the next twelve (12) months, in anticipation of the finalization and completion of the transactions relating to the acquisition by the Parent Company of the equity interest of FEMI in Metro Solar. Metro Solar's main project is the development of the 52.5 megawatt solar farm project in Pililia, Rizal, the project is currently at the permitting stage. It will be developed in a single phase. The construction is likely to commence in 2024 and is expected to enter into commercial operation in 2025. The Parent Company plans to raise the needed funds to finance this project through private placement and the eventual resumption of trading of its shares at the PSE.

The revised strategy will deliver the reference values for sustainability related action beyond 2023.

MATERIALITY COMPLETENESS

The report takes into account all significant impacts of MGHC along its value chain. The reporting processes ensure that the data collected includes the results from all entities with significant impacts regarding material topics.

STAKEHOLDERS INCLUSIVENESS is ensured by considering feedback from stakeholder engagement.

ECONOMIC

Economic Performance

Direct Economic Value Generated and Distributed

Depot royalty income for the year ended December 31, 2023 amounting to P44,664,516 (2022- P19,546,766; 2021 – P7,887,684) represents the Group's 28.47% share in the 5% of the gross receipts of the rental income from TriNoma commercial center owned and operated by NTDCC. The amount of royalty income is recognized over time as NTDCC ears rental income from the commercial center.

The Group's General and Administrative expenses increased by ₱13.16 million or 27%, from ₱35,571,235 in December 31, ₱48,732,548 in December 31, 2023, largely due to IT expenses starting February 2022. Salaries and wages include compensation paid to executive officers seconded by the Parent Company from FEMI who joined the Parent Company starting September and October 2020. The General and Administrative Expenses was distributed among the following: Employee wages and benefits, payment to suppliers, other operating costs, taxes given to government.

Disclosure	Units	Amount (2023)
Direct economic value generated (revenue)	PhP	44,664,516.00
Direct economic value distributed:		
a. General and Administrative Expenses	PhP	27,144,785.00
b. Employee wages and benefits	PhP	20,009,266.00
c. Payments to suppliers, other operating costs	PhP	16,946.00
d. Dividends given to stockholders and interest payments to loan providers	PhP	
e. Taxes given to government	PhP	1,528,832.00
f. Investments to community (e.g. donations, CSR)	PhP	32,719.00

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain. ndicate involvement in the impact (i.e., caused by the organization or linked to impacts though its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable group)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The Parent Company is expected to receive its 28.47% share of the5% the lease rental income from Trinoma Mall, (the "Depot Royalty Income") as a result of the redemption of its redeemable preferred shares in Monumento Rail. This revenue will be used to fund its operating expenses and to partially pay its debts to FEMI.	*Stockholder- Fil-Estate Management, Inc. (FEM), the parent company of MGHC*	The company continues to obtain support from FEMI to finance the Group's Operations.

What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
The group's activities expose it to a variety of financial risks and these activities involve the analysis, evaluation and management of some degree of risk or combination of risks	Parent Company	The group's overall risk management program focuses on the unpredictability of financial market, aims to achieve an appropriate balance between risk and return and sales to minimize potential adverse effects on the group's financial performance
The most important type of risk the Group's manages are are liquidity risks and credit risks. 1. **Liquidity Risk** arises from the possibility that the Group will encounter difficulty in raising funds to meet associated commitments with financial instruments.	Shareholders	The Group manages the liquidity risk by maintaining a balance between continuity of funding and flexibility in operations. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational and working capital requirements. Management closely monitors the Group's future and contingent obligations and sets up required cash reserves and reserve borrowing facilities as necessary in accordance with internal policies. Short-term advances from related parties are availed to cover for immediate expenses and maturing obligations. The Group is also able to defer payments of some of its due to related party balances.
2. **Credit Risk.** The Company's exposure to **credit risk** arises from cash deposits with banks and financial institutions, as well as credit exposure on receivable from customers, related parties and other counterparties. The fair values of these financial assets approximate net carrying	Banks	These cash in banks are deposited with a reputable bank that belonged to the top three banks in the Philippines and approved by management

amounts due to their short-term maturities. The Company's significant concentration of credit risk is on its transactions with NTDCC, its sole customer. 3. **Capital Risk.** The Group considers its long-term debt from FEMI and other related parties, as well as total equity consisting of share capital, additional paid-in capital, deposit for future stock subscription, and retained earnings, as its capital.	Customer - NTDCC FEMI	Depot royalties are collected in accordance with the agreement and the Group's credit policy with no reported defaults and write-offs in previous years. In addition, credit risk is minimized by monitoring receivables regularly. The Group manages its capital to ensure that the Group will be able to continue as a going concern, while maximizing the return on investments of stockholders. The Group monitors its use of capital by comparing deficit to total capitalization and makes adjustments to it in light of changes in economic conditions and its financial position.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
New sources of cash flow through potential future investment and or cash infusions into the Company over the next five years. Entry into renewable energy generation and operation shall provide a constant source of cash flows once the Power Purchase Agreement with the offtaker is signed.	Investors and Shareholders	The Company coordinates and negotiates closely with its Parent Company to manage cash flow risks.

Climate-related risks and opportunities

Governance	Strategy	Risk Management	Metrics and Targets

Disclose the organization's governance around climate-related risks and opportunities	Disclose the actual and potential impacts of climate-related risks and opportunities on the organization's business, strategy, and financial planning where such information is material	Disclose how the organization identifies, assesses, and manages climate related risks	Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material
Recommended Disclosures			
a) Describe the board's oversight of climate-related risks and opportunities	**a) Describe the climate-related risks and opportunities the organization has identified over the short, medium and long term.**	**a) Describe the organization's processes for identifying and assessing climate-related risks**	**Disclose the metrics used by the organization to assess climate- related risks and opportunities in line with its strategy and risk management process.**
In line with the new business directions of the Parent Company to invest in business engaged in solar, wind, and other renewable energy generation facilities, the Parent Company entered into an Agreement with FEMI on November 20, 2018, for the acquisition of FEMI's 100% equity stake in Metro Solar Power Solutions, Inc. (Metro Solar), a power company with an existing 65-megawatt solar farm project in Pililia, Rizal. Right-of-use asset includes the value of the Solar Energy Service Contract which will pave the way for the	The construction of 65-megawatt solar farm project in Pililia, Rizal, is expected to commence within the year 2023. The Parent Company plans to raise the needed funds to finance this project through local and foreign investors. On February 1, 2024, the SEC approved the increase in the capital stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share. Subsequently, on April 8, 2024, the SEC approved the valuation of the 250,000 Metro Solar shares in the amount of P250 million as payment by FEMI for the issuance by the Parent Company of 250 million common shares at par value of P1 per share in favor of FEMI.	The company uses project feasibility studies, cashflow projections, sensibility studies and other process in identifying and assessing climate-related risks.	Key Performance Indicators used are liquidity ratios, leverage or long-range solvency and profitability ratios.

creation of the Solar Power Project after the third-party appraisal of MSPSI. The valuation report dated March 31, 2023 was prepared by Santos Knight Frank, Inc. using the income approach as of December 31, 2022. Based on the valuation report, the value of the leasehold property is P341 million. The fair value adjustment is calculated as the present value of the rent savings when the contract rent at the time of the appraisal is less than the current market rent. During November 2023, the Parent Company has paid and completed the required filings with the SEC.			
b) Describe management's role in assessing and managing climate- related risks and opportunities	**b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy and financial planning**	**b) Describe the organization's processes for managing climate-related risks**	**b) Describe the targets used by the organization to manage climate- related risks and opportunities and performance against targets**
Board has a strategy execution process (i.e., Annual Planning) that facilitates effective management	On December 13, 2021, MRTHII declared dividends to its shareholders, of which P2,606,190,497 pertains to the Group's share which resulted to	The Vision and Mission are reviewed by the Board regularly to ensure that corporate business directors,	The comparative financial Key Performance Indicators (KPIs) and non-financial KPIs are reviewed regularly.

performance and is attuned to the company's business environment, and culture.	positive net equity balance. With the intended increase in the Company's Authorized Capital Stock from P2 Billion to P5 Billion and with additional subscription by FEMI to P750 million, the Company's Stockholder's Equity Balance is expected to continuously result in a positive net equity balance.	strategies, and objectives are consistent and coherent with the Mission and Vision of the Company.	
	c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios including a 2*C or lower scenario	**b) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management**	
	The Board of Directors oversee the development of, formulate and approve the corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance in order to sustain the company's long-term viability and strength.	The Board of Directors review and guide corporate strategy, major plans of action, risk management policies and procedures, annual budgets and business plans; set performance objectives; monitor implementation and corporate	

		performance; and oversee major capital expenditures, acquisitions and divestitures.	

15 Adapted from the Recommendations of the Task Force on Climate-Related Financial Disclosures. The TCFD Recommendations apply to non- financial companies and financial-sector organizations, including banks, insurance companies, asset managers and asset owners.

16 For this disclosure, impact refers to the impact of the climate-related issues on the company

Procurement Practices

Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers	N/A	%
What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts thought its business relationship)*	**Which stakeholders are affected?** *(e.g., employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
There are no expected purchases or sale of plant and significant equipment within the next 12 months as the Company is	*Not Applicable*	There is no competition with respect to other train services. Instead, the MRT project complement other train systems and various public transportation modes

not engaged in any manufacturing business. Not being engaged in the manufacturing of any product, the Company does not require any raw materials, energy or other items from suppliers for conducting its business.		available in Metro Manila such as buses, taxis and FXs. Passengers along EDSA have a choice between riding the MRT system and using the described alternatives.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
The Parent Company, through its holdings in Monumento Rail, will continue to actively pursue its participation in the train system extensions (e.g., Makati Loop and Airport Link) and capacity expansion via procurement of additional trains/vehicles.	Government	As at December 31, 2022, Monumento Rail has no commercial activity and is in the process of negotiating with the Government towards the submission of a proposal for the said projects.

Anti-corruption

Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti- corruption policies and procedures have been communicated to	100	%

Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	100	%
Percentage of directors and management that have received anti-corruption training	100	%
Percentage of employees that have received anti-corruption training	100	%

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g., employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
No incidents of violations of the company policy found and reported.	Employees, Directors	Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Ethics &Conduct. The Company requires continuous management attention at all corporate levels to assure compliance with the spirit and letter of this policy.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not applicable	Not applicable	Not applicable
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**

Identify the opportunity/ies related to material topic of the organization		
Not applicable	Not applicable	Not applicable

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	nil	#
Number of incidents in which employees were dismissed or disciplined for corruption	nil	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	nil	#

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified?	**Which stakeholders are affected?**	**Management Approach**

Identify the opportunity/ies related to material topic of the organization		
Not Applicable	Not Applicable	Not Applicable

ENVIRONMENT

Resource Management

Energy consumption within the organization:

Reduction of energy consumption

Disclosure	**Quantity**	**Units**
Energy consumption (renewable sources)	N/A	GJ
Energy consumption (gasoline)	N/A	GJ
Energy consumption (LPG)	N/A	GJ
Energy consumption (diesel)	N/A	GJ
Energy consumption (electricity)	N/A	kWh

Disclosure	**Quantity**	**Units**
Energy reduction (gasoline)	N/A	GJ
Energy reduction (LPG)	N/A	GJ
Energy reduction (diesel)	N/A	GJ
Energy reduction (electricity)	N/A	kWh
Energy reduction (gasoline)	N/A	GJ

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e.., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The Company does not engage in business operations that are subject to regulations, which require compliance with environmental laws.	Community, Government	The Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
None of the projects will spew any harmful by-products - gas emissions or solid and liquid secretions - into the earth's soil or atmosphere.	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization.*	**Which stakeholders are affected?**	**Management Approach**
MRT-3 trains are operating purely on electrical power, which is NOT directly derived from fossil fuels (e.g. gasoline or	Public commuters, community	Averting diesel consumption. Approximately 1,450 buses a day do not have to ply EDSA because of the MRT-3

diesel engines as busses have) that otherwise carry or have direct and intense emissions.		operating under the average normal condition of 300,000 passengers ferried daily . However, due to social distancing restrictions imposed in the MRT trains, because of the Covid-19 pandemic, train capacity was reduced to 30% and at 16 hours operation. Thus, the average number of passengers per day may increase to 300,000 to 400,000 per day, depending on the Covid-19 pandemic situation.

Water consumption within the organization

Disclosure	Quantity	Units
Water withdrawal	N/A	Cubic meters
Water consumption	2,000	Cubic meters
Water recycled and reused	N/A	Cubic meters

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Average day-to-day consumption of employees and executive officers of the Company.	*Employees/Officers*	*To conserve energy. Meeting the needs of the present without compromising the ability of future generations to meet their own needs.*

What are the Risk/s Identified? *Identify risk/s related to material topic of the organization.*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Materials used by the organization

Disclosure	**Quantity**	**Units**
Materials used by weight or volume		
•renewable	N/A	kg/liters
•non-renewable	N/A	kg/liters
Percentage of recycled input materials used to manufacture the organization's primary products and services	N/A	%

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*

Not Applicable	*Not Applicable*	Not Applicable
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	N/A	
Habitats protected or restored	N/A	ha
ICUN Red List species and national conservation lit species with habitats in areas affected by operations	N/A	

What is the impact and where does it occur? What is the Organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	*(e.g. employees, community, suppliers, government, vulnerable groups)*	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*

Not Applicable	*Not Applicable*	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Environmental impact management

Air Emissions

GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions	N/A	Tonnes CO_2e
Energy indirect (Scope 2) GHG Emissions	N/A	Tonnes CO_2e
Emissions of ozone-depleting substances (ODS)	N/A	Tonnes

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*

Not Applicable	Not Applicable	Not Applicable
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Air pollutants

Disclosure	Quantity	Units
Persistent organic pollutants (POPs)	N/A	kg
Volatile organic compounds (VOCs)	N/A	kg
Hazardous air pollutants (HAPs)	N/A	kg
Particulate matter (PM)	N/A	kg

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	Not Applicable	Not Applicable
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Easing Traffic Congestion, Improving Traffic Management for Baguio City, Minimizing Environmental Impact and Increasing Benefits of Transportation to the Public in General	*Community, Government*	Approval of the signing of a Memorandum of Understanding (MOU) with the City of Baguio concerning the Development of an Intelligent Transport System as a Sustainable Long-Term Strategy to Urban Mass Transport Management for Baguio City.

Solid and Hazardous Wastes

Solid Waste

Disclosure	Units	MGHC	MRTC (annual)	MRTDEVCO (annual)	MONUMENTO (annual)
		Quantity			
Total solid waste generated	kg	1	20	62	Nil
Reusable	kg	1	1	2	Nil
Recyclable	kg		19	60	Nil
Composted	kg	N/A	N/A	N/A	N/A
Incinerated	kg	N/A	N/A	N/A	N/A
Residuals/Land filled	kg	N/A	N/A	N/A	N/A

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The company produces solid waste like used bond paper, used printer cartridges, used computer hardware, used telephones, etc. in its operations.	Employees, Suppliers	Recycle of used bond paper and refill of printer cartridges.
What are the Risk/s Identified?	**Which stakeholders are affected?**	**Management Approach**

Identify risk/s related to material topic of the organization		
Pest infection of office premises.	Employees	Quarterly Pest Control program of the work place.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated	N/A	kg
Total weight of hazardous waste transported	N/A	kg

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*	Maintains well ventilated and nonhazardous workplace through daily

		inspection and maintenance of facilities and supplies.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Potential into Renewable energy generation.	Community, government	The company will be adding to its original portfolio, projects or objectives in three phases over the next 10 years that involve solar (panels), wind (turbines), hydro and waste-to-energy power generation – all quintessentially "Green" initiatives.

Effluents

Disclosure	Quantity	Units
Total volume of water discharges	N/A	Cubic meters
Percent of wastewater recycled	N/A	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected? *(e.g. employees, community, suppliers, government, vulnerable groups)*	Management Approach *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects,*

Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*		*programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

Environmental compliance

Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	N/A	nil
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	N/A	nil
No. of cases resolved through dispute resolution mechanism	N/A	nil

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Which stakeholders are affected?** *(e.g. employees, community, suppliers, government, vulnerable groups)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The Company does not engage in business operations that are subject to regulations, which require compliance with environmental laws.	*community, government*	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Which stakeholders are affected?**	**Management Approach**
Not Applicable	Not Applicable	Not Applicable

SOCIAL

SOCIAL

Overall, the Group has 40% female and 60% male representation.

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
a. Number of female employees	#	5	1	5	0
b. Number of male employees	#	5	0	12	0
Ratio of lowest paid employee against minimum wage	ratio	1:3	1:1.8	1:1.4	n/a

MGHC

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	none	none
PhilHealth	Y	none	none
Pag-ibig	Y	none	none
Parental leaves	Y	none	none
Vacation leaves	Y	100%	none
Sick leaves	Y	100%	none
Medical benefits (aside from PhilHealth))	Y	none	none
Housing assistance (aside from Pag-ibig)	Y	none	none
Retirement fund (aside from SSS)	Y	none	none
Further education support	Y	none	none
Company stock options	N	none	none

Telecommuting	Y	none	none
Flexible-working Hours	Y	none	none

MRTC (MRTHI and MRTH II)

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	none	None
PhilHealth	Y	none	None
Pag-ibig	Y	40%	25%
Parental leaves	Y	none	None
Vacation leaves	N	100%	100%
Sick leaves	Y	100%	100%
Medical benefits (aside from PhilHealth))	Y	none	none
Housing assistance (aside from Pag-ibig)	Y	none	none
Retirement fund (aside from SSS)	Y	none	none
Further education support	Y	none	none
Company stock options	N	none	none
Telecommuting	Y	none	None
Flexible-working Hours	Y	none	None
(Others)		none	none

MRTDEVCO

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	none	None
PhilHealth	Y	none	18%
Pag-ibig	Y	25%	None

Parental leaves	Y	None	None
Vacation leaves	Y	100%	100%
Sick leaves	Y	100%	100%
Medical benefits (aside from PhilHealth))	Y	50%	25%
Housing assistance (aside from Pag-ibig)	Y	none	None
Retirement fund (aside from SSS)	Y	none	None
Further education support	Y	none	None
Company stock options	N	none	None
Telecommuting	Y	50% (during ECQ/MGCQ only)	50% (during ECQ/MGCQ only)
Flexible-working Hours	Y	50% (during ECQ/MGCQ only)	50% (during ECQ/MGCQ only)
(Others)		none	None

MONUMENTO

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	n/a	n/a
PhilHealth	Y	n/a	n/a
Pag-ibig	Y	n/a	n/a
Parental leaves	Y	n/a	n/a
Vacation leaves	N	n/a	n/a
Sick leaves	Y	n/a	n/a
Medical benefits (aside from PhilHealth))	Y	n/a	n/a
Housing assistance (aside from Pag-ibig)	Y	n/a	n/a
Retirement fund (aside from SSS)	Y	n/a	n/a
Further education support	Y	n/a	n/a
Company stock options	N	n/a	n/a

Telecommuting	Y	n/a	n/a
Flexible-working Hours	Y	n/a	n/a
(Others)		n/a	n/a

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The Company has no employee who is not an executive officer who is expected by the Company to make a significant contribution to the Business.	The Company has ten (10) employees in year 2020 while in 2019, the Company only had two (2) employees. Management of the Company is currently being undertaken by the executive officers of the parent company. Starting September 1, 2020, the CEO and President of the Company by virtue of their position, receive compensation from the company.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
The Company's business is not highly dependent on the services or any key personnel.	The Company's By-Laws on compensation provides that "Each director shall receive a reasonable per diem allowance for his attendance at each meeting of the board. As a

	compensation, the Board shall receive and allocate an amount of not more than five (5%) percent of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper.

Employee Training and Development

The Company is committed to having a workplace prepared to meet current and future business objectives by providing its employees, at all levels, with appropriate education and training. In 2022, the Group dedicated 232 hours on training employees.

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
Total training hours provided to employees					
a. Female employees	hours	100	2	8	Nil
b. Male employees	hours	100		22	Nil
Average training hours provided to employees					
a. Female employees	hours/employee	20	2	1.3	Nil
b. Male employees	hours/employee	20		1.8	Nil

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*

The management of MGHC is currently being undertaken by the executive officers and employees of the parent company, FEMI, which officers and employees are seconded by MGHC.	We provide intensive training and management support for our people and offer personal and financial growth though progressive hiring and promotion practices All employees are oriented in the philosophy, ethics, values, principles and business priorities of the company, such as induction into their group/department, thru its Management Development Program.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Gap in Knowledge, Skills and Attitude of employees	Attendance to public seminars and workshops are required to Address gap per KSA.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Officers (Managers up) are also encouraged to attend seminars to update their KSAs.	In-house training is provided and is customized to the job as well as personal needs. All first-time managers shall successfully complete specified supervisory training within a specified period of appointment. - Promotional Program, Management Development Program

Labor

-Management Relations

Metro Global Holdings, Inc.'s sees to it that our relationship with our employees is always healthy and fruitful.

Our Company has code of Business Conduct and Ethics which all employees must understand and follow. Applicable labor laws and regulations where we do business are also being complied with. Moreover, we are responsible for preventing violations of laws and for speaking up if we see possible violations.

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
% of employees covered with Collective Bargaining Agreements	%	nil	nil	nil	n/a
Number of consultations conducted with employees concerning employee-related policies	#	nil	nil	nil	n/a

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
MGHC has ten (10) employees.	Executive officers seconded by MGHC from FEMI received salaries and wages starting September and October 2021.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
In case unsure if action is not permitted by law or MGHC policy.	We seek the advice of resource experts/consultants.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

Diversity and Equal Opportunity

**Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
% of female workers in the workforce	%	nil	Nil	Nil	n/a
% of male workers in the workforce	%	nil	Nil	Nil	n/a
Number of employees from indigenous communities and/or vulnerable sector*	#	nil	nil	nil	n/a

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	Not applicable
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not applicable	Not applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not applicable	Not Applicable

Workplace Conditions, Labor Standards, and Human Rights Occupational Health and Safety

The Group consistently implemented health and safety protocols within the operations in response to COVID 19 pandemic

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
Safe Man-Hours	Man-hours				
No. of work-related injuries	0	nil	nil	nil	n/a
No. of work-related fatalities	0	nil	nil	nil	n/a
No. of work-related ill-health	0	nil	nil	nil	n/a
No. of safety drills	1	1	1	1	n/a

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The management of MGHC is currently being undertaken by the executive officers and employees of the parent company, FEMI, which officers and employees are seconded by MGHC.	The health of every employee shall be maintained at the highest levels: 1. With existing health plan coverage, 2. With emergency medicine kit complete with emergency medicines, 3. With company nurse to address employees' health needs; assessment and, or referral of employee/s health condition in the workplace. 4. Employees required to consult a Physician if sick leave is more than two days and a medical certificate/ clearance is required before resumption of work. 5. Pre-employment physical examination of newly hired employees. 6. Annual Physical examinations for all regular employees.

What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	Management Approach
Presence of any symptoms of a suspected viral illness.	Employee advised to go home and immediately consult a Physician.
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Data relating to health, safety and welfare of its employees.	1. Annual vaccination program with Influenza virus is maintained 2. Monthly purchase of first aid supplies. 3. Maintenance of well-ventilated and nonhazardous workplace through daily inspection and maintenance of facilities/supplies. 4. Quarterly Pest Control program of the work place.

Labor Laws and Human Rights

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Disclosure	Units	MGHC	MRTC	MRTDEVCO	MONUMENTO
		Quantity			
No. of legal actions or employee grievances involving forced or child labor	n.a	none	none	None	none

Topic	Y/N	If yes, cite reference in the company policy
Forced labor	N	
Child labor	N	
Human Rights	N	

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach

Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	Not Applicable
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:

Not being engaged in the manufacturing of any product, the Company does not require any raw materials, energy or other items from suppliers in the conducting its business.

MRTC, MRTDC and Monumento have no accreditation policy for its suppliers. The three (3) bid rule is being implemented for company purchases.

Do you consider the following sustainability topics when accrediting suppliers?

On acquisition of supplies for operations like office supplies, computers airconditioners, etc., herewith is the Group's code of ethics and anti-bribery and anti-corruption policy). **Link:** *Company Policies*

Topic	Y/N	If yes, cite reference in the company policy
Environmental performance	N	
Forced labor	N	
Child labor	N	
Human rights	N	
Bribery and corruption	Y	MGHC strictly prohibits any form of bribery and corruption within the company, as well as in dealing with suppliers, contractors, and potential suppliers and contractors.

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
There are no expected purchases or selling of plant and significant equipment within the next 12 months as the Company is not engaged in any manufacturing business.	The Company discloses its policies and practices—specifically those that address the selection procedures with regards to suppliers and contractors thru its Code of Business Conduct and Ethics.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
The Parent Company has a 28.47% equity interest in Monumento Rail Transit Corporation (Monumento Rail), which, as a result, allows participation in the train system extension (e.g., the Makati Loop	The Company continues, through its holdings in Monumento Rail, to actively pursue its participation in the train system extensions.

and Airport Link) and additional train/vehicle procurements in the event the Philippine government awards the project to MRTC.	

Relationship with Community

Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.

Significant Impacts on Local Communities

Metro Global Holdings (MGHC)'s 2023 Outreach Program

There are two major facets or components of this program that took place place primarily during the Holiday season towards the end of the year 2023.

Food Distribution:

The food distribution component involves the provision of nutritious meals to low-income families in impoverished communities primarily in Metro Manila, the seat of the company's operations. Food packages that consist of rice, canned goods, and other essential household items.

Toy and Gift-giving:

Here, specifically, Global Holdings Corporation collects donations from employees, and corporate partners to provide toys, school supplies, and other gifts for children living in earmarked communities of such need. Moreover, the program also organizes activities, such as arts and crafts, storytelling, and other interactive learning opportunities alongside the gift-giving event.

Geographically, MGHC has applied these initiatives not just within its immediate communities but beyond and even on a nationwide basis.

Operations with significant (positive or negative) impacts on local communities	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on	Collective or individual rights that have been identified that or particular	Mitigating measures (if negative) or enhancement

(exclude CSR projects; this has to be business operations)			indigenous people (Y/N)?	concern for the community	measures (if positive)
The MRT system provides a low fare and convenient mode of transport to 350,000 commuters a day. There are elevators provided for the elderly and persons with disabilities	13 stations from North Triangle to Taft Avenue	Public	Yes	Government	The Government, through Department of Transportation is responsible for the collection of fares and for the day-to-day operations of the system.

**Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

For operations that are affecting Indigenous Peoples (IPs), indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available:

Certificates	Quantity	Units
FPIC process is still undergoing	N/A	#
CP secured	N/A	#

What are the Risk/s Identified *Identify risk/s related to material topic of the organization*	**Management Approach**
The depletion or destruction of natural resources is altogether a non-issue. None of the projects will require compensatory or remedial measures to restore natural resources and will spew any harmful by-products – gas emissions or solid and liquid secretions – into the earth's soil or atmosphere (such as would be the case in energy being generated from coal, for example).	MGCH will function sustainably to provide power to our country.

What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	Management Approach
Future objectives in various parts of the country such as Baguio in Benguet province, the NCR, Pililla in Rizal province and Iloilo in the Visayas will not be depleting the planet's natural resources during the company's operations, thus capturing the very definition of Sustainable Development, or "meeting the needs of the present without compromising the ability of future generations to meet their own needs" In the case of waste-to-energy initiatives in Baguio and in Manila, there will be the additional benefit of a significant reduction in extremely detrimental manmade waste, as large quantities of rubbish is converted to genuinely usable power	MGHC gained control over Metro Solar Power Solutions, Inc. (Metro Solar) effective August 23, 2023; Metro Solar is a stock corporation registered with the Securities and Exchange Commission (the "SEC") on September 28, 2016 with principal activity to construct, erect, assemble, commission and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution. The company previously acquired two subsidiaries: Metro Power Solutions, Inc. and Metro Renewable Transport Solutions, Inc.. The company will be adding to its original portfolio (real estate development and management, IT and infrastructure, among others), projects or objectives in three phases over the next 10 years that involve solar (panels), wind (turbines), hydro and waste-to-energy power generation – all quintessentially "Green" initiatives.

<u>Customer Management</u>

The Company is a holding company and has no business operations that entail direct interaction with customers.

Business Operations of Affiliates

Monumento Rail
Monumento Rail currently has no project and is not in operation hence it has no direct interaction with customers.

MRTC

The operations and maintenance of MRT3 System is being handled by DOTR hence MRTC has no business operation that entails direct interaction with customers;

MRTDC

MRT Development Corporation's (MRTDC) main line of business is the leasing out of about 160 commercial retail spaces and about 1,200outdoor and 1,000 indoor advertising assets located in all 13 MRT-3 stations and guide way structures along the stretch of EDSA from North Avenue in Quezon City to Taft Avenue in Pasay City, constantly uphold the highest standards in servicing its tenants and advertisers with quality care and assistance under terms and conditions that are fair and satisfactory. Through the hard work and dedication of its management and employees, MRTDC will continue to sustain its quality service delivery to its tenants and advertisers, whose growth and success are also the company's.

Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction	N/A	No.

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
The Company is a holding company and has no direct business operations that entail direct interaction with customers.	Not Applicable
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

Health and Safety

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

For MRTC and MRTDC, there were no reported or filed cases of any violation relating to Health and Safety Standards. For the operation and maintenance of the MRT-3 train system, DOTR is responsible for any operational related cases.

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	N/A	#
No. of complaints addressed	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified?	**Management Approach**

Identify the opportunity/ies related to material topic of the organization	
Not Applicable	Not Applicable

Marketing and labeling

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labeling*	N/A	#
No. of complaints addressed	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain)* *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

Customer privacy

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

MRT Development Corporation (MRTDC) strictly adheres to its responsibility towards confidential information provided by its tenants and advertisers. Unless in cases authorized by law, the company is accountable and compelled to protect all information provided by its tenants and advertisers. The company's leasing and advertising operations group, through the guidance of its corporate lawyers, is in-charge of handling tenants and advertisers' data privacy, reviewing guidelines and policies, executing strategies, establishing internal controls to protect these data and ensuring that these data are not compromised. MRTDC's policy on data privacy is in accordance with the Data Privacy Act. The company continues to educate its employees on the significance and confidentiality of tenants and advertisers' information.

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	N/A	#
No. of complaints addressed	N/A	#
No. of customers, users and account holders whose information is used for secondary purposes	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management Approach
Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) *Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	*What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Not Applicable	*Not Applicable*
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified?	**Management Approach**

Identify the opportunity/ies related to material topic of the organization	
Not Applicable	Not Applicable

Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact? *Identify the impact and where it occurs (i.e., primary business operations and/or supply chain) Indicate involvement in the impact (i.e., caused by the organization or linked to impacts through its business relationship)*	**Management Approach** *What policies, commitments, goals and targets, responsibilities, resources, grievance mechanisms, and/or projects, programs, and initiatives do you have to manage the material topic?*
Since 2007, the Company's securities are not traded due to voluntary suspension to allow the Company to re-align its business and explore new strategic directions.	Shareholders records are maintained by BDO Stock Transfer Agent.
What are the Risk/s Identified? *Identify risk/s related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable
What are the Opportunity/ies Identified? *Identify the opportunity/ies related to material topic of the organization*	**Management Approach**
Not Applicable	Not Applicable

UN SUSTAINABLE DEVELOPMENT GOALS

Product or Service Contribution to United Nations SDGs

Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact
The completely electrically-powered Metro Rail Transit Line 3 (MRT-3) accommodated 248,000 to 260,000 passengers a day in 2022, with an average daily fare collection of PHP2.7 million along its 13-station route from North Triangle to Taft Avenue along EDSA. The Metro Rail Transit-Line 3 (MRT-3) saw an influx in passengers for 2023, with a recorded count of 129,030,158 rides for the year. This figure is up by more than 30 percent from the total ridership of 98,330,683 in 2022.	MGHC's environmental sustainability practices was exercised at the level of MRTC by the operations of MRT-3 System along EDSA on a daily basis all year long since year 2000 (and through the year 2023). Approximately 1,450 buses a day as a result did not have to ply EDSA. The scenario wherein vehicular diesel engines emitted nitrogen compounds and particulate matter (hydrocarbons and carbon dioxide) as they burnt diesel fuel was significantly diminished because 248,000 to 260,000 passengers rode the MRT-3 daily instead of the aforementioned buses	While the MRT 3 is electrically powered and is a welcome substitute to the buses operating along EDSA that are run on diesel, there may still be a negative impact, albeit indirectly, on the environment by the mass rail system. This is because electricity in the Philippines is produced largely in coal-fired plants (that are less costly to operate but produce carbon emissions into the atmosphere	The increase in ridership in 2023 came as the MRT-3 completed the massive rehabilitation of the rail line, which significantly improved its operations. The Company's response to this negative impact is for MRT-3 to try to generate its own power through renewable energy, if feasible. It this is not feasible, the Company can more than offset the negative impact by developing renewable energy sources such as solar and wind farms, hydroelectric and waste to energy plants.

** None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.*

Signatures

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Company Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Pasig on APR 3 0 2024.

By:

Robert John L. Sobrepeña
Chairman of the Board/
Chief Executive Officer

Atty. Ferdinand T. Santos
President/Chief Risk Officer

Ramon G. Jimenez
Treasurer/VP–CFO

Alice O. Bondoc
Assistant Corporate Secretary/
VP-Good Governance & Compliance Officer

SUBSCRIBED AND SWORN to before me this APR 3 0 2024 day of ________ affiant(s) exhibiting to me his/their Social Security System Number, as follows:

NAMES	SSS NO.
Robert John L. Sobrepeña	03-6449007-1
Atty. Ferdinand T. Santos	03-2643588-3
Alice O. Bondoc	33-1923852-8
Ramon G. Jimenez	03-6347637-1

Doc. No.: 197 ;
Page No.: 40 ;
Book No.: 1 ;
Series of 2024

CHRISTIAN H. SORITA
Notary Public for Pasig & Pateros
First Floor, Renaissance 1000 Tower D,
Meralco Avenue, Pasig City 1605
Roll of Attorneys No. 52539
Appointment No. 5 (2024-2025)
Commission Expires on December 31, 2025
PTR No. 1650851; 01-03-2024; Pasig City
Lifetime IBP No. 010223; 10-17-2011; Pasig City
MCLE Compliance No.VII-0000183
issued on 16 August 2022

COVER SHEET
for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

							9	1	4	2

COMPANY NAME

METRO GLOBAL HOLDINGS CORPORATION (FORMERLY FIL-ESTATE CORPORATION)

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

MEZZANINE FLOOR, RENAISSANCE TOWER, MERALCO AVENUE, PASIG CITY

Form Type	Department requiring the report	Secondary License Type, if applicable
AAFS	MRD	Not applicable

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number(s)	Mobile Number
info@metroglobalholdings.com	8633-6205	Not applicable

No. of Stockholders	Annual Meeting (Month/Day)	Fiscal Year (Month/Day)
1906	1st Thursday of March	December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person	Email Address	Telephone Number(s)	Mobile Number
Ramon Jimenez	monjay@ymail.com	8633-6205	Not applicable

Contact Person's Address

Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City

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

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

METRO GLOBAL HOLDINGS CORP.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS

The management of **METRO GLOBAL HOLDINGS CORPORATION** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the years ended December 31, 2023, 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 financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

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

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

Isla Lipana & Co., the independent auditors, appointed by the stockholders, has audited the financial statements of the Company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.

Signed under oath by the following:

Robert John L. Sobrepeña
Chairman of the Board /Chief Executive Officer

Atty. Ferdinand T. Santos
President/Chief Risk Officer

Ramon G. Jimenez
Treasurer/VP–CFO

ACKNOWLEDGEMENT

APR 3 0 2024

SUBSCRIBED AND SWORN to before me this ______ day of ________ affiant(s) exhibiting to me his/their Social Security System Number, as follows:

NAMES	SSS NO.
Robert John L. Sobrepeña	03-6449007-1
Atty. Ferdinand T. Santos	03-2643588-3
Ramon G. Jimenez	03-6347637-1

CHRISTIAN H. SORITA
Notary Public for Pasig & Pateros
First Floor, Renaissance 1000 Tower D,
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MCLE Compliance No.VIII-0000183
issued on 16 August 2022

Doc. No.: 192 ;
Page No.: 40 ;
Book No.: I ;
Series of 2024

pwc

Independent Auditor's Report

To the Board of Directors and Shareholders of
Metro Global Holdings Corporation and Subsidiaries
Mezzanine Floor, Renaissance Centre,
Meralco Avenue, Pasig City

Our Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Metro Global Holdings Corporation (the "Parent Company") and its subsidiaries (together, the "Group") as at December 31, 2023 and 2022, and its consolidated financial performance and consolidated cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRS).

What we have audited

The consolidated financial statements of the Group comprise:

- the consolidated statements of financial position as at December 31, 2023 and 2022;
- the consolidated statements of total comprehensive income for each of the three years in the period ended December 31, 2023;
- the consolidated statements of changes in equity for each of the three years in the period ended December 31, 2023;
- the consolidated statements of cash flows for each of the three years in the period ended December 31, 2023; and
- the notes to the consolidated financial statements, including material accounting policy information.

Basis for Opinion

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

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

Independence

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

Our Audit Approach

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

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

Key audit matters

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

Key audit matter identified in our audit relates to measurement of unquoted equity securities of certain companies, particularly whether the cost of investments can be used as an estimate of fair value:

Key Audit Matter	How our audit addressed the Key Audit Matter
Measurement of unquoted equity instruments - cost as an estimate of fair value Refer to Note 5 to the consolidated financial statements. The Parent Company has investments in Metro Rail Transit Holdings I Inc. (MRTHI) and Metro Rail Transit Holdings II Inc. (MRTHII) which are accounted for as financial assets at fair value through other comprehensive income. MRTHI and MRTHII are holding companies owning equity interest in Metro Rail Transit Corporation (MRTC), a company granted by the Philippine Government the right to build, lease, and transfer the rail transit system in Metro Manila.	We addressed the matter by performing the following substantive audit procedures to assess whether the cost of the investments in unquoted equity securities of MRTHI and MRTHII can be used as an estimate of fair value: • Obtained and reviewed the results of operations of the investees including MRTC and evaluated if there are indicators where cost might not be representative of fair value, including significant change in the investees' performance and operations, change in expectation that the investee's capacity expansion plans will be achieved, and significant change in the economic environment in which the investees operate.

Key Audit Matter	How our audit addressed the Key Audit Matter
The equity securities of MRTHI and MRTHII are unquoted. The Group has adopted PFRS 9 Financial Instruments which requires all equity investments to be measured at fair value in the consolidated financial statements. PFRS 9 further provides that, in limited circumstances, cost might be used as a measure of fair value where cost represents the best estimate of fair value. The Group assesses whether the cost is the best estimate of fair value of investments in MRTHI and MRTHII. In making the assessment, the Group checks whether there are events or circumstances that might indicate that cost might not be representative of fair value of the investees, including significant change in the investees' performance and operations, change in expectation that the investee's capacity expansion plans will be achieved, and significant change in the economic environment in which the investees operate. The Group also considers cost as the best measure of fair value where more recent available information is insufficient to determine fair value or where there is a wide range of possible fair value measurements, and cost represents the best estimate of fair value within that range. The assessment involved in the determination of fair value of unquoted equity securities requires management to make highly subjective judgments. As a result, the valuation of these instruments was significant to our audit.	• Reviewed the contracts, cooperation agreements and minutes of BOD meetings during the year and assessed if more recent available information is sufficient to determine fair value. We also obtained confirmation from the management and Group's legal team on the status of existing agreements to the extent relevant in the assessment. • Reviewed and evaluated the forecast and MRTC's capacity expansion plans to assess whether those forecasts or plans could indicate a wide range of possible fair value measurements. This is the case where the outcome of capacity expansion proposals to the Philippine government highly varies, leading to a possible wide range of fair value measurements.

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 (Annual Report), but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement) and SEC Form 17-A (Annual Report) 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 audit 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 audit, 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 PFRS, 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 ability of the Group 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 or to cease operations of the Group, or has no realistic alternative but to do so.

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

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

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

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

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.

- 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.

- 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.

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 Dennis M. Malco.

Isla Lipana & Co.

Dennis M. Malco
Partner
CPA Cert. No. 126035
P.T.R. No. 0080034, issued on January 12, 2024, Makati City
TIN 268-146-184
BIR A.N. 08-000745-144-2022; issued on February 15, 2022; effective until February 14, 2025
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 30, 2024

Statement Required by Rule 68, Securities Regulation Code (SRC)

Independent Auditor's Report
To the Board of Directors and Shareholders of
Metro Global Holdings Corporation and Subsidiaries
Mezzanine Floor, Renaissance Centre,
Meralco Avenue, Pasig City

We have audited the consolidated financial statements of Metro Global Holdings Corporation (the "Parent Company") and its subsidiaries (together, the "Group") as at and for the year ended December 31, 2023, on which we have rendered the attached report dated April 30, 2024. The supplementary information shown in the *Reconciliation of Retained Earnings Available for Dividend Declaration, a Map Showing the Relationships among the Group and its Ultimate Parent Company and Schedules A, B, C, D, E, F and G*, as additional components required by the Revised Rule 68 of the SRC, are presented for purposes of filing with the Securities and Exchange Commission and are not required parts of the consolidated financial statements. Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in the audit of the consolidated financial statements. In our opinion, the supplementary information have been prepared in accordance with the Revised Rule 68 of the SRC.

Isla Lipana & Co.

Dennis M. Malco
Partner
CPA Cert. No. 126035
P.T.R. No. 0080034, issued on January 12, 2024, Makati City
TIN 268-146-184
BIR A.N. 08-000745-144-2022; issued on February 15, 2022; effective until February 14, 2025
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 30, 2024

Statement Required by Rule 68, Securities Regulation Code (SRC)

Independent Auditor's Report
To the Board of Directors and Shareholders of
Metro Global Holdings Corporation and Subsidiaries
Mezzanine Floor, Renaissance Centre,
Meralco Avenue, Pasig City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Metro Global Holdings Corporation (the "Parent Company") and its subsidiaries (together, the "Group") as at December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023, and have issued our report thereon dated April 30, 2024. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The *Supplementary Schedule on Financial Soundness Indicators*, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised SRC Rule 68 issued by the Securities and Exchange Commission and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023 and no material exceptions were noted.

Isla Lipana & Co.

Dennis M. Malco
Partner
CPA Cert. No. 126035
P.T.R. No. 0080034, issued on January 12, 2024, Makati City
TIN 268-146-184
BIR A.N. 08-000745-144-2022; issued on February 15, 2022; effective until February 14, 2025
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Makati City
April 30, 2024

pwc

Statement Required by Rule 68, Securities Regulation Code (SRC)

Independent Auditor's Report
To the Board of Directors and Shareholders of
Metro Global Holdings Corporation and Subsidiaries
Mezzanine Floor, Renaissance Centre,
Meralco Avenue, Pasig City

We have audited the consolidated financial statements of Metro Global Holdings Corporation (the "Parent Company") and its subsidiaries as at and for the year ended December 31, 2023, on which we have rendered the attached report dated April 30, 2024.

In compliance with the Revised Rule 68 of the SRC and based on the certification received from the Parent Company's corporate secretary and the results of our work performed, the Parent Company has eight hundred twenty one (821) shareholders each owning one hundred (100) or more shares as at December 31, 2023.

Isla Lipana & Co.

Dennis M. Malco
Partner
CPA Cert. No. 126035
P.T.R. No. 0080034, issued on January 12, 2024, Makati City
TIN 268-146-184
BIR A.N. 08-000745-144-2022; issued on February 15, 2022; effective until February 14, 2025
BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City
April 30, 2024

Metro Global Holdings Corporation and Subsidiaries

Consolidated Statements of Financial Position
As at December 31, 2023 and 2022
(All amounts in Philippine Peso)

	Notes	2023	2022
Assets			
Current assets			
Cash	2	12,780,533	1,343,801
Non-trade and other receivables	3	64,064,417	18,569,428
Other current assets	4	4,209,606	1,583,430
Total current assets		81,054,556	21,496,659
Non-current assets			
Due from related parties	3	892,803,244	892,803,244
Financial assets at fair value through OCI	5	3,060,331,336	3,061,220,078
Investment in associates	6	6,942,791	19,071,383
Property and equipment	7	39,612,914	-
Right-of-use asset	10	348,090,414	-
Intangible asset, net	8	657,894	682,935
Deferred tax asset	15	3,110,114	1,607,251
Total non-current assets		4,351,548,707	3,975,384,891
Total assets		4,432,603,263	3,996,881,550
Liabilities and Stockholder's Equity			
Current liability			
Accrued expenses and other current liabilities	9	418,568,125	406,034,711
Lease liability, current portion	10	227,113	-
Total current liabilities		418,795,238	406,034,711
Non-current liabilities			
Due to a stockholder	16	267,424,211	702,217,691
Due to other related parties	16	240,357,562	252,857,501
Lease liability, net of current potion	10	13,446,158	-
Total non-current liabilities		521,227,931	955,075,192
Total liabilities		940,023,169	1,361,109,903
Stockholders' equity			
Share capital	11	1,998,553,181	1,998,553,181
Additional paid-in capital		589,120,804	589,120,804
Deposit for future stock subscription	11,16	852,000,000	-
Fair value reserve	5	(473,162)	415,580
Retained earnings		53,379,271	47,682,082
Total stockholders' equity		3,492,580,094	2,635,771,647
Total liabilities and stockholders' equity		4,432,603,263	3,996,881,550

(The notes on pages 1 to 40 are integral part of these financial statements)

Metro Global Holdings Corporation and Subsidiaries

Consolidated Statements of Total Comprehensive Income
For each of the three years in the period ended December 31, 2023
(All amounts in Philippine Peso)

	Notes	2023	2022	2021
Share in profit of associates	6	6,140,438	19,526,017	7,680,162
Depot royalty income	12	44,664,516	19,546,766	7,887,684
General and administrative expenses	13	(48,732,548)	(35,571,235)	(31,958,915)
Income (loss) from operations		2,072,406	3,501,548	(16,391,069)
Other income, net				
Dividend income	5	2,871,466	-	2,606,190,497
Finance cost	10	(327,832)	-	-
Other income, net	14	895,936	11,787	20,410,195
		3,439,570	11,787	2,626,600,692
Income before tax		5,511,976	3,513,335	2,610,209,623
Income tax benefit	15	185,213	-	4,971,938
Net income for the year		5,697,189	3,513,335	2,615,181,561
Other comprehensive (loss) income				
Item that will not be reclassified to profit or loss				
Fair value (loss) gain on financial assets at fair value through OCI	5	(888,742)	(1,070,973)	355,209
Total comprehensive income for the year		4,808,447	2,442,362	2,615,536,770
Basic and diluted earnings per share	17	0.0029	0.0018	1.3085

(The notes on pages 1 to 40 are integral part of these financial statements)

Metro Global Holdings Corporation and Subsidiaries

Consolidated Statements of Changes in Equity
For each of the three years in the period ended December 31, 2023
(All amounts in Philippine Peso)

	Share capital (Note 11)	Additional paid-in capital	Deposit for future stock subscription (Note 16)	Fair value reserve (Note 5)	Retained earnings	Total
Balances as at January 1, 2021	1,998,553,181	589,120,804	-	1,131,344	(2,571,012,814)	17,792,515
Profit for the year	-	-	-	-	2,615,181,561	2,615,181,561
Other comprehensive income for the year	-	-	-	355,209	-	355,209
Total comprehensive income for the year	-	-	-	55,209	2,615,181,561	2,615,536,770
Balances as at December 31, 2021	1,998,553,181	589,120,804	-	1,486,553	44,168,747	2,633,329,285
Profit for the year	-	-	-	-	3,513,335	3,513,335
Other comprehensive loss for the year	-	-	-	(1,070,973)	-	(1,070,973)
Total comprehensive income (loss) for the year	-	-	-	(1,070,973)	3,513,335	2,442,362
Balances at December 31, 2022	1,998,553,181	589,120,804	-	415,580	47,682,082	2,635,771,647
Transaction with owners						
Deposit for future stock subscription	-	-	852,000,000	-	-	852,000,000
Comprehensive income						
Profit for the year	-	-	-	-	5,697,189	5,697,189
Other comprehensive loss for the year	-	-	-	(888,742)	-	(888,742)
Total comprehensive income for the year	-	-	-	(888,742)	5,697,189	4,808,447
Balances at December 31, 2023	1,998,553,181	589,120,804	852,000,000	(473,162)	53,379,271	3,492,580,094

(The notes on pages 1 to 40 are integral part of these financial statements)

Metro Global Holdings Corporation and Subsidiaries

Consolidated Statements of Cash Flows
For each of the three years in the period ended December 31, 2023
(All amounts in Philippine Peso)

	Notes	2023	2022	2021
Cash flows from operating activities				
Net income before tax		5,511,976	3,513,335	2,610,209,623
Adjustment for:				
Unrealized foreign exchange gain	14	(2,588)	(22,449)	(37,677)
Depreciation and amortization	7,8,13	4,972,452	27,317	27,317
Interest income	14	(893,348)	(666)	(4,069)
Finance cost	10	327,832	-	-
Dividend income	5,16	(2,871,466)	-	(2,606,190,497)
Share in net income of associates	6	(6,140,438)	(19,526,017)	(7,680,162)
Operating income (loss) before working capital changes		904,420	(16,008,480)	(3,675,465)
(Increase) decrease in:				
Non-trade and other receivables		(3,369,314)	(11,075,338)	1,368,919
Other current assets		(2,511,510)	(1,265,513)	(445,730)
Increase in:				
Accrued expense and other current liabilities		9,126,112	15,173,674	5,692,542
Net cash generated from (absorbed by) operations		4,149,708	(13,175,657)	2,940,266
Interest received	2	1,007	666	4,069
Income taxes paid		-	(23,744)	(1,072,892)
Net cash provided by (used in) operating activities		4,150,715	(13,198,735)	1,871,443
Cash flows from investing activities				
Acquisition of property and equipment		(6,348,590)	-	-
Dividends received	5	2,871,466	-	-
Cash received from acquisition	1	192,779	-	-
Net cash used in investing activities		(3,284,345)	-	-
Cash flows from financing activities				
Payment of principal portion of lease liabilities	10	(72,168)	-	-
Interest paid for lease liabilities	10	(327,832)	-	-
Advances from other related parties	16	5,769,091	17,368,999	35,873,631
Advances from (settlement of amounts due to) a stockholder		5,198,683	(4,793,116)	(37,822,513)
Net cash provided by (used in) financing activities		10,567,774	12,575,883	(1,948,882)
Net increase (decrease) in cash		11,434,144	(622,852)	(77,439)
Cash at January 1		1,343,801	1,944,204	1,983,966
Effect of foreign exchange rate changes in cash		2,588	22,449	37,677
Cash at December 31		12,780,533	1,343,801	1,944,204

(The notes on pages 1 to 40 are integral part of these financial statements)

Metro Global Holdings Corporation and Subsidiaries

Notes to Consolidated Financial Statement
As at December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023
(In the notes, all amounts are shown in Philippine Peso unless otherwise stated)

1 Corporate information

1.1 Business information

Metro Global Holdings Corporation (the “Parent Company”) was incorporated as San Jose Oil Company, Inc. on September 17, 1954 and was listed on the Philippine Stock Exchange (PSE) on May 4, 1964 as an oil exploration company. It was reorganized in 1996 into a corporate vehicle that will pursue infrastructure-related investments and was renamed Fil-Estate Corporation. On September 9, 2004, the Philippines Securities and Exchange Commission (SEC) approved the extension of the Group’s corporate life for another 50 years or until 2054.

On May 30, 2014, the SEC approved the amendment of the Articles of Incorporation and By-Laws of the Parent Company, changing its name from Fil-Estate Corporation to Metro Global Holdings Corporation. The amendments were intended to identify the group of companies under the "Metro Group" and establish the affiliation of the Parent Company with its affiliate infrastructure companies, which likewise had the word "Metro" in their corporate names.

The trading of Group’s shares of stock at the PSE has been voluntarily suspended since March 20, 2007 to allow the Group to re-align its business and explore new strategic directions as disclosed in Note 1.2.

The Parent Company’s immediate and ultimate parent company is Fil-Estate Management, Inc. (FEMI), a company organized and existing under the laws of the Philippines. The total shares issued are held by the following shareholders as at December 31:

	2023	2022
Fil-estate Management, Inc. (FEMI)	87.98%	87.98%
PCD Nominee Corporation	5.03%	5.03%
Alakor Securities Corporation	3.34%	3.34%
Bank of Commerce Trust Services Group	2.16%	2.16%
Others	1.49%	1.49%
	100.00%	100.00%

The Parent Company’s registered office address, which is also its principal place of business, is at Mezzanine Floor, Renaissance Centre, Meralco Avenue, Pasig City. The Group has 11 employees as at December 31, 2023 (2022 - 10).

1.2 Expansion of the Group’s primary purpose

On November 22, 2018, the stockholders approved the amendment of the Articles of Incorporation to include in the primary purpose investment in business engaged in solar, wind, and other renewable energy generation facilities. The proposed amendment will allow the Parent Company to expand its investment into a business engaged in renewable energy generation facilities, a growth area the Parent Company intends to pursue.

On February 1, 2024, the Securities and Exchange Commission approved the amendment of its Articles of Incorporation to allow the Parent Company to invest in businesses engaged in the development of renewable energy through solar farms, wind farms, waste-to-energy and other energy projects.

1.3 Approval of financial statements

The accompanying financial statements of the Group were approved and authorized for issuance by the Parent Company's Board of Directors (BOD) on April 29, 2024.

1.4 Consolidation

The consolidated financial statements include the financial statements of the Parent Company and its subsidiaries, MGHC Royal Holdings Corporation (MGHC Royal), Metro Renewable Transport Solutions, Inc. (MRTSI) and Metro Solar Power Solutions, Inc. (MSPSI). The Parent Company and its subsidiaries are collectively referred to here as the "Group".

The Group's subsidiaries as at December 31 are set out below. Unless otherwise stated, these have share capital consisting solely of ordinary shares that are held directly or indirectly by the Parent Company, and the proportion of ownership interests held equals the voting rights held by the Group.

	Ownership interest/ participating share held			Country of incorporation	Main activity
	2023	2022	2021		
MGHC Royal	99%	99%	99%	Philippines	MGHC Royal was organized and established on May 19, 2017 to engage in the business to invest or purchase, otherwise acquire, and own, hold, use, sell, assign, transfer, pledge, exchange, or otherwise dispose of real and personal property of every kind and description.
MRTSI	100%	100%	100%	Philippines	MRTSI was organized and established on October 23, 2020 to engage in infrastructure development or providing services in relation with and in connection thereto, including but not limited to the construction of whatever kind and nature and for whatever purpose, buildings, roads, bridges, railways, ports, highways and other passages and facilities for transportation and communication.
MSPSI	100%	-	-	Philippines	MSPSI is a company registered with the SEC on September 28, 2016 established primarily to construct, erect, assemble, commission and maintain power-generating plants and related facilities for the conversion of renewable energy into usable form fit for electricity generation and distribution. On October 10, 2016, MSPSI's Board of Directors approved the amendment of its Articles of Incorporation changing the corporate name to Metro Solar Power Solutions, Inc. from Metro Solar Power Energy Ventures, Inc. The amendment was approved by the Securities and Exchange Commission on January 9, 2017. Its registered address, which is also its principal place of business, is located at the Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City.

Acquisition of MSPSI

On September 24, 2018, the Board authorized the Parent Company to enter into a Memorandum of Agreement with FEMI whereby the Parent Company agreed to the subscription of FEMI to 750 million common shares of the capital stock of the Parent Company at par value of P1 per share to be issued out of the planned capital increase in the authorized capital stock of the Parent Company from P2 billion divided into 2 billion common shares with par value of P1 per share to P5 billion divided into 5 billion common shares with a par value of P1 per share resulting to a P3 billion increase in capital stock of the Parent Company.

Pursuant to the Memorandum of Agreement, the subscription price of P750 million was to be paid in the following manner:

a) The amount of P500 million was to be paid by the assignment of FEMI's advances to the Parent Company amounting to P500 million (Note 16); and
b) The amount of P250 million was to be paid in a manner to be agreed upon by FEMI and the Parent Company upon approval of the above-mentioned capital increase.

During the pendency of the Parent Company's application for increase in capital stock at the SEC, on August 23, 2023, the Parent Company and FEMI entered into a Deed of Assignment whereby the parties agreed that the balance of P250 million be paid by FEMI via assignment of FEMI to the Parent Company of FEMI's 100% shareholdings in MSPSI, with an enterprise value of P352 million as appraised by an independent third-party appraiser. As stipulated in the Deed of Assignment, FEMI absolutely and irrevocably assigned, transferred and conveyed in favor of the Parent Company all of FEMI's rights, title and interest to 100% of the issued and outstanding shares of MSPSI consisting of 250,000 common shares with par value of P100 per share in full payment of the remaining P250 million balance out of the P750 million subscription of FEMI. The excess in consideration received by the Parent Company upon acceptance of the MSPSI shares amounting to P102 million was agreed to be booked as deposit in future stock subscription of FEMI to the new share issuances of the Parent Company in the future.

As a result of the transactions above, the Parent Company has gained control over MSPSI effective August 23, 2023. Following the asset acquisition requirement under PFRS 3, the Group has made provisional amounts in the purchase price allocation to account for the estimated fair value of the acquired identifiable assets and liabilities.

The following table summarizes the provisional fair values of the major classes of assets acquired and liabilities assumed at the acquisition date:

Cash	192,779
Advances to third party	41,233,335
Property and equipment	33,326,835
Right-of-use asset	352,975,314
Other assets	1,432,316
Lease liabilities	(13,745,439)
Due to related party	(60,007,837)
Other liabilities	(3,407,303)
Net identifiable assets acquired	352,000,000

Right-of-use asset includes the value of the Solar Energy Service Contract which will pave the way for the creation of the Solar Power Project after the third-party appraisal of MSPSI. The valuation report dated March 31, 2023 was prepared by Santos Knight Frank, Inc. using the income approach as of December 31, 2022. Based on the valuation report, the value of the leasehold property is P341 million. The fair value adjustment is calculated as the present value of the rent savings when the contract rent at the time of the appraisal is less than the current market rent.

During November 2023, the Parent Company has paid and completed the required filings with the SEC regarding its application for increase in capitalization. On February 1, 2024, the SEC approved the increase in the capital stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share. Subsequently, on April 8, 2024, the SEC approved the valuation of the 250,000 Metro Solar shares in the amount of P250 million as payment by FEMI for the issuance by the Parent Company of 250 million common shares at par value of P1 per share in favor of FEMI.

2 Cash

Cash as at December 31 consists of:

	2023	2022
Cash on hand	46,201	36,201
Cash in banks	12,734,332	1,307,600
	12,780,533	1,343,801

Cash accounts with banks generally earn interest at rates based on daily bank deposit rates. Interest income earned from cash in banks amounted to P1,007 for the year ended December 31, 2023 (2022 - P729, 2021 - P4,069).

3 Non-trade and other receivables; Due from related parties

Non-trade receivables for the years ended December 31 are as follows:

	2023	2022
Advances to third party	39,983,629	-
Non-trade receivables	24,080,788	18,569,428
	64,064,417	18,569,428

Non-trade receivables pertain to the royalty income from depot developments in TriNoma and billed to North Triangle Depot Commercial Corporation (NTDCC) (Note 12). These are short-term, unguaranteed, unsecured, non-interest bearing and collectible in cash with usual credit terms of 60 days.

Advances to third party pertain to funds disbursed to a third party contractor to finance the design, installation and construction of the solar project facilities. These are unsecured, unguaranteed, subject to interest of 10% annually and collectible over 12 months from the start of the project construction.

Due from related parties (non-current assets) as at December 31 consist of:

	Note	2023	2022
Due from related parties	16		
Monumento Rail Transit Corporation (Monumento Rail)		5,314,935	5,314,935
Metro Rail Transit Holdings, Inc. (MRTHI)		117,361	117,361
Metro Rail Transit Holdings II, Inc. (MRTHII)		892,685,883	892,685,883
		898,118,179	898,118,179
Allowance for impairment		(5,314,935)	(5,314,935)
		892,803,244	892,803,244

There is no movement in allowance for impairment of due from related parties for the years ended December 31, 2023, 2022 and 2021.

Critical accounting estimates and judgment: Recoverability of non-trade receivables and due from related parties

Provision for impairment of non-trade and other receivables and due from related parties is calculated using expected credit losses (ECL). ECL are unbiased probability-weighted estimates of credit losses which are determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessment of future economic conditions.

The Group has used relevant historical information and loss experience to determine the probability of default of non-trade receivables and incorporated forward-looking information based on certain macroeconomic factors such as gross domestic product and inflation rate. Any change in the Group's assessment of the collectability of receivables could impact the recorded carrying amounts of receivables and related allowance for impairment.

Further, management evaluates specific accounts under non-trade and other receivables and due from related parties who are unable to meet their financial obligations. In these cases, management uses judgment based on the best available facts and circumstances, including but not limited to, the length of relationship with the debtor and the debtors' payment history. The net carrying amounts of non-trade and other receivables and due from related parties at the end of the reporting period and the amount and timing of recorded expenses would therefore differ based on actual experience and changes in judgments made.

Based on management's assessment, management believes that the net carrying amount of non-trade receivables and due from related parties are recoverable.

4 Other current assets

Other current assets as at December 31 consist of the following:

	2023	2022
Input VAT	1,713,430	466,481
Creditable withholding tax	1,712,077	1,116,949
Advances to suppliers	768,199	-
Prepaid taxes	15,900	-
	4,209,606	1,583,430

Creditable withholding tax is related to the depot royalty income from NTDCC (Note 12).

5 Financial assets at fair value through OCI

Financial assets at fair value through OCI as at December 31 consist of:

	2023	2022
Unquoted equity securities	3,058,238,916	3,058,238,916
Quoted equity securities	2,092,420	2,981,162
	3,060,331,336	3,061,220,078

5.1 Unquoted equity securities

Unquoted equity securities as at December 31, 2023 consist of investments in MRTHI and MRTHII. The Group's ownership interests in MRTHI and MRTHII as at December 31, 2023 and 2022 are as follows:

Investee	Direct interest	Indirect interest	Effective interest	Nature of Business
MRTHI	18.6%	-	18.6%	Holding Company
MRTHII	12.7%	15.8%	28.5%	Holding Company

MRTHI owns 84.9% interest in MRTH II while MRTHII wholly owns Metro Rail Transit Corporation (MRTC), which was awarded by the Philippine Government, acting through the Department of Transportation and Communication (DOTC), the Build, Lease and Transfer (BLT) Agreement to build, lease, and transfer a 16.9-kilometer rail transit system in Metro Manila, known as LRTS Phase I. The earnings of MRTC are derived from lease financing income relating to equity rentals received from the DOTC as defined in the BLT Agreement.

Critical accounting estimate and judgment: Measurement of unquoted equity instruments - cost as an estimate of fair value

As required by PFRS 9, all equity investments in scope of PFRS 9 are to be measured at fair value in the statement of financial position, with value changes recognized either in profit or loss or other comprehensive income. PFRS 9 further provides that cost might be used as a measure of fair value where cost represents the best estimate of fair value. Upon the adoption of PFRS 9, the Group has assessed that the cost of investments in MRTHI and MRTHII amounting to P3,058,238,916 as at December 31, 2023 and 2022 represents the best estimate of fair value of those investments.

The Group assesses whether the cost is the best estimate of fair value of investments in MRTHI and MRTHII. In making the assessment, the Group checks whether there are events or circumstances that might indicate that cost might not be representative of fair value of the investees, including significant change in the investees' performance and operations, as well significant change in the economic environment in which the investees operate. The Group also considers costs as the best measure of fair value where more recent available information is insufficient to determine fair value; or where there is a wide range of possible fair value measurements, and cost represents the best estimate of fair value within that range.

Any change in the Group's assessment of the best estimate of fair value of investments in MRTHI and MRTHII could impact the recorded carrying amount of financial assets at fair value through OCI and related fair value gains or losses recognized in other comprehensive income.

As at December 31, 2023 and 2022, the Group has assessed that the cost of investments in MRTHI and MRTHII represents the best estimate of fair value of those investments. In addition, the Group has assessed that the carrying amount of the investments in MRTHI and MRTHII are recoverable in full and can be realized in the future through the Parent Company's share in the benefits arising from the capacity expansion projects to be undertaken by MRTC. Notwithstanding the sale of future share distributions pursuant to "Sale of future share distributions" discussed in (a) below, the Parent Company continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII. Further, the Group holds a put option to use the shares of stocks of MRTHI and MRTHII to pay-off its net advances from FEMI pursuant to the "Letter of Agreement" as discussed in (b) below.

The Group's unquoted financial assets, pertaining to investments in MRTHI and MRTHII, are under Level 3 fair value category. The cost of the investments represents the best estimate of the fair value of the investments as at reporting date. Therefore, the higher the cost of investments, the higher is the related fair value.

(a) Sale of future share distributions

In 2002, the Parent Company and other participating shareholders of MRTHI and MRTHII, collectively referred to as the 'Sellers', entered into Sale Agreements where they sold all future share distributions arising from the equity rental payments (ERP) of the LRTS Phase I Project of MRTC in exchange for Original Issuance Discount Bonds (OID Bonds).

The transaction is covered by several agreements that provide the link between share distributions arising from the ERP of the LRTS Phase I Project of MRTC and payments to the Noteholders. These agreements: (a) facilitate the timely payment of the Sellers' share of the ERP of the LRTS Phase I Project of MRTC ensuring that the right to receive their share in the ERP has been legally independent of the Sellers to the Noteholders, (b) ensure the flow of rental payments independent of the Sellers, (c) bind the Sellers to cause the timely collection of rental payments and to cause MRTC to perform its obligations, and (d) prevent the Sellers from selling their rights in MRTC for as long as the Notes are outstanding. Accordingly, the stock certificates of the Group in MRTHI and MRTHII are under the custody of a trustee and were pledged to MRT III.

MRTC accounts for the lease payments from DOTC under finance lease where lease financing income is recognized using a constant periodic rate of return on the net investment. Future share distribution sold under the Agreements pertains to the Group's share in the ERPs of the LRTS Phase 1 Project of MRTC.

Notwithstanding the sale of future share distributions, the Group continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII in compliance with the various agreements related to the sale of share of future share distributions mentioned above, as well as the Group's obligation under the Agreement of MRTC with DOTC whereby the original shareholders of MRTHI and MRTHII are precluded from transferring their equity interest in MRTHI and MRTHII until the end of the BLT Agreement in July 2025. Accordingly, any additional variable ERP to be received by MRTHI and MRTHII through MRTC from DOTC in the future and any benefits arising from the residual rights in the expansion projects shall still accrue to the Group and the other shareholders.

(b) Letter of agreement

On August 18, 2005, the Parent Company and FEMI entered into a "Letter of Agreement", whereby FEMI has agreed to grant the Parent Company the sole option to assign to FEMI its equity interests in MRTHI and MRTHII as settlement of the Parent Company's liabilities to FEMI, included in 'Due to a stockholder' account in the consolidated statements of financial position, and any additional advances or interest which FEMI may charge to the Parent Company in relation to the said advances. Under the "Letter of Agreement," should the Parent Company opt to sell the said investments to third party or parties in the future, FEMI has the right of first refusal to purchase the said investments at its prevailing market value.

(c) Dividend income

On December 13, 2021, MRTHII declared dividends to its shareholders, of which P2,606,190,497 pertains to the Group's share. The dividend income was recognized as a separate line item in the consolidated statement of total comprehensive income for the year ended December 31, 2021. The dividends were discharged/settled as follows:

(1) P147,706,848 was offset and eliminated against the liability to MRTHII, representing outstanding cash advances received from MRTHII, presented under due to other related parties in the statement of financial position (Note 16);
(2) P1,567,446,876 was applied against liability from sale of future share distributions shown as a reduction of investment in MRTHII. Pursuant to the Sale of future share distributions agreement entered by the Parent Company and other participating shareholders of MRTHI and MRTHII as described in (a) above, the Parent Company recognized P1,567,446,876 liability from the sale of the future share distribution from the MRTC project as a reduction of investment in MRTHI and MRTHII. The total carrying amount of investment in MRTHI and MRTHII after the dividend transaction amounted to P3,058,238,916 as at December 31, 2021; and
(3) The remaining amount of P891,036,773 will be settled in cash and presented as dividend receivable under due from related parties (Note 16). The amount is not expected to be collected within 12 months from the end of the reporting period, thus presented as part of non-current asset in statement of financial position.

5.2 Quoted equity securities

Quoted equity securities consist of investments in domestic companies listed in the Philippine Stock Exchange and whose fair values are based on quoted market prices at the reporting date (Level 1 fair value hierarchy).

The movements of the account for the years ended December 31 are as follows:

	2023	2022	2021
Acquisition cost	2,565,582	2,565,582	2,565,582
Cumulative change in fair value			
Beginning of the year	415,580	1,486,553	1,131,344
Change in the fair value during the year	(888,742)	(1,070,973)	355,209
End of the year	(473,162)	415,580	1,486,553
	2,092,420	2,981,162	4,052,135

The changes in fair value of quoted equity securities are presented as part of other comprehensive income in the consolidated statements of total comprehensive income.

During 2023, the Company received P2,871,466 from its investments in quoted equity securities. There is no similar transaction in 2022 and 2021.

6 Investment in associates

The Group's investment in associates as at December 31 consists of:

	Country of incorporation	Ownership interest 2023	Ownership interest 2022	Main activity and registered place of business
MRT Development Corporation (MRTDC)	Philippines	15.79%	15.79%	Development of commercial premises in the depot and air space in the light rail transit system, its lease or sublease thereof, and the sale of development rights of stations. Registered address is at 2nd floor, The Renaissance Tower, Meralco Avenue, Pasig City
Monumento Rail Transit Corporation (Monumento Rail)	Philippines	28.47%	28.47%	Build, lease, and maintain a railway transit in Metro Manila, and to perform such other activities as may be necessary and desirable in the pursuit of the above-mentioned activities. As at December 31, 2023 and 2022, the Company has no commercial activity. Registered address is at 6th floor, The Belvedere Tower, San Miguel Avenue, Ortigas Center, Pasig City.

The carrying value of investment in associates as at December 31, 2023 consists of investment in MRTDC amounting to P6,942,791 (2022 - P19,071,383). As at December 31, 2023 and 2022, Monumento Rail has no commercial activity and its investment account is carried at nil.

The movement of investment in associates for the years ended December 31 are as follows:

	Note	2023	2022	2021
At January 1		19,071,383	13,667,401	5,987,239
Share in net income of MRTDC		6,140,438	19,526,017	7,680,162
Dividends from MRTDC	16	(18,269,030)	(14,122,035)	-
At December 31		6,942,791	19,071,383	13,667,401

On December 20, 2018, the Parent Company entered into a Deed of Assignment with Fil-Estate Properties, Inc. (FEPI) to acquire the 1,579 shares representing 15.79% equity ownership of FEPI in MRTDC for P1,894,000 consideration. The amount was paid for by FEMI on behalf of the Parent Company and is considered a non-cash investing activity.

MRTDC has exclusive rights to all commercial developments along the MRT-3 System, including in and above the 13 Stations, commercial leasing rights in the 13 Stations, advertising rights, development of the air space above all the 13 stations, and all other commercial activities with the entire MRT-3 System.

There are no significant restrictions on the ability of MRTDC to transfer funds to the Group in the form of cash dividends or repayment of loans or advances.

On November 22, 2022, MRTDC declared dividends to its shareholder amounting to P89,550,000, of which P14,122,035 pertains to the Group's share. The dividends were applied against the liability to MRTDC, representing outstanding cash advances received from MRTDC presented under due to other related parties in the consolidated statement of financial position (Note 16).

On December 7, 2023, MRTDC declared dividends to its shareholder amounting to P115,700,000, of which P18,269,030 pertains to the Company's share. The dividends were applied against the liability to MRTDC, representing outstanding cash advances received from MRTDC presented under due to other related parties in the consolidated statement of financial position (Note 16).

The summarized financial information of a material associate, MRTDC, as at and for the years ended December 31 are as follows:

Statements of financial position

	2023	2022
Current assets	425,956,336	499,479,521
Non-current assets	39,719,678	12,402,602
Current liabilities	(359,805,528)	(236,756,220)
Non-current liabilities	(60,246,261)	(151,305,905)
Net assets	45,624,225	123,819,998

Statements of total comprehensive income

	2023	2022
Revenue	308,098,954	381,632,097
Net income	38,888,144	123,660,654
Total comprehensive income	38,888,144	123,660,654

The information above reflects the amounts presented in the financial statements of MRTDC whose accounting policies are consistent with the Group's accounting policies.

Reconciliation of summarized financial information

Reconciliation of the summarized financial information presented to the carrying amount of the Group's interest in associates, is as follows:

	2023	2022
Net assets	45,624,225	123,819,998
Group's equity interest	15.79%	15.79%
Group's share of net asset	7,204,065	19,551,178
Other equity adjustment	(261,274)	(479,795)
Carrying value, December 31	6,942,791	19,071,383

Critical accounting judgment: Recoverability of investment in associates

The carrying value of the investment in associates is reviewed and assessed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Changes in those management assessment and judgment could have a significant effect on the carrying value of investment in associates and the amount and timing of recorded provision for any period.

Based on management's assessment, there are no events or circumstances which might indicate that the carrying value of investment in associates as at December 31, 2023 and 2022 are not recoverable.

7 Property and equipment

Movements in property and equipment for the year ended December 31, 2023 are as follows:

	Transportation equipment	Office equipment	Construction-in-progress	Total
Opening net carrying values	-	-	-	-
Additions	977,186	90,738	38,607,501	39,675,425
Depreciation (Note 13)	(38,889)	(23,622)	-	(62,511)
Closing net carrying values	938,297	67,116	38,607,501	39,612,914
At December 31, 2023				
Cost	977,186	90,738	38,607,501	39,675,425
Accumulated depreciation	(38,889)	(23,622)	-	(62,511)
Net carrying values	938,297	67,116	38,607,501	39,612,914

Construction in progress pertains to the cost incurred to construct the solar power project facilities in a leased property in Pililla, Rizal.

There are no transactions and balances related to property and equipment for the years ended December 31, 2022 and 2021.

8 Intangible asset, net

Depot royalty rights

On August 22, 2006, the Board of Directors of Monumento Rail approved the redemption of its redeemable preferred shares through the assignment of its right to receive Depot Royalties to the holders of redeemable preferred shares pro-rata to their shareholdings. On December 17, 2014, Monumento Rail and the Parent Company executed the Redemption and Deeds of Assignment of the latter’s redeemable preferred shares, giving the Parent Company a pro-rata interest on the Depot Royalty Rights to the extent of an aggregate of 28.47%, representing the preferred shareholdings held by the Parent Company.

As a result of the redemption, the Parent Company recognized a Depot royalty right intangible asset which represents the Parent Company’s right to a 28.47% share in the depot royalties with respect to improvements constructed on the 16-hectare Depot located at North Triangle EDSA and rental income from the commercial center known as TriNoma Mall. As successor-in-interest, the Parent Company is entitled to receive 28.47% of royalties corresponding to 5% of the gross receipts of the rental income (Note 12) from 8.3 hectare commercial center and 5% of the gross proceeds of sale or leases on improvements constructed on the lot pads less management fees and general and administrative expenses (Note 12).

On December 14, 2023, the Company signed an Alternative Compliance Agreement with Global Estate Resorts Inc., and NTDCC, which calls for the payment by NTDCC of depot royalty income due on the development of various lot pads located in North Avenue, Quezon City, which should have been completed in year 2019. In view of the delay and non-completion of the development of said lot pads, NTDCC agrees to pay the Company additional compensation in 2023 to cover the projected depot royalty income due from 2019 to 2023, and thereafter pay a yearly depot royalty income from 2024-2026 based on the agreed schedule.

The cost of depot royalty rights upon initial recognition amounted to P901,471 which is equivalent to the value of the Parent Company’s investment in the redeemable preferred shares of Monumento Rail consisting of 18,029,417 shares. The intangible asset was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of development rights as provided for in the Redemption and Deed of Assignment.

The movements of depot royalty rights for the years ended December 31 are as follows:

At January 1, 2021	
Cost	901,471
Accumulated amortization	(163,902)
Net carrying amount	737,569
For the year ended December 31, 2021	
Opening net carrying amount	737,569
Amortization (Note 13)	(27,317)
Closing net carrying amount	710,252
At December 31, 2021	
Cost	901,471
Accumulated amortization	(191,219)
Net carrying amount	710,252
For the year ended December 31, 2022	
Opening net carrying amount	710,252
Amortization (Note 13)	(27,317)
Closing net carrying amount	682,935
At December 31, 2022	
Cost	901,471
Accumulated amortization	(218,536)
Net carrying amount	682,935
For the year ended December 31, 2023	
Opening net carrying amount	682,935
Amortization (Note 13)	(25,041)
Closing net carrying amount	657,894
At December 31, 2023	
Cost	901,471
Accumulated amortization	(243,577)
Net carrying amount	657,894

9 Accrued expenses and other current liabilities

Accrued expenses and other liabilities as at December 31 consist of the following:

	2023	2022
Advances from MPIC	350,000,000	350,000,000
Accrued expenses	65,026,736	55,024,761
Output VAT Payable	2,208,927	-
Payable to regulatory agencies	1,332,462	1,009,950
	418,568,125	406,034,711

A. Advances from MPIC

The amount pertains to deposit received from Metro Pacific Investment Corporation (MPIC) pursuant to the "Cooperation Agreement", as described below, entered into by the Parent Company and Fil-Estate Companies with MPIC.

Cooperation agreement

On November 12, 2010, the Parent Company, FEPI and FEMI (collectively termed as the 'Fil-Estate Companies') entered into a Cooperation Agreement with Metro Pacific Investment Corporation (MPIC) relating to the Fil-Estate Companies' rights and interests in the MRT Companies. The cooperation has the following objectives: (i) explore solutions that will enable the expansion of the MRT-3 system through financially and legally viable means, and (ii) to transfer the interests of the Fil-Estate Companies in the MRT Companies, subject to obtaining the necessary consents from the relevant parties. Under the Cooperation Agreement, the Fil-Estate Companies shall appoint MPIC as its attorney-in-fact in connection with the exercise of the rights and interests of the Fil-Estate Companies in the MRT Companies. MPIC and Fil-Estate Companies are still in the process of discussing possible scenarios on how to implement the transactions contemplated by the parties when they entered into the Cooperation Agreement. The completion and consummation of the transaction contemplated by the parties is subject to certain conditions, which as at December 31, 2023 has not yet occurred.

As the Parent Company does not have an unconditional right to defer settlement of the amount for at least 12 months from reporting date, the amount was classified as current liability as at December 31, 2023 and 2022.

B. Accrued expenses

The account consists mainly of accrual for payroll and professional fees, including legal, consulting and audit fees, and other general and administrative expenses. The average credit period on purchases of goods and services from suppliers is 30 to 60 days.

10 Leases

On October 16, 2017, MSPSI entered into a lease agreement with a third party for the lease of a 91.31 hectare property in Pililla, Rizal. The property will be used as the site of MSPSI's solar project facilities. The lease agreement will be in effect for 30 years and may be extended only upon a written agreement with the lessor at least 30 days before the end of the aforementioned lease period.

The lease agreement does not contain an option to purchase the underlying asset outright at the end of the lease term, nor the option to extend for further term without mutual agreement on both parties. The lease agreements do not impose any covenants other than the security interests in the leased asset that are held by the lessor. The leased asset is also not used as a security for borrowing purposes.

The leased asset is presented as a separate line item in the consolidated statements of financial position. The statement of financial position shows the following amounts relating to leases as of December 31, 2023:

	2023
Right-of-use asset, net	
Leasehold property	348,090,414
Lease liabilities	
Current	227,113
Non-current	13,446,158
	13,673,271

(i) Right-of-use asset, net

The movement in right-of-use asset for the year ended December 31, 2023 are as follows:

	2023
Beginning	-
Additions	352,975,314
Depreciation	(4,884,900)
Ending	348,090,414

(ii) Lease liabilities

Movements in lease liabilities for the year ended December 31, 2023 are as follows:

	2023
Beginning	-
Principal and interest payments	
Principal	(72,168)
Interest	(327,832)
	(400,000)
Non-cash changes	
Additions during the year	13,745,439
Interest expense	327,832
	14,073,271
Ending	13,673,271

Future minimum lease payments under lease liabilities and the net present value of the minimum lease payments as at December 31, 2023 are follows:

	2023
Not later than 1 year	1,200,000
Later than 1 year but not later than 5 years	4,800,000
More than 5 years	22,500,000
Total	28,500,000
Future finance charges	(14,826,729)
	13,673,271

(iii) Amounts recognized in the consolidated statements of total comprehensive income

The consolidated statement of total comprehensive income for the year ended December 31, 2023 show the following amounts relating to leases:

	Note	2023
Amortization expense	13	4,884,900
Finance costs		327,832
		5,212,732

(iv) Discount rate

The lease payments are discounted using the Group's incremental borrowing rate, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Critical accounting estimates and assumptions: Determining the incremental borrowing rate

To determine the incremental borrowing rate, the Company used the government bond yield, adjusted for the credit spread specific to the Company as at lease commence date. The discount rate applied by the Group related to the leasehold property is 7.17%.

(v) Extension and termination options

Extension and termination options are included in the lease agreement. These are used to maximize operational flexibility in terms of managing the assets used in the Group’s operations. The extension and termination options held are exercisable by both the Company and the respective lessor.

Critical accounting judgment: Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended.

The Company considers the factors below as the most relevant in assessing the options:

- If there are significant penalties to terminate, the Company is reasonably certain to extend.
- If any leasehold improvements are expected to have a significant remaining value, the Company is reasonably certain to extend.
- The Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The extension option in the lease haw been included in the lease liability because renewal is highly probable given the ongoing construction of the solar project. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

11 Equity

Share capital

The details of share capital as at December 31, 2023 and 2022 are as follows:

Authorized share capital	2,000,000,000
Subscribed share capital	2,000,000,000
Less: Subscription receivable	(1,446,819)
Issued and subscribed share capital	1,998,553,181
Par value per share	1
Amount of share capital	1,998,553,181

Track record of registration of securities

Date of SEC approval	Authorized shares	Number of shares issued	Issue/offer price
January 22, 1998	300,000,000	299,850,000	1.00
December 11, 2000	1,700,000,000	700,000,000	1.00
December 16, 2013	-	800,000,000	1.00
September 4, 2014	-	200,150,000	1.00
	2,000,000,000	2,000,000,000	

a. On January 22, 1998, the SEC approved the declassification of Class A and B common shares to a single class of common shares, and the change in par value of 300.0 million authorized common shares from P0.01 per share to P1.00 per share. Each share of stock entitles the person in whose name it is registered in the books of the Parent Company to one vote, provided the shares have not been declared delinquent.

b. On December 11, 2000, the SEC approved the increase in authorized capital stock from P300.0 million, divided into 30.0 billion shares with a par value P0.01 per share, to P2.0 billion divided into 2.0 billion shares with a par value P1.00 per share.

   FEMI subscribed to 700.0 million shares in exchange for the assignment of its interests in the MRTHI and Metro Rail Transit Corp. Limited with an aggregate carrying value of P1.3 billion. As a result, share capital of P700.0 million with a par value of P1.00 per share was recognized, with the excess credited to additional paid-in capital.

c. On December 16, 2013, the SEC approved the conversion of a portion of the Parent Company's liabilities to FEMI amounting to P800.0 million into equity shares totaling 800.0 million shares at P1.00 par value.

d. On September 4, 2014, the SEC approved the conversion of a portion of the Parent Company's liabilities to FEMI amounting to P200.15 million into equity shares totaling 200.15 million shares at P1.00 par value. The conversion resulted in FEMI owning 87.98% shareholding in the Parent Company.

Planned increase in authorized capital stock

As indicated in Note 1, the Parent Company has completed its application for increase in capitalization with the SEC from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share. On February 1, 2024, the SEC approved such application.

During the pendency of the application of increase in capital stock from P2 billion to P5 billion, at the Annual Stockholder's Meeting held on October 12, 2023, the stockholders approved to further increase the authorized capital stock of the Parent Company, from P5 billion divided into 5 billion shares with a par value of P1 per share to P10 billion divided into 10 billion shares with a par value of P1 per share. The stockholders also approved the subscription of FEMI to P1.25 billion, equivalent to 1.25 billion shares at P1 par value, which subscription is to be partially paid to the extent of P312 million via offset of Parent Company's debt to FEMI in the amount of P186 million, the assignment of FEMI's deposit for future subscription in the amount of P102 million and the amount of P24 million to be paid in cash.

12 Depot royalty income

Depot royalty income for the year ended December 31, 2023 amounting to P44,664,516 (2022 - P19,546,766, 2021 - P7,887,684) represents the Group's 28.47% share in the 5% of the gross receipts of the rental income from TriNoma commercial center owned and operated by NTDCC (Note 8). The amount of royalty income is recognized over time as NTDCC earns rental income from the commercial center.

13 General and administrative expenses

This account consists of the following:

	Notes	2023	2022	2021
Salaries and wages		18,238,734	15,982,031	20,327,228
Fees		6,333,308	281,335	-
Transportation and travel		5,944,739	4,997,611	5,396,832
Depreciation of right-of-use asset	10	4,884,900	-	-
IT expense		4,882,959	3,545,487	-
Professional and retainer's fee		3,365,602	2,076,021	1,641,236
13th month pay		1,770,532	2,095,532	1,698,532
Taxes and licenses		1,574,204	2,442,562	1,351,960
Directors' fee		396,757	507,895	554,035
Depreciation of property and equipment	7	62,511	-	-
Amortization of intangible asset	8	25,041	27,317	27,317
Legal		158,350	2,770,847	371,748
Others		1,094,911	844,597	590,027
		48,732,548	35,571,235	31,958,915

Taxes and filing fees include SEC payment for the amended articles of incorporation in line with the increase of authorized capital stock and expansion of primary purpose amounting to P6,001,000 (2022 - nil).

Others include advertising and promotions, trainings, registration fees, bank charges, office supplies, food expense, insurance and utilities.

14 Other income, net

Other income net for the years ended December 31 consists of the following:

	2023	2022	2021
Gain on foreign exchange, net	2,588	11,121	406,126
Interest income	893,348	666	4,069
Exclusivity fee	-	-	20,000,000
	895,936	11,787	20,410,195

Interest income includes interest earned on advances to third party (Note 3).

Foreign exchange gain, net relates to the translation and transactions in respect of the Company's USD-denominated cash account. Details of foreign exchange gain, net as at December 31 are as follows:

	2023	2022	2021
Realized foreign exchange (loss) gain	-	(11,328)	368,449
Unrealized foreign exchange gain	2,588	22,449	37,677
	2,588	11,121	406,126

Exclusivity fee

On February 8, 2021, the Parent Company entered into an exclusivity agreement with a third party for a prospective infrastructure-related investment. A non-refundable exclusivity fee to undertake due diligence for a period of ninety (90) days amounting to P20,000,000 was collected by the Parent Company.

On July 5, 2022, the Parent Company and the third party agreed to no longer proceed with the proposed transaction. As a result, the Company no longer have rights or obligations in relation to the exclusivity agreement, and the exclusivity fee was recognized as income in full in the consolidated statement of total comprehensive income for the year ended December 31, 2021.

15 Income taxes

Corporate Recovery and Tax Incentives for Enterprises Act (CREATE)

On March 26, 2021, the President of the Republic of the Philippines signed into law Republic Act No. 11534 or the CREATE) Act, which is the reconciled version of the Bicameral Conference Committee. It settled the disagreeing provisions of House Bill No. 4157 and Senate Bill No. 1357. The CREATE Act was previously known as the Corporate Income Tax and Incentives Reform Act (CITIRA) bill. The law became effective on April 11, 2021.

Among the salient provisions of CREATE include changes to the Corporate Income Tax (CIT) as follows:

1. Reduction in CIT rate effective July 1, 2020 for domestic corporations are as follows:
   a. Those with assets amounting to P100,000,000 and below, and with taxable income equivalent to P5,000,000 and below will be subjected to a 20% tax rate; and
   b. Those with assets above P100,000,000 or those with taxable income amounting to more than P5,000,000 will be subjected to a 25% tax rate.
2. Effective July 1, 2020 until June 30, 2023, the minimum corporate income tax rate shall be 1%.

Under CREATE, the Group prepared its annual income tax return for the years ended December 31, 2023, 2022 and 2021 using the updated rate of 25%

For financial reporting purposes, the enactment of CREATE after the December 31, 2020 was deemed a non-adjusting subsequent event in the December 31, 2020 consolidated financial statements. Hence, effect of changes in the tax rates applied is reflected in the income tax reconciliation for the year ended December 31, 2021.

Income tax benefit

Details of income tax (benefit) expense recognized in profit or loss for the years ended December 31 are as follows:

	2023	2022	2021
Current	(185,213)	-	(5,237,684)
Deferred	-	-	265,746
	(185,213)	-	(4,971,938)

The Parent Company used minimum corporate income tax for purposes of the income tax calculation for the taxable year 2023, 2022 and 2021, while the subsidiaries used regular current income for the taxable years 2023, 2022 and 2021.

Deferred income tax (DIT)

Details of DIT assets as at December 31 are as follows:

	2023	2022
Allowance for impairment of other receivables	1,328,734	1,328,734
MCIT	948,524	278,517
NOLCO	832,856	-
	3,110,114	1,607,251

Under the Tax Reform Act of 1997 (the “Act”), the Company shall pay the Minimum Corporate Income Tax (MCIT) or the normal income tax, whichever is higher. Following the enactment of the CREATE law, from July 1, 2020 to June 30, 2023, the MCIT is 1% (from January 1 to June 30, 2023) and 2% (from July 1, 2023 onwards) of gross income as defined under the Act. Any excess of the MCIT over the normal income tax shall be carried forward annually and credited against the normal income tax for the next three succeeding taxable years.

Year of incurrence	Year of expiration	Tax rate	2023	2022
2021	2024	1%	82,938	82,938
2022	2025	1%	195,579	195,579
2023	2026	1.5%	670,007	-
			948,524	278,517

The Group recognized the tax benefit from NOLCO from the prior years to the extent of the current year taxable income. The Group continued not to recognize certain deferred income tax assets arising from the net operating loss carry-over (NOLCO) attributable to the Parent Company because management has assessed there will be no sufficient future taxable income against which the benefits of these tax assets can be utilized.

The amounts and details of NOLCO and the related recognized and unrecognized DIT assets as at December 31 which could be carried over as a deduction from taxable income for the next consecutive years are as follows:

Year loss was incurred	Year of expiration	Tax rate	2023	2022
2020	2025	25%	1,252,083	1,252,083
2021	2026	25%	3,660,990	3,660,990
2022	2025	25%	16,012,348	16,012,348
2023	2026	20%	2,714,099	-
			23,639,520	20,925,421
Applied during the year			(1,451,239)	-
			22,188,281	20,925,421
Recognized DIT asset at the applicable tax rate			542,820	-
Unrecognized DIT asset at the applicable tax rate			4,868,546	5,231,355
			5,411,366	5,231,355

Reconciliation of pre-tax income to tax expense

The reconciliation of tax on pretax income computed at the applicable statutory rates to tax expense are as follows:

	2023	2022	2021
Income tax at the applicable statutory rate	1,665,606	878,334	652,552,406
Adjustments for:			
Share in net income of investment in associate	(1,535,109)	(4,881,504)	(1,920,041)
Dividend income subject to final tax	(717,867)	-	(651,547,624)
Unrecognized NOLCO	(396,703)	4,003,087	915,247
Non-deductible expenses	977,564	250	1,029
Interest income subject to final tax	(178,704)	(167)	(1,017)
Change in effective tax rate	-	-	125,804
Adjustment for current tax of prior periods	-	-	(5,097,742)
	(185,213)	-	(4,971,938)

Critical accounting judgment: Income taxes

Significant judgment is required in determining the income tax expense recognized in profit or loss. There are some transactions and calculations for which the ultimate tax determination is uncertain in the ordinary course of business. The Group recognizes liabilities for anticipated tax assessment issues when it is probable. The liabilities are based on assessment and judgment of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the Group's income tax and related liability in the period in which such determination is made.

The recognition of DIT assets depends on management's assessment of the probability and available future taxable income against which the temporary difference can be applied. The Group reviews the carrying amount of its DIT assets at the end of each reporting period and reduces the amounts to the extent it is no longer probable that sufficient taxable profit will allow all or part of its DIT assets to be utilized. Management has assessed during the reporting periods that the Group will be able to generate sufficient future taxable income against which the temporary differences can be applied, except for NOLCO which is unrecognized.

16 Related party transactions and balances

Transactions and balances with related parties are presented as follows:

	Transactions			Balances		
	2023	2022	2021	2023	2022	Ref
Due from related parties - non-current (Note 3)						
Reimbursement of expenses						(a)
MRTHI - investee	-	-	-	117,361	117,361	
MRTHII - investee	-	-	-	1,649,110	1,649,110	
Dividend receivable						
MRTHII - investee	-	-	891,036,773	891,036,773	891,036,773	(b)
	-	-	891,036,773	892,803,244	892,803,244	
Due to a stockholder						
(Advances from) Payments on behalf of FEMI	(13,388,282)	4,793,116	37,822,513	(267,424,211)	(702,217,691)	(c)
Debt-to-equity conversion	500,000,000	-	-	-	-	
	486,611,718	4,793,116	37,822,513	(267,424,211)	(702,217,691)	
Due to other related parties						
Advances						
MRTHI - investee	-	-	-	(221,939,234)	(221,939,234)	(d)
MRTHII - investee	-	-	(27,978,631)	-	-	(e)
MRTDC - associate	(5,769,091)	(17,368,999)	(7,895,000)	(18,418,328)	(30,918,267)	(f)
Dividend settlement						
MRTHII - investee	-	-	147,706,848	-	-	(b)
MRTDC - associate	18,269,030	14,122,035	-	-	-	(f)
	12,499,939	(3,246,964)	111,833,217	(240,357,562)	(252,857,501)	
Assignment of MSPSI shares						
FEMI	352,000,000	-	-	-	-	(g)
Deposit for future stock subscription						
FEMI	852,000,000	-	852,000,000	-	-	(g)

(a) Reimbursement of expenses

Receivables from MRTHI and MRTHII represent expenses paid by the Group on their behalf. Amounts are unsecured, non-interest bearing, and collectible in cash upon demand, but not expected to be collected within 12 months from the end of the reporting period.

(b) Dividend from MRTHII

During the year ended December 31, 2021, MRTHII declared dividends to the Parent Company amounting to P2,606,190,497. Details of its settlement are set out in Note 5.1 (c). Dividend receivables are collectible in are unsecured, non-interest bearing, and collectible in cash upon demand, which is not expected to be collected within 12 months from the end of the reporting period.

(c) Due to a stockholder

Due to a stockholder is unsecured, non-interest, and arose mainly from FEMI's payment of the Parent Company's bank loans, including interests and penalties, aggregating to P3 billion, and the cost of acquisition of shares of MRTHII amounting to P180 million.

On November 2, 2018, the Parent Company entered into a Repayment Agreement with FEMI for the repayment of advances to the latter. To enable the Parent Company to make its repayments to the extent of P300 million, the Parent Company assigns to FEMI for a period of fifteen (15) years commencing on January 30, 2020 and ending on January 30, 2034, its receipts from depot royalty income. On April 11, 2019, the BOD of the Parent Company passed a resolution approving the Parent Company's agreement with FEMI that in consideration of FEMI not charging interest on the outstanding obligations of the Parent Company, the Parent Company agreed to partially repay the advances from FEMI by way of allocating to FEMI dividends and other income from affiliates of the Parent Company in addition to the assignment of depot royalties.

Over the years, the amount of liability was reduced mainly through repayments and conversion of FEMI advances into equity. There was a net advances for the year amounting to P2,079,796 (2022 - P4,793,116, net repayments). In addition, per the execution of the Deed of Assignment with FEMI dated October 10 2019 and the completion of the application on November 2023, P500 million of advances was fully paid through the conversion into equity of a portion of FEMI advances to the Parent Company (Note 1; Ref. g below).

FEMI, in its letter of support to the Group, committed not to demand payment of the amount due from the Group for a period of at least twelve (12) months from reporting date or until such time that the Group has the ability to pay in accordance with the Repayment Agreement above. As the Group has the unconditional right to defer settlement of the advances for at least 12 months from reporting date, the amount was classified as non-current liability as at December 31, 2023 and 2022.

(d) Advances from MRTHI

Outstanding amounts payable to MRTHI arose from advances to Parent Company for settlement of outstanding obligations. Amounts are unsecured, non-interest bearing, and are to be offset against the Parent Company's share of future dividends of MRTHI, which are not expected to be declared within 12 months from reporting date, thus, the amount was classified as non-current liability as at December 31, 2023 and 2022.

(e) Advances from MRTHII

Amounts payable to MRTHII arose from advances to Parent Company for settlement of outstanding obligations. During the year ended December 31, 2021, MRTHII declared dividends to the Parent Company. As a result, the outstanding liability was fully eliminated as set out in the details of settlement or discharge in Note 5.1 (c).

(f) Advances from MRTDC

Outstanding amounts payable to MRTDC arose from advances to Parent Company for settlement of outstanding obligations. During the year ended December 31, 2023 and 2022, MRTDC declared dividends to the Parent Company. This resulted in the reduction of the outstanding liability as set out in the details in Note 6. Outstanding amounts are unsecured, non-interest bearing, and are to be offset against the Parent Company's share of future dividends of MRTDC, which are not expected to be declared within 12 months from reporting date, thus, the amount was classified as non-current liability as at December 31, 2023 and 2022.

The following related party transactions and balances were eliminated for the purpose of preparing the consolidated financial statements as at and for the years ended December 31:

	2023	2022
As at December 31		
Investment in subsidiaries	379,164	441,833
Non-trade and other receivables	319,024	1,772,220
Accrued expense and other current liabilities	(2,748,736)	(1,429,459)
Due to related parties	(319,024)	(342,761)
For the year ended December 31		
Other expense, net	(28,927)	(33,742)

(g) Deposit for future stock subscription

On October 10, 2019, FEMI and the Parent Company executed a Deed of Assignment (of Advances) whereby FEMI assigned, transferred and conveyed unto the Parent Company the advances of FEMI to the Parent Company in the aggregate amount of P500 million in partial payment of FEMI's P750 million subscription out of the planned P3 billion increase in capital stock of the Parent Company (Note 1). This will result to a recognition of a deposit for future stock subscription amounting to P500 million which will be applied to new share issuances once the SEC approved the increase in capitalization.

Additionally, for the year ended December 31, 2023, the Parent Company recognized a deposit for future stock subscription amounting to P352 million as a result of the assignment of MSPSI shares by FEMI (Note 1).

On November 2023, the Parent Company already paid and completed the required filings with the SEC in relation to the increase in capitalization. Accordingly, as at reporting date, deposit for future stock subscription totaling P852 million is classified as part of equity in the consolidated statements of financial position. Subsequently, on February 1, 2024, the SEC approved the increase in the capital stock of the Parent Company from P2 billion to P5 billion, divided into 5 billion shares with par value of P1 per share such that the capital stock now stood at P5 billion divided into 5 billion shares at par value of P1 per share from the previous P2 billion divided into 2 billion shares at par value of P1 per share.

Material related party transactions policy

The Group has an approved material related party transactions policy that sets forth the required thresholds for approval for related party transactions as part of the Group's corporate governance policy.

17 Earnings per share

The following table presents basic and diluted earnings per share (EPS) for the years ended December 31:

	2023	2022	2021
Net income	5,697,189	3,513,335	2,615,181,561
Divided by weighted average number of shares issued and outstanding	1,998,553,181	1,998,553,181	1,998,553,181
Basic and diluted EPS	0.0029	0.0018	1.3085

The Parent Company has no potential dilutive ordinary shares for the years ended December 31, 2023 and 2022. Therefore, the amounts reported for basic and diluted earnings per share are the same.

18 Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's management for the purposes of allocating resources to, and assessing the performance of, the Group's various entities.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of services and the type or class of customers. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The Group's management assesses the performance and allocates the resources of the Group as a whole, as all of the Group's activities are considered to be primarily holding infrastructure-related investments.

Therefore, management considers there is only one operating segment under the requirements of PFRS 8, Operating Segments. In this regard, no segment information is presented.

No geographic information is shown as the revenue and profit from operations of the Group are presently solely derived from its activities in the Philippines.

19 Critical accounting estimates, assumptions and judgments

Estimates, assumptions and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates, assumptions and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are enumerated below:

(a) Critical accounting estimates and assumptions

- Recoverability of non-trade receivables and due from related parties (Notes 3 and 16)
- Measurement of unquoted equity instruments - cost as an estimate of fair value (Note 5)

(b) Critical accounting judgments

- Recoverability of non-trade and other receivables and due from related parties (Notes 3 and 15)
- Measurement of unquoted equity instruments - cost as an estimate of fair value (Note 5)
- Recoverability of investment in associates (Note 6)
- Income taxes (Note 15)

20 Financial risk management objectives and policies

20.1 Components of financial assets and financial liabilities

Financial assets

Details of the Group's financial assets as at December 31 are as follows:

	Notes	2023	2022
At amortized cost			
Cash	2	12,780,533	1,343,801
Non-trade receivables	3	64,064,417	18,569,428
Due from related parties	3	898,118,179	898,118,179
		974,963,	918,031,408
At FVOCI			
Unquoted equity securities	5	3,058,238,916	3,058,238,916
Quoted equity securities	5	2,092,420	2,981,162
		3,060,331,336	3,061,220,078
		4,035,294,465	3,979,251,486

Due from related parties are presented gross of allowance for impairment. Allowance for impairment as at December 31, 2023 and 2022 amounted to P5,314,935.

Financial liabilities

Details of the Group's financial liabilities, at amortized cost, at December 31 are as follows:

	Notes	2023	2022
Advances from MPIC	9	350,000,000	350,000,000
Accrued expenses	9	65,026,736	55,024,761
Lease liability	10	13,673,271	-
Due to a stockholder	16	267,424,211	702,217,691
Due to other related parties	16	240,357,562	252,857,501
		936,481,780	1,360,099,953

Other current liabilities excluded pertain to payables to government agencies that are non-financial liabilities.

20.2 Financial risk factor

The Group's activities expose it to a variety of financial risks and these activities involve the analysis, evaluation and management of some degree of risk or combination of risks. The Group's overall risk management program focuses on the unpredictability of financial markets, aims to achieve an appropriate balance between risk and return and seeks to minimize potential adverse effects on the Group's financial performance.

The most important types of risk the Group's manages are liquidity risk and credit risk.

20.2.1 Liquidity risk

Liquidity risk arises from the possibility that the Group will encounter difficulty in raising funds to meet associated commitments with financial instruments.

The Group manages the liquidity risk by maintaining a balance between continuity of funding and flexibility in operations. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational and working capital requirements. Management closely monitors the Group's future and contingent obligations and sets up required cash reserves and reserve borrowing facilities as necessary in accordance with internal policies. Short-term advances from related parties are availed to cover for immediate expenses and maturing obligations. The Group is also able to defer payments of some of its due to related party balances.

The Group continues to obtain support from FEMI to finance the Group's operations.

The table below presents the Group's financial liabilities:

	Within 12 Months	More than 12 months	Total
2023			
Advances from MPIC	350,000,000	-	350,000,000
Accrued expenses	65,026,736	-	65,026,736
Lease liability	227,113	13,446,158	13,673,271
Due to a stockholder	-	267,424,211	267,424,211
Due to other related parties	-	240,357,562	240,357,562
	415,253,849	521,227,931	936,481,780
2022			
Advances from MPIC	350,000,000	-	350,000,000
Accrued expenses	55,024,761	-	55,024,761
Due to a stockholder	-	702,217,691	702,217,691
Due to other related parties	-	252,857,501	252,857,501
	405,024,761	955,075,192	1,360,099,953

The Group expects to settle the above financial obligations due within 12 months in accordance with their contractual maturity of 30 to 60 days.

20.2.2 Credit risk

Credit risk refers to the risk that a counterparty will cause a financial loss to the Group by failing to discharge an obligation. Significant changes in the economy that may represent a concentration in the Group's business, could result in losses that are different from those provided for at reporting date.

Credit risk arises from cash deposits with banks and financial institutions, as well as credit exposure on receivable from customers, related parties and other counterparties. The fair values of these financial assets approximate net carrying amounts due to their short-term maturities.

The Group has a significant concentration of credit risk on its transactions with NTDCC, its sole customer. However, this is brought down to an acceptable level since depot royalties are collected in accordance with the agreement and the Group's credit policy with no reported defaults and write-offs in previous years. In addition, credit risk is minimized by monitoring receivables regularly.

The Group has the following financial assets as at December 31 where the expected credit loss model has been applied:

	Gross carrying amount	Allowance provided	Net carrying amount	Internal credit rating	Basis of recognition of ECL
2023					
Cash	12,734,332	-	12,734,332	Performing	12-month ECL
Non-trade and other receivables					
Group 1	64,064,417	-	64,064,417	Collective assessment	Lifetime ECL
Due from related parties					
Group 2	892,803,244	-	892,803,244	Performing	12-month ECL
Group 3	5,314,935	(5,314,935)	-	Credit Impaired	Lifetime ECL
	974,916,928	(5,314,935)	969,601,993		
2022					
Cash	1,307,600	-	1,307,600	Performing	12-month ECL
Non-trade and other receivables					
Group 1	18,569,428	-	18,569,428	Collective assessment	Lifetime ECL
Due from related parties					
Group 2	892,803,244	-	892,803,244	Performing	12-month ECL
Group 3	5,314,935	(5,314,935)	-	Credit impaired	Lifetime ECL
	917,995,207	(5,314,935)	912,680,272		

Credit quality of customers are classified as follows:

- Group 1 - Customer and counterparty balances without history of default and assessed to be fully recoverable.
- Group 2 - Customer and counterparty balances with some defaults in the past. Amounts are largely collectible after collection efforts.
- Group 3 - Individually assessed customer with defaults and which the Group no longer expects to recover the balance despite its collection efforts.

The maximum exposure to credit risk at the reporting date is the carrying value of financial assets summarized above.

Cash exclude cash on hand as at December 31, 2023 and 2022 amounting to P46,201 (Note 2) which is not subject to credit risk.

None of the fully performing financial assets have been renegotiated during the years ended December 31, 2023 and 2022. The Company does not hold any collateral as security to the above financial assets.

Credit quality of the Group's financial assets

Cash in banks

To minimize credit risk exposure from its cash account, the Group deposits its cash in universal banks that have good credit ratings. Accordingly, the Group's cash in bank is subject to insignificant expected credit loss as at reporting dates.

Receivables

Group 1 - The Group's receivables under Group 1 consists of amounts due from NTDCC, have no history of recent default or write-off and are considered to be fully performing. Accordingly, no provision for impairment is required.

Group 2 - Past due but not impaired receivables consist of amounts due from related parties, who, despite delays in collection based on the credit term, are deemed to be fully collectible based on management's assessment and counterparties' financial capacity and creditworthiness. Accordingly, no provision for impairment is required at reporting date.

Group 3 - The Group records a provision for impairment of receivables that are assessed to have a significant probability of becoming uncollectible. The assessment is based on the Group's knowledge of the collectability of the account, nature of dispute and the creditworthiness of the customer.

20.2.3 Foreign currency exchange risk

Foreign currency exchange risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is not the Group's functional currency.

The Company has net transactional currency exposure. Such exposure is not material to the Group as this arises mainly from immaterial cash balances denominated in US Dollar.

20.3 Capital risk management

The Group manages its capital to ensure that the Group will be able to continue as a going concern, while maximizing the return on investments of stockholders. The Group monitors its use of capital by comparing deficit to total capitalization and makes adjustments to it in light of changes in economic conditions and its financial position.

The Group considers its long-term debt from FEMI and other related parties, as well as total equity consisting of share capital, additional paid-in capital, deposit for future stock subscription, and retained earnings, as its capital:

	Notes	2023	2022
Equity			
Share capital	11	1,998,553,181	1,998,553,181
Additional paid-in capital		589,120,804	589,120,804
Deposit for future stock subscription	16	852,000,000	-
Retained earnings		53,379,271	47,682,082
		3,493,053,256	2,635,356,067
Debt			
Due to a stockholder	16	267,424,211	702,217,691
Due to related parties	16	240,357,562	252,857,501
		507,781,773	955,075,192
		4,000,835,029	3,590,431,259

21 Summary of material accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

21.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRS). The term PFRS in general includes all applicable PFRS, Philippine Accounting Standards (PAS), and interpretations of the Philippine Interpretations Committee (PIC), Standing Interpretations Committee (SIC) and International Financial Reporting Interpretations Committee (IFRIC) which have been approved by the Philippine Financial and Sustainability Reporting Standards Council (FSRSC) and adopted by the SEC.

These consolidated financial statements have been prepared under the historical cost convention except for financial assets at FVOCI.

The preparation of the consolidated financial statements in conformity with PFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 19.

21.2 Changes in accounting policies and disclosures

New standards, amendments and interpretations adopted

- PAS 1 and PFRS Practice Statement 2: Making Materiality Judgments - Disclosure of Accounting Policies

  The amendments require entities to disclose their material rather than their significant accounting policies. The amendments define what is 'material accounting policy information' and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2023. The Group adopted the amendment and updated the disclosures of material accounting information.

  There are no other new standards, amendments and interpretations which are effective for the financial year on or after January 1, 2023 that are relevant to and have a material impact on the Group's consolidated financial statements.

21.3 Financial assets

Classification

The Group classifies its financial assets in the following measurement categories: (a) those to be measured subsequently at fair value (either through OCI or through profit or loss), and (b) those to be measured at amortized cost. The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

The Group holds financial assets at fair value through OCI (Note 5). These are strategic investments, and the Group considers this classification to be more relevant.

Financial assets at amortized cost are assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. The Group's financial assets at amortized cost category includes cash (Note 2), non-trade and other receivables (Note 3), and due from related parties (Notes 3 and 15).

The Group's does not hold financial assets at FVTPL.

Measurement

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is recognized using the effective interest rate method.

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses), and impairment expenses are presented as separate line item in the consolidated statements of total comprehensive income.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when the Group's right to receive payments is established.
Changes in the fair value of financial assets at FVPL are recognized in other gains/(losses) in the consolidated statements of total comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment

The Group assesses on a forward-looking basis the expected credit losses (ECL) associated with its financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Impairment losses are presented separately in the consolidated statement of total comprehensive income.

Loss allowances of the Group are measured on either of the following bases:

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

Simplified approach

The Group applies the simplified approach to provide for ECL for all non-trade receivables. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECL. The expected loss rates are based on the payment profiles of customers and the corresponding historical credit losses experienced. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors such as gross domestic product and inflation rate affecting the ability of the customers to settle the receivables.

General approach

Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realizing security (if any is held).

The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

21.4 Financial liabilities

Classification

The Group classifies its financial liabilities as: (i) financial liabilities at fair value through profit or loss, and (ii) other financial liabilities measured at amortized cost. Financial liabilities under category (i) comprise of two sub-categories: financial liabilities classified as held for trading and financial liabilities designated by the Group as at fair value through profit or loss upon initial recognition. Management determines the classification of its financial liabilities at initial recognition.

The Group did not hold financial liabilities under category (i) during and at the end of each reporting period.

Other financial liabilities at amortized cost are contractual obligations which are either those to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group. These are included in current liabilities, except for maturities greater than 12 months after the reporting period which are classified as non-current liabilities.

The Group's other financial liabilities at amortized cost consist of accrued expenses and other current liabilities (excluding payable to government agencies) (Note 9), due to a stockholder (Note 16), and due to other related parties (Note 16).

Recognition and measurement

The Group recognizes a financial liability in the consolidated statements of financial position when, and only when, the Group becomes a party to the contractual provision of the instrument.

Other financial liabilities at amortized cost are initially measured at fair value plus transaction costs. Subsequently, these are measured at amortized cost using the effective interest rate method.

Derecognition

Other financial liabilities at amortized cost are derecognized when the obligation is paid, settled, discharged, cancelled or has expired.

Transfer, assumption, or assignment of liabilities

The transfer, assumption, or assignment of financial liabilities to or from other parties for no consideration requires recognition of gains or losses, charged to other income or expense in the consolidated statements of total comprehensive income.

21.5 Determination of fair value

The fair value of financial and non-financial liabilities takes into account non-performance risk, which is the risk that the entity will not fulfill an obligation.

The Group classifies its fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The appropriate level is determined on the basis of the lowest level input that is significant to the fair value measurement.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm’s length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1. The Group’s quoted financial assets at FVOCI are under this category.

The fair value of assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the asset or liability is included in Level 2. If one or more of the significant inputs is not based on observable market data, the asset or liability is included in Level 3. The Group’s unquoted financial assets, pertaining to investments in MRTHI and MRTHII, are under Level 3 fair value category. The cost of the investments represents the best estimate of the fair value of the investments as at reporting date (Note 5).

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting date, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The carrying amounts of financial instruments presented as part of current assets and current liabilities as at December 31, 2023 and 2022 approximate their fair values due to their short-term maturities.

The fair values of due from related parties, due to a stockholder and due to other related parties amounted to P815,403,044 (2022 - P779,000,935), P244,240,282 (2022 - P615,424,152) and P219,520,134 (2022 - P221,604,519), determined using discounted cash flow approach by applying current market interest rates of 5.89% (2022 - 5.42%) (Level 2), based on the expected settlement of the amounts by the end of the BLT Agreement in July 2025.

The Group has no other financial assets and liabilities measured at fair value during and at the end of each reporting date.

Non-financial assets

For non-financial assets, the Group uses valuation techniques that are appropriate in the circumstances and applies the technique consistently. Commonly used valuation techniques are as follows:

- Market approach - A valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.
- Income approach - Valuation techniques that convert future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.
- Cost approach - A valuation technique that reflects the amount that would be required currently to replace the service capacity of an asset (often referred to as current replacement cost).

The fair value of a non-financial asset is measured based on its highest and best use. The carrying value of the Group's non-financial assets, substantially property and equipment and intangible assets, approximate its fair value in the light of the assets' current use is presumed to be its highest and best use.

21.6 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty. The Group does not have financial assets and liabilities that are covered by enforceable master netting arrangements and other similar agreements.

21.7 Consolidation

Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

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

Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated.

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

Non-controlling interests

Non-controlling interests pertain to the equity in a subsidiary not attributable, directly or indirectly to the Group. Non-controlling interests represent the portion of profit or loss and net assets in subsidiaries not wholly-owned and are presented in the consolidated statement of total comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position, separately from the equity attributable to the Parent Company.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent Company and to the non-controlling interests, even if this results in the non-controlling interests having deficit balance.

The amount of non-controlling interests from the Group's investment in MGHC Royal Holdings Corporation (MGHC Royal) is immaterial as at December 31, 2023 and 2022 considering that MGHC Royal is a dormant entity.

Asset acquisition

Asset acquisition represents an acquisition of an asset or group of assets, and the assumption of liabilities that does not meet the definition of a business. A business is defined by the Parent Company as "an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income (such as dividends or interest) or generating other income from ordinary activities".

The Parent Company has assessed that the acquisition of MSPSI shares represents an asset acquisition for purposes of consolidation, rather than a business combination, as MSPSI did not qualify as a business since still in its pre-operating stages.

Generally, the cost of the transaction is measured at the fair value of the consideration transferred. When only equity interests are issued, the value of the acquiree's equity interest might be more reliably measured than the value of the acquirer's equity interest. If so, the acquirer should use the acquisition date fair value of the acquiree's equity interests instead of the acquisition date fair value of the equity interests transferred.

In such cases, the acquirer shall identify and recognize the individual identifiable assets acquired and liabilities assumed. The cost of the group shall be allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction or event does not give rise to goodwill.

The Parent Company consistently applies the policy for similar transactions.

Disposal of subsidiary

When the Group ceases to have control, any retained interest in the subsidiary is re-measured to its fair value at the date when control is lost, with the change in carrying amount generally recognized in profit or loss. The fair value is the initial carrying amount for purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset.

21.8 Non-trade and other receivables

Non-trade receivables arising from depot royalties with an average credit term of 60 days are recognized at transaction price and subsequently measured at amortized cost using effective interest method less any provision for impairment.

Other receivables, such as advances, are recognized initially at fair value and subsequently measured at amortized cost using effective interest method, less any provision for impairment.

Non-trade receivables and its related provision for impairment are written off when the Group has determined that the receivable is uncollectible as they have already exerted all collection efforts, including filing a legal case. Bad debts written off are specifically identified after exhausting all collection efforts (i.e., sending demand letters and legal notice of default to customers) and are approved by the BOD.

Write-offs represent either direct charge against profit or loss at the time the receivable deemed uncollectible or the release of previously recorded provision from the allowance account and credited to the related receivable account following the Group's assessment that the related receivable will no longer be collected after all collection efforts have been exhausted.

Subsequent recoveries of amounts previously written-off are credited in profit or loss under general and administrative expenses. Reversals of previously recorded impairment provision are recognized in profit or loss based on the result of management's update assessments, considering available facts and changes in circumstances, including but not limited to results of recent discussions and arrangements entered into with customers as to the recoverability of receivable at reporting date.

21.9 Other current assets

Other current assets consist of input value-added tax (VAT), creditable withholding taxes, prepaid taxes and advances. These are stated at face value less provision for impairment, if any.

Input VAT, prepaid taxes and creditable withholding taxes are derecognized when there is a legally enforceable right to apply the recognized amounts against the related liability within the period prescribed by the relevant tax laws.

Amounts are included in current assets, except when the related assets are expected to be realized more than twelve (12) months after the reporting period which are classified in non-current assets.

21.10 Investment in associate

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights (Note 6).

Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. It is also decreased by dividends received from the investee. The Group's investment in associates includes goodwill identified on acquisition. Any excess of the Group's share of the net fair value of the associates identifiable assets and liabilities over the cost of the investment is included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

The Group's share of its associates' post-acquisition profits or losses is recognized in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

Dilution gains and losses arising in investments in associates are recognized in profit or loss.

Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

21.11 Property and equipment

Property and equipment is stated at historical cost less accumulated depreciation and impairment in value, if any. Land is stated at cost less any impairment in value. The initial cost of property and equipment comprise its purchase price, including import duties and non-refundable purchase taxes and other directly attributable cost of bringing the property and equipment to its working condition and location for its intended use.

Depreciation is computed on the straight-line method over the following estimated useful life of the property and equipment:

	In years
Transportation equipment	5
Office equipment	3-5

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 21.13)

21.12 Intangible assets

Intangible assets acquired separately are carried at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization in the case of intangible assets with finite lives, and any accumulated impairment losses.

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

Intangible assets with finite lives are amortized over the remaining useful economic life at the date of acquisition or business combination. These are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and method for an intangible asset with a finite useful life is reviewed at the end of each reporting date.

The Group's intangible asset, pertaining to depot royalty rights, was assigned with a useful life of 33 years commencing from 2014 up to 2047 or the expiration of the development rights (Note 8).

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates. The amortization of intangible assets with finite lives is recognized in profit or loss in the expense category consistent with the function of the intangible asset.

21.13 Impairment of non-financial assets

Non-financial assets that have definite useful lives are subject to depreciation or amortization and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Value in use requires the Group to make estimates of future cash flows to be derived from the particular asset and discount them using a pre-tax market rate that reflects current assessments of the time value of money and the risks specific to the asset.

Impairment losses, if any, are recognized in profit or loss within other expenses in the consolidated statement of total comprehensive income. Non-financial assets that have been impaired are reviewed for possible reversal of the impairment at each reporting period. When impairment loss subsequently reverses, the carrying amount of the assets or cash-generating unit is increased to the revised estimate of its recoverable amount, but the increased carrying amount should not exceed the carrying amount that would have been determined had no impairment loss has been recognized for the asset or cash-generating unit in prior years. Reversals of previously recorded impairment provisions are credited against provision account in profit and loss.

21.14 Deposit for future stock subscription

Deposit for future stock subscriptions refer to the amount of money or property received by the Company with the purpose of applying the same as payment for future issuance of stocks which may or may not materialize. Deposit for future stock subscriptions cannot be considered as part of the capital stock of the Company until shares of stocks are actually issued in consideration thereof.

On May 11, 2017, SEC issued an amendment on SEC Bulletin No. 6 (issued in 2012) for the treatment of the deposit for future stock subscriptions. As stated, an entity shall classify a contract to deliver its own equity instruments under equity as deposit for future stock subscriptions if and only if, all of the following elements are present as of the end of the period:

- The unissued authorized capital of the entity is insufficient to cover the amount of shares indicated in the contract;
- There is BOD approval on the proposed increase in authorized capital stock (for which a deposit was received by the corporation);
- There is stockholders' approval of said proposed increase in authorized capital stock; and
- The application for the approval of the increase in capital stock has been presented for filing or has been filed with the SEC.

If any or all of the foregoing elements are not present, the transaction should be recognized as part of liability. The amount of deposit for future stock subscriptions will be reclassified to equity account when the Company meets the foregoing elements.

21.15 Leases (where the Group is the lessee)

a) Measurement of lease liabilities

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for the Company’s leases, the lessee’s incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held for entities which do not have recent third-party financing, and
- makes adjustments specific to the lease (i.e., term, currency and security).

The Company is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

b) Measurement of right-of-use assets

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

c) Extension and termination options

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The lease term is reassessed if an option is actually exercised (or not exercised) or the Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is revised only if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

21.16 Provisions and contingencies

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized in profit or loss.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed and derecognized in the consolidated statement of financial position.

Provisions are derecognized when the related legal or contractual obligation is discharged, cancelled or expired.
Probable inflows of economic benefits that do not yet meet the recognition criteria of an asset are considered contingent assets, hence, are not recognized in the financial statements.

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the financial statements but disclosed when an inflow of economic benefits is probable.

21.17 Revenue recognition

Revenue is measured based on the transaction price specified in a contract with the customer. The Group recognizes revenue when it transfers control over a product or service to a customer.

The following is a description of principal activities from which the Group generates its revenue.

Depot royalty income

The amount of royalty income is recognized over time as NTDCC earns rental income from the TriNoma commercial center. The use of a time-based approach (output method) best provides a faithful depiction of the transfer of services to the customer given the nature of the royalty arrangement.

Dividend income

Dividend income is recognized at the point in time when investees have declared dividends.

Other income

Other income is recognized when earned.

Interest income

Revenue is recognized on a time-proportion basis using the effective interest method.

21.18 Cost and expense recognition

Costs and expenses in the consolidated statements of total comprehensive income are presented using the function of expense method.

21.19 Employee benefits

(i) Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus if the Group has present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Retirement benefits

The Group has yet to adopt a formal retirement plan for the benefit of its qualified employees. Under RA No. 7641, in the absence of a retirement plan or agreement providing for retirement benefits of employees in the private sector, an employee upon reaching the age of 60 years or more, but not beyond 65 years, who has served at least 5 years in a private company, may retire and shall be entitled to retirement pay equivalent to at least one-half month salary plus one twelfth of the 13th month pay and cash equivalent of not more than 5 days of service incentive leaves for every year of service (or 100% of monthly salary), a fraction of at least 6 months being considered as one whole year.

The liability recognized in the statement of financial position in respect of defined benefit retirement plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in Philippine Peso, the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related retirement obligation.

Remeasurements arising from experience adjustments and changes in actuarial assumptions are charged or credited in other comprehensive income in the period in which they arise. Past-service costs are recognized immediately in profit or loss.

The net interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation. This cost is included in employee benefit expense in profit or loss.

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits.

The Group recognizes termination benefits when it is demonstrably committed to either: (a) terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or (b) providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the reporting date are discounted to present value.

21.20 Related party relationships and transactions

Related party relationship exists when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, or between, and/or among the reporting enterprise and its key management personnel, directors, or its shareholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

21.21 Foreign currency transactions and translations

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Philippine pesos, which is the Group's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at year-end exchange rate of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Foreign currency transactions during the year are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates.

Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of total comprehensive income.

21.22 Current and deferred income tax

Income tax expense recognized in profit or loss during the period comprises of current and deferred income tax (DIT), except to the extent that it relates to items recognized in other comprehensive income.

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

DIT is recognized on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. DIT is determined using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related DIT asset is realized or the deferred income tax liability is settled.

DIT assets are the amounts of income taxes recoverable in future periods in respect of all deductible temporary differences. DIT assets are recognized to the extent it is probable that future taxable profit will be available against which the temporary differences can be utilized. DIT liabilities are the amounts of income taxes payable in future periods in respect of taxable temporary differences.

DIT assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the DIT assets and liabilities relate to income taxes levied by the same taxation authority where there is an intention to settle the balances on a net basis.

21.23 Earnings per share

Basic EPS is computed by dividing net income attributable to common stock by the weighted average number of common shares outstanding, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period, if any.

Diluted EPS is computed by dividing net income attributable to common shareholders by the weighted average number of common shares outstanding during the period, after giving retroactive effect for any stock dividends, stock splits or reverse stock splits during the period, and adjusted for the effect of dilutive convertible preferred shares. If the required dividends to be declared on convertible preferred shares divided by the number of equivalent common shares, assuming such shares are converted, would decrease the basic EPS, then such convertible preferred shares would be deemed dilutive. Where the effect of the assumed conversion of the preferred shares have anti-dilutive effect, basic and diluted EPS are stated at the same amount.

21.24 Equity

Capital stock is determined using the par value of shares that have been issued.

Additional paid-in capital includes any premiums received on the initial issuance of capital stock. Any transaction costs associated with the issuance of shares are deducted from additional paid-in capital, net of any related income tax benefits.

Retained earnings (deficit) include all current and prior period results as disclosed in the consolidated statements of total comprehensive income.

21.25 Subsequent events

Subsequent events that provide additional information about the Group’s position at the financial reporting date (adjusting events) are reflected in the financial statements. Subsequent events that are not adjusting events are disclosed in the notes to financial statements when material.

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULES AS REQUIRED BY REVISED SRC RULE 68
DECEMBER 31, 2023

Schedules	Description
A	Financial Assets
B	Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)
C	Amounts Receivable from Related Parties which are eliminated during the consolidation of the financial statements
D	Long Term Debt
E	Indebtedness to Related Parties (Long-Term loans from Related Companies)
F	Guarantees of Securities of Other Issuers
G	Share Capital
	Schedule of Financial Soundness Indicator
	Reconciliation of Retained Earnings Available for Dividend Declaration
	A Map Showing the Relationships between and among the Parent Company and its Ultimate Parent Company, Middle Parent, Subsidiaries or Co-subsidiaries and Associates

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE A - FINANCIAL ASSETS
DECEMBER 31, 2023

Name of issuing entity and association of each issue	Number of shares	Amount shown in the Statement of Financial Position	Income received and accrued
Financial assets at amortized cost			
Cash in banks			
United Coconut Planters Bank	-	1,066,369	101
Rizal Commercial Banking Corporation	-	172,564	14
Union Bank of the Philippines, Inc.	-	11,495,399	892
Cash on hand	-	46,201	-
Total cash and cash equivalents	-	12,780,533	1,007
Non-trade receivables	-	64,064,418	-
Other receivables			
Receivable from Monumento Rail	-	5,314,935	-
Advances to MRTHI	-	117,361	-
Advances to MRTHII	-	892,685,883	-
Total non-trade and other receivables	-	962,182,597	-
Financial asset through other comprehensive income			
Unquoted equity securities	11,856,311	3,058,238,916	-
Quoted equity securities	5,781,917	2,092,420	-
Total financial assets		4,035,294,466	1,007

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
DECEMBER 31, 2023

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Write-offs	Current	Non-current	Balance at the end of the period
Due from related parties							
Metro Rail Transit Holdings I	117,361	-	-	-	-	117,361	117,361
Metro Rail Transit Holdings II	892,685,883	-	-	-	-	892,685,883	892,685,883
Total due from related parties	892,803,244	-	-	-	-	892,803,244	892,803,244

**As required by the Revised SRC Rule 68, this schedule shall be filed with respect to each person among the directors, officers and employees from whom an aggregate indebtedness of more than P1 million or one percent (1%) of total assets, whichever is less, is owed for items arising outside the ordinary course of business. There were no advances with respect to each person among the directors, officers and employees amounting to more than P1 million outside the ordinary course of business as of December 31, 2023.*

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF THE FINANCIAL STATEMENTS
DECEMBER 31, 2023

Name and designation of debtor	Balance at beginning of period	Additions	Amounts collected	Amounts written off	Current	Non-current	Balance at the end of the period
Metro Renewable Transport Solutions, Inc.	1,429,459	1,319,277	-	-	2,748,736	-	2,748,736
Metro Global Holdings Corporation	342,761	-	(23,737)	-	319,024	-	319,024
Total	1,772,220	1,319,277	(23,737)	-	3,067,760	-	3,067,760

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE D – LONG TERM DEBT
DECEMBER 31, 2023

Title of Issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related balance sheet	Amount shown under caption "Long-Term Debt" in related balance sheet	Notes
N/A	N/A	N/A	N/A	N/A

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE E – INDEBTEDNESS TO RELATED PARTIES (LONG-TERM LOANS FROM RELATED COMPANIES)
DECEMBER 31, 2023

Name of related party	Balance at beginning of the period	Balance at the end of the period
Fil-Estate Management, Inc	702,217,691	267,424,211
Metro Rail Transit Holdings, Inc. I	221,939,234	221,939,234
MRT Development Corporation	30,918,267	18,914,488
	955,075,192	508,277,933

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE F - GUARANTEES OF SECURITIES OF OTHER ISSUERS
DECEMBER 31, 2023

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee
N/A	N/A	N/A	N/A	N/A

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE G -SHARE CAPITAL
DECEMBER 31, 2023

Title of issue	Number of shares authorized	Number of shares issued and outstanding	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Number of shares held by Directors, officers and employees	Number of shares held by others
Common shares	2,000,000,000	1,998,553,181	-	1,759,750,194	3,669,018	236,580,788

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE OF FINANCIAL SOUNDNESS INDICATOR
DECEMBER 31, 2023

	December 31, 2023	December 31,2022
Current ratio[a]	0.194:1	0.05:1
Acid Test ratio[b]	2.220:1	2.25:1
Solvency ratio[c]	0.011:1	0.003:1
Debt-to-equity ratio[d]	0.269:1	0.52:1
Asset-to-equity ratio[e]	1.269:1	1.52:1
Interest rate coverage ratio[f]	32.98:1	N/A
Debt service coverage ratio[g]	19.48:1	N/A
Net debt/EBITDA[h]	N/A	N/A
Earnings per share (PHP)[i]	0.0029:1	0.0018:1
Book value per share[j]	1.748:1	1.32:1
Return on assets[k]	0.001:1	0.0009:1
Return on equity[l]	0.002:1	0.0013:1
Net Profit Margin[m]	0.112:1	0.09:1

[a]Current assets/Current liabilities
[b]Cash and cash equivalents + Non-trade and other receivables, net + Due from related parties/Current liabilities
[c]Net operating profit after tax + depreciation and amortization/ Total liabilities
[d]Total liabilities/ Total equity
[e]Total assets/ Total equity
[f]Earnings before interest, taxes, depreciation and amortization / Interest expense
[g]Earnings before interest, taxes, depreciation and amortization / (Current loan payable + Interest expense + current lease liabilities)
[h]Loans payable less cash and cash equivalents/ Earnings before interest, taxes, depreciation and amortization
[i]Net income / Weighted average number of ordinary shares
[j]Total equity less Preferred Equity/ Total number of shares outstanding
[k]Net income/ Average total assets
[l]Net income / Average total equity
[m]Net income/ Gross income from operations

METRO GLOBAL HOLDINGS CORPORATION AND SUBSIDIARIES
SCHEDULE RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDENDS DECLARATION
DECEMBER 31, 2023

Metro Global Holdings Corporation

Reconciliation of Parent Company Retained Earnings Available for Dividend Declaration
As at December 31, 2023
(All amounts in Philippine Peso)

Unappropriated Retained Earnings, beginning of the year/period		44,948,243
Add: Category A: Items that are directly credited to Unappropriated retained earnings		
Reversal of Retained earnings appropriation/s	-	
Effect of restatements or prior-period adjustments	-	
Others	-	-
Less: Category B: Items that are directly debited to Unappropriated retained earnings		
Dividend declaration during the reporting period	-	
Retained earnings appropriated during the reporting period	-	
Effect of restatements or prior-period adjustments	-	
Others	-	-
Unappropriated Retained Earnings, as adjusted		44,948,243
Add/Less: Net Income for the current year		10,598,658
Less: Category C.1: Unrealized income recognized in the profit or loss during the year/period (net of tax)		
Equity in net income of associate/joint venture, net of dividends declared	(6,140,438) 18,269,030	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	-	
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Unrealized fair value gain of investment property	-	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	-	12,128,592

(continued)

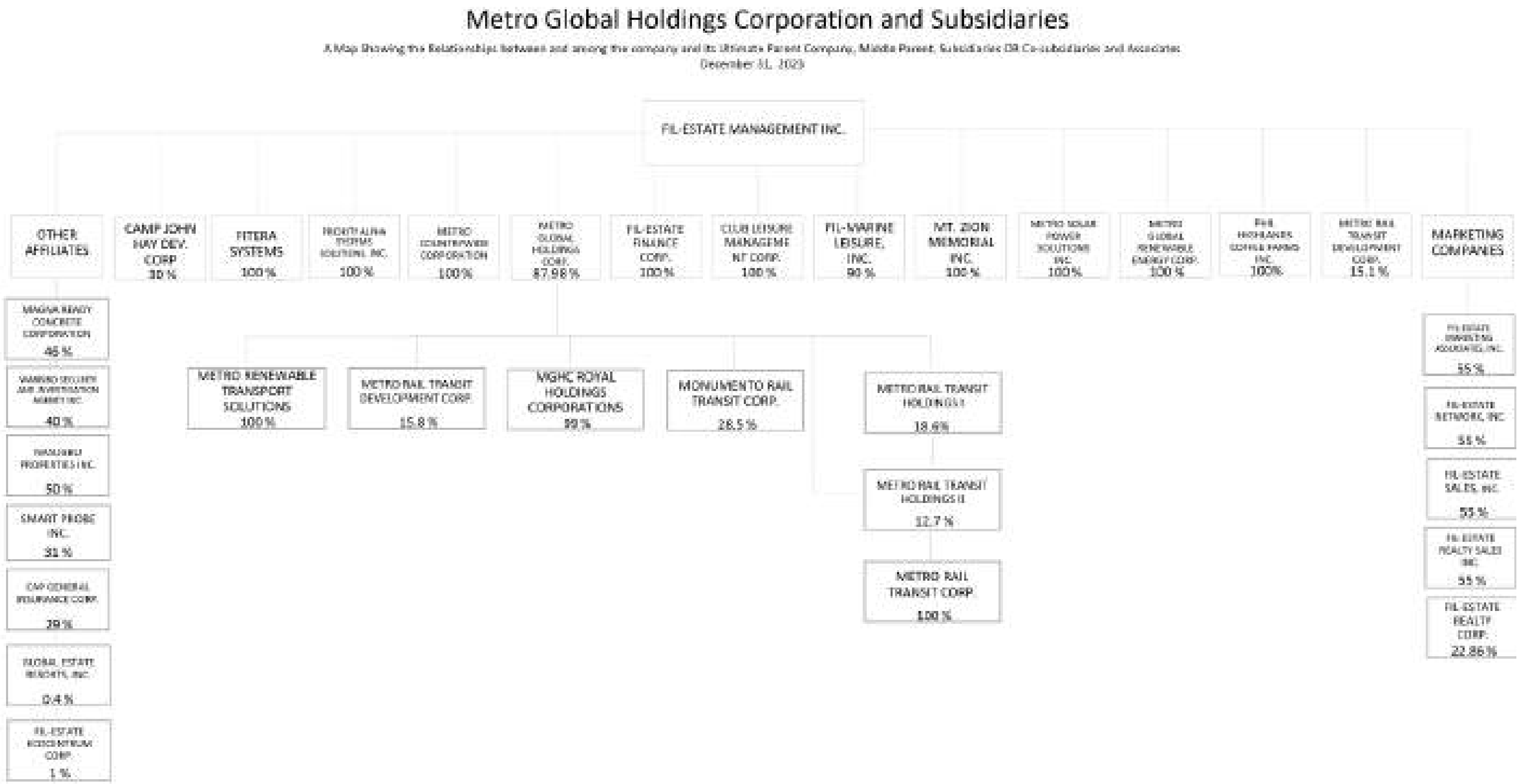
Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	-	
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	-	
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Realized fair value gain of Investment property	-	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	-	-
Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)	-	
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	-	
Reversal of previously recorded fair value adjustment (mark-to- market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Reversal of previously recorded fair value gain of investment property	-	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded	-	-
Adjusted net income/loss		22,727,250
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)		-
Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP		
Amortization of the effect of reporting relief	-	
Total amount of reporting relief granted during the year	-	
Others	-	-

(continued)

Add/Less:	Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution		
	Net movement of treasury shares (except for reacquisition of redeemable shares)	-	
	Net movement of deferred tax asset not considered in the reconciling items under the previous categories	(670,006)	
	Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	-	
	Adjustment due to deviation from PFRS/GAAP - gain (loss)	-	
	Others (describe nature)	-	(670,006)
Total Retained Earnings, end of the year/period available for dividend declaration			**67,005,487**

Metro Global Holdings Corporation and Subsidiaries

A Map Showing the Relationships between and among the company and its Ultimate Parent Company, Middle Parent, Subsidiaries OR Co-subsidiaries and Associates
December 31, 2023



ANNEX C

METRO GLOBAL HOLDINGS CORPORATION
2025 ANNUAL STOCKHOLDERS' MEETING
July 31, 2025 at 10:00 am

Requirements and Procedure for Registration, Participation and Voting in Absentia

Metro Global Holdings Corporation (MGHC or the Company) will be conducting its Annual Stockholder Meeting (Annual Meeting) scheduled on July 31, 2025 at 10:00 AM virtually. There will be no physical venue for the Annual Meeting.

Only stockholders of record as of June 25, 2025 are entitled to participate and vote in the Annual Meeting.

I. Registration and Participation/Attendance Procedure:

1. The platform for participation through webcast/ video conferencing (Remote Communication) for the Annual Meeting is via Zoom;

2. Only stockholders of record as of June 25, 2025 and who have complied with the registration and validation process as outlined in this document may participate and vote in absentia in the Annual Meeting.

3. Stockholders who intend to participate in the Annual Meeting may register by filling up the form that can be found at https://metroglobalholdings.com/asmregister/. Online registration will be open from July 1, 2025 at 9:00 A.M. to July 29, 2025 at 5:00 P.M.

4. Stockholders should complete the online registration and submit/ upload the following for validation:

   a. For individual stockholders:
      i. Scanned copy of any valid government-issued ID showing stockholder's personal details and photo;
      ii. A valid and active contact number, either landline or mobile;
      iii. A valid and active email address.

   b. For stockholders with joint account:
      i. Scanned copy of authorization letter signed by other stockholders indicating the person among them authorized to participate and/or vote in the Annual Meeting;
      ii. Documents required under items 1.a (i), (ii) and (iii) for the authorized stockholder:

   c. For individual stockholders under PCD or a Brokers Account or "Scripless Shares":
      i. Broker's certification on the stockholder's number of shareholdings (in PDF format). To facilitate the verification of your account, please copy MGHC (gtreyes@pbrlaw.com.ph) and its stock transfer agent, BDO Stock Transfer (BDOST) (bdo-stock-transfer@bdo.com.ph) in all your email correspondence with your broker for the request for certification;
      ii. Documents required under items 1.a (i), (ii) and (iii).

   d. For corporate stockholders:

      i. Duly accomplished and signed proxy

ii. Secretary's Certificate attesting to the authority of the representative to participate and/ or vote for and in behalf of the Corporation in the Annual Meeting;
iii. Documents required under items 1.a (i), (ii) and (iii) for the authorized representative.

The Company shall allow electronic signature for the required documents, as applicable. Notarization requirement shall be dispensed with at this time.

5. Please note that MGHC will request for your consent to process your personal information in accordance with the Data Privacy Act.

6. The Company's Corporate Secretary and its stock transfer agent, BDOST, will validate the registration requirements submitted by the stockholders. Incomplete or inconsistent information provided in the registration form will result to a rejection of the registration.

7. Upon successful registration and validation of the registration and documents submitted, the stockholder will receive an email confirmation with unique log in credentials which can be used to log in and participate in the Annual Meeting on July 31, 2025 at 10:00 A.M.

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

9. MGHC reserves the right to request for additional information, and the submission of the originally signed copies of the documents forming part of the registration requirements at a later time.

10. For the Question and Answer portion during the 2025 ASM, stockholders may send their questions related to the agenda by email to investor-relations@metroglobalholdings.com. While MGHC will accept questions during the virtual meeting sent via email, we encourage everyone to send their questions related to the agenda on or before July 29, 2025, 5:00 P.M. Please note that due to time and technological limitations, only relevant questions will be answered during the Annual Meeting. MGHC will endeavor to answer all other questions via e-mail at a later time.

11. As required by the Securities and Exchange Commission, the proceedings during the Annual Meeting will be recorded. A link to the recorded virtual website will be made available on MGHC's website after the meeting.

II. Voting Procedure:

Stockholders may vote during the Annual Meeting either (1) by Proxy or (2) by voting in absentia through our Digital Ballot/ Online Stockholder Voting System.

1. Voting by Proxy:
   a. Download and fill up the Proxy Form at https://metroglobalholdings.com/PROXY-2025.pdf. The Chairman, or in his absence, the Vice-Chairman, the Chief Financial Officer or the Corporate Secretary is authorized to cast the votes pursuant to the instructions in the Proxy Form.
   b. Send a scanned copy of the executed proxy Form by email to MGHC at investor-relations@metroglobalholdings.com. not later than July 21, 2025. The hard copy of the signed Proxy Form should be delivered to: The Corporate Secretary, Poblador,

Bautista, Reyes Law Offices, 5th Floor, SEDDCO Building, Rada Street, Legaspi Village, Makati City.

2. Voting in absentia through the Digital Ballot/ Online Stockholder Voting System:
   a. Follow the Registration and Participation/Attendance Procedure set forth above.
   b. Signify your intention to vote in absentia through the online form not later than July 29, 2025.
   c. Upon validation, the Company will send an email to the stockholder containing the link for the Digital Ballot/ Online Stockholder Voting System and the instructions for casting online votes. Registered stockholders shall have until 5:00 PM of July 29, 2025 to cast their votes.
   d. All agenda items indicated in the Notice of Meeting will be included in the Digital Ballot and the registered stockholder may vote as follows:
      i. For items other than election of the Directors, the stockholder may vote: "For", "Against", or "Abstain". The vote shall be considered as cast for all the stockholder's shares.
      ii. For the election of Directors, the stockholder may vote for vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares owned, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company multiplied by the number of directors to be elected.

   e. Once voting is completed in the Digital Ballot/ Online Stockholder Voting System, the stockholder shall proceed to click on the "Submit" button which shall complete the process. Once submitted, the stockholder may no longer change the votes cast. MGHC's Office of the Corporate Secretary shall tabulate all votes cast in absentia together with the votes cast by proxy. The votes cast in absentia will have equal effect as votes cast by proxy.

For any questions or clarification, you may contact us through investor-relations@metroglobalholdings.com. or our stock transfer agent, BDO Stock Transfer, through their telephone number 88784964.

CERTIFICATE OF INDEPENDENT DIRECTOR

I, **FRANCISCO C. GONZALEZ**, of legal age, Filipino, with office address at 673 Boni Ave., Plainview, Mandaluyong City, after having been duly sworn in accordance with law, hereby depose and say that:

1. I am the nominee for independent director of Metro Global Holdings Corporation and have been its independent director since 2010;

2. I am affiliated with the following companies or organization:

Company/Organization	**Position/ Relationship**	**Period of Service**
Romago Incorporated	Chairman of the Board & CEO	2008 to Present
Camp John Hay Golf Glub, Inc.	Director	1999 to Present
Manila Southwoods Golf & Country Club	Director	1988 to Present
Electro Mechanical Products, Inc.	Chairman of the Board	1989 to Present
Fabriduct & Metal Systems, Inc.	Chairman & CEO	1989 to Present

a. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Metro Global Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulation and other SEC issuances.

3. I am not related to any director/officer/substantial shareholders of Metro Global Holdings Corporation and its subsidiaries and affiliates.

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

5. I am not in government service or affiliated with a government agency or government-owned and controlled corporation.

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 Regulation, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Metro Global Holdings Corporation of any changes in the above-mentioned information within five days from its occurrence.

Done this MAY 16 2025 at PASIG CITY.

FRANCISCO C. GONZALEZ
Affiant

SUBSCRIBED AND SWORN to before me this MAY 16 2025 in PASIG CITY. Affiant exhibited to me his Taxpayer Identification Number (TIN) 122-930-742.

FERDINAND D. AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Appointment No. 96 (2024-2025) valid until 12/31/2025
MCLE Exemption No. VIII-BEP003234, until 04/14/28
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 2831461AA; 01/03/25; Pasig City
U-5, G/F West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel.+632-86314090

Doc. No. 352;
Page No. 72;
Book No. 93;
Series of 2025.

"ANNEX D"

CERTIFICATE OF INDEPENDENT DIRECTOR

I, **JOSE WILFRIDO M. SUAREZ**, of legal age, Filipino, and a resident of 35 San Miguel Court, Valle Verde 5, Pasig City, after having been duly sworn in accordance with law, hereby depose and say that:

1. I am the nominee for independent director of Metro Global Holdings Corporation and have been its independent director since 2022;

2. I am affiliated with the following companies or organization:

Company/Organization	**Position/Relationship**	**Period of Service**
Northernmanor Corp.	Director	2016- Present
Northernsuites Corp.	Director	2016-Present
Nestle Philippines Inc.	Risk Management Consultant	2015-2016
Metro Rail Transit Development Corporation (MRTDC)	Senior Vice President	1995-2003

a. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Metro Global Holdings Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulation and other SEC issuances.

3. I am not related to any director/officer/substantial shareholders of Metro Global Holdings Corporation and its subsidiaries and affiliates.

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

5. I am not in government service or affiliated with a government agency or government-owned and controlled corporation.

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 Regulation, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Metro Global Holdings Corporation of any changes in the above-mentioned information within five days from its occurrence.

Done this MAY 16 2025 at PASIG CITY.

JOSE WILFRIDO M. SUAREZ
Affiant

MAY 16 2025

SUBSCRIBED AND SWORN to before me this ______________ in PASIG CITY. Affiant exhibited to me his Taxpayer Identification Number (TIN) 156-395-433.

Doc. No. 351;
Page No. 72;
Book No. 93;
Series of 2025.

FERDINAND D. AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Appointment No. 96 (2024-2025) valid until 12/31/2025
MCLE Exemption No. VIII-BEP003234, until 04/14/28
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 2831461AA; 01/03/25; Pasig City
U-5, G/F West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel.+632-86314090

ANNEX E

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

SECRETARY'S CERTIFICATE

I, **ALICE ODCHIGUE-BONDOC**, of legal age, Filipino, with office address at the Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City, after having been duly sworn in accordance with law, hereby depose and say that:

1. I am the Assistant Corporate Secretary of **METRO GLOBAL HOLDINGS CORPORATION,** a corporation duly organized and existing under and by virtue of the Philippines, with office address at the Mezzanine Floor, Renaissance Tower, Meralco Avenue, Pasig City (the "Corporation");

2. To the best of my knowledge, none of the following directors and key officers of the Corporation are currently employed by any government office of the Republic of the Philippines:

Name	Position
Robert John L. Sobrepeña	Chairman of the Board & CEO
Atty. Ferdinand T. Santos	Director, President & Chief Risk Officer
Noel M. Carino	Director
Rafael R. Perez de Tagle, Jr.	Director, EVP for Operations & Director for Investor Relations
Atty. Alice Odchigue-Bondoc	Director, SVP-Good Governance & Compliance Officer, Corporate Information Officer & Assistant Corporate Secretary
Roberto S. Roco	Director
Jaime M. Cacho	Director & SVP for Project Development
Francisco C. Gonzalez	Independent Director
Jose Wilfrido M. Suarez	Independent Director
Gilbert Raymund T. Reyes	Corporate Secretary
Ramon G. Jimenez	VP-Chief Financial Officer & Alternate Corporate Information Officer
Solita S. Alcantara	VP-Chief Audit Executive
Sylvia M. Hondrade	VP for Business Development & Special Projects
Socorro G. Roco	VP for Records Management
Khateryn M. Benitez	VP for Human Resources

IN WITNESS WHEREOF, I have hereunto affixed my signature this MAY 16 2025 in PASIG CITY.

ALICE ODCHIGUE-BONDOC
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 16 2025 in PASIG CITY. Affiant exhibited to me her Integrated Bar of the Philippines Lifetime ID No. 014624.

Doc. No. 345;
Page No. 70;
Book No. 93;
Series of 2025.

FERDINAND D. AYAHAO
Notary Public
For and in Pasig City and the Municipality of Pateros
Appointment No. 96 (2024-2025) valid until 12/31/2025
MCLE Exemption No. VIII-BEP003234, until 04/14/28
Roll No. 46377; IBP LRN 02459; OR 535886; 06/21/2001
TIN 123-011-785; PTR 2831461AA; 01/03/25; Pasig City
U-5, G/F West Tower PSE, Exchange Road
Ortigas Center, Pasig City Tel.+632-86314090

ANNEX F

COVER SHEET

9142
SEC Registration No.

METRO GLOBAL HOLDINGS CORPORATION
(Company's Full Name)

MEZZANINE FLOOR, RENAISSANCE TOWER, MERALCO AVE., PASIG
(Business Address: No. Street City/ Town/ Province)

ALICE ODCHIGUE-BONDOC	(02)86336205 loc. 113
Contact Person	Company Telephone Number

SEC FORM 17-C (Results of 2024 Annual Shareholders Meeting and Organizational Meeting of the Board of Directors)
FORM TYPE

1 2	3 1		1st Thursday of March
Month	Day		Month Day
fiscal year			annual meeting

Listed
Secondary License Type, If Applicable

MSRD
Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **25 July 2024**
   Date of Report (Date of earliest event reported)

2. SEC Identification Number: **9124** 3. BIR Tax Identification No. **000-194-408-000**

4. **Metro Global Holdings Corporation**
   Exact name of issuer as specified in its charter

5. **Metro Manila, Philippines** (SEC Use Only)

   Province, country or other jurisdiction of incorporation

   Industry Classification Code:

7. **Mezzanine Renaissance Towers, Meralco Ave., Pasig City** **1604**
   Address of principal office Postal Code

8. **(632) 8633-6205**
   Issuer's telephone number, including area code

9. **N.A**
   Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	**2,750,000,000 share**

11. Indicate the item numbers reported herein: Item 9

Please see attached letter.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METRO GLOBAL HOLDINGS CORPORATION
Issuer

Date: July 25, 2024

By:

ALICE ODCHIGUE-BONDOC
SVP-Good Governance & Compliance Officer

METRO GLOBAL HOLDINGS CORP.

25 July 2024

SECURITIES AND EXCHANGE COMMISSION
SEC Headquarters
Makati Avenue, Makati City

Attention: **ATTY. OLIVER O. LEONARDO**
Director, Markets and Securities Regulation Department

THE PHILIPPINE STOCK EXCHANGE
6th to 10th Floors, PSE Tower
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: **MS. ALEXANDRA D. TOM WONG**
Head, Disclosure Department

Subject: RESULTS OF ANNUAL MEETING OF STOCKHOLDERS AND ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

Gentlemen:

In compliance with the rules and regulations on disclosure of the Securities and Exchange Commission ("SEC") and Philippine Stock Exchange ("PSE"), we hereby report the results of the Annual Meeting of the Stockholders of Metro Global Holdings Corporation (the "Company") held today, July 25, 2024, 10:00 A.M. through remote communication, as follows:

1. The Corporate Secretary certified that there is a quorum for the transaction of business, there being present in person or represented by proxy a total of 91.26% of common shares of the Company.

2. The Corporate Secretary attested to the votes attained for the following matters approved and authorized by the stockholders:

   2.1 The stockholders approved the Minutes of the Annual Meeting of Stockholders held on 12 October 2023. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the Minutes of the Annual Meeting of Stockholders held on 12 October 2023.

   2.2 The stockholders approved the Annual Report and Audited Financial Statements of the Company for the calendar year ended 31 December 2023. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the Audited Financial Statements of the Company for the calendar year ended 31 December 2023.

2.3 The stockholders confirmed and ratified all acts, contracts, resolutions and proceeding made and entered into by Management and/or the Board of Directors and the various Committees constituted pursuant to the Code of Corporate Governance from October 12, 2023 up to the present. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the confirmation and ratification of all acts, contracts, resolutions and proceedings made and entered into by Management and/or Board of Directors and various Committees constituted pursuant to the Code of Corporate Governance from October 12, 2023 up to the present.

2.4 The stockholders approved the extension of the Board term of Independent Director Francisco C. Gonzalez for another year following his previous 9-year term limit.

2.5 The stockholders approved the appointment of Isla Lipana & Co. as the Company's independent external auditor. The Company received votes in person and by proxy a total of 91.26% of common shares in favor of the approval of the appointment of Isla Lipana & Co. as the Company's independent external auditor.

3. The stockholders, who voted in person and by proxy a total of 91.26% of common shares of the Company, elected the following directors for the ensuing year:

3.1 Robert John L. Sobrepeña
3.2 Atty. Ferdinand T. Santos
3.3 Noel M. Cariño
3.4 Rafael Perez de Tagle, Jr.
3.5 Atty. Alice Odchigue-Bondoc
3.6 Roberto S. Roco
3.7 Jaime M. Cacho
3.8 Francisco C. Gonzalez - Independent
3.9 Jose Wilfrido M. Suarez – Independent

4. **In the Organizational Meeting of the Board of Directors of the Company held on 25 July 2024 immediately after the Annual Meeting of Stockholders,** the following matters were taken up:

The Board re-elected/re-appointed the Chairman of the Board and Officers of the Company to their respective positions:

Chairman of the Board & CEO	-	Robert John L. Sobrepeña
President & Chief Risk Officer	-	Atty. Ferdinand T. Santos
EVP for Operations & Director for Investor Relations	-	Rafael Perez de Tagle, Jr.
SVP for Project Development	-	Jaime M. Cacho
Senior Vice President-Good Governance	-	Atty. Alice Odchigue-Bondoc

-

Compliance Officer, Corporate Information Officer & Asst. Corporate Secretary		
Vice-President – Chief Finance Officer and Alternate Corporate Information Officer	-	Ramon G. Jimenez
Vice-President – Chief Audit Executive	-	Solita S. Alcantara
Vice-President – Business Dev't. & Special Projects	-	Sylvia M. Hondrade
VP for Records Management	-	Socorro G. Roco
VP for Human Resources	-	Khateryn M. Benitez
Corporate Secretary	-	Atty. Gilbert Raymund T. Reyes

5. The Board approved the constitution of the following Board Committees:

(1) EXECUTIVE COMMITTEE

Chairman:	Robert John L. Sobrepeña
Members:	Noel M. Cariño
	Atty. Ferdinand T. Santos
	Francisco C. Gonzalez (Independent Director)

(2) SALARY COMPENSATION COMMITTEE

Chairman:	Robert John L. Sobrepeña
Members:	Atty. Ferdinand T. Santos
	Francisco C. Gonzalez (Independent Director)

(3) AUDIT COMMITTEE

Chairman:	Francisco C. Gonzalez (Independent Director)
Members:	Jose Wilfrido M. Suarez (Independent Director)
	Roberto S. Roco
	Solita S. Alcantara

(4) CORPORATE GOVERNANCE COMMITTEE

Chairman:	Jose Wilfrido M. Suarez (Independent Director)
Members:	Francisco C. Gonzalez (Independent Director)
	Robert John L. Sobrepeña
	Atty. Ferdinand T. Santos
	Rafael Perez de Tagle, Jr.
	Atty. Alice Odchigue-Bondoc

(5) BOARD RISK OVERSIGHT COMMITTEE

Chairman:	Jose Wilfrido M. Suarez (Independent Director)
Members:	Francisco C. Gonzalez (Independent Director)
	Atty. Ferdinand T. Santos
	Atty. Alice Odchigue-Bondoc

(6) RELATED PARTY TRANSACTIONS COMMITTEE

Chairman:	Francisco C. Gonzalez (Independent Director)
Members:	Jose Wilfrido M. Suarez (Independent Director)
	Roberto S. Roco
	Ramon G. Jimenez

6. The Board approved the appointment of Banco de Oro- Stock Transfer Services as stock transfer agent.

Very truly yours,

METRO GLOBAL HOLDINGS CORPORATION

By:

ATTY. ALICE ODCHIGUE-BONDOC
Senior Vice President-Good Governance Compliance Officer, Corporate Information Officer & Asst. Corporate Secretary

ANNEX G

Securities and Exchange Commission PHILIPPINES

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended December 31, 2024

2. SEC Identification Number 9142 3. BIR Tax Identification No. 000-194-408-000

4. Exact name of issuer as specified in its charter METRO GLOBAL HOLDINGS CORPORATION

5. Metro Manila, Philippines
Province, Country or other jurisdiction of incorporation or organization

6. (SEC Use Only)
Industry Classification Code:

7. Mezzanine Floor, Renaissance Towers, Meralco Avenue
Pasig City, Metro Manila, Philippines 1600
Address of principal office Postal Code

8. +632-6336205
Issuer's telephone number, including area code

9. Not applicable
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Website: www.metroglobalholdings.com • *2017 Revised Manual on Corporate Governance* Provision 2.2 Board Governance (pages 5-19) • *2024 Annual Report* Part III. Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant (pages 37-39) • *2024 Definitive Information Statement* Item 5. (a) Board of Directors (pages 18-21)	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	*Board Composition Annex "1"* • *2017 Revised Manual on Corporate Governance* Provision 2.2 Board Governance, Section 2.2.2 Composition of the Board of Directors (page 7) • *2024 Annual Report* Part III. Control and Compensation Information, Item 9. Directors	

		and Executive Officers of the Registrant (pages 37-39) • ***2024 Definitive Information Statement*** Part III. Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant (page 35)	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	**Link:** ***2017 Revised Manual on Corporate Governance*** - Provision 2.2 Board Governance, Section 2.2.1 Board of Directors (page 5) *Note: Board's Charter – Authority, Duties and Responsibilities can be found in the Revised Manual on Corporate Governance*	
2. Company has an orientation program for first time directors.	Compliant	**Link:** ***2017 Revised Manual on Corporate Governance*** - Provision 2.2 Board Governance, Section 2.2.1 Board of Directors (page 5) *Note: Board's Charter – Authority, Duties and Responsibilities can be found in the Revised Manual on Corporate Governance*	
3. Company has relevant annual continuing training for all directors.	Compliant	***SEC Form 17-C Disclosure on Attendance of Directors to 20 December 2024*** ***Corporate Governance Seminar conducted by Center for Global Best Practices***	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** – Provision 2.2 Board Governance, Section 2.2.2 Composition of Board (page 5-6)	

		Link: [Board Diversity Policy] Link: [MGH Website - Board of Directors] In 2024, the Board is composed of eight (8) male directors and one (1) female director, Atty. Alice Odchigue-Bondoc who has over 25 years of legal expertise relevant to the Company's industry.	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	*2017 Revised Manual on Corporate Governance*	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Our Corporate Secretary is Atty. Gilbert Raymund T. Reyes while our Compliance Officer is Atty. Alice Odchigue Bondoc. Atty. Reyes is not a member of the Board of Directors. Link: *2017 Revised Manual on Corporate Governance* – Provision 2.4 The Corporate Secretary (pages 27-28) for the Qualifications, Duties and Functions. • *2024 Results of the Organizational Meeting of the Board of Directors* • *2024 General Information Sheet*	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		• *2024 Annual Report* Part III. Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant (pages 37-39) • ***2024 Definitive Information Statement*** Item 5. (b) Other Executive Officers Who Are Not Directors (pages 21-22).	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	***Attendance to Seminar on Corporate Governance held on 27 September 2024 by Corporate Secretary, Atty. Gilbert Reyes***	
Optional: Recommendation 1.5			
Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	*2017 Revised Manual on Corporate Governance*	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Compliance Officer: Atty. Alice O. Bondoc Link: *2017 Revised Manual on Corporate Governance* – Section 2.1 Compliance System 2.1 Compliance Officer (pages 3-4) for the Qualifications, Duties and Functions.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	• ***2024 Results of Organizational Meeting of the Board of Directors*** • ***2024 General Information Sheet*** • ***2024 Definitive Information Statement*** Part III. Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant (page 37)	

3. Compliance Officer is not a member of the board.	Non-Compliant		The Company's 2017 Revised Manual on Corporate on Section 2.1.2 directs the Compliance Officer to perform such other duties and responsibilities as may be prescribed by the Board of Directors, consistent with and in accordance with the objectives of this Manual and as may be provided by the Securities and Exchange Commission. The Board has deemed the Compliance Officer remain a director of the Company so that the Compliance Officer is well-aware of the planned business directions of the Company and the reasons thereof. Also, information on corporate affairs which otherwise would only be available to the Directors of the Company is also made readily available to the Compliance Officer who can give immediate advice to the Board on matters that might have compliance issues.
4. Compliance Officer attends training/s on corporate governance.	Compliant	Link: ***Certificate of Attendance on 20 December 2024 Corporate Governance Seminar of Atty. Alice O. Bondoc***	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** – Section 2.2.5 Responsibilities, Duties and Functions of the Board (pages 9-15)	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** – Section 2.2.5 Responsibilities, Duties and Functions of the Board (pages 9-15)	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Link: ***Company's Vision, Mission and Core Values*** The Vision and Mission are reviewed by the Board regularly to ensure that corporate business directors, strategies, and objectives are consistent and coherent with the Mission and Vision of the Company.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	***2017 Revised Manual on Corporate Governance*** – Section 2.2.5 Responsibilities, Duties and Functions of the Board (pages 9-15)	

Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Chairperson: ROBERT JOHN L. SOBREPEÑA Link: ***MGH Chairperson*** • ***2024 Annual Report*** Part III. Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant (page 37) • ***2024 Definitive Information Statement*** Item 5. (a) Board of Directors (page 18) • ***Corporate Governance Committee Charter***	
Recommendation 2.4			
Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Link: ***Succession Planning Policy Annex "2"***	
1. Board adopts a policy on the retirement for directors and key officers.	Compliant		
Recommendation 2.5			
Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** – Section 2.2.12 Remuneration of Directors and Officers (page 19) Link: ***Remuneration Policy see Annex "3"*** Link: ***MGH Amended By-Laws [11 September 2024]*** Article IV, Section 13. Compensation Link: ***Remuneration Process see Annex "4"***	
Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		

		Link: **[2024 Annual Report]** Part III - Control and Compensation Information, Item 10. Executive Compensation (pages 41-43)	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	Link: **2017 Revised Manual on Corporate Governance** – Section 2.3.3 - Executive Committee/Renumeration Committee (pages 20-21)	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	Link: **2017 Revised Manual on Corporate Governance** – Section 2.2.5 - Responsibilities, Duties and Functions of the Board under item "ii" letter (s)(pages 10,12)	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Link: **2017 Revised Manual on Corporate Governance** - Section 2.3.2 Nomination Committee (page 20) Link: **2017 Revised Manual on Corporate Governance** Provision 6.1 Investors' Rights and Protection, Section 6.1.2.4 Voting Rights (pages 35-36) Link: **MGH Amended By-Laws [11 September 2024]** Article III Board of Directors, Section 2 Qualifications (pages 3-4). Minority shareholders have a right to nominate candidates to the board	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in	Compliant		

the nomination, election or replacement of a director.		Link: ***Corporate Governance Committee Charter*** Provision 5.2 Nomination and Election	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	Link: ***Guidelines on the Search, Screening and Selection of Directors***	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Link: ***Related Party Transactions Policy*** ***Annex "5"*** - provides the summary of outstanding balances as of December 31, 2024 of transactions that have been entered into with related parties in prior years. • ***2024 Annual Report*** Item 17. Related Party Transactions and Balances (page 20)	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		

3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered *de minimis* or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	Link: ***2024 Annual Report*** Part III- Control and Compensation Information, Item 12- Certain Relationship and Related Transactions (page 45)	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	The company follow the voting system stated in the Amended By-Laws Link: ***MGH Amended By-Laws [11 September 2024]*** Article 5 – Meeting, Section 6 (page 12)	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Link: • ***2017 Revised Manual on Corporate Governance*** – Section 2.2.5 Responsibilities, Duties and Functions of the Board under item "ii" – Duties and Functions, letter (b) (page 10) • ***2024 Results of Organizational Meeting of the Board of Directors***	

		Link: ***MGH Amended By-Laws [11 September 2024]*** Article IV – Officers, Section 1. Election/ Appointment	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** – Section 2.2.5 - Responsibilities, Duties and Functions of the Board under item "ii" letter (x) (page 12) Link: ***Annex "6"*** Annual Board Performance Assessment (BOD Self-Rating Form)	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Information on Board's performance management framework for management and personnel is provided in ***Annex "7"***	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	**Link:** ***2017 Revised Manual on Corporate Governance*** – Section 2.2.5 (ii. u.)- Responsibilities, Duties and Function of the	

2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Board (page 12) and 2.2.10- Internal Control Responsibilities of the Board (page 18)	
3. Board approves the Internal Audit Charter.	Compliant	**Link:** ***MGH Internal Audit Charter***	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	**Link:** ***2017 Revised Manual on Corporate Governance*** – Section 2.2.5 (ii. j.)- Responsibilities, Duties and Function of the Board (page 11) ***Risk Management Policy see Annex "8"***	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Board Charter is found in the Revised Manual on Corporate Governance Link: ***2017 Revised Manual on Corporate Governance*** – Section 2.2. –Board Governance (page 5-19) Link: ***MGH Internal Audit Charter***	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		

Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Provided in the website under Corporate Governance- Company Policies Link: ***Insider Trading Policy***	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	The Company does not grant loans to Directors.	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Link: ***MGH Amended By-Laws [11 September 2024]*** Article II . Investment of Corporate Funds (page 2)	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Link: ***MGH Board Committees***	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and	Compliant	Link: ***Audit Committee Charter*** Link: ***2017 Revised Manual on Corporate Governance*** Section 2.3.4 - Audit Committee (Page 21)	

compliance with applicable laws and regulations.			
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Link: ***MGH Audit Committee*** Independent directors represent 20% of Board composition per mandate of law • ***2024 Definitive Information Statement*** Item 7 (d) The Audit Committee's Approval Policies and Procedures for the Above Services (page 32) • ***2024 Results of Organizational Meeting of the Board of Directors***	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Link: ***MGH Audit Committee***	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Link: ***MGH Board Committees***	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Link: ***MGH Audit Committee Charter*** – Under "Authority" There were no non-audit services conducted by the external auditor for the year 2024.	

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Link: ***MGH Audit Committee Charter*** – Under "Authority and External Auditor"	
Optional: Recommendation to 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	Link: ***Attendance Sheet Annex "9"*** AC meetings were held on April 08, 2024; April 26, 2024; May 13, 2024; and August 12, 2024, November 07, 2024.	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Link: ***MGH Audit Committee Charter***	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	• ***Corporate Governance Committee Charter***	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	Link: ***Result of the 25 July 2024 ASM and Organizational Meeting*** Independent directors represent 20% of Board composition per mandate of law.	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Link: ***Result of the 25 July 2024 ASM and Organizational Meeting***	

Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	Link: Attendance Sheet ***Annex 23*** Link: Minutes of Corporate Governance Committee Meetings in 2024 ***Annex 24***	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	***Board Risk Oversight Committee Charter***	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.3.6 - Board Risk Oversight Committee (BROC) (pages 24-25) ***Board Risk Oversight Committee Charter***	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	Link: ***MGH Board Committees*** ***2024 Results of Organizational Meeting of the Board of Directors***	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.3.6 - Board Risk Oversight Committee (BROC)(pages 24-25)	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	Link: ***Related Party Transactions Review Committee Charter***	

2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.3.7–Related Transactions Committee (pages 25-27) ***2024 Results of Organizational Meeting of the Board of Directors***	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.3–Board Committees (Pages 19-27) • ***Corporate Governance Committee Charter*** • ***MGH Audit Committee Charter*** • ***Board Risk Oversight Committee Charter*** • ***Related Party Transaction Review Committee Charter***	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant	• ***Corporate Governance Committee Charter*** • ***MGH Audit Committee Charter*** • ***Board Risk Oversight Committee Charter*** • ***Related Party Transaction Review Committee Charter***	

Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.6 Specific Duties and Responsibilities of a Director (ii) (page 14)	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Prior to meetings of the Board and Committee, copies of presentation materials and minutes of previous meeting are provided by management at least 5 business days before the meeting of board and committee.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.6 Specific Duties and Responsibilities of a Director (iii) (page 14)	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.3 – Multiple Board Seats (page 8) See **Annex "10"** (i) for the information on the directorships of the company's directors in both listed and non-listed companies	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.6 Specific Duties and Responsibilities of a Director (i) (pages 13-14)	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more	Compliant	See **Annex "10"** (ii) for the information on the directorships of the company's directors in both listed and non-listed companies	

than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant		While the Board meetings were not formally scheduled on specific dates at the start of the year, the Board customarily holds quarterly Board meetings for the approvals of the quarterly financial reports, regular Board meetings related to the holding of its Annual Shareholders' Meeting and organizational meeting immediately after.
3. Board of directors meet at least six times during the year.	Compliant	Summary of the Board Meetings held in January up to December 31, 2024 and the Attendance of the Directors to such meetings see **Annex "25"**	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant		The By-Laws of the Company require only a majority of the members of the Board present to constitute a quorum.
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	Independent directors represent 20% of Board composition per mandate of law ***SEC FORM 17-C Results of 2024 Organizational Meeting of the Board of Directors.pdf***	

Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.2 Composition of the Board of Directors (page 5-8)	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 6.1 Investors' Rights and Protection and 6.1.2 Voting Rights (page 35-36)	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.2 Composition of the Board of Directors, item 11 (page 7)	
The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.2 Composition of the Board of Directors, item 11 (page 7)	
2. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.2 Composition of the Board of Directors, item 11 (page 7)	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-compliant	Mr. Robert John Sobrepena is the Chairman of the Board and CEO of the Company.	Notwithstanding that the Chairman and CEO are one and the same person, there is a lead independent director to ensure that the Board gets the benefit of independent view. The Company also has a President who handles the administration and direction of the day-to-day

			business of the Company and who ensures that the Board gets the benefit of independent views in formulating, evaluating and assessing the effectiveness of the policies of the Company I-ACGR 2024 and Manual on Corporate Governance indicates that the corporation designated a lead director among the independent directors who does not reflect the role of the President.
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.4 The Chair and Chief Executive Officer (pages 8-9) ***MGH Amended By-Laws [11 September 2024]*** Article IV – Officers, Section 2. Chairman of the Board & Section 4. President	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	The Board has designated its Independent Director, Mr. Francisco Gonzales as "Lead Director" to ensure that the Board gets the benefit of independent views. His functions as lead director include, among others, the following: 1. Serve as an intermediary between the Chairman and the other directors when necessary; 2. Convene and chairs meeting of the non-executive directors; and 3. Contribute to the performance evaluation of the Chairman, as required.	

		Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.2 Composition of the Board of Director, item 11 (page 8)	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.6 Specific Duties and Responsibilities of a Director (i) (pages 13-14)	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.6 Specific Duties and Responsibilities of a Director (vii) (pages 13-14) Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.2 Composition of the Board of Directors, item 11 (page 8) The meetings are chaired by Francisco C. Gonzalez, an Independent Director.	
2. The meetings are chaired by the lead independent director.			
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Non-Compliant	Robert John Sobrepena has been the CEO of the Company for the past 2 years.	

Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	See ***Annex "6"***	
2. The Chairman conducts a self-assessment of his performance.	Compliant	See **Annex "26"**	
3. The individual members conduct a self-assessment of their performance	Compliant	See **Annex "27"**	
4. Each committee conducts a self-assessment of its performance.	Compliant	See ***Annex "11"***	
5. Every three years, the assessments are supported by an external facilitator.	Compliant	Certification of Third-Party Board Evaluation for 2021 from Good Governance Advocates and Practitioners of the Philippines, Inc. issued on 22 April 2022 See ***Annex "12"***	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	***See Annex "13"***	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Link: ***Code of Business Conduct and Ethics***	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Link: ***Code of Business Conduct and Ethics*** The corporation requires continuous management attention at all corporate levels to assure compliance with the spirit and letter of this policy.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Link: ***Code of Business Conduct and Ethics***	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Link: ***Code of Business Conduct and Ethics***	

Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Link: ***Code of Business Conduct and Ethics*** The Board of Directors of the Company supervise the compliance of this Code by the Senior Management of the Company, and authorize the President of the Company to be responsible for the implementation of this Code and observe the compliance hereof. The Company's management evaluates the adequacy and effectiveness of this Manual periodically and amend this Manual according to the evaluation result or as required by the Board of Directors. It is the strict policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct. Link: ***2017 Revised Manual on Corporate Governance*** – Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) [z] page 12 All executives, officers, staff and employees of MGH, employed regardless of status of employment in the company are required to comply with the Code of Business Conduct and Ethics.	

2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 7 Monitoring and Assessment & Section 8 Penalties (page 39)	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** - Section 2.2.5 Responsibilities, Duties and Functions of the Board [bb] (page 13)	

Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	In accordance with the implementing Rules and Regulations of the Securities Regulation Code, the Company discloses its audited financial statements as part of the annual report within 105 days after the end of the fiscal year. The Company filed on 15 April 2025 its audited financial statements for the year ending 31 December 2024 as part of its Annual Report. **Link**: ***2024 Annual Report*** The 2024 Quarterly reports were disclosed and published within 45 days from reporting period. Links: ***2024 Q1 Quarterly Report*** ***2024 Q2 Quarterly Report*** ***2024 Q3 Quarterly Report***	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	The Annual Report discloses the degree of ownership concentration, particularly the security ownership of certain beneficial owners and management. Link: ***2024 Annual Report*** Item 5: Market for Registrants Common Equity and Related Stockholders Matters (page 18) The Company upholds and protects the rights of minority shareholders. Link: ***2017 Revised Manual on Corporate Governance*** Sec. 6.1 Investors Right and Protection (page 35)	

Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.6 Specific Duties and Responsibilities of a Director, item (viii) (page 15)	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Shareholdings of Directors in the Company Links: ***Top 100 Shareholders as of December 31, 2024 see Annex "22"*** ***List of Top 100 Stockholders (Common Shares) disclosed in the PSE EDGE*** ***Company's Conglomerate Map***	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	**Link**: ***2024 Annual Report*** "Item 9. Directors and Executive Officers of the Registrant - Section (A) Executive Officers of the Registrant" (pages 37-39)	

2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	**Link**: ***2024 Annual Report*** "Item 9. Directors and Executive Officers of the Registrant - Section (A) Executive Officers of the Registrant" (pages 37-39)	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Link: ***MGH Remuneration Charter*** ***MGH Amended By-Laws [11 September 2024]*** Article III - Board of Directors, Section 8. Compensation (page 6) ***2017 Revised Manual on Corporate Governance*** – Section 2.2.5 Responsibilities, Duties and Functions of the Board (ii) [s] (page 12), and Section 2.3.3 Executive Compensation/Remuneration Committee (pages 20-21)	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Link: ***MGH Remuneration Charter*** ***MGH Amended By-Laws [11 September 2024]*** Article IV – Officers, Section 13. Compensation (page 11) ***2017 Revised Manual on Corporate Governance*** – Sec. 2.2.5 Responsibilities, Duties and Functions of the Board, (ii)Duties and Functions, letter [s] (page 12) and Section 2.3.3 Executive Compensation/ Remuneration Committee (pages 20-21)	

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Link: ***2024 Annual Report*** Part III- Control and Compensation Information, Item 10. Executive Compensation (pages 41-44)	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Link: ***Company Policies-MGHC Material Related Party Transactions Policy*** Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.5 Responsibilities, Duties and Functions of the Board, ii. Duties and Functions (k) &(l) (page 11)	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Information on RPTs of the Company can be found in Notes 3 & 17 of the Audited Financial Statements. **Link**: ***2024 Annual Report*** Item 17. Related party transactions and balances (pages 20-22)	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	**Link: *Code of Business Conduct and Ethics***	

Principle: Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Information on RPTs of the Company can be found in Notes 3 & 17 of the Audited Financial Statements. **Link:** ***2024 Annual Report*** Item 17. Related party transactions and balances (pages 20-22)	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	***2017 Revised Manual on Corporate Governance***– Section 2.2.5 Responsibilities, Duties and Functions of the Board, ii. Duties and Functions [bb] [cc] (page 13)	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	These major decisions have to be approved by the Board of Directors and stockholders, as necessary. Link: ***2024 Annual Report*** Item 1 – Business Development, Expansion of the Company's Primary Purpose (page 1)	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Link: ***2024 Annual Report*** Item 1. Business (page 1)	

Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Link: ***2017 Revised Manual on Corporate Governance***	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	PSE Edge: ***MGH Manual on Corporate Governance*** SEC: ***2017 Revised Manual on Corporate Governance***	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	Link: ***2024 Annual Report*** Please refer to "Item 1. Business Development" and "Item 6. Management's Discussion and Analysis or Plan of Operations" Please refer to "Item 6. Management's Discussion and Analysis or Plan of Operation – "Management Discussions and Analysis of Financial Condition and Results of Operations" Please refer to "Item 6. Management's Discussion and Analysis or Plan of Operation – "Other Matters"	
a. Corporate Objectives			
b. Financial performance indicator			
c. Non-financial performance indicators			
d. Dividend Policy			

		Please refer to "Item 5. Market for Registrants Common Equity and Related Stockholders Matters, Section (3) Dividends"	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	Please refer to "Item 9. Directors and Executive Officers of the Registrant; Section (A) Executive Officers of the Registrant"	
f. Attendance details of each director in all directors' meetings held during the year	Compliant	See **Annex "25"**	
g. Total remuneration of each member of the board of directors	Compliant	Please refer to "Item 10. Executive Compensation"	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	CEO Robert John L. Sobrepena and Independent Director Francisco Gonzales attested the company's full compliance with SEC Code of Corporate Governance last July 28, 2014. For the 2017 Code of Corporate Governance, the CEO and Compliance Officer attested to the company's compliance. Per SEC Memorandum Circular No. 5, Series of 2013, the Corporate Governance Section in the Annual Report is deleted but the Company is instead directed to file an Annual Corporate Governance Report.	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including	Compliant	The management gathers all material information before committing funds. The BOD reviews and approves policies of managing liquidity and credit risks.	

operational, financial and compliance controls) and risk management systems.			
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	In order to meet the effectiveness of the Internal Control System and to consider them effective and adequate the Audit Committee perform the following duties and responsibilities: 1. Monitor and evaluate the adequacy and effectiveness of the company's internal control system, including information technology security and control. 2. Understand the scope of internal and external auditor's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses. 3. Review with management and the chief audit executive the charter, plans, activities, staffing, and organizational structure of the internal audit function. 4. Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the chief audit executive. 5. Review the effectiveness of the internal audit function, including compliance with Standards for the Professional Practice of Internal Auditing. 6. On a regular basis, meet separately with the chief audit executive to discuss any	

		matters that the committee or internal audit believes should be discussed privately.	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	The company's Risk currently facing is attached as ***Annex "14"***	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	***Annex "15"*** Audit Committee Process	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	The Board approved the appointment of Isla Lipana & Co. as the Company's independent external auditor for the year 2023 to 2024 which appointment was ratified during the annual stockholders meeting held on July 25, 2024, where the Company received total votes in person and by proxy of 91.26% stockholders entitled to vote. Link: ***Result of the 25 July 2024 ASM and Organizational Meeting*** Please refer to Number 2.4	

3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	Link: ***Audit Committee Charter*** ***"Authority"*** ***Annex "15"*** 2024 Audit Committee Process	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Link: ***Audit Committee Charter***	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	Link: ***Audit Committee Charter***	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Link: ***Audit Committee Charter***	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand	Compliant	Link: ***Audit Committee Charter***	

complex related party transactions, its counterparties, and valuations of such transactions.			
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Link: ***Audit Committee Charter***	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	There were no non-audit services conducted by the external auditor for 2022	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Link: ***Audit Committee Charter*** ***"Authority"*** Link: Policies on Non-Audit Services See ***Annex "16"***	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Audit Fees paid for 2024 amounted to Php680,000.00 exclusive of 12%VAT and out-of-the-pocket expenses. There were no non-audit services conducted by the external auditor for 2024	

Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	1. Name of Audit Engagement Partner: **Dennis M. Malco** 2. Accreditation number: **Partner – 126035-SEC** **Firm –0142-SEC** 3. Date Accredited: **Partner – April 12, 2021** **Firm – December 22, 2020** 4. Expiry date of accreditation: **Partner – audit of 2021 - 2025 financial statements** **Firm – audit of 2020 - 2025 financial statements** 5. Name, address, contact number of the audit firm: **Isla Lipana & Co.** **29/F AIA Tower, 8767 Paseo de Roxas, Makati City 1226 Philippines** **Tel. No. +63 (2) 8845 2728** dennis.malco@pwc.com	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	The firm **Isla Lipana & Co.** agrees to be subjected to SOAR.	

Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.2.5 Responsibilities, Duties and Functions of the Board, ii. Duties and Functions [dd] (page 13)	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Link: ***2024 Annual Report*** Part V-Exhibits & Schedules – (2) 2024 Sustainability Report	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	***MGH Website*** ***PSE Edge Portal-MGH***	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	***MGH Website***	

a. Financial statements/reports (latest quarterly)			
b. Materials provided in briefings to analysts and media			
c. Notice of ASM and/or SSM			
d. Minutes of ASM and/or SSM			
e. Company's Articles of Incorporation and By-Laws			
f. Downloadable annual report			
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	***MGH Website***	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Internal audit performs in accordance with its charter, which is consistent with the Standards and code of ethics Regular communication and reporting of audit observation and recommendation to senior management.	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	The Company used COSO framework for Enterprise Risk Management **Risk Management Policy** see ***Annex "8"***	

		The company's Risk currently facing is attached as *Annex "14"* Periodic review is being done.	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	**Link:** ***Code of Business Conduct and Ethics***	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	MGH IT Disaster Recovery Plan: ***MGHC IT Disaster Recovery Plan*** Link: ***2024 Annual Report*** – Part V-Exhibits & Schedules – (2) 2024 Sustainability Report	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	Internal Audit function is in-house. CAE from parent company is seconded to this company.	

Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Ms. Solita S. Alcantara Link: ***2017 Revised Manual on Corporate Governance*** Section 2.6.2 Internal Auditor, item 2.6.2.3 (page 32)	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	Compliant	Link: ***Internal Audit Charter***	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	Ms. Solita S. Alcantara	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** Section 2.3.6 Board Risk Oversight Committee (pages 24-25) Link: ***Board Risk Oversight Committee***	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally	-Compliant	Link: ***2017 Revised Manual on Corporate Governance***	

Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	The company's Chief Risk Officer (CRO) is Atty. Ferdinand T. Santos Information about the CRO is contained in the Annual Report **Link**: ***2024 Annual Report*** "Item 9. Directors and Executive Officers of the Registrant - Section (A) Executive Officers of the Registrant" (page 37)	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	CRO is company's President, so he has adequate authority, stature, resources and support to fulfill his responsibilities.	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	***Annex "17"*** for the CEO, AC Chairman and CAE's attestation	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** – Section 6 - Shareholders Benefits (pages 35-39)	

2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Link: [2017 Revised Manual on Corporate Governance] Section 6 - Shareholders Benefit (pages 35-39)	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	***MGH Amended By-Laws [11 September 2024]*** Article V – Meetings, Section 6 (page 12)	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	***MGH Amended By-Laws [11 September 2024]*** Article V – Meetings, Section 6 and Section 7 (page 12)	
3. Board has an effective, secure, and efficient voting system.	Compliant	***MGH Amended By-Laws [11 September 2024]*** Article V – Meetings, Section 7 (page 12)	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	***MGH Amended By-Laws [11 September 2024]*** Article V – Meetings, Section 4 (page 11)	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	***MGH Amended By-Laws [11 September 2024]*** Article V – Meetings, Section 2	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	***MGH Amended By-Laws [11 September 2024]*** Article V – Meetings, Section 4 (page 11)	

7. Company has a transparent and specific dividend policy.	Compliant	***MGH Amended By-Laws [11 September 2024]*** Article VIII – Distribution of Profits, Section 2 (page 15)	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Incumbent External Auditors	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	**Disclosure and Release of Notice of ASM to Shareholders** The Company disclosed to the PSE the Company's SEC Form 20-IS Definitive Information Statement (DIS) on 26 June 2024 The Company likewise posted on 22 February 2024 at the Company's website the Notice of Annual Shareholder's Meeting, which stated the date, time and place of meeting, including the rationale and explanation for each item in the agenda that requires shareholders' approval, which posting date is more than 28 days prior to 25 July 2024, the date of actual meeting. The ASM was announced months before the actual date of the meeting and was posted to PSE Edge on 26 June 2024. Link: ***Notice of 2024 Annual Stockholders Meeting*** Link: ***2024 Definitive Information Statement***	

Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Link: ***2024 Definitive Information Statement***	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Link: ***2024 Definitive Information Statement*** Item No. 5- Directors and Executive Officers of Registrant	
b. Auditors seeking appointment/re-appointment	Compliant	Link : ***2024 Definitive Information Statement*** Please refer to page 1	
c. Proxy documents	Compliant	Link : ***2024 Definitive Information Statement*** Please refer to page 5	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Link : ***2024 Definitive Information Statement*** Please refer to page 3	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Link: ***Result of the 25 July 2024 ASM and Organizational Meeting***	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	Link: ***Result of the 25 July 2024 ASM and Organizational Meeting***	

Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	In addition to the members of the Board of Directors, the Corporate Secretary, representatives from Isla Lipana & Co. were also present during the annual stockholders' meeting to answer shareholders' questions.	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	***2017 Revised Manual on Corporate Governance*** Section 6.1 Investors' Rights and Protection, item 6.1.9 (page 38)	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	***2017 Revised Manual on Corporate Governance***- Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) Duties and Functions [n] (page 11)	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Investor Relations Officer is: MR. RAFAEL R. PEREZ DE TAGLE, Jr. Telephone: +632-706-1867 Fax: +632-706-1867 E-mail address: rperezdetagle@gmail.com	
2. IRO is present at every shareholder's meeting.	Compliant	Link: ***Result of the 25 July 2024 ASM and Organizational Meeting***	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	Compliant	Link: ***MGH Amended By-Laws [11 September 2024]*** Article V – Meetings, Section 5. Proxy (page 12)	

2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		The Company's public float is currently at 10.67% but the Company plans to increase the public float following the recent increase in capital stock of the Company thus, enabling the Company to be in a position to offer new shares to the public.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Link: ***2017 Revised Manual on Corporate Governance*** - Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) Duties and Functions (pages 11-13)	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	Link: ***Notice of 2024 Annual Stockholders Meeting*** ***2024 Definitive Information Statement*** Annex C - Requirements and Procedure for Registration, Participation and Voting in Absentia	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	***2017 Revised Manual on Corporate Governance***– Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) Duties and Functions [g] & [h] (page 10)	

Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	***2017 Revised Manual on Corporate Governance*** – Section 2.4 – The Corporate Secretary, item 2.4.4 (d) (page 28)	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Stakeholders can voice their concerns and/or complaints for possible violation of their rights to the Investor Relations Officer, with following contact details: MR. RAFAEL PEREZ DE TAGLE, Jr. Telephone: +632-706-1867 Fax: +632-706-1867 E-mail address: rperezdetagle@gmail.com Relative to ***Company's Policies – Whistle-Blowing Policy***	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	***2017 Revised Manual on Corporate Governance***- Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) Duties and Functions [n] (page 11) See ***Annex "18"***	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific	Compliant	There is no instance that MGH sought any exemption for application of any law, rule or regulation for the year 2024 especially when it refers to corporate governance issue.	

steps being taken to finally comply with the applicable law, rule or regulation.			
2. Company respects intellectual property rights.	Compliant	**Link:** ***Code of Business Conduct and Ethics*** - Confidential and Proprietary Information	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare.	Non-compliant		The Company is a holding company and has no direct business operations that entails direct interaction with customers.
2. Company discloses its policies and practices that address supplier/contractor selection procedures.	Compliant	**Link:** ***Code of Business Conduct and Ethics***	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	**Link:** ***Code of Business Conduct and Ethics***	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The management of MGHC is currently being undertaken by the executive officers and employees of the parent company, FEMI, which officers and employees are seconded by the Company.	

		MGHC has 12 employees as of December 31, 2024 (2023 - 11 employees) See ***Annex "19"*** for the Reward/ Compensation Policy	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	The management of MGHC is currently being undertaken by the executive officers and employees of the parent company, FEMI, which officers and employees are seconded by the Company. **MGHC has 12 employees as of December 31, 2024 (2023 - 11 employees)** The health of every employee shall be maintained at its highest level: 1. With existing health plan coverage, 2. With emergency medicine kit complete with emergency medicines, 3. With company nurse to address employees' health needs; assessment and, or referral of employee/s health condition in the workplace. 4. Employees are required to consult a Physician if sick leave is more than two days and a medical certificate/ clearance is required before resumption to work. 5. Pre-employment physical examination to newly hired employees. 6. Annual Physical examination to all regular employees Data relating to health, safety and welfare of its employees. 1. Annual vaccination program with Influenza virus is maintained 2. Monthly purchase of first aid.	

		3. An employee is advised to go home or consult immediately a Physician if with presence of any symptoms of a suspected viral illness. 4. Maintains well-ventilated and non-hazardous workplace through daily inspection and maintenance of facilities/supplies. 5. Quarterly Pest Control program of the work place.	
3. Company has policies and practices on training and development of its employees.	Compliant	The management of MGHC is currently being undertaken by the executive officers and employees of the parent company, FEMI, which officers and employees are seconded by FEMI See ***Annex "20"*** for the Company's Training and Development Program.	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Link: ***Code of Business Conduct and Ethics***	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The corporation requires continuous management attention at all corporate levels to assure compliance with the spirit and letter of this policy.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and	Compliant	Company Gift-giving policy is attached as ***Annex "21"***	

penalizing employee involvement in offering, paying and receiving bribes.		No incidents of violations of the company policy found and reported.	
Recommendation 15.3			
1. Board establishes a suitable framework for whistle blowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	***Company's Policies – Whistle-Blowing Policy*** **Link:** *Code of Business Conduct and Ethics*	
2. Board establishes a suitable framework for whistle blowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistle blowing concerns.	Compliant	***Company's Policies – Whistle-Blowing Policy***	
3. Board supervises and ensures the enforcement of the whistle blowing framework.	Compliant	***Company's Policies – Whistle-Blowing Policy***	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			

Recommendation 16.1			
Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Link: ***2024 Corporate Social Responsibility***	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Link: ***2024 Annual Report*** – Part V-Exhibits & Schedules – (2) 2024 Sustainability Report	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Link: ***2024 Annual Report*** – Part V-Exhibits & Schedules – (2) 2024 Sustainability Report	

SUBSCRIBED AND SWORN to before me this MAY 27 2025 in PASIG CITY by the following who exhibited to me their respective valid I.D.'s as follows:

ROBERT JOHN L. SOBREPEÑA
Chairman of the Board
Senior Citizen ID No. 81301
Pasig City issued 04/25/15

FERDINAND T. SANTOS
President
Senior Citizen ID No. 75098
Pasig City issued 08/19/14

FRANCISCO C. GONZALEZ
Independent Director (Lead)
Social Security System
ID No. 03-1741698-9

JOSE WILFRIDO M. SUAREZ
Independent Director
Tax Identification No.
156-395-433

ALICE ODCHIGUE-BONDOC
Chief Compliance Officer
Integrated Bar of the Philippines
Lifetime ID No. 014624

GILBERT RAYMUND T. REYES
Corporate Secretary
Tax Identification No.
106-973-867

Doc. No. 425;
Page No. 86;
Book No. II;
Series of 2025

NOTARY PUBLIC

CHRISTIAN H. SORITA
Notary Public for Pasig & Pateros
First Floor, Renaissance 1000 Tower D,
Meralco Avenue, Pasig City 1604
Roll of Attorneys No. 52539
Appointment No. 5 (2024-2025)
Commission Expires on December 31, 2025
PTR No. 3021157; 01-03-2025; Pasig City
Lifetime IBP No. 010223; 10-17-2011; Pasig City
MCLE Compliance No.VIII-0000183
issued on 16 August 2022

Composition of the Board

Back to recommendation **Annex "1"**

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID)[1]	Elected when (Annual /Special Meeting)	No. of years served as director
Robert John L. Sobrepeña	ED	FEMI	FEMI	1996	July 25, 2024	Special Meeting	24
Ferdinand T. Santos	ED	FEMI	FEMI	1996	July 25, 2024	Special Meeting	24
Noel M. Cariño	NED	FEMI	FEMI	1996	July 25, 2024	Special Meeting	24
Rafael Perez de Tagle, Jr.	ED	FEMI	FEMI	2000	July 25, 2024	Special Meeting	20
Alice Odchigue-Bondoc	ED	FEMI	FEMI	2004	July 25, 2024	Special Meeting	16
Francisco C. Gonzalez	ID	FEMI	FEMI, no relation	2010	July 25, 2024 (15 as ID, including COVID years)	Special Meeting	15
Jose Wilfrido M. Suarez	ID	FEMI	FEMI, no relation	2022	July 25, 2024 (3 as ID, including COVID years)	Special Meeting	3
Roberto S. Roco	NED	FEMI	FEMI, no relation	2004	July 25, 2024	Special Meeting	16
Jaime M. Cacho	NED	FEMI	FEMI	2018	July 25, 2024	Special Meeting	9

[1] Reckoned from the election immediately following January 2, 2013.

METRO GLOBAL HOLDINGS CORP.

SUCCESSION POLICY

INTRODUCTION:

A change in executive leadership creates uncertainty for all organizations and can be a very challenging time. Therefore, it is the policy of Metro Global Holdings Corp. (MGHC) to be prepared for an eventual permanent change in leadership – either planned or unplanned – to insure the stability and accountability of the organization until new permanent leadership is identified. The Board of Directors shall be responsible for implementing this policy and its related procedures.

POLICY:

It is the policy of the Board of MGHC to assess the leadership needs of the organization. Therefore, ensuring the selection of a qualified and capable; a good fit for the organization's mission, vision, values, goals, and objectives; and who has the necessary competencies for the leadership needs of MGHC.

PROCEDURES:

In the event the Executive Director of MGHC is no longer able to serve in this position (i.e., leaves the position permanently), the Executive Committee of the Board of Directors shall do the following to appoint an Interim Executive Director.

Within 15 business days appoint a Succession Planning Committee, in the event that a permanent change in leadership is required. This committee shall be comprised of at least one member of the Executive Committee and two other members of the Board of Directors and the Head of Human Resources.

The Committee establishes a succession plan that identifies critical executive and management positions, forecasts future vacancies in those positions and identifies potential managers who would fill vacancies. Vacancies will be filled from within or, in the event no viable candidate is available, on an "acting" basis while an external recruitment effort is conducted.

It shall be the responsibility of this committee to implement the following preliminary transition plan:

- Communicate with key stakeholders regarding actions taken by the Board in naming an interim successor, appointing a Succession Planning Committee, and implementing the succession policy.
- Consider the need for consulting assistance (i.e., transition management or executive search consultant) based on the circumstances of the transition.
- Review the organization's business plan and conduct a brief assessment of organizational strengths, weaknesses, opportunities, and threats to identify priority issues that may need to be addressed during the transition process and to identify attributes and characteristics that are important to consider in the selection of the next permanent leader.
- Establish a time frame and plan for the recruitment and selection process.
- The Head of Human Resources shall apply the MGHC's hiring policy and procedures.
- The Board should use similar procedures in case of an executive transition that simultaneously involves the Executive Director and other key management. In such an instance, the Board may also consider temporarily subcontracting some of the organizational functions from a trained consultant or other organizations.

RESPONSIBILITIES:

It is likewise the responsibility of the Succession Planning Committee to:

1. Meet every January. At each meeting, each division head will:
    a. Present to the Committee a review of the departmental succession plan.
    b. Identify key positions and incumbents targeted for succession planning. This should include an analysis of planned retirements, potential turnover, etc.

METRO GLOBAL HOLDINGS CORP

c. Identify individuals who show the potential needed for progression into the targeted positions and leadership within the company.
d. Outline the actions taken in the previous six months to prepare identified individuals to assume a greater role of responsibility in the future.

2. By the end of February each year, the Committee will approve targeted candidates.

3. By the end of March each year, the Committee will approve an outline of actions that will be taken in the following six months to prepare individuals to assume a greater role of responsibility in the future.

4. The Chairman & CEO will periodically request updates from the Head of Human Resources on the development process for each targeted candidate.

HUMAN RESOURCES DIVISION
DECEMBER 2017

MGHC
Succession Policy December 2017
KMBenitez

METRO GLOBAL HOLDINGS CORP.

REMUNERATION POLICY

INTRODUCTION:

The Remuneration Policy addresses remuneration on an organization wide basis and is one of the key components of the HR strategy, both of which fully support the overall business strategy. The main functions of the Remuneration Policy, are to: (1) to support the Metro Global Holdings, Corp. (MGHC) strategy by helping to build a competitive, high performance and innovative company that attracts, retains, motivates and rewards high-performing employees; and (2) to promote the achievement of strategic objectives.

REMUNERATION PHILOSOPHY:

Metro Global Holdings, Corp.'s remuneration philosophy is to recruit, motivate, reward and retain employees who believe in, and live by, our culture and values. We endeavor to create a working environment that motivates high performance so that all employees can positively contribute to the strategy, vision, goals and values of the group.

Our philosophy, supported by a robust performance management practice, strives to set our employees' total remuneration package at a competitive level by benchmarking to the market and providing incentives geared to agreed performance outcomes, where appropriate.

KEY PRINCIPLES:

The MGHC Remuneration Policy is based fundamentally on the following principles:

1. The Remuneration Policy is aligned to the overall business strategy, objectives and values of the group.

MGHC
Remuneration Policy December 2017
KMBenitez

2. The Remuneration policy contains arrangements for ensuring that executive remuneration is fair and responsible in the context of overall company remuneration.
3. Salaried employees are rewarded on a total rewards basis, which includes fixed, short- and long-term as well as intangible rewards (in line with market practice).
4. The fixed (guaranteed) component of the reward includes a base salary, and benefits that are normally set at market median level.
5. Total remuneration (base salary, benefits and allowances & incentives) is targeted in normal market conditions to the relevant competitive market.

REMUNERATION POLICY

STRUCTURE

MGHC's remuneration structure relating to salaried employees *(including executive directors and key officers)* comprises the following elements: **guaranteed remuneration package** (fixed or base pay and allowances), **variable remuneration** (short- term and long-term incentives) and **recognition** (special bonuses for special projects).

The fixed remuneration is guaranteed and normally paid irrespective of the Company's performance, while the variable remuneration is not guaranteed, and directly linked to and dependent upon certain group, divisional and individual performance levels being achieved.

The guaranteed remuneration package (guaranteed cost-to-company) includes the employee's total annual salary plus any non-cash fringe benefits. Typically these include company car, retirement fund and health insurance, group life and accident insurance, as well as other benefits.

MGHC
Remuneration Policy December 2017
KMBenitez

METRO GLOBAL HOLDINGS CORP.

Remuneration Element	Purpose
Guaranteed Package	• Pays for overall job requirements, accountability, complexity / variety of tasks. • Ensures that MGHC attracts and retains talented high-performing people by paying a market- related guaranteed package.
Short-term Incentives	• Focuses on attaining results in both the short and medium term, whilst at the same time ensuring the successful execution of the strategic plan. • Variable component that rewards contributions to the business plan. • Offers the opportunity for Pay-for-Performance to incentivize employees.
Long-term Incentives	• Crucial in retaining business critical / key employees. • Focuses attention on achieving longer-term strategic imperatives and aligns performance with shareholder thinking and expectations. • Rewards sustainable company performance.
Recognition	• Supports and reinforces innovation and entrepreneurship. • Recognizes employees living the values of the company and contributing towards the company's growth.

MGHC
Remuneration Policy December 2017
KMBenitez

METRO GLOBAL HOLDINGS CORP.

NON-EXECUTIVE DIRECTORS

Non-executive directors are given per diem per meeting attended and a committee fee (where applicable). This approach of paying a per diem per meeting and per committee fees is in line with emerging best practice at listed companies.

Non-executive directors' fees are benchmarked against the market for companies of a similar size in a similar industry, tabled before the Board for approval, and thereafter proposed to shareholders for approval by special resolution at annual general meetings.

Non-executive directors do not receive any payments linked to Company performance and do not participate in any of the Company's incentive schemes. Non-executive directors are reimbursed for reasonable travel and subsistence expenses in line with the reimbursement policy for employees.

FAIR AND RESPONSIBLE REMUNERATION

MGHC is committed to fair and responsible remuneration across the company.

- Any possible remuneration disparities related will be identified. Any confirmed remuneration disparities will be investigated and addressed as soon as is practical / possible.
- Any unjustifiable differences in the terms and conditions of employment, including remuneration will be identified. Unjustifiable differences in pay and conditions of employment between employees at the same level will be addressed.
- MGHC believes its human resources plans/initiatives are critical in addressing remuneration disparities. This plan includes career mapping for employees across the company; development of employees; various training courses and an extensive employee value proposition, which amongst other provide for enabling/empowering work environment, a culture conducive to personal growth/opportunities.

MGHC
Remuneration Policy December 2017
KMBenitez

METRO GLOBAL HOLDINGS CORP.

MARKET POSITION

The Company aims to pay:

- on the market median (50th percentile) for employees;
- in exceptional cases up to the upper quartile (75th percentile) for certain key jobs where there are premiums due to scarce and/or technical/specialized skills, and/or market pressures;
- in exceptional cases up to the upper quartile (75th percentile) for employees who are outstanding performers on a consistent basis. This is normally a relatively small percentage of the total employees.

MARKET SURVEYS

- In line with general market practice, the company compares itself to companies within its industry (by participating in industry surveys, as well as in general industry surveys).
- The main factor in assessing the influence that external salary levels (market pressures) should be allowed to exercise internally is the extent to which there is competition for the employees in question in the open market. The ability of the company to attract and retain the right caliber of employee is normally evidence of this.
- Discretionary elements of pay beyond benchmarked levels can be included for scarcity, attraction and retention purposes, where appropriate.
- Targeting remuneration to market levels is generally done on the basis of total guaranteed package.
- To remain competitive, market-related premiums will be considered for certain skills, employment equity purposes, and if there is a shortage of skills.

MGHC
Remuneration Policy December 2017
KMBenitez

METRO GLOBAL HOLDINGS CORP.

REMUNERATION REVIEW

- A review of remuneration is conducted annually and the Board of Directors determines any resultant increase.
- Typically, a variety of factors, such as CPI, affordability, budgets, market movements/ trends, competitor remuneration, scarcity of skills, etc. is considered by the Remuneration Committee, in order to approve a mandate for the company.

REMUNERATION COMMITTEE
DECEMBER 2017

MGHC
Remuneration Policy December 2017
KMBenitez

Back to recommendation **Annex "4"**

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Compensation was paid to the officers and directors of the Company for 2023. Management of the Parent Company is currently being undertaken by the executive officers of FEMI. For this reason, the Parent Company has no existing employment contract with any executive officer nor is there any existing compensatory plan or arrangement, including payments to be received from the Parent Company with respect to an executive officer's employment with the Parent Company and its subsidiaries or from a change-in-control of the Parent Company or a change in the named executive officer's responsibilities following a change-in-control and the amount involved, including all periodic payments or installments, which exceeds ₱2,500,000.	The CEO and four (4) most highly compensated executive officers: Robert John L. Sobrepena, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael Perez de Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial
(2) Variable remuneration	See above.	See above.
(3) Per diem allowance	Section 8 of the By-Laws of the Company provides: "Each director shall receive a reasonable per diem allowance for his attendance at each meeting of the board. As a compensation, the Board shall receive and allocate an amount of not more than five (5%) percent of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper." The directors receive a per diem of P10,000.00 per attendance at Board meetings. There is no provision in the above-quoted section that may be construed as precluding any director from serving in any other capacity and receiving any compensation therefor.	N/A
(4) Bonus	N/A	N/A

(5) Stock Options and other financial instruments	The Company has not issued any warrant/option, and there is no outstanding warrant/option held by the CEO.	The Company has not issued any warrant/option, and there is no outstanding warrant/option held by the Company's officers or directors.

Back to recommendation **Annex "5"**

RPT	Relationship	Nature	Value as of December 2024
Fil-Estate Management, Inc.	Parent company	Cash advance to the Company as of December 31, 2023	P269,741,387.00
MRTH I	Affiliate	Advances in prior years to be applied against future Dividends.	P221,939,234.00
MRTH II	Affiliate	Dividend receivable.	P891,036,773.00
MRTDC	Affiliate	Advances to be applied against future Dividends.	P21,227,865.00

Details of related party transactions may be found under Note 17 of the Notes to the Financial Statements which is included in the Company's Annual Report and SEC Form 17A.

Back to recommendation

Annex "6"

ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

[illegible]

[illegible]

[illegible]

Criteria and Process

[illegible]

[illegible]

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

[illegible]

1

[illegible]

[illegible]

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

[illegible]

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

NAME : ROBERT JOHN L. SOBREPEÑA

SIGNATURE :

DATE : 26 April 2023

PART I
BOARD APPRAISAL

1. [illegible]

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. [illegible]

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2

3. The Board has sufficient diversity and independence among its directors, allowing it to constructively challenge one another and management in carrying out their respective functions and duties aligned with the company's strategic directions.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their impact.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. Directors receive adequate materials before the Board meeting.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. Meetings are effective with sufficient materials, limited presentation, and an atmosphere that encourages open dialogue.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The non-executive directors can have a separate meeting without any executive directors present to ensure that proper checks and balances are in place within the company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

3

Comments:

9. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

10. The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses critical issues.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

11. The Board constructively debates the proposed plan/strategy before granting approval.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

12. The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed in response to the evolving environment.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4

14. Directors strengthen the tone at the top by clearly demonstrating the required ethical values.

( )E ( )G ( )VS ( )S ( )NI

Comments:

15. The Board regularly reviews and approves the Company's vision, mission and value statements to ensure continued relevance and applicability thereof.

( )E ( )G ( )VS ( )S ( )NI

Comments:

16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a sound, legal, and ethical manner.

( )E ( )G ( )VS ( )S ( )NI

Comments:

17. The Board regularly and consistently considers the interest of minority shareholders to ensure their equitable treatment in the decision-making process.

( )E ( )G ( )VS ( )S ( )NI

Comments:

18. The Board ensures that the Company has a sound and effective internal control system in place, and understands management's role in establishing such system.

( )E ( )G ( )VS ( )S ( )NI

Comments:

19. There are sound policies, procedures and a system in place for related party transactions, which a dedicated Committee effectively implements.

( )E ( )G ( )VS ( )S ( )NI

Comments:

20. There is a clear distinction in the roles and responsibilities between the Chairman and President.

( )E ( )G ( )VS ( )S ( )NI

Comments:

PART II
COMMITTEE APPRAISAL

1. The Board has an effective committee structure.

( )E ( )G ( )VS ( )S ( )NI

Comments:

2. The delegation of power from the Board to its Committees is appropriate with their relevant corresponding Charters.

( )E ( )G ( )VS ( )S ( )NI

Comments:

3. The Committees regularly provide a report to the full Board and sufficiently update the Board on recent developments or such other matters that may require Board action.

( )E ( )G ( )VS ( )S ( )NI

Comments:

4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.

( )E ( )G ( )VS ( )S ( )NI

Comments:

PART III
INDIVIDUAL DIRECTOR APPRAISAL

1. I understand and faithfully uphold the vision, mission, values and strategies of the company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

____

____

2. I keep myself updated on the latest best practices in corporate governance and ensure I abide by them.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

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3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict which may occur.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

____

____

4. There is good record of Board and Committee (where applicable) meeting attendance.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

____

____

5. I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

____

____

6. I actively participate in Board/Committee discussions with a sense of independence and objectivity.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

____

____

7. I am aware of all policies and procedures the Board is subjected to and actively adopt them in my function as a member of the Board.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

____

____

8. I am committed to accomplish all duties and responsibilities of a director and member of my Committee(s), if any, and will perform in the best interest of the Company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

____

____

A. I believe the Board should focus on the following priorities for the upcoming year:

1. ____
2. ____
3. ____

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1. ____
2. ____
3. ____

PART IV
BOARD - MANAGEMENT RELATIONSHIP APPRAISAL

1. The Board is comfortable with management's (i.e., President, Chief Finance Officer) plans to implement the approved strategy, goals and targets and is confident and satisfied on management's ability to carry out its responsibilities in the interest of the Company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. Management has in place an effective process to identify risks and assess their potential impact.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board sufficiently challenges and supports management.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The Board is effective in monitoring management's implementation of the company's strategy.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. The Board devotes sufficient time and effort to meeting key company objectives.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. There is an open line of communication and constructive interaction between directors and management.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and reinforces management's role in setting the tone at the top.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART V
CHIEF EXECUTIVE OFFICER'S (CEO) APPRAISAL

1. The CEO supervises, directs, controls and manages the business operations, affairs and properties of the company in a sound and prudent manner.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. The CEO consistently makes decisions that enable the company achieve its goals better.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The CEO helps the Board establish the company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of management's performance.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The CEO maintains an effective working relationship with the members of the Board.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. The CEO provides the Board complete, adequate and timely information on plans, performance, issues, developments and opportunities which would enable it to make appropriate decisions or directions.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. The CEO ensures that all resolutions and directives of the Board are carried into effect.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of the financial and operational information.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

[illegible]

1

[illegible]

[illegible]

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

[illegible]

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

NAME : ATTY. FERDINAND F. SANTOS

SIGNATURE :

DATE : 25 April 2025

PART I
BOARD APPRAISAL

1. [illegible]

[✓] E [ ] G [ ] VS [ ] S [ ] NI

Comments:

2. [illegible]

[✓] E [ ] G [ ] VS [ ] S [ ] NI

Comments:

2

3. The Board has sufficient diversity and independence among its directors allowing it to constructively challenge one another and management in carrying out their respective functions and duties aligned with the company's strategic directions.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their impact.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. Directors receive adequate materials before the Board meeting.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. Meetings are effective with sufficient materials, limited presentations, and an atmosphere that encourages open dialogue.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The non-executive directors can have a separate meeting without any executive directors present to ensure that proper checks and balances are in place within the company.

( ) E ( ) G ( ) VS ( ) S ( ) NI

3

Comments:

9. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

10. The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses critical issues.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

11. The Board constructively debates the proposed plan/strategy before granting approval.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

12. The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed in response to the evolving environment.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4

14. Directors strengthen the tone at the top by clearly demonstrating the required ethical values.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

15. The Board regularly reviews and approves the Company's vision, mission and value statements to ensure continued relevance and applicability thereof.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a sound, legal, and ethical manner.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

17. The Board regularly and consistently considers the interests of minority shareholders to ensure their equitable treatment in the decision making process.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

18. The Board ensures that the Company has a sound and effective internal control system in place, and understands management's role in implementing such system.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

19. There are sound policies, procedures and a system in place for related party transactions, which a dedicated Committee effectively implements.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

20. There is a clear distinction in the roles and responsibilities between the Chairman and President.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART II

COMMITTEE APPRAISAL

1. The Board has an effective committee structure.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

2. The delegation of power from the Board to its Committees is appropriate with their relevant corresponding Charters.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

3. The Committees regularly provide a report to the full Board and sufficiently update the Board on recent developments or such other matters that may require Board action.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committees.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART III
INDIVIDUAL DIRECTOR APPRAISAL

1. I understand and faithfully uphold the vision, mission, values and strategies of the company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. I keep myself updated on the latest best practices in corporate governance and ensure I abide by them.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict, which may occur.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. I have a good record of Board and Committee (where applicable) meeting attendance.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. I actively participate in Board/Committee discussions with a sense of independence and objectivity.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. I am aware of all policies and procedures the Board is subjected to and actively adopt them in my function as a member of the Board.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. I am committed to accomplish all duties and responsibilities of a director and member of my Committees, if any, and will perform in the best interest of the Company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

A. I believe the Board should focus on the following priorities for the upcoming year:

1.
2.
3.

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1.
2.
3.

PART IV
BOARD - MANAGEMENT RELATIONSHIP APPRAISAL

1. The Board is comfortable with management (i.e., President, Chief Finance Officer) plans to implement the approved strategy, goals and targets and is confident and satisfied in management's ability to carry out its responsibilities in the interest of the Company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. Management has in place an effective process to identify risks and assess their potential impact.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board sufficiently challenges and supports management.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The Board is effective in monitoring management's implementation of the company's strategy.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. The Board devotes sufficient time and effort to meeting key company executives.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. There is an open line of communication and constructive interaction between directors and management.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and reinforcing management's role in running the business [illegible].

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART V
CHIEF EXECUTIVE OFFICER (CEO) APPRAISAL

1. The CEO supervises, directs, controls and manages the business operations, affairs and properties of the company in a sound and prudent manner.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. The CEO consistently makes decisions that enable the company achieve its goals [illegible].

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The CEO helps the Board establish the company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of management's performance.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

____

____

5. The CEO maintains an effective working relationship with the members of the Board.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

6. The CEO provides the Board complete, adequate and timely information on plans, performance issues, developments and opportunities which would enable it to make appropriate decisions or directions.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

7. The CEO ensures that all resolutions and directives of the Board are carried into effect.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of the financial and operational information.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

PART III
INDIVIDUAL DIRECTOR APPRAISAL

1. I understand and faithfully uphold the vision, mission, values and strategies of the company.

( ) E　(✓) G　( ) VS　( ) S　( ) NI

Comments:

____

____

2. I keep myself updated on the latest best practices in corporate governance and ensure I abide by them.

( ) E　( ) G　(✓) VS　( ) S　( ) NI

Comments:

____

____

3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict, which may occur.

( ) E　( ) G　(✓) VS　( ) S　( ) NI

Comments:

____

____

4. I have a good record of Board and Committee (where applicable) meeting attendance.

( ) E　( ) G　(✓) VS　( ) S　( ) NI

Comments:

____

____

5. I come to Board/Committee meetings on time, prepared and knowledgeable about the items to be discussed.

( ) E　( ) G　(✓) VS　( ) S　( ) NI

Comments:

____

____

6. I actively participate in Board/Committee discussions with a sense of independence and objectivity.

( ) E　( ) G　(✓) VS　( ) S　( ) NI

Comments:

____

____

7

7. I am aware of all policies and procedures the Board is subjected to and actively adopt them in my function as a member of the Board.

( ) E　( ) G　(✓) VS　( ) S　( ) NI

Comments:

____

____

8. I am committed to accomplish all duties and responsibilities of a director and member of the Committee(s) and will perform in the best interest of the Company.

( ) E　( ) G　(✓) VS　( ) S　( ) NI

Comments:

____

____

A. I believe the Board should focus on the following priorities for the upcoming year:

1. ______________________________
2. ______________________________
3. ______________________________

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1. ______________________________
2. ______________________________
3. ______________________________

PART IV
BOARD - MANAGEMENT RELATIONSHIP APPRAISAL

1. The Board is comfortable with management's (i.e. President, Chief Finance Officer) plans to implement the approved strategy, goals and targets and is confident and satisfied in management's ability to carry out its responsibilities in the interest of the Company.

( ) E　( ) G　(✓) VS　( ) S　( ) NI

8

Comments:

2. Management has in place an effective process to identify risks and assess their potential impact.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board sufficiently challenges and supports management.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The Board is effective in monitoring management's implementation of the company's strategy.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. The Board devotes sufficient time and effort to meeting key company executives.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. There is an open line of communication and constructive interaction between directors and management.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and reinforces management's role in setting the tone at the top.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART V
CHIEF EXECUTIVE OFFICER (CEO) APPRAISAL

1. The CEO supervises, directs, controls and manages the business operations, affairs and properties of the company in a sound and prudent manner.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. The CEO consistently makes decisions that ensure the company achieves its goals [illegible]

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The CEO helps the Board establish the company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of management's performance.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

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5. The CEO maintains an effective working relationship with the members of the Board.

( ) E ( ) G (/) VS ( ) S ( ) NI

Comments:

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6. The CEO provides the Board complete, adequate and timely information on plans, performance issues, developments and opportunities which would enable it to make appropriate decisions or directions.

( ) E ( ) G (/) VS ( ) S ( ) NI

Comments:

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7. The CEO ensures that all resolutions and directions of the Board are carried into effect.

( ) E ( ) G (/) VS ( ) S ( ) NI

Comments:

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8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to operational and financial viability.

( ) E ( ) G (/) VS ( ) S ( ) NI

Comments:

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9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of the financial and operational information.

( ) E ( ) G (/) VS ( ) S ( ) NI

Comments:

ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

Criteria and Process

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

1

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

the following:

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

NAME : NOEL B. CARIÑO

SIGNATURE :

DATE :

PART I
BOARD APPRAISAL

1.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2

3. The Board has sufficient diversity and independence among its directors, allowing it to constructively challenge one another and management in carrying out their respective functions and duties aligned with the company's strategic directions.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their issues.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

5. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

6. Directors receive adequate materials before the Board meeting.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

7. Meetings are effective with sufficient materials, factual presentation, and an atmosphere that encourages open dialogue.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

8. The non-executive directors have separate meeting without any executive directors present to ensure that proper checks and balances are in place within the company.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

9. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

10. The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses critical issues.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

11. The Board constructively debates the proposed plan/strategy before granting approval.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

12. The Board monitors the continued viability of the plan/strategy, ensuring that it is adjusted as needed to respond to the evolving environment.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

14. Directors strengthen the tone at the top by clearly demonstrating the required ethical values.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

15. The Board regularly reviews and approves the Company's vision, mission and value statements to ensure continued relevance and applicability thereof.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a sound, legal, and ethical manner.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

17. The Board regularly and consistently considers the interest of minority shareholders to ensure their equitable treatment in the decision making process.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

18. The Board ensures that the Company has a sound and effective internal control system in place, and understands management's role implementing such system.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

19. There are sound policies, procedures and systems in place for related party transactions, which a dedicated Committee effectively implements.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

20. There is a clear distinction in the roles and responsibilities between the Chairman and President.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

PART II

COMMITTEE APPRAISAL

1. The Board has an effective committee structure.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

2. The delegation of power from the Board to its Committees is appropriate with their relevant corresponding Charters.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

3. The Committees regularly provide a report to the full Board and sufficiently update the Board on recent developments or such other matters that may require Board action.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

Comments:

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5. The CEO maintains an effective working relationship with the members of the Board.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

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6. The CEO provides the Board complete, adequate and timely information on plans, performance, issues, developments and opportunities which would enable it to make appropriate decisions or resolutions.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

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7. The CEO ensures that all resolutions and directions of the Board are carried into effect.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

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8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

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____

9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of the financial and operational information.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

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METRO GLOBAL HOLDINGS CORP.

ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

[illegible]

[illegible]

[illegible]

Criteria and Process

[illegible]

[illegible]

- E : Excellent
- G : Good
- VS : Very Satisfactory
- S : Satisfactory
- NI : Needs Improvement

[illegible]

[illegible]

[illegible]

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

[illegible]

- E : Excellent
- G : Good
- VS : Very Satisfactory
- S : Satisfactory
- NI : Needs Improvement

NAME : FRANCISCO C. GONZALEZ

SIGNATURE :

DATE : 25 April 2025

PART I

BOARD APPRAISAL

1\. [illegible]

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2\. [illegible]

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

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3. The Board has sufficient diversity and independence among its directors, allowing it to constructively challenge one another and management in carrying out their respective functions and duties aligned with the company's strategic directions.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their impact.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. Directors receive adequate materials before the Board meeting.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. Meetings are effective with sufficient materials, limited presentation, and an atmosphere that encourages open dialogue.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The non-executive directors can have a separate meeting without any executive directors present to ensure that proper checks and balances are in place within the company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

3

Comments:

9. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

10. The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses critical issues.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

11. The Board constructively debates the proposed plan/strategy before granting approval.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

12. The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed in response to the evolving environment.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4

14. Directors strengthen the tone at the top by clearly communicating the required ethical values.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

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15. The Board regularly reviews and approves the Company's vision, mission and value statements to ensure continued relevance and applicability thereof.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

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16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a sound, legal, and ethical manner.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

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17. The Board regularly and consistently considers the interest of minority shareholders to ensure their opinions are taken into account in the decision-making process.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

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18. The Board ensures that the Company has a sound and effective internal control system in place, and understands management's role in implementing such system.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

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19. There are sound policies, procedures and a process in place for related party transactions, which a dedicated Committee effectively implements.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

8

Comments:

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20. There is a clear distinction in the roles and responsibilities between the Chairman and President.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART II
COMMITTEE APPRAISAL

1. The Board has an effective committee structure.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

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2. The delegation of power from the Board to the Committees is appropriate with their relevant corresponding Charters.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

3. The Committees regularly provide a report to the full Board and sufficiently update the Board on recent developments or such other matters that may require Board action.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

9

PART III
INDIVIDUAL DIRECTOR APPRAISAL

1. I understand and faithfully uphold the vision, mission, values and strategies of the company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. I keep myself updated on the latest best practices in corporate governance and ensure I abide by them.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict which may occur.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. I have a good record of Board and Committee (where applicable) meeting attendance.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. I actively participate in Board/Committee discussions with a sense of independence and objectivity.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7

7. I am aware of all policies and procedures the Board is subjected to and actively adopt these in my functions as a member of the Board.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. I am committed to accomplish all duties and responsibilities of a director and member of the Committees, if any, and will perform in the best interest of the Company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

A. I believe the Board should focus on the following priorities for the upcoming year:

1.
2.
3.

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1.
2.
3.

PART IV
BOARD – MANAGEMENT RELATIONSHIP APPRAISAL

1. The Board is comfortable with management's (i.e., President, Chief Finance Officer) plans to implement the approved strategy, goals and targets and is confident and satisfied as to management's ability to carry out its responsibilities in the interest of the Company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

8

Comments:

2. Management has in place an effective process to identify risks and assess their potential impact.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

4. The Board sufficiently challenges and supports management.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

5. The Board is effective in monitoring management's implementation of the company's strategy.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

6. The Board devotes sufficient time and effort to assessing key company situations.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

7. There is an open line of communication and constructive interaction between directors and management.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and reinforces management's role in setting the tone at the top.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

PART V
CHIEF EXECUTIVE OFFICER (CEO) APPRAISAL

1. The CEO supervises, directs, controls and manages the business operations, affairs and properties of the company in a sound and prudent manner.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

2. The CEO consistently makes decisions that enable the company to achieve its goals better.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

3. The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

4. The CEO helps the Board establish the company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of management's performance.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

---

5. The CEO maintains an effective working relationship with the members of the Board.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

6. The CEO provides the Board complete, adequate and timely information on plans, performance, issues, developments and opportunities which would enable it to make appropriate decisions or directions.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

7. The CEO ensures that all resolutions and directives of the Board are carried into effect.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of the financial and operational information.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

[illegible]

Criteria and Process

[illegible]

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

[illegible]

1

[illegible]

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

[illegible]

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

NAME : JOSE WILFRIDO M. SUAREZ
SIGNATURE :
DATE : [illegible] April [illegible]

PART I
BOARD APPRAISAL

1. [illegible]

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. [illegible]

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2

3. The Board has sufficient diversity and independence among its directors allowing it to constructively challenge one another and management in carrying out their respective functions and duties aligned with the company's strategic directions.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their impact.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. Directors receive adequate materials before the Board meeting.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. Meetings are effective with sufficient materials, [illegible] presentations, and an atmosphere that encourages open dialogue.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The non-executive directors can have a separate meeting without any executive directors present to ensure that proper checks and balances are in place within the company.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

9. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

10. The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses critical issues.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

11. The Board constructively debates the proposed plan/strategy before granting approval.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

12. The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed in response to the evolving [illegible].

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

14. Directors strengthen the tone at the top by clearly demonstrating the required ethical values.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

15. The Board regularly reviews and approves the Company's vision, mission and value statements to ensure continued relevance and applicability thereof.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a sound, legal, and ethical manner.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

17. The Board regularly and consistently considers the interest of minority shareholders to ensure their equitable treatment in the decision making process.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

18. The Board ensures that the Company has a sound and effective internal control system in place, and understands management's role in implementing such system.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

19. There are sound policies, procedures and a system in place for related party transactions, which a dedicated Committee effectively implements.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

5

Comments:

---

20. There is a clear distinction in the roles and responsibilities between the Chairman and President.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART B
COMMITTEE APPRAISAL

1. The Board has an effective committee structure.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

2. The delegation of power from the Board to its Committees is appropriate with their relevant corresponding Charters.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

3. The Committees regularly provide a report to the full Board and sufficiently update the Board on recent developments or such other matters that may require Board action.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6

PART III
INDIVIDUAL DIRECTOR APPRAISAL

1. I understand and faithfully uphold the vision, mission, values and strategies of the company.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. I keep myself updated on the latest best practices in corporate governance and ensure I abide by them.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict, which may occur.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. I have a good record of Board and Committee (where applicable) meeting attendance.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. I actively participate in Board/Committee discussions with a sense of independence and objectivity.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7

7. I am aware of all policies and procedures the Board is subjected to and actively adopt them in my function as a member of the Board.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. I am committed to accomplish all duties and responsibilities of a director and member of my Committee/s, if any, and will perform in the best interest of the Company.

✓E ( ) G ( ) VS ( ) S ( ) NI

Comments:

A. I believe the Board should focus on the following priorities for the upcoming year:

1.
2.
3.

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1.
2.
3.

PART IV
BOARD - MANAGEMENT RELATIONSHIP APPRAISAL

1. The Board is comfortable with management's (i.e., President, Chief Finance Officer) plans to implement the approved strategy, goals and targets and is confident and satisfied in management's ability to carry out its responsibilities in the interest of the Company.

✓E ( ) G ( ) VS ( ) S ( ) NI

8

Comments:

2. Management has in place an effective process to identify risks and assess their potential impact.

( )E ( )G ( )VS ( )S ( )NI

Comments:

3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately.

( )E ( )G ( )VS ( )S ( )NI

Comments:

4. The Board sufficiently challenges and supports management.

( )E ( )G ( )VS ( )S ( )NI

Comments:

5. The Board is effective in monitoring management's implementation of the company's strategy.

( )E ( )G ( )VS ( )S ( )NI

Comments:

6. The Board devotes sufficient time and effort to making key company decisions.

( )E ( )G ( )VS ( )S ( )NI

Comments:

7. There is an appropriate level of communication and constructive interaction between directors and management.

( )E ( )G ( )VS ( )S ( )NI

Comments:

8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and [illegible] management's role in setting the [illegible].

( )E ( )G ( )VS ( )S ( )NI

Comments:

PART V
CHIEF EXECUTIVE OFFICER (CEO) APPRAISAL

1. The CEO supervises, directs, controls and manages the business operations, affairs and properties of the company in a sound and prudent manner.

( )E ( )G ( )VS ( )S ( )NI

Comments:

2. The CEO consistently makes decisions that enable the company achieve its goals [illegible].

( )E ( )G ( )VS ( )S ( )NI

Comments:

3. The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.

( )E ( )G ( )VS ( )S ( )NI

Comments:

4. The CEO helps the Board establish the company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of management's performance.

( )E ( )G ( )VS ( )S ( )NI

Comments:

5. The CEO maintains an effective working relationship with the members of the Board.

E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. The CEO provides the Board complete, adequate and timely information on plans, performance, issues, developments and opportunities which would enable it to make appropriate decisions or directions.

E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. The CEO ensures that all resolutions and directions of the Board are carried into effect.

E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.

E ( ) G ( ) VS ( ) S ( ) NI

Comments:

9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of the financial and operational information.

E ( ) G ( ) VS ( ) S ( ) NI

Comments:

METRO GLOBAL HOLDINGS CORP

ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

Metro Global Holdings Corporation (the "Company") [illegible]

[illegible]

[illegible]

Criteria and Process

[illegible]

The following rating system shall be used by the directors in accomplishing the self-rating form:

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

[illegible]

1

[illegible] Compliance Officer [illegible]

The Compliance Officer [illegible]

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

Please accomplish this form by checking (✓) the [illegible]

the following:

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

NAME : JAIME M. CACHO

SIGNATURE : [signature]

DATE : 25 April 2020

PART I

BOARD APPRAISAL

1. The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table.

( ) E ✓ G ( ) VS ( ) S ( ) NI

Comments:

2. The Board, as a whole, possesses the right skills and background for the current issues facing the company.

✓ E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2

3. The Board has sufficient diversity and independence among its directors, allowing it to constructively challenge [illegible] and management in carrying out their respective functions and duties aligned with the company's strategic directions.

( ) E (√) G ( ) VS ( ) S ( ) NI

Comments:

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____

4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their impact.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

____

____

5. The frequency, duration and scheduling of Board meetings for year were adequate to ensure proper coverage of the Board's responsibilities.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

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____

6. Directors receive adequate materials before the Board meeting.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

____

____

7. Meetings are effective with sufficient materials, limited presentation and an atmosphere that encourages open dialogue.

( ) E (√) G ( ) VS ( ) S ( ) NI

Comments:

____

____

8. The non-executive directors can have a separate meeting without any executive directors present to ensure that proper checks and balances are in place within the company.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

____

____

9. The Board receives appropriate information on industry trends and business environments to enable it to have sufficient insight when considering management's proposed plan/strategy.

( ) E ( ) G ( ) VS (√) S ( ) NI

Comments:

____

____

10. The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses critical issues.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

____

____

11. The Board constructively debates the proposed plan/strategy before granting approval.

( ) E ( ) G ( ) VS (√) S ( ) NI

Comments:

____

____

12. The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed in response to the evolving environment.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

____

____

13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

____

____

14. Directors strengthen the tone at the top by clearly demonstrating the required ethical values.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

15. The Board regularly reviews and approves the Company's vision, mission and value statements to ensure continued relevance and applicability thereof.

( ) E ( ) G ( ) VS (✓) S ( ) NI

Comments:

16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a sound, legal, and ethical manner.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

17. The Board regularly and consistently considers the interest of minority shareholders to ensure their equitable treatment in the decision-making process.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

18. The Board ensures that the Company has a sound and effective internal control system in place, and understands management's role implementing such system.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

19. There are sound policies, procedures and a system in place for related party transactions which a dedicated Committee effectively implements.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

20. There is a clear distinction in the roles and responsibilities between the Chairman and President.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

PART B
COMMITTEE APPRAISAL

1. The Board has an effective committee structure.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

2. The delegation of power from the Board to its Committees is appropriate with their relevant corresponding Charters.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

3. The Committees regularly provide a report to the full Board and sufficiently update the Board on recent developments or such other matters that may require Board action.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

PART III
INDIVIDUAL DIRECTOR APPRAISAL

1. I understand and faithfully uphold the vision, mission, values and strategies of the company.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

2. I keep myself updated on the latest best practices in corporate governance and ensure I abide by them.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict, which may occur.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

4. I have a good record of Board and Committee (where applicable) meeting attendance.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

5. I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

6. I actively participate in Board/Committee discussions with a sense of independence and objectivity.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

7. I am aware of all policies and procedures the Board is subjected to and actively adopt these in my function as a member of the Board.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

8. I am committed to accomplish all duties and responsibilities of a director and member of my Committees, if any, and will perform in the best interests of the Company.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

A. I believe the Board should focus on the following priorities for the upcoming year:

1. [illegible]
2. [illegible] 2016
3. [illegible]

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1. [illegible]
2. [illegible]
3. [illegible]

PART IV
BOARD – MANAGEMENT RELATIONSHIP APPRAISAL

1. The Board is comfortable with management's (i.e., President, Chief Finance Officer) plans to implement the approved strategy, goals and targets and is confident and satisfied in management's ability to carry out its responsibilities in the interest of the Company.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. Management has in place an effective process to identify risks and assess their potential impact.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board sufficiently challenges and supports management.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

5. The Board is effective in monitoring management's implementation of the company's strategy.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

6. The Board devotes sufficient time and effort to mentoring key company executives.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

7. There is an open line of communication and constructive interaction between directors and management.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and reinforces management's role in setting the tone at the top.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

PART V
CHIEF EXECUTIVE OFFICER (CEO) APPRAISAL

1. The CEO supervises, directs, controls and manages the business operations, affairs and properties of the company in a sound and prudent manner.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. The CEO consistently makes decisions that enable the company achieve its goals better.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

3. The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

4. The CEO helps the Board establish the company's vision, mission, strategic directions, policies and procedures, including mechanisms for effective monitoring of management's performance.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

5. The CEO maintains an effective working relationship with the members of the Board.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

6. The CEO provides the Board complete, adequate and timely information on plans, performance, issues, developments and opportunities which would enable it to make appropriate decisions or directions.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

7. The CEO ensures that all resolutions and directives of the Board are carried into effect.

(✓) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

---

9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of the financial and operational information.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

METRO GLOBAL HOLDINGS CORP

ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

[illegible]

[illegible]

[illegible]

Criteria and Process

[illegible]

[illegible]

E	:	Excellent
G	:	Good
VS	:	Very Satisfactory
S	:	Satisfactory
NI	:	Needs Improvement

[illegible]

1

[illegible]

[illegible]

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

[illegible] the following:

E	:	Excellent
G	:	Good
VS	:	Very Satisfactory
S	:	Satisfactory
NI	:	Needs Improvement

NAME : [illegible]

SIGNATURE : [signature]

DATE : [illegible]

PART I

BOARD APPRAISAL

1. [illegible]

(E) (G) (VS) (S) (NI)

Comments: ______

2. [illegible]

(E) (G) (VS) (S) (NI)

Comments: ______

2

3. The Board has sufficient diversity and independence among its directors, allowing it to constructively challenge one another and management in carrying out their respective functions and duties aligned with the company's strategic directions.

( )E ( )G ( )VS ( )S ( )NI

Comments:

4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their impact.

( )E ( )G ( )VS ( )S ( )NI

Comments:

5. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities.

( )E ( )G ( )VS ( )S ( )NI

Comments:

6. Directors receive adequate materials before the Board meeting.

( )E ( )G ( )VS ( )S ( )NI

Comments:

7. Meetings are effective with sufficient materials, limited presentations, and an atmosphere that encourages open dialogues.

( )E ( )G ( )VS ( )S ( )NI

Comments:

8. The non-executive directors have a separate meeting without any executive directors present to ensure that proper checks and balances are in place within the company.

( )E ( )G ( )VS ( )S ( )NI

3

Comments:

9. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy.

( )E ( )G ( )VS ( )S ( )NI

Comments:

10. The Board evaluates the proposed plan/strategy, including key assumptions, major risks, and required resources, and addresses critical issues.

( )E ( )G ( )VS ( )S ( )NI

Comments:

11. The Board constructively debates the proposed plan/strategy before granting approval.

( )E ( )G ( )VS ( )S ( )NI

Comments:

12. The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed to respond to the evolving environment.

( )E ( )G ( )VS ( )S ( )NI

Comments:

13. The Board thoroughly reviews major capital expenditures before approval and evaluates outcomes [illegible]

( )E ( )G ( )VS ( )S ( )NI

Comments:

4

14. Directors strengthen the tone at the top by clearly demonstrating the required ethical values.

[illegible]

Comments:

15. The Board regularly reviews and approves the Company's vision, mission and values statements to ensure (continued) relevance and applicability thereof.

[illegible]

Comments:

16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a fair, legal, and ethical manner.

[illegible]

Comments:

17. The Board regularly and consistently considers the interest of minority shareholders to ensure their [illegible] in the decision-making process.

[illegible]

Comments:

18. The Board ensures that the Company has a sound and effective internal control system in place, and [illegible] management [illegible] implementing such system.

[illegible]

Comments:

19. There are sound policies, procedures and safeguards in place for related party transactions, which [illegible] effectively implemented.

[illegible]

Comments:

20. There is a clear distinction in the roles and responsibilities between the Chairman and President.

[illegible]

Comments:

PART B
COMMITTEE APPRAISAL

1. The Board has an effective committee structure.

[illegible]

Comments:

2. The delegation of powers from the Board to the Committees is appropriate with their relevant corresponding Charters.

[illegible]

Comments:

3. The Committees regularly provide a report to the full Board and sufficiently update the Board on recent developments and other matters that may require Board action.

[illegible]

Comments:

4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.

[illegible]

Comments:

PART III
INDIVIDUAL DIRECTOR APPRAISAL

1. I understand and faithfully uphold the vision, mission, values and strategies of the company.

( )E ( )G ( )VS ( )S ( )M

Comments:

____

____

2. I keep myself updated on the latest best practices in corporate governance and ensure I abide by them.

( )E ( )G ( )VS ( )S ( )M

Comments:

____

____

3. I avoid placing myself in situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict, which may occur.

( )E ( )G ( )VS ( )S ( )M

Comments:

____

____

4. I have a good record of Board and Committee (where applicable) meeting attendance.

( )E ( )G ( )VS ( )S ( )M

Comments:

____

____

5. I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed.

( )E ( )G ( )VS ( )S ( )M

Comments:

____

____

6. I actively participate in Board/Committee discussions with a sense of independence and objectivity.

( )E ( )G ( )VS ( )S ( )M

Comments:

____

____

7

7. I am aware of all policies and procedures the Board is subjected to and actively adapt them for my functions as a member of the Board.

( )E ( )G ( )VS ( )S ( )M

Comments:

____

____

8. I am committed to accomplish all duties and responsibilities of a director and member of my Committee/s (if any), and will perform in the best interest of the Company.

( )E ( )G ( )VS ( )S ( )M

Comments:

____

____

A. I believe the Board should focus on the following priorities for the upcoming year:

1. ____
2. ____
3. ____

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1. ____
2. ____
3. ____

PART IV
BOARD - MANAGEMENT RELATIONSHIP APPRAISAL

1. The Board is comfortable with management's (i.e., President, Chief Finance Officer) plans to implement the approved strategy/goals and targets and is confident and satisfied in management's ability to carry out its responsibilities in the interest of the Company.

( )E ( )G ( )VS ( )S ( )M

8

Comments:

2. Management has in place an effective process to identify risks and assess their potential impact.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board sufficiently challenges and supports management.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The Board is effective in monitoring management's implementation of the company's strategy.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. The Board devotes sufficient time and effort to [illegible]

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. [illegible] communication and [illegible] between directors and management.

( ) E ( ) G ( ) VS ( ) S ( ) NI

9

Comments:

8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and reinforcing management's role in setting the tone at the top.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART V
CHIEF EXECUTIVE OFFICER (CEO) APPRAISAL

1. The CEO supervises, directs, controls and manages the business operations, affairs and properties of the company in a sound and prudent manner.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. The CEO [illegible] the company [illegible]

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The CEO helps the Board establish the company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of management's performance.

( ) E ( ) G ( ) VS ( ) S ( ) NI

10

Comments:

5. The CEO maintains an effective working relationship with the members of the Board.

(✓) ( ) G ( ) VS ( ) S ( ) M

Comments:

6. The CEO provides the Board complete, adequate and timely information on plans, performance, issues, developments and opportunities which would enable the most appropriate decisions of directors.

(✓) ( ) G ( ) VS ( ) S ( ) M

Comments:

7. The CEO ensures that all resolutions and directives of the Board are carried out on time.

(✓) ( ) G ( ) VS ( ) S ( ) M

Comments:

8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.

(✓) ( ) G ( ) VS ( ) S ( ) M

Comments:

9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, compliance and information systems, including the reliability and integrity of the financial and operational information.

(✓) ( ) G ( ) VS ( ) S ( ) M

Comments:

ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

[illegible]

[illegible]

[illegible]

Criteria and Process

[illegible]

[illegible]

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

[illegible]

1

[illegible]

[illegible]

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

[illegible]

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

NAME : ATTY. ALICE ODCHIGUE-BONDOC

SIGNATURE :

DATE : [illegible]

PART I
BOARD APPRAISAL

1. [illegible]

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. [illegible]

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comment:

2

3. The Board has sufficient diversity and independence among its directors, allowing it to constructively challenge one another and management in carrying out their respective functions and duties aligned with the company's strategic direction.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their topics.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. Directors receive adequate materials before the Board meeting.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. Meetings are effective with sufficient materials, focused presentation, and an atmosphere that encourages open dialogue.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The non-executive directors can have a separate meeting without any executive directors present to ensure that proper checks and balances are in place within the company.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

9. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

10. The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and considers ethical issues.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

11. The Board constructively debates the proposed plan/strategy before granting approval.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

12. The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed to respond to the evolving environment.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

14. Directors strengthen the tone at the top by clearly demonstrating the required ethical values.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

15. The Board regularly reviews and approves the Company's vision, mission and value statements to ensure continued relevance and applicability thereof.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a sound, legal, and ethical manner.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

17. The Board regularly and consistently considers the interest of minority shareholders to ensure their equitable treatment in the decision-making process.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

18. The Board ensures that the Company has a sound and effective internal control system in place and establishes management's role in implementing such system.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

19. There are sound policies, procedures and systems in place for related party transactions, which a dedicated Committee effectively implements.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

20. There is a clear distinction in the roles and responsibilities between the Chairman and President.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART B
COMMITTEE APPRAISAL

1. The Board has an effective committee structure.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. The delegation of power from the Board to its Committees is appropriate with their relevant corresponding Charters.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. The Committees regularly provide a report to the full Board and sufficiently update the Board on issues, developments and/or other matters that may require Board action.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART III
INDIVIDUAL DIRECTOR APPRAISAL

1. I understand and faithfully uphold the vision, mission, values and strategies of the company.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

2. I keep myself updated on the latest best practices in corporate governance and [illegible] by them.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict, which may occur.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

4. I have a good record of Board and Committee (where applicable) meeting attendance.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

5. I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

6. I actively participate in Board/Committee discussions with a sense of independence and objectivity.

7. I am aware of all policies and procedures the Board is subjected to and actively adopt these in my function as a member of the Board.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

---

8. I am committed to accomplish all duties and responsibilities of a director and member of my Committee/s, if any, and will perform in the best interest of the Company.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

A. I believe the Board should focus on the following priorities for the upcoming year:

1. ______
2. ______
3. ______

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1. ______
2. ______
3. ______

PART IV
BOARD - MANAGEMENT RELATIONSHIP APPRAISAL

Comments:

2. Management has in place an effective process to identify risks and assess their potential impact.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The Board sufficiently challenges and supports management.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The Board is effective in monitoring management's implementation of the company's strategy.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

6. The Board devotes sufficient time and effort to meeting key company executives.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

7. There is an open line of communication and constructive interaction between directors and management.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and reinforces management's role in setting the tone at the top.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

PART V
CHIEF EXECUTIVE OFFICER (CEO) APPRAISAL

1. The CEO supervises, directs, controls and manages the business operations, affairs and properties of the company in a sound and prudent manner.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

2. The CEO consistently makes decisions that enable the company achieve its goals better.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

3. The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

4. The CEO helps the Board establish the company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of management's performance.

( ) E ( ) G ( ) VS ( ) S ( ) NI

Comments:

5. The CEO maintains an effective working relationship with the members of the Board.

( ) E ( ) G ( ) SS ( ) S ( ) NI

Comments:

6. The CEO provides the Board complete, adequate and timely information on plans, performance, issues, developments and opportunities which would enable it to make appropriate business evaluations/decisions.

( ) E ( ) G ( ) SS ( ) S ( ) NI

Comments:

7. The CEO ensures that all resolutions and decisions of the Board are carried into effect.

( ) E ( ) G ( ) SS ( ) S ( ) NI

Comments:

8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.

( ) E ( ) G ( ) SS ( ) S ( ) NI

Comments:

9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of the financial and operational information.

( ) E ( ) G ( ) SS ( ) S ( ) NI

Comments:

ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

Metro Global Holdings Corporation (the "Company") recognizes that in order to sustain good corporate governance within the organization, the same sound culture must be upheld and cultivated from the top. It is therefore of paramount importance to monitor the governance structure and performance of the Board and top management according to their roles, responsibilities and accountabilities.

Since the year 2011, it has been a policy and practice of the Company for its Board of Directors ("Board") to conduct an annual self-assessment exercise through a questionnaire given to each director for the purpose of evaluating and improving the performance of the Board in accordance with the best practices in corporate governance and the effectiveness of the Company's governance processes.

The Company continually reviews this assessment process to take into consideration leading practices in corporate governance. The attached self-rating form now covers appraisal of the Board as a governing unit, of individual directors, of the different Board Committees, as well as of management including the President.

Criteria and Process

The assessment criteria include the structure, efficiency, and effectiveness of the Board, participation and engagement of each member of the Board, contribution of each member director to their respective Committees, and the performance of management. The criteria also reflect the specific duties, responsibilities and accountabilities of each party assessed as provided in the Company's By-Laws, Manual on Corporate Governance, Board Committee Charters and governing policies.

The following rating system shall be used by the directors in accomplishing the self-rating form:

E : **Excellent**
G : **Good**
VS : **Very Satisfactory**
S : **Satisfactory**
NI : **Needs Improvement**

The form also allows the directors to provide comments and suggestions to further improve the assessment process. For further clarification on this policy and the performance assessment exercise, the Board may address their queries to the Compliance Officer.

1

Facilitated by the Compliance Officer, the annual self-rating form shall be accomplished and signed by each individual director. The Compliance Officer shall collate the accomplished forms thereafter.

The Compliance Officer may amend the self-rating form as deemed necessary, provided that the items shall be compliant with sound corporate governance standards and practices and applicable law.

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS

Please accomplish this form by checking (✓) the item that corresponds to your answer. Each item represents the following:

E : **Excellent**
G : **Good**
VS : **Very Satisfactory**
S : **Satisfactory**
NI : **Needs Improvement**

NAME : RAFAEL R. PEREZ DE TAGLE, JR.
SIGNATURE : ____________
DATE : 28 April 2020

PART I
BOARD APPRAISAL

1. The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

2. The Board as a whole possesses the right skills and background for the current issues facing the company.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

2

3. The Board has sufficient diversity and independence among its directors, allowing it to constructively challenge [illegible] and management in carrying out their respective functions and [illegible] aligned with the company's strategic directions.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

---

4. The Board receives ongoing education, allowing directors to stay up to date with developments and to understand their impact.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

---

5. The frequency, duration and scheduling of Board meetings per year were adequate to ensure proper coverage of the Board's responsibilities.

( ) E ( ) G ( ) VS (✓) S ( ) NI

Comments:

---

6. Directors receive adequate materials before the Board meeting.

( ) E ( ) G ( ) VS (✓) S ( ) NI

Comments:

---

7. Meetings are effective with sufficient discussion, limited presentation, and an atmosphere that encourages open dialogue.

( ) E ( ) G ( ) VS (✓) S ( ) NI

Comments:

---

8. The non-executive directors can have a separate meeting without any executive director present to ensure that proper checks and balances are in place within the company.

( ) E (✓) G ( ) VS ( ) S ( ) NI

Comments:

---

9. The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy.

( ) E ( ) G ( ) VS (✓) S ( ) NI

Comments:

---

10. The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses [illegible].

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

---

11. The Board constructively debates the proposed plan/strategy before granting approval.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

---

12. The Board monitors the continued validity of the plan/strategy ensuring that it is adjusted as needed to respond to the evolving environment.

( ) E ( ) G ( ) VS (✓) S ( ) NI

Comments:

---

13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments:

14. Directors strengthen the tone at the top by clearly demonstrating the required ethical values.

( ) E ( ) G ( ) VS (/) S ( ) NI

Comments:

15. The Board regularly reviews and approves the Company's vision, mission and value statements to ensure continued relevance and applicability thereof.

( ) E ( ) G ( ) VS (/) S ( ) NI

Comments:

16. The Board demonstrates commitment to good corporate governance practices and provides oversight to ensure that the Company is operated in a sound, legal, and ethical manner.

( ) E ( ) G ( ) VS (/) S ( ) NI

Comments:

17. The Board regularly and consistently considers the interest of minority shareholders to ensure their equitable treatment in the decision-making process.

( ) E ( ) G ( ) VS (/) S ( ) NI

Comments:

18. The Board ensures that the Company has a sound and effective internal control system in place, and understands management's role in implementing such system.

( ) E (/) G ( ) VS ( ) S ( ) NI

Comments:

19. There are sound policies, procedures and systems in place for related party transactions which a dedicated Committee effectively implements.

( ) E ( ) G ( ) VS (/) S ( ) NI

Comments:

20. There is a clear distinction in the roles and responsibilities between the Chairman and President.

( ) E ( ) G (/) VS ( ) S ( ) NI

Comments:

PART II

COMMITTEE APPRAISAL

1. The Board has an effective committee structure.

( ) E ( ) G ( ) VS (/) S ( ) NI

Comments:

2. The delegation of powers from the Board to its Committees is appropriate with their relevant corresponding Charters.

( ) E ( ) G ( ) VS (/) S ( ) NI

Comments:

3. The Committees regularly provide a report to the full Board and sufficiently update the Board on recent developments or such other matters that may require Board action.

( ) E ( ) G ( ) VS (/) S ( ) NI

Comments:

4. The frequency of meetings for each Committee is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.

( ) E ( ) G ( ) VS (/) S ( ) NI

Comments:

PART III
INDIVIDUAL DIRECTOR APPRAISAL

1. I understand and faithfully uphold the vision, mission, values and strategies of the company.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

2. I keep myself updated on the latest best practices in corporate governance and ensure I abide by them.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict, which may occur.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

4. I have a good record of Board and Committee (where applicable) meeting attendance.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

5. I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

6. I actively participate in Board/Committee discussions with a sense of independence and objectivity.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

7. I am aware of all policies and procedures the Board has adopted and actively adopt these in my function as a member of the Board.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

8. I am committed to accomplish all duties and responsibilities of a director and member of any Committee, if any, and will perform in the best interest of the Company.

(✓)E ( )G ( )VS ( )S ( )NI

Comments:

____

____

A. I believe the Board should focus on the following priorities for the upcoming year:

1. [illegible]
2. [illegible]
3. ______________________________

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1. ______________________________
2. ______________________________
3. ______________________________

PART IV
BOARD - MANAGEMENT RELATIONSHIP APPRAISAL

1. The Board is comfortable with management's (i.e., President, Chief Finance Officer) plans to implement the approved strategy, goals and targets and is confident and satisfied as to management's ability to carry out its responsibilities in the interest of the Company.

( )E ( )G ( )VS (✓)S ( )NI

Comments

2. Management has in place an effective process to identify risks and assess their potential impact.

( ) E ( ) G ( ) VS (√) S ( ) NI

Comments

3. Management informs the Board of all key risks and the Board is confident management addresses them appropriately.

( ) E ( ) G ( ) VS (√) S ( ) NI

Comments

4. The Board sufficiently challenges and supports management.

( ) E ( ) G ( ) VS (√) S ( ) NI

Comments

5. The Board is effective in monitoring management's implementation of the company's strategy.

( ) E ( ) G ( ) VS (√) S ( ) NI

Comments

6. The Board devotes sufficient time and effort to meeting key company executives.

( ) E (√) G ( ) VS ( ) S ( ) NI

Comments

7. There is an open line of communication and constructive interaction between directors and management.

( ) E (√) G ( ) VS ( ) S ( ) NI

9

Comments:

8. The Board continually monitors management's performance against clear and measurable objectives, providing constructive feedback and reinforces management's role in setting the tone at the top.

( ) E ( ) G ( ) VS (√) S ( ) NI

Comments:

PART V
CHIEF EXECUTIVE OFFICER (CEO) APPRAISAL

1. The CEO supervises, directs, controls and manages the business operations, affairs and properties of the company in a sound and prudent manner.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

2. The CEO consistently makes decisions that enable the company achieve its goals better.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

3. The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.

( ) E ( ) G (√) VS ( ) S ( ) NI

Comments:

4. The CEO helps the Board establish the company's vision, mission, strategic objectives, policies and procedures, including mechanisms for effective monitoring of management's performance.

( ) E ( ) G (√) VS ( ) S ( ) NI

10

Comments

5. The CEO maintains an effective working relationship with the members of the Board.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments

6. The CEO provides the Board complete, adequate and timely information on plans, performance issues, developments and opportunities which would enable it to make appropriate decisions or directions.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments

7. The CEO ensures that all resolutions and directions of the Board are carried into effect.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments

8. The CEO effectively monitors the key risks and performance indicators to enable the Company to anticipate and prepare for the possible threats to its operational and financial viability.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments

9. The CEO regularly monitors the adequacy and effectiveness of the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of the financial and operational information.

( ) E ( ) G (✓) VS ( ) S ( ) NI

Comments

In order to attract and retain talents at all levels of the organization, it is the policy of the Company's parent company, whose officers and some employees are seconded to the Company, to maintain wage and salary standards and keep the pay or salary ranges consistent with the economic constraint and labor market in which we compete.

- Establish salary ranges that reflect the value of the various jobs, as determined by a system of continuing job evaluations and review.
- Establish and maintain justifiable differentials between job levels;
- Encourage superior performance by adjusting salary of each employee on the basis of the quality of individual performance, as maybe determined by performance evaluation;

Basis for Determination of Salary and Salary Changes

- Inflation rate, consumer price index (local), salary increases granted by comparable industries/employers within the established labor market
- Compensation survey (every 2-3 years) of benchmark positions
- To determine if any job classifications should be reviewed for equity adjustment in salary/compensation.

Internal Alignment

A minimum and maximum salary is established for each position/job classification based upon external market data and upon the internal alignment of job classifications.

Review of Performance and Salary

- Performance of each employee is reviewed regularly.
- The merit of employee performance shall determine salary increase to be given.
- Employees are eligible to receive salary increase based on the ff: o
    - Compensation adjustment - when EXCOM determines that classifications and/or salary ranges should be adjusted.
    - Promotion
    - Reclassification
        - Upward - not automatic unless it is to bring the employee up to the minimum of the new salary range
        - Lateral - salary will remain unchanged
        - Downward - salary will remain unchanged until such time as general salary range adjustments increase the salary for the new classification

Back to recommendation **Annex "8"**

Risk Policy

Risk Exposure	Risk Management Policy	Objective
Financial exposure risk	Directors are responsible for avoiding situations that present or create the appearance of a potential conflict between their interest and those of the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chair of the Committee on Directors or the Corporate Secretary.	To avoid foreign currency risks and exchange losses.
Liquidity risk	The Company coordinates and negotiates closely with its parent company, Fil-Estate Management, Inc. to manage cash flow risks by jointly identifying new sources of cash flows through potential future investment and/or cash flow infusions into the Company over the next five years.	To manage cash flow risks
Credit risk	The Company's cash is deposited with a reputable bank that belonged to the top three banks in the Philippines and is approved by management.	To maintain a high grade of credit quality of the Company's financial assets
Equity price risk	Movement in share price of the Company is monitored regularly.	To determine the impact of the Company's share price on its financial position
Capital Management	The company's policy is to keep a gearing ratio of 60% or lower which is net debt divided by total capital.	To maintain a substantial capital base sufficient to support its long-term investment and holding company mandate.

Audit Committee AGENDA of the Meeting – APRIL 8, 2024

Metro Global Holdings Corp.
MINUTES OF THE MEETING
Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City
(via Zoom)

APRIL 8, 2024 11:00 AM TO 12:20 PM
Present: FCG, JWS, RSR, SSA, AOB, RGJ, Alwin Rivas
Dennis Malco, Ms. Liezel

AGENDA: Audit Com's review and approval of MGHC's Financial Statement for the Year Ending December 31, 203

Audit Committee MINUTES of the Meeting – APRIL 26, 2024

Metro Global Holdings Corp.
MINUTES OF THE MEETING
Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City

APRIL 26, 2024 3:30 AM TO 4:30 PM
Present: FCG, RSR, SSA, RGJ, Alwin Rivas
JWS, Dennis Malco, Ms. Liezel – attended virtually

AGENDA: Audit Com's review and approval of Revised Consolidated MGHC's Financial Statement for the Year Ending December 31, 2023 (including Metro Solar)

Audit Committee MINUTES of the Meeting – MAY 13, 2024

Metro Global Holdings Corp.
MINUTES OF THE MEETING
Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City

MAY 13, 2024 at 11am -12 nn
Present: FCG, JWS, SSA, RGJ, Alwin Rivas
Virtually: RSR

AGENDA: Audit Com's review and approval of MGHC's Financial Statement for the 1st Quarter Ending March 31, 2024 (including Metro Solar)

Audit Committee AGENDA of the Meeting – AUGUST 12, 2024

Metro Global Holdings Corp.
MINUTES OF THE MEETING
Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City

AUGUST 12, 2024 12:30 PM TO 1:30 PM
Present: JWS, FCG, RSR, SSA, Alwin Rivas
Not Present: RGJimenez

AGENDA: Audit Com's review and approval of MGHC's Consolidated Financial Statement for the 2nd Quarter Ending June 30, 2024 (including individual FS of its Subsidiaries)

Audit Committee Minutes of the Meeting – NOVEMBER 7, 2024

Metro Global Holdings Corp.
MINUTES OF THE MEETING
Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City

November 10, 2024, 10:30 AM TO 11:30 AM

AGENDA: Audit Com's review and approval of MGHC's Financial Statement for the 3RD Quarter Ending September 30, 2024

Back to recommendation **Annex "10"**

(i) Directorship in Other Companies

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Noel M. Cariño	Fil-Estate Management, Inc., Fil-Estate Development, Inc., CJH Development Corporation, CJH Hotel Corporation and CJH Suites Corporation, Chamber of Real Estate and Builders Association (CREBA), SunAsia, Inc., Nortesol Inc., Nortesol II, Inc., Nortesol IV, Inc., Newasia Power Energy Corporation, Newasia Power Energy II Corporation, MegaWatt Solutions, Inc., Leon Philippe Industries, Inc., Fil-Estate Core, Inc., Acesite Phils. Hotel Corporation	NED
Jaime M. Cacho	Metro Countrywide Corporation, Metro Solar Power Solutions, Inc., Metro Global Renewable Energy Corporation, CJH Development Corporation and MRT Development Corporation	NED
Roberto S. Roco	Fil-Estate Realty Corporation	NED
Francisco C. Gonzalez	Romago Corporation, Fabriduct & Metal Systems, Inc., Romago, Inc., Guam and Electro Mechanical Products International, Inc., Asia Pacific Golf Cars Corporation, The Manila Southwoods Golf & Country Club, Inc., and Camp John Hay Golf Club, Inc.	ID
Jose Wilfrido M. Suarez	Northernmanor Corp. and Northernsuites Corp.	ID

(ii) Directorship in Other Listed Companies

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Atty. Ferdinand T. Santos	Global-Estate Resorts, Inc.	Non-Executive

<u>**Self-Assessment for Committee Chairman and Members**</u>

Back to recommendation **Annex "11"**

I. CORPORATE GOVERNANCE COMMITTEE

METRO GLOBAL HOLDINGS CORP.

METRO GLOBAL HOLDINGS CORP.
CORPORATE GOVERNANCE COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **JOSE WILFRIDO M. SUAREZ**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by <u>encircling</u> the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Corporate Governance Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5

Comments:

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. Structure and Operations

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year – one of which shall be held to initiate the conduct of the annual self-assessment of the performance of the Board as a body, its individual directors, its different board committees and management, including the President of the Company; and the other meeting to be held prior to the finalization of the Company's information statement in connection with any meeting of the stockholders in which the directors of the Company are to be elected.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *(Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.)*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. Duties and Responsibilities

In respect of ensuring good corporate governance throughout the organization:

3.1 The Committee oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments.

1	2	3	4	5

Comments:

3.2 The Committee oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance.

1	2	3	4	5

Comments:

3.3 The Committee ensures that the results of the Board evaluation are shared and discussed to address the identified areas for improvement.

1	2	3	4	5

Comments:

3.4 The Committee adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance.

1	2	3	4	5

Comments:

3.5 The Committee proposes and plans relevant seminars for the members of the Board.

1	2	3	4	5

Comments:

3.6 The Committee reviews and approves the Annual Corporate Governance Report and other submissions or filings of the Company, as may be required by applicable laws or regulations.

1	2	3	4	5

Comments:

In respect of the remuneration of corporate officers and directors:

3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

1	2	3	4	5

Comments:

3.8 The Committee provides oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture and strategy, as well as the business environment in which it operates.

1	2	3	4	5

Comments:

3.9 The Committee ensures that the Company's annual reports and information statements provide a clear, concise and understandable disclosure of compensation that was and may be paid, directly or indirectly, to its directors and senior executive officers for the previous fiscal year and the ensuing year.

1	2	3	4	5

Comments:

3.10 The Committee ensures that no director is involved in deciding his or her own remuneration.

1	2	3	4	5

Comments:

In respect of the Business Interest disclosures and conflict of interest:

3.11 The Committee ensures that the full Business Interest Disclosure is accomplished by directors and key officers, which among others, compels them to declare all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties.

1	2	3	4	5

Comments:

3.12 The Committee reviews the Company's policy on conflict of interest.

1	2	3	4	5

Comments:

3.13 As it deems necessary, the Committee reviews the existing Company Rules and Regulations for its personnel, to strengthen the provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

1	2	3	4	5

Comments:

In respect of career advancement:

3.14 The Committee reviews and recommends to the Board all promotions and appointments of the officers of the Company.

1	2	3	4	5

Comments:

3.15 As it deems necessary, the Committee reviews the Company policies on promotion and career advancement directives and compliance of personnel concerned.

1	2	3	4	5

Comments:

In respect of succession planning:

3.16 The Committee ensures the adoption of an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in shareholder value.

1	2	3	4	5

Comments:

3.17 The Committee ensures the implementation of a process to appoint competent, professional, honest and highly motivated management officers aligned with the strategic direction of the organization and who can add value to the Company.

1	2	3	4	5

Comments:

In respect of Board nomination and election:

3.18 The Committee determines the nomination and election process for the Company's directors and has the special duty of ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.

1	2	3	4	5

Comments:

3.19 The Committee screens and shortlists all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications as provided in the By-laws of the Company, the Manual on Corporate Governance, applicable laws, rules and regulations.

1	2	3	4	5

Comments:

3.20 The Committee identifies and recommends qualified individuals for nomination and election as additional directors or to fill Board vacancies as and when they arise. The election of such additional or replacement directors shall be done in accordance with applicable laws and regulations.

1	2	3	4	5

Comments:

3.21 The Committee ensures that the Company has the required number of Independent Directors with the qualifications and none of the disqualifications as provided in applicable laws, regulations and listing rules.

1	2	3	4	5

Comments:

3.22 The Committee makes recommendations to the Board from time to time, as to changes which the Committee believes desirable to the size of the Board, including the establishment of guidelines in the number of directorships which a member of the Board may hold in accordance with the policy on holding multiple board seats under the Manual on Corporate Governance.

1	2	3	4	5

Comments:

Others:

3.23 The Committee performs other duties and activities that the Committee or the Board considers appropriate in the context of the Charter of the Corporate Governance Committee.

1	2	3	4	5

Comments:

4. Reporting Process

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

---

5. **Performance Evaluation**

5.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Corporate Governance Committee, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

5.2 The Charter of the Corporate Governance Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

JOSE WILFRIDO M. SUAREZ
Signature over printed name

METRO GLOBAL HOLDINGS CORP.

METRO GLOBAL HOLDINGS CORP.
CORPORATE GOVERNANCE COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **FRANCISCO C. GONZALEZ**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by **encircling** the item that corresponds to your answer using the following criteria:

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4 – Agree
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2 – Disagree
1 – Strongly Disagree

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Comments:

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1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. Structure and Operations

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year – one of which shall be held to initiate the conduct of the annual self-assessment of the performance of the Board as a body, its individual directors, its different board committees and management, including the President of the Company; and the other meeting to be held prior to the finalization of the Company's information statement in connection with any meeting of the stockholders in which the directors of the Company are to be elected.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *(Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.)*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. Duties and Responsibilities

In respect of ensuring good corporate governance throughout the organization

3.1 The Committee oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments.

1	2	3	4	5

Comments:

3.2 The Committee oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance.

1	2	3	4	5

Comments:

3.3 The Committee ensures that the results of the Board evaluation are shared and discussed to address the identified areas for improvement.

1	2	3	4	5

Comments:

3.4 The Committee adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance.

1	2	3	4	5

Comments:

3.5 The Committee proposes and plans relevant seminars for the members of the Board.

1	2	3	4	5

Comments:

3.6 The Committee reviews and approves the *Annual Corporate Governance Report* and other submissions or filings of the Company, as may be required by applicable laws or regulations.

1	2	3	4	5

Comments:

In respect of the remuneration of corporate officers and directors:

3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

1	2	3	4	5

Comments:

3.8 The Committee provides oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture and strategy, as well as the business environment in which it operates.

1	2	3	4	5

Comments:

3.9 The Committee ensures that the Company's annual reports and information statements provide a clear, concise and understandable disclosure of compensation that was and may be paid, directly or indirectly, to its directors and senior executive officers for the previous fiscal year and the ensuing year.

1	2	3	4	5

Comments:

3.10 The Committee ensures that no director is involved in deciding his or her own remuneration.

1	2	3	4	5

Comments:

In respect of the business interest disclosures and conflict of interest:

3.11 The Committee ensures that the Full Business Interest Disclosure is accomplished by directors and key officers, which among others, compels them to declare all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties.

1	2	3	4	5

Comments:

3.12 The Committee reviews the Company's policy on conflict of interest.

1	2	3	4	5

Comments:

3.13 As it deems necessary, the Committee reviews the existing Company Rules and Regulations for its personnel, to strengthen the provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

1	2	3	4	5

Comments:

In respect of career advancement:

3.14 The Committee reviews and recommends to the Board all promotions and appointments of the officers of the Company.

1	2	3	4	5

Comments:

3.15 As it deems necessary, the Committee reviews the Company policies on promotion and career advancement directives and compliance of personnel concerned.

1	2	3	4	5

Comments:

In respect of succession planning:

3.16 The Committee ensures the adoption of an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in shareholder value.

1	2	3	4	5

Comments:

3.17 The Committee ensures the implementation of a process to appoint competent, professional, honest and highly motivated management officers aligned with the strategic direction of the organization and who can add value to the Company.

1	2	3	4	5

Comments:

In respect of Board nomination and election:

3.18 The Committee determines the nomination and election process for the Company's directors and has the special duty of ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.

1	2	3	4	5

Comments:

3.19 The Committee screens and identifies all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications as provided in the By-laws of the Company, the Manual on Corporate Governance, applicable laws, rules and regulations.

1	2	3	4	5

Comments:

3.20 The Committee identifies and recommends qualified individuals for nomination and election as additional directors or to fill Board vacancies as and when they arise. The election of such additional or replacement directors shall be done in accordance with applicable laws and regulations.

1	2	3	4	5

Comments:

3.21 The Committee ensures that the Company has the required number of Independent Directors with the qualifications and none of the disqualifications as provided in applicable laws, regulations and listing rules.

1	2	3	4	5

Comments:

3.22 The Committee makes recommendations to the Board from time to time, as to changes which the Committee believes desirable to the size of the Board, including the establishment of guidelines in the number of directorships which a member of the Board may hold in accordance with the policy on holding multiple board seats under the Manual on Corporate Governance.

1	2	3	4	5

Comments:

Others:

3.23 The Committee performs other duties and activities that the Committee or the Board considers appropriate in the context of the Charter of the Corporate Governance Committee.

1	2	3	4	5

Comments:

4. Reporting Process

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following such meeting.

1	2	3	4	5

Comments:

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

5. **Performance Evaluation**

5.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Corporate Governance Committee, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

5.2 The Charter of the Corporate Governance Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

FRANCISCO G. GONZALEZ

Signature over printed name

METRO GLOBAL HOLDINGS CORP.
CORPORATE GOVERNANCE COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **ROBERT JOHN L. SOBREPEÑA**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by *encircling* the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. **Membership and Qualifications**

1.1 The Corporate Governance Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5

Comments:

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. **Structure and Operations**

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year – one of which shall be held to initiate the conduct of the annual self-assessment of the performance of the Board as a body, its individual directors, its different board committees and management, including the President of the Company; and the other meeting to be held prior to the finalization of the Company's information statement in connection with any meeting of the stockholders in which the directors of the Company are to be elected.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *(Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.)*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. Duties and Responsibilities

In respect of ensuring good corporate governance throughout the organization

3.1 The Committee oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments.

1	2	3	4	5

Comments:

3.2 The Committee oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance.

1	2	3	4	5

Comments:

3.3 The Committee ensures that the results of the Board evaluation are shared and discussed to address the identified areas for improvement.

1	2	3	4	5

Comments:

3.4 The Committee adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance.

1	2	3	4	5

Comments:

3.5 The Committee proposes and plans relevant seminars for the members of the Board.

1	2	3	4	5

Comments:

3.6 The Committee reviews and approves the Annual Corporate Governance Report and other submissions or filings of the Company, as may be required by applicable laws or regulations.

1	2	3	4	5

Comments:

In respect of the remuneration of corporate officers and directors:

3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

1	2	3	4	5

Comments:

3.8 The Committee provides oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture and strategy, as well as the business environment in which it operates.

1	2	3	4	5

Comments:

3.9 The Committee ensures that the Company's annual reports and information statements provide a clear, concise and understandable disclosure of compensation that was and may be paid, directly or indirectly, to its directors and senior executive officers for the previous fiscal year and the ensuing year.

1	2	3	4	5

Comments:

3.10 The Committee ensures that no director is involved in deciding his or her own remuneration.

1	2	3	4	5

Comments:

In respect of the business interest disclosures and conflict of interest

3.11 The Committee ensures that the Full Business Interest Disclosure is accomplished by directors and key officers, which among others, compels them to declare all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties.

1	2	3	4	5

Comments

3.12 The Committee reviews the Company's policy on conflict of interest.

1	2	3	4	5

Comments

3.13 As it deems necessary, the Committee reviews the existing Company Rules and Regulations for its personnel, to strengthen the provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

1	2	3	4	5

Comments

In respect of career advancement

3.14 The Committee reviews and recommends to the Board all promotions and appointments of the officers of the Company.

1	2	3	4	5

Comments

3.15 As it deems necessary, the Committee reviews the Company policies on promotion and career advancement directives and compliance of personnel concerned.

1	2	3	4	5

Comments

In respect of succession planning

3.16 The Committee ensures the adoption of an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in shareholder value.

1	2	3	4	5

Comments

3.17 The Committee ensures the implementation of a process to appoint competent, professional, honest and highly motivated management officers aligned with the strategic direction of the organization and who can add value to the Company.

1	2	3	4	5

Comments

In respect of Board nomination and election

3.18 The Committee determines the nomination and election process for the Company's directors and has the special duty of ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.

1	2	3	4	5

Comments

____

3.19 The Committee screens and shortlists all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications as provided in the By-laws of the Company, the Manual on Corporate Governance, applicable laws, rules and regulations.

1	2	3	4	5

Comments

____

3.20 The Committee identifies and recommends qualified individuals for nomination and election as additional directors or to fill Board vacancies as and when they arise. The election of such additional or replacement directors shall be done in accordance with applicable laws and regulations.

1	2	3	4	5

Comments

____

3.21 The Committee ensures that the Company has the required number of Independent Directors with the qualifications and none of the disqualifications as provided in applicable laws, regulations and listing rules.

1	2	3	4	5

Comments

____

3.22 The Committee makes recommendations to the Board from time to time, as to changes which the Committee believes desirable to the size of the Board, including the establishment of guidelines in the number of directorships which a member of the Board may hold in accordance with the policy on holding multiple board seats under the Manual on Corporate Governance.

1	2	3	4	5

Comments

____

Others

3.23 The Committee performs other duties and activities that the Committee or the Board considers appropriate in the context of the Charter of the Corporate Governance Committee.

1	2	3	4	5

Comments

____

4. **Reporting Process**

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments

____

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

____

____

5. Performance Evaluation

5.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Corporate Governance Committee, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

____

____

5.2 The Charter of the Corporate Governance Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

____

____

ROBERT JOHN L. SOBREPEÑA

Signature over printed name

METRO GLOBAL HOLDINGS CORP.

CORPORATE GOVERNANCE COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **ATTY. FERDINAND T. SANTOS**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by <u>encircling</u> the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Corporate Governance Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5

Comments:

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. Structure and Operations

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year – one of which shall be held to initiate the conduct of the annual self-assessment of the performance of the Board as a body, its individual directors, its different board committees and management, including the President of the Company; and the other meeting to be held prior to the finalization of the Company's information statement in connection with any meeting of the stockholders in which the directors of the Company are to be elected.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. **Duties and Responsibilities**

In respect of ensuring good corporate governance throughout the organization:

3.1 The Committee oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments.

1	2	3	4	5

Comments:

3.2 The Committee oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance.

1	2	3	4	5

Comments:

3.3 The Committee ensures that the results of the Board evaluation are shared and discussed to address the identified areas for improvement.

1	2	3	4	5

Comments:

3.4 The Committee adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance.

1	2	3	4	5

Comments:

3.5 The Committee proposes and plans relevant seminars for the members of the Board.

1	2	3	4	5

Comments:

3.6 The Committee reviews and approves the Annual Corporate Governance Report and other submissions or filings of the Company, as may be required by applicable laws or regulations.

1	2	3	4	5

Comments:

In respect of the remuneration of corporate officers and directors:

3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

1	2	3	4	5

Comments:

3.8 The Committee provides oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture and strategy, as well as the business environment in which it operates.

1	2	3	4	5

Comments:

3.9 The Committee ensures that the Company's annual reports and information statements provide a clear, concise and understandable disclosure of compensation that was and may be paid, directly or indirectly, to its directors and senior executive officers for the previous fiscal year and the ensuing year.

1	2	3	4	5

Comments:

3.10 The Committee ensures that no director is involved in deciding his or her own remuneration.

1	2	3	4	5

Comments:

In respect of the business interest disclosures and conflict of interest

3.11 The Committee ensures that the full Business Interest Disclosure is accomplished by directors and key officers, which among others, compels them to declare all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties.

1	2	3	4	5

Comments:

3.12 The Committee reviews the Company's policy on conflict of interest.

1	2	3	4	5

Comments:

3.13 As it deems necessary, the Committee reviews the existing Company Rules and Regulations for its personnel, to strengthen the provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

1	2	3	4	5

Comments:

In respect of career advancement

3.14 The Committee reviews and recommends to the Board all promotions and appointments of the officers of the Company.

1	2	3	4	5

Comments:

3.15 As it deems necessary, the Committee reviews the Company policies on promotion and career advancement directives and compliance of personnel concerned.

1	2	3	4	5

Comments:

In respect of succession planning

3.16 The Committee ensures the adoption of an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in shareholder value.

1	2	3	4	5

Comments:

3.17 The Committee ensures the implementation of a process to appoint competent, professional, honest and highly motivated management officers aligned with the strategic direction of the organization and who can add value to the Company.

1	2	3	4	5

Comments:

In respect of Board nomination and election

3.18 The Committee determines the nomination and election process for the Company's directors and has the special duty of ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.

1	2	3	4	5

Comments:

3.19 The Committee screens and shortlists all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications as provided in the By-laws of the Company, the Manual on Corporate Governance, applicable laws, rules and regulations.

1	2	3	4	5

Comments:

3.20 The Committee identifies and recommends qualified individuals for nomination and election as additional directors or to fill Board vacancies as and when they arise. The election of such additional or replacement directors shall be done in accordance with applicable laws and regulations.

1	2	3	4	5

Comments:

3.21 The Committee ensures that the Company has the required number of Independent Directors with the qualifications and none of the disqualifications as provided in applicable laws, regulations and listing rules.

1	2	3	4	5

Comments:

3.22 The Committee makes recommendations to the Board from time to time, as to changes which the Committee believes desirable to the size of the Board, including the establishment of guidelines in the number of directorships which a member of the Board may hold in accordance with the policy on holding multiple board seats under the Manual on Corporate Governance.

1	2	3	4	5

Comments:

Others

3.23 The Committee performs other duties and activities that the Committee or the Board considers appropriate in the context of the Charter of the Corporate Governance Committee.

1	2	3	4	5

Comments:

4. Reporting Process

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

____

5. Performance Evaluation

5.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Corporate Governance Committee, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

5.2 The Charter of the Corporate Governance Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

ATTY. FERDINAND T. SANTOS
Signature over printed name

METRO GLOBAL HOLDINGS CORP

METRO GLOBAL HOLDINGS CORP.

CORPORATE GOVERNANCE COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **ATTY. ALICE ODCHIGUE-BONDOC**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by __encircling__ the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. **Membership and Qualifications**

1.1 The Corporate Governance Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5

Comments:

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. **Structure and Operations**

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year - one of which shall be held to initiate the conduct of the annual self-assessment of the performance of the Board as a body, its individual directors, its different board committees and management, including the President of the Company; and the other meeting to be held prior to the finalization of the Company's Information Statement in connection with any meeting of the stockholders in which the directors of the Company are to be elected.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

____

____

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

____

____

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

____

____

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers necessary in the performance of its functions.

1	2	3	4	5

Comments:

____

____

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

____

____

3. Duties and Responsibilities

In respect of ensuring good corporate governance throughout the organization:

3.1 The Committee oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments.

1	2	3	4	5

Comments:

____

____

3.2 The Committee oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance.

1	2	3	4	5

Comments:

____

____

3.3 The Committee ensures that the results of the Board evaluation are shared and discussed to address the identified areas for improvement.

1	2	3	4	5

Comments: ______________________

3.4 The Committee adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance.

1	2	3	4	5

Comments: ______________________

3.5 The Committee proposes and plans relevant seminars for the members of the Board.

1	2	3	4	5

Comments: ______________________

3.6 The Committee reviews and approves the Annual Corporate Governance Report and other submissions or filings of the Company, as may be required by applicable laws or regulations.

1	2	3	4	5

Comments: ______________________

In respect of the remuneration of corporate officers and directors:

3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

1	2	3	4	5

Comments: ______________________

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1	2	3	4	5

Comments: ______________________

3.9 The Committee ensures that the Company's annual reports and information statements provide a clear, concise and understandable disclosure of compensation that was and may be paid, directly or indirectly, to its directors and senior executive officers for the previous fiscal year and the ensuing year.

1	2	3	4	5

Comments: ______________________

3.10 The Committee ensures that no director is involved in deciding his or her own remuneration.

1	2	3	4	5

Comments: ______________________

In respect of the business interest disclosures and conflict of interest:

3.11 The Committee ensures that the Full Business Interest Disclosure is accomplished by directors and key officers, which among others, compels them to declare all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties.

1	2	3	4	5

Comments:

3.12 The Committee reviews the Company's policy on conflict of interest.

1	2	3	4	5

Comments:

3.13 As it deems necessary, the Committee reviews the existing Company Rules and Regulations for its personnel, to strengthen the provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

1	2	3	4	5

Comments:

In respect of career advancement:

3.14 The Committee reviews and recommends to the Board all promotions and appointments of the officers of the Company.

1	2	3	4	5

Comments:

3.15 As it deems necessary, the Committee reviews the Company policies on promotion and career advancement directives and compliance of personnel concerned.

1	2	3	4	5

Comments:

In respect of succession planning:

3.16 The Committee ensures the adoption of an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in shareholder value.

1	2	3	4	5

Comments:

3.17 The Committee ensures the implementation of a process to appoint competent, professional, honest and highly motivated management officers aligned with the strategic direction of the organization and who can add value to the Company.

1	2	3	4	5

Comments:

In respect of Board nomination and election:

3.18 The Committee determines the nomination and election process for the Company's directors and has the special duty of ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.

1	2	3	4	5

Comments:

3.19 The Committee screens and shortlists all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications as provided in the By-laws of the Company, the Manual on Corporate Governance, applicable laws, rules and regulations.

1	2	3	4	5

Comments:

3.20 The Committee identifies and recommends qualified individuals for nomination and election as additional directors or to fill Board vacancies as and when they arise. The election of such additional or replacement directors shall be done in accordance with applicable laws and regulations.

1	2	3	4	5

Comments:

3.21 The Committee ensures that the Company has the required number of Independent Directors with the qualifications and none of the disqualifications as provided in applicable laws, regulations and listing rules.

1	2	3	4	5

Comments:

3.22 The Committee makes recommendations to the Board from time to time, as to changes which the Committee believes desirable to the size of the Board, including the establishment of guidelines in the number of directorships which a member of the Board may hold in accordance with the policy on holding multiple board seats under the Manual on Corporate Governance.

1	2	3	4	5

Comments:

Others:

3.23 The Committee performs other duties and activities that the Committee or the Board considers appropriate in the context of the Charter of the Corporate Governance Committee.

1	2	3	4	5

Comments:

4. Reporting Process

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

5. **Performance Evaluation**

5.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Corporate Governance Committee, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

5.2 The Charter of the Corporate Governance Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

ATTY. ALICE ODCHIGUE-BONDOC

Signature over printed name

METRO GLOBAL HOLDINGS CORP.

METRO GLOBAL HOLDINGS CORP.

CORPORATE GOVERNANCE COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **RAFAEL R. PEREZ DE TAGLE, JR.**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by **encircling** the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Corporate Governance Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5

Comments:

1.2 Majority of the Committee members are Independent Directors including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. Structure and Operations

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year – one of which shall be held to initiate the conduct of the annual self-assessment of the performance of the Board as a body, its individual directors, its different board committees and management, including the President of the Company; and the other meeting to be held prior to the finalization of the Company's information statement in connection with any meeting of the stockholders in which the directors of the Company are to be elected.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. Duties and Responsibilities

In respect of ensuring good corporate governance throughout the organization:

3.1 The Committee oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments.

1	2	3	4	5

Comments:

3.2 The Committee oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance.

1	2	3	4	5

Comments:

3.3 The Committee ensures that the results of the Board evaluation are shared and discussed to address the identified areas for improvement.

1	2	3	4	5

Comments:

3.4 The Committee adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance.

1	2	3	4	5

Comments:

3.5 The Committee proposes and plans relevant seminars for the members of the Board.

1	2	3	4	5

Comments:

3.6 The Committee reviews and approves the Annual Corporate Governance Report and other submissions or filings of the Company, as may be required by applicable laws or regulations.

1	2	3	4	5

Comments:

In respect of the remuneration of corporate officers and directors:

3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

1	2	3	4	5

Comments:

3.8 The Committee provides oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture and strategy, as well as the business environment in which it operates.

1	2	3	4	5

Comments:

3.9 The Committee ensures that the Company's annual reports and information statements provide a clear, concise and understandable disclosure of compensation that was and may be paid, directly or indirectly, to its directors and senior executive officers for the previous fiscal year and the ensuing year.

1	2	3	4	5

Comments:

3.10 The Committee ensures that no director is involved in deciding his or her own remuneration.

1	2	3	4	5

Comments:

In respect of the business interest disclosures and conflict of interest:

3.11 The Committee ensures that the Full Business Interest Disclosure is accomplished by directors and key officers, which among others, compels them to declare all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties.

1	2	3	4	5

Comments:

3.12 The Committee reviews the Company's policy on conflict of interest.

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Comments:

3.13 As it deems necessary, the Committee reviews the existing Company Rules and Regulations for its personnel, to strengthen the provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

1	2	3	4	5

Comments:

In respect of career advancement:

3.14 The Committee reviews and recommends to the Board all promotions and appointments of the officers of the Company.

1	2	3	4	5

Comments:

3.15 As it deems necessary, the Committee reviews the Company policies on promotion and career advancement directives and compliance of personnel concerned.

1	2	3	4	5

Comments:

In respect of succession planning:

3.16 The Committee ensures the adoption of an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in shareholder value.

1	2	3	4	5

Comments:

3.17 The Committee ensures the implementation of a process to appoint competent, professional, honest and highly motivated management officers aligned with the strategic direction of the organization and who can add value to the Company.

1	2	3	4	5

Comments:

In respect of Board nomination and election:

3.18 The Committee determines the nomination and election process for the Company's directors and has the special duty of ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.

1	2	3	4	5

Comments:

3.19 The Committee screens and shortlists all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications as provided in the By-laws of the Company, the Manual on Corporate Governance, applicable laws, rules and regulations.

1	2	3	4	5

Comments:

3.20 The Committee identifies and recommends qualified individuals for nomination and election as additional directors or to fill Board vacancies as and when they arise. The election of such additional or replacement directors shall be done in accordance with applicable laws and regulations.

1	2	3	4	5

Comments:

3.21 The Committee ensures that the Company has the required number of Independent Directors with the qualifications and none of the disqualifications as provided in applicable laws, regulations and listing rules.

1	2	3	4	5

Comments:

3.22 The Committee makes recommendations to the Board from time to time, as to changes which the Committee believes desirable to the size of the Board, including the establishment of guidelines on the number of directorships which a member of the Board may hold in accordance with the policy on holding multiple board seats under the Manual on Corporate Governance.

1	2	3	4	5

Comments:

Others:

3.23 The Committee performs other duties and activities that the Committee or the Board considers appropriate in the context of the Charter of the Corporate Governance Committee.

1	2	3	4	5

Comments:

4. Reporting Process

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

5. **Performance Evaluation**

5.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Corporate Governance Committee, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to the Charter for approval by theBoard.

1	2	3	4	5

Comments:

5.2 The Charter of the Corporate Governance Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

RAFAEL R. PEREZ DE TAGLE, JR.

Signature over printed name

II. AUDIT COMMITTEE

METRO GLOBAL HOLDINGS CORP.
AUDIT COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **FRANCISCO C. GONZALEZ**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Audit Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Audit Committee. Kindly accomplish this form by **encircling** the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. ***Quality and integrity of the Company's financial statements and financial reporting process***

1.1 The Committee reviews all interim and annual financial statements against its compliance with pertinent Philippine and internationally accepted accounting standards, internal financial management, as well as tax, legal and other regulatory requirements before submission to the Board.

1	2	3	4	5

Comments:

1.2 The Committee reviews with management and the external auditors the results of the audit, including any difficulties encountered, any material errors and/or fraud identified, unusual or complex transactions and other issues warranting the attention of the Committee, and resolves any disagreements between management and the external auditors regarding financial reporting.

1	2	3	4	5

Comments:

1.3 The Committee reviews with management, internal auditors and the external auditors all matters required to be communicated to the Committee under generally accepted auditing standards.

1	2	3	4	5

Comments:

1.4 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

1.5 An annual report of the Committee's activities is prepared, which may be included in theCompany's annual report.

1	2	3	4	5

Comments:

2. *Effectiveness of the Company's internal control systems*

2.1 The Committee may obtain, review and consider reports, communications and analysis submitted to the Committee by management, and the internal and external auditors of the Company, on financial and internal controls and systems of the Company, and those required by the applicable auditing or accounting standards.

1	2	3	4	5

Comments:

2.2 The Committee may obtain, review and consider reports, communications and analysis relating to significant or critical financial reporting and internal control issues and practices, including weaknesses and deficiencies noted in these systems, processes and practices.

1	2	3	4	5

Comments:

2.3 The Committee may obtain, review and consider reports, communications and analysis relating to the external auditors' responsibility under applicable auditing or accounting standards.

1	2	3	4	5

Comments:

2.4 The Committee may obtain, review and consider reports, communications and analysis relating to significant accounting policies and practices, and changes in such policies and practices.

1	2	3	4	5

Comments:

2.5 The Committee may obtain, review and consider reports, communications and analysis relating to management's judgments and accounting estimates.

1	2	3	4	5

Comments:

2.6 The Committee may obtain, review and consider reports, communications and analysis relating to adjustments arising from audit.

1	2	3	4	5

Comments:

2.7 The Committee may obtain, review and consider reports, communications and analysis relating to any material communications between management and the external auditors, including management letters.

1	2	3	4	5

Comments:

2.8 The Committee may obtain, review and consider reports, communications and analysis relating to any significant disagreements with management.

1	2	3	4	5

Comments:

2.9 The Committee may obtain, review and consider reports, communications and analysis relating to difficulties in the audit or restrictions in the audit scope, and access to information.

1	2	3	4	5

Comments:

2.10 The Committee may obtain, review and consider reports, communications and analysis relating to any material queries raised by the auditors to management in respect of the accounting records, financial accounts or systems of control, and management's response thereto.

1	2	3	4	5

Comments:

2.11 The Committee may consider and make recommendations relating to any communication or report by regulatory agencies relating to the financial statements of the Company, and ensures that management undertakes corrective actions, where necessary, in a timely manner.

1	2	3	4	5

Comments:

2.12 The Committee ensures the development of a transparent financial management system that will ensure the integrity of internal control activities throughout the Company, including a framework for fraud prevention and detection, through a step-by-step procedures and policies handbook that will be used by the entire organization.

1	2	3	4	5

Comments:

2.13 The Committee monitors and evaluates the effectiveness of the Company's internal control system, including information technology security.

1	2	3	4	5

Comments:

2.14 The Committee supervises management in its formulation of accounting policies, rules and procedures on financial reporting including the extent of management's responsibility in the preparation of financial statements of the Company and the delineation of the responsibilities pertaining to the external auditors.

1	2	3	4	5

Comments:

2.15 The Committee understands the scope of the internal and external auditors' review of internal controls over financial reporting, ensuring the independence of one from the other, freedom from interference from outside parties, unrestricted access to such records, personnel and properties of the Company necessary to enable them to perform their respective functions.

1	2	3	4	5

Comments:

3. *Independence and performance of its internal and external auditors*

3.1 The Committee, together with management and the head of Internal Audit, reviews the qualifications of an internal auditor and the charter, activities, and organizational structure of the internal audit function.

1	2	3	4	5

Comments:

3.2 The Committee confirms or has the authority to confirm the appointment or replacement by management of the head of the Internal Audit Group. The head of the Internal Audit Group functionally reports directly to the Committee.

1	2	3	4	5

Comments:

3.3 The Committee reviews and confirms the annual audit and strategic plans prepared by Company's Internal Audit Group in consultation with management, and major changes to the plans, if any.

1	2	3	4	5

Comments:

3.4 The audit plan of the Internal Audit Group includes the audit scope, resources and budget necessary to implement it.

1	2	3	4	5

Comments:

3.5 The scope of the internal audit examination covers the evaluation of adequacy and effectiveness of controls on governance, operations, information systems, protection of assets, and compliance with contracts, laws, rules and regulations.

1	2	3	4	5

Comments:

3.6 The Committee reviews significant findings and recommendations of the Internal Audit Group and management's response thereto including a timetable for implementation to correct weaknesses, and any difficulties encountered by the auditors in the course of their audit (such as restrictions on the scope or access to information).

1	2	3	4	5

Comments:

3.7 The Internal Audit Group is required to submit or present an annual report to the Committee and management of its activities and performance relative to the audit plans, completed audit engagements and strategies approved by the Committee, which shall include significant risk exposures, control issues and such other issues as may be requested by the Committee.

1	2	3	4	5

Comments:

3.8 The Committee supports the internal audit function and provides high-level follow-up of audit recommendations when such action is needed.

1	2	3	4	5

Comments:

3.9 The Committee reviews or has the opportunity to review the effectiveness of the internal audit function, including compliance with the International Standards for the Professional Practice of Internal Auditing.

1	2	3	4	5

Comments:

3.10 The Committee makes or has the opportunity to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, to approve the remuneration and terms of engagement of the external auditors, and to raise any questions on the resignation or dismissal of such auditors.

1	2	3	4	5

Comments:

3.11 The Committee performs its function to assess and monitor the (i) external auditors' professional qualifications, competence, independence and objectivity, and require the external auditors to make the statements necessary under applicable auditing standards as regards its relationship and services to the Company, discussing any relationship or services which may derogate its independence or objectivity; and (ii) the effectiveness of the audit process in accordance with applicable standards.

1	2	3	4	5

Comments:

3.12 The external auditors of the Company give assurance that the conduct of the audit and the manner of the preparation of the financial statements comply with applicable auditing standards and rules of regulatory bodies, including exchanges on which the Company's securities are listed.

1	2	3	4	5

Comments:

3.13 The Committee reviews and approves the nature and scope of the audit plans of the external auditors, including scope, audit resources and expenses, and reporting obligations before the audit commences.

1	2	3	4	5

Comments:

3.14 The Committee reviews the reports or communications of the external auditors, and ensures that management or the Board will provide a timely response to the issues raised in such reports or communications.

1	2	3	4	5

Comments:

3.15 The Committee has the capacity and resources to ensure the development and implementation of policies on the engagement of external auditors to supply non-audit work, including the fees payable therefor, and evaluate any non-audit work undertaken by the external auditors to ensure that the same does not conflict with its audit functions.

1	2	3	4	5

Comments:

3.16 The external auditors of the Company or the signing partner of the auditing firm engaged by the Company is changed every five (5) years or earlier.

1	2	3	4	5

Comments:

4. ***Compliance by the Company with accounting standards, legal and regulatory requirements, including the Company's disclosure policies and procedures***

4.1 The Committee ascertains or has the opportunity to ascertain whether the Company has an effective process for determining risks and exposure from litigation and claims from non-compliance with laws and regulations.

1	2	3	4	5

Comments:

4.2 The Committee reviews the results of management's investigation and follows up on any instance of non-compliance (including disciplinary action).

1	2	3	4	5

Comments:

4.3 The Committee reviews findings resulting from examination by regulatory agencies as well as internal and external audits, if any.

1	2	3	4	5

Comments:

5. ***Evaluation of management's process to assess and manage the Company's risk issues on accounting, internal accounting controls, auditing or financial reporting matters***

5.1 The Committee is apprised and participates in making policies in the detection of fraud and illegal acts affecting the integrity of internal controls and financial reporting systems and processes, and which cause a material misstatement in the financial statements of the Company.

1	2	3	4	5

Comments:

5.2 The Committee has the power and authority to conduct investigations, and consider and make recommendations relating to any communication or report referred to it under the Whistleblowing Policy procedures of the Company, or relating to any findings of major investigations on internal control or financial reporting matters as delegated by the Board or on the Committee's own initiative, and management's response thereto.

1	2	3	4	5

Comments:

5.3 The Committee may obtain, review and consider reports, communications and analysis relating to the detection of fraud and illegal acts affecting the integrity of internal controls and financial reporting systems and processes, and which cause a material misstatement in the financial statements of the Company.

1	2	3	4	5

Comments:

5.4 The Committee ensures that the Company has established risk management policies and procedures, and discusses with management and the internal auditor such policies and procedures adopted, particularly those relating to risk identification, assessment and management of accounting, internal accounting controls, auditing or financial reporting matters.

1	2	3	4	5

Comments:

5.5 The Committee regularly evaluates the adequacy and effectiveness of management's activities in managing credit, market, liquidity, operational, legal and other risks of the Company, including receipt of regular reports from management on risk exposures and risk management activities.

1	2	3	4	5

Comments:

FRANCISCO C. GONZALEZ
Signature over printed name

METRO GLOBAL HOLDINGS CORP.
AUDIT COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **JOSE WILFRIDO M. SUAREZ**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Audit Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Audit Committee. Kindly accomplish this form by <u>encircling</u> the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. ***Quality and integrity of the Company's financial statements and financial reporting process***

1.1 The Committee reviews all interim and annual financial statements against its compliance with pertinent Philippine and internationally accepted accounting standards, internal financial management, as well as tax, legal and other regulatory requirements before submission to the Board.

1	2	3	4	5

Comments:

1.2 The Committee reviews with management and the external auditors the results of the audit, including any difficulties encountered, any material errors and/or fraud identified, unusual or complex transactions and other issues warranting the attention of the Committee, and resolves any disagreements between management and the external auditors regarding financial reporting.

1	2	3	4	5

Comments:

1.3 The Committee reviews with management, internal auditors and the external auditors all matters required to be communicated to the Committee under generally accepted auditing standards.

1	2	3	4	5

Comments:

1.4 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

1.5 An annual report of the Committee's activities is prepared, which may be included in theCompany's annual report.

1	2	3	4	5

Comments:

2. *Effectiveness of the Company's internal control systems*

2.1 The Committee may obtain, review and consider reports, communications and analysis submitted to the Committee by management, and the internal and external auditors of the Company, on financial and internal controls and systems of the Company, and those required by the applicable auditing or accounting standards.

1	2	3	4	5

Comments:

2.2 The Committee may obtain, review and consider reports, communications and analysis relating to significant or critical financial reporting and internal control issues and practices, including weaknesses and deficiencies noted in these systems, processes and practices.

1	2	3	4	5

Comments:

2.3 The Committee may obtain, review and consider reports, communications and analysis relating to the external auditors' responsibility under applicable auditing or accounting standards.

1	2	3	4	5

Comments:

2.4 The Committee may obtain, review and consider reports, communications and analysis relating to significant accounting policies and practices, and changes in such policies and practices.

1	2	3	4	5

Comments:

2.5 The Committee may obtain, review and consider reports, communications and analysis relating to management's judgments and accounting estimates.

1	2	3	4	5

Comments:

2.6 The Committee may obtain, review and consider reports, communications and analysis relating to adjustments arising from audit.

1	2	3	4	5

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1	2	3	4	5

Comments:

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Comments:

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Comments:

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1	2	3	4	5

Comments:

2.11 The Committee may consider and make recommendations relating to any communication or report by regulatory agencies relating to the financial statements of the Company, and ensure that management undertakes corrective actions, where necessary, in a timely manner.

1	2	3	4	5

Comments:

2.12 The Committee ensures the development of a transparent financial management system that will ensure the integrity of internal control activities throughout the Company, including a framework for fraud prevention and detection, through a step-by-step procedures and policies handbook that will be used by the entire organization.

1	2	3	4	5

Comments:

2.13 The Committee monitors and evaluates the effectiveness of the Company's internal control system, including information technology security.

1	2	3	4	5

Comments:

2.14 The Committee supervises management in its formulation of accounting policies, rules and procedures on financial reporting including the extent of management's responsibility in the preparation of financial statements of the Company and the delineation of the responsibilities pertaining to the external auditors.

1	2	3	4	5

Comments:

2.15 The Committee understands the scope of the internal and external auditors' review of internal controls over financial reporting, ensuring the independence of one from the other, freedom from interference from outside parties, unrestricted access to such records, personnel and properties of the Company necessary to enable them to perform their respective functions.

1	2	3	4	5

Comments:

B. Independence and performance of its internal and external auditors

3.1 The Committee, together with management and the head of Internal Audit, reviews the qualifications of an internal auditor and the charter, activities, and organizational structure of the internal audit function.

1	2	3	4	5

Comments:

3.2 The Committee confirms or has the authority to confirm the appointment or replacement by management of the head of the Internal Audit Group. The head of the Internal Audit Group functionally reports directly to the Committee.

1	2	3	4	5

Comments:

3.3 The Committee reviews and confirms the annual audit and strategic plans prepared by Company's Internal Audit Group in consultation with management, and major changes to the plans, if any.

1	2	3	4	5

Comments:

3.4 The audit plan of the Internal Audit Group includes the audit scope, resources and budget necessary to implement it.

1	2	3	4	5

Comments:

3.5 The scope of the internal audit examination covers the evaluation of adequacy and effectiveness of controls on governance, operations, information systems, protection of assets, and compliance with contracts, laws, rules and regulations.

1	2	3	4	5

Comments:

3.6 The Committee reviews significant findings and recommendations of the Internal Audit Group and management's response thereto including a timetable for implementation to correct weaknesses, and any difficulties encountered by the auditors in the course of their audit (such as restrictions on the scope or access to information).

1	2	3	4	5

Comments:

3.7 The Internal Audit Group is required to submit or present an annual report to the Committee and management of its activities and performance relative to the audit plans, completed audit engagements and strategies approved by the Committee, which shall include significant risk exposures, control issues and such other issues as may be requested by the Committee.

1	2	3	4	5

Comments:

3.8 The Committee supports the internal audit function and provides high-level follow-up of audit recommendations when such action is needed.

1	2	3	4	5

Comments:

3.9 The Committee reviews or has the opportunity to review the effectiveness of the internal audit function, including compliance with the International Standards for the Professional Practice of Internal Auditing.

1	2	3	4	5

Comments:

3.10 The Committee makes or has the opportunity to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, to approve the remuneration and terms of engagement of the external auditors, and to raise any questions on the resignation or dismissal of such auditors.

1	2	3	4	5

Comments:

3.11 The Committee performs its function to assess and monitor the (i) external auditors' professional qualifications, competence, independence and objectivity, and require the external auditors to make the statements necessary under applicable auditing standards as regards its relationship and services to the Company, discussing any relationship or services which may derogate its independence or objectivity; and (ii) the effectiveness of the audit process in accordance with applicable standards.

1	2	3	4	5

Comments:

3.12 The external auditors of the Company give assurance that the conduct of the audit and the manner of the preparation of the financial statements comply with applicable auditing standards and rules of regulatory bodies, including exchanges on which the Company's securities are listed.

1	2	3	4	5

Comments:

3.13 The Committee reviews and approves the nature and scope of the audit plans of the external auditors, including scope, audit resources and expenses, and reporting obligations before the audit commences.

1	2	3	4	5

Comments:

3.14 The Committee reviews the reports or communications of the external auditors, and ensures that management or the Board will provide a timely response to the issues raised in such reports or communications.

1	2	3	4	5

Comments:

3.15 The Committee has the capacity and resources to ensure the development and implementation of policies on the engagement of external auditors to supply non-audit work, including the fees payable therefor, and evaluate any non-audit work undertaken by the external auditors to ensure that the same does not conflict with its audit functions.

1	2	3	4	5

Comments:

3.16 The external auditors of the Company or the signing partner of the auditing firm engaged by the Company is changed every five (5) years or earlier.

1	2	3	4	5

Comments:

4. *Compliance by the Company with accounting standards, legal and regulatory requirements, including the Company's disclosure policies and procedures*

4.1 The Committee ascertains or has the opportunity to ascertain whether the Company has an effective process for determining risks and exposure from litigation and claims from non-compliance with laws and regulations.

1	2	3	4	5

Comments:

4.2 The Committee reviews the results of management's investigation and follows up on any instance of non-compliance (including disciplinary action).

1	2	3	4	5

Comments:

4.3 The Committee reviews findings resulting from examination by regulatory agencies as well as internal and external audits, if any.

1	2	3	4	5

Comments:

5. *Evaluation of management's process to assess and manage the Company's risk issues on accounting, internal accounting controls, auditing or financial reporting matters*

5.1 The Committee is apprised and participates in making policies in the detection of fraud and illegal acts affecting the integrity of internal controls and financial reporting systems and processes, and which cause a material misstatement in the financial statements of the Company.

1	2	3	4	5

Comments:

5.2 The Committee has the power and authority to conduct investigations, and consider and make recommendations relating to any communication or report referred to it under the Whistleblowing Policy procedures of the Company, or relating to any findings of major investigations on internal control or financial reporting matters as delegated by the Board or on the Committee's own initiative, and management's response thereto.

1	2	3	4	5

Comments:

5.3 The Committee may obtain, review and consider reports, communications and analysis relating to the detection of fraud and illegal acts affecting the integrity of internal controls and financial reporting systems and processes, and which cause a material misstatement in the financial statements of the Company.

1	2	3	4	5

Comments:

5.4 The Committee ensures that the Company has established risk management policies and procedures, and discusses with management and the internal auditor such policies and procedures adopted, particularly those relating to risk identification, assessment and management of accounting, internal accounting controls, auditing or financial reporting matters.

1	2	3	4	5

Comments:

5.5 The Committee regularly evaluates the adequacy and effectiveness of management's activities in managing credit, market, liquidity, operational, legal and other risks of the Company, including receipt of regular reports from management on risk exposures and risk management activities.

1	2	3	4	5

Comments:

JOSE WILFRIDO M. SUAREZ
Signature over printed name

METRO GLOBAL HOLDINGS CORP.
AUDIT COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **ROBERTO S. ROOD**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Audit Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Audit Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. ***Quality and integrity of the Company's financial statements and financial reporting process***

1.1 The Committee reviews all interim and annual financial statements against its compliance with pertinent Philippine and internationally accepted accounting standards, internal financial management, as well as tax, legal and other regulatory requirements before submission to the Board.

1	2	3	4	5

Comments:

1.2 The Committee reviews with management and the external auditors the results of the audit, including any difficulties encountered, any material errors and/or fraud identified, unusual or complex transactions and other issues warranting the attention of the Committee, and resolves any disagreements between management and the external auditors regarding financial reporting.

1	2	3	4	5

Comments:

1.3 The Committee reviews with management, internal auditors and the external auditors all matters required to be communicated to the Committee under generally accepted auditing standards.

1	2	3	4	5

Comments:

1.4 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

1.5 An annual report of the Committee's activities is prepared, which may be included in theCompany's annual report.

1	2	3	4	5

Comments:

2. *Effectiveness of the Company's internal control systems*

2.1 The Committee may obtain, review and consider reports, communications and analysis submitted to the Committee by management, and the internal and external auditors of the Company, on financial and internal controls and systems of the Company, and those required by the applicable auditing or accounting standards.

1	2	3	4	5

Comments:

2.2 The Committee may obtain, review and consider reports, communications and analysis relating to significant or critical financial reporting and internal control issues and practices, including weaknesses and deficiencies noted in those systems, processes and practices.

1	2	3	4	5

Comments:

2.3 The Committee may obtain, review and consider reports, communications and analysis relating to the external auditors' responsibility under applicable auditing or accounting standards.

1	2	3	4	5

Comments:

2.4 The Committee may obtain, review and consider reports, communications and analysis relating to significant accounting policies and practices, and changes in such policies and practices.

1	2	3	4	5

Comments:

2.5 The Committee may obtain, review and consider reports, communications and analysis relating to management's judgments and accounting estimates.

1	2	3	4	5

Comments:

2.6 The Committee may obtain, review and consider reports, communications and analysis relating to adjustments arising from audit.

1	2	3	4	5

Comments:

2.7 The Committee may obtain, review and consider reports, communications and analysis relating to any material communications between management and the external auditors, including management letters.

1	2	3	4	5

Comments:

2.8 The Committee may obtain, review and consider reports, communications and analysis relating to any significant disagreements with management.

1	2	3	4	5

Comments:

2.9 The Committee may obtain, review and consider reports, communications and analysis relating to difficulties in the audit or restrictions in the audit scope, and access to information.

1	2	3	4	5

Comments:

2.10 The Committee may obtain, review and consider reports, communications and analysis relating to any material queries raised by the auditors to management in respect of the accounting records, financial accounts or systems of control, and management's response thereto.

1	2	3	4	5

Comments:

2.11 The Committee may consider and make recommendations relating to any communication or report by regulatory agencies relating to the financial statements of the Company, and ensure that management undertakes corrective actions, where necessary, in a timely manner.

1	2	3	4	5

Comments:

2.12 The Committee ensures the development of a transparent financial management system that will ensure the integrity of internal control activities throughout the Company, including a framework for fraud prevention and detection, through a step-by-step procedures and policies handbook that will be used by the entire organization.

1	2	3	4	5

Comments:

The committee will [illegible] a step-by-step policy & procedure [illegible] [illegible] prepared and [illegible]

2.13 The Committee monitors and evaluates the effectiveness of the Company's internal control system, including information technology security.

1	2	3	4	5

Comments:

2.14 The Committee supervises management in its formulation of accounting policies, rules and procedures on financial reporting including the extent of management's responsibility in the preparation of financial statements of the Company and the delineation of the responsibilities pertaining to the external auditors.

1	2	3	4	5

Comments:

2.15 The Committee understands the scope of the internal and external auditors' review of internal controls over financial reporting, ensuring the independence of one from the other, freedom from interference from outside parties, unrestricted access to such records, personnel and properties of the Company necessary to enable them to perform their respective functions.

1	2	3	4	5

Comments:

3. *Independence and performance of its internal and external auditors*

3.1 The Committee, together with management and the head of Internal Audit, reviews the qualifications of an internal auditor and the charter, activities, and organizational structure of the internal audit function.

1	2	3	4	5

Comments:

3.2 The Committee confirms or has the authority to confirm the appointment or replacement by management of the head of the Internal Audit Group. The head of the Internal Audit Group functionally reports directly to the Committee.

1	2	3	4	5

Comments:

3.3 The Committee reviews and confirms the annual audit and strategic plans prepared by Company's Internal Audit Group in consultation with management, and major changes to the plans, if any.

1	2	3	4	5

Comments:

3.4 The audit plan of the internal Audit Group includes the audit scope, resources and budget necessary to implement it.

1	2	3	4	5

Comments:

3.5 The scope of the internal audit examination covers the evaluation of adequacy and effectiveness of controls on governance, operations, information systems, protection of assets, and compliance with contracts, laws, rules and regulations.

1	2	3	4	5

Comments:

3.6 The Committee reviews significant findings and recommendations of the Internal Audit Group and management's response thereto including a timetable for implementation to correct weaknesses, and any difficulties encountered by the auditors in the course of their audit (such as restrictions on the scope or access to information).

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Comments:

3.7 The Internal Audit Group is required to submit or present an annual report to the Committee and management of its activities and performance relative to the audit plans, completed audit engagements and strategies approved by the Committee, which shall include significant risk exposures, control issues and such other concerns as may be required by the Committee.

1	2	3	4	5

Comments:

3.8 The Committee supports the internal audit function and provides high-level follow-up of audit recommendations when such action is needed.

1	2	3	4	5

Comments:

3.9 The Committee reviews or has the opportunity to review the effectiveness of the internal audit function, including compliance with the International Standards for the Professional Practice of Internal Auditing.

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Comments:

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Comments:

3.11 The Committee performs its function to assess and monitor the (i) external auditors' professional qualifications, competence, independence and objectivity, and require the external auditors to make the statements necessary under applicable auditing standards as regards its relationship and services to the Company, discussing any relationship or services which may derogate its independence or objectivity; and (ii) the effectiveness of the audit process in accordance with applicable standards.

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Comments:

3.12 The external auditors of the Company give assurance that the conduct of the audit and the manner of the preparation of the financial statements comply with applicable auditing standards and rules of regulatory bodies, including exchanges on which the Company's securities are listed.

1	2	3	4	5

Comments:

3.13 The Committee reviews and approves the nature and scope of the audit plans of the external auditors, including scope, audit resources and expenses, and reporting obligations before the audit commences.

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Comments:

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1	2	3	4	5

Comments:

3.16 The external auditors of the Company or the signing partner of the auditing firm engaged by the Company is changed every five (5) years or earlier.

1	2	3	4	5

Comments:

4. ***Compliance by the Company with accounting standards, legal and regulatory requirements, including the Company's disclosure policies and procedures***

4.1 The Committee ascertains or has the opportunity to ascertain whether the Company has an effective process for determining risks and exposure from litigation and claims from non-compliance with laws and regulations.

1	2	3	4	5

Comments:

4.2 The Committee reviews the results of management's investigation and follows up on any instance of non-compliance (including disciplinary action).

1	2	3	4	5

Comments:

4.3 The Committee reviews findings resulting from examination by regulatory agencies as well as internal and external audits, if any.

1	2	3	4	5

Comments:

5. ***Evaluation of management's process to assess and manage the Company's risk issues on accounting, internal accounting controls, auditing or financial reporting matters***

5.1 The Committee is appraised and participates in making policies in the detection of fraud and illegal acts affecting the integrity of internal controls and financial reporting systems and processes, and which cause a material misstatement in the financial statements of the Company.

1	2	3	4	5

Comments:

____

____

5.2 The Committee has the power and authority to conduct investigations, and consider and make recommendations relating to any communication or report referred to it under the Whistleblowing Policy procedures of the Company, or relating to any findings of major investigations on internal control or financial reporting matters as delegated by the Board or on the Committee's own initiative, and management's response thereto.

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Comments:

____

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Comments:

____

____

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1	2	3	4	5

Comments:

____

____

5.5 The Committee regularly evaluates the adequacy and effectiveness of management's activities in managing credit, market, liquidity, operational, legal and other risks of the Company, including receipt of regular reports from management on risk exposures and risk management activities.

1	2	3	4	5

Comments:

____

____

ROBERTO S. ROCO

Signature over printed name

METRO GLOBAL HOLDINGS CORP.
AUDIT COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **SOLITA A. ALCANTARA**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Audit Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Audit Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

I. ***Quality and integrity of the Company's financial statements and financial reporting process***

1.1 The Committee reviews all interim and annual financial statements against its compliance with pertinent Philippine and internationally accepted accounting standards, internal financial management, as well as tax, legal and other regulatory requirements before submission to the Board.

1	2	3	4	5

Comments:

1.2 The Committee reviews with management and the external auditors the results of the audit, including any difficulties encountered, any material errors and/or fraud identified, unusual or complex transactions and other issues warranting the attention of the Committee, and resolves any disagreements between management and the external auditors regarding financial reporting.

1	2	3	4	5

Comments:

1.3 The Committee reviews with management, internal auditors and the external auditors all matters required to be communicated to the Committee under generally accepted auditing standards.

1	2	3	4	5

Comments:

1.4 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

1.5 An annual report of the Committee's activities is prepared, which may be included in theCompany's annual report.

1	2	3	4	5

Comments:

thru minutes of the meeting.

2. *Effectiveness of the Company's internal control systems*

2.1 The Committee may obtain, review and consider reports, communications and analysis submitted to the Committee by management, and the internal and external auditors of the Company, on financial and internal controls and systems of the Company, and those required by the applicable auditing or accounting standards.

1	2	3	4	5

Comments:

2.2 The Committee may obtain, review and consider reports, communications and analysis relating to significant or critical financial reporting and internal control issues and practices, including weaknesses and deficiencies noted in these systems, processes and practices.

1	2	3	4	5

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Comments:

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Comments:

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Comments:

2.12 The Committee ensures the development of a transparent financial management system that will ensure the integrity of internal control activities throughout the Company, including a framework for fraud prevention and detection, through a step-by-step procedures and policies handbook that will be used by the entire organization.

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Comments:

2.13 The Committee monitors and evaluates the effectiveness of the Company's internal control system, including information technology security.

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Comments:

2.14 The Committee supervises management in its formulation of accounting policies, rules and procedures on financial reporting including the extent of management's responsibility in the preparation of financial statements of the Company and the delineation of the responsibilities pertaining to the external auditors.

1	2	3	4	5

Comments:

2.15 The Committee understands the scope of the internal and external auditors' review of internal controls over financial reporting, ensuring the independence of one from the other, freedom from interference from outside parties, unrestricted access to such records, personnel and properties of the Company necessary to enable them to perform their respective functions.

1	2	3	4	5

Comments:

3. ***Independence and performance of its internal and external auditors***

3.1 The Committee, together with management and the head of Internal Audit, reviews the qualifications of an internal auditor and the charter, activities, and organizational structure of the internal audit function.

1	2	3	4	5

Comments:

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Comments:

3.3 The Committee reviews and confirms the annual audit and strategic plans prepared by Company's Internal Audit Group in consultation with management, and major changes to the plans, if any.

1	2	3	4	5

Comments:

3.4 The audit plan of the Internal Audit Group includes the audit scope, resources and budget necessary to implement it.

1	2	3	4	5

Comments:

3.5 The scope of the internal audit examination covers the evaluation of adequacy and effectiveness of controls on governance, operations, information systems, protection of assets, and compliance with contracts, laws, rules and regulations.

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Comments:

3.6 The Committee reviews significant findings and recommendations of the Internal Audit Group and management's response thereto including a timetable for implementation to correct weaknesses, and any difficulties encountered by the auditors in the course of their audit (such as restrictions on the scope or access to information).

1	2	3	4	5

Comments:

3.7 The Internal Audit Group is required to submit or present an annual report to the Committee and management of its activities and performance relative to the audit plans, completed audit engagements and strategies approved by the Committee, which shall include significant risk exposures, control issues and such other issues as may be requested by the Committee.

1	2	3	4	5

Comments:

3.8 The Committee supports the internal audit function and provides high-level follow-up of audit recommendations when such action is needed.

1	2	3	4	5

Comments:

3.9 The Committee reviews or has the opportunity to review the effectiveness of the internal audit function, including compliance with the International Standards for the Professional Practice of Internal Auditing.

1	2	3	4	5

Comments:

3.10 The Committee makes or has the opportunity to make recommendations to the Board on the appointment, reappointment and removal of the external auditors, to approve the remuneration and terms of engagement of the external auditors, and to raise any questions on the resignation or dismissal of such auditors.

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Comments:

3.11 The Committee performs its function to assess and monitor the (i) external auditors' professional qualifications, competence, independence and objectivity, and require the external auditors to make the statements necessary under applicable auditing standards as regards its relationship and services to the Company, discussing any relationship or services which may derogate its independence or objectivity; and (ii) the effectiveness of the audit process in accordance with applicable standards.

1	2	3	4	5

Comments:

3.12 The external auditors of the Company give assurance that the conduct of the audit and the manner of the preparation of the financial statements comply with applicable auditing standards and rules of regulatory bodies, including exchanges on which the Company's securities are listed.

1	2	3	4	5

Comments:

3.13 The Committee reviews and approves the nature and scope of the audit plans of the external auditors, including scope, audit resources and expenses, and reporting obligations before the audit commences.

1	2	3	4	5

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Comments:

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1	2	3	4	5

Comments:

3.16 The external auditors of the Company or the signing partner of the auditing firm engaged by the Company is changed every five (5) years or earlier.

1	2	3	4	5

Comments:

4. *Compliance by the Company with accounting standards, legal and regulatory requirements, including the Company's disclosure policies and procedures*

4.1 The Committee ascertains or has the opportunity to ascertain whether the Company has an effective process for determining risks and exposure from litigation and claims from non-compliance with laws and regulations.

1	2	3	4	5

Comments:

4.2 The Committee reviews the results of management's investigation and follows up on any instance of non-compliance (including disciplinary action).

1	2	3	4	5

Comments:

H.S.

4.3 The Committee reviews findings resulting from examination by regulatory agencies as well as internal and external audits, if any.

1	2	3	4	5

Comments:

5. *Evaluation of management's process to assess and manage the Company's risk issues on accounting, internal accounting controls, auditing or financial reporting matters*

5.1 The Committee is apprised and participates in making policies in the detection of fraud and illegal acts affecting the integrity of internal controls and financial reporting systems and processes, and which cause a material misstatement in the financial statements of the Company.

1	2	3	4	5

Comments:

5.2 The Committee has the power and authority to conduct investigations, and consider and make recommendations relating to any communication or report referred to it under the Whistleblowing Policy procedures of the Company, or relating to any findings of major investigations on internal control or financial reporting matters as delegated by the Board or on the Committee's own initiative, and management's response thereto.

1	2	3	4	5

Comments:

5.3 The Committee may obtain, review and consider reports, communications and analysis relating to the detection of fraud and illegal acts affecting the integrity of internal controls and financial reporting systems and processes, and which cause a material misstatement in the financial statements of the Company.

1	2	3	4	5

Comments:

5.4 The Committee ensures that the Company has established risk management policies and procedures, and discusses with management and the internal auditor such policies and procedures adopted, particularly those relating to risk identification, assessment and management of accounting, internal accounting controls, auditing or financial reporting matters.

1	2	3	4	5

Comments:

5.5 The Committee regularly evaluates the adequacy and effectiveness of management's activities in managing credit, market, liquidity, operational, legal and other risks of the Company, including receipt of regular reports from management on risk exposures and risk management activities.

1	2	3	4	5

Comments:

SOLITA A. ALCANTARA
Signature over printed name

III. RELATED PARTY TRANSACTIONS COMMITTEE

METRO GLOBAL HOLDINGS CORP.

METRO GLOBAL HOLDINGS CORP.
RELATED PARTY TRANSACTIONS COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: FRANCISCO C. GONZALEZ

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Related Party Transactions Committee in accordance with the Company's Manual on Corporate Governance, Charter of the Related Party Transactions Committee, and Policy on Related Party Transactions. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. **Membership and Qualifications**

1.1 The Related Party Transactions Committee has a minimum of three (3) voting members of the Board, all of whom are non-executive directors.

1	2	3	4	5

Comments:

1.2 At least two (2) of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. **Structure and Operations**

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considered necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. Duties and Responsibilities

3.1 The Committee ensures the evaluation on an ongoing basis of existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, related party transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related, and vice versa) are captured.

1	2	3	4	5

Comments:

3.2 Related parties, related party transactions and changes in relationships are reflected in the relevant reports to the Board and regulators or supervisors.

1	2	3	4	5

Comments:

3.3 The Committee evaluates all material related party transactions to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirements) to such related parties than similar transactions with non-related parties, and that no corporate business resources of the Company are misappropriated or misapplied.

1	2	3	4	5

Comments:

3.4 The Committee evaluates all material related party transactions to determine any potential reputational risk issues that may arise as a result of or in connection with such transactions.

1	2	3	4	5

Comments:

3.5 The Committee ensures that appropriate reports or disclosure is made, and/or information is provided to the Board and regulating and supervising authorities relating to the Company's related party transactions exposures and policies on conflicts of interest or potential conflicts of interest.

1	2	3	4	5

Comments:

3.6 The Committee ensures that transactions with related parties, including write-off of exposures, are subject to a periodic independent review or audit process.

1	2	3	4	5

Comments:

3.7 The Committee oversees the implementation of the system for identifying, monitoring, measuring, controlling and reporting related party transactions, including a periodic review of related party transaction policies and procedures.

1	2	3	4	5

Comments:

3.8 The Committee has the authority to recommend to the Board for appropriate action, the invalidation of a transaction, including measures that would cut losses and allow recovery of losses or opportunity costs incurred by the Company arising out of or in connection with an abusive material related party transaction, and other penalties that may be imposed on directors, officers and employees who have been remiss in their duties in handling material related party transactions in accordance with the Policy on Related Party Transactions, other Company policies and applicable laws, rules and regulations.

1	2	3	4	5

Comments:

3.9 The Committee acts within such powers, duties and authority granted upon it by the Board.

1	2	3	4	5

Comments:

4. Compliance with Guidelines to Ensure Arm's Length Terms

4.1 In evaluating material related party transactions, the Committee considers the terms of the transaction, including the proposed aggregate value of the transaction, i.e., whether the terms of the transaction are no less favorable than those generally available to non-related parties under the same or similar circumstances.

1	2	3	4	5

Comments:

4.2 In evaluating material related party transactions, the Committee considers the related party's relationship to the Company and the extent of the related party's interest in the transaction, i.e. whether the transaction would present an improper conflict of interest or special risk or contingency for the Company or any of its subsidiaries or affiliates, or the counterpart related party, taking into account the size of the transaction and the overall financial position of the counterpart related party.

1	2	3	4	5

Comments:

4.3 In evaluating material related party transactions, the Committee considers the purpose and timing of the transaction.

1	2	3	4	5

Comments:

4.4 In evaluating material related party transactions, the Committee considers any material information or other factors the Committee deems relevant, including but not limited to the following: (a) the benefits to the Company of the proposed related party transaction; and (b) the availability of other sources of comparable products or services.

1	2	3	4	5

Comments:

4.5 The Committee reviews all material related party transactions in accordance with the principles of transparency, integrity and fairness, to ensure that they are at arm's length, their terms are fair, and they will inure to the best interest of the Company and its subsidiaries or affiliates and their shareholders, including minority shareholders.

1	2	3	4	5

Comments:

4.6 Material related party transactions which pass the review of the Committee are endorsed by the Committee to the Board for final approval.

1	2	3	4	5

Comments:

5. Reporting Process

5.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

5.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

6. Performance Evaluation

6.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Related Party Transactions Committee, which shall be the basis of its formulation of objectives and plans to improve its performance.

including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

6.2 The Charter of the Related Party Transactions Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

FRANCISCO C. GONZALEZ
Signature over printed name

METRO GLOBAL HOLDINGS CORP

METRO GLOBAL HOLDINGS CORP.
RELATED PARTY TRANSACTIONS COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **JOSE WILFRIDO M. SUAREZ**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Related Party Transactions Committee in accordance with the Company's Manual on Corporate Governance, Charter of the Related Party Transactions Committee, and Policy on Related Party Transactions. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Related Party Transactions Committee has a minimum of three (3) voting members of the Board, all of whom are non-executive directors.

1	2	3	4	5

Comments:

1.2 At least two (2) of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. Structure and Operations

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments: ____________________________

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments: ____________________________

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments: ____________________________

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions.

1	2	3	4	5

Comments: ____________________________

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments: ____________________________

3. Duties and Responsibilities

3.1 The Committee ensures the evaluation on an ongoing basis of existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, related party transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related, and vice versa) are captured.

1	2	3	4	5

Comments: ____________________________

3.2 Related parties, related party transactions and changes in relationships are reflected in the relevant reports to the Board and regulators or supervisors.

1	2	3	4	5

Comments: ____________________________

3.3 The Committee evaluates all material related party transactions to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirements) to such related parties than similar transactions with non-related parties, and that no corporate business resources of the Company are misappropriated or misapplied.

1	2	3	4	5

Comments:

3.4 The Committee evaluates all material related party transactions to determine any potential reputational risk issues that may arise as a result of or in connection with such transactions.

1	2	3	4	5

Comments:

3.5 The Committee ensures that appropriate reports or disclosure is made, and/or information is provided to the Board and regulating and supervising authorities relating to the Company's related party transactions exposures and policies on conflicts of interest or potential conflicts of interest.

1	2	3	4	5

Comments:

3.6 The Committee ensures that transactions with related parties, including write-off of exposures, are subject to a periodic independent review or audit process.

1	2	3	4	5

Comments:

3.7 The Committee oversees the implementation of the system for identifying, monitoring, measuring, controlling and reporting related party transactions, including a periodic review of related party transaction policies and procedures.

1	2	3	4	5

Comments:

3.8 The Committee has the authority to recommend to the Board for appropriate action, the invalidation of a transaction, including measures that would cut losses and allow recovery of losses or opportunity costs incurred by the Company arising out of or in connection with an abusive material related party transaction, and other penalties that may be imposed on directors, officers and employees who have been remiss in their duties in handling material related party transactions in accordance with the Policy on Related Party Transactions, other Company policies and applicable laws, rules and regulations.

1	2	3	4	5

Comments:

3.9 The Committee acts within such powers, duties and authority granted upon it by the Board.

1	2	3	4	5

Comments:

4. Compliance with Guidelines to Ensure Arm's Length Terms

4.1 In evaluating material related party transactions, the Committee considers the terms of the transaction, including the proposed aggregate value of the transaction, i.e., whether the terms of the transaction are no less favorable than those generally available to non-related parties under the same or similar circumstances.

1	2	3	4	5

Comments:

4.2 In evaluating material related party transactions, the Committee considers the related party's relationship to the Company and the extent of the related party's interest in the transaction, i.e. whether the transaction would present an improper conflict of interest or special risk or contingency for the Company or any of its subsidiaries or affiliates, or the counterpart related party, taking into account the size of the transaction and the overall financial position of the counterpart related party.

1	2	3	4	5

Comments:

4.3 In evaluating material related party transactions, the Committee considers the purpose and timing of the transaction.

1	2	3	4	5

Comments:

4.4 In evaluating material related party transactions, the Committee considers any material information or other factors the Committee deems relevant, including but not limited to the following: (a) the benefits to the Company of the proposed related party transaction; and (b) the availability of other sources of comparable products or services.

1	2	3	4	5

Comments:

4.5 The Committee reviews all material related party transactions in accordance with the principles of transparency, integrity and fairness, to ensure that they are at arm's length, their terms are fair, and they will inure to the best interest of the Company and its subsidiaries or affiliates and their shareholders, including minority shareholders.

1	2	3	4	5

Comments:

4.6 Material related party transactions which pass the review of the Committee are endorsed by the Committee to the Board for final approval.

1	2	3	4	5

Comments:

5. **Reporting Process**

5.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

5.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

6. **Performance Evaluation**

6.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Related Party Transactions Committee, which shall be the basis of its formulation of objectives and plans to improve its performance.

including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

6.2 The Charter of the Related Party Transactions Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

JOSE WILFRIDO M. SUAREZ

Signature over printed name

METRO GLOBAL HOLDINGS CORP.

METRO GLOBAL HOLDINGS CORP.
RELATED PARTY TRANSACTIONS COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **ROBERTO S. ROCO**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Related Party Transactions Committee in accordance with the Company's Manual on Corporate Governance, Charter of the Related Party Transactions Committee, and Policy on Related Party Transactions. Kindly accomplish this form by **encircling** the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. **Membership and Qualifications**

1.1 The Related Party Transactions Committee has a minimum of three (3) voting members of the Board, all of whom are non-executive directors.

1	2	3	4	5

Comments: The committee has four members 3 of whom are independent directors and one Executive Officer of the Company.

1.2 At least two (2) of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. **Structure and Operations**

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. Duties and Responsibilities

3.1 The Committee ensures the evaluation on an ongoing basis of existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, related party transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related, and vice versa) are captured.

1	2	3	4	5

Comments:

3.2 Related parties, related party transactions and changes in relationships are reflected in the relevant reports to the Board and regulators or supervisors.

1	2	3	4	5

Comments:

3.3 The Committee evaluates all material related party transactions to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirements) to such related parties than similar transactions with non-related parties, and that no corporate business resources of the Company are misappropriated or misapplied.

1	2	3	4	5

Comments:

3.4 The Committee evaluates all material related party transactions to determine any potential reputational risk issues that may arise as a result of or in connection with such transactions.

1	2	3	4	5

Comments:

3.5 The Committee ensures that appropriate reports or disclosure is made, and/or information is provided to the Board and regulating and supervising authorities relating to the Company's related party transactions exposures and policies on conflicts of interest or potential conflicts of interest.

1	2	3	4	5

Comments:

3.6 The Committee ensures that transactions with related parties, including write-off of exposures, are subject to a periodic independent review or audit process.

1	2	3	4	5

Comments:

3.7 The Committee oversees the implementation of the system for identifying, monitoring, measuring, controlling and reporting related party transactions, including a periodic review of related party transaction policies and procedures.

1	2	3	4	5

Comments:

3.8 The Committee has the authority to recommend to the Board for appropriate action, the invalidation of a transaction, including measures that would cut losses and allow recovery of losses or opportunity costs incurred by the Company arising out of or in connection with an abusive material related party transaction, and other penalties that may be imposed on directors, officers and employees who have been remiss in their duties in handling material related party transactions in accordance with the Policy on Related Party Transactions, other Company policies and applicable laws, rules and regulations.

1	2	3	4	5

Comments:

3.9 The Committee acts within such powers, duties and authority granted upon it by the Board.

1	2	3	4	5

Comments:

4 Compliance with Guidelines to Ensure Arm's Length Terms

4.1 In evaluating material related party transactions, the Committee considers the terms of the transaction, including the proposed aggregate value of the transaction, i.e., whether the terms of the transaction are no less favorable than those generally available to non-related parties under the same or similar circumstances.

1	2	3	4	5

Comments:

4.2 In evaluating material related party transactions, the Committee considers the related party's relationship to the Company and the extent of the related party's interest in the transaction, i.e. whether the transaction would present an improper conflict of interest or special risk or contingency for the Company or any of its subsidiaries or affiliates, or the counterpart related party, taking into account the size of the transaction and the overall financial position of the counterpart related party.

1	2	3	4	5

Comments:

4.3 In evaluating material related party transactions, the Committee considers the purpose and timing of the transaction.

1	2	3	4	5

Comments:

4.4 In evaluating material related party transactions, the Committee considers any material information or other factors the Committee deems relevant, including but not limited to the following: (a) the benefits to the Company of the proposed related party transaction, and (b) the availability of other sources of comparable products or services.

1	2	3	4	5

Comments:

4.5 The Committee reviews all material related party transactions in accordance with the principles of transparency, integrity and fairness, to ensure that they are at arm's length, their terms are fair, and they will inure to the best interest of the Company and its subsidiaries or affiliates and their shareholders, including minority shareholders.

1	2	3	4	5

Comments:

4.6 Material related party transactions which pass the review of the Committee are endorsed by the Committee to the Board for final approval.

1	2	3	4	5

Comments:

5. **Reporting Process**

5.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

5.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:
As prepared in the Company's annual report, the annual report of the Committee's activities may be included in the Company's annual report

6. **Performance Evaluation**

6.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Related Party Transactions Committee, which shall be the basis of its formulation of objectives and plans to improve its performance,

including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

6.2 The Charter of the Related Party Transactions Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

ROBERTO S. ROCO

Signature over printed name

METRO GLOBAL HOLDINGS CORP.
RELATED PARTY TRANSACTIONS COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **RAMON G. JIMENEZ**

DATE: **25 April 2025**

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Related Party Transactions Committee in accordance with the Company's Manual on Corporate Governance, Charter of the Related Party Transactions Committee, and Policy on Related Party Transactions. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Related Party Transactions Committee has a minimum of three (3) voting members of the Board, all of whom are non-executive directors.

1	2	3	4	5

Comments:
Only three of the four members of the Committee - the two independent directors and the non-executive director vote on matters relating to related party transactions. The fourth member who is an executive officer of the corporation typically presents the related party transactions during the meetings.

1.2 At least two (2) of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. Structure and Operations

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year.

1	2	3	4	5

Comments:
Most of the time, the meetings of the Committee coincide with those of the Audit Committee, both of which are held quarterly as they share the same members.

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

The Committee usually schedules a separate meeting with the parties concerned if it needs further clarification on certain related party transactions.

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. Duties and Responsibilities

3.1 The Committee ensures the evaluation on an ongoing basis of existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, related party transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related, and vice versa) are captured.

1	2	3	4	5

Comments:

3.2 Related parties, related party transactions and changes in relationships are reflected in the relevant reports to the Board and regulators or supervisors.

1	2	3	4	5

Comments:

The Committee usually entrusts its executive officer member with the responsibility of ensuring that material related party transactions are conducted transparently and the proper disclosures are made with the Philippine Stock Exchange (PSE) and the Securities and Exchange Commission (SEC), as required.

3.3 The Committee evaluates all material related party transactions to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirements) to such related parties than similar transactions with non-related parties, and that no corporate business resources of the Company are misappropriated or misapplied.

1	2	3	4	5

Comments:

3.4 The Committee evaluates all material related party transactions to determine any potential reputational risk issues that may arise as a result of or in connection with such transactions.

1	2	3	4	5

Comments:

3.5 The Committee ensures that appropriate reports or disclosure is made, and/or information is provided to the Board and regulating and supervising authorities relating to the Company's related party transactions exposures and policies on conflicts of interest or potential conflicts of interest.

1	2	3	4	5

Comments:

3.6 The Committee ensures that transactions with related parties, including write-off of exposures, are subject to a periodic independent review or audit process.

1	2	3	4	5

Comments:

3.7 The Committee oversees the implementation of the system for identifying, monitoring, measuring, controlling and reporting related party transactions, including a periodic review of related party transaction policies and procedures.

1	2	3	4	5

Comments:

3.8 The Committee has the authority to recommend to the Board for appropriate action, the invalidation of a transaction, including measures that would cut losses and allow recovery of losses or opportunity costs incurred by the Company arising out of or in connection with an abusive material related party transaction, and other penalties that may be imposed on directors, officers and employees who have been remiss in their duties in handling material related party transactions in accordance with the Policy on Related Party Transactions, other Company policies and applicable laws, rules and regulations.

1	2	3	4	5

Comments:

3.9 The Committee acts within such powers, duties and authority granted upon it by the Board.

1	2	3	4	5

Comments:

4. Compliance with Guidelines to Ensure Arm's Length Terms

4.1 In evaluating material related party transactions, the Committee considers the terms of the transaction, including the proposed aggregate value of the transaction, i.e., whether the terms of the transaction are no less favorable than those generally available to non-related parties under the same or similar circumstances.

1	2	3	4	5

Comments:

4.2 In evaluating material related party transactions, the Committee considers the related party's relationship to the Company and the extent of the related party's interest in the transaction, i.e. whether the transaction would present an improper conflict of interest or special risk or contingency for the Company or any of its subsidiaries or affiliates, or the counterpart related party, taking into account the size of the transaction and the overall financial position of the counterpart related party.

1	2	3	4	5

Comments:

4.3 In evaluating material related party transactions, the Committee considers the purpose and timing of the transaction.

1	2	3	4	5

Comments:

4.4 In evaluating material related party transactions, the Committee considers any material information or other factors the Committee deems relevant, including but not limited to the following: (a) the benefits to the Company of the proposed related party transaction; and (b) the availability of other sources of comparable products or services.

1	2	3	4	5

Comments:

4.5 The Committee reviews all material related party transactions in accordance with the principles of transparency, integrity and fairness, to ensure that they are at arm's length, their terms are fair, and they will inure to the best interest of the Company and its subsidiaries or affiliates and their shareholders, including minority shareholders.

1	2	3	4	5

Comments:

4.6 Material related party transactions which pass the review of the Committee are endorsed by the Committee to the Board for final approval.

1	2	3	4	5

Comments:

5. Reporting Process

5.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

5.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:
Moving forward, aside from the usual minutes of meetings, the Committee will prepare a detailed list of all its [illegible] and submit it to management.

6. Performance Evaluation

6.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Related Party Transactions Committee, which shall be the basis of its formulation of objectives and plans to improve its performance,

including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

6.2 The Charter of the Related Party Transactions Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

RAMON G. JIMENEZ

Signature over printed name

IV. BOARD RISK OVERSIGHT COMMITTEE

METRO GLOBAL HOLDINGS CORP.
BOARD RISK OVERSIGHT COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **JOSE WILFRIDO M. SUAREZ**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Board Risk Oversight Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Board Risk Oversight Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Board Risk Oversight Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5

Comments:

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson of the Committee is not the Chairperson of the Board or of any other committee.

1	2	3	4	5

Comments:

1.4 At least one (1) member of the Committee has relevant thorough knowledge and experience on risk and risk management.

1	2	3	4	5

Comments:

1.5 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. Structure and Operations

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. **Duties and Responsibilities**

3.1 The Committee ensures the development of a formal enterprise risk management plan which contains the following elements: (a) common language or register of risks; (b) well-defined risk management goals, objectives and oversight; (c) uniform processes of assessing risks and developing strategies to manage prioritized risks; (d) design and implementation of risk management strategies; and (e) continuing assessments to improve risk strategies, processes and measures.

1	2	3	4	5

Comments:

3.2 The Committee oversees the implementation of the enterprise risk management plan. As it deems necessary, the Committee conducts regular discussions on the Company's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks.

1	2	3	4	5

Comments:

3.3 The Committee evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The Committee revisits defined risk management strategies, looks for emerging or changing material exposures, and keeps abreast of significant developments that seriously impact the likelihood of harm or loss.

1	2	3	4	5

Comments:

3.4 The Committee advises the Board on its risk appetite levels and risk tolerance limits.

1	2	3	4	5

Comments:

3.5 The Committee reviews periodically as it deems necessary the Company's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Company.

1	2	3	4	5

Comments:

3.6 The Committee assesses the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are most likely to occur and to impact the performance and stability of the Company and its stakeholders.

1	2	3	4	5

Comments:

3.7 The Committee provides oversight over management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Company.

1	2	3	4	5

Comments:

3.8 The Committee reports to the Board on a regular basis, or as deemed necessary, the Company's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.

1	2	3	4	5

Comments:

3.9 The Committee acts within such powers, duties and authority granted upon it by the Board.

1	2	3	4	5

Comments:

4. Reporting Process

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

5. Performance Evaluation

5.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Board Risk Oversight Committee, which shall be the basis of its formulation of objectives and plans to improve its performance including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

5.2 The Charter of the Board Risk Oversight Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

JOSE WILFRIDO M. SUAREZ

Signature over printed name

METRO GLOBAL HOLDINGS CORP

METRO GLOBAL HOLDINGS CORP.
BOARD RISK OVERSIGHT COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **FRANCISCO C. GONZALEZ**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Board Risk Oversight Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Board Risk Oversight Committee. Kindly accomplish this form by **encircling** the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. **Membership and Qualifications**

1.1 The Board Risk Oversight Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5

Comments:

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson of the Committee is not the Chairperson of the Board or of any other committee.

1	2	3	4	5

Comments:

1.4 At least one (1) member of the Committee has relevant thorough knowledge and experience on risk and risk managements.

1	2	3	4	5

Comments:

1.5 The Chairperson and the director members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. **Structure and Operations**

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. **Duties and Responsibilities**

3.1 The Committee ensures the development of a formal enterprise risk management plan which contains the following elements: (a) common language or register of risks; (b) well-defined risk management goals, objectives and oversight; (c) uniform processes of assessing risks and developing strategies to manage prioritized risks; (d) design and implementation of risk management strategies; and (e) continuing assessments to improve risk strategies, processes and measures.

1	2	3	4	5

Comments:

3.2 The Committee oversees the implementation of the enterprise risk management plan. As it deems necessary, the Committee conducts regular discussions on the Company's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks.

1	2	3	4	5

Comments:

3.3 The Committee evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The Committee revisits defined risk management strategies, looks for emerging or changing material exposures, and keeps abreast of significant developments that seriously impact the likelihood of harm or loss.

1	2	3	4	5

Comments:

3.4 The Committee advises the Board on its risk appetite levels and risk tolerance limits.

1	2	3	4	5

Comments:

3.5 The Committee reviews periodically as it deems necessary the Company's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Company.

1	2	3	4	5

Comments:

3.6 The Committee assesses the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are most likely to occur and to impact the performance and stability of the Company and its stakeholders.

1	2	3	4	5

Comments:

3.7 The Committee provides oversight over management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Company.

1	2	3	4	5

Comments:

3.8 The Committee reports to the Board on a regular basis, or as deemed necessary, the Company's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.

1	2	3	4	5

Comments:

3.9 The Committee acts within such powers, duties and authority granted upon it by the Board.

1	2	3	4	5

Comments:

4. **Reporting Process**

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

5. **Performance Evaluation**

5.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Board Risk Oversight Committee, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

5.2 The Charter of the Board Risk Oversight Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

FRANCISCO C. GONZALEZ

Signature over printed name

METRO GLOBAL HOLDINGS CORP.

METRO GLOBAL HOLDINGS CORP.
BOARD RISK OVERSIGHT COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **ATTY. FERDINAND T. SANTOS**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Board Risk Oversight Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Board Risk Oversight Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. **Membership and Qualifications**

1.1 The Board Risk Oversight Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5

Comments:

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson of the Committee is not the Chairperson of the Board or of any other committee.

1	2	3	4	5

Comments:

1.4 At least one (1) member of the Committee has relevant thorough knowledge and experience on risk and risk managements.

1	2	3	4	5

Comments:

1.5 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. **Structure and Operations**

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitutes a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

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Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. Duties and Responsibilities

3.1 The Committee ensures the development of a formal enterprise risk management plan which contains the following elements: (a) common language or register of risks; (b) well-defined risk management goals, objectives and oversight; (c) uniform processes of assessing risks and developing strategies to manage prioritized risks; (d) design and implementation of risk management strategies; and (e) continuing assessments to improve risk strategies, processes and measures.

1	2	3	4	5

Comments:

3.2 The Committee oversees the implementation of the enterprise risk management plan. As it deems necessary, the Committee conducts regular discussions on the Company's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks.

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Comments:

3.3 The Committee evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The Committee revisits defined risk management strategies, looks for emerging or changing material exposures, and keeps abreast of significant developments that seriously impact the likelihood of harm or loss.

1	2	3	4	5

Comments:

3.4 The Committee advises the Board on its risk appetite levels and risk tolerance limits.

1	2	3	4	5

Comments:

3.5 The Committee reviews periodically as it deems necessary the Company's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Company.

1	2	3	4	5

Comments:

3.6 The Committee assesses the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are most likely to occur and to impact the performance and stability of the Company and its stakeholders.

1	2	3	4	5

Comments:

3.7 The Committee provides oversight over management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Company.

1	2	3	4	5

Comments:

3.8 The Committee reports to the Board on a regular basis, or as deemed necessary, the Company's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.

1	2	3	4	5

Comments:

3.9 The Committee acts within such powers, duties and authority granted upon it by the Board.

1	2	3	4	5

Comments:

Comments:

ATTY. FERDINAND T. SANTOS

Signature over printed name

METRO GLOBAL HOLDINGS CORP.

METRO GLOBAL HOLDINGS CORP.
BOARD RISK OVERSIGHT COMMITTEE
SELF-ASSESSMENT WORKSHEET

NAME: **ATTY. ALICE ODCHIGUE-BONDOC**

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Board Risk Oversight Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Board Risk Oversight Committee. Kindly accomplish this form by <u>encircling</u> the item that corresponds to your answer using the following criteria:

5 – Strongly Agree
4 – Agree
3 – Neither agree nor disagree
2 – Disagree
1 – Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. **Membership and Qualifications**

1.1 The Board Risk Oversight Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5

Comments:

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	5

Comments:

1.3 The Chairperson of the Committee is not the Chairperson of the Board or of any other committee.

1	2	3	4	5

Comments:

1.4 At least one (1) member of the Committee has relevant thorough knowledge and experience on risk and risk managements.

1	2	3	4	5

Comments:

1.5 The Chairperson and the director-members of the Committee are appointed by a majority vote of the members of the Board constituting a quorum either during the Organizational Board Meeting of the Company, or if there is a vacancy, during any meeting of the Board constituting a quorum.

1	2	3	4	5

Comments:

2. **Structure and Operations**

2.1 The Committee meets at such times and places as it considers appropriate, but no less than two (2) times a year.

1	2	3	4	5

Comments:

2.2 The Committee acts only on the affirmative vote of at least a majority of the members present at a meeting at which there is a quorum. *[Attendance of at least two (2) Committee members constitute a quorum for the Committee to transact business.]*

1	2	3	4	5

Comments:

2.3 The Chairperson of the Committee presides in all meetings of the Committee. In the absence of the Committee Chairperson, the Committee members present elect one (1) of the members as Chairperson of the meeting.

1	2	3	4	5

Comments:

2.4 A notice of each meeting confirming the date, time, venue and agenda is sent to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice includes the agenda items and materials to be taken up during the meeting.

1	2	3	4	5

Comments:

2.5 As necessary, the Committee may invite members of management and organization staff of the Company and any of its subsidiaries, to attend the Committee meeting and provide pertinent information and data. At the discretion of the Committee, separate meetings with any member of the Company's or its subsidiaries' management may be held, whenever it is deemed appropriate by the Committee for the exercise of its functions.

1	2	3	4	5

Comments:

2.6 The Committee has full access to management, personnel and records of the Company and its subsidiaries for the performance of its duties and responsibilities. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions.

1	2	3	4	5

Comments:

2.7 The Committee is provided with sufficient resources by the Company to discharge its duties.

1	2	3	4	5

Comments:

3. Duties and Responsibilities

3.1 The Committee ensures the development of a formal enterprise risk management plan which contains the following elements: (a) common language or register of risks; (b) well-defined risk management goals, objectives and oversight; (c) uniform processes of assessing risks and developing strategies to manage prioritized risks; (d) design and implementation of risk management strategies; and (e) continuing assessments to improve risk strategies, processes and measures.

1	2	3	4	5

Comments:

3.2 The Committee oversees the implementation of the enterprise risk management plan. As it deems necessary, the Committee conducts regular discussions on the Company's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks.

1	2	3	4	5

Comments:

3.3 The Committee evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The Committee revisits defined risk management strategies, looks for emerging or changing material exposures, and keeps abreast of significant developments that seriously impact the likelihood of harm or loss.

1	2	3	4	5

Comments:

3.4 The Committee advises the Board on its risk appetite levels and risk tolerance limits.

1	2	3	4	5

Comments:

3.5 The Committee reviews periodically as it deems necessary the Company's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Company.

1	2	3	4	5

Comments:

3.6 The Committee assesses the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are most likely to occur and to impact the performance and stability of the Company and its stakeholders.

1	2	3	4	5

Comments:

3.7 The Committee provides oversight over management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Company.

1	2	3	4	5

Comments:

3.8 The Committee reports to the Board on a regular basis, or as deemed necessary, the Company's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.

1	2	3	4	5

Comments:

3.9 The Committee acts within such powers, duties and authority granted upon it by the Board.

1	2	3	4	5

Comments:

4. Reporting Process

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

1	2	3	4	5

Comments:

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

1	2	3	4	5

Comments:

5. Performance Evaluation

5.1 The Committee assesses its effectiveness periodically, with a view to ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of the Charter of the Board Risk Oversight Committee, which shall be the basis of its formulation of objectives and plans to improve its performance, including any recommendations for amendments to the Charter for approval by the Board.

1	2	3	4	5

Comments:

5.2 The Charter of the Board Risk Oversight Committee is reviewed annually and updated as required.

1	2	3	4	5

Comments:

ATTY. ALICE ODCHIGUE-BONDOC

Signature over printed name

Back to recommendation **Annex "12"**

GGAPP

Good Governance Advocates & Practitioners of the Philippines

CERTIFICATION

The Good Governance Advocates and Practitioners of the Philippines, Inc. (GGAPP), hereby certify that an independent Third-Party Board Evaluation for 2021 was conducted for

METRO GLOBAL HOLDINGS CORPORATION (MGHC)

The Third-Party Board Evaluation was conducted through surveys sent to and accomplished by the members of the MGHC Board of Directors.

22 April 2022

Vincent Edward R. Festin	**Reginald H. Tiu**
Chairman	President

www.goodgovernancephilippines.org

Back to recommendation **Annex “13”**

BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

	Process	Criteria
Board of Directors	Periodic self-appraisal	Board discussions and participation
Board Committees	Periodic self-appraisal	Meeting targets/objectives set by the committees
Individual Directors	Periodic self-appraisal	Board discussions and participation
CEO/President	Periodic review of management	Meeting Company objectives and targets

Risks

The Group's principal financial exposures consist of its payables to associates and stockholders. Such financial instruments were used in prior years to raise funds for working capital and to retire interest-bearing US Dollar denominated bank loans. The group, as a matter of policy, discourages the use of any foreign currency denominated obligations to avoid foreign currency risks and exchange losses. On the other hand, the group encourages the creation of US dollar denominated assets to take advantage of potential gains arising from foreign exchange movements. On balance, the group maintains a margin currency position in its asset and liability management function.

The residual financial risks from the Group's financial instruments are cash flow/liquidity risks, credit risks and equity price risks.

Cash flow/liquidity risk arises from the possibility that the group may encounter difficulties in raising funds to meet or settle its obligations and to support the group's operations and activities.

The group coordinates and negotiates closely with each principal stockholder to manage cash flow risks by jointly identifying new sources of cash flow infusions into the group over the next five years.

The group's exposure to credit risk arises primarily from its deposits with banks of good credit rating. The maximum exposure to credit risk is equivalent to the carrying amount of these cash in banks.

The group is exposed to fair value changes of its Available-For-Sale (AFS) investments in listed equity securities. The group's policy is to maintain risk at an acceptable level. The group's shares are not traded at the PSE at the moment. Once the voluntary suspension of the trading of the group's shares is lifted, movement in share price will be monitored regularly to determine the impact on its financial position.

The group continuously conducts an internal review of its financial risks management objectives and policies.

PROCESS FOR APPROVING AND RECOMMENDING THE APPOINTMENT, REAPPOINTMENT, REMOVAL, AND FEES OF THE EXTERNAL AUDITORS

Metro Global Holdings Inc.'s (MGH) procedure for the selection and appointment of the External Auditor may vary from time to time.

Responsibility for Selection and Appointment

The Audit Committee is the custodian of MGH's External Auditor relationship and makes recommendations to the Board in relation to the appointment, termination and oversight of the External Auditor.

It also ensures that key partners within the appointed firm are rotated from time to time in accordance with Board policy.

Selection Criteria

MGH requires its External Auditor to review, test and challenge its accounting policies, accounting processes and internal financial controls.
Accordingly, MGH appoints as External Auditor an internationally recognized and respected accountancy firm which has access to expert international accounting standards, demonstrable audit quality control processes and substantial resources to carry out any assignment.

Selection and Appointment Process

Key aspects of the External Auditor selection and appointment process are:

- The Board is responsible for appointing the External Auditor, subject to shareholder approval.
- The Audit Committee will annually review the External Auditor's performance and independence and periodically benchmarks the cost and scope of the external audit engagement.
- The appointed External Auditor is required to present to the Audit Committee an annual external audit proposal.
- The Audit Committee, in consultation with management, will approve the scope of the audit, the terms of the annual engagement letter and audit fees.
- Management will prepare the annual engagement letter on behalf of the Audit Committee.
- Upon engagement, the External Auditor will have unfettered access to management, staff, records and company facilities, and is permitted reasonable, agreed time to conduct its audit.

Rotation of External Auditor Partners and Staff

The External Auditor is required to rotate any MGH audit and review of the lead audit partner every five years and other audit partners every seven years, and consider whether there should be regular rotation of the audit firm itself

Back to recommendation **Annex "16"**

METRO GLOBAL HOLDINGS CORP.

POLICY ON NON-AUDIT SERVICES

INTRODUCTION:

This document details Metro Global Holdings, Corporation's (MGHC) policy in relation to the provision of non- audit services by the external auditors ("the Auditors") on behalf of the MGHC and outlines the control processes that are in place to ensure compliance with this Policy.

The objectives of this Policy are:

(a) to preserve the independence and objectivity of the Auditors in performing the mandatory audit, and

(b) to avoid any conflict of interest by outlining both the types of work that the Auditors can and cannot undertake and the considerations that should be applied in assessing potential conflicts of interest.

Additionally, the Audit Committee recognizes that the Auditor has significant knowledge of MGHC's business and that this knowledge and experience can be utilised to the MGHC's advantage in the provision of certain additional professional services. However, there is a need to balance these advantages against the need to maintain safeguards in those areas where there could be an external perception that the auditor's independence and judgment may have been impaired through the award of non- audit assignments.

This policy provides guidance on the services that the Auditor may be asked to undertake and those services where the Auditor should not be involved.

POLICY:

1. **Audit - related services**

Audit-related services are defined as those services that are specifically required of MGHC Auditor through regulatory, legislative or contractual requirements. Such services are considered to be wholly compatible with independent external audit services.

Such audit-related services include, but are not limited to:

- Assurance services required of the Auditor by the regulatory authorities in whose jurisdiction the company operates.
- Additional legislative or contractual requirements for mandatory reports to be undertaken by the Auditors.

2. **Permitted Non-Audit Services**

In addition to Audit-related Services, there are certain services that are best provided by the Auditors because of their existing knowledge of the business, or because the information required is a by-product of the audit process. Such services are typically not required to be provided by the Auditor by regulatory, legislative or contractual requirements however they are also considered to be wholly compatible with independent external audit services.

These include:

a. Services that overlap with the audit process or where the use of a party other than the Auditor would result in significant duplication of audit work, including, for example, specific internal control reviews.

b. Services that the Auditors are not required by law to undertake, but where the information largely derives from the audited financial records.

c. Tax compliance, where much of the information derives from the audited financial records.

d. Other independent assurance work.

3. Non-Audit Services that cannot be provided by the Auditors

Certain services are recognized as being wholly incompatible with the provision of independent external audit services.

The Auditor should not be engaged to perform any service, where to do so:

- would create a mutual or conflicting interest between the Auditor and MGHC
- might create a situation where by as part of other audit engagements the Auditor may need to re-evaluate rely on work performed as part of a non-audit service
- would involve the Auditor in decision making that is properly the preserve of management
- would involve the Auditor acting in a management capacity or as employee of MGHC
- would require the Auditor to act as an advocate or negotiate on behalf of MGHC.

Examples of not permitted services are, but not limited to the following:

a. Internal Audit - The Auditors cannot be engaged to provide internal audit services if, for the purposes of the audit of the financial statements, they would need to place significant reliance on the internal audit work or if the audit firm would take a management role as a result of undertaking the internal audit work.

b. IT Services - The Auditors cannot be engaged to design, provide or implement information technology systems where the systems concerned would be important to any significant part of the accounting system or to the production of the financial statements and the Auditors would place significant reliance on them as part of the audit of the financial statements; or for the purposes of the provision of information technology services, the audit firm would undertake part of the role of management

c. Valuation Services - Services that involve highly subjective judgements and are material to the financial statements of MGHC e.g. reports where the auditors provide an opinion on the adequacy of consideration in a transaction, valuation of real estate and financial instruments

d. Litigation Support - If the work would involve the estimation of likely outcome of pending legal matter that could be material to amounts to be included in disclosures in financial statements and there is a significant degree of subjectivity involved.

e. Recruitment Services - The Auditor cannot be used to provide recruitment services or act as negotiators in the recruitment process for directors and key management positions at MGHC. The Auditor cannot be used to provide advice on the quantum of the remuneration package or the measurement criteria on which the quantum is calculated for directors or key management.

f. Corporate Finance & Transaction Based Services -Services that would involve the audit firm taking responsibility for dealing in, underwriting or promoting shares (including broker –dealer services); or Services that would depend on a judgmental accounting treatment, or on a contingent fee basis if material to audit firm, or the outcome involves a future or contemporary audit judgement relating to a material balance in the financial statements.

g. Accounting Services - Maintenance of accounting records or the preparation of financial statements that are then subject to audit.

h. Legal Services - The Auditors cannot act as an advocate before a tribunal or court, if the issue is material to the financial statements; or dependent on a future or contemporary audit judgement.

4. Audit Committee responsibility

The Audit Committee is empowered to pre-approve all auditing and permitted non-audit services performed by the MGHC's Auditors. Likewise, the committee may delegate authority to sub-committees, including the authority to pre-approve all auditing and permitted non-audit services, providing that such decisions are presented to the full committee at its next scheduled meeting.

Back to recommendation **Annex "17"**

CEO and CEA Attestation Report

Attestation of Internal Control and Compliance System
For the year ended, December 31, 2024

Metro Global Holdings Corporation's corporate governance system includes a combination of internal and external mechanisms such as the structure of the board of directors and our committees, the oversight it exercises over management, and the formulation of sound policies and controls.

- The Board of Directors is responsible for providing governance and overseeing the implementation of adequate internal control mechanisms and risk management processes;
- Management has the primary responsibility for designing and implementing an adequate and effective system of internal controls and risk management processes to ensure compliance with rules and regulations, and the law;
- Management is responsible for developing a system to monitor and manage risks;
- Isla Lipana & Co., the Company's external auditor for the year 2023, is responsible for assessing and expressing an opinion on the conformity of the audited financial statements with Philippine Financial Reporting Standards and the overall quality of the financial reporting process;
- Internal Audit develops an annual work plan based on a prioritization of the audit universe using a risk-based methodology, including input of senior management and conducts reviews to assess the adequacy of the Company's internal controls;
- The Chief Audit Executive reports functionally to the Audit Committee to ensure independence and objectivity, allowing Internal Audit to fulfill its responsibilities; and
- Internal Audit activities adhere to The Institute of Internal Auditor's mandatory guidance, including the Definition of Internal Auditing, the Code of Ethics, and the International Standards for the Professional Practice of Internal Auditing (ISPPIA) and are continuously evaluated through self-assessment.

Based on the above assurance provided by the internal auditors as well as the external auditors as a result of their reviews, we attest that Metro Global Holdings Corporation's system of internal controls, risk management, compliance and governance processes are adequate.

ROBERT JOHN L. SOBREPEÑA
Chief Executive Officer

FRANCISCO C. GONZALEZ
Chairman of Audit Committee

SOLITA S. ALCANTARA
Chief Audit Executive

Alternative Dispute Resolution

	Alternative Dispute Resolution System
Corporation & Stockholders	To be formulated
Corporation & Third Parties	Settlement Agreement
Corporation & Regulatory Authorities	Compliance and Payment of Penalties

Back to recommendation **Annex "19"**

THE COMPANY'S REWARD/COMPENSATION POLICY

In order to attract and retain talents at all levels of the organization, it is the policy of the Company's parent company, whose officers and some employees are seconded to the Company, to maintain wage and salary standards and keep the pay or salary ranges consistent with the economic constraint and labor market in which we compete.

- Establish salary ranges that reflect the value of the various jobs, as determined by a system of continuing job evaluations and review.
- Establish and maintain justifiable differentials between job levels;
- Encourage superior performance by adjusting salary of each employee on the basis of the quality of individual performance, as maybe determined by performance evaluation;

Basis for Determination of Salary and Salary Changes

- Inflation rate, consumer price index (local), salary increases granted by comparable industries/employers within the established labor market
- Compensation survey (every 2-3 years) of benchmark positions
- ▪ To determine if any job classifications should be reviewed for equity adjustment in salary/compensation.

Internal Alignment

A minimum and maximum salary is established for each position/job classification based upon external market data and upon the internal alignment of job classifications.

Review of Performance and Salary

- Performance of each employee is reviewed regularly.
- The merit of employee performance shall determine salary increase to be given.
- Employees are eligible to receive salary increase based on the ff:
    - ▪ Compensation adjustment - when EXCOM determines that classifications and/or salary ranges should be adjusted.
    - ▪ Promotion
    - ▪ Reclassification
        - Upward - not automatic unless it is to bring the employee up to the minimum of the new salary range
        - Lateral - salary will remain unchanged
        - Downward - salary will remain unchanged until such time as general salary range adjustments increase the salary for the new classification

COMPANY’S TRAINING AND DEVELOPMENT PROGRAMME

To sustain **Employee Training and Development**, the organization implements a structured strategy encompassing policies, commitments, workforce objectives, and dedicated resources.

• **Policies and Commitments:** The company enforces *continuous learning policies* to ensure employees receive *equal access to training and professional development opportunities*. It promotes *career growth, skills enhancement, and leadership progression* through structured learning pathways.

• **Goals and Targets:** Workforce development goals include:

- Annual training completion rates of 90% across all departments.
- Leadership pipeline programs to ensure talent succession.
- Industry-specific certification sponsorships for employee skill advancement.
- Regulatory compliance training for adherence to labor laws.

• **Responsibilities and Resources:** The Human Resources and Learning & Development (L&D) Teams oversee training implementation, supported by department heads who identify critical workforce competencies. Resources include:

- Digital Learning Platforms for accessible training.
- Onsite and External Training Programs led by industry experts.
- Professional Development Budgets for employee upskilling.

• **Grievance Mechanisms:** Employees can raise concerns about training accessibility or career progression through:

- Training feedback surveys for course improvements.
- HR consultation programs to discuss career development opportunities.
- Employee mentorship networks for professional guidance.

• **Projects, Programs, and Initiatives:**

- Career Growth Acceleration Program – Focused on upskilling and reskilling employees for emerging industry trends.
- Leadership Development Pipeline – Cultivating future leaders through executive coaching and mentorship.
- Technical Skill Certification Sponsorships – Offering financial support for employees pursuing industry recognized certifications
- Compliance Training Modules – Ensuring alignment with labor laws, workplace ethics, and industry regulations.

METRO GLOBAL HOLDINGS CORP.

Effective immediately Metro Global Holdings, Corp. (MGHC) shall prohibit its employees and officers from soliciting and/ or accepting gifts offered by suppliers, contractors, customers, potential employees, potential suppliers and contractors, or any other individual or organization, no matter the value.

By "gifts," MGHC means any item including pens, hats, t-shirts, mugs, calendars, bags key chains, portfolios, and other tchotchkes as well as items of greater value. Exempted are cards, thank you notes, certificates, or other written forms of thanks and recognition.

Employees are required to professionally inform suppliers and contractors, potential suppliers and contractors and other of this no-gift policy. Employees will request that suppliers and contractors respect our company policy and not purchase and deliver any gift for our employees, a department, an office or the company, at any time, for any reason.

If an employee or department receives a gift: if feasible, the gift is returned to the suppliers and contractors; if not feasible to return the gift, the gift must be raffled off to all employees. Gifts of food that may arrive during the holidays, and at other times of the year when gift giving is traditional, belong to the entire staff even if addressed to a single employee. Under no circumstances may an employee take a food gift home; food gifts must be shared with and distributed to all staff.

MGHC
No Gift Policy December 2017

METRO GLOBAL HOLDINGS CORP.

If any employee has questions about and/ or needs clarification of any aspect of this policy, the employees should check with their supervisor. If the supervisor is uncertain, Human Resources is the arbiter of the gift policy to ensure consistent employee treatment across the company. Any exceptions to the gift policy may be made only with the permission of the company president.

All employees must acknowledge that they have received and understand the company gift policy.

MGHC
No Gift Policy December 2017
[illegible]

COMPANY NAME : METRO GLOBAL HOLDINGS CORP.

LIST OF TOP 100 STOCKHOLDERS
As of December 31, 2024

STOCKHOLDER'S NAME	OUTSTANDING & ISSUED SHARES (FULLY PAID)	OUTSTANDING & ISSUED SHARES PARTIALLY PAID	TOTAL HOLDINGS (SUBSCRIBED)	PERCENTAGE TO TOTAL	NATIONALITY
FIL-ESTATE MANAGEMENT, INC.	2,452,690,196	0	2,452,690,196	89.189	FILIPINO
PCD NOMINEE CORPORATION (FILIPINO)	100,447,033	0	100,447,033	3.653	FILIPINO
ALAKOR SECURITIES CORPORATION	66,778,253	0	66,778,253	2.428	FILIPINO
SMART SHARE INVESTMENTS LIMITED	55,000,000	0	55,000,000	2.000	HONGKONG
BANK OF COMMERCE - TRUST SERVICES GROUP	43,211,800	0	43,211,800	1.571	FILIPINO
BANK OF COMMERCE TG-91-07-001-C	6,383,000	0	6,383,000	0.232	FILIPINO
PCD NOMINEE CORPORATION (NON-FILIPINO)	3,661,629	0	3,661,629	0.133	NON-FILIPINO
FIL-ESTATE MANAGEMENT INC.	2,059,998	0	2,059,998	0.075	FILIPINO
BANCOMMERCE INVESTMENT CORP.	2,000,000	0	2,000,000	0.073	FILIPINO
ATTY. GILBERT REYES ITF VARIOUS SHAREHOLDERS	2,351	1,901,163	1,903,514	0.069	FILIPINO
NOEL CARINO	1,506,500	0	1,506,500	0.055	FILIPINO
JAIME V. BORROMEO	1,000,000	0	1,000,000	0.036	FILIPINO
LEROY TAN	675,500	0	675,500	0.025	FILIPINO
BELSON SECURITIES, INC. A/C#196-358	664,000	0	664,000	0.024	FILIPINO
ROBERTO N. DEL ROSARIO	628,000	0	628,000	0.023	FILIPINO
CFC CORPORATION	576,000	0	576,000	0.021	FILIPINO
THE HOLDERS OF THE UNEXCHANGEDSAN JOSE OIL CO., IN	556,839	0	556,839	0.020	OTHER ALIEN
DAVID GO SECURITIES CORP.	414,300	0	414,300	0.015	FILIPINO
TRENDLINE SECURITIES CORP.	382,500	0	382,500	0.014	FILIPINO
ALBERTO MENDOZA &/OR JEANIE C. MENDOZA	300,000	0	300,000	0.011	FILIPINO
ALAKOR CORPORATION	200,000	0	200,000	0.007	FILIPINO
PATRICIA S. BORJA	200,000	0	200,000	0.007	FILIPINO
CATHERINE CHOA	200,000	0	200,000	0.007	FILIPINO
GRACE VICTORIA V. PEREZ DE TAGLE	190,000	0	190,000	0.007	FILIPINO
ROBERT JOHN SOBREPENA	190,000	0	190,000	0.007	FILIPINO
RAMON S. MONZON	165,000	0	165,000	0.006	FILIPINO
JALANDONI, JAYME, ADAMS AND COMPANY, INCORPORATE	157,570	0	157,570	0.006	FILIPINO
BARCELON, ROXAS SEC., INC.	146,500	0	146,500	0.005	FILIPINO
BEATRIZ GO &/OR MICHELLE GO	130,000	0	130,000	0.005	FILIPINO
F. YAP SECURITIES, INC	128,300	0	128,300	0.005	FILIPINO
YU & COMPANY, INC.	127,700	0	127,700	0.005	FILIPINO
PHILIPPINE OVERSEAS DRILLING AND OIL DEVELOPMENT	125,500	0	125,500	0.005	FILIPINO
PAPA SECURITIES CORPORATION	117,000	0	117,000	0.004	FILIPINO
ROBERTO V. SAN JOSE	110,000	0	110,000	0.004	FILIPINO

ELEVEN SEVEN PROFIT MAKER,INC	109,500	0	109,500	0.004	FILIPINO
LOURDES SCHOOL OF MANDALUYONG	109,000	0	109,000	0.004	FILIPINO
G. D. TAN AND COMPANY, INC.	105,400	0	105,400	0.004	FILIPINO
BANK OF COMMERCE TRUST SERVICES GROUP AS TRUSTEE FOR CAPPI TRL	100,000	0	100,000	0.004	FILIPINO
ANTONIO K. GOCOLAY	100,000	0	100,000	0.004	FILIPINO
VICENTE R. JAYME	100,000	0	100,000	0.004	FILIPINO
KERRY SEC. (PHILS) INC. A/C NO. L.IM01	100,000	0	100,000	0.004	FILIPINO
JUAN MANUEL V. LOPEZ	100,000	0	100,000	0.004	FILIPINO
EDMUNDO F. UNSON	100,000	0	100,000	0.004	FILIPINO
EMMANUEL ZAPANTA	100,000	0	100,000	0.004	FILIPINO
MA. JOSEFINA E. SAN MIGUEL	87,000	0	87,000	0.003	FILIPINO
QUALITY INVESTMENTS & SEC. CORPORATION	86,000	0	86,000	0.003	FILIPINO
WILLIAM RUSSELL L. SOBREPENA	82,000	0	82,000	0.003	FILIPINO
JESUSA O. BERNARDO	80,000	0	80,000	0.003	FILIPINO
TANSENGCO AND COMPANY, INC.	80,000	0	80,000	0.003	FILIPINO
RAMON T. LAO	79,000	0	79,000	0.003	FILIPINO
ANSALDO, GODINEZ & CO., INC	78,200	0	78,200	0.003	FILIPINO
S. J. ROXAS & CO., INC.	78,000	0	78,000	0.003	FILIPINO
G & L SECURITIES CO., INC.	77,500	0	77,500	0.003	FILIPINO
THERESITA BEDI	77,000	0	77,000	0.003	FILIPINO
YU TING CHONG	70,000	0	70,000	0.003	FILIPINO
EASTERN SECURITIES DEV. CORP.	68,000	0	68,000	0.002	FILIPINO
F. C. HAGEDORN & CO., INC.	65,000	0	65,000	0.002	FILIPINO
LUIS CO CHI KIAT	60,000	0	60,000	0.002	FILIPINO
ARCH. RUBEN R. PAYUMO	60,000	0	60,000	0.002	FILIPINO
ISIDRO TAN	59,500	0	59,500	0.002	FILIPINO
PAN ASIA SECURITIES CORP.	55,000	0	55,000	0.002	FILIPINO
ROBERT JOHN SOBREPENA	51,000	0	51,000	0.002	FILIPINO
CHING TIONG KENG &/OR CYNTHIA D. CHING	50,000	0	50,000	0.002	FILIPINO
LILIAN C. CHONG	50,000	0	50,000	0.002	FILIPINO
FIRST PACIFIC SEC. PHILS., INC	50,000	0	50,000	0.002	FILIPINO
THOMAS Y. LIM	50,000	0	50,000	0.002	FILIPINO
ADRIAN PAULINO S. RAMOS	50,000	0	50,000	0.002	FILIPINO
ALEXANDRA S. RAMOS	50,000	0	50,000	0.002	FILIPINO
GERARD ANTON S. RAMOS	50,000	0	50,000	0.002	FILIPINO
ANSELMO TRINIDAD & CO., INC.	49,000	0	49,000	0.002	FILIPINO
LISA GOKONGWEI CHENG	45,002	0	45,002	0.002	FILIPINO
LANCE YU GOKONGWEI	45,002	0	45,002	0.002	FILIPINO
FAITH GOKONGWEI LIM	45,002	0	45,002	0.002	FILIPINO
ROBINA GOKONGWEI PE	45,002	0	45,002	0.002	FILIPINO
MARCIA YU GOKONGWEI	45,001	0	45,001	0.002	FILIPINO
HOPE GOKONGWEI TANG	45,001	0	45,001	0.002	FILIPINO
MACARIO B. ARO	45,000	0	45,000	0.002	FILIPINO
EDWARD T. GABALDON	45,000	0	45,000	0.002	FILIPINO
CHIONG & COMPANY, INC	41,800	0	41,800	0.002	FILIPINO
CITISECURITIES, INC.	41,500	0	41,500	0.002	FILIPINO

DHARMALA SECURITIES PHILS.INC.	40,500	0	40,500	0.001	FILIPINO
INVESTORS SECURITIES, INC.	40,000	0	40,000	0.001	FILIPINO
FRANCISCA MONZON	40,000	0	40,000	0.001	FILIPINO
MARCELO P. RAMOS	40,000	0	40,000	0.001	FILIPINO
MANUEL V. SAN JOSE	40,000	0	40,000	0.001	FILIPINO
SEVERINO L. SANTIAGO	40,000	0	40,000	0.001	FILIPINO
AUGUSTO B. SUNICO	40,000	0	40,000	0.001	FILIPINO
R & L INVESTMENTS, INC.	37,600	0	37,600	0.001	FILIPINO
CONRAD C. LEVISTE	36,000	0	36,000	0.001	FILIPINO
ENRIQUE &/OR RAMONITA ZALAMEA	35,700	0	35,700	0.001	FILIPINO
JAIME F. PANGANIBAN	35,000	0	35,000	0.001	FILIPINO
E. SANTAMARIA & COMPANY, INC.	31,500	0	31,500	0.001	FILIPINO
GEORGE K. YOUNG	31,250	0	31,250	0.001	FILIPINO
ALFREDO C. RAMOS	30,610	0	30,610	0.001	FILIPINO
VICENTE GOQUIOLAY AND CO., INC.	30,100	0	30,100	0.001	FILIPINO
PURA CU UNJIENG	30,000	0	30,000	0.001	FILIPINO
SANTO DY	30,000	0	30,000	0.001	FILIPINO
LORNA PEREZ LAUREL	30,000	0	30,000	0.001	FILIPINO
ROBERTO LIM LIANTING	30,000	0	30,000	0.001	FILIPINO
CARLOTA T. ONG	30,000	0	30,000	0.001	FILIPINO
ISAURO J. PAGDANGANAN	30,000	0	30,000	0.001	FILIPINO
JANET PUA	30,000	0	30,000	0.001	FILIPINO
ILUMINADA P. RODRIGUEZ	30,000	0	30,000	0.001	FILIPINO
BENJAMIN CO CA & CO., INC.	27,830	0	27,830	0.001	FILIPINO
MARIANO YU AND COMPANY, INC.	27,600	0	27,600	0.001	FILIPINO
UNIVERSAL SECURITIES CORP.	27,500	0	27,500	0.001	FILIPINO
SARTORIOUS & COMPANY	26,129	0	26,129	0.001	OTHER ALIEN
ONG SECURITIES CORPORATION	25,300	0	25,300	0.001	FILIPINO
CRISELDA I. CRUZ	25,000	0	25,000	0.001	FILIPINO
E. CHUA CHIACO SEC., INC.	25,000	0	25,000	0.001	FILIPINO
SANTIAGO P. DE GUZMAN	24,000	0	24,000	0.001	FILIPINO
KEY SECURITIES, INC.	23,000	0	23,000	0.001	FILIPINO
R. COYIUTO SECURITIES, INC.	21,900	0	21,900	0.001	FILIPINO
TIONG SECURITIES, INC.	21,800	0	21,800	0.001	FILIPINO
FEDERATION SECURITIES CORP.	20,150	0	20,150	0.001	FILIPINO
AGJ SECURITIES CORPORATION	20,000	0	20,000	0.001	FILIPINO
LEONIDES S. ASUNCION &/OR LINA S. ASUNCION	20,000	0	20,000	0.001	FILIPINO
MYRNA MARTINEZ CO	20,000	0	20,000	0.001	FILIPINO
PETER M. JIMENEZ	20,000	0	20,000	0.001	FILIPINO
PEDRO JOVEN	20,000	0	20,000	0.001	FILIPINO
VIRGINIA LIM SY	20,000	0	20,000	0.001	FILIPINO
LUYS SECURITIES COMPANY, INC.	20,000	0	20,000	0.001	FILIPINO
SIBLEY C. MACLI-ING	20,000	0	20,000	0.001	FILIPINO
NENITA S.J. MANALO	20,000	0	20,000	0.001	FILIPINO
NORBERTO MENDIOLA	20,000	0	20,000	0.001	FILIPINO
ESTELITA S. MONZON	20,000	0	20,000	0.001	FILIPINO

LEONCIO MONZON	20,000	0	20,000	0.001	FILIPINO
VILMA C. PO SY	20,000	0	20,000	0.001	FILIPINO
VILMA C. PO-SY	20,000	0	20,000	0.001	FILIPINO
FRANCISCO PONCE	20,000	0	20,000	0.001	FILIPINO
LUZ M. SANTOS	20,000	0	20,000	0.001	FILIPINO
ANNABELLE SIA	20,000	0	20,000	0.001	FILIPINO
ELMER SY	20,000	0	20,000	0.001	FILIPINO
ROBERT KINGIOK TAN	20,000	0	20,000	0.001	FILIPINO
FELY WONG	20,000	0	20,000	0.001	FILIPINO
LESLIE ANNE YAO	20,000	0	20,000	0.001	FILIPINO
NANCY UY YAP	20,000	0	20,000	0.001	FILIPINO
ROBERTO YOUNG	20,000	0	20,000	0.001	FILIPINO
ENRIQUE YUSAY JR.	20,000	0	20,000	0.001	FILIPINO
MANOTOC SECURITIES, INC.	19,400	0	19,400	0.001	FILIPINO
WILLIAM NICHOLAS HOGG	19,000	0	19,000	0.001	CANADIAN
L. RECIO AND COMPANY, INC.	18,300	0	18,300	0.001	FILIPINO
RODOLFO G. IBANEZ	18,000	0	18,000	0.001	FILIPINO
JOSEPH CHUA & COMPANY, INC.	18,000	0	18,000	0.001	FILIPINO
IMPERIAL, DE GUZMAN, ABALOS AND COMPANY, INC.	17,000	0	17,000	0.001	FILIPINO
TANSENGCO, UY & COMPANY, INC	16,000	0	16,000	0.001	FILIPINO
ROBERT LA O OZAETA	15,900	0	15,900	0.001	FILIPINO
DAVID WILSON	15,794	0	15,794	0.001	AMERICAN
IMPERIAL, DE GUZMAN, DEE INC.	15,750	0	15,750	0.001	FILIPINO
JESUS R. JAYME AND COMPANY,INC.	15,650	0	15,650	0.001	FILIPINO
SOLITA S. ALCANTARA	15,000	0	15,000	0.001	FILIPINO
DAVID ASTEJADA	15,000	0	15,000	0.001	FILIPINO
ALBERTO CHUA &/OR LINDA CHUA	15,000	0	15,000	0.001	FILIPINO
EAST WEST CAPITAL CORPORATION	15,000	0	15,000	0.001	FILIPINO
ELIZABETH SEE KOA	15,000	0	15,000	0.001	CHINESE
OLIVIA MACAPUGAY	15,000	0	15,000	0.001	FILIPINO
VICENTE P. VALENZUELA	15,000	0	15,000	0.001	FILIPINO
GENEROSO VILLANUEVA	15,000	0	15,000	0.001	FILIPINO
DE CASTRO, VALDERRAMA, ARROYO SECURITIES CORPORATI	14,500	0	14,500	0.001	FILIPINO
J. M. BARCELON AND CO., INC.	13,900	0	13,900	0.001	FILIPINO
SECURITIES MANILA, INC.	13,500	0	13,500	0.000	FILIPINO
LIBRADO S. CALILUNG	12,210	0	12,210	0.000	FILIPINO
MARIETTA CO CHIEN	12,000	0	12,000	0.000	FILIPINO
ANDRES G. LIM	12,000	0	12,000	0.000	FILIPINO
UY-TIOCO AND CO., INC.	12,000	0	12,000	0.000	FILIPINO
SHEARSON, HAYDEN STONE, INC.	11,908	0	11,908	0.000	OTHER ALIEN
NOEL DE LA PAZ	11,000	0	11,000	0.000	FILIPINO
FRANK CONSALVO & JEANNETTE CONSALVO JTWROS	10,757	0	10,757	0.000	AMERICAN
GRAND TOTAL (158)	2,748,281,417	1,901,163	2,748,182,580		

MEETINGS OF THE CORPORATE GOVERNANCE COMMITTEE FOR 2024					
MEMBER	**April 22, 2024**	**May 22, 2024**	**June 6, 2024**	**November 25, 2024**	**ATTENDANCE RATE/PERCENTAGE**
Jose Wilfrido M. Suarez	P	P	P	P	100%
Francisco C. Gonzalez	P	P	P	P	100%
Robert John L. Sobrepeña	P	P	P	P	100%
Ferdinand T. Santos	P	P	P	P	100%
Rafael R. Perez de Tagle, Jr.	P	P	P	P	100%
Alice Odchigue-Bondoc	P	P	P	P	100%

Back to recommendation **Annex "24"**

**MINUTES OF THE SPECIAL MEETING
OF THE CORPORATE GOVERNANCE COMMITTEE**

OF

METRO GLOBAL HOLDINGS CORPORATION

Held on 22 April 2024
Mezzanine Floor, Renaissance Towers
Meralco Avenue, Pasig City

PRESENT:

JOSE WILFRIDO M. SUAREZ
FRANCISCO C. GONZALEZ
ROBERT JOHN L. SOBREPEÑA
ATTY. FERDINAND T. SANTOS
RAFAEL PEREZ DE TAGLE, JR.
ATTY. ALICE ODCHIGUE-BONDOC

1. The Chairman of the Corporate Governance Committee (the "Committee"), Mr. Jose Wilfrido M. Suarez called the meeting to order and presided over the same. The Committee Member & Assistant Corporate Secretary, Atty. Alice Odchigue-Bondoc, recorded the minutes of the proceedings.

2. The Committee Member & Assistant Corporate Secretary certified the presence of a quorum; hence, the meeting of the Committee proceeded with the transaction of corporate business.

3. Upon motion made and seconded, the reading of the minutes of the previous meeting of the Committee was dispensed with and the minutes approved without reading.

4. The Chairman reminded the members that under the Corporate Governance Committee Charter, the Committee should oversee the annual performance evaluation of the effectiveness of the Board, its Committees and the contribution of each director, including its executive directors, which evaluation will be externally facilitated once every three years. He added that the Committee should agree on an action plan addressing the results of the Board effectiveness review.

The Chairman informed the members that for this year, the evaluation need not be externally facilitated. For this reason, it is the Committee who has formulated the Assessment Forms for evaluation of the Board, its

Committees and its directors. He then instructed Committee member, Atty. Alice Bondoc to present to the Committee the Assessment Forms (Board and Self-Assessment) which the Committee recommends to be distributed to the Board of Directors to accomplish.

Atty. Bondoc presented and furnished each of the Committee members the Assessment Forms to be distributed to the Board of Directors to accomplish.

After some discussions, the Committee agreed to distribute the Assessment Forms to the Board of Directors to accomplish and directed Atty. Bondoc to take charge of the distribution of the same.

Atty. Bondoc noted the instructions of the Chairman and suggested to the Committee that the Board of Directors should be informed that all Assessment Forms should be submitted back to the Committee not later than a week before May 31, 2024 which is the deadline for submission of the 2023 Integrated Annual Corporate Governance Report inasmuch as the Assessment Forms are to be included in the said Report.

5. There being no further business, upon motion made and seconded, the meeting was adjourned.

ATTEST:

JOSE WILFRIDO M. SUAREZ Chairman	**FRANCISCO C. GONZALEZ** Member
ROBERT JOHN L. SOBREPENA Member	**ATTY. FERDINAND T. SANTOS** Member
RAFAEL PEREZ DE TAGLE, JR. Member	**ALICE ODCHIGUE-BONDOC** Member

MINUTES OF THE SPECIAL MEETING
OF THE CORPORATE GOVERNANCE COMMITTEE

OF

METRO GLOBAL HOLDINGS CORPORATION

Held on 22 May 2024
Mezzanine Floor, Renaissance Towers
Meralco Avenue, Pasig City

PRESENT:

JOSE WILFRIDO M. SUAREZ
FRANCISCO C. GONZALEZ
ROBERT JOHN L. SOBREPEÑA
ATTY. FERDINAND T. SANTOS
RAFAEL PEREZ DE TAGLE, JR.
ATTY. ALICE ODCHIGUE-BONDOC

1. The Chairman of the Corporate Governance Committee (the "Committee"), Mr. Jose Wilfrido M. Suarez called the meeting to order and presided over the same. The Committee Member & Assistant Corporate Secretary, Atty. Alice Odchigue-Bondoc, recorded the minutes of the proceedings.

2. The Committee Member & Assistant Corporate Secretary certified the presence of a quorum; hence, the meeting of the Committee proceeded with the transaction of corporate business.

3. Upon motion made and seconded, the reading of the minutes of the previous meeting of the Committee was dispensed with and the minutes approved without reading.

4. The Compliance Officer, Atty. Bondoc, presented to the members of the Committee the draft Integrated Annual Corporate Governance Report for the fiscal year ended 2023. Atty. Bondoc stated that the said report is required to be filed with the SEC in compliance with the Code of Corporate Governance. Atty. Bondoc then explained to the Committee that the said report is an output of the collaborative efforts of the Finance Department, Audit Department, Human Resources Department and Advertising Department.

After some discussions on the report, upon motion made and duly seconded, the following resolutions were unanimously approved:

> "**RESOLVED**, That the Corporate Governance Committee hereby approves the Integrated Annual Corporate Governance Report for the fiscal year ended 2023 as reflected in attached **Annex "A"** herein;
>
> "**RESOLVED**, FURTHER, that the Committee shall present before the Board of Directors of the Corporation such Integrated Annual Corporate Governance Report for their approval and the filing thereof at the Securities and Exchange Commission and the Philippine Stock Exchange as required by existing rules and regulations of the said regulatory entities."

5. There being no further business, upon motion made and seconded, the meeting was adjourned.

ATTEST:

JOSE WILFRIDO M. SUAREZ Chairman	**FRANCISCO C. GONZALEZ** Member
ROBERT JOHN L. SOBREPENA Member	**ATTY. FERDINAND T. SANTOS** Member
RAFAEL PEREZ DE TAGLE, JR. Member	**ALICE ODCHIGUE-BONDOC** Member

MINUTES OF THE SPECIAL MEETING
OF THE CORPORATE GOVERNANCE COMMITTEE

OF

METRO GLOBAL HOLDINGS CORPORATION

Held on 6 June 2024
Mezzanine Floor, Renaissance Towers
Meralco Avenue, Pasig City

PRESENT:

JOSE WILFRIDO M. SUAREZ
FRANCISCO C. GONZALEZ
ROBERT JOHN L. SOBREPEÑA
ATTY. FERDINAND T. SANTOS
RAFAEL PEREZ DE TAGLE, JR.
ATTY. ALICE ODCHIGUE-BONDOC

1. The Chairman of the Corporate Governance Committee (the "Committee"), Mr. Jose Wilfrido M. Suarez called the meeting to order and presided over the same. The Committee Member & Assistant Corporate Secretary, Atty. Alice Odchigue-Bondoc, recorded the minutes of the proceedings.

2. The Committee Member & Assistant Corporate Secretary certified the presence of a quorum; hence, the meeting of the Committee proceeded with the transaction of corporate business.

3. Upon motion made and seconded, the reading of the minutes of the previous meeting of the Committee was dispensed with and the minutes approved without reading.

4. The Chairman of the Committee reminded the members of the Committee that the function of the Nomination and Election Committee under the By-Laws of the Company have been assumed by the Corporate Governance Committee.

The Chairman then said that in view of the forthcoming 2024 Annual Shareholders Meeting on July 25, 2024, the Committee should lead the screening process for nominations for election to the Board of Directors. It should review and evaluate the qualifications of all persons nominated for election to the Board of Directors in accordance with the requirements of the Corporation's By-Laws, Manual of Corporate Governance and applicable legal, regulatory and listing requirements. It shall identify, approve and recommend to the Board of Directors the list of eligible nominees to be elected as members of the Board of Directors.

The Chairman added that the Committee shall consider and determine if nominees for election as independent directors are qualified according to the criteria set under the Listing rules, Revised Code of Corporate Governance of 2012, and other applicable laws and regulations.

The Chairman then directed the Assistant Corporate Secretary and Committee Member, Atty. Alice Bondoc to inform again the Committee on the process and criteria for Nominations to the Board.

Atty. Bondoc then elaborated that the following procedure and criteria shall be observed in the review and screening of persons nominated for election to the Board of Directors:

1. Written nominations by the stockholders shall be received by the corporation at least 60 days before the date of the Annual Meeting of the Stockholders;

2. The Committee shall assess and determine if the person nominated for election to the Board of Directors meet the following qualification standards for directorship: (a) Ownership of at least one (1) share of the capital stock of the Corporation registered in his name in the books of the Corporation; (b) College degree or its equivalent, or comparable experience and competence in managing a business in lieu of such formal education; (c) Relevant experience and credentials such as previous business experience in the corporation, membership in good standing in relevant industry and membership in business or professional organizations; (d) Able to conduct fair business transactions with the Corporation and devote the necessary time and attention to properly and effectively perform his duties and responsibilities as director; (e) Able to act judiciously and exercise independent judgment; (f) Has none of the director disqualifications prescribed under the Securities Regulations Code and its implementing rules, SEC Code of Corporate Governance and such other applicable laws and regulations; and (g) For independent directors: (i) Beneficial equity ownership in the Corporation or in its related companies must not exceed two (2%); and (ii) Each must meet the term limit and independence standards set under SEC corporate governance rules as follows:

   • Must not be a regular director or officer of the Company or any of its related companies1 or substantial shareholders2 for the current or any of the past two financial years;

   • Must not be an ex-officio director or officer of the Company, including as a Chairman Emeritus of the Board, or a member of the executive advisory board or as Board adviser for the current or preceding financial year;

• Must comply with the maximum 9 -year term limit

• Must not have a member of his immediate family who is a director, officer or substantial shareholder of the Company or any of its related companies;

• Must have a maximum of 5 directorships in other publicly listed companies

• Must not be a nominee or representative of a director or substantial shareholder of the Company or its related companies and/or its substantial shareholders;

• Must not have been an executive employee of the Company or its related companies or substantial shareholders within the last past five years;

• Must not have been an adviser (whether personally or through his firm or other similar entity) of the Company, its related companies or its substantial shareholders, within the last five years;

• Must not engage in any transaction (whether personally or through a firm where he is a partner, director, officer or substantial shareholder) with the Company, its related companies or substantial shareholders unless conducted on arm's length basis and immaterial;

3. The Committee may also consider the following matters in their evaluation: (a) Directorships in other corporations; (b) Age of the director; and (c) Any possible conflict of interest.

4. The Committee shall pre-screen and identify the individual nominees who possess all the qualifications and none of the disqualifications for directorship set for directors, including independent directors, under the Securities Regulations Code and its implementing rules, SEC Code of Corporate Governance and such other applicable laws and regulations.

5. Thereafter, the Committee shall identify and recommend a shortlist of qualified nominees for Board approval and endorsement of the final list of nominees for election at the Annual Meeting of the Stockholders.

Atty. Bondoc then informed the Board that written nominations for the Board of Directors of the Company were received from a stockholder, Mr. Jaime Borromeo.

After some discussions, upon motion made and duly seconded, the Final List of Nominees for Directors for the ensuring year were unanimously approved by the Committee:

For Regular Directors:

Robert John Sobrepena
Ferdinand T. Santos
Noel M. Carino
Jaime M. Cacho
Rafael Perez de Tagle Jr.
Roberto S. Roco
Alice Odchigue-Bondoc

For Independent Directors:

Jose Wilfrido M. Suarez
Francisco C. Gonzalez

Atty. Bondoc then informed the Board that the nomination of Francisco Gonzalez may be commented by the SEC as having reached the 9 year term limit if the SEC does not agree with the Company's decision that the "covid years" should not be counted in the computation of the 9-year term limit since the Company was not able to operate its business as usual on those years.

Atty. Bondoc added that should the SEC take an exception on the nomination of Mr. Gonzalez, then the recourse of the Company would be to seek the shareholders' approval on the 1 year term extension of Mr. Gonzalez and to include this matter in the Agenda for the Annual Meeting.

The Committee noted the information of Atty. Bondoc and directed Atty. Bondoc to include in the Information Statement of the Company the final list of nominees for directors for the forthcoming Annual Meeting of the Company as approved by the Committee.

5. There being no further business, upon motion made and seconded, the meeting was adjourned.

ATTEST:

JOSE WILFRIDO M. SUAREZ	FRANCISCO C. GONZALEZ
Chairman	Member

ROBERT JOHN L. SOBREPENA Member	**ATTY. FERDINAND T. SANTOS** Member
RAFAEL PEREZ DE TAGLE, JR. Member	**ALICE ODCHIGUE-BONDOC** Member

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**MINUTES OF THE SPECIAL MEETING
OF THE CORPORATE GOVERNANCE COMMITTEE**

OF

METRO GLOBAL HOLDINGS CORPORATION

Held on 25 November 2024 at 9AM
via Zoom

PRESENT:

JOSE WILFRIDO M. SUAREZ
FRANCISCO C. GONZALEZ
ROBERT JOHN L. SOBREPEÑA
ATTY. FERDINAND T. SANTOS
RAFAEL R. PEREZ DE TAGLE, JR.
ATTY. ALICE ODCHIGUE-BONDOC

1. The Chairman of the Corporate Governance Committee (the "Committee"), Mr. Jose Wilfrido M. Suarez, called the meeting to order and presided over the same. Atty. Alice Odchigue-Bondoc, recorded the minutes of the proceedings.

2. Atty. Bondoc certified the presence of a quorum; hence, the meeting proceeded with the transaction of corporate business.

3. Upon motion made and seconded, the reading of the minutes of the previous meeting of the Committee was dispensed with and the minutes approved without reading.

4. Upon motion made and seconded, the following resolutions were approved:

> "RESOLVED, That the Corporate Governance Committee recommends the engagement of **CENTER FOR GLOBAL BEST PRACTICES** to act as training provider to the Corporation in connection with the 2024 SEC Mandatory Corporate Governance Seminar to be held via Zoom on 17 December 2024 (Tuesday) at 1PM to 5PM. This 4-hour seminar is a yearly compliance requirement for directors and key officers of publicly listed companies per SEC MC20, Series of 2013 and SEC MC19, Series of 2016;
>
> RESOLVED, FURTHER, That the Corporate Governance Committee recommends for the Corporation's Chief Finance Officer, **RAMON G. JIMENEZ**, to sign, execute and deliver any and

all documents and papers necessary or incidental in the foregoing."

5. There being no further business, upon motion made and seconded, the meeting was adjourned.

ATTEST:

JOSE WILFRIDO M. SUAREZ
Chairman of the Committee

ATTY. FERDINAND T. SANTOS
Member

ROBERT JOHN L. SOBREPEÑA
Member

RAFAEL R. PEREZ DE TAGLE, JR.
Member

FRANCISCO C. GONZALEZ
Member

ATTY. ALICE ODCHIGUE-BONDOC
Member

[Back to recommendation](#) **Annex "25"**

MEETINGS OF THE BOARD OF DIRECTORS FOR THE YEAR 2024													
DIRECTOR	**January 25, 2024**	**February 23, 2024**	**April 29, 2024**	**May 13, 2024**	**May 28, 2024**	**May 29, 2024**	**June 20, 2024**	**July 1, 2024**	**July 17, 2024**	**July 25, 2024**	**August 14 2024**	**November 8, 2024**	**ATTENDANCE RATE (%)**
Robert John L. Sobrepeña	P	P	P	P	P	P	P	P	P	P	P	P	100%
Ferdinand T. Santos	P	P	P	P	P	P	P	P	P	P	P	P	100%
Noel M. Cariño	A	P	P	P	P	P	P	P	P	P	P	P	91.7%
Jaime M. Cacho	P	P	P	P	P	P	P	P	P	P	P	P	100%
Francisco C. Gonzalez	A	P	P	P	P	P	P	P	P	P	P	P	91.7%
Roberto S. Roco	P	P	P	P	P	P	P	P	P	P	P	P	100%
Rafael R. Perez de Tagle, Jr.	P	P	P	P	P	P	P	A	P	P	P	P	91.7%
Jose Wilfrido M. Suarez	P	P	P	P	P	P	P	P	P	P	P	P	100%
Alice Odchigue-Bondoc	P	P	P	P	P	P	P	P	P	P	P	P	100%

Self-Assessment of the Chairman of the Board

Back to recommendation **Annex "26"**

METRO GLOBAL HOLDINGS CORP.

SELF-EVALUATION AND ASSESSMENT QUESTIONNAIRE FOR THE CHAIRMAN OF THE BOARD

Name of Assessor: ROBERT JOHN L. SOBREPEÑA	Date Completed: April 25, 2025
Period Covered: 2024	Signature:

This Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Chairman of the Board found under the Company's Revised Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Strongly Agree
4	Agree
3	Undecided
2	Disagree
1	Strongly Disagree

Duties and Responsibilities of the Chairman of the Board

		Rating Scale				
		1	2	3	4	5
1	The Chairman ascertains that the meeting agenda focuses on strategic matters, including the overall risk appetite of the Company, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations.					✓
2	The Chairman ensures that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions.					✓
3	The Chairman facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors.					✓
4	The Chairman ensures that the Board sufficiently challenges and inquires on reports submitted and representations made by Management.					✓
5	The Chairman facilitates the availability of proper orientation for first-time directors and continuing training opportunities for all directors.					✓
6	The Chairman ensures that the meetings of the Board are held in accordance with the By-Laws or as the Chairman may deem necessary.					✓
7	The Chairman has oversight in the preparation of the agenda of the Board meetings in coordination with the Corporate Secretary, taking into consideration the suggestions of the directors and Management.					✓
8	The Chairman maintains qualitative and timely lines of the communication and information between the Board and Management.					✓

Individual Director's Self-Assessment

Back to recommendation **Annex "27"**

METRO GLOBAL HOLDINGS CORP

SELF-ASSESSMENT QUESTIONNAIRE
(INDIVIDUAL DIRECTOR)

Name of Assessor:	**FERDINAND T. SANTOS**
Date Completed	25 April 2025
Period Covered	2024

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

	Good Corporate Governance Practices and Principles	Rating (1-5)	Remarks
	Company Policies		
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purpose statement, and its brand.	5	
2	I understand and adhere to the mission, vision, and values of the Company.	5	
3	I conduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence.	5	
4	In the performance of my duties and responsibilities as a director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.	5	
5	Guided by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and reputation.	5	
	Attendance and Participation		
6	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.	5	
7	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Board and Committee meetings.	4	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.	5	
9	I fully support decisions made by the Board in the external arena, even if that decision did not completely reflect my own viewpoints.	5	
	Performance		
10	I seek to find ways to continuously improve the efficiency and effectiveness of the Board or any Committee that I am a member of, taking any relevant suggestions to the Board Chairman or Committee Chairman, as the case maybe, for his consideration.	5	
11	I always exercise independent judgment.	4	
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.	4	
13	My board memberships in other companies, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	4	

For the succeeding questions, please answer those which are applicable to you.

		Rating	Remarks
A.	***For Executive Directors only***		
14	I maintain a primary identity as a Board member when dealing with Board matters, at the same time bringing to the Board the benefit of closer knowledge of operational considerations.	4	
B.	***For Independent and Non-Executive Directors only***		
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time not feeling constrained to contribute on matters that may be outside my personal experience and expertise.		
16	I bring fully to the Board an objective and independent position, not afraid to [illegible]		
	[illegible] an unpopular position [illegible] to what I think is beneficial to the Company.	5	
17	I have access to accurate, timely, and relevant information necessary for me to contribute to the discussions during the meetings.	5	
C.	***For Board Committee Chairman only***		
18	I oversee the conduct of the Board Committee in line with the Committee mandate and working procedures.	5	
19	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.	5	
20	I effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full Board.	5	
21	I ensure that each member of the Committee has full opportunity to express views and contribute effectively to discussions.	5	
22	I ensure that appropriate record of Committee deliberations and conclusions are maintained.	5	
23	I lead and facilitate the Committee in reaching conclusions and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Board as a whole.	5	
D.	***For Board Committee members only***		
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert into other areas not specifically embraced by the committee mandate.	5	
25	I believe that, relative to the size the businesses of the Company, the Board has an effective committee structure that complements the full Board in performing its functions.	5	
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings I attend.	5	
27	I could actively engage and consult with the Company [illegible] and other [illegible] leaders for the purpose of the Committee being better informed, or better positioned to offer the Board more reliable recommendations.	5	
28	I maintain internal confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management or by the Committee as a whole.	5	
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.	5	

METRO GLOBAL HOLDINGS CORP.

SELF-ASSESSMENT QUESTIONNAIRE
(INDIVIDUAL DIRECTOR)

Name of Assessor:	**NOEL M. CARIÑO**
Date Completed:	25 April 2025
Period Covered:	2024

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

	Good Corporate Governance Practices and Principles	Rating (1-5)	Remarks
Company Policies			
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purpose statement, and its brand.		
2	I understand and adhere to the mission, vision, and values of the Company.		
3	I conduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence.		
4	In the performance of my duties and responsibilities as a director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.		
5	Guided by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and reputation.	✓	
Attendance and Participation			
6	I regularly attend and actively participate in all meetings of the Board, Committees, and stockholders, except when prevented by justifiable cause.		
7	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Board and Committee meetings.	✓	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.		
9	I fully support decisions made by the Board in the relevant event, even if that decision did not completely reflect my own viewpoints.		
Performance			
10	I seek to find ways to continuously improve the efficiency and effectiveness of the Board or any Committee that I am a member of, taking any relevant suggestions to the Board Chairman or Committee Chairman, as the case may be, for his consideration.		
11	I always exercise independent judgment.		
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.		
13	My board memberships in other companies, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	✓	

For the succeeding questions, please answer those which are applicable to you.

A.	*For Executive Directors only*		
14	I maintain a primary identity as a Board member when dealing with Board matters, at the same time bringing to the Board the benefit of closer knowledge of operational considerations.	✓	
B.	*For Independent and Non-Executive Directors only*		
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time not feeling constrained to contribute on matters that may be outside my personal experience and expertise.	✓	
16	I bring fully to the Board an objective and independent opinion, not afraid to take an unpopular position contrary to what I think is beneficial to the Company.	✓	
17	I have access to accurate, timely, and relevant information necessary for me to contribute to the discussions during the meetings.	✓	

C.	**For Board Committee Chairman only**		
18	I oversee the conduct of the Board Committee in line with the Committee mandate and working procedures.		
19	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.		
20	I effectively chair Committee meetings, ensuring proper and due deliberation of matters for discussion and recommendation to the full Board.		
21	I ensure that each member of the Committee has full opportunity to express views and contribute effectively to discussions.		
22	I ensure that appropriate record of Committee deliberations and conclusions are maintained.		
23	I lead and facilitate the Committee in reporting considerations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Board as a body.		
D.	**For Board Committee members only**		
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert into other areas not specifically mandated by the committee mandate.		
25	I believe that, relative to the size the businesses of the Company, the Board has an effective committee structure that complements the full Board in performing its functions.		
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings I attend.		
27	I consult actively engage and consult with the Company CEO and other senior leaders for the purpose of the Committee being better informed, or better positioned to offer the Board more reliable recommendations.		
28	I maintain external confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole.		
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.		

METRO GLOBAL HOLDINGS CORP.

SELF-ASSESSMENT QUESTIONNAIRE
(INDIVIDUAL DIRECTOR)

Name of Assessor	FRANCISCO C. GONZALEZ
Date Completed	28 April 2025
Period Covered	2024

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating in the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

	Good Corporate Governance Practices and Principles	Rating (1-5)	Remarks
	Company Policies		
1	[illegible]	5	
2	I understand and adhere to the mission, vision, and values of the Company.	5	
3	[illegible]	5	
4	[illegible]	5	
5	[illegible]	5	
	Attendance and Participation		
6	[illegible]	5	
7	[illegible]	5	
8	[illegible]	5	
9	[illegible]	5	
	Performance		
10	[illegible]	5	
11	I always exercise independent judgment.	5	
12	[illegible]	5	
13	[illegible]	5	

For the succeeding questions, please answer those which are applicable to you.

A.	For Executive Directors only		
14	[illegible]	5	
B.	For Independent and Non-Executive Directors only		
15	[illegible]	5	
16	[illegible]	5	
	[illegible]	5	
17	[illegible]	5	

C.	For Board Committee Chairman only		
18	[illegible]	5	
19	[illegible]	5	
20	[illegible]	5	
21	[illegible]	5	
22	[illegible]	5	
23	[illegible]	5	
D.	For Board Committee members only		
24	[illegible]	5	
25	[illegible]	5	
26	[illegible]	5	
27	[illegible]	5	
28	[illegible]	5	
29	[illegible]	5	

METRO GLOBAL HOLDINGS CORP.

SELF-ASSESSMENT QUESTIONNAIRE (INDIVIDUAL DIRECTOR)

Name of Assessor	JOSE WILFRIDO M. SUAREZ
Date Completed	25 April 2025
Period Covered	2024

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

	Good Corporate Governance Practices and Principles	Rating (1-5)	Remarks
	Company Policies		
1	[illegible]	5	
2	I understand and adhere to the mission, vision, and values of the Company.	5	
3	[illegible]	5	
4	[illegible]	5	
5	[illegible]	5	
	Attendance and Participation		
6	[illegible]	5	
7	[illegible]	5	
8	[illegible]	5	
9	[illegible]	5	
	Performance		
10	[illegible]	5	
11	I always exercise independent judgment.	5	
12	[illegible]	5	
13	[illegible]	5	

For the succeeding questions, please answer those which are applicable to you.

A.	**For Executive Directors only**		
14	[illegible]		
B.	**For Independent and Non-Executive Directors only**		
15	[illegible]	5	
16	[illegible]	5	
17	[illegible]	5	
C.	**For Board Committee Chairmen only**		
18	[illegible]		
19	[illegible]		
20	[illegible]		
21	[illegible]		
22	[illegible]		
23	[illegible]		
D.	**For Board Committee members only**		
24	[illegible]	5	
25	[illegible]	5	
26	[illegible]	5	
27	[illegible]	5	
28	[illegible]	5	
29	[illegible]	5	

METRO GLOBAL HOLDINGS CORP

SELF-ASSESSMENT QUESTIONNAIRE
(INDIVIDUAL DIRECTOR)

Name of Assessor:	ROBERTO B. ROCO
Date Completed:	25 April 2025
Period Covered:	2024

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale.

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

	Good Corporate Governance Practices and Principles	Rating (1-5)	Remarks
	Company Policies		
1	[illegible]	5	
2	[illegible]	5	
3	[illegible]	5	
4	[illegible]	5	
5	[illegible]	5	
	Attendance and Participation		
6	[illegible]	5	
7	[illegible]	5	
8	[illegible]	5	
9	[illegible]	5	
	Performance		
10	[illegible]	5	
11	[illegible]	5	
12	[illegible]	5	
13	[illegible]	5	

For the succeeding questions, please answer those which are applicable to you.

A.	**For Executive Directors only**		
14	[illegible]	5	[illegible]
B.	**For Independent and Non-Executive Directors only**		
15	[illegible]		
16	[illegible]		
	[illegible]		
17	[illegible]	5	

C.	**For Board Committee Chairman only**		
18	[illegible]		
19	[illegible]		
20	[illegible]		
21	[illegible]		
22	[illegible]		
23	[illegible]		
D.	**For Board Committee members only**		
24	[illegible]	5	
25	[illegible]	5	
26	[illegible]	5	
27	[illegible]	5	
28	[illegible]	5	
29	[illegible]	5	

METRO GLOBAL HOLDINGS CORP.

SELF-ASSESSMENT QUESTIONNAIRE
(INDIVIDUAL DIRECTOR)

Name of Assessor	ALICE ODCHIGUE-BONDOC
Date Completed	25 April 2025
Period Covered	2024

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

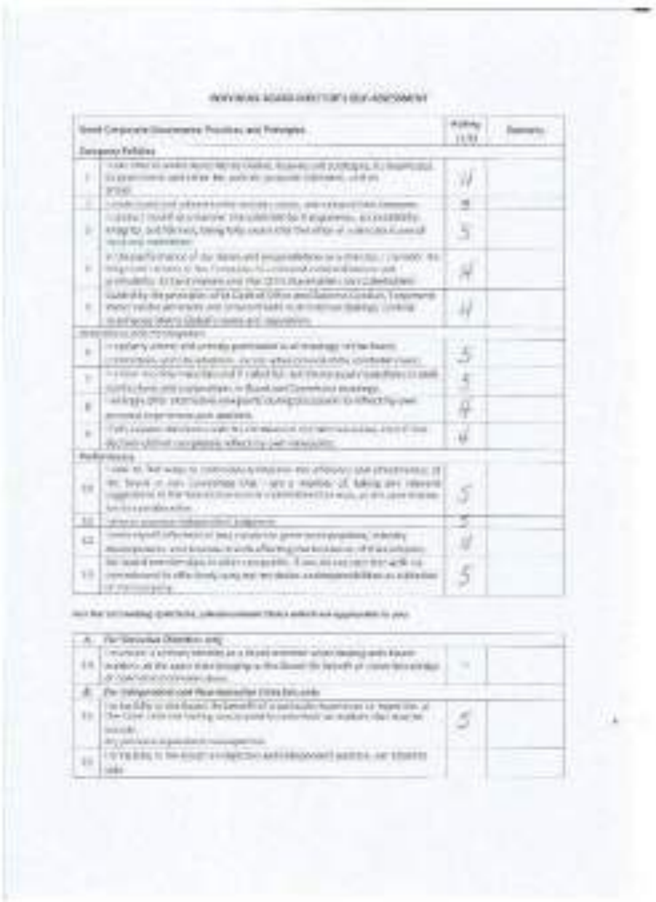
Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

	Good Corporate Governance Practices and Principles	Rating (1-5)	Remarks
Company Policies			
1	[illegible]	5	
2	I understand and adhere to the mission, vision, and values of the Company.	5	
3	[illegible]	5	
4	[illegible]	5	
5	[illegible]	5	
Attendance and Participation			
6	[illegible]	5	
7	[illegible]	5	
8	[illegible]	5	
9	[illegible]	5	
Performance			
10	[illegible]	5	
11	I always exercise independent judgment.	5	
12	[illegible]	5	
13	[illegible]	5	

For the succeeding questions, please answer those which are applicable to you.

A.	**For Executive Directors only**		
14	[illegible]	5	
B.	**For Independent and Non-Executive Directors only**		
15	[illegible]		
16	[illegible]		
17	[illegible]		
C.	**For Board Committee Chairman only**		
18	[illegible]		
19	[illegible]		
20	[illegible]		
21	[illegible]		
22	[illegible]		
23	[illegible]		
D.	**For Board Committee members only**		
24	[illegible]	5	
25	[illegible]	5	
26	[illegible]	5	
27	[illegible]	5	
28	[illegible]	5	
29	[illegible]	5	



METRO GLOBAL HOLDINGS CORP.

SELF-ASSESSMENT QUESTIONNAIRE
(INDIVIDUAL DIRECTOR)

Name of Assessor:	RAFAEL R. PEREZ DE TAGLE, JR.
Date Completed:	25 April 2025
Period Covered:	2024

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

	Good Corporate Governance Practices and Principles	Rating (1-5)	Remarks
Company Policies			
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purpose statement, and its brand.	5	
2	I understand and adhere to the mission, vision, and values of the Company.	5	
3	I conduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence.	5	
4	In the performance of my duties and responsibilities as a director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.	5	
5	Guided by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and reputation.	5	
Attendance and Participation			
6	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.	5	
7	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Board and Committee meetings.	5	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.	5	
9	I fully support decisions made by the Board in the proper venue, even if that decision did not completely reflect my own viewpoint.	5	
Performance			
10	I seek to find ways to continuously improve the efficiency and effectiveness of the Board or any Committee that I am a member of, taking any relevant suggestions to the Board Chairman or Committee Chairman, as the case may be, for his consideration.	5	
11	I always exercise independent judgment.	5	
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.	5	
13	My board memberships in other companies, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	5	

For the succeeding questions, please answer those which are applicable to you.

A.	For Executive Directors only		
14	I maintain a primary identity as a Board member when dealing with Board matters, at the same time bringing to the Board the benefit of closer knowledge of operational considerations.		
B.	*For Independent and Non-Executive Directors only*		
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time not feeling constrained to contribute on matters that may be outside my personal experience and expertise.		
16	I bring fully to the Board an objective and independent position, not afraid to take an unpopular position contrary to what I think is beneficial to the Company.		
17	I have access to accurate, timely, and relevant information necessary for me to contribute to the discussions during the meetings.		

C.	For Board Committee Chairmen only		
18	I oversee the conduct of the Board Committee in line with the Committee mandates and working procedures.		
19	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.		
20	I effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full Board.		
21	I ensure that each member of the Committee has full opportunity to express views and contributes effectively to discussion.		
22	I ensure that appropriate record of Committee deliberations and conclusions are maintained.		
23	I lead and facilitate the Committee in reporting considerations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Board as a body.		
D.	For Board Committee members only		
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert it to other areas not specifically envisioned by the committee mandate.	5	
25	I believe that, relative to the size the businesses of the Company, the Board has an effective committee structure that complements the full Board in performing its functions.	5	
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings I attend.	5	
27	I constructively engage and consult with the Company CEO and other senior leaders for the purpose of the Committee being better informed, or better positioned to offer the Board more reliable recommendation.	5	
28	I maintain external confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole.	5	
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.	4	

ANNEX H

FAIRNESS OPINION REPORT ON THE CONVERSION OF PHP800.0 MILLION IN LIABILITIES INTO EQUITY SHARES OF METRO GLOBAL HOLDINGS CORPORATION

Prepared By:

MIB CAPITAL CORPORATION

September 15, 2023

This Fairness Opinion report (the "Report") was prepared by:

MIB CAPITAL CORPORATION

("MIB Capital" or the "Fairness Opinion Provider")

Date of Report

September 15, 2023

Table of Contents

I. Executive Summary

BACKGROUND AND OBJECTIVE

This report was prepared by MIB Capital Corporation as an independent fairness opinion provider to Metro Global Holdings Corporation ("MGHC" or the "Company") with the objective of rendering a fairness opinion on the conversion of a portion of its liabilities to Fil-Estate Management, Inc. ("FEMI") amounting to Php 800.0 million into equity shares of MGHC at a conversion price of Php 1.00 per share.

The conversion of liabilities into equity shares was approved by the Board of Directors on April 12, 2012, and by the Securities and Exchange Commission ("SEC") on December 16, 2013.

ASSUMPTIONS and LIMITATIONS

In preparing our fairness opinion, we relied on documents which were either provided by the Company or sourced from Bloomberg. For documents provided by the Company, MIB Capital considered the data as reliable and accurate. We did not verify or validate any information presented by the Company except where explicitly stated and discussed in the Results and Findings section of this report. Our analysis and procedures did not include verification work or constitute an audit in accordance with Philippine Standards on Auditing.

For information acquired from Bloomberg, we assumed that the information contained therein were accurate.

FINDINGS

Debt Validation

The Board of Directors of MGHC approved the conversion of the liabilities to FEMI amounting to Php 800.0 million into equity on April 12, 2012. To determine whether the Php 800.0 million liabilities which were converted into common shares were outstanding prior to the Board approval on April 12, 2012, we reviewed MGHC's interim and audited financial statements, the relevant subscription agreements, and the Certificate of Approval of Valuation from the SEC.

Based on the documentations provided to us, we validated the existence of the PHP 800.0 million advances prior to the Board approval in April 2012.

Equity Valuation

Since the conversion of debt into equity, as well as the conversion price, was approved by the Board of Directors on April 12, 2012, we found it appropriate to focus on historical financial statements of the Company, to determine whether the conversion price was fair at the time of the Board approval.

Since the Discounted Cash Flow (DCF) method focuses on future cash flows of a company, we are of the opinion that it is not an appropriate method to compute for the estimated value of MGHC at the time the Board approval was secured. Also, the Volume-Weighted Average Price (VWAP) method was not used in our valuation because the shares of MGHC have not been traded since 2007. Due to the aforecited reasons, we decided to take a closer look at the Relative Valuation (RV) and Net Asset Value (NAV) methods instead to compute for the estimated value of MGHC.

For the RV method, we noted that MGHC only recorded an insignificant amount of interest income as its revenue in its Interim FS and AFS, resulting in net losses for both periods. Moreover, its Balance Sheet also reflected a capital deficiency. This meant that the Relative Valuation method is not applicable as it would result in a negative figure regardless of the price multiples of the comparable companies, since the financial inputs of MGHC (ie. Total Equity, Net Income) were negative for both periods.

Asset Approach / Net Asset Value

We computed for the Company's NAV using both its interim and audited financial statements immediately prior to the decision to convert the amount owed to FEMI into equity. The NAV method valued MGHC based on the market or net realizable values of its balance sheet items. To arrive at the NAV, we focused on the assets of the Company and determined if any of the accounts needed to be adjusted to either their net realizable or fair market value.

After deducting the adjusted Total Liabilities from the Total Assets, the NAV of the Company based on its financial statements are as follows:

	DECEMBER 2011	MARCH 2012
Estimated Value in Php	43,647,922	42,400,711
Estimated Per-Share Value in Php	0.0437	0.0425

CONCLUSION

Based on our review of the operation and financial performance of MGHC, we deemed the NAV method to be most appropriate in valuing the Company. Using the information submitted to and secured by MIB Capital and our pertinent analyses thereof, our computed values per share of MGHC were from Php 0.0425 to Php 0.0437, below its par value of Php 1.00 per share. According to the Corporation Code of the Philippines, a company cannot issue a share of stock for a consideration less than its par value. Regardless of the resulting valuation of MGHC, therefore, the value of a share of MGHC common stock for purposes of new issuance must be no lower than its par value.

Based on the aforecited processes and limitation, we concluded that the conversion of the Php 800.0 million owed to FEMI into 800.0 million common shares at the par value of Php 1.00 per share was appropriate.

Net Asset Value Method	Amount in Php
December 31, 2011	0.0437
March 31, 2012	0.0425

II. Objective

This report was prepared by MIB Capital Corporation as an independent fairness opinion provider to Metro Global Holdings Corporation ("MGHC" or the "Company") with the objective of rendering a fairness opinion on the conversion of a portion of its liabilities to Fil-Estate Management, Inc. ("FEMI") amounting to Php 800.0 million into equity shares of MGHC at a conversion price of Php 1.00 per share.

The conversion of liabilities into equity shares was approved by the Board of Directors on April 12, 2012, and by the Securities and Exchange Commission ("SEC") on December 16, 2013.

III. Sources of Information

The Company provided us with the following information and materials:

a) Interim financial statements of MGHC as of March 31, 2012
b) Audited financial statements of MGHC for the year ended December 31, 2011
c) Subscription agreement between MGHC and FEMI dated April 18, 2011
d) Subscription agreement between MGHC and FEMI dated April 12, 2012
e) Certificate of Approval of Valuation from the SEC dated December 16, 2013
f) General Information Sheet of MGHC for the year 2022
g) Corporate Profile of MGHC and FEMI

In addition to the materials provided by MGHC, we also referred to Bloomberg for the basic description and financial information of select holding companies listed in the Philippine Stock Exchange.

IV. Assumptions and Limitations of the Study

In preparing our fairness opinion, we relied on the documents enumerated above which were either provided by the Company or sourced from Bloomberg.

For documents provided by the Company, MIB Capital considered the data as reliable and accurate. We did not verify or validate any information presented by the Company except where explicitly stated and discussed in the Results and Findings section of this report. Our analysis and procedures did not include verification work or constitute an audit in accordance with Philippine Standards on Auditing.

Based on the documents provided by the Company, we assumed the following:

- That the liabilities (which were the subject of the Transaction) were valid and outstanding as of the pertinent date.

- That the necessary corporate approvals for the issuance of common shares and the conversion of liabilities into common equity were obtained from their respective approving authorities.

- That the necessary agreements between MGHC and FEMI such as but not limited to the Debt-to-Equity Conversion Agreement were duly executed.

For information acquired from Bloomberg, we assumed that the information contained therein were accurate.

V. Company Background

A. Corporate Background

Metro Global Holdings Corporation, formerly Fil-Estate Corporation, was incorporated on September 17, 1954 originally as San Jose Oil, Incorporated. The original and primary purpose of the corporation was to prospect for and market oil, natural gas and other minerals and, secondarily, to invest in non-mining corporations or other enterprises. The Company was listed in the Philippine Stock Exchange (PSE) on May 4, 1964.

The Company's key investment is in the form of equity interests: a) 18.6% interest in Metro Rail Transit Holdings, Inc. (MRTHI) and b) 12.6% interest in Metro Rail Transit Holdings II, Inc. (MRTH II). MRTHI owns 84.9% interest in MRTHII, while MRTHII wholly owns Metro Rail Transit Corporation (MRTC), which was awarded by the Philippine Government, acting through the Department of Transportation and Communication (DOTC), the Build, Lease and Transfer (BLT) Agreement to build, lease, and transfer a 16.9-kilometer rail transit system in Metro Manila, known as LRTS Phase I.

As provided under the BLT Agreement, upon completion of the LRTS, the DOTC shall operate the same and pay MRTC guaranteed rental fees for a period of twenty-five (25) years, from date of completion. The rental fees are used to pay debt to foreign funders, equity rental payments to stockholders of MRTC to guarantee a fifteen percent (15%) net economic return and maintenance fees.

In 2002, the Company and other participating shareholders of MRTHI and MRTHII (collectively referred to as the 'Sellers'), entered into Sale Agreements where they sold all future share distributions arising from the equity rental payments (ERP) of the LRTS Phase I Project of MRTC in exchange for Original Issuance Discount Bonds (OID Bonds). The OID Bonds were subsequently redeemed in full by delivering Asset-Backed Notes ("Notes") issued by MRT III Funding Corporation Limited (MRT III). Upon maturity of the Notes, MGHC used the proceeds to substantially settle its debts to FEMI.

Notwithstanding the sale of future share distributions, the Company continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII in compliance with the various agreements related to the sale of share of future share distributions, as well as the Company's obligation under the Agreement of MRTC with DOTC whereby the original shareholders of MRTHI and MRTHII are precluded from transferring their equity interest in MRTHI and MRTHII until the end of the BLT Agreement in July 2025. Accordingly, any additional variable ERP to be received by MRTHI and MRTHII through MRTC from DOTC in the future and any benefits arising from the residual rights in the expansion projects shall still accrue to the Company and the other shareholders.

On August 18, 2005, the Company and FEMI entered into a "Letter of Agreement", whereby FEMI agreed to grant the Company the sole option to assign to FEMI its equity interests in MRTHI and MRTHII as settlement of the Company's liabilities to FEMI, included in *'Due to a stockholder'* account in the statements of financial position, and any additional advances or interest which FEMI may charge to the Company in relation to the said advances. Under the "Letter of Agreement," should the Company opt to sell the said investments to third party or parties in the future, FEMI has the right of first refusal to purchase the said investments at its prevailing market value.

B. Board of Directors and Management Officers

Presented below are the directors and key management officers of MGHC as of the date of the Report:

Name	Citizenship	Executive Position
Robert John L. Sobrepeña	Filipino	Chairman of the Board
Ferdinand T. Santos	Filipino	President
Noel M. Cariño	Filipino	Director
Rafael Perez de Tagle, Jr	Filipino	Director
Roberto S. Roco	Filipino	Director
Alice Odchigue-Bondoc	Filipino	Director
Francisco C. Gonzalez	Filipino	Director, Independent
Jaime M. Cacho	Filipino	Director
Jose Wilfrido M. Suarez	Filipino	Director, Independent
Gilbert Raymund T. Reyes	Filipino	Corporate Secretary

VI. Results and Findings

A. Debt Validation

The Board of Directors of MGHC approved the conversion of the liabilities to FEMI amounting to Php 800.0 million into equity on April 12, 2012. To determine whether the Php 800.0 million liabilities which were converted into common shares were outstanding prior to the Board approval on April 12, 2012, we referred to MGHC's interim FS as of March 31, 2012 ("Interim FS"), and its audited FS for the year 2011 ("AFS").

Based on the Interim FS of MGHC, the *Due to a Stockholder* account amounted to PHP 1,847,848,897, greater than the Php 800.0 million advances that were eventually converted into equity. We also checked MGHC's AFS and the same account amounted to Php 1,846,224,982. The notes to the AFS disclosed that the *Due to a Stockholder* account pertained to advances from FEMI arising mainly from FEMI's payment of MGHC's bank loans including interests and penalties.

Aside from checking the Company's financial statements, we also secured from the MGHC copies of the subscription agreements which were executed on the following dates:

a) April 18, 2011 - For the initial Php 600.0 million
b) April 12, 2012 – For the additional Php 200.0 million

In both subscription agreements, MGHC and FEMI agreed to convert the liabilities payable to FEMI into equity shares at a conversion price of Php 1.00 per share, out of the remaining unissued portion of the authorized capital stock of MGHC.

Lastly, MGHC also provided us its Certificate of Approval of Valuation from the SEC executed on December 16, 2013.

Based on the documentations provided to us, we validated the existence of the PHP 800.0 million advances prior to the Board approval in April 2012.

B. Equity Valuation Approaches

After validating the existence of the debt, we determined that the conversion price of PHP 1.00 per share was fair. We looked at four (4) possible approaches to value the shares of MGHC:

1. Asset Approach - Net Asset Value (NAV)

The Net Asset Value approach derives the value of a company from the adjustment of the assets and liabilities to reflect their current market value or net realizable values. This method is deemed to provide a more meaningful valuation of asset-intensive businesses such as natural resource companies and property firms. This approach is also used to value companies that are projected to incur losses over a period of time.

2. Market Approach - Volume-Weighted Average Share Price (VWAP)

The volume-weighted average share price approach considers the share price of a publicly listed and traded company within a trading period. This method uses a market determined valuation and is applicable for companies with significant liquidity and trading activity. However, it is not applicable for privately held companies and not appropriate for publicly listed companies with illiquid or thinly traded shares.

3. Market Approach - Relative Valuation

One approach to stock valuation is the Relative Valuation Method which measures the value of the company relative to that of another company or a group of companies. It typically uses price multiples of comparable companies. Comparable firms are defined as those in the same line of business and with similar growth and risk profile. The rationale behind price multiples is the need to evaluate a stock's price in relation to what it buys in terms of assets, earnings or some other measure of value.

There are a number of multiples which can be used to calculate the price of a stock of a company being valued, among which are Price-to-Book (P/B) and Enterprise Value-to-EBITDA (EV/EBITDA) multiples.

4. Income Approach - Discounted Cash Flow (DCF)

The DCF approach is used to estimate the value of an investment by using future free cash flow projections and discounting them to arrive at a present value. The discount rate is equivalent to the rate of return that equity investors require to finance a project. This is normally based on the risk-free rate plus a risk premium multiplied by the beta coefficient of the company. The higher the perceived risk of an investment, the higher the risk premium should be.

The total present value of these future earnings, including the terminal value, represents the theoretical price of the shares.

C. Applicable Equity Valuation Methods

Since the conversion of debt into equity, as well as the conversion price, was approved by the Board of Directors on April 12, 2012, we found it appropriate to focus on historical financial statements of the Company, to determine whether the conversion price was fair at the time of the Board approval.

Since the DCF method focuses on future cash flows of a company, we are of the opinion that it is not an appropriate method to compute for the estimated value of MGHC at the time the Board approval was secured.

Also, the VWAP method was not used in our valuation because the shares of MGHC have not been traded since 2007. Based on the disclosure in their website, MGHC voluntarily suspended the trading of its shares since March 20, 2007, to allow the Company to re-align its business and explore new strategic directions.

Due to the aforecited reasons, we used the NAV and RV methods instead to compute for the estimated value of MGHC at the time of the Board approval in early 2012.

D. **Equity Valuation**

1. Asset Approach / Net Asset Value (NAV)

We computed for the Company's NAV using both its interim and audited financial statements immediately prior to the decision to convert the amount owed to FEMI into equity. The NAV method valued MGHC based on the market or net realizable values of its balance sheet items. To arrive at the NAV, we focused on the assets of the Company and determined if any of the accounts needed to be adjusted to either their net realizable or fair market value.

NAV using MGHC's 2011 Audited Financial Statements (the "AFS")

Presented below is the Net Asset Value computation as of December 31, 2011:

	December 31, 2011	ADJUSTMENTS	NET ADJUSTED VALUE
Current Asset			
Cash on hand and in banks	141,646	0	141,646
Noncurrent Assets			
Available-for-sale financial assets	1,774,237,878	0	1,774,237,878
Total Assets	1,774,379,524		1,774,379,524
Current Liabilities			
Accrued expenses and other current liabilities	351,037,996	0	351,037,996
Noncurrent Liabilities			
Due to a stockholder	1,846,224,982	- 800,000,000	1,046,224,982
Due to other related parties	333,468,624	0	333,468,624
Total Noncurrent liabilities	2,179,693,606		1,379,693,606
TOTAL LIABILITIES	2,530,731,602		1,730,731,602
NET ASSET VALUE	**-756,352,078**		**43,647,922**
Number of Shares	998,403,181		998,403,181
NAV per share	**-0.7576**		**0.0437**

Assets

Based on the Company's AFS, its assets were mainly composed of its available-for-sale financial assets, and the total amount of this account was further broken down into the following:

	2011
Unquoted equity securities	Php 1,763,697,240
Quoted equity securities	10,540,638
TOTAL	1,774,237,878

The unquoted securities amounting to Php 1,763,697,240 pertained to MGHC's 18.6% interest in MRTHI and 12.6% interest MRTHII. The reflected amount was computed by deducting Php 1,567,446,876 as an adjustment under PAS 39, which was the accounting standard for the recognition and measurement of financial instruments at the time, from the acquisition cost of Php 3,331,144,116.

As discussed in Section V.A of this Report, with the sale of the future share distributions from ERPs of the LRTS Phase I project of MRTC, the Company does not recognize its share in earnings of MRTC arising from the ERPs of the LRTS Phase I Project. Despite this however, the Management believed that the carrying amount of the investments in MRTHI and MRTH II can be realized in the future through:

- The Company's share in any additional variable ERP received by MRTC from DOTC in the form of a ridership bonus or sharing scheme which were not included in the future share distributions sold;
- The Company's share in the benefits arising from the residual rights in the expansion project; and
- The Company's put option to use the shares of stocks of MRTHI and MRTH II to pay-off its net advances from FEMI.

Based on the statements by the Management and the fact that the AFS was audited by a reputable audit firm, we considered the adjusted amount as reliable and found sufficient basis to use it in our valuation.

Liabilities

As of December 31, 2011, the liabilities owed to FEMI amounting to Php 800.0 million were still recorded as liability. Given the subscription agreements entered into between MGHC and FEMI in April 18, 2011 and April 12, 2012, we opted to deduct the amount of advances from the noncurrent liability account. All other liabilities were retained as these remained outstanding obligations of the Company.

Net Adjusted Value

After deducting the adjusted Total Liabilities from the Total Assets, the NAV of the Company based on its AFS was computed at Php 43,647,922. This translated to a NAV per share of PHP 0.0437.

NAV using MGHC's Q1 2012 Interim Financial Statements (the "Interim FS")

Presented below is the Net Asset Value computation as of March 31, 2012:

	March 31, 2012	ADJUSTMENTS	NET ADJUSTED VALUE
Current Asset			
Cash on hand and in banks	110,300	0	110,300
Noncurrent Assets			
Available-for-sale financial assets	1,774,237,878	0	1,774,237,878
Total Assets	1,774,348,178		1,774,348,178
Current Liabilities			
Accrued expenses and other current liabilities	350,629,946	0	350,629,946
Noncurrent Liabilities			
Due to a stockholder	1,847,848,897	- 800,000,000	1,047,848,897
Due to other related parties	333,468,624	0	333,468,624
Total Noncurrent liabilities	2,181,317,521		1,381,317,521
TOTAL LIABILITIES	2,531,947,467		1,731,947,467
NET ASSET VALUE	**- 757,599,289**		**42,400,711**
Number of Shares	998,403,181		998,403,181
NAV per share	**-0.7588**		**0.0425**

Aside from MGHC's AFS, we also took into consideration its latest interim financial statements prior to the Board approval. After our evaluation, the only adjustment made to the accounts was the reduction in the *Due to a Stockholder* account by Php 800.0 million, since these pertained to the liabilities which were eventually converted into equity. After deducting the adjusted Total Liabilities from the Total Assets, Net Asset Value of the Company was computed at Php 42,400,711 or Php 0.0425 per share.

Below is the summary of the values computed using the NAV method:

	DECEMBER 2011	MARCH 2012
Estimated Value in Php	43,647,922	42,400,711
Estimated Per-Share Value in Php	0.0437	0.0425

2. Market Approach / Relative Valuation Method

For our second valuation method, we considered the Relative Valuation Method which measures the value of a company relative to that of another company or a group of companies.

However, we noted that MGHC only recorded an insignificant amount of interest income as its revenue in its Interim FS and AFS, resulting in net losses for both periods. Moreover, its Balance Sheet also reflected a capital deficiency. This meant that the Relative Valuation method is not applicable as it would result in a negative figure regardless of the price multiples of the comparable companies, since the financial inputs of MGHC (ie. Total Equity, Net Income) were negative for both periods.

For the sake of illustration however, presented below is the summary of the RV method:

PB RATIO	
Peer's Price-to-Book Ratio	0.7563
Total Equity, 2011 AFS	(756,352,078)
Total Equity Value	**(571,991,923)**
Illiquidity & Uncertainty Discount	20%
Net Equity Value	**(457,593,539)**

Under this method, we identified publicly listed holding companies in the Philippines that we can use as comparable companies. We started with several companies but narrowed the list down by excluding those that are much larger in size than MGHC, and those with price multiples we considered outliers.

After our evaluation, we decided to use the following companies, and applied their average price-to-book ratio to the negative total equity of MGHC, resulting in a negative net equity value using the RV method.

Company	Bloomberg Ticker	Price-to-Book Ratio*
ANGLO PHILIPPINE HLDGS	APO PM	0.84
F & J PRINCE HLDGS CORP-A	FJP PM	0.69
SOLID GROUP INC	SGI PM	0.26
WELLEX INDUSTRIES INC	WIN PM	0.96
REPUBLIC GLASS HLDGS CORP	REG PM	1.23
ATN HOLDINGS-A SHS	ATN PM	0.67
HOUSE OF INVESTMENTS	HI PM	0.64
Average:		**0.7563**

**As of March 31, 2012*

While we are presenting our sample computation using the RV method, we are of the opinion that it is not an appropriate method to value MGHC due to the Company's financial performance at the time the conversion price was set.

VII. Conclusion

Based on our review of the operation and financial performance of MGHC, we deemed the NAV method to be most appropriate in valuing the Company. Using the information submitted to and secured by MIB Capital and our pertinent analyses thereof, our computed values per share of MGHC were from Php 0.0425 to Php 0.0437, below its par value of Php 1.00 per share. According to the Corporation Code of the Philippines, a company cannot issue a share of stock for a consideration less than its par value. Regardless of the resulting valuation of MGHC, therefore, the value of a share of MGHC common stock for purposes of new issuance must be no lower than its par value.

Based on the aforecited processes and limitation, we concluded that the conversion of the Php 800.0 million owed to FEMI into 800.0 million common shares at the par value of Php 1.00 per share was appropriate.

Net Asset Value Method	Amount in Php
December 31, 2011	0.0437
March 31, 2012	0.0425

MIB CAPITAL CORPORATION

Marilou C. Cristobal
Chairperson

Dindo Antonio T. Caguiat
President

Date of Report: September 15, 2023

ANNEX "I"

No.	Date of Disclosure/ Resolutions of Board of Directors	Subject
1	6 June 2024	Approval by the Corporate Governance Committee on the Final List of Nominees for Directors for the ensuing year.
2	20 June 2024	An advisory on the results of the Board Meeting: a. Approval on the extension of the term of Francisco C. Gonzalez as Independent Director of the Corporation for an additional year.
3	25 June 2024	An advisory on the results of the meeting of Board of Directors held on 20 June 2024: a. Approval of Item#8 of the revised Agenda below: 1. Call to Order 2. Determination and Certification of Quorum 3. Approval of the Minutes of the Previous Meeting held on October 12, 2023 4. Report of the Chairman 5. Approval of the Audited Financial Statements for the calendar year ended December 31, 2023 6. Ratification of all Acts and Resolutions of the Board, Board Committees and Management for the years 2023 to 2024 7. Election of Directors (including Independent Directors) 8. Approval of the 1-year term extension of Independent Director Francisco C. Gonzalez 9. Election of External Auditor 10. Other Matters 11. Adjournment
4	1 July 2024	Approval by the Board of Directors on the Issuance of Guaranty Letter in favor of its subsidiary, Metro Solar Power Solutions, Inc. (MSPSI), to guaranty the funding of the Work Programs of MSPSI in relation to its 65.39 MW_{DC} (54.30 MW_{AC}) Pililla Solar Power Project located in Pililla, Rizal.
5	17 July 2024	Approval by the Board of Directors on the engagement of MIB Capital Corporation to act as an independent Fairness Opinion Provider to the Corporation in connection with the conversion of a portion of the liabilities of the Corporation to Fil-Estate Management, Inc., amounting to Php500.00 million into equity of the Corporation at a conversion price of Php1.00 per share.
6	25 July 2024	An advisory on the results of the Annual Stockholders' Meeting: a. Approval of the Minutes of Annual Meeting of Stockholders held on 12 October 2023; b. Approval of the Annual Report and Audited Financial Statements of the Company for the calendar year ended 31 December 2023; c. Confirmation and ratification of all acts, contracts, resolutions and proceeding made and entered into by Management and/or the Board of Directors and the various Committees from October 12, 2023 up to the present; d. Approval on the extension of the Board term of Independent Director Francisco C. Gonzalez for another year following his previous 9-year limit;

		e. Approval on the Appointment of Isla Lipana & Co. as the Company's independent external auditor; and f. Election of Directors for the year 2024 up to 2025.
7	25 July 2024	An advisory on the results of the Organizational Meeting: a. Re-election and re-appointment of the Chairman of the Board and Officers of the Company; b. Constitution of the Board Committees; and c. Re-appointment of Banco de Oro Universal Bank – Stock Transfer Services Unit as Stock Transfer Agent.
8	14 August 2024	An advisory on the results of the Board Meeting: a. Approval of the unaudited financial statement quarterly report prepared by the Corporation's Accounting Department for the second quarter ended 30 June 2024 as recommended by the Audit Committee.
9	8 November 2024	An advisory on the results of the Board Meeting: a. Approval of the unaudited financial statement quarterly report prepared by the Corporation's Accounting Department for the third quarter ended 30 September 2024 as recommended by the Audit Committee.
10	25 November 2024	Recommending approval by the Corporate Governance Committee on the engagement of Center for Global Best Practices to act as training provider to the Corporation in connection with the 2024 SEC Mandatory Corporate Governance Seminar to be held via Zoom on 17 December 2024 (Tuesday) at 1PM to 5PM.
11	10 March 2025	i. Approval by the Board of Directors on the authority to reactivate and/or close current Peso Account and Dollar Account in Land Bank of the Philippines Ortigas Center–Pearl Drive Branch with office address at G/F Tycoon Centre Building, Pearl Drive, Ortigas Center, San Antonio, Pasig City; ii. Approval of the Board to transact with Land Bank of the Philippines Ortigas Center–Pearl Drive Branch, address at G/F Tycoon Center–Pearl Drive Ortigas, Pasig City for the reactivation and maintenance of banking products and services such as to reactivate and maintain depository accounts, avail of credit facilities, transact trade receivables, foreign exchange transactions, electronic banking services, and funds transfer.
12	10 April 2025	Approval by the Board of Directors on the appointment of Mr. Robert John L. Sobrepeña as proxy for Metro Global Holdings Corporation's shares and to be the Corporation's duly authorized representative and proxy during the Special Stockholders' Meeting of Metro Rail Transit Holdings II, Inc. to be held on 25 April 2025, at 10 o'clock in the morning at the 2nd Floor, The Renaissance Tower, Meralco Avenue, Pasig City.
13	22 April 2025	Approval by the Corporate Governance Committee on the Board/Committee /Individual Director's Self-Assessment Forms and recommendation by the Committee for the distribution of such Assessment Forms to the Board Directors.
14	25 April 2025	Approval by the Corporate Governance Committee of the Final List of Nominees for Directors for the ensuing year.

15	25 April 2025	An advisory on the results of the Board Meeting: a. Approval on the calling of the Annual Meeting of Shareholders on 24 July 2025, 10:00AM via video conference and setting June 25, 2025 as the set record date for determination of shareholders who shall be entitled to notice of and to vote at said annual meeting; b. Approval on the Agenda for the Annual Shareholders' Meeting; c. Approval on the Audited Financial Statements as of and for the year ended 31 December 2024; d. Approval on the nominees for election to the Board of Directors during the Annual Stockholders' Meeting which will be held on 24 July 2025; e. Approval on the extension of the Board Term of Independent Director Francisco C. Gonzalez for another year; and f. Approval on the re-appointment of Isla Lipana & Co. as the Company's external auditors for 2025-2026.
16	25 April 2025	An advisory on the results of the Board Meeting: a. Approval on the extension of the term of Francisco C. Gonzalez as Independent Director of the Corporation for an additional year.
17	2 May 2025	Approval by the Board of Directors on the appointment of Mr. Robert John L. Sobrepeña as proxy for Metro Global Holdings Corporation's shares and to be the Corporation's duly authorized representative and proxy during the Special Stockholders' Meeting of Metro Rail Transit Holdings, Inc. to be held on 8 May 2025, at 10 o'clock in the morning at the 2^{nd} Floor, The Renaissance Tower, Meralco Avenue, Pasig City.
18	13 May 2025	An advisory on the results of the Board Meeting: a. Approval of the unaudited financial statement quarterly report prepared by the Corporation's Accounting Department for the first quarter ended 31 March 2025 as recommended by the Audit Committee.
19	23 May 2025	Recommendation for Board Approval by the Corporate Governance Committee of the 2024 Integrated Annual Corporate Governance Report
20	26 May 2025	Approval by the Board of Directors of the 2024 Integrated Annual Corporate Governance Report

ANNEX J

FAIRNESS OPINION REPORT ON THE CONVERSION OF PHP200.15 MILLION IN LIABILITIES INTO EQUITY SHARES OF METRO GLOBAL HOLDINGS CORPORATION

Prepared By:

MIB CAPITAL CORPORATION

September 15, 2023

This Fairness Opinion report (the "Report") was prepared by:

MIB CAPITAL CORPORATION

("MIB Capital" or the "Fairness Opinion Provider")

Date of Report

September 15, 2023

Table of Contents

I. Executive Summary

BACKGROUND AND OBJECTIVE

This report was prepared by MIB Capital Corporation as an independent fairness opinion provider to Metro Global Holdings Corporation ("MGHC" or the "Company") with the objective of rendering a fairness opinion on the conversion of a portion of its liabilities to Fil-Estate Management, Inc. ("FEMI") amounting to Php200.15 million into equity shares of MGHC at a conversion price of Php 1.00 per share.

The conversion of liabilities into equity shares was approved by the Board of Directors on May 6, 2014, and by the Securities and Exchange Commission ("SEC") on September 4, 2014.

ASSUMPTIONS AND LIMITATIONS

In preparing our fairness opinion, we relied on documents which were either provided by the Company or sourced from Bloomberg. For documents provided by the Company, MIB Capital considered the data as reliable and accurate. We did not verify or validate any information presented by the Company except where explicitly stated and discussed in the Results and Findings section of this report. Our analysis and procedures did not include verification work or constitute an audit in accordance with Philippine Standards on Auditing.

For information acquired from Bloomberg, we assumed that the information contained therein were accurate.

FINDINGS

Debt Validation

The Board of Directors of MGHC approved the conversion of the liabilities to FEMI amounting to Php 200.15 million into equity on May 6, 2014. To determine whether the Php 200.15 million liabilities which were converted into common shares were outstanding prior to the Board approval on May 6, 2014, we reviewed MGHC's interim and audited financial statements, deed of assignment, and the Certificate of Approval of Valuation from the SEC.

Based on the documentations provided to us, we validated the existence of the PHP 200.15 million advances prior to the Board approval in May 2014.

Equity Valuation

Since the conversion of debt into equity, as well as the conversion price, was approved by the Board of Directors in May 2014, we found it appropriate to focus on historical financial statements of the Company, to determine whether the conversion price was fair at the time of the Board approval.

Since the DCF method focuses on future cash flows of a company, we are of the opinion that it is not an appropriate method to compute for the estimated value of MGHC at the time the Board approval was secured. Also, the VWAP method was not used in our valuation because the shares of MGHC have not been traded since 2007. Due to the aforecited reasons, we decided to take a closer look at the Relative Valuation (RV) and Net Asset Value (NAV) methods instead to compute for the estimated value of MGHC.

For the RV method, we noted that MGHC only recorded an insignificant amount of interest income as its revenue in its interim FS and AFS, resulting in net losses for both periods. Moreover, its Balance Sheet also reflected a capital deficiency. This meant that the Relative Valuation method is not applicable as it would result in a negative figure regardless of the price multiples of the comparable companies, since the financial inputs of MGHC (ie. Total Equity, Net Income) were negative for both periods.

Asset Approach / Net Asset Value

We computed for the Company's NAV using both its interim and audited financial statements immediately prior to the decision to convert the amount owed to FEMI into equity. The NAV method valued MGHC based on the market or net realizable values of its balance sheet items. To arrive at the NAV, we focused on the assets of the Company and determined if any of the accounts needed to be adjusted to either their net realizable or fair market value.

After deducting the adjusted Total Liabilities from the Total Assets, the NAV of the Company based on its financial statements are as follows:

	DECEMBER 2013	MARCH 2014
Estimated Value in Php	160,542,210	151,897,943
Estimated Per-Share Value in Php	0.0893	0.0845

CONCLUSION

Based on our review of the operation and financial performance of MGHC, we deemed the NAV method to be most appropriate in valuing the Company. Using the information submitted to and secured by MIB Capital and our pertinent analyses thereof, our computed values per share of MGHC were from Php 0.0845 to Php 0.0893, below its par value of Php 1.00 per share. According to the Corporation Code of the Philippines, a company cannot issue a share of stock for a consideration less than its par value. Regardless of the resulting valuation of MGHC, therefore, the value of a share of MGHC common stock for purposes of new issuance must be no lower than its par value.

Based on the aforecited processes and limitation, we concluded that the conversion of the Php 200.15 million owed to FEMI into 200.15 million common shares at the par value of Php 1.00 per share was appropriate.

Net Asset Value Method	Amount in Php
December 31, 2013	0.0893
March 31, 2014	0.0845

II. Objective

This report was prepared by MIB Capital Corporation as an independent fairness opinion provider to Metro Global Holdings Corporation ("MGHC" or the "Company") with the objective of rendering a fairness opinion on the conversion of a portion of its liabilities to Fil-Estate Management, Inc. ("FEMI") amounting to Php 200.15 million into equity shares of MGHC at a conversion price of Php 1.00 per share.

The conversion of liabilities into equity shares was approved by the Board of Directors on May 6, 2014, and by the Securities and Exchange Commission ("SEC") on September 4, 2014.

III. Sources of Information

The Company provided us with the following information and materials:

a) Interim financial statements of MGHC as of March 31, 2014
b) Audited financial statements of MGHC for the year ended December 31, 2013
c) Deed of Assignment between MGHC and FEMI dated August 20, 2014
d) Certificate of Approval of Valuation from the SEC dated September 4, 2014
e) General Information Sheet of MGHC for the year 2022
f) Corporate Profile of MGHC and FEMI

In addition to the materials provided by MGHC, we also referred to Bloomberg for the basic description and financial information of select holding companies listed in the Philippine Stock Exchange.

IV. Assumptions and Limitations of the Study

In preparing our fairness opinion, we relied on the documents enumerated above which were either provided by the Company or sourced from Bloomberg.

For documents provided by the Company, MIB Capital considered the data as reliable and accurate. We did not verify or validate any information presented by the Company except where explicitly stated and discussed in the Results and Findings section of this report. Our analysis and procedures did not include verification work or constitute an audit in accordance with Philippine Standards on Auditing.

Based on the documents provided by the Company, we assumed the following:

- That the liabilities (which were the subject of the Transaction) were valid and outstanding as of the pertinent date.
- That the necessary corporate approvals for the issuance of common shares and the conversion of liabilities into common equity were obtained from their respective approving authorities.
- That the necessary agreements between MGHC and FEMI such as but not limited to the Debt-to-Equity Conversion Agreement were duly executed.

For information acquired from Bloomberg, we assumed that the information contained therein were accurate.

V. Company Background

A. Corporate Background

Metro Global Holdings Corporation, formerly Fil-Estate Corporation, was incorporated on September 17, 1954 originally as San Jose Oil, Incorporated. The original and primary purpose of the corporation was to prospect for and market oil, natural gas and other minerals and, secondarily, to invest in non-mining corporations or other enterprises. The Company was listed in the Philippine Stock Exchange (PSE) on May 4, 1964.

The Company's key investment is in the form of equity interests: a) 18.6% interest in Metro Rail Transit Holdings, Inc. (MRTHI) and b) 12.6% interest in Metro Rail Transit Holdings II, Inc. (MRTH II). MRTHI owns 84.9% interest in MRTHII, while MRTHII wholly owns Metro Rail Transit Corporation (MRTC), which was awarded by the Philippine Government, acting through the Department of Transportation and Communication (DOTC), the Build, Lease and Transfer (BLT) Agreement to build, lease, and transfer a 16.9-kilometer rail transit system in Metro Manila, known as LRTS Phase I.

As provided under the BLT Agreement, upon completion of the LRTS, the DOTC shall operate the same and pay MRTC guaranteed rental fees for a period of twenty-five (25) years, from date of completion. The rental fees are used to pay debt to foreign funders, equity rental payments to stockholders of MRTC to guarantee a fifteen percent (15%) net economic return and maintenance fees.

In 2002, the Company and other participating shareholders of MRTHI and MRTHII (collectively referred to as the 'Sellers'), entered into Sale Agreements where they sold all future share distributions arising from the equity rental payments (ERP) of the LRTS Phase I Project of MRTC in exchange for Original Issuance Discount Bonds (OID Bonds). The OID Bonds were subsequently redeemed in full by delivering Asset-Backed Notes ("Notes") issued by MRT III Funding Corporation Limited (MRT III). Upon maturity of the Notes, MGHC used the proceeds to substantially settle its debts to FEMI.

Notwithstanding the sale of future share distributions, the Company continues to hold on to the legal rights over the shares of stock in MRTHI and MRTHII in compliance with the various agreements related to the sale of share of future share distributions, as well as the Company's obligation under the Agreement of MRTC with DOTC whereby the original shareholders of MRTHI and MRTHII are precluded from transferring their equity interest in MRTHI and MRTHII until the end of the BLT Agreement in July 2025. Accordingly, any additional variable ERP to be received by MRTHI and MRTHII through MRTC from DOTC in the future and any benefits arising from the residual rights in the expansion projects shall still accrue to the Company and the other shareholders.

On August 18, 2005, the Company and FEMI entered into a "Letter of Agreement", whereby FEMI agreed to grant the Company the sole option to assign to FEMI its equity interests in MRTHI and MRTHII as settlement of the Company's liabilities to FEMI, included in *'Due to a stockholder'* account in the statements of financial position, and any additional advances or interest which FEMI may charge to the Company in relation to the said advances. Under the "Letter of Agreement," should the Company opt to sell the said investments to third party or parties in the future, FEMI has the right of first refusal to purchase the said investments at its prevailing market value.

B. Board of Directors and Management Officers

Presented below are the directors and key management officers of MGHC as of the date of the Report:

Name	Citizenship	Executive Position
Robert John L. Sobrepeña	Filipino	Chairman of the Board
Ferdinand T. Santos	Filipino	President
Noel M. Cariño	Filipino	Director
Rafael Perez de Tagle, Jr	Filipino	Director
Roberto S. Roco	Filipino	Director
Alice Odchigue-Bondoc	Filipino	Director
Francisco C. Gonzalez	Filipino	Director, Independent
Jaime M. Cacho	Filipino	Director
Jose Wilfrido M. Suarez	Filipino	Director, Independent
Gilbert Raymund T. Reyes	Filipino	Corporate Secretary

VI. Results and Findings

A. Debt Validation

The Board of Directors of MGHC approved the conversion of the liabilities to FEMI amounting to Php 200.15 million into equity on May 6, 2014. To determine whether the Php 200.15 million liabilities which were converted into common shares were outstanding prior to the Board approval on May 6, 2014, we referred to MGHC's interim FS as of March 31, 2014 ("Interim FS"), and its audited FS for the year 2013 ("AFS").

Based on the Interim FS of MGHC, the *Due to a Stockholder* account amounted to Php 1,038,744,798, greater than the Php 200.15 million advances that were eventually converted into equity. We also checked MGHC's AFS and the same account amounted to Php 1,030,523,118. The notes to the AFS disclosed that the *Due to a Stockholder* account pertained to advances from FEMI arising mainly from FEMI's payment of MGHC's bank loans including interests and penalties.

Aside from checking the Company's financial statements, we also secured from the MGHC a copy of the deed of assignment between MGHC and FEMI which was executed on August 20, 2014. In the document, it was stated that MGHC intended to assign, transfer, cede and convey to FEMI its 200.15 million common shares in settlement of the outstanding receivables of FEMI from MGHC amounting to Php 200.15 million.

Lastly, MGHC also provided us its Certificate of Approval of Valuation from the SEC executed on September 4, 2014.

Based on the documentations provided to us, we validated the existence of the PHP 200.15 million advances prior to the Board approval in May 2014.

B. Equity Valuation Approaches

After validating the existence of the debt, we determined that the conversion price of PHP 1.00 per share was fair. We looked at four (4) possible approaches to value the shares of MGHC:

1. Asset Approach - Net Asset Value (NAV)

The Net Asset Value approach derives the value of a company from the adjustment of the assets and liabilities to reflect their current market value or net realizable values. This method is deemed to provide a more meaningful valuation of asset-intensive businesses such as natural resource companies and property firms. This approach is also used to value companies that are projected to incur losses over a period of time.

2. Market Approach - Volume-Weighted Average Share Price (VWAP)

The volume-weighted average share price approach considers the share price of a publicly listed and traded company within a trading period. This method uses a market determined valuation and is applicable for companies with significant liquidity and trading activity. However, it is not applicable for privately held companies and not appropriate for publicly listed companies with illiquid or thinly traded shares.

3. Market Approach - Relative Valuation

One approach to stock valuation is the Relative Valuation Method which measures the value of the company relative to that of another company or a group of companies. It typically uses price multiples of comparable companies. Comparable firms are defined as those in the same line of business and with similar growth and risk profile. The rationale behind price multiples is the need to evaluate a stock's price in relation to what it buys in terms of assets, earnings or some other measure of value.

There are a number of multiples which can be used to calculate the price of a stock of a company being valued, among which are Price-to-Book (P/B) and Enterprise Value-to-EBITDA (EV/EBITDA) multiples.

4. Income Approach - Discounted Cash Flow (DCF)

The DCF approach is used to estimate the value of an investment by using future free cash flow projections and discounting them to arrive at a present value. The discount rate is equivalent to the rate of return that equity investors require to finance a project. This is normally based on the risk-free rate plus a risk premium multiplied by the beta coefficient of the company. The higher the perceived risk of an investment, the higher the risk premium should be.

The total present value of these future earnings, including the terminal value, represents the theoretical price of the shares.

C. Applicable Equity Valuation Methods

Since the conversion of debt into equity, as well as the conversion price, was approved by the Board of Directors in May 2014, we found it appropriate to focus on historical financial statements of the Company, in order to determine whether the conversion price was fair at the time of the Board approval.

Since the DCF method focuses on future cash flows of a company, we are of the opinion that it is not an appropriate method to compute for the estimated value of MGHC at the time the Board approval was secured.

Also, the VWAP method was not used in our valuation because the shares of MGHC have not been traded since 2007. Based on the disclosure in their website, MGHC voluntarily suspended the trading of its shares since March 20, 2007, to allow the Company to re-align its business and explore new strategic directions.

Due to the aforecited reasons, we used the NAV and RV methods instead to compute for the estimated value of MGHC at the time of the Board approval in May 2014.

D. **Equity Valuation**

1. Asset Approach / Net Asset Value (NAV)

We computed for the Company's NAV using both its interim and audited financial statements immediately prior to the decision to convert the amount owed to FEMI into equity. The NAV method valued MGHC based on the market or net realizable values of its balance sheet items. To arrive at the NAV, we focused on the assets of the Company and determined if any of the accounts needed to be adjusted to either their net realizable or fair market value.

NAV using MGHC's 2013 Audited Financial Statements (the "AFS")

Presented below is the Net Asset Value computation as of December 31, 2013:

	December 31, 2013	ADJUSTMENTS	NET ADJUSTED VALUE
Current Asset			
Cash on hand and in banks	92,392	0	92,392
Noncurrent Assets			
Available-for-sale financial assets	1,722,825,729	0	1,722,825,729
Total Assets	1,722,918,121		1,722,918,121
Current Liabilities			
Accrued expenses and other current liabilities	398,534,169	0	398,534,169
Noncurrent Liabilities			
Due to a stockholder	1,030,523,118	-200,150,000	830,373,118
Due to other related parties	333,468,624	0	333,468,624
Total Noncurrent liabilities	1,363,991,742		1,163,841,742
TOTAL LIABILITIES	1,762,525,911		1,562,375,911
NET ASSET VALUE	**-39,607,790**		**160,542,210**
Number of Shares	1,798,403,181		1,798,403,181
NAV per share	**-0.0220**		**0.0893**

Assets

Based on the Company's AFS, its assets were mainly composed of its available-for-sale financial assets, and the total amount of this account was further broken down into the following:

	2013
Unquoted equity securities	Php 1,713,991,741
Quoted equity securities	8,833,988
TOTAL	Php 1,722,825,729

The unquoted securities amounting to Php 1,713,991,741 pertained to MGHC's 18.6% interest in MRTHI and 12.6% interest MRTHII. The reflected amount was computed by deducting Php 1,567,446,876 as an adjustment under PAS 39, which was the accounting standard for the recognition and measurement of financial instruments at the time, and an impairment loss of Php 49,705,499 from the acquisition cost of Php 3,331,144,116.

As discussed in Section V.A of this Report, with the sale of the future share distributions from ERPs of the LRTS Phase I project of MRTC, the Company does not recognize its share in earnings of MRTC arising from the ERPs of the LRTS Phase I Project. Despite this however, the Management believed that the carrying amount of the investments in MRTHI and MRTH II can be realized in the future through:

- The Company's share in any additional variable ERP received by MRTC from DOTC in the form of a ridership bonus or sharing scheme which were not included in the future share distributions sold;

- The Company's share in the benefits arising from the residual rights in the expansion project; and

- The Company's put option to use the shares of stocks of MRTHI and MRTH II to pay-off its net advances from FEMI.

Aside from the adjustment under PAS 39, the auditors also found sufficient basis to deduct an impairment loss from this account during the relevant year.

Based on the statements by the Management and the fact that the AFS was audited by a reputable audit firm, we considered the adjusted amount as reliable and found sufficient basis to use it in our valuation.

Liabilities

As of December 31, 2013, the liabilities owed to FEMI amounting to Php 200.15 million were still recorded as liability. Given the deed of assignment entered into between MGHC and FEMI on August 20, 2014, we opted to deduct the amount of advances from the noncurrent liability account. All other liabilities were retained as these remained outstanding obligations of the Company.

Net Adjusted Value

After deducting the adjusted Total Liabilities from the Total Assets, the NAV of the Company based on its AFS was computed at Php 160,542,210. This translated to a NAV per share of PHP 0. 0.0893.

NAV using MGHC's Q1 2014 Interim Financial Statements (the "Interim FS")

Presented below is the Net Asset Value computation as of March 31, 2014:

	March 31, 2014	ADJUSTMENTS	NET ADJUSTED VALUE
Current Asset			
Cash on hand and in banks	135,663	0	135,663
Noncurrent Assets			
Available-for-sale financial assets	1,722,590,463	0	1,722,590,463
Total Assets	1,722,726,126		1,722,726,126
Current Liabilities			
Accrued expenses and other current liabilities	398,764,761	0	398,764,761
Noncurrent Liabilities			
Due to a stockholder	1,038,744,798	-200,150,000	838,594,798
Due to other related parties	333,468,624	0	333,468,624
Total Noncurrent liabilities	1,372,213,422		1,172,063,422
TOTAL LIABILITIES	1,770,978,183		1,570,828,183
NET ASSET VALUE	**-48,252,057**		**151,897,943**
Number of Shares	1,798,403,181		1,798,403,181
NAV per share	**-0.0268**		**0.0845**

Aside from MGHC's AFS, we also took into consideration its latest interim financial statements prior to the Board approval. After our evaluation, the only adjustment made to the accounts was the reduction in the *Due to a Stockholder* account by Php 200.15 million, since these pertained to the liabilities which were eventually converted into equity. After deducting the adjusted Total Liabilities from the Total Assets, Net Asset Value of the Company was computed at Php 151,897,943 or Php 0.0845 per share.

Below is the summary of the values computed using the NAV method:

	DECEMBER 2013	MARCH 2014
Estimated Value in Php	160,542,210	151,897,943
Estimated Per-Share Value in Php	0.0893	0.0845

2. Market Approach / Relative Valuation Method

For our second valuation method, we considered the Relative Valuation Method which measures the value of a company relative to that of another company or a group of companies.

However, we noted that MGHC only recorded an insignificant amount of interest income as its revenue in its interim FS and AFS, resulting in net losses for both periods. Moreover, its Balance Sheet also reflected a capital deficiency. This meant that the Relative Valuation method is not applicable as it would result in a negative figure regardless of the price multiples of the comparable companies, since the financial inputs of MGHC (ie. Total Equity, Net Income) were negative for both periods.

For the sake of illustration however, presented below is the summary of the RV method:

PB RATIO	
Peer's Price-to-Book Ratio	0.6585
Total Equity, 2013 AFS	(39,607,790)
Total Equity Value	**-26,081,742**
Illiquidity & Uncertainty Discount	20%
Net Equity Value	**-20,865,394**

Under this method, we identified publicly listed holding companies in the Philippines that we can use as comparable companies. We started with several companies but narrowed the list down by excluding those that are much larger in size than MGHC, and those with price multiples we considered outliers.

After our evaluation, we decided to use the following companies, and applied their average price-to-book ratio to the negative total equity of MGHC, resulting in a negative net equity value using the RV method.

Company	Bloomberg Ticker	Price-to-Book Ratio*
ANGLO PHILIPPINE HLDGS	APO PM	0.77
F & J PRINCE HLDGS CORP-A	FJP PM	0.89
SOLID GROUP INC	SGI PM	0.25
WELLEX INDUSTRIES INC	WIN PM	0.73
REPUBLIC GLASS HLDGS CORP	REG PM	0.92
ATN HOLDINGS-A SHS	ATN PM	0.46
HOUSE OF INVESTMENTS	HI PM	0.58
Average:		**0.6585**

**As of March 31, 2014*

While we are presenting our sample computation using the RV method, we are of the opinion that it is not an appropriate method to value MGHC due to the Company's financial performance at the time the conversion price was set.

VII. Conclusion

Based on our review of the operation and financial performance of MGHC, we deemed the NAV method to be most appropriate in valuing the Company. Using the information submitted to and secured by MIB Capital and our pertinent analyses thereof, our computed values per share of MGHC were from Php 0.0845 to Php 0.0893, below its par value of Php 1.00 per share. According to the Corporation Code of the Philippines, a company cannot issue a share of stock for a consideration less than its par value. Regardless of the resulting valuation of MGHC, therefore, the value of a share of MGHC common stock for purposes of new issuance must be no lower than its par value.

Based on the aforecited processes and limitation, we concluded that the conversion of the Php 200.15 million owed to FEMI into 200.15 million common shares at the par value of Php 1.00 per share was appropriate.

Net Asset Value Method	Amount in Php
December 31, 2013	0.0893
March 31, 2014	0.0845

MIB CAPITAL CORPORATION

Marilou C. Cristobal
Chairperson

Dindo Antonio T. Caguiat
President

Date of Report: September 15, 2023