COVER SHEET

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SEC Registration Number

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NOTICE OF ANNUAL STOCKHOLDERS' MEETING

In light of the COVID-19 pandemic, **NOTICE IS HEREBY GIVEN** that the **Annual Meeting of the Stockholders of RFM CORPORATION ("RFM")** will be conducted virtually on **Monday, 27 June 2022 at 11:00 o'clock A.M.** and information about said virtual meeting can be accessed at the link provided in RFM's website at http://www.rfmfoods.com/CompanyDisclosures/2022ASM.aspx under ASM Matters, with the following **AGENDA**:

I. Call to Order

II. Certification of Notice and Quorum

III. Approval of the Minutes of the Annual Stockholders' Meeting held on June 30, 2021

IV. President's Report for 2021 and Audited Financial Statements ending December 31, 2021

V. Ratification of the acts of Management and Board of Directors

VI. Election of Directors for 2022

VII. Appointment of External Auditor

VIII. Other Matters

IX. Adjournment

The conduct of this Annual Stockholders' Meeting will be streamed live and stockholders of record as of 25 May 2022 may attend, participate and vote only through proxy, remote communication or in absentia using the abovestated link. The requirements and procedures on how to participate in this meeting and for voting in absentia will be stated in the Information Statement. These will also be published and made accessible in the same link above.

Stockholders who opt to vote by proxy must submit and address their proxy to the attention of the Corporate Secretary at 8th Floor, RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City or via e-mail at corporatesecretary@rfm.com.ph not later than 5:00 p.m. on or before June 23, 2022.

Stockholders may view the Notice and Agenda, Proxy Form, Definitive Information Statement, SEC Form 17-A (2021 Annual Report), SEC Form 17-Q (1st Quarter Report of 2022) and other pertinent documents related to RFM's Annual Stockholders' Meeting at http://www.rfmfoods.com/CompanyDisclosures/2022ASM.aspx under ASM Matters and via the PSE Electronic Disclosure Generation Technology (PSE EDGE) portal at https://edge.pse.com.ph.

5 April 2022, Mandaluyong City, Metro Manila, Philippines.

ATTY. MITCHIE VANESSA T. MAGOMNANG
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

Information Statement Pursuant to Section 20
of the Securities Regulation Code

1. Check the appropriate box:

_____ Preliminary Information Statement

__X__ Definitive Information Statement

2. Name of Registrant as specified in its charter:

RFM CORPORATION

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

Mandaluyong City, Philippines

4. SEC Identification Number : **12998**

5. BIR Tax Identification Number : **000-064-134-000**

6. Address of Principal Office : **RFM Corporate Center**
Corner Pioneer and Sheridan Streets
Mandaluyong City, Philippines 1550

7. Registrant's telephone number, including area code: **(632) 86318101**

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

27 June 2022
11:00 A.M.
The Annual Stockholders' Meeting will be conducted online and information about said virtual meeting can be accessed at the link provided in RFM Corporation's website at:
http://www.rfmfoods.com/CompanyDisclosures/2022ASM.aspx under ASM Matters

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

   On or before 03 June 2022

10. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code:

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common	**3,369,549,358** common shares

11. Are any or all of registrant's securities listed in a Stock Exchange?

Philippine Stock Exchange, Inc.	**Common Stock**

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

A. GENERAL INFORMATION

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

(a) Date of Meeting: **27 June 2022**
Time of Meeting: **11:00 A.M.**
Place of Meeting: **Will be conducted online and information about said virtual meeting can be accessed at the link provided in RFM Corporation's website at: http://www.rfmfoods.com/CompanyDisclosures/2022ASM.aspx**

Mailing Address: RFM Corporate Center
Corner Pioneer and Sheridan Streets
Mandaluyong City, Philippines 1550

(b) Approximate Date of Sending Information
Statement to Security Holders: **On or before 03 June 2022**

Item 2. Dissenters' Right of Appraisal

Pursuant to Sections 80 and 81, Title X of the Revised Corporation Code of the Philippines, the appraisal right may be exercised by any stockholder who shall have voted against (1) an amendment to the Articles of Incorporation that changes or restricts the rights of any stockholder or class of shares, or authorizes preferences in any respect superior to the outstanding shares of any class, or extends or shortens the corporate existence; (2) a sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets; (3) a merger and consolidation; or (4) the investment of corporate funds for any purpose other than the primary purpose; by making a written demand on the Corporation for payment of the fair value of his share(s). The written demand together with the share certificate/s of the withdrawing stockholder must be received by the Corporation within thirty (30) calendar days from the date on which the vote was taken. Failure to make the written demand and/or to surrender the share certificate/s within such period shall be deemed a waiver of the appraisal right.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the Corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Corporation, and the third by the two 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.

No payment shall be made to any withdrawing stockholder unless the Corporation has unrestricted retained earnings in its books to cover such payment.

Upon payment by the Corporation of the agreed or awarded price, the stockholders shall forthwith transfer his shares to the Corporation.

The appraisal right is also available to a dissenting stockholder in case the Corporation decides to invest its funds in another corporation or business or for any purpose other than the primary purpose as provided in Section 41 of the Revised Corporation Code of the Philippines.

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

Each of the incumbent Directors, Nominees for Directors or Officers of the Corporation since the beginning of the last fiscal year or any associate of said persons do not have any substantial interest, direct or indirect, by security holdings, or otherwise, in any matter to be acted upon other than election to the office.

There is no Director who has informed the Corporation, either verbally or in writing, of his intention to oppose any action to be taken by the Corporation at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

Stockholders of record of the Corporation as of 25 May 2022 shall be entitled to vote during the meeting. The outstanding capital stock of the Corporation as of 30 April 2022 is 3,369,549,358 common shares with a par value of Php1.00 per share, all of which are entitled to vote. For the purpose of voting the shares in the meeting, one common share is entitled to one vote.

Manner of Voting

Article III of the By-laws of the Corporation provides that the stockholders may vote in person or by proxy.

In accordance with Section 23 of the Revised Corporation Code of the Philippines, each stockholder may vote in any one of the following manner:

1. He may vote such number of shares for as many persons as there are Directors to be elected;

2. He may cumulate said shares and give one candidate as many votes as the number of Directors to be elected multiplied by his shares;

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

Security Ownership of Certain Record and Beneficial Owners and Management

(1) Security Ownership of Certain Record and Beneficial Owners

Security Ownership of Certain Record and Beneficial Owners as of 30 April 2022 of more than 5% of the Corporation's Voting Securities

(1) Title of Class	(2) Name & Address of Record Owner & Relationship to Issuer	(3) Name of Beneficial Owner & Relationship to Record Owner	(4) Citizenship	(5) No. of Shares	(6) Percentage (%)
Common	Triple Eight Holdings Inc. 507 Buendia AveNue, North Forbes Park, Makati City Stockholder	Triple Eight Holdings, Inc.	Filipino	745,157,196	22.1
Common	PCD Nominee Corp. G/F MKSE Building Ayala Avenue, Makati Stockholder	PCD Participants	Foreign	725,054,740	21.5%
Common	Horizons Realty, Inc. 11 Kawayan Road N. Forbes Park, Makati City Stockholder	Horizons Realty, Inc.	Filipino	650,139,738	19.3%
Common	BJS Dev. Corp. 1869 P. Domingo St. Makati City Stockholder	BJS Dev. Corp.	Filipino	311,210,184	09.2%
Common	Helios St., Sta Cruz Manila Stockholder	RPMC Resources, Inc.	Filipino	201,982,966	6%

List of person or persons acting together to direct the voting or disposition of the shares held by:

I. Horizons Realty, Inc.
   1. Jose S. Concepcion, Jr.
   2. Ma. Victoria A. Concepcion
   3. Jose Ma. A. Concepcion III
   4. Ma. Victoria Herminia C. Young
   5. Luis Bernardo A. Concepcion
   6. John Marie A. Concepcion
   7. Ma. Lourdes Celine C. Lebron
   8. Ma. Victoria Ana C. Monasterio
   9. Mary Elizabeth C. Santos
   10. Michelle C. Reyes

II. Triple Eight Holdings Inc.
   1. Jose Ma. A. Concepcion III
   2. Marissa O. Concepcion
   3. Ma. Luisa Margarita O. Concepcion
   4. Jose Christian O. Concepcion
   5. Margarita O. Villareal

III. PCD Nominee Corporation – The PCD is the depository of RFM common shares which are traded in the Philippine Stock Exchange. It is a wholly-owned subsidiary of Philippine Central Depository, Inc. and is the registered owner of the shares in the books of the Corporation's transfer agent, Stock Transfer Service, Inc. PCD was organized by major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines. The beneficial owners of the shares are PCD's participants, who hold the shares on their behalf or in behalf of their clients. Where shareholders are called upon to vote on a similar matter, the PCD Nominee Corporation only informs its participant brokers of such event. In turn, participant brokers get in touch with their clients who are the beneficial owners of shares lodged with the PCD. It is the beneficial owners who have the voting power. The Corporation is not aware that a participant holds more than 5% of outstanding common shares of the Corporation.

IV. BJS Development Corporation
   1. Joseph Server, Jr.
   2. Ernest Fritz Server, Jr.
   3. Hanz Joseph Banzhaf
   4. Christine Michelle Server
   5. Estelita Server
   6. Claudia Veronica B. Lanza
   7. Caroline Therese Server
   8. Catherine Ann Server
   9. Sylvia Alexandra Banzhaf

Based on the records of the Corporation, Mr. Jose Ma. A. Concepcion III is given the voting power over the security ownership of Triple Eight Holdings, Inc. and Horizons Realty, Inc., while Mr. Ernest Fritz Server or Mr. Joseph D. Server Jr. is given the voting power over the security ownership of BJS Development Corporation.

(2) Security Ownership of Management

Security Ownership of Management as of 30 April 2022

Title of Class	Name and Address of Beneficial Owner	Amount and nature of record/beneficial ownership (Shares)	Citizenship	Percent of Class
Common	Jose Ma. A. Concepcion Jr Kawayan St., North Forbes Park, Makati	2,037,920 "r"	Filipino	0.060
Common	Jose Ma. A. Concepcion III Buendia Ave., North Forbes Park Makati	11,671,886 "r"	Filipino	0.34

Common	John Marie A. Concepcion Urdaneta Ave., Urdaneta Village, Makati	369,974 "r"	Filipino	0.010
Common	Ma. Victoria Herminia C. Young Cabildo St., Urdaneta Village Makati	10 "r"	Filipino	0.00
Common	Ernest Fritz Server Chico Drive Ayala Alabang, Muntinlupa	564,834 "r"	Filipino	0.016
Common	Joseph Server, Jr. Cadena de Amor cor. Ilang-Ilang St. Ayala Alabang, Muntinlupa	135,376 "r"	Filipino	0.004
Common	Jose Ma. Christian O. Concepcion IV Buendia Ave., North Forbes Park Makati	60,000 "r"	Filipino	0.001
Common	Raissa Hechanova-Posadas Nakpil St., San Lorenzo Village, Makati City	2,000 "r"	Filipino	0.00
Common	Francisco A. Segovia Acacia Avenue, Ayala Alabang, Muntinlupa	10 "r"	Filipino	0.00
Common	Romeo L. Bernardo Belvedere Tower, San Miguel Ave., Ortigas Center, Pasig	247 "r"	Filipino	0.00
Common	Lilia R. Bautista Rita St. San Juan, Metro Manila	2,000 "r"	Filipino	0.00
Common	Enrique Oliver I. Rey-Matias Unit 77 Cathedral Heights Townhouse, 32E Sta. Ignaciana St., New Manila, Quezon City	150,000 "r"	Filipino	0.004
Common	Philip V. Prieto Melon St. Valle Verde St., Pasig City	122 "r"	Filipino	0.00

The total number of common shares owned by the Directors and Executive Officers of the Corporation is 14,994,379 shares.

The indirect shareholdings of directors/officers and principal stockholders as of 30 April 2022 are as follows:

	% to total Outstanding Shares	Number of Shares	Total Direct Shares	Total Indirect Shares
Directors:				
Jose Concepcion, Jr.				
Direct	0.0604805%	2,037,920	2,037,920	
Indirect (thru Ma. Victoria A. Concepcion)	0.0770134%			2,595,006
Ernest Fritz Server				
Direct	0.0167629%	564,834	564,834	
Indirect (thru Fritz Server, Jr.)	0.0060858%			205,064
Jose Ma. Concepcion III				
Direct	0.3463931%	11,671,886	11,671,886	
Indirect (thru Triple Eight Holdings, Inc.)	22.4105308%			755,133,896
Indirect (as NG of Catherine Concepcion)	0.0017807%			60,000
Indirect (as NG of Margarita Concepcion)	0.0017807%			60,000
Indirect (as NG of Monica Concepcion)	0.0017807%			60,000
Ma. Victoria Herminia C. Young				
Direct	0.0000003%	10	10	
Indirect (thru YC Holdings, Inc.)	0.5964630%			20,098,114
Indirect (thru Arthur John S. Young, Jr.)	0.0057377%			193,334
Indirect (ITF Christina Young)	0.0017807%			60,000
Indirect (ITF P. Anthony Young)	0.0017807%			60,000

Indirect (ITF Timothy Young)	0.0017807%			60,000
Jose Ma. Christian O. Concepcion IV				
Direct	0.0017807%	60,000	60,000	
John Marie A. Concepcion				
Direct	0.0109799%	369,974	369,974	
Indirect (thru Select Two Corp.)	1.3265160%			44,697,612
Indirect (as NG of N. Marie Concepcion)	0.0017807%			60,000
Indirect (as NG of J. Michael Concepcion)	0.0017807%			60,000
Lilia R. Bautista				
Direct	0.0000594%	2,000	2,000	
Joseph Server, Jr.				
Direct	0.0040176%	135,376	135,376	
Indirect (thru Joseph Server, Jr. or Estelita Server)	0.1615992%			5,445,166
Francisco A. Segovia				
Direct	0.0000003%	10	10	
Indirect (thru Chilco Holdings, Inc.)	2.1590113%			72,748,950
Indirect (thru Segovia & Co., Inc.)	0.0664777%			2,240,000
Raissa H. Posadas				
Direct	0.0000594%	2,000	2,000	
Romeo L. Bernardo				
Direct	0.0000073%	247	247	
Officers:				
Enrique Oliver I. Rey-Matias				
Direct	0.0044516%	150,000	150,000	
Philip V. Prieto				
Direct	0.0000036%	122	122	

(3) Voting Trust Holders of 5% or More

To the extent known to the Corporation, there are no persons holding more than 5% or more of the Corporation's stocks under a voting trust or similar agreement.

(4) Changes in Control

No change in control of the Corporation has occurred since the beginning of its last fiscal year.

Item 5. Directors and Executive Officers

1. Name and Information on the Directors and Executive Officers of the Corporation

(Please refer to the Management Report hereto attached for the names and information on the Directors and Executive Officers of the Corporation.)

The Corporate Governance Committee of the Corporation pursuant to its New Manual on Corporate Governance adopted the following criteria for the selection of an independent director:

Qualifications:

1. Holder of at least one (1) share of stock of the Corporation;
2. He or she shall be at least a college graduate or have sufficient experience in business management to substitute for such formal education;
3. He or she shall be at least twenty one (21) years old;
4. He or she shall have proven to possess integrity and probity;
5. He or she shall be prudent;
6. He or she shall have practical understanding of the business of the Corporation;
7. He or she shall have membership in good standing in relevant industry, business or professional organizations; and
8. He or she shall have previous business experience.

Permanent Disqualifications:

1. Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;

2. Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the Commission or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities. The disqualification shall also apply if such person is currently the subject of an order of the Commission or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Revised Corporate Code, Securities Regulation Code or any other law administered by the Commission or Bangko Sentral ng Pilipinas (BSP), or under any rule or regulation issued by the Commission or BSP; or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;

3. Any person finally convicted judicially of an offense involving moral turpitude or fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or similar fraudulent acts or transgressions;

4. Any person finally found by the Commission or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Revised Corporation Code, or any other law administered by the Commission or Bangko Sentral ng Pilipinas, or any rule, regulation or order of the Commission or Bangko Sentral ng Pilipinas;

5. Any person earlier elected as independent director who becomes an officer, employee or consultant of the same corporation;

6. Any person judicially declared to be insolvent;

7. Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs;

8. Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Revised Corporation Code, committed within five (5) years prior to the date of his election or appointment, and;

9. No person shall qualify or be eligible for nomination or election to the Board of Directors if he is engaged in any business or activity which competes with or is antagonistic to that of the Corporation or any of its subsidiaries and affiliates, which disqualification may be waived by a majority vote of the Board of Directors, upon the recommendation of the Nomination Committee.

Temporary Disqualifications:

Any of the following shall be a ground for the temporary disqualification of a director:

1. Absence or non-participation for whatever reason/s for more than fifty percent (50%) of all meetings, both regular and special, of the Board of directors during his incumbency, or any twelve (12) month period during said incumbency unless absence is due to illness, death in the immediate family or serious accident. This disqualification applies for purposes of the succeeding election. A director, however, shall not be considered absent if he participates in the meetings via teleconferences;

2. Dismissal/termination from directorship in another listed corporation the shares of which are listed on the Exchange, for cause. This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity;

3. Being under preventive suspension by the Corporation;

4. In the case of independent director,

5. his beneficial equity ownership in the corporation or any of its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with;

6. in the case of independent directors, the additional grounds for temporary disqualification shall be those provided under Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code.

7. Conviction that has not yet become final referred to in the grounds for the disqualification of directors.

A temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

2. Appraisals and Performance Report for the Board of Directors

The Corporate Governance Committee of the Corporation oversees the performance evaluation of the Board of Directors in accordance with its Corporate Governance Manual and related SEC issuances. In this regard, each member of the Board, including the Chairman, accomplishes annually a Self-Assessment Form which evaluates his individual performance as a director, with the following criteria: if he a) regularly attends and participates in Board or Committee meetings; b) is fully aware of and strictly adheres to the mission, vision and values of the Corporation; c) understands the Corporation's goals and operations as well as its policies and rules; d) keeps abreast of industry developments, good governance practices and business strategies affecting the business of the Corporation; e) acts honestly and in good faith in all dealings with the Corporation, keeping in mind the best interest of RFM, its stockholders and other stakeholders such as its investors, consumers and the general public; f) is independent, transparent and fair in making decisions as a member of the Board, further ensuring that the Corporation's interest is protected over that of the individual shareholders; g) with sufficient working knowledge of the statutory and regulatory requirements affecting the Corporation, including the content of its Articles of Incorporation and By-laws, and where applicable, the requirements of regulatory agencies; and h) devotes sufficient time and attention necessary to properly discharge the duties and responsibilities as a member of the Board.

The directors would likewise assess the performance or effectiveness of the Board, as a body, in the said self-assessment form. They would evaluate if the Board is compliant with the established corporate governance practices and principles, such as, if: a) the Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities; b) considers the long term success of the Corporation, its sustained competitiveness and profitability, having in mind its best interest and that of its shareholders and stakeholders; c) ensures that it has an appropriate mix of competence and expertise and that, its members remain qualified for their positions individually and collectively; d) periodically evaluates and monitors the implementation of company policies and strategies, including the business plans, operating budgets

and Management's overall performance; e) ensures the Corporation's faithful compliance with its own by-laws, established policies, all applicable laws, regulations and best business practices; f) regularly establishes clear strategic directions for the Corporation and formulates policies as a guide for management; and g) constantly finds ways to improve the efficiency and effectiveness of the Board.

Based on the results of the yearly assessment, the Corporate Governance Committee formulates and implements plans to improve the performance of the Board as well as its individual members. The duly-accomplished self-assessment forms are being disclosed in the Corporation's Integrated Annual Corporate Governance Report (I-ACGR) for the relevant period.

Moreover, during the Organizational Meeting of the Board of Directors held on 30 June 2021, the following were nominated for membership and chairmanship of the Corporation's Committees:

Audit Committee
- Chairman - Lilia R. Bautista
- Members - Joseph D. Server, Jr.
- Romeo L. Bernardo

Compensation Committee
- Chairman - Romeo L. Bernardo
- Members - Ernest Fritz Server
- Raissa Hechanova-Posadas

Executive Committee
- Chairman - Jose Ma. A. Concepcion III
- Members - Ernest Fritz Server
- Romeo L. Bernardo

Corporate Governance Committee
- Chairman - Romeo L. Bernardo
- Members - Lilia R. Bautista
- Joseph D. Server, Jr.

Reported hereunder are the attendance of the Board of Directors for Board meetings and Committee meetings held in the year 2021:

NAME	RFM BOARD MEETINGS ATTENDED/HELD	AUDIT COMMITTEE MEETINGS ATTENDED/HELD	CORPORATE GOVERNANCE COMMITTEE MEETINGS ATTENDED/HELD	COMPENSATION COMMITTEE MEETINGS ATTENDED/HELD
JOSE S. CONCEPCION, JR.	5/5	-	-	-
ERNEST FRITZ SERVER	5/5	-	-	7/7
JOSE MA. A. CONCEPCION III	5/5	-	-	-

JOSE MA. CHRISTIAN O. CONCEPCION IV	4/5		-	-
MARIA VICTORIA HERMINIA C. YOUNG	5/5	-	-	-
JOHN MARIE A. CONCEPCION	4/5	-	-	-
FRANCISCO A. SEGOVIA	5/5	-	-	-
JOSEPH D. SERVER, JR.	5/5	4/4	2/2	-
RAISSA H. POSADAS	3/5	-	-	7/7
ROMEO L. BERNARDO	5/5	4/4	2/2	7/7
LILIA R. BAUTISTA	5/5	4/4	2/2	-

3. Significant Employees

There are no persons other than the Executive Officers who are expected by the Corporation to make significant contribution to its business.

4. Family Relationships

Jose S. Concepcion Jr. is the father of Jose Ma. A. Concepcion III, John Marie A. Concepcion, and Ma. Victoria Herminia C. Young while Francisco A. Segovia is his nephew. Jose Ma. A. Concepcion III is the father of Jose Ma. Christian O. Concepcion IV. While Ernest Fritz Server and Joseph Server are brothers.

5. Involvement in Certain Legal Proceedings

To the best knowledge and information of the Corporation, the nominees for Directors, its present Board of Directors and its Executive Officers are not, presently or during the last five years, involved or have been involved in any legal proceeding involving themselves and/or their properties before any court of law or administrative body in and out of the country that are material to their ability and/or integrity. Likewise, said persons have not been convicted by final judgment of any offense punishable by the laws of the Republic of the Philippines or the laws of any other country.

6. Certain Relationships and Related Transactions

The Corporation, in the regular course of business, transact with related parties, which may consist but not limited to the following:

- Purchase of goods and services.
- Lease of the plant, property and equipment for manufacturing operations.
- Lease of office spaces as Lessor
- Distribution, sale and merchandising of RFM Group products.

- Service Agreement with Unilever Philippines.
- Management service income and service fees with URIC.

For a detailed discussion on related party transactions, please refer to Item 12 (Certain Relationships and Related Transactions) of the Corporation's Annual Report (SEC 17-A) for 2021 and Item 16 of the Corporation's Quarterly Report (SEC Form 17-Q) as of 31 March 2022.

Item 6. Compensation of Directors and Executive Officers (in Million Pesos)

(In Million Pesos)

Name	Position	Year	Total Compensation	Compensation	Bonus & Others
Jose Ma. A. Concepcion III John Marie Concepcion Ma.Victoria Herminia C. Young Enrique Oliver I. Rey-Matias Victor Patrick S. Gutierrez	President & CEO Managing Director – Ice Cream SVP & GM – Consumer Group VP & CFO VP & Head, Sales & Marketing	2022	₱70.03	₱56.94	₱13.09
All officers and directors as a group unnamed		2022	₱18.49	₱14.62	₱3.87

(In Million Pesos)

Name	Position	Year	Total Compensation	Compensation	Bonus & Others
Jose Ma. A. Concepcion III John Marie Concepcion Ma.Victoria Herminia C. Young Enrique Oliver I. Rey-Matias Victor Patrick S. Gutierrez	President & CEO Managing Director – Ice Cream SVP & GM – Consumer Group VP & CFO VP & Head, Sales & Marketing	2021	₱62.04	₱49.93	₱12.11
All officers and directors as a group unnamed		2021	₱19.74	₱14.62	₱5.12

(In Million Pesos)

Name	Position	Year	Total Compensation	Compensation	Bonus & Others
Jose Ma. A. Concepcion III John Marie Concepcion Ma.Victoria Herminia C. Young Enrique Oliver I. Rey-Matias Edwin R. Canta	President & CEO Managing Director – Ice Cream SVP & GM – Consumer Group VP & CFO VP & Head, Sales and Marketing	2020	₱62.79	₱44.50	₱18.29
All officers and directors as a group unnamed		2020	₱20.21	₱17.07	₱3.14

Compensation of Directors

(a) Standard Arrangement

The Board of Directors and members of the Compensation, Corporate Governance and Audit Committees are entitled to a per diem of Ten Thousand (Php10,000.00) for every meeting, except that the Chairman of the Compensation Committee and Corporate Governance Committee are

entitled to a per diem amounting to Twenty Thousand (Php20,000.00) each. Additionally, the Chairman of the Audit Committee is entitled to a remuneration of Fifty Thousand Pesos (Php50,000.00) a month.

In compliance with the requirements under Section 49 of the Revised Corporation Code, the compensation received by the directors of the Corporation for the year 2021 is provided hereunder:

NAME	Per Diem		Bonus	Total
	Board Meetings	Committee Meetings		
JOSE S. CONCEPCION, JR.	80,000.00	-	2,341,181.82	2,421,181.82
ERNEST FRITZ SERVER	50,000.00	90,000.00	2,341,181.82	2,481,181.82
JOSE MA. A. CONCEPCION III	70,000.00	-	2,341,181.82	2,411,181.82
JOSE MA. CHRISTIAN O. CONCEPCION IV	40,000.00	-	2,341,181.82	2,381,181.82
MARIA VICTORIA HERMINIA C. YOUNG	50,000.00	-	2,341,181.82	2,391,181.82
JOHN MARIE A. CONCEPCION	40,000.00	-	2,341,181.82	2,381,181.82
FRANCISCO A. SEGOVIA	50,000.00	-	2,341,181.82	2,391,181.82
JOSEPH D. SERVER, JR.	50,000.00	60,000.00	2,341,181.82	2,451,181.82
RAISSA H. POSADAS	30,000.00	70,000.00	2,341,181.82	2,441,181.82
ROMEO L. BERNARDO	50,000.00	200,000.00	2,341,181.82	2,591,181.82
LILIA R. BAUTISTA	50,000.00	60,000.00	2,341,181.82	2,451,181.82
Total	560,000.00	480,000.00	25,753,000.02	26,793,000.02

(b) Other Arrangement

There is no director providing any service or other arrangements for a fee, to the Company, other than those disclosed herein.

Stock Purchase Plan

The Corporation has no existing stock purchase plan.

Employment Contracts

The registrant's executive officers are entitled to transportation and other benefits, bonus scheme, and retirement plan.

1. Transportation Benefits
   a. An executive officer is assigned a vehicle which he may purchase, at market value, after six (6) years, or return the same to the Corporation in exchange for a replacement vehicle.
   b. All expenses related to the registration, comprehensive insurance, repairs and maintenance of the assigned vehicle are paid by the Corporation.
   c. Reimbursement of gasoline expenses up to a certain amount of liters per month.

2. Bonus Scheme
   Based on individual performance and attainment of the specific objectives of the Company's business plan, bonus is given in accordance with company policy.

3. Retirement Plan
   Availment of the retirement benefit is provided after the individual has rendered at least five (5) years of service with the Company at 25% of basic pay per year of service. The value increases by 5% per additional year of service up to a maximum of 125%.

4. Other Benefits
   a. Hospitalization Plan: A hospitalization plan is provided for the executive officers and his immediate dependents in accordance with company policy.
   b. Vacation Leave: 15 days per year, accumulated up to 30 days but not encashable.
   c. Sick Leave: 15 days per year, accumulated up to 45 days but not encashable.
   d. Executive Check-up: Once every four (4) years; SPEC 24 KSAT blood test every two (2) years.

Warrants and Options Outstanding: Repricing

There are no outstanding warrants or stock options held by the directors or executive officers. As such, there are no price or stock warrants or options that are adjusted or amended. There were no material transactions during the past three (3) years between the Corporation and its executive officers other than the regular employment agreements.

Item 7. Independent Public Accountants

Sycip Gorres Velayo & Co. ("SGV") is the external auditor of the Corporation. The firm or such other reputable auditing firm will be recommended for appointment at the meeting. The representatives of the firms to be nominated are expected to be present during the meeting and will have the opportunity to make a statement if they so desire and will be available to respond to appropriate questions. During the last five fiscal years, there have been no disagreements between the Corporation and its auditors on matters related to accounting principles or practices, financial statement disclosures or auditing scope or procedure.

Pursuant to SRC Rule 68 (3) (b) (iv), the Corporation has changed its engagement partner, the former being Ms. Ana Lea C. Bergado who was engaged for the period January 2013 until December 2016, while the engagement partner is Mr. Narciso T. Torres, Jr. for the period from January 2018 until December 2022.

Audit and Audit Related Fees

For the years 2021, 2020, and 2019, the Company engaged the professional services of SGV. The Group incurred an aggregate audit fee of P2.5 million for 2021, excluding out-of-pocket expenses. The engagement involves the examination of the Company's financial statements in accordance with generally accepted auditing standards. It includes on a test basis review and evaluation of system, documentation, and procedures to ascertain that adequate internal controls are in place. Also, they provide updates on latest regulatory or compliance requirement with government agencies such as Securities and Exchange Commission and other government agencies.

The audit committee's approval policies and procedure for external auditors are:

1. Statutory audit of company's annual financial statements

    a. The Audit Committee ensures that the services of the external auditor conform with the provision of the company's manual of corporate governance specifically articles 2.3.4.1; 2.3.4.3 and 2.3.4.4

    b. The Audit Committee makes an assessment of the quality of prior year audit work services, scope, and deliverables and makes a determination of the reasonableness of the audit fee based on the proposed audit plan for the current year.

    c. The Audit Committee approved the final audit plan and scope of audit presented by the external auditor before the conduct of audit. The final audit plan was already the output after the conclusion of the series of pre-audit planning with Management.

    d. The Audit Committee reports to the Board the approved audit plan.

2. For other services other than annual financial statements audit:

    a. The Audit Committee evaluates the necessity of the proposed services presented by Management taking into consideration the following:
        i. The effectiveness of company's internal control and risk management arrangement, systems and procedures, and management degree of compliance.

        ii. The effect and impact of new tax and accounting regulations and standards.

        iii. Availability of in-house technical expertise.

        iv. Cost benefit of the proposed undertaking.

    b. The Audit Committee approves and ensures that other services provided by the external auditor shall not be in conflict with the functions of the external auditor for the annual audit of its financial statements.

Item 8. Compensation Plans

No action will be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed to the Corporations' officers and employees. Likewise, no action will be taken with regard to granting of extension of any option, warrant or right to purchase any securities.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Items 9-14. Issuance and Exchange of Securities, Modification or Exchange of Securities, Financial and Other Information, Mergers, Consolidations, Acquisitions and Similar Matter, Acquisition or Disposition of Property and Restatement of Accounts

No action will be taken with respect to the issuance, modification, or exchange of securities, financial and other information, mergers, consolidations, acquisitions and similar matters, acquisition or disposition of property, and restatement of accounts.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

Approval of the Management Report for the fiscal year 2021 and Minutes of the previous Annual Stockholders' Meeting.

A. Summary of the Annual Stockholders' Meeting held on 30 June 2021

The Annual Stockholder's Meeting was held on 30 June 2021 and conducted through remote communication (streamed live), attended by the stockholders of record, members of the Board of Directors and various officers of the Corporation. The stockholders were allowed to cast votes through proxy, remote communications or in absentia on each agenda item presented for approval as follows: a) For items other than the election of directors, stockholders have the option to vote: In Favor of, Against, or Abstain; and b) For election of Directors, stockholders have the option to vote their shares for all nominees, not vote for any nominees, or vote for one or some nominees only, in such number of shares as the stockholders prefer; provided that the total number of votes cast shall not excess the number of shares owned, multiplied by the number of directors to be elected. The system has computed the total number of votes the stockholders are allowed to cast, based on the number of shares they own. Then the Corporate Secretary, with the assistance of her staff and the Corporation's stock transfer agent, tabulated all valid and confirmed votes cast through electronic voting, together with the votes cast through proxies.

1. Certification of Notice and Quorum

The Corporate Secretary confirmed that notice of the meeting was published in the Business Section of The Philippine Star and Manila Times which are both newspapers of general circulation, on June 3, 2021 and June 4, 2021, in accordance with the By-laws of the Corporation.

The notice was likewise published online in the websites of both The Philippine Star and Manila Times, on the same dates. Furthermore, the Corporate Secretary explained that in accordance with existing rules and regulations issued by the Securities and Exchange Commission in relation to the conduct of the Annual Stockholders' Meeting of publicly-listed companies, electronic copies of the Notice and Agenda, Information Statement, 2020 Annual Report and other pertinent documents were made available for viewing or inspection by any shareholder in RFM's website. The Corporate Secretary added that these materials have also been previously submitted to and are now available in the website of the Philippine Stock Exchange.

The Corporate Secretary likewise certified that of the total outstanding shares of the Corporation, there were present at the meeting, virtually in person and by proxy, at least (89.03%) percent of the outstanding capital stock or 2,999,758,223 shares out of the 3,369,549,358 outstanding shares.

Voting results on this agenda item are as follows:

AGENDA ITEM	IN FAVOR		AGAINST		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Certification of Notice and Quorum	2,999,758,223	89.03%	0	0.00%	0	0.00%

2. Approval of Previous Minutes

The minutes of the Annual Stockholders' Meeting held on 29 July 2020 was approved and ordered filed.

Voting results on this agenda item are as follows:

AGENDA ITEM	IN FAVOR		AGAINST		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Approval of the Minutes of the Annual Stockholders' Meeting held on July 29, 2020	2,998,532,423	88.99%	0	0.00%	1,225,800	0.04%

The resolution of the stockholders covering this agenda item can be found below:

RESOLUTION ASM NO. 2021-06-01

"RESOLVED, that the Minutes of the Annual Stockholders' Meeting held on 29 July 2020 be, as it is hereby approved and ordered filed."

3. Presentation of the Presidents' Annual Report and Audited Financial Statements

The 2020 Annual Report was noted and appended to the minutes while the 2020 Audited Financial Statements was likewise noted and approved.

Voting results on this agenda item are as follows:

AGENDA ITEM	IN FAVOR		AGAINST		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
President's Report for 2020 and Audited Financial Statements ending December 31, 2020	2,998,532,423	88.99%	0	0.00%	1,225,800	0.04%

The resolutions of the stockholders covering this agenda item can be found below:

RESOLUTION ASM NO. 2021-06-02

"RESOLVED, that the Annual Report of the President of the Corporation for the period starting 01 January 2020 to 31 December 2020 be and the same is hereby noted and a hard copy of the same be appended to the minutes of this meeting."

RESOLUTION ASM NO. 2021-06-03

"RESOLVED, that the Audited Financial Statements for 2020 of RFM Corporation prepared by the Management as well as the Auditor's Report issued by SGV & Co., be as they hereby are noted and approved."

4. Ratification of Acts of Management and Board of Directors

The minutes of all meetings of the Board of Directors and the acts of the corporate officers for the period between the 2020 Annual Stockholders' Meeting until the 2021 Annual Stockholders' Meeting were ratified, approved and confirmed. Further, all resolutions adopted by the Board of Directors at said meetings were ratified and adopted and all acts and proceedings of all Corporate Officers and Directors since the Annual Meeting were also ratified, approved and confirmed by the stockholders.

Voting results on this agenda item are as follows:

AGENDA ITEM	IN FAVOR		AGAINST		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Ratification of the acts of Management and Board of Directors	2,937,867,523	87.19%	61,890,700	1.84%	0	0.00%

The resolution of the stockholders covering this agenda item can be found below:

RESOLUTION ASM NO. 2021-06-04

"RESOLVED, that the minutes of all meetings of the Board of Directors of the Corporation covering the period between the 2020 Annual Stockholders' Meeting until the current meeting, be, and the same are hereby ratified, approved and confirmed.

RESOLVED FURTHER, that all resolutions adopted by the Board of Directors at the said meetings be ratified and adopted by the stockholders and that any and all acts and proceedings of the Corporation's Board of Directors and Corporate Officers since the 2020 Annual Stockholders' Meeting until the current meeting, pursuant to and in conformity with such resolutions, be and the same are hereby ratified, approved and confirmed."

5. Election of Directors

The following directors were elected:

Jose S. Concepcion Jr.
Jose Ma. A. Concepcion III
John Marie A. Concepcion
Ma. Victoria Herminia C. Young
Ernest Fritz Server
Joseph D. Server, Jr.
Francisco A. Segovia
Raissa Hechanova Posadas
Jose Ma. Christian O. Concepcion IV
Romeo L. Bernardo as Independent Director
Lilia R. Bautista as Independent Director

Voting results on this agenda item are as follows:

AGENDA ITEM	IN FAVOR		AGAINST		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Election of Directors for 2021-2022						
JOSE S. CONCEPCION, JR.	2,612,323,555	77.53%	387,434,668	11.50%	0	0.00%
ERNEST FRITZ SERVER	2,674,214,255	79.36	325,543,968	9.66%	0	0.00%
JOSE MA. A. CONCEPCION III	2,932,245,523	87.02%	67,512,700	2.00%	0	0.00%
JOHN MARIE A. CONCEPCION	2,801,659,455	83.15%	198,098,768	5.88%	0	0.00%
MA. VICTORIA HERMINIA C. YOUNG	2,801,659,455	83.15%	198,098,768	5.88%	0	0.00%
JOSE MA. CHRISTIAN O. CONCEPCION IV	2,674,054,055	79.36%	325,704,168	9.67%	0	0.00%
JOSEPH D. SERVER, JR.	2,612,323,555	77.53%	387,434,668	11.50%	0	0.00%
FRANCISCO A. SEGOVIA	2,612,163,355	77.52%	387,594,868	11.50%	0	0.00%
RAISSA HECHANOVA-POSADAS	2,462,919,455	73.09%	536,838,768	15.93%	0	0.00%
LILIA R. BAUTISTA	2,844,732,123	84.42%	155,026,100	4.60%	0	0.00%
ROMEO L. BERNARDO	2,655,236,023	78.80%	344,522,200	10.22%	0	0.00%

The resolution of the stockholders covering this agenda item can be found below:

RESOLUTION ASM NO. 2021-06-05

"RESOLVED, that the following:

Jose S. Concepcion Jr.
Jose Ma. A. Concepcion III
John Marie A. Concepcion
Ma. Victoria Herminia C. Young
Ernest Fritz Server
Joseph D. Server, Jr.
Francisco A. Segovia
Raissa Hechanova Posadas
Jose Ma. Christian O. Concepcion IV
Romeo L. Bernardo as Independent Director
Lilia R. Bautista as Independent Director

are elected directors of the Corporation for the year 2021-2022 effective upon their qualification and until their successors are duly elected and qualified."

6. Appointment of External Auditor

The appointment of External Auditor was delegated to the Board of Directors.

Voting results on this agenda item are as follows:

AGENDA ITEM	IN FAVOR		AGAINST		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
Appointment of External Auditor	2,748,366,423	81.56%	251,391,800	7.46%	0	0.00%

The resolution of the stockholders covering this agenda item can be found below:

RESOLUTION ASM NO. 2021-06-06

"RESOLVED, that the appointment of the External Auditor of the Corporation for the year 2021-2022 be delegated to the Board of Directors."

Moreover, the stockholders were given the opportunity to ask questions, express opinion and make suggestions by submitting the same to the Corporate Secretary at corporatesecretary@rfm.com.ph and by clicking the Question and Answer box icon in the lower portion of their individual screens during the livestreaming of the event. The questions raised and the corresponding answers thereto are as follows:

1. Question: How did the pandemic affect the Company's performance?
   Answer: Ice cream sales and institutional sales of flour, hotcake mixes and buns were severely affected by the lockdown when everybody was mandated to stay at home. For 2021 however, there was rebound on these sales because people are already allowed to go out.

2. Question: What additional steps did RFM undertake to address its operational concerns during the varying quarantine impositions?
   Answer: During the lockdown, the Company housed its workers and provided food as well as allowances to them.

3. Question: Is there a vaccination program in RFM?
   Answer: Yes, the Company has procured AstraZeneca vaccines for its employees and their family members, including the Company's contractors and partners. Moreover, the inoculation of these vaccines is expected to be rolled out in July this year.

4. Question: How is the performance of the Company in 2021 and are there any big investments for this year?
   Answer: In some one-on-one talks with institutional investors, it was shared to them that there are a couple of CAPEX currently being implemented but nothing big has been approved for this year. At any rate, RFM's cash position is enough to spend for additional CAPEX requirements and without the need for bank financing.

5. Question: Will the 60% payout for cash dividends be continued for this year?
   Answer: Assuming the Company will sustain its good performance, it will still be implemented in the coming years.

All of these questions and suggestions, as well as the responses thereto, are recorded in the Minutes of the Annual Meeting of the Stockholders held on 30 June 2021, a copy of which may be viewed and/or downloaded at https://www.rfmfoods.com/CompanyDisclosures/NoticeOfASM.aspx under ASM Matters.

The Board of Directors and Executive Officers who attended the 2021 Annual Stockholders' Meeting are the following:

NAME	POSITION
JOSE S. CONCEPCION, JR.	Chairman Emeritus/Director
JOSE MA. A. CONCEPCION III	Chairman/ President & CEO
ERNEST FRITZ SERVER	Vice - Chairman
MARIA VICTORIA HERMINIA C. YOUNG	SVP & GM - Consumer Group / Director
JOHN MARIE A. CONCEPCION	Managing Director & CEO, Ice Cream, and Mktg. Adviser, Consumer Group / Director
JOSE MA. CHRISTIAN O. CONCEPCION IV	Director
FRANCISCO A. SEGOVIA	Director
JOSEPH D. SERVER, JR.	Director
ROMEO L. BERNARDO	Independent Director
LILIA R. BAUTISTA	Independent Director
ATTY. MITCHIE VANESSA T. MAGOMNANG	AVP & Head of Legal & HR/Corporate Secretary/Risk Management Officer
ENRIQUE OLIVER I. REY-MATIAS	VP & CFO/Concurrent GM- Flour Group/Compliance Officer
PHILIP V. PRIETO	Assistant Treasurer
ADENAWER P. TORRES	VP for Sales

MELCHOR B. BACSA	VP & Head of Supply Chain, Consumer Group
HARRY E. ALVAREZ	AVP & Head of Supply Chain, Logistics
TEE JAY T. SUMAWANG	AVP & Head of IT
STEPHEN JAMES O. UY	AVP & Head of SBU
EVANGELINE L. CABALLA	AVP & Group Controller
MARIA PATROCINIO V. VALDEZ	Head of Human Resources

Item 16. Matters Not Required to be Submitted

Approval and ratification of all acts of Management and the Board of Directors for the fiscal year 2021 which are considered purely administrative, such as but not limited to:

1. Renewal of credit facilities, foreign exchange lines, domestic bills line and omnibus line with banks.
2. Authority to purchase, sell, negotiate, trade and transact foreign exchange with CC currency.
3. Application and Acceptance of short term credit lines and finance accommodation with banks.
4. Amendment of authorized signatories for bank, Long Term Commercial Papers and treasury-related transactions.
5. Opening of peso/dollar CASA/ investment in short term Money Market and Temporary Placement instruments with banks.
6. Others.

Item 17. Amendment of Charter, By-laws or Other Documents

None.

Item 18. Voting Procedures

Pursuant to the By-laws of the Corporation, in all regular and special stockholders' meetings, the presence of shareholders who represent a majority of the outstanding capital stock entitled to vote shall constitute a quorum and all decisions made by the majority shall be final. However, the amendment of the Articles of Incorporation of the Corporation to be carried into effect requires the approval of two-thirds (2/3) of the outstanding common stock of the Corporation.

On the election of the member of the Board of Directors, the nominees receiving the highest number of votes shall be declared elected under Section 23 of the Revised Corporation Code of the Philippines and as provided for in Item 4 hereof. Likewise, the nominee for external auditor with the highest number of votes shall be declared elected as such.

The method by which the votes of security holders will be counted is in accordance with the general provisions of the Revised Corporation Code of the Philippines. The counting of votes will be done by the Corporate Secretary with the assistance of his staff and the Corporation's stock transfer agent. In addition, shareholders who are unable to attend the meeting may choose to execute a proxy form or vote electronically in absentia using the link http://www.rfmfoods.com/CompanyDisclosures/2022ASM.aspx under ASM Matters. The requirements and procedures for voting in absentia and participation in the 2022 Annual Stockholders' Meeting through remote communication are set forth under Annex "A" of this Information Statement.

Stockholders who opt to vote by proxy must submit and address their proxy to the attention of the Corporate Secretary at 8th Floor, RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City or via e-mail at corporatesecretary@rfm.com.ph not later than 5:00 p.m. on or before June 23, 2022.

Stockholders may view the Notice and Agenda, Proxy Form, Definitive Information Statement, SEC Form 17-A (2021 Annual Report), SEC Form 17-Q (1st Quarter Report of 2022) and other pertinent documents related to RFM's Annual Stockholders' Meeting at http://www.rfmfoods.com/CompanyDisclosures/2022ASM.aspx under ASM Matters and via the PSE Electronic Disclosure Generation Technology (PSE EDGE) portal at https://edge.pse.com.ph.

SIGNATURE PAGE

After reasonable inquiry 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 Mandaluyong City on May 27, 2022.

RFM CORPORATION

By:



ATTY. MITCHIE VANESSA T. MAGOMNANG
Corporate Secretary

Annex "A"

REQUIREMENTS AND PROCEDURES FOR PARTICIPATION THROUGH REMOTE COMMUNICATION AND VOTING ELECTRONICALLY IN ABSENTIA

A. Attendance in the 2022 ASM by Remote Communication or In Absentia

1. Stockholders as of May 25, 2022 may register and vote through RFM Corporation's website at http://www.rfmfoods.com/CompanyDisclosures/2022ASM.aspx under ASM Matters until 5:00 p.m. Philippine Time of June 23, 2022.

2. For registration and voting purposes, stockholders are required to provide the following:

a. *For Individual Stockholders*
   i. Any stock certificate issued in the name of the individual stockholder;
   ii. Valid email address and active contact number (landline or cellphone); and
   iii. Any valid identification card (ID)

b. *For Stockholders with Joint Accounts*
   i. Any stock certificate issued in the name of the joint stockholders;
   ii. Authorization Letter signed by one of stockholders indicating the name of the person authorized to participate and/or cast the votes;
   iii. Valid email address and active contact number (landline or cellphone) of the authorized stockholder; and
   iv. Any valid identification card (ID) of the authorized stockholder

c. For Corporate Stockholders
   i. Any stock certificate issued in the name of the corporate stockholder;
   ii. Secretary's Certificate authorizing the representative to participate and/or cast the votes on behalf of the corporate stockholder;
   iii. Valid email address and active contact number (landline or cellphone) of the authorized representative; and
   iv. Any valid identification card (ID) of the authorized representative

d. For Individual Stockholder under PCD Nominee/Broker's Account or "Scripless Shares"
   i. Certification from the broker regarding ownership of shares issued in the name of the stockholder;
   ii. Valid email address and active contact number (landline or cellphone); and
   iii. Any valid identification card (ID)

e. For Corporate Stockholder under PCD Nominee/Broker's Account or "Scripless Shares"
   i. Certification from the broker regarding ownership of shares issued in the name of the corporate stockholder;
   ii. Secretary's Certificate authorizing the representative to participate and/or cast the votes on behalf of the corporate stockholder;
   iii. Valid email address and active contact number (landline or cellphone) of the authorized representative; and
   iv. Any valid identification card (ID) of the authorized representative

3. The information and documentary requirements provided by the stockholders will be subject to verification and validation procedures by the Corporate Secretary with the assistance of his staff and the Corporation's stock transfer agent. Stockholders who registered and voted before the cut-off time will be counted for purposes of quorum.

4. Upon successful registration, the stockholders will receive an email confirmation and a specific link on how to cast their votes online.

5. The link on how to log in and view the 2022 ASM livestream will be emailed separately to the stockholders who had successfully registered.

6. Participants may send questions or remarks during the ASM livestream. Stockholders may also send questions and/or remarks in advance to the Corporate Secretary at corporatesecretary@rfm.com.ph. However, voting will not be allowed during the livestream due to limitations of the online platform and/or available technology.

7. The stockholders shall be responsible for their own internet connectivity during the ASM livestream.

8. The proceedings during the 2022 ASM will be recorded.

B. Electronic Voting or Voting in Absentia

After the shareholders' successful registration, they may vote on the matters set forth in the Agenda of the ASM, with the following guidelines:

1. For items other than the election of directors, stockholders have the option to vote: In Favor of, Against, or Abstain.

2. For election of Directors, stockholders have the option to vote their shares for all nominees, not vote for any nominees, or vote for one or some nominees only, in such number of shares as the stockholders prefer; provided that the total number of votes cast shall not excess the number of shares owned, multiplied by the number of directors to be elected. The system will automatically compute the total number of votes the stockholders are allowed to cast, based on the number of shares they own.

3. Thereafter, a confirmation email will be sent to the stockholders once their account have been verified and their votes have been recorded. If the account of a stockholder cannot be verified, then the votes cast by the non-verified stockholder shall not be recorded.

4. The Corporate Secretary, with the assistance of his staff and the Corporation's stock and transfer agent, shall tabulate all valid and confirmed votes cast through electronic voting, together with the votes cast through proxies.

For any questions and/or concerns, stockholders may visit RFM's website at http://www.rfmfoods.com/CompanyDisclosures/2022ASM.aspx or send their inquiries to the Corporate Secretary via e-mail at corporatesecretary@rfm.com.ph.

MANAGEMENT REPORT OF RFM CORPORATION

I. CONSOLIDATED AUDITED FINANCIAL STATEMENTS

The 2021 Audited Consolidated Financial Statements and the latest Audited Financial Statement (Quarterly Report) for 2022 are incorporated herein by reference and are filed as part of this Management Report.

II. INFORMATION CONCERNING DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There is no event in the past five (5) years wherein the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The Company regularly adopts New Statement of Financial Accounting Standards (SFAS)/ International Accounting Standards (IAS) where applicable.

III. MANAGEMENT DISCUSSION AND ANALYSIS (MD &A) OF FINANCIAL CONDITIONS AND RESULTS OF OPERATION FOR YEAR 2021

Introduction

This discussion summarizes the significant factors affecting the consolidated operating results and financial condition of RFM Corporation and its Subsidiaries for the period December 31, 2021. The following discussion should be read in conjunction with the attached audited consolidated financial statements of the Company as of December 31, 2021 and 2020, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the two years in the period ended December 31, 2021. All necessary adjustments to present the Company's consolidated financial position as of December 31, 2021 and 2020 and the results of operations and cash flow for the years then ended have been made.

Analysis of Results of Operations

RFM Corporation's net revenues for the first three months of 2022 expanded 17% to Php3.9 billion on the back of both volume and price increases in its brands and products particularly in its ice cream, milk and institutional segments. Net income for the 1st quarter is at Php334 million, 4% higher than last year.

The key financial performance indicators for the Company for the three-month period ended March 31, 2022 as compared to the same period in 2021, are as follows:

Key Financial Performance Indicators (Amounts in Millions)*	For the Quarter Ended	
	March 31, 2022	March 31, 2021
Net Revenues	**₱3,901**	₱3,338
Net Operating Margin	**455**	473
Net Income	**334**	320
EBITDA	**604**	627
Current Ratio	**1.41**	1.53

***** *Except current ratio*

1. **Net Revenues**
   This is the barometer of the general demand for the Company's products, reflecting their market acceptability vis-à-vis competition particularly in terms of quality, pricing, and image and perception, as well as availability of the products at the point of purchase market locations. This is of primary importance, and is regularly being monitored for appropriate action and/or improvement.

2. **Net Operating Margin**
   This shows the financial profitability of the primary products of the Company, after deducting the expenses related to their manufacture, distribution, and sale, as well as the general administrative costs in running the business.

3. **Net Income**
   This shows the over-all financial profitability of the Company, including the sale of primary and non-primary products and all other assets, after deducting all costs and expenses, interest expenses on debts and interest income on investments, as well as equity in net earnings or losses of associates.

4. **Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)**
   This is a general yet reasonable representation of the cash generated by the Company from its current business operations that can then be made available for payment of loan interests, loan principal amortization, and taxes; and any further amount in excess becomes the Company's cash profit.

5. **Current Ratio**
   This determines the Company's ability to meet its currently maturing obligations using its current resources.

Analysis of Financial Condition and Balance Sheet Accounts

As of March 31, 2022, the Group's total assets decreased from last year's Php19.86 billion to Php19.72 billion mainly due to matured investments during the quarter. The total liabilities decreased from last year's Php6.58 billion to Php6.50 billion.

The Group has a current ratio of 1.41 and 1.44 on March 31, 2022 and December 31, 2021, respectively.

Notes to Financial Statements

The Company's financial statements for the first calendar quarter have been prepared in accordance with Philippine Financial Reporting Standards. The same accounting policies and methods of computation used are consistent with the most recent audited financial statements.

The Company discloses the following:

(a) There are no unusual items as to the nature and amount affecting assets, liabilities, equity, net income, or cash flows, except those stated in Management's Discussion and Analysis of Results of Operations and Financial Condition;.

(b) There are no material changes in estimates of amounts reported in prior financial periods, other than those disclosed in the most recent audited financial statements;

(c) Except as disclosed, there are no known trends, demand, commitments, events or uncertainties that may have an impact on sales and income from continuing operations;

(d) There are no issuances, repurchases and repayments of debt and equity securities other than mentioned;

(e) There are no known trends, demands, commitments, events or uncertainties that will have material impact on the Company's liquidity nor have a favorable or unfavorable impact on revenues or income from continuing operations;

(f) There are no dividends paid separately for ordinary shares and other shares;

(g) There are no material events subsequent to the end of the interim period that have not been reflected in the financial statements;

(h) Other than mentioned, there are no material changes in the business composition of the Company during the interim period, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructuring, and discontinuing operations;

There is no change in contingent liabilities since the most recent audited financial statements;

(i) There were no known events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation that remain outstanding as of March 31, 2022;

(j) There were no material off-balance sheet transactions, arrangements, obligations, and other relationship of the Company with unconsolidated entities or other persons created during the reporting period.

Year ended December 31, 2021 vs. 2020

Management Report on Operations

Food and Beverage Company RFM Corporation posted revenue of Php16.88 billion which is 8% higher compared to last year's revenue of Php15.70 billion. This was driven by Consumer segment posting 8% growth over last year. Group net income for 2021 is at Php1.31 billion or a growth of 2% vs last year.

Financial Position

Analysis of Balance Sheet Accounts

As of December 31, 2021, the Group's total assets increased from last year's P19.00 billion to P19.86 billion due to financial assets at FVOCI amounting to about P3.55 billion. The total liabilities increased from last year's P6.43 billion to P6.58billion.

Year ended December 31, 2020 vs. 2019

Management Report on Operations

Food and Beverage Company RFM Corporation posted revenue of Php15.70 billion which is 2% higher compared to last year's revenue of Php15.33 billion. Resulting net income for 2020 is Php1.29 billion or a growth of 4% vs last year.

Financial Position

Analysis of Balance Sheet Accounts

As of December 31, 2020, the Group's total assets increased from last year's billion P18.69 to P19 billion due to temporary cash investment amounting to about P1.7 billion. The total liabilities decreased from last year's P6.58 billion to P6.43 billion due to lower bank loans.

Key Performance Indicators

For the full fiscal years 2021, 2020 & 2019 the Company's and majority-owned subsidiaries' top five (5) key performance indicators are as follows:

In Millions	December 2021	December 2020	December 2019
Revenues	16,880	15,701	15,330
Operating Margin	1,764	1,812	1,726
Net Income	1,309	1,288	1,230
EBITDA	2,388	2,369	2,262
Current Ratio	1.44	1.50	1.54

(a) Revenue Growth

These indicate external performance of the Company and its subsidiaries in relation to the movement of consumer demand and the competitors' action to the market behavior. These also express market acceptability and room for development and innovations. These are being monitored and compared as a basis for further study and development.

(b) Operating Margin

This shows the result after operating expenses have been deducted. Operating expenses are examined, checked and traced for major expenses. These are being analyzed and compared to budget, and previous years, to ensure prudence and discipline in spending behind marketing and selling activities.

(c) Net Income

This represents the outcome or results of operations. This measures the over-all performance of the team, the consequence of all the contributory factors affecting supply, demand, utilization and decisions.

(d) EBITDA

This measures the Company's ability to generate cash from operation by adding back non-cash expenses (i.e. depreciation and amortization expense) to earnings before interest and tax.

(e) Current Ratio

This determines the company's ability to meet its maturing obligations using its current resources. It indicates the possible tolerable shrinkage in current resources without threat to the claims of current creditors.

Causes for Any Material Changes from Period to Period of FS, which shall include vertical and horizontal analyses of any material item

Please refer to the discussions under Results of Operations and Financial Position for the year ended December 31, 2021 vs. 2020, year ended December 31, 2020 vs. 2019.

The Company is not aware of the following:

(i) Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

(ii) All material off-balance sheet transaction, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

Seasonal Aspects that has Material Effect on the FS

There is no material effect with the seasonal aspect of certain raw materials specifically wheat on the financial statements.

Audit and Audit Related Fees

For the years 2021, 2020, and 2019, the Company engaged the professional services of SGV. The Group incurred an aggregate audit fee of P2.5 million for 2021, excluding out-of-pocket expenses. The engagement involves the examination of the Company's financial statements in accordance with generally accepted auditing standards. It includes on a test basis review and evaluation of system, documentation, and procedures to ascertain that adequate internal controls are in place. Also, they provide updates on latest regulatory or compliance requirement with government agencies such as Securities and Exchange Commission and other government agencies.

The audit committee's approval policies and procedures for external auditors are:

1. Statutory audit of the company's annual financial statements

    a. The Audit Committee ensures that the services of the external auditor conform with the provision of the company's manual of corporate governance specifically articles 2.3.4.1; 2.3.4.3 and 2.3.4.4

    b. The Audit Committee makes an assessment of the quality of prior year audit work services, scope, and deliverables and makes a determination of the reasonableness of the audit fee based on the proposed audit plan for the current year.

    c. The Audit Committee approved the final audit plan and scope of audit presented by the external auditor before the conduct of audit. The final audit plan was already the output after the conclusion of the series of pre-audit planning with Management.

    d. The Audit Committee reports to the Board the approved audit plan.

2. For other services other than annual financial statements audit:

    a. The Audit Committee evaluates the necessity of the proposed services presented by Management taking into consideration the following:

        i. The effectiveness of company's internal control and risk management arrangement, systems and procedures, and management degree of compliance.

        ii. The effect and impact of new tax and accounting regulations and standards.

        iii. Availability of in-house technical expertise.

        iv. Cost benefit of the proposed undertaking.

b. The Audit Committee approves and ensures that other services provided by the external auditor shall not be in conflict with the functions of the external auditor for the annual audit of its financial statements.

IV. BRIEF DESCRIPTION OF THE GENERAL NATURE AND SCOPE OF THE BUSINESS

Item 1 - Business

The RFM Group

RFM Corporation (the "Company") is a major player in the food and beverage industry in the Philippines, specifically in the processing and manufacture of flour, bread, flour-based products like pasta and cake mixes, sauces, milk and juice drinks, and ice cream.

The Company also operates non-food businesses, which include barging services (Rizal Lighterage Corporation) and leasing of commercial/office spaces that serves the internal requirement of the various operating divisions.

History and Business Development

RFM Corporation was incorporated on August 16, 1957 as Republic Flour Mills, Inc. to manufacture flour in the Philippines, a country which does not grow wheat, in order to contribute to the country's greater self-reliance in basic food. From its original business of flour milling, the Company diversified into poultry and livestock production and areas of food manufacturing that includes flour-based products, margarine, milk & juices, canned and processed meat, ice cream, and bottled mineral water.

After RFM established itself in the flour milling business, the Company, in 1963, commissioned new plant facilities to produce cooking oil and margarine. This was then followed by the establishment of a feed mill in 1965 to manufacture poultry and hog feeds, of which key raw materials – bran and pollard – were by-products of the flour operations.

In the early 1971, RFM integrated forward into hog and poultry breeding. It entered into a licensing agreement with Peterson Industries and H & N Layers to breed day-old chicks. The Company, though, divested from the hog operation in 1994, and in the poultry business in 2003 by way of property dividends to its shareholders.

In 1973, the Company signed an exclusive licensing agreement with Swift and Company of Illinois (now Armour Swift & Echrich of the ConAgra Group). This move initiated the entry of RFM into the business of chilled and canned meat processing using the "Swift" brand name. A continuous meat processing plant, the first in the country, was constructed in 1975. The "Swift" brand name was eventually purchased by RFM in 1987, allowing the Company the rights to its exclusive use in the Philippines. The "Swift" brand name is being shared by RFM and Swift Foods, Inc. in their production and sale of processed meat and chicken products, respectively.

From the 1970s to 1980s, RFM concentrated primarily on growing its established core businesses. It also introduced grocery items, such as cake mixes, hotcake mixes, and ingredient mixes during this period.

As RFM began to enter the 1990s, it envisioned itself to become a truly diversified Food Company catering to the Filipino taste. This goal was and continues to be implemented through two approaches: strategic acquisition of Filipino companies with strong local brands, and partnerships with internationally renowned food institutions.

This vision was first manifested in the purchase of Cosmos Bottling Corporation (Cosmos), a Filipino softdrinks company, in 1989, from the Wong Family. Then in 1990, RFM acquired the "Selecta" trademark from the Arce Family. RFM invested in new machinery under a new company, Selecta Dairy Products, Inc. (Selecta), to mass produce the locally famous ice cream flavors within international health standards. And in 1993, the Company ventured into the production of ready-to-drink (RTD) ultra-heat treated (UHT) milk and juices in tetra-packaged format using the brand names Selecta Moo and Sunkist, respectively.

In 1994, Swift, Selecta, and Cosmos conducted an initial public offering of its shares of stock through the Philippine Stock Exchange.

A year later, in 1995, the Company incorporated RFM Properties and Holdings, Inc. to consolidate its real estate assets as well as to break into the land and housing development business. The company was later renamed Philippine Townships, Inc. In 2008, the company was again renamed to Philtown Properties, Inc.

RFM continued to expand its businesses as it ventured into noodle manufacturing, tuna processing, bakeshop business with the acquisition of the Rolling Pin trademark, food franchising with the use of Little Ceasar's Pizza brand of the USA, and thrift banking under Consumer Bank.

The Asian Financial Crisis of 1997, however, put a halt to the business expansion of RFM. The ensuing economic slowdown, more cutthroat market competition, and the dearth of capital financing weighed heavily on the financial operations of the Company. Furthermore, the US$83.7M bond, which it obtained in 1996, became due in 2001, and its payment forced RFM to sell many of its operating subsidiaries, including Consumer Bank which was sold to Philippine Bank of Communications, and Cosmos which was sold to Coca-Cola Inc. and San Miguel Corporation.

In 2003, the company's common shares from Swift Foods, Inc. were declared as property dividends to its stockholders. Likewise, the company's common shares from Philtown Properties, Inc. (formerly Philippine Townships, Inc.), the property company, were declared as property dividends in tranches in 2008, 2009 and 2012. However, the company remains committed in liquidating its landholdings through the development of middle income housing enclaves. It also builds condominium projects in saleable areas in Fort Bonifacio, Rockwell, and Taft.

The remaining business, nevertheless, gives RFM the foundation to build on. Within the Parent Company, the original business of flour making continues; as well as branded food products such as Swift processed chilled and canned meats like hotdogs, vienna sausage, and corned beef, Sunkist Juices, Selecta Milk, Fiesta Pasta Noodles, White King Hot Cake, Butterfresh Margarine, among others. The ice cream business remains profitable and is presently co-owned with Unilever Philippines, under a new corporate name, Unilever RFM Ice Cream, Inc.

In late 2012, RFM entered into a Trademark and Asset Purchase Agreement with The Pacific Meat Company, Inc. (PMCI). The terms of this agreement includes RFM's sale of the "Swift" brand, together with finished goods and raw material inventories, the goodwill of the business connected with the trademarks used for its canned, pouch flexible heat sterilized, refrigerated, chilled and frozen meat products, and certain machinery and equipment, as well as all product formulations, processes, know-how and other technical information relating to the production of meat products.

Early 2014, RFM purchased the Royal pasta trademark and inventory stocks from Unilever Philippines, Inc. (ULP). The company believes this would allow RFM to tighter its market leadership in the pasta category.

The Group and the Products

Food Businesses

RFM Corporation (Parent Company)

RFM Corporation operates two major business segments:

- Institutional segment, which primarily manufactures and sells flour, bakery and other bakery products to institutional customers; and
- Consumer segment, that manufactures and sells ice cream, milk and juices, pasta products, and flour and rice-based mixes.

See table on sales.

Unilever RFM Ice Cream, Inc. (formerly Selecta Wall's Inc.)

Unilever RFM Ice Cream, Inc. is a joint venture enterprise owned 50%-50% by RFM Corporation and Unilever Philippines, Inc. It is engaged in the business of manufacturing, marketing, distributing and selling, importing and exporting of ice cream, ice cream desserts and ice cream novelties, and similar food products.

RFM Foods Philippines Corporation

Established in 1991 as RFM-Indofood Philippines Corporation, then a joint venture company between RFM Corporation and Indofood of the Salim Group of Indonesia, the company's main product lines were instant noodles of various flavors and packaging. The Company, however, ceased operations in October 2000 due to operating losses. The company has been renamed RFM Foods Philippines Corporation, and remains dormant.

Southstar Bottled Water Company, Inc.

Southstar Bottled Water Company, Inc. (Southstar) was incorporated in 1992 to manufacture and distribute all kinds and classes of bottled water, carbonated water, drinking water, fluoridated water, mineral water, natural water, purified water, spring water, well water, flavored water, as well as bottling equipment, purification equipment, coolers, dispensers, water treatment plants, water

bottling plants, bottles, crates, including their accessories, attachments, spare parts and any merchandise of similar nature. Southstar, however, suspended its operations due to sustained operating losses.

Engrain – RFM Pacific, Inc.

Engrain – RFM Pacific Inc. (ERPI) is a joint venture owned 50% - 50% by RFM Corporation and Engrain LLC. It was incorporated in June 2013 to engage in the business of selling, marketing and distributing wholesale enzyme-enhanced flour and products for the Philippines and Asia Pacific market.

FWBC Holdings, Inc.

FWBC Holdings, Inc. is 83.38% owned by RFM Corporation, and organized in 2001 to hold and manage Filipinas Water Bottling Corporation (FWBC). FWBC is involved in the processing and distribution of bottled mountain spring water. FWBC, however, ceased operations in June 2012 due to operating losses.

Non-Food Businesses

RFM Equities, Inc.

RFM Equities Inc. is a holding company that is 100% owned by RFM. It was organized in 1996 to hold and manage RFM Corporation's holdings in two small financial services subsidiaries – Conglomerate Securities and Financing Corporation (CSFC) and RFM Insurance Brokers, Inc. (RIBI). CSFC provides consumer-financing services mainly to the managers and employees of the RFM Group. RIBI meanwhile services the insurance needs mainly of the RFM Group, affiliates and business partners. In January 2014, shares in both CSFC and RIBI had been sold.

Rizal Lighterage Corporation

Rizal Lighterage Corporation (RLC) is a barging company that is 93.51% owned by RFM Corporation. It is primarily engaged in providing lighterage and cargo handling services.

WS Holdings, Inc.

WS Holdings, Inc. is 60% owned by RFM Corporation and 40% owned by Unilever Philippines, Inc. It was incorporated and registered with the Securities and Exchange Commission in 1999 to invest in, purchase and own shares of stocks, bonds and other securities of obligations including real estate and personal property of any foreign or domestic corporation, or partnership, or association.

Selecta Wall's Land Corporation

Selecta Wall's Land Corporation was incorporated in 1999 to acquire, own, use, develop and hold for investment all kinds of real estate. RFM Corporation owns 35% of this company.

Contribution to Sales

The Group is primarily engaged in manufacturing, milling, and marketing of food and beverage products. The Group operates its business through the business units identified below. Information as to the relative contribution of the divisions and business to total sales are as follows:

Business Unit	Products	Brands	Contribution to Sales
Institutional Group	Flour Products Hamburger buns, English muffins	Republic Special, Cinderella, Hi-Pro Majestic, Señorita, Pantastic, Altar Bread, Customized Flour, All-Purpose Flour, Cake Flour	24.46%
Consumer Group	Flour-based and rice-based products	White King All-Purpose Flour, White King Hotcake Mixes, White King Native Mixes, White King Baking Mixes, White King Bowl Mixes	75.14%
	Pasta	Fiesta Spaghetti, Fiesta Elbow Macaroni, Fiesta Salad Macaroni, Royal Spaghetti, Royal Elbow Macaroni, Royal Salad Macaroni, Royal Linguine, and Royal Penne	
	Spaghetti Sauce	Fiesta Sweet Spaghetti Sauce, Fiesta 3-Cheese Spaghetti Sauce, Fiesta Filipino Style Spaghetti Sauce, Royal Sweet Style Spaghetti Sauce	
	Spaghetti and Sauce bundles	P119 Fiesta Sweet Spaghettipid, P119 Fiesta 3 Cheese Spaghettipid, P109 Fiesta Filipino Spaghettipid, P59 Sweet Spaghettipid, Fiesta Spartyghetti, Royal Sweet Celebration, and Royal Cheesy Celebration	
	Margarine	Selecta Butterfresh	
	RTD Juice, RTD Tea, RTD Milk and Choco Milk, RTD Flavored Milk and RTD Functional Drinks	Sunkist Premium Juice, Sunkist Tetra Juice Drink, Sunkist Juice Drink Doy Packs, Sunco Green Tea and Lemon Tea (Export only), Selecta Moo, Selecta Fortified Low Fat Choco, Selecta Fortified Low Fat Milk, Selecta Fortified Filled Milk, Selecta Fortified Vanilla Milk, Selecta Full Cream Milk, Choco Yey!	
	Ice Cream products	Selecta Supreme, Selecta Super Thick Classic, Selecta Birthday 3-in-1, Selecta Co-brand, Carte D'or, Magnum, Selecta Cornetto, Selecta Cornetto Disc, Selecta Ice Cream Sticks, Selecta Pinipig, Selecta Ice Cream Sandwich, Paddle Pop Watermelon	
Others			0.39%

Domestic and Export Sales

The amounts of revenue, profitability, and identifiable assets attributable to domestic and export operations for 2021, 2020 and 2019 in Million Pesos are as follows:

	2021	%	2020	%	2019	%
Sales						
Domestic	**16,710**	**99**	15,473	99	15,193	99
Foreign (Export)	**170**	**1**	228	1	137	1
	16,879		15,701		15,330	

	2021	2020	2019
Operating income			
Domestic	**1,721**	1,747	1,686
Foreign (Export)	**43**	66	40
	1,764	1,813	1,726

Total Assets (All Domestic)	**19,860**	18,996	18,689

Distribution Methods of the Products or Services

The company engages in different methods of distribution depending on the products/services to meet the needs of customers.

RFM Corporation sells its products through the following accounts: modern trade accounts, distributor accounts, secondary accounts, food service, institutional customers, flour dealers, flour end users and Good Values company store. Modern trade and distributor accounts comprised of hypermarkets, supermarkets, groceries, convenience stores and wholesalers.

Status of New products, Market and Competition

In 2021, RFM remains to be the biggest manufacturer in pasta and sauce with 32% volume share and 29% value share, as it continues to strengthen its two major pasta brands, Fiesta and Royal. As the category continues to shift to the pasta and sauce bundles, RFM has put its efforts in growing and dominating this category. It has successfully done this and was able to gain market leadership, ending the year with 49% volume and value share, with both Fiesta and Royal gaining and maintain its shares in 2021. Despite still the presence of COVID, both Fiesta and Royal were still able take advantage of the new normal in the Philippines.

FIESTA

Re-exciting the Category and Drive Spaghetti Consumption

Being the market leader in total spaghetti, Fiesta has been looking for ways to expand and grow the pasta and sauce category further. The current challenge of the brand is still how to re-excite the

category and make consumers cook spaghetti more often than their usual of 2x a year – Christmas & birthday. However, the big opportunity here is still birthdays. Fiesta saw that consumers are cooking spaghetti mostly for kid's birthdays. But there is still that big market of other birthdays of the other members of the family. These other family members celebrate birthdays but would opt for a non-kiddie dish like Carbonara or pansit. In order to target the other birthday celebrants within the household, Fiesta created a new recipe (Fiesta Spagonara), that uses Fiesta Spaghetti and Spaghetti Sauce. Fiesta Spagonara is a recipe that combined two party favorites – spaghetti and carbonara. With the help of a famous Youtube star, Ninong Ry, this new recipe came about and was launched last Christmas. The campaign was launched via Youtube and Facebook, and utilized the platform of Ninong Ry. The campaign featured the number 1 SKU of Fiesta, Fiesta P109 Filipino Spaghettipid. The goal of this recipe is to re-excite the preparation and consumption of spaghetti by targeting not only kid's birthday but also other birthdays celebrated within the family. This way, not only will the kids request for Fiesta spaghetti for their birthdays but also adults too. For 2022, Fiesta will still target to find ways to re-excite and shake up the category by providing new and exciting products/promos and by upgrading the category with new innovations.

Consumers Look for Value for Money and Smaller Packs

The onset of COVID has made consumers more conscious as to what they buy and also how much they buy, given the smaller budgets or unpredictable market prices. Consumers are now downsizing their purchases, given smaller incomes for some households. They are also looking for better value products and low-priced ones. Fiesta exactly has this product that caters to this new consumer habit – the Fiesta P59 Sweet Spaghettipid and Fiesta P59 3 Cheese Spaghettipid. Not only is it priced affordably, it can also serve up to 8 servings. Fiesta still continues to push these products further via more placement and availability with more visibility not only in Supermarkets but also in convenience stores and public markets. For 2022, the goal is still to gain more presence for the Fiesta P59 Spaghettipids though more placement, particularly downline in public markets and even down to sari-sari stores.

ROYAL

Focus on Spaghetti + Spaghetti Sauce Dish Bundle

In 2021, as RFM continuously sees potential in the dish bundle category, Royal still focused its efforts in growing further its dish bundles. Growth is seen to come from full placement and visibility in key channels and stores, and dedicated in-store activities and promos for all three Royal Dish Bundles. Also, all sales and marketing support and communication will be towards pushing for Royal dish bundles' awareness and sales. With its competitive pricing against main competition, Royal is still seen to be growing in sales and shares.

Distribution Focus and Drive

Royal still has the biggest opportunity to grow by simply fixing its on-shelf availability and visibility in key channels – supermarkets and groceries across all areas, nationwide. Those two channels alone cover 94% of total dish bundle and spaghetti sauce sales. Also, Royal continues to increase its shelf space by getting its rightful share of shelf and visibility in supermarkets vis a vis competition.

Currently, all three Royal Dish Bundles still have a big opportunity to grow in visibility and placement in key channels and other smaller supermarkets and groceries, nationwide. The target to reach 100% distribution and on-shelf availability was still the thrust for 2022.

Opportunity for Royal in Spaghetti Sauce
Royal still continues to strengthen its presence in Spaghetti Sauce, which is still a Php2.0B business in the total Pasta and Sauce category. The current market leader leads this category with market share of 56%. However, Royal is now the number 3 sauce player, especially with the launch of its Royal Party Pack back in 2019. Royal Party Pack is a promo that sells 2 Spaghetti Sauces at an affordable price of P100 or P105. It comes in two variants – Filipino and 4 Cheese. With the right price offering and packaging design correction in 2021, Royal Party Pack is seen to grow more in sales with continued increasing demand and offtake and further availability on trade.

Opportunity for Royal in Tomato Sauce
In 2022, Royal is looking at entering another sauce category by launching its very own Tomato Sauce -Royal Timplado Tomato Sauce. With its successful trial launch in 2021, it will now be fully made available in more leading supermarkets, groceries, and even public markets nationwide. This new product will offer something new and different and will be priced competitively against competition. By entering into this new category, Royal aims to strengthen its equity in sauces and be more of a household staple, now targeting more occasions other than Christmas and Birthdays.

Fiesta and Royal brands will continue to build equity as they aim to become powerhouse brands through more awareness, more trial among consumers and building new occasions.

SELECTA MILK & SUNKIST JUICE

With the economy opening and restrictions easing in 2021, Selecta maintained its aggressive growth with an 11% increase versus previous year by staying true to its promise of providing affordable nutrition to Filipinos.

Based on Nielsen Retail Audit, Selecta Fortified Milk continues to be the leading brand of RTD fresh/filled milk with 30% full year volume market share. In 2021 alone, Selecta Fortified 1Liter increased further with a +16% growth. These were all achieved by focusing on operational efficiencies and improving distribution.

Selecta Sterilized Milk was also relaunched to target the working class Filipinos. As the country embraced hybrid set-ups at workplaces, Selecta Sterilized became more relevant which resulted to a +73% increase versus last year.

Sunkist Premium Juices also continued its year-on-year increase as it remained significant to families during the pandemic by providing delicious nutrition.

The Selecta Ice Cream business, under the joint venture with Unilever Philippines, Inc. (ULP) continues to lead the Ice Cream category both in Bulk/Take Home (72% Share*) and Single-Served/Out-of-Home (30% Share*). Through the years, it has launched various Ice Cream innovations across both segments. Within Take Home Ice Cream, Selecta caters to a wide range of consumers through its many brands: Selecta Supreme offers trendy and all-time-favorite flavors; Creamdae is ‘responsibly-made-for-kids’ and offers multiple flavors in one pack; and premium brands such as

Grom, Magnum and Hersheys Cobranded Ice Cream provide indulgent experiences to Ice Cream lovers. On Impulse, Cornetto continues to bring great Ice Cream in a cone both in its core and disc formats. Magnum continues to expand and is now offering vegan options for consumers. Finally, Selecta is also offering delicious and affordable Ice Cream in multiple flavors, shapes and sizes. Competing companies such as Nestle (7% share) and Magnolia (1% share) are still present particularly in Take Home while low-priced brands like Aice, Joyice, Creamline and Dan Erics continue to gain share through aggressive expansion.

For the flour business, the company continues to provide commodity flour to several institutional accounts and flour-based product manufacturers and retailers like biscuits, noodles cakes and bread-makers. There are eleven flour millers in the country, under two trade associations – Philippine Association of Flour Millers (PAFMIL) and Chamber of Philippine Flour Millers, Inc. (Champflour). RFM Corporation is a member of PAFMIL. The Company has about 8% to 9% of total industry volume sales.

Purchases of Raw Materials and Supplies

RFM Corporation sources Raw, Packaging materials and OEM Spare Parts both domestic and overseas.

The Company imports Wheat from U.S. Tomato Paste coming from China.

Skimmed Milk Powder currently sourced from U.S. and New Zealand, while, Buttermilk Powder and Anhydrous Milk Fat mostly bought from Oceania region. Dairy products open for supplies from Indian origins and European regions.

Regain the importation of Spaghetti Pasta finished goods from Turkey and U.A.E.

Other imported materials procured from countries such as, but not limited to, Germany, U.S., China, Taiwan, Singapore, Malaysia and Thailand.

Payment terms vary for each supplier. It ranges from Letter of Credit, Documents against Payment at Sight, Telegraphic Transfer and other applicable payment terms agreeable to both parties.

Customers

RFM Corporation has a wide range of products that cater to all socio-economic class and all age groups.

Its products are sold through hypermarkets, supermarkets, groceries, convenience stores, drug stores, wholesalers, distributors, institutional customers, food establishments, flour dealers, flour end users and the company store.

RFM Corporation is not dependent on any single or few customers that might have any material adverse effect on its business, except for the processing and exclusive sale of hamburger buns, muffins and hotcake to Golden Arches (McDonald's) and hotdog buns to Philippine Seven

Corporation (7-11). These buns account for about 96% of the total sales of Private Label Manufacturing Division of RFM Corporation in 2021 and 94% in 2020.

Related Party Transactions

The Group, in the regular course of business, transact with related parties, which may consist but not limited to the following:

- Purchase of goods and services.
- Lease of the plant, property and equipment for manufacturing operations.
- Lease of office spaces as Lessor
- Distribution, sale and merchandising of RFM Group products.
- Service Agreement with Unilever Philippines.
- Management service income and service fees with URIC.

Trademark, Royalty and Patents

A Trademark License Agreement was entered into with Unilever RFM Ice Cream, Inc. for the exclusive right to use the "Selecta" trademarks in its ice cream products and to manufacture, market, and sell Selecta trademarked products. The agreement shall be co-terminus with the Joint Venture Agreement between RFM Corporation and Unilever Philippines, Inc. The license is free from royalty fee and any similar kind of payment. The Trademark License Agreement was extended for another ten (10) years, or from July 17, 2014 to July 17, 2024.

On 01 January 1995, RFM entered into a Trademark License Agreement (TLA) with Sunkist Growers, Inc. (Sunkist). Under the said agreement, Sunkist grants RFM (a) exclusive right, without the right to sublicense, to use the Sunkist Trademark(s) and related Trade dress approved by Sunkist, in connection with the marketing, distribution and sale of licensed products in the Philippines; (b) exclusive right, without the right to sublicense, to use the Know-How within the Philippines for the production and sale of Licensed Products; (c) the right and privilege to receive technical assistance regarding the implementation of Know-How; and (d) to make available Base Ingredients directly or through authorized Base Ingredients Suppliers to enable RFM to manufacture Licensed Products. For and in consideration of the rights granted above, RFM pays an annual royalty to Sunkist. The Amendment to the TLA was extended for another five (5) years or from 01 January 2005 to 31 December 2009. Another Amendment extending the TLA for another five years was signed by the Parties on 27 January 2010.

On 13 March 2009, Swift Foods, Inc. (SFI) re-assigned and returned to RFM all its rights and interests in the well-known Swift trademark. IPO registration of the mark has been transferred under RFM and a new Certificate of Registration has accordingly been issued to RFM.

In late 2012, RFM entered into a Trademark and Asset Purchase Agreement with The Pacific Meat Company, Inc. (PMCI). The terms of this agreement includes RFM's sale of the "Swift" brand, together with finished goods and raw material inventories, the goodwill of the business connected with the trademarks used for its canned, pouch flexible heat sterilized, refrigerated, chilled and

frozen meat products, and certain machinery and equipment, as well as all product formulations, processes, know-how and other technical information relating to the production of meat products.

In January 2014, the Group acquired the Royal trademark from the Unilever Group for ₱2.1 billion (US$46.0 million) and expiring on December 29, 2026.

Need for Any Government Approval of Principal Products and Compliance with Environmental Laws

The Group complies with environmental laws and secures government approval for all its products. The Company has existing permits from various government agencies that include the Bureau of Food and Drug (BFAD) and the City Environment and Natural Resources Office (CENRO). The Company also complies with the requirements of Laguna Lake Development Authority (LLDA) for environmental sanitation purposes.

The Company believes that it has complied with all applicable environmental laws and regulations, and incurred about ₱246,155.37 and ₱90,000 during the years 2021 and 2020, respectively, for payment of annual permits and fees.

The Group has no knowledge of recent or impending legislation, the implementation of which can result in a material adverse effect on the business or financial condition.

Research and Development Activities

The Company invests in Research and Development (R&D) which is necessary for corporate viability. R&D activities focus on customer and consumer satisfaction through innovation via new product development and/or improvement, in new or existing categories via line extensions and formulation review. The development process starts from idea generation/brainstorming that leads to prototype development. Market research activities such as focus group discussions and product tests are done to ensure we are guided by consumer insights and needs. Product standards and specifications are then established including process parameters, equipment/line efficiencies, packaging studies and shelf-life tests. Every product launched in the market had undergone stringent quality control checks to ensure sensory acceptability, food safety and stability.

Aside from Product development, Packaging also plays a critical role in ensuring safety of our products, hence, the Company hired full-time Packaging Engineers to handle testing of various materials suitable for each product type. Stability tests and shelf-life studies as well as transit tests are part of the total development process. Furthermore, process audits are done to ensure that set standards are strictly being followed, aside from making process improvements for better efficiency.

The Innovation Team, composed of R&D, Marketing and Operations group constantly meet to check project status and monitor deliverables and timelines to ensure flawless execution of new product launches. We are constantly updated on trends and new technologies to keep us ahead of competition.

The Team conducts regular trade checks for stocks availability and maintain freshness policy. With reference to regulatory requirements, we have designated personnel doing transactions with the Food and Drug Administration (FDA) to comply with all market requirements, both for local and export markets.

For the last three years, the Company spent about ₱10.3 million in 2021, ₱19.1 million in 2020, and ₱17.8 million in 2019, for research and development.

Employees

As of December 31, 2021, the Company had approximately 507 employees, of which 11 are executives, 44 managers and 115 supervisory staff and 337 were non-supervisory staff. The Company does not anticipate any significant increase in the number of its employees in year 2022.

About 13% of the total employees of the Company and its subsidiaries are members of various labor unions. The Company and its subsidiaries have collective bargaining agreements with these unions.

The Company believes that its relationship with its employees is generally good. The Company has not recently experienced any material interruption of operations due to labor disagreements. Labor-Management Councils (LCMs) regularly meet to discuss and resolve work-place issues and production matters.

The employees are covered by retirement plans per division. The plans are trusteed, noncontributory defined benefit pension plan covering substantially all permanent employees of the Company. The Company has no stock option plan.

Working Capital

The Company funds its working capital requirements through internally generated funds and from bank borrowings. The working capital finances the purchase of raw materials, inventory, salaries, administrative expenses, tax payments, and sales receivables until such sales receivables are converted into cash.

Major Business Risks

Like any other business, risks are always considered in the ability or inability to achieve the business objectives and execute strategy effectively. RFM Corporation and its subsidiaries perceive the following business risks:

Financial Risk Management Objectives and Policies

The Group's principal financial instruments include non-derivative instruments such as cash and cash equivalents, short term investments, accounts receivable, accounts payable and accrued liabilities and advances to and from related parties. The main purpose of these financial instruments includes

raising funds for the Group's operations and managing identified financial risks. The Group has various other financial assets and financial liabilities such as other current receivables, other current assets and customers' deposits which arise directly from its operations. The main risk arising from the use of financial instruments is credit risk, liquidity risk, interest rate risk and foreign exchange risk.

Credit risk
Credit risk arises from the risk of counterparties defaulting. Management is tasked to minimize credit risk through strict implementation of credit, treasury and financial policies. The Group deals only with reputable counterparties, financial institutions and customers. To the extent possible, the Group obtains collateral to secure sales of its products to customers. In addition, the Group transacts with financial institutions belonging to the top 25% of the industry, and/or those which provide the Group with long-term loans and/or short-term credit facilities.

The Group does not have significant concentrations of credit risk and does not enter into financial instruments to manage credit risk.

The credit quality of financial assets is managed by the Group using internal credit ratings. Credit quality of cash in banks and cash equivalents and AFS financial assets are based on the nature of the counterparty and the Group's internal rating system.

Financial assets that are neither past due nor impaired are classified as "Excellent" account when these are expected to be collected or liquidated on or before their due dates, or upon call by the Group if there are no predetermined defined due dates. All other financial assets that are neither past due or impaired are classified as "Good" accounts.

Liquidity risk
Liquidity risk arises from the possibility that the Group may encounter difficulties in raising fund to meet commitments from financial instruments.

Management is tasked to minimize liquidity risk through prudent financial planning and execution to meet the funding requirements of the various operating divisions within the Group; through long-term and short-term debts obtained from financial institutions; through strict implementation of credit and collection policies, particularly in containing trade receivables; and through capital raising, including equity, as may be necessary. Working capital requirements, on the other hand, are adequately addressed through short-term credit facilities from financial institutions. Trade receivables are kept within manageable levels.

Interest rate risk
The Group's exposure to changes in interest rates relates primarily to the Group's short-term and long-term debt obligations.

Management is tasked to minimize interest rate risk by having a mix of variable and fixed interest rates on its loans. Presently, the Group's short-term and long-term debts and obligations are market-determined, with the long-term debts and obligations interest rates based on PDST-F-1 plus a certain spread.
There is no other impact on the Group's equity other than those affecting the statement of income.

URICI is not expecting significant exposures to interest rate risk considering the short term maturities of its bank loans. There is no impact on the Groups equity other than those affecting the statement of income.

Foreign exchange risk
The Group's exposure to foreign exchange risk results from the Parent Company and URICI's business transactions and financing agreements denominated in foreign currencies.

Management is tasked to minimize foreign exchange risk through the natural hedges arising from its export business and through external currency hedges. Presently, trade importations are immediately paid or converted into Peso obligations as soon as these are negotiated with suppliers. The Group has not done any external currency hedges in 2021 and 2020.

Market risks

Market risks stems from new and/or existing re-launched products and/or new packaging at low prices being introduced in the market place by competitors. To address these competitive pressures, the Company continues to develop new products in innovative packaging formats to keep a hold on its consumers and increase market share. The strategy requires significant resources for market research, product development, and marketing and promotions. Attendant risks are inventory overstocks, spoilage, and warehousing cost if the new product launched in the market fails to take off. To manage these risks the Company has established a system where success indicators in the target market are closely being monitored and supported by effective supply chain management.

Technological changes

RFM Corporation has been in the flour manufacturing for several decades, and its operating mills are older than many of its competitors which have more modern equipment and, thus, better rated operating yields. To meet these challenges, the Company continues to provide sufficient repairs and maintenance on its equipment and continually upgrades sections of its facilities to remain at par with the modern machineries. Recent installations are a Buhler blending system which allowed for more efficiency in product mixing and customization; and a Buhler carousel packing and weighing system provides very accurate weighing of flour in bags. Likewise, in 2017, the Flour group were able to upgrade Mill II to increase production of All Purpose Flour and transfer some of the capacity of Mill 1B for production of pasta flour. In 2018, it upgraded Mill 1B to improve efficiency, yield and flour absorption. In addition, the Company spends in research and development, particularly in the areas of process engineering and wheat mixtures to produce higher flour yields.

In 2008, the Company invested in a new Buhler C-line Pasta Machine to service its growing market in the spaghetti noodles, under the Fiesta brand. The machine incorporates the patented Polymatik Extrusion Technology, which is presently one of the most advanced in raw material mixing processes, and produces pasta that is firmer, brighter, and with excellent heat tolerance. Further expanding the capacity of the pasta line, the Company invested and installed the Pasta Line 3 in 2014. This is to support the growing volume of the Pasta business.

Improvements, upgrades, and regular maintenance and repairs of its Aseptic Production Line allow the Milk and Juice Division to produce good quality ready-to-drink milk and chocolate-flavored milk.

Later part of 2016, a new manufacturing line in Stand-Up pouch format for milk was installed, this is to provide new package format for milk in the market.

When PET line was discontinued its operations as part of the rationalizing RFM products in the basis of its profitability contributions to the total business, the area where the PET line is located was used to install the Spaghetti Sauce manufacturing lines last 2016. Sauce line capacity has been expanded last 2017 to 3 lines and last 2018 to 4 lines and in 2nd quarter of 2020, the 5th and 6th lines was fully operational to support the growing market volume. The company spend around P 91 million for the expansion with upgrade on older lines.

Technological advances in manufacturing sector contributed to hectic product competition in the market, RFM recognizes the need to update its technology for a more reliable quality and higher productivity. In 2011 and 2012, the Milk and Juice Division invested in improving and replacing its line instrumentation system which resulted to a fast and more accurate product quality monitoring which ensures that every package conforms to the quality standards. In 2013, the Milk and Juice Division production line was transferred to our Laguna factory compound upgrading it production processes through major overhauling of the machineries and installation of new and more efficient utilities. The production facility was rebuilt and upgraded to further improve compliance to the requirements of the Good Manufacturing Practices. The Company invested P150 Million to this transfer and upgrading. Later part of 2016, a new manufacturing line in Stand-Up pouch format for milk was installed, this is to provide new package format for milk in the market. However, to provide focus and synergy to milk business, driven by market changes and consumer preferences, the milk stand-up pouch format was discontinued.

On 2017, the major sterilizing equipment for Milk has been replaced with latest equipment which is designed for higher reliability of milk processing. In 2019, the company invested P 436M for expansion of milk processing and packaging line with upgraded technology and started its operations on 4th quarter of 2020.

Collaboration with technical experts in the field of food science and technology as well as manufacturing has been extended to foreign and local business partners to be updated in the latest food trends, equipment and raw materials sourcing. It has its sources of technology information via attendance to seminars, conferences, conventions, journal subscription and internet access to further enhance its research and development skills and manufacturing processes.

Labor

Like other firms in the food and beverage industry, the Company also partakes of the usual risks of labor unrest and strikes.

On 3 September 2018, the Company was impleaded in a complaint filed before the National Labor Relations Commission ("NLRC") NCR, Quezon City by a certain Larry Vic I. Ramos who was an employee of SP Deloraya Job Contracting & Consultancy Services, Inc. ("SP Deloraya"), a third-party contractor which provides manpower services to the Company's Private Label Manufacturing Division. The complainant claimed that he was illegally dismissed and demanded payment of his wages, 13th month pay and regularization, among others. The Company argued that there exists no employer-employee relationship between the complainant and the Company, the complainant being

the employee of its co-respondent SP Deloraya. That granting but without conceding that the complainant's abovementioned claims are legitimate, it is the complainant's employer who shall be made answerable to said claims. This being so, the inclusion of the Company and its officers in the case at bar is undoubtedly malicious, tainted with bad faith and misplaced. On 27 December 2018, the Labor Arbiter rendered a decision dismissing the above mentioned complaint, yet holding the Company solidarily liable with SP Deloraya for the payment of Complainant's 13th month pay. Complainant elevated the matter on appeal to the NLRC, which denied the same in a resolution dated 29 March 2019 and in another resolution dated 28 June 2019 denying Complainant's Motion for Reconsideration. On 09 September 2019, Complainant filed a Petition for Certiorari at the Court of Appeals (CA) against the resolution of the NLRC. The Company reiterated its arguments that no employer-employee relationship exists between the Company and the Complainant, and alleged the impropriety of the Petition for Certiorari. On 19 November 2020, the Company received the Decision for the Petition for Certiorari dated 30 October 2020 in favor of the Company. The Court of Appeals concurred with the findings of the NLRC and Labor Arbiter. On 14 December 2020, the Company received Complainant's Motion for Reconsideration on the abovestated CA decision. On 21 December 2020, the Company filed its Comment/Opposition to Complainant's Motion for Reconsideration. The Resolution is expected to be in the Company's favor considering that the Motion for Reconsideration is a mere rehash of Complainant's past pleadings, failing to present any new matter or any law or jurisprudence which would merit the reversal of the Decision.

On 28 September 2021, the Company received a complaint dated 03 May 2021. The Company was impleaded in the complaint before the National Labor Relations Commission ("NLRC") NCR, Quezon City by a certain Ramilo Adane Acibar who was an employee of SP Deloraya Job Contracting & Consultancy Services, Inc. ("SP Deloraya"), a third-party contractor which provides manpower services to the Company's Pasta Contract Manufacturing Division. The complainant claimed that he was illegally dismissed and demanded payment of full backwages, regularization separation pay, moral and exemplary damages. The Company filed its position paper on 02 November 2021, indicating therein that Mr. Acibar has not been illegally dismissed and may not be regularized since no employer-employee relationship exists between the Company and Mr. Acibar, among other reasons.

Item 2 – Properties

RFM Corporation owns a flour milling plant with a daily rated capacity of 930 metric tons per day, and is located in Barangay Pineda, Pasig City. A pasta plant with a rated capacity of 3,000 kgs per hour per spaghetti line (2 lines) and 2,450 kgs per hour for macaroni line (1 line) is also located at RFM Pioneer Plant, Barangay Pineda, Pasig City. . A sauce lines (6 lines) located in Cabuyao, Laguna with a rated capacity of 192,000 kilograms per day. A milk and juice plant is located in Cabuyao, Laguna, and has a rated capacity of 11.58 million packs per month. The milk and juice Tetra plant currently has five (7) production Filling lines, of which four (6) are owned. Lines are running at 18 hours operation per line for 25 days.

In accordance with various loan agreements, the Company and its subsidiaries are restricted from performing certain corporate acts without the prior approval of the creditors, the more significant of which relate to entering into a corporate merger or consolidation, acting as guarantor or surety of obligation and acquiring treasury stocks. The Company and its subsidiaries are also required to maintain certain financial ratios. As of December 31, 2021, the why, including its subsidiaries are in compliance with terms and conditions of these agreements.

A. Institutional Division

Description	LOCATION	CONDITION
Land – 32,937 sq. m.	Pineda, Pasig City	
Flour Mills Plant/Building/Silos/ Warehouse	Pineda, Pasig City	In good working condition
Flour Mills-Furniture & Office Equipment	Pineda, Pasig City	In good working condition
Flour Mills - Machinery and Equipment	Pineda, Pasig City	In good working condition
Bun Line	Fairlane, Pasig City	In good working condition
Muffin Line	Fairlane, Pasig City	In good working condition
Spice Mix Building	Fairlane, Pasig City	In good working condition
Warehouse Loading bay	Fairlane, Pasig City	In good working condition
Spaghetti Sauce Line	Cabuyao, Laguna	In good working condition

B. Consumer Division

Description	LOCATION	CONDITION
Pasta Plant/Office/Conference Room/Die Washing Room	Pineda, Pasig City	In good working condition
Pasta Plant – Furniture & Office Equipment	Pineda, Pasig City	In good working condition
Pasta Plant – Long goods line	Pineda, Pasig City	In good working condition
Pasta Plant – Long goods line	Pineda, Pasig City	In good working condition
Pasta Plant – Short goods line	Pineda, Pasig City	In good working condition
Pasta Plant – RM/PM Warehouse	Pineda, Pasig City	In good working condition
Pioneer CDC Warehouse	Pineda, Pasig City	In good working condition

Owned Properties

Description	LOCATION	CONDITION
Milk & Juices Tetra Machines	Cabuyao Laguna (transferred from Manggahan, Pasig City)	In good working condition
Doy Milk lines	Cabuyao Laguna	In good condition, but was transferred to sauce line for future product development
Spaghetti Sauce line	Cabuyao Laguna	In good condition
Fiesta Warehouse	Cabuyao Laguna	In good condition
Pioneer Business Park Building	Fairlane, Pasig City	Two (2) storey Building
Land & Improvements	Cabuyao, Laguna	In good working condition
Building & Improvements	Cabuyao, Laguna	In good working condition
Machinery & Equipment	Cabuyao, Laguna	In good working condition

C. Corporate Division

RFM Building	Corner Pioneer & Sheridan Streets, Mandaluyong City	Eight (8)-storey building with Penthouse

Item 3 – Legal Proceedings

Lawsuits and legal actions are in the ordinary course of the Company's business. However, the Company or any of its subsidiaries is not currently involved in any material pending litigation or legal proceeding that could be expected to have a material adverse effect on the Company's financial position or its result of operations.

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

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

V. DIRECTORS AND EXECUTIVE OFFICERS

(a) The following are the incumbent directors and executive officers of the Corporation, as of 30 April 2022. These executive officers are also the nominees for the same positions for the year 2022-2023.

Name of Director/ Executive Officer	***Position***	***Age***	***Term as Director***
Jose S. Concepcion Jr.	Chairman Emeritus/Director	90	38
Jose Ma. A. Concepcion III	Chairman of the Board / President & CEO	63	34
Ernest Fritz Server	Vice Chairman of the Board	78	32
Joseph D. Server, Jr.	Director	81	41
John Marie A. Concepcion	Director/Managing Director & CEO, Ice Cream, and Marketing Adviser, Consumer Group	59	33
Ma.Victoria Herminia C. Young	Director/ SVP & GM, Consumer Group	62	14
Francisco A. Segovia	Director	67	34
Raissa Hechanova-Posadas	Director	61	23
Jose Ma. Christian O. Concepcion IV	Director	35	2
Romeo L. Bernardo	Independent Director	67	18
Lilia R. Bautista	Independent Director	86	14
Atty. Mitchie Vanessa T. Magomnang	Corporate Secretary/ AVP & Head of Legal and Human Resources/ Risk Management Officer	45	NA
Enrique Oliver I. Rey-Matias	VP-Finance & Chief Finance Officer /Concurrent General Manager, Flour Group/Compliance Officer	50	NA

Philip V. Prieto	Assistant Treasurer	63	NA
Adenawer P. Torres	VP for Sales	54	NA
Melchor B. Bacsa	VP & Head of Supply Chain, Consumer Group	60	NA
Harry E. Alvarez	AVP & Head of Supply Chain - Logistics	47	NA
Stephen James O. Uy	AVP & Head of SBU, Flour Group	31	NA
Evangeline L. Caballa	AVP & Group Controller	35	NA
Maria Patrocinio V. Valdez	Head of Human Resources	69	NA
Victor Patrick S. Gutierrez	VP & Head, Consumer Sales and Marketing	41	NA

As provided in the Company's amended Articles of Incorporation, eleven (11) directors were elected to its Board of Directors during the last Annual Stockholders' Meeting. The officers, on the other hand, were elected during the Organizational Meeting following the Annual Stockholders' Meeting, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been qualified and elected or appointed.

The Company's Board of Directors has committees for Audit, Compensation, Executive and Corporate Governance. There are two (2) independent directors, one of whom is the Chairman of the Audit Committee and the other head of the Corporate Governance Committee. The following sets forth certain information as to the directors and executive officers of the Company as of December 31, 2021:

Directors

Jose S. Concepcion, Jr.
90 years old
Filipino

Born on 29 December 1931, has an Associate's degree in Business Administration from De La Salle University and a Bachelor's degree in Agriculture from Araneta University. He is currently an incumbent member of the Board of Directors and the Chairman Emeritus of RFM Corporation. He previously held the Chairman position in the Asean-Business Advisory Council – Philippines, and East-Asia Business Council – Philippines. He is the Founding Chairman of the National Citizens Movement for Free Elections (NAMFREL), Special Resource Person of UCPB CIIF Finance Development. He is the Chairman of the Board of Directors of Swift Foods, Inc., and Member of the Board of Trustees of TOSP Foundation, Inc. He was previously the Secretary of the Department of Trade and Industry, Chairman of the Board of Investments, member of the Central Bank Monetary Board from 1986-1991, Co-Chairman of Bishops-Businessmen Conference from 1991-1998, and a delegate to the 1971 Constitutional Convention. He served as director of the Corporation from years 1970 to 1985. He was first elected on 3 April 1997 as Chairman of the Board and served as such until June 29, 2021.

Jose Ma. A. Concepcion III
63 years old
Filipino

Born on 23 June 1958, has a Bachelor's degree in Business Management from Dela Salle University. He is currently the Chairman of the Board of Directors of RFM Corporation as well as its President and Chief Executive Officer. He first became a director of the Corporation on 30 October 1986, was elected President and Chief Executive Officer in 1989, and first elected as Chairman on 30 June 2021, replacing his father, Jose S. Concepcion, Jr. He previously held similar positions in the various subsidiaries (present and former) of the company such as RFM Equities, Inc., RFM Insurance Brokers, Inc., Rizal Lighterage Corporation, Cabuyao Logistics & Industrial Center, Inc., Interbake Commissary Corporation, Filipinas Water Bottling Co., Inc., and Invest Asia Corporation. He concurrently holds the position of Chairman of the Board of Unilever RFM Ice Cream, Inc. (URICI) and a Co-Chairman of Integrated Global Low-Temperature, (IGLO) Philippines, Inc., a cold-chain company. He is also a director of Concepcion Industries Inc., the largest air-conditioner and refrigerator manufacturer in the country. In 2016, he was appointed by the President of the Philippines as Presidential Consultant for Entrepreneurship, a position which he also previously held in 2005 until 2010. He was an awardee of the Ten Outstanding Young Men of the Philippines (TOYM) in 1995 and Time Global 100 List of Young Leaders for the New Millennium in 1994. He is associated with major business and industry and various socio-civic associations. He is the founding Trustee of the Philippine Center for Entrepreneurship – Go Negosyo. He also currently chairs the ASEAN Business Advisory Council (ABAC).

Ernest Fritz Server
78 years old
Filipino

Born on 08 July 1943, has a Bachelor of Arts degree in Economics from the Ateneo de Manila University and a Master's degree in Business Administration from the Wharton School of the University of Pennsylvania. He is the Vice-Chairman of the Board of Directors of RFM Corporation. He is also a Vice-Chairman of Philtown Properties, Inc., and a Director of RFM Equities, Inc. He is the President of Superior Las Pinas, Inc., Capital Mediaworks, Inc., and Vicinetum Holdings, Inc. He is also a trustee of TOSP Foundation, Inc. He is a member of the Board of Directors of BJS Development Corporation, Phil. Stratbase Consultancy, Inc., ABS-CBN Convergence, Inc., Seacage Industries, Inc., and 818 Aqua Farms, Inc. and Chairman of Westview Properties, Inc. and Arrakis Holding, Inc. He served as President of Philam Fund, Philippine Home Cable Holdings, Inc., Trans-Pacific Properties, Inc. and United Housing Corporation. He served as Chairman of Intercity Properties, Inc. and Vice Chairman of Commercial Bank of Manila, Consumer Bank, Cosmos Bottling, Co. He also served as a Director of Farmingtown, Rizal Lighterage Corporation, RFM Insurance Brokers, Inc. and Psi Technologies. He first became a director of the Corporation on 27 October 1988. He is a member of both the Executive Committee and Compensation Committee of RFM Corporation.

Joseph D. Server Jr.
81 years old
Filipino

Born on 08 October 1940, has a Bachelor of Arts degree in Economics from the Ateneo de Manila University and a Master's degree in Business Administration from the Wharton School of the University of Pennsylvania in the United States. He is the Chairman of the Board of BJS Development Corporation and the President of JSA & Associates, Inc. and Powerhouse Holdings, Inc. He first became a director of the Corporation on 30 August 1979. He is presently a member of the Audit Committee and Corporate Governance Committee of RFM Corporation.

John Marie A. Concepcion
59 years old
Filipino

Born on 13 January 1962, has a degree in Business Administration from Seattle University, Washington, U.S.A. He is the Chief Executive Officer & Managing Director of Unilever RFM Ice Cream, Inc. He is also a director and treasurer of Selecta Walls Land Corporation (SWLC). He became a director of the RFM Corporation on 29 October 1987. He also concurrently serves as the Marketing Adviser for the Consumer of Group of RFM Corporation.

Ma. Victoria Herminia C. Young
62 years old
Filipino

Born on 4 August 1959, has a Bachelor of Science Degree in Management and Marketing from Assumption College. She is currently Senior Vice-President and General Manager of Consumer Group handling the R&D, Logistics, White King Division, Milk & Juice Division, Sales Division, Operations Division, Exports Division and subsidiary company Bevco Philippines. She was the President of Interbake Commissary Corporation, a former subsidiary of the Corporation. She is a Trustee and President of TOSP Foundation, Inc. She is also a Trustee of Soul Mission Org. and Ronald McDonald House of Charities. She was appointed as Senior Vice President for the Consumer Group of the Corporation in January 2014.

Francisco A. Segovia
67 years old
Filipino

Born on 17 January 1954, has a Bachelor of Science degree in Business Management from the Ateneo De Manila University. He is President of Segovia & Corporation, Inc., Fritz International Philippines, Inc., Horseworld, Inc., Big A. Aviation Corporation, Intellicon, Inc., Regina Realty/Chilco Holdings, Araneta Institute of Agriculture, Republic Dynamics Corporation and Republic Consolidated Corporation. He is a director of RFM Equities, Inc., and Philtown Properties, Inc. He first became a director of the Corporation on 30 October 1986.

Raissa Hechanova-Posadas
61 years old
Filipino

Born on 16 April 1960, has a Master's degree in Business Administration from Imede (now IMD) Lausanne, Switzerland and a degree in Bachelor of Arts major in Applied Economics from De La Salle University. She joined the Corporation as director in April 1997, replacing her father, Mr. Rafael G. Hechanova, former Chairman of the Board of Directors of RFM Corporation. She is a member of the Compensation Committee of the Corporation.

Jose Ma Christian O. Concepcion IV
35 years old
Filipino

Born on 13 January 1987, he finished high school at La Salle Greenhills and acquired his college degree in Business Entrepreneurship from Entrepreneurs School of Asia, otherwise known as Thames International. He is the founder and owner of Ono Poke Food Shop. He is also an incumbent director of Kettle Foods Corporation. He first became a director of RFM Corporation on 29 July 2020.

Romeo L. Bernardo
67 years old
Filipino

Born on 5 September 1954, Mr. Bernardo received his Bachelor of Science degree in Business Economics from the University of the Philippines (Magna Cum Laude) and a Master's Degree in Development Economics from Williams College, Mass. USA. He has had a varied career in public institutions before he co-founded LBT (with former Energy Secretary Del Lazaro and corporate lawyer Helen Tiu) in 1997. His public sector work spans teaching finance at the state university, a career in the Department of Finance rising to the Undersecretary post , and working in multilateral institutions such as the IMF and the World Bank, based in Washington DC, as well as the ADB in Manila. Presently, he provides business advice as board director in leading listed Philippine companies such as ALFM family of funds (Chairman), Bank of the Philippine Islands, Globe Telecom, Aboitiz Power, National Reinsurance Corporation of the Philippines, Philippine Investment Management (PHINMA) Inc., and Institute of Development and Econometric Analysis, Inc. He also does/has done policy advisory for multilateral and bilateral institutions and he Philippine government in public finance, capital markets, public-private partnership, pension reform, economic governance. He is the lead Philippine partner/advisor to Global Source Partners, a global network of independent analysts. He first became an independent director of RFM Corporation on 25 September 2002. He is presently the Chairman of the Compensation Committee and Corporate Governance Committee of RFM Corporation. He is also a member of the Audit and Executive Committees of the Corporation.

Lilia R. Bautista
86 years old
Filipino

Born on 16 August 1935, is an Independent Director of the Company since September 2006. She is also an independent director of Transnational Diversified Group and a professional lecturer at the Philippine Judicial Academy. Recently, she was appointed as Dean of the College of Law of Jose Rizal University. She previously held several positions including as a Member of the Appellate Body of the World Trade Organization, Chairman, Securities and Exchange Commission, Ex-Officio Member, Anti-Money Laundering Council, Senior DTI Undersecretary & Special Trade Negotiator and subsequently acting DTI Secretary. Ex-officio member of the Monetary Board, Chairman of the Board of Investments, National Development Company and other DTI agencies. She was appointed Ambassador to the United Nations and other international agencies in Geneva, Switzerland. She holds an L.L.B., University of the Philippines, LLM, University of Michigan (Dewitt Fellow), M.B.A., University of the Philippines, and attended special courses in corporate finance and reorganization, New York University and Investment negotiation course, Georgetown University. She is presently the Chairwoman of the Audit Committee of RFM Corporation and member of the Corporate Governance Committee.

Executive Officers

Management is comprised of owner-managers and professional managers. Mr. Jose Maria A. Concepcion III is the President and Chief Executive Officer of RFM Corporation, and is also a major shareholder. He joined the Company in 1980 as a route salesman, and occupied positions in sales and marketing before he became President and Chief Executive Officer in 1989.

Enrique Oliver I. Rey-Matias
50 years old
Filipino

Born on 26 December 1971, has a Bachelor of Science degree major in Business Economics from the U.P School of Economics magna cum laude and a Master's degree in Business Management from the Asian Institute of Management. Prior to joining RFM, he worked for eight years at the Philippine as well as Southeast and South Asian operations of Liwayway Marketing Corporation (Oishi) as Vice President – Finance. He was appointed as Chief Finance Officer and Treasurer of the Corporation, effective November 2015. He also worked at the Bangko Sentral ng Pilipinas and at the Philippine Senate President's Office.

Atty. Mitchie Vanessa T. Magomnang
45 years old
Filipino

Born on 7 November 1976, has a Bachelor of Laws degree and graduated as *Class Salutatorian* in April 2006 from Mindanao State University Marawi City. She was admitted to the Philippine Bar in 2007. Prior to taking up law studies, she graduated *Cum Laude* from the same university in 1997 with the degree of Bachelor of Science in Accountancy. She is also a Certified Public Accountant. She was the Head of Legal of Philtown Properties, Inc., Attorney II at the Bureau of Internal Revenue and Chief-of-Staff in the House of Representatives before joining the Company in 2016 as Legal Counsel.

Philip V. Prieto
63 years old
Filipino

Born on 20 August 1958, has a Bachelor's of Arts degree from the University of San Francisco. He is currently the Assistant Treasurer of RFM Corporation. He joined the Corporation in 1995 as the Purchasing Manager of Cosmos Bottling Corporation when this was still owned by RFM Corporation. He was also the General Manager of Invest Asia Corporation.

Melchor B. Bacsa
60 years old
Filipino

Born on 6 January 1961, a Licensed Chemical Engineer, has a Bachelor of Science Degree in Chemical Engineering from the Adamson University. Prior to joining RFM Corporation, he was the Director for Operations, Branded Consumer Foods Division from 2008 to 2010 at Universal Robina Corporation, where he started his career in 1983. He also held top positions in professional organizations namely Production Management Association of the Philippines (PROMAP) and First Cavite Industrial Estate Association (FCIEA). He joined the company in January 2011 as Vice President and Head of Operations and Exports Division.

Adenawer P. Torres
54 years old
Filipino

Born on June 27, 1967, has a Bachelor of Science in Commerce Degree, Major in Business Management from the University of the Assumption, Pampanga. He has 29 years of extensive experience in Sales, Trade Marketing and Product Distribution in various industries like consumer goods, pharmaceuticals, automotive oil and banking. Prior to joining RFM Corporation for the first time back in 2008, he was the National Key Accounts Manager/ Modern Trade Head from 2005 to 2008 at General Mills Foods, Inc, where he was instrumental in driving the growth in the local market of popular international brands Pillsbury, Green Giant and Betty Crocker. He previously served as a Sales Consultant of Kettle Foods Corporation before rejoining RFM Corporation as Vice President for Sales.

Harry E. Alvarez Jr.
47 years old
Filipino

Born on 5 December 1974, has a Bachelor Degree in Industrial Engineering from Mapua Institute of Technology. He has 13 years of well-rounded experience in Planning, Logistics and Total Supply Chain Operations from top food manufacturing companies in the Philippines. Prior to joining RFM Corporation, he was the Supply Chain Manager of San Miguel Mills Incorporated for 4 years. He joined RFM in June 2006 as Supply Chain Manager – ICC Division.

Maria Patrocinio V. Valdez
69 years old
Filipino

Born on 14 November 1952, has a Bachelor of Arts Degree in Business Administration from Maryknoll College. She joined RFM Corporation in 1982 as Personnel Supervisor then became Manager for Compensation Planning and Administration and eventually Assistant Vice-President for Corporate Compensation and Benefits. In 2005, she became a consultant for Executive Compensation and also to the RFM Compensation Committee. Effective 2015, she became the Head of Human Resources Department.

Stephen James O. Uy
31 years old
Filipino

Born on 3 January 1990, has a Bachelor of Science degree in Management major in Communications Technology Management at the Ateneo De Manila University in October 2011. Prior to joining the Corporation, he was a Trading Analyst at All Asian Countertrade from 2012 to 2015. He joined RFM in March 2015 as Senior Management Trainee of Flour Group and was appointed as Head of Materials Management and Sales in April 2016.

Evangeline L. Caballa
35 years old
Filipino

Born on 4 July 1986, has a Bachelor of Science in Accountancy at the University of Santo Tomas in May 2007, she passed her CPA licensure in the same year. Prior to joining the Corporation, she was an Analyst at Accenture. She first joined RFM as General Accounting Supervisor in 2009 up to 2013. She moved to Chevron Holding Inc. in 2013 as its Sr. Trade Accountant. She rejoined RFM in 2014 as Corporate Accounting Manager and was promoted to Group Controller in September 2015.

Victor Patrick S. Gutierrez
41 years old
Filipino

Born on 29 April 1980, has a Bachelor of Science degree in Management major in Communications Technology Management from Ateneo de Manila University. He joined RFM as a consultant for Sales and Marketing in 2017 until 2019. He rejoined the company in July 2021 from PT Mayora where he was Business Unit Head in the Philippines for biscuits and confectionery. He was the Vice-President, Dairy and Coffee – Marketing and Product Development of San Miguel Purefoods from May 2015 to June 2017. He also worked at Unilever Philippines and Monde Nissin Corporation.

(b) The following are the nominees for the Board of Directors of the Corporation for 2022-2023:

Jose S. Concepcion Jr.
Jose Ma. A. Concepcion III
Ernest Fritz Server
Joseph D. Server, Jr.
John Marie A. Concepcion
Ma.Victoria Herminia C. Young
Francisco A. Segovia
Jose Ma. Christian O. Concepcion IV
Romeo L. Bernardo as Independent Director
Lilia R. Bautista as Independent Director
Felicisimo M. Nacino, Jr. as Independent Director

For this year's election of directors, the Corporation will nominate three (3) independent directors, namely: Mr. Romeo L. Bernardo, Ms. Lilia R. Bautista and Mr. Felicisimo M. Nacino, Jr.

After the required pre-screening of the qualifications of directors and considering that during their services in the past years, the incumbent independent directors Mr. Romeo L. Bernardo and Ms. Lilia R. Bautista have consistently provided their invaluable expertise in the fields of finance and/or legal profession, they are again nominated for the same positions. Both Mr. Bernardo and Ms. Bautista have certainly contributed to the high standards of the Corporation's corporate governance by providing their wisdom and insights to the Board, and to the committees where they either sit as chair or member, while doing all of these objectively and with the highest degree of integrity.

Mr. Bernardo was first nominated in 2002 by Triple Eight Holdings, Inc., Horizons Realty, Inc., BJS Development Corporation and Renaissance Property Mgt. Corp., and Ms. Lilia R. Bautista was first nominated in September 2005 by Mr. Jose S. Concepcion, Jr. Mr. Bernardo is not in any way related to nor does he hold any position in the corporations that recommended him as independent director, although the said corporations belong to the top 20 stockholders of RFM Corporation. Neither is Ms. Bautista in any way related to Mr. Jose S. Concepcion, Jr.

In compliance with SEC Memorandum Circular No. 19, Series of 2016 which limits the term of independent directors to nine (9) years reckoned from 2012, the affirmative vote of stockholders representing majority of the Corporation's total outstanding capital stock for the election of both Mr. Romeo L. Bernardo and Ms. Lilia R. Bautista shall be deemed approval of the stockholders for them to serve as independent directors for the ensuing year, as mandated under the aforementioned memorandum circular.

Mr. Felicisimo M. Nacino, Jr., on the other hand, was nominated by Mr. Jose Ma. A. Concepcion III, President & CEO, and then pre-qualified by the Corporate Governance Committee. Born on 09 May 1952, Mr. Nacino has a Bachelor of Arts degree in Economics and a Master's degree in Business Administration, both from the University of the Philippines. He previously served in various managerial positions in RFM, administrating as its Executive Vice-President & Chief Operating Officer from 2005 until 2014. He also became a director of the Company on 30 March 1995 and

continued to serve as such until June 2020. Mr. Nacino's election will be of great help to the Board as he is expected to impart his expertise in the fields of finance and economics, as well as his familiarity with the business operations of the Company given his 23 years of service thereat before his retirement. Mr. Nacino is not in any way related to Mr. Jose Ma. A. Concepcion III.

SECURITIES OF THE CORPORATION

(1) Market Information

RFM shares are traded at the Philippine Stock Exchange (PSE). As of April 30, 2021, the total number of issued and outstanding shares of the Company is 3,369,549,358 common shares.

The following are the high and low prices per common share for each quarter within the last three calendar years and the first quarter of 2022:

2022	High	Low
First Quarter	4.31	4.30

2021	High	Low
First Quarter	4.60	4.60
Second Quarter	4.50	4.50
Third Quarter	4.65	4.65
Fourth Quarter	4.64	4.55

2020	High	Low
First Quarter	4.69	4.23
Second Quarter	4.35	4.32
Third Quarter	4.79	4.76
Fourth Quarter	4.55	4.52

2019	High	Low
First Quarter	4.85	4.77
Second Quarter	4.90	4.90
Third Quarter	5.13	5.10
Fourth Quarter	5.30	5.25

All shares of the Company are listed in the Philippines Stock Exchange. The price of RFM shares as of last trading date – April 29, 2022 - was P4.22.

(2) Holders

As of April 30, 2022, there are a total of 3,117 shareholders of RFM common stock. Filipinos owned 2,644,234,054 common shares or 78.47% while the foreigners owned 725,315,304 common shares or 21.53%.

Below are the Top 20 stockholders of common shares as of April 30, 2022:

Name	No. of shares held	% to Total
1. TRIPLE EIGHT HOLDINGS, INC	745,157,196	22.11%
2. PCD NOMINEE CORPORATION (FOREIGN)	725,054,740	21.52%
3. HORIZONS REALTY, INC.	650,139,738	19.29%
4.BJS DEVELOPMENT CORPORATION	311,210,184	09.24%
5. RPMC RESOURCES, INC.	201,982,966	05.99%
6.PCD NOMINEE CORPORATION (FILIPINO)	142,974,821	04.24%
7.FEATI UNIVERSITY	112,011,350	03.32%
8. CHILCO HOLDINGS, INC.	72,748,950	02.16%
9. CONCEPCION INDUSTRIES, INC.	71,384,424	02.12%
10. S & A INDUSTRIAL CORPORATION	59,474,114	01.77%
11. SELECT TWO INCORPORATED	34,583,918	01.03%
12.REPUBLIC COMMODITIES CORP.	33,115,616	00.98%
13.MACRIC INCORPORATED	23,302,412	00.69%
14.LACE EXPRESS INC.	23,278,716	00.69%
15.MONACO EXPRESS CORPORATION	23,278,552	00.69%
16.SOLE LUNA INC.	22,305,308	00.66%
17.FORESIGHT REALTY DEVELOPMENT CORPORATION	21,275,440	00.63%
18. SELECT TWO INCORPORATED	14,915,694	00.44%
19. HYLAND REALTY CORPORATION	13,979,764	00.41%
20. ARCON GROUP HOLDINGS	11,919,518	0.35%

There are no securities to be issued in connection with an acquisition, business combination or other reorganization.

(3) Dividends

(a) Dividend per Share

On January 30, 2019, the BOD approved the declaration of P0.0805 cash dividend per share or a total of P280 million to its stockholders. The dividends were paid on March 13, 2019.

On July 24, 2019 the BOD approved the declaration of P0.0774 regular cash dividend per share or a total of a total of P271 million to its stockholders. The dividends were paid on September 4, 2019.

On February 5, 2020, the BOD approved the declaration of P0.106 cash dividend per share or a total of P366 million to its stockholders. The dividends were paid on March 17, 2020.

On July 29, 2020 the BOD approved the declaration of P0.1020 regular cash dividend per share or a total of P366 million to its stockholders. The dividends were paid on September 10, 2020.

On January 25, 2021, the BOD approved the declaration of P0.10387 cash dividend per share or a total of P350 million to its stockholders. The dividends were paid on March 8, 2021.

On June 30, 2021 the BOD approved the declaration of P0.1237 regular cash dividend per share or a total of P417 million to its stockholders. The dividends were paid on August 9, 2021.

(b.) Dividends Restriction

The Parent Company's retained earnings as of December 31, 2021 is restricted to the extent of the amount of the undistributed equity in net earnings of an associate included in its retained earnings amounting to ₱545.87 million. These will only be available for declaration as dividends when these are actually received.

The long-term loan agreements entered into by RFM Corporation with its creditors allows the Company to declare and pay cash dividends upon compliance with the required current ratio, debt-to-equity ratio and debt service coverage ratio.

VII. LEADING PRACTICES ON CORPORATE GOVERNANCE

(a) Evaluation System to Measure Compliance with Manual of Corporate Governance

There is no particular system presently being applied to measure the Corporation's compliance with the provisions of its Manual on Good Corporate Governance. Compliance with the New Manual on Good Corporate Governance is validated by the Corporation using the Integrated Annual Corporate Governance Report For Publicly Listed Companies (SEC Form I-ACGR) which harmonizes the corporate governance requirements of the Securities and Exchange Commission (SEC) and of the Philippine Stock Exchange (PSE).

(b) Measure being Undertaken to Fully Comply with the Adopted Leading Practices on Good Corporate Governance

The following are some of the measures undertaken by the Company to ensure that full compliance with the leading practices on good governance are observed:

1. During the scheduled meetings of the Board of Directors, the attendance of each director is monitored and recorded;
2. The Compliance Officer has been designated to monitor compliance with the provisions and requirements of the Corporation's Manual on Corporate Governance;
3. The Corporation has created an Audit Committee, Compensation Committee, and Corporate Governance Committee;
4. The Board is composed of eleven (11) members and at least three (3) of whom are Independent Directors;
5. The Corporate Governance Committee pre-screens and shortlists all candidates nominated to become directors in accordance with the qualification and disqualification set up and established;
6. The directors and officers were given copies of the New Manual of the Corporate Governance of the Corporation for their information, guidance and compliance;
7. On 24 March 2010, the Board approved a revised Manual of Corporate Governance incorporating the changes under SEC Memorandum Circular No. 6, Series of 2009;
8. On 3 March 2011, a refresher course on Corporate Governance was conducted by Sycip Gorres Velayo & Co. Knowledge Institute for the directors and key officers of the Corporation;
9. On 1 July 2013, the Corporation completed and filed with the SEC its Annual Corporate Governance Report, which was subsequently revised on March 11, 2014;
10. On 19 May 2017, the Corporation filed with the SEC its New Manual on Corporate Governance pursuant to SEC Memorandum Circular No. 19 which resolved to approve the Code of Corporate Governance for Publicly-Listed Companies; and
11. On 24 November 2017, an Annual Corporate Governance Training was conducted by the Institute of Corporate Directors (ICD) for the directors and key officers of the Corporation.
12. On 13 December 2018, an Annual Corporate Governance Training was likewise conducted by the Institute of Corporate Directors (ICD) for the directors and key officers of the Corporation.
13. On 22 November 2019, an Annual Corporate Governance Training was conducted by the Institute of Corporate Directors (ICD) for the directors and key officers of the Corporation.
14. On 4 May 2021, an Annual Corporate Governance Training, as compliance for the year 2020, was conducted by the Institute of Corporate Directors (ICD) for the directors and key officers of the Corporation.
15. On 10 December 2021, an Annual Corporate Governance Training, as compliance for the year 2021, was conducted by the Institute of Corporate Directors (ICD) for the directors and key officers of the Corporation.

(c) Deviation from the Corporation's Manual of Corporate Governance

Per records, no director failed to meet the fifty percent (50%) attendance requirement in all board meetings, whether regular or special, during his incumbency, or any twelve (12) month period during the said incumbency in accordance with the New Manual on Corporate Governance of the Company.

(d) Any plan to improve corporate governance of the company

The Company will monitor compliance with its New Manual on Corporate Governance (NMCG) and Integrated Annual Corporate Governance Report (I-ACGR) to ensure full compliance thereto. The Company will improve its NMCG as needed and proper in its best judgment.

VIII. REGISTRANT'S MANAGEMENT REPORT

The Corporation shall undertake to provide without charge, a copy of the registrant's Annual Report or SEC Form 17-A upon written request to:

MR. ENRIQUE OLIVER I. REY-MATIAS
Vice-President & Chief Finance Officer
8/F RFM Corporate Center
Pioneer Corner Sheridan Streets
1550 Mandaluyong City

RFM CORPORATION

By:



ATTY. MITCHIE VANESSA T. MAGOMNANG
Corporate Secretary

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **LILIA R. BAUTISTA**, Filipino, of legal age and a resident of San Juan City after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **RFM Corporation** and have been its independent director since 2005

2. I am affiliated with the following companies or organizations;

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
White Cross	Trustee	2019 - Present
Jose Rizal University	Dean, Law School	2012-Present
St. Martin de Pores Charity Hospital	Trustee	2012- Present
PHILJA Development Center	Trustee	2005-hold-over
CIBI Foundation	Trustee	2016 - Present
Permanent Court of Arbitration (Hague)	Member, National Group	2012-Present
Eisenhower Fellows Association of the Phils.	Member	2010-Present
Association of Outstanding Women in the Nations Service (TOWNS)	Member	1982-present
Phil. Judicial Academy	Professorial Lecturer II	2010-Present
Pamantasan Ng Lungsod Ng Maynila	Professor	2016-Present
Lopez Holding, Inc.	Independent Director	Feb 2018-present

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

4. I am not related to any director/ officer/ substantial shareholder of the above companies, subsidiaries and affiliates.

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

6. I am not employed nor affiliated with any government agency or government owned and controlled corporation ("GOCC").

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

8. I shall inform the Corporate Secretary of RFM Corporation of any charges in the abovementioned information within five days from its occurrence.

Done, this _____ day of 12 MAY 2022 at Mandaluyong City.

Lilia R. Bautista

LILIA R. BAUTISTA
Affiant

SUBSCRIBED AND SWORN TO before me this 12 MAY 2022 by affiant, who personally appeared before me and who presented to me her PP No. P1832953B ISSUED _____, valid until JUNE 3, 2019, issued at DFA NCR NORTH EAST Philippines as competent proof of her identify and which bears her photograph and signature.

Doc. No. 95 ;
Page No. 20 ;
Book No. II ;
Series of 2022.

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and Mandaluyong City
Notarial Commission No. 0475-20
Commission expires on 31 December 2021
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 4878564, Jan. 13, 2022, Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ROMEO L. BERNARDO**, Filipino, of Legal age, with office address at Unit 16A Belvedere Tower, San Miguel Avenue, Ortigas Center, Pasig City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **RFM Corporation** (the "Corporation"), and have been its independent director since October 2002.

2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
1. Aboitiz Equity Ventures Inc.,	Independent Director	May 2021
2. Bank of Philippine Islands	Director	August 2002
3. Globe Telecom, Inc.	Director	September 2001
4. Philippine Investment Management,Inc. (PHINMA)	Independent Director	August 2005

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

4. I am not related to any director, officer, or substantial shareholder of the Corporation or any of its subsidiaries and affiliates.

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

6. I am not employed nor affiliated with any government agency or government owned and controlled corporation ("GOCC").

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

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

SIGNED THIS 12 MAY 2022 AT MANDALUYONG CITY CITY.

ROMEO L. BERNARDO
Affiant

SUBSCRIBED AND SWORN TO before me this 12 MAY 2022 by affiant, who personally appeared before me and who presented to me his Passport with Passport No. P7427657B issued on 18 August 2021 at DFA NCR EAST Philippines as competent proof of his identify and which bears his photograph and signature.

Doc No. 94;
Page No. 20;
Book No. II;
Series of 2022.

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and Mandaluyong City
Notarial Commission No. 0475-20
Commission expires on 31 December 2021
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 4878564, Jan. 13, 2022, Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **FELICISIMO M. NACINO, JR.,** Filipino, of legal age and a resident of Unit 11G T1 The St. Francis Shangri-La Place, Bgy Wack Wack, Mandaluyong City, Metro Manila, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for independent director of **RFM Corporation** for 2022-2023;

2. I am affiliated with the following companies or organizations;

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Reliable Insurance Brokers Inc.	Chairman & President	2015-todate
Conglomerate Savings & Financing Corporation	Chairman & President	2015-todate
Steel Asia Manufacturing Corp.	Member, Board of Directors	2016-todate
National Development Co. (GOCC)	Private Sector Representative	2016-todate
Manila Exposition Complex Inc.	Member, Board of Directors	2019-todate

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

4. I am not related to any director/ officer/ substantial shareholder of RFM Corporation, its subsidiaries and affiliates.

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

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

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

Done, this 25th day of May 2022, at Mandaluyong City.

FELICISIMO M. NACINO, JR.
Affiant

SUBSCRIBED AND SWORN TO before me this 25 MAY 2022 by affiant, who personally appeared before me and who presented to me his PP No. P9636788B, valid until APRIL 16, 2032, issued at DFA NCR CENTRAL, Philippines as competent proof of his identify and which bears his photograph and signature.

Doc. No. 114;
Page No. 24;
Book No. II;
Series of 2022.

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and Mandaluyong City
Notarial Commission No. 0475-20
Commission expires on 31 December 2021
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 4878564, Jan. 13, 2022, Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187

RFM CORPORATION

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED COMPANY FINANCIAL STATEMENTS

Securities and Exchange Commission
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

The management of RFM Corporation is responsible for the preparation and fair presentation of the consolidated company's financial statements including the schedules attached therein, for the years ended December 31, 2021 and December 31, 2020, in accordance with the Philippine Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated company's financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated company's 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 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 consolidated company's financial statements including the schedules attached therein, and submits the same to the stockholders or members.

SyCip, Gorres Velayo & Co., the independent auditor appointed by the stockholders has audited the consolidated company's financial statements 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 this 5th day of April 2022

Jose Maria Concepcion III
Chairman of the Board / President & CEO

Enrique Oliver Rey-Matias
VP-Chief Finance Officer

SUBSCRIBED AND SWORN to before me this 05 APR 2022 day of _____ 2022 affiant(s) exhibiting to me his/her Passport as follows:

Names	Passport Number	Date of Issue / Expiry	Place of Issue
Jose Maria Concepcion III	P3744591A	21 July 2017/20 July 2022	DFA, Manila
Enrique Oliver Rey-Matias	P5401351A	20 Dec 2017/ 19 Dec 2022	DFA, NCR East

Doc No. 55
Page No. 12
Book No. II
Series of 2022

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and Mandaluyong City
Notarial Commission No. 0475-20
Commission expires on 31 December 2021
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 4878564, Jan. 13, 2022, Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly notarized, in the City of Mandaluyong on 05 APR 2022

RFM Corporation

By:

JOSE MARIA CONCEPCION III
Chairman of the Board / President & CEO

ENRIQUE OLIVER I. REY MATIAS
Vice President – CFO

SUBSCRIBED AND SWORN to before me this _____ day of 5 APR 2022, 2022 affiants exhibiting their Passport as follows:

Names	Passport Number	Date of Issue / Expiry	Place of Issue
Jose Maria Concepcion III	P3744591A	21 July 2017/ 20 July 2022	DFA, Manila
Enrique Oliver Rey-Matias	P5401351A	20 Dec 2017/ 19 Dec 2022	DFA, NCR East

Doc No. 76
Page No. 13
Book No. II
Series of 2022

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and Mandaluyong City
Notarial Commission No. 0475-20
Commission expires on 31 December 2021
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 4878564, Jan. 13, 2022, Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187

COVER SHEET

1	2	9	9	8					

SEC Registration Number

RFM CORPORATION AND SUBSIDIARIES

(Company's Full Name)

RFM Corporate Center, Corner Pioneer and Sheridan Streets Mandaluyong City

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

Enrique Oliver Rey-Matias
(Contact Person)

8-631-8101
(Company Telephone Number)

1	2		3	1

Month *Day*
(Calendar Year)

1	7	-	A	

(Form Type)

	7		2	5

Month *Day*
(Annual Meeting)

Not Applicable
(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Article X
Amended Articles Number/Section

3,128
Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 11 OF THE REVISED SECURITIES ACT AND SECTION 141 OF CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended **December 31, 2021**

2. SEC Identification Number **12998** 3. BIR Tax Identification Number **000-064-134-000**

4. Exact name of registrant as specified in its charter: **RFM CORPORATION**

5. **Philippines** 6. (SEC Use Only)
Province, Country or other jurisdiction of Incorporation or organization — Industry Classification Code:

7. **RFM Corporate Center, Corner Pioneer and Sheridan Streets, Mandaluyong City** **1550**
Address of principal office — Postal Code

8. **(632) 631-81-01**
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 and 12 of the SRC, or SEC 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, P1.00 par value	**3,369,549,358 shares**

11. Are any or all of these securities listed in the Philippine Stock Exchange?
Yes [✓] No [ ]

All of RFM Corporation's common shares are listed at the Philippine Stock Exchange.

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

    Yes [✓] No [ ]

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

13. Aggregate value of the voting stock held by non-affiliates: **P 284 Million**

14. Documents incorporated by reference. **None**

PART I – BUSINESS AND GENERAL INFORMATION

Item 1 - Business

The RFM Group

RFM Corporation (the "Company") is a major player in the food and beverage industry in the Philippines, specifically in the processing and manufacture of flour, bread, flour-based products like pasta and cake mixes, sauces, milk and juice drinks, and ice cream.

The Company also operates non-food businesses, which include barging services (Rizal Lighterage Corporation) and leasing of commercial/office spaces that serves the internal requirement of the various operating divisions.

History and Business Development

RFM Corporation was incorporated on August 16, 1957 as Republic Flour Mills, Inc. to manufacture flour in the Philippines, a country which does not grow wheat, in order to contribute to the country's greater self-reliance in basic food. From its original business of flour milling, the Company diversified into poultry and livestock production and areas of food manufacturing that includes flour-based products, margarine, milk & juices, canned and processed meat, ice cream, and bottled mineral water.

After RFM established itself in the flour milling business, the Company, in 1963, commissioned new plant facilities to produce cooking oil and margarine. This was then followed by the establishment of a feed mill in 1965 to manufacture poultry and hog feeds, of which key raw materials – bran and pollard – were by-products of the flour operations.

In the early 1971, RFM integrated forward into hog and poultry breeding. It entered into a licensing agreement with Peterson Industries and H & N Layers to breed day-old chicks. The Company, though, divested from the hog operation in 1994, and in the poultry business in 2003 by way of property dividends to its shareholders.

In 1973, the Company signed an exclusive licensing agreement with Swift and Company of Illinois (now Armour Swift & Echrich of the ConAgra Group). This move initiated the entry of RFM into the business of chilled and canned meat processing using the "Swift" brand name. A continuous meat processing plant, the first in the country, was constructed in 1975. The "Swift" brand name was eventually purchased by RFM in 1987, allowing the Company the rights to its exclusive use in the Philippines. The "Swift" brand name is being shared by RFM and Swift Foods, Inc. in their production and sale of processed meat and chicken products, respectively.

From the 1970s to 1980s, RFM concentrated primarily on growing its established core businesses. It also introduced grocery items, such as cake mixes, hotcake mixes, and ingredient mixes during this period.

As RFM began to enter the 1990s, it envisioned itself to become a truly diversified Food Company catering to the Filipino taste. This goal was and continues to be implemented through two approaches: strategic acquisition of Filipino companies with strong local brands, and partnerships with internationally renowned food institutions.

This vision was first manifested in the purchase of Cosmos Bottling Corporation (Cosmos), a Filipino softdrinks company, in 1989, from the Wong Family. Then in 1990, RFM acquired the "Selecta" trademark from the Arce Family. RFM invested in new machinery under a new company, Selecta Dairy Products, Inc. (Selecta), to mass produce the locally famous ice cream flavors within international health standards. And in 1993, the Company ventured into the production of ready-to-drink (RTD) ultra-heat treated (UHT) milk and juices in tetra-packaged format using the brand names Selecta Moo and Sunkist, respectively.

In 1994, Swift, Selecta, and Cosmos conducted an initial public offering of its shares of stock through the Philippine Stock Exchange.

A year later, in 1995, the Company incorporated RFM Properties and Holdings, Inc. to consolidate its real estate assets as well as to break into the land and housing development business. The company was later renamed Philippine Townships, Inc. In 2008, the company was again renamed to Philtown Properties, Inc.

RFM continued to expand its businesses as it ventured into noodle manufacturing, tuna processing, bakeshop business with the acquisition of the Rolling Pin trademark, food franchising with the use of Little Ceasar's Pizza brand of the USA, and thrift banking under Consumer Bank.

The Asian Financial Crisis of 1997, however, put a halt to the business expansion of RFM. The ensuing economic slowdown, more cutthroat market competition, and the dearth of capital financing weighed heavily on the financial operations of the Company. Furthermore, the US$83.7M bond, which it obtained in 1996, became due in 2001, and its payment forced RFM to sell many of its operating subsidiaries, including Consumer Bank which was sold to Philippine Bank of Communications, and Cosmos which was sold to Coca-Cola Inc. and San Miguel Corporation.

In 2003, the company's common shares from Swift Foods, Inc. were declared as property dividends to its stockholders. Likewise, the company's common shares from Philtown Properties, Inc. (formerly Philippine Townships, Inc.), the property company, were declared as property dividends in tranches in 2008, 2009 and 2012. However, the company remains committed in liquidating its landholdings through the development of middle income housing enclaves. It also builds condominium projects in saleable areas in Fort Bonifacio, Rockwell, and Taft.

The remaining business, nevertheless, gives RFM the foundation to build on. Within the Parent Company, the original business of flour making continues; as well as branded food products such as Swift processed chilled and canned meats like hotdogs, vienna sausage, and corned beef, Sunkist Juices, Selecta Milk, Fiesta Pasta Noodles, White King Hot Cake, Butterfresh Margarine, among others. The ice cream business remains profitable and is presently co-owned with Unilever Philippines, under a new corporate name, Unilever RFM Ice Cream, Inc.

In late 2012, RFM entered into a Trademark and Asset Purchase Agreement with The Pacific Meat Company, Inc. (PMCI). The terms of this agreement includes RFM's sale of the "Swift" brand, together with finished goods and raw material inventories, the goodwill of the business connected with the trademarks used for its canned, pouch flexible heat sterilized, refrigerated, chilled and frozen meat products, and certain machinery and equipment, as well as all product formulations, processes, know-how and other technical information relating to the production of meat products.

Early 2014, RFM purchased the Royal pasta trademark and inventory stocks from Unilever Philippines, Inc. (ULP). The company believes this would allow RFM to tighter its market leadership in the pasta category.

The Group and the Products

Food Businesses

RFM Corporation (Parent Company)

RFM Corporation operates two major business segments:

- Institutional segment, which primarily manufactures and sells flour, bakery and other bakery products to institutional customers; and
- Consumer segment, that manufactures and sells ice cream, milk and juices, pasta products, and flour and rice-based mixes.

See table on sales.

Unilever RFM Ice Cream, Inc. (formerly Selecta Wall's Inc.)

Unilever RFM Ice Cream, Inc. is a joint venture enterprise owned 50%-50% by RFM Corporation and Unilever Philippines, Inc. It is engaged in the business of manufacturing, marketing, distributing and selling, importing and exporting of ice cream, ice cream desserts and ice cream novelties, and similar food products.

RFM Foods Philippines Corporation

Established in 1991 as RFM-Indofood Philippines Corporation, then a joint venture company between RFM Corporation and Indofood of the Salim Group of Indonesia, the company's main product lines were instant noodles of various flavors and packaging. The Company, however, ceased operations in October 2000 due to operating losses. The company has been renamed RFM Foods Philippines Corporation, and remains dormant.

Southstar Bottled Water Company, Inc.

Southstar Bottled Water Company, Inc. (Southstar) was incorporated in 1992 to manufacture and distribute all kinds and classes of bottled water, carbonated water, drinking water, fluoridated water, mineral water, natural water, purified water, spring water, well water, flavored water, as well as bottling equipment, purification equipment, coolers, dispensers, water treatment plants, water bottling plants, bottles, crates, including their accessories, attachments, spare parts and any merchandise of similar nature. Southstar, however, suspended its operations due to sustained operating losses.

Engrain – RFM Pacific, Inc.

Engrain – RFM Pacific Inc. (ERPI) is a joint venture owned 50% - 50% by RFM Corporation and Engrain LLC. It was incorporated in June 2013 to engage in the business of selling, marketing and distributing wholesale enzyme-enhanced flour and products for the Philippines and Asia Pacific market.

FWBC Holdings, Inc.

FWBC Holdings, Inc. is 83.38% owned by RFM Corporation, and organized in 2001 to hold and manage Filipinas Water Bottling Corporation (FWBC). FWBC is involved in the processing and distribution of bottled mountain spring water. FWBC, however, ceased operations in June 2012 due to operating losses.

Non-Food Businesses

RFM Equities, Inc.

RFM Equities Inc. is a holding company that is 100% owned by RFM. It was organized in 1996 to hold and manage RFM Corporation's holdings in two small financial services subsidiaries – Conglomerate Securities and Financing Corporation (CSFC) and RFM Insurance Brokers, Inc. (RIBI). CSFC provides consumer-financing services mainly to the managers and employees of the RFM Group. RIBI meanwhile services the insurance needs mainly of the RFM Group, affiliates and business partners. In January 2014, shares in both CSFC and RIBI had been sold.

Rizal Lighterage Corporation

Rizal Lighterage Corporation (RLC) is a barging company that is 93.51% owned by RFM Corporation. It is primarily engaged in providing lighterage and cargo handling services.

WS Holdings, Inc.

WS Holdings, Inc. is 60% owned by RFM Corporation and 40% owned by Unilever Philippines, Inc. It was incorporated and registered with the Securities and Exchange Commission in 1999 to invest in, purchase and own shares of stocks, bonds and other securities of obligations including real estate and personal property of any foreign or domestic corporation, or partnership, or association.

Selecta Wall's Land Corporation

Selecta Wall's Land Corporation was incorporated in 1999 to acquire, own, use, develop and hold for investment all kinds of real estate. RFM Corporation owns 35% of this company.

Contribution to Sales

The Group is primarily engaged in manufacturing, milling, and marketing of food and beverage products. The Group operates its business through the business units identified below. Information as to the relative contribution of the divisions and business to total sales are as follows:

Business Unit	**Products**	**Brands**	**Contribution to Sales**
Institutional Group	Flour Products	Republic Special, Cinderella, Hi-Pro Majestic, Señorita, Pantastic, Altar Bread, Customized Flour, All-Purpose Flour, Cake Flour	24.46%
	Hamburger buns, English muffins		
Consumer Group	Flour-based and rice-based products	White King All-Purpose Flour, White King Hotcake Mixes, White King Native Mixes, White King Baking Mixes, White King Bowl Mixes	75.14%
	Pasta	Fiesta Spaghetti, Fiesta Elbow Macaroni, Fiesta Salad Macaroni, Royal Spaghetti, Royal Elbow Macaroni, Royal Salad Macaroni, Royal Linguine, and Royal Penne	
	Spaghetti Sauce	Fiesta Sweet Spaghetti Sauce, Fiesta 3-Cheese Spaghetti Sauce, Fiesta Filipino Style Spaghetti Sauce, Royal Sweet Style Spaghetti Sauce	
	Spaghetti and Sauce bundles	P119 Fiesta Sweet Spaghettipid, P119 Fiesta 3 Cheese Spaghettipid, P109 Fiesta Filipino Spaghettipid, P59 Sweet Spaghettipid, Fiesta	

		Spartyghetti, Royal Sweet Celebration, and Royal Cheesy Celebration	
	Margarine	Selecta Butterfresh	
	RTD Juice, RTD Tea, RTD Milk and Choco Milk, RTD Flavored Milk and RTD Functional Drinks	Sunkist Premium Juice, Sunkist Tetra Juice Drink, Sunkist Juice Drink Doy Packs, Sunco Green Tea and Lemon Tea (Export only), Selecta Moo, Selecta Fortified Low Fat Choco, Selecta Fortified Low Fat Milk, Selecta Fortified Filled Milk, Selecta Fortified Vanilla Milk, Selecta Full Cream Milk, Choco Yey!	
	Ice Cream products	Selecta Supreme, Selecta Super Thick Classic, Selecta Birthday 3-in-1, Selecta Co-brand, Carte D'or, Magnum, Selecta Cornetto, Selecta Cornetto Disc, Selecta Ice Cream Sticks, Selecta Pinipig, Selecta Ice Cream Sandwich, Paddle Pop Watermelon	
Others			0.39%

Domestic and Export Sales

The amounts of revenue, profitability, and identifiable assets attributable to domestic and export operations for 2021, 2020 and 2019 in **Million Pesos** are as follows:

	2021	**%**	2020	%	2019	%
Sales						
Domestic	**16,710**	**99**	15,473	99	15,193	99
Foreign (Export)	**170**	**1**	228	1	137	1
	16,879		15,701		15,330	

	2021	2020	2019
Operating income			
Domestic	**1,721**	1,747	1,686
Foreign (Export)	**43**	66	40
	1,764	1,813	1,726

Total Assets (All Domestic)	**19,860**	18,996	18,689

Distribution Methods of the Products or Services

The company engages in different methods of distribution depending on the products/services to meet the needs of customers.

RFM Corporation sells its products through the following accounts: modern trade accounts, distributor accounts, secondary accounts, food service, institutional customers, flour dealers, flour end users and Good Values company store. Modern trade and distributor accounts comprised of hypermarkets, supermarkets, groceries, convenience stores and wholesalers.

Status of New products, Market and Competition

In 2021, RFM remains to be the biggest manufacturer in pasta and sauce with 32% volume share and 29% value share, as it continues to strengthen its two major pasta brands, Fiesta and Royal. As the category continues to shift to the pasta and sauce bundles, RFM has put its efforts in growing and dominating this category. It has successfully done this and was able to gain market leadership, ending the year with 49% volume and value share, with both Fiesta and Royal gaining and maintain its shares in 2021. Despite still the presence of COVID, both Fiesta and Royal were still able take advantage of the new normal in the Philippines.

FIESTA

Re-exciting the Category and Drive Spaghetti Consumption

Being the market leader in total spaghetti, Fiesta has been looking for ways to expand and grow the pasta and sauce category further. The current challenge of the brand is still how to re-excite the category and make consumers cook spaghetti more often than their usual of 2x a year – Christmas & birthday. However, the big opportunity here is still birthdays. Fiesta saw that consumers are cooking spaghetti mostly for kid's birthdays. But there is still that big market of other birthdays of the other members of the family. These other family members celebrate birthdays but would opt for a non-kiddie dish like Carbonara or pansit. In order to target the other birthday celebrants within the household, Fiesta created a new recipe (Fiesta Spagonara), that uses Fiesta Spaghetti and Spaghetti Sauce. Fiesta Spagonara is a recipe that combined two party favorites – spaghetti and carbonara. With the help of a famous Youtube star, Ninong Ry, this new recipe came about and was launched last Christmas. The campaign was launched via Youtube and Facebook, and utilized the platform of Ninong Ry. The campaign featured the number 1 SKU of Fiesta, Fiesta P109 Filipino Spaghettipid. The goal of this recipe is to re-excite the preparation and consumption of spaghetti by targeting not only kid's birthday but also other birthdays celebrated within the family. This way, not only will the kids request for Fiesta spaghetti for their birthdays but also adults too. For 2022, Fiesta will still target to find ways to re-excite and shake up the category by providing new and exciting products/promos and by upgrading the category with new innovations.

Consumers Look for Value for Money and Smaller Packs

The onset of COVID has made consumers more conscious as to what they buy and also how much they buy, given the smaller budgets or unpredictable market prices. Consumers are now downsizing their purchases, given smaller incomes for some households. They are also looking for better value products and low-priced ones. Fiesta exactly has this product that caters to this new consumer habit – the Fiesta P59 Sweet Spaghettipid and Fiesta P59 3 Cheese Spaghettipid. Not only is it priced affordably, it can also serve up to 8 servings. Fiesta still continues to push these products further via more placement and availability with more visibility not only in Supermarkets but also in convenience stores and public markets. For 2022, the goal is still to gain more presence for the Fiesta P59 Spaghettipids though more placement, particularly downline in public markets and even down to sari-sari stores.

ROYAL

Focus on Spaghetti + Spaghetti Sauce Dish Bundle

In 2021, as RFM continuously sees potential in the dish bundle category, Royal still focused its efforts in growing further its dish bundles. Growth is seen to come from full placement and visibility in key channels

and stores, and dedicated in-store activities and promos for all three Royal Dish Bundles. Also, all sales and marketing support and communication will be towards pushing for Royal dish bundles' awareness and sales. With its competitive pricing against main competition, Royal is still seen to be growing in sales and shares.

Distribution Focus and Drive

Royal still has the biggest opportunity to grow by simply fixing its on-shelf availability and visibility in key channels – supermarkets and groceries across all areas, nationwide. Those two channels alone cover 94% of total dish bundle and spaghetti sauce sales. Also, Royal continues to increase its shelf space by getting its rightful share of shelf and visibility in supermarkets vis a vis competition.

Currently, all three Royal Dish Bundles still have a big opportunity to grow in visibility and placement in key channels and other smaller supermarkets and groceries, nationwide. The target to reach 100% distribution and on-shelf availability was still the thrust for 2022.

Opportunity for Royal in Spaghetti Sauce

Royal still continues to strengthen its presence in Spaghetti Sauce, which is still a Php2.0B business in the total Pasta and Sauce category. The current market leader leads this category with market share of 56%. However, Royal is now the number 3 sauce player, especially with the launch of its Royal Party Pack back in 2019. Royal Party Pack is a promo that sells 2 Spaghetti Sauces at an affordable price of P100 or P105. It comes in two variants – Filipino and 4 Cheese. With the right price offering and packaging design correction in 2021, Royal Party Pack is seen to grow more in sales with continued increasing demand and offtake and further availability on trade.

Opportunity for Royal in Tomato Sauce

In 2022, Royal is looking at entering another sauce category by launching its very own Tomato Sauce -Royal Timplado Tomato Sauce. With its successful trial launch in 2021, it will now be fully made available in more leading supermarkets, groceries, and even public markets nationwide. This new product will offer something new and different and will be priced competitively against competition. By entering into this new category, Royal aims to strengthen its equity in sauces and be more of a household staple, now targeting more occasions other than Christmas and Birthdays.

Fiesta and Royal brands will continue to build equity as they aim to become powerhouse brands through more awareness, more trial among consumers and building new occasions.

SELECTA MILK & SUNKIST JUICE

With the economy opening and restrictions easing in 2021, Selecta maintained its aggressive growth with an 11% increase versus previous year by staying true to its promise of providing affordable nutrition to Filipinos.

Based on Nielsen Retail Audit, Selecta Fortified Milk continues to be the leading brand of RTD fresh/filled milk with 30% full year volume market share. In 2021 alone, Selecta Fortified 1Liter increased further with a +16% growth. These were all achieved by focusing on operational efficiencies and improving distribution.

Selecta Sterilized Milk was also relaunched to target the working class Filipinos. As the country embraced hybrid set-ups at workplaces, Selecta Sterilized became more relevant which resulted to a +73% increase versus last year.

Sunkist Premium Juices also continued its year-on-year increase as it remained significant to families during the pandemic by providing delicious nutrition.

The Selecta Ice Cream business, under the joint venture with Unilever Philippines, Inc. (ULP) continues to lead the Ice Cream category both in Bulk/Take Home (72% Share*) and Single-Served/Out-of-Home (30% Share*). Through the years, it has launched various Ice Cream innovations across both segments. Within Take Home Ice Cream, Selecta caters to a wide range of consumers through its many brands: Selecta Supreme offers trendy and all-time-favorite flavors; Creamdae is 'responsibly-made-for-kids' and offers multiple

flavors in one pack; and premium brands such as Grom, Magnum and Hersheys Cobranded Ice Cream provide indulgent experiences to Ice Cream lovers. On Impulse, Cornetto continues to bring great Ice Cream in a cone both in its core and disc formats. Magnum continues to expand and is now offering vegan options for consumers. Finally, Selecta is also offering delicious and affordable Ice Cream in multiple flavors, shapes and sizes. Competing companies such as Nestle (7% share) and Magnolia (1% share) are still present particularly in Take Home while low-priced brands like Aice, Joyice, Creamline and Dan Erics continue to gain share through aggressive expansion.

For the flour business, the company continues to provide commodity flour to several institutional accounts and flour-based product manufacturers and retailers like biscuits, noodles cakes and bread-makers. There are eleven flour millers in the country, under two trade associations – Philippine Association of Flour Millers (PAFMIL) and Chamber of Philippine Flour Millers, Inc. (Champflour). RFM Corporation is a member of PAFMIL. The Company has about 8% to 9% of total industry volume sales.

Purchases of Raw Materials and Supplies

RFM Corporation sources Raw, Packaging materials and OEM Spare Parts both domestic and overseas.

The Company imports Wheat from U.S. Tomato Paste coming from China.

Skimmed Milk Powder currently sourced from U.S. and New Zealand, while, Buttermilk Powder and Anhydrous Milk Fat mostly bought from Oceania region. Dairy products open for supplies from Indian origins and European regions.

Regain the importation of Spaghetti Pasta finished goods from Turkey and U.A.E.

Other imported materials procured from countries such as, but not limited to, Germany, U.S., China, Taiwan, Singapore, Malaysia and Thailand.

Payment terms vary for each supplier. It ranges from Letter of Credit, Documents against Payment at Sight, Telegraphic Transfer and other applicable payment terms agreeable to both parties.

Customers

RFM Corporation has a wide range of products that cater to all socio-economic class and all age groups.

Its products are sold through hypermarkets, supermarkets, groceries, convenience stores, drug stores, wholesalers, distributors, institutional customers, food establishments, flour dealers, flour end users and the company store.

RFM Corporation is not dependent on any single or few customers that might have any material adverse effect on its business, except for the processing and exclusive sale of hamburger buns, muffins and hotcake to Golden Arches (McDonald's) and hotdog buns to Philippine Seven Corporation (7-11). These buns account for about 96% of the total sales of Private Label Manufacturing Division of RFM Corporation in 2021 and 94% in 2020.

Related Party Transactions

The Group, in the regular course of business, transact with related parties, which may consist but not limited to the following:

- Purchase of goods and services.
- Lease of the plant, property and equipment for manufacturing operations.
- Lease of office spaces as Lessor
- Distribution, sale and merchandising of RFM Group products.

- Service Agreement with Unilever Philippines.
- Management service income and service fees with URIC.

Trademark, Royalty and Patents

A Trademark License Agreement was entered into with Unilever RFM Ice Cream, Inc. for the exclusive right to use the "Selecta" trademarks in its ice cream products and to manufacture, market, and sell Selecta trademarked products. The agreement shall be co-terminus with the Joint Venture Agreement between RFM Corporation and Unilever Philippines, Inc. The license is free from royalty fee and any similar kind of payment. The Trademark License Agreement was extended for another ten (10) years, or from July 17, 2014 to July 17, 2024.

On 01 January 1995, RFM entered into a Trademark License Agreement (TLA) with Sunkist Growers, Inc. (Sunkist). Under the said agreement, Sunkist grants RFM (a) exclusive right, without the right to sublicense, to use the Sunkist Trademark(s) and related Trade dress approved by Sunkist, in connection with the marketing, distribution and sale of licensed products in the Philippines; (b) exclusive right, without the right to sublicense, to use the Know-How within the Philippines for the production and sale of Licensed Products; (c) the right and privilege to receive technical assistance regarding the implementation of Know-How; and (d) to make available Base Ingredients directly or through authorized Base Ingredients Suppliers to enable RFM to manufacture Licensed Products. For and in consideration of the rights granted above, RFM pays an annual royalty to Sunkist. The Amendment to the TLA was extended for another five (5) years or from 01 January 2005 to 31 December 2009. Another Amendment extending the TLA for another five years was signed by the Parties on 27 January 2010.

On 13 March 2009, Swift Foods, Inc. (SFI) re-assigned and returned to RFM all its rights and interests in the well-known Swift trademark. IPO registration of the mark has been transferred under RFM and a new Certificate of Registration has accordingly been issued to RFM.

In late 2012, RFM entered into a Trademark and Asset Purchase Agreement with The Pacific Meat Company, Inc. (PMCI). The terms of this agreement includes RFM's sale of the "Swift" brand, together with finished goods and raw material inventories, the goodwill of the business connected with the trademarks used for its canned, pouch flexible heat sterilized, refrigerated, chilled and frozen meat products, and certain machinery and equipment, as well as all product formulations, processes, know-how and other technical information relating to the production of meat products.

In January 2014, the Group acquired the Royal trademark from the Unilever Group for ₱2.1 billion (US$46.0 million) and expiring on December 29, 2026.

Need for Any Government Approval of Principal Products and Compliance with Environmental Laws

The Group complies with environmental laws and secures government approval for all its products. The Company has existing permits from various government agencies that include the Bureau of Food and Drug (BFAD) and the City Environment and Natural Resources Office (CENRO). The Company also complies with the requirements of Laguna Lake Development Authority (LLDA) for environmental sanitation purposes.

The Company believes that it has complied with all applicable environmental laws and regulations, and incurred about ₱246,155.37 and ₱90,000 during the years 2021 and 2020, respectively, for payment of annual permits and fees.

The Group has no knowledge of recent or impending legislation, the implementation of which can result in a material adverse effect on the business or financial condition.

Research and Development Activities

The Company invests in Research and Development (R&D) which is necessary for corporate viability. R&D activities focus on customer and consumer satisfaction through innovation via new product development and/or improvement, in new or existing categories via line extensions and formulation review. The development process starts from idea generation/brainstorming that leads to prototype development. Market research activities such as focus group discussions and product tests are done to ensure we are guided by consumer insights and needs. Product standards and specifications are then established including process parameters, equipment/line efficiencies, packaging studies and shelf-life tests. Every product launched in the market had undergone stringent quality control checks to ensure sensory acceptability, food safety and stability.

Aside from Product development, Packaging also plays a critical role in ensuring safety of our products, hence, the Company hired full-time Packaging Engineers to handle testing of various materials suitable for each product type. Stability tests and shelf-life studies as well as transit tests are part of the total development process. Furthermore, process audits are done to ensure that set standards are strictly being followed, aside from making process improvements for better efficiency.

The Innovation Team, composed of R&D, Marketing and Operations group constantly meet to check project status and monitor deliverables and timelines to ensure flawless execution of new product launches.
We are constantly updated on trends and new technologies to keep us ahead of competition.

The Team conducts regular trade checks for stocks availability and maintain freshness policy.
With reference to regulatory requirements, we have designated personnel doing transactions with the Food and Drug Administration (FDA) to comply with all market requirements, both for local and export markets.

For the last three years, the Company spent about ₱10.3 million in 2021, ₱19.1 million in 2020, and ₱17.8 million in 2019, for research and development.

Employees

As of December 31, 2021, the Company had approximately 507 employees, of which 11 are executives, 44 managers and 115 supervisory staff and 337 were non-supervisory staff. The Company does not anticipate any significant increase in the number of its employees in year 2022.

About 13% of the total employees of the Company and its subsidiaries are members of various labor unions. The Company and its subsidiaries have collective bargaining agreements with these unions.

The Company believes that its relationship with its employees is generally good. The Company has not recently experienced any material interruption of operations due to labor disagreements. Labor-Management Councils (LCMs) regularly meet to discuss and resolve work-place issues and production matters.

The employees are covered by retirement plans per division. The plans are trusteed, noncontributory defined benefit pension plan covering substantially all permanent employees of the Company. The Company has no stock option plan.

Working Capital

The Company funds its working capital requirements through internally generated funds and from bank borrowings. The working capital finances the purchase of raw materials, inventory, salaries, administrative expenses, tax payments, and sales receivables until such sales receivables are converted into cash.

Major Business Risks

Like any other business, risks are always considered in the ability or inability to achieve the business objectives and execute strategy effectively. RFM Corporation and its subsidiaries perceive the following business risks:

Financial Risk Management Objectives and Policies

The Group's principal financial instruments include non-derivative instruments such as cash and cash equivalents, short term investments, accounts receivable, accounts payable and accrued liabilities and advances to and from related parties. The main purpose of these financial instruments includes raising funds for the Group's operations and managing identified financial risks. The Group has various other financial assets and financial liabilities such as other current receivables, other current assets and customers' deposits which arise directly from its operations. The main risk arising from the use of financial instruments is credit risk, liquidity risk, interest rate risk and foreign exchange risk.

Credit risk
Credit risk arises from the risk of counterparties defaulting. Management is tasked to minimize credit risk through strict implementation of credit, treasury and financial policies. The Group deals only with reputable counterparties, financial institutions and customers. To the extent possible, the Group obtains collateral to secure sales of its products to customers. In addition, the Group transacts with financial institutions belonging to the top 25% of the industry, and/or those which provide the Group with long-term loans and/or short-term credit facilities.

The Group does not have significant concentrations of credit risk and does not enter into financial instruments to manage credit risk.

The credit quality of financial assets is managed by the Group using internal credit ratings. Credit quality of cash in banks and cash equivalents and AFS financial assets are based on the nature of the counterparty and the Group's internal rating system.

Financial assets that are neither past due nor impaired are classified as "Excellent" account when these are expected to be collected or liquidated on or before their due dates, or upon call by the Group if there are no predetermined defined due dates. All other financial assets that are neither past due or impaired are classified as "Good" accounts.

Liquidity risk
Liquidity risk arises from the possibility that the Group may encounter difficulties in raising fund to meet commitments from financial instruments.

Management is tasked to minimize liquidity risk through prudent financial planning and execution to meet the funding requirements of the various operating divisions within the Group; through long-term and short-term debts obtained from financial institutions; through strict implementation of credit and collection policies, particularly in containing trade receivables; and through capital raising, including equity, as may be necessary. Working capital requirements, on the other hand, are adequately addressed through short-term credit facilities from financial institutions. Trade receivables are kept within manageable levels.

Interest rate risk
The Group's exposure to changes in interest rates relates primarily to the Group's short-term and long-term debt obligations.

Management is tasked to minimize interest rate risk by having a mix of variable and fixed interest rates on its loans. Presently, the Group's short-term and long-term debts and obligations are market-determined, with the long-term debts and obligations interest rates based on PDST-F-1 plus a certain spread.

There is no other impact on the Group's equity other than those affecting the statement of income.

URICI is not expecting significant exposures to interest rate risk considering the short term maturities of its bank loans. There is no impact on the Groups equity other than those affecting the statement of income.

Foreign exchange risk
The Group's exposure to foreign exchange risk results from the Parent Company and URICI's business transactions and financing agreements denominated in foreign currencies.

Management is tasked to minimize foreign exchange risk through the natural hedges arising from its export business and through external currency hedges. Presently, trade importations are immediately paid or converted into Peso obligations as soon as these are negotiated with suppliers. The Group has not done any external currency hedges in 2021 and 2020.

Market risks

Market risks stems from new and/or existing re-launched products and/or new packaging at low prices being introduced in the market place by competitors. To address these competitive pressures, the Company continues to develop new products in innovative packaging formats to keep a hold on its consumers and increase market share. The strategy requires significant resources for market research, product development, and marketing and promotions. Attendant risks are inventory overstocks, spoilage, and warehousing cost if the new product launched in the market fails to take off. To manage these risks the Company has established a system where success indicators in the target market are closely being monitored and supported by effective supply chain management.

Technological changes

RFM Corporation has been in the flour manufacturing for several decades, and its operating mills are older than many of its competitors which have more modern equipment and, thus, better rated operating yields. To meet these challenges, the Company continues to provide sufficient repairs and maintenance on its equipment and continually upgrades sections of its facilities to remain at par with the modern machineries. Recent installations are a Buhler blending system which allowed for more efficiency in product mixing and customization; and a Buhler carousel packing and weighing system provides very accurate weighing of flour in bags. Likewise, in 2017, the Flour group were able to upgrade Mill II to increase production of All Purpose Flour and transfer some of the capacity of Mill 1B for production of pasta flour. In 2018, it upgraded Mill 1B to improve efficiency, yield and flour absorption. In addition, the Company spends in research and development, particularly in the areas of process engineering and wheat mixtures to produce higher flour yields.

In 2008, the Company invested in a new Buhler C-line Pasta Machine to service its growing market in the spaghetti noodles, under the Fiesta brand. The machine incorporates the patented Polymatik Extrusion Technology, which is presently one of the most advanced in raw material mixing processes, and produces pasta that is firmer, brighter, and with excellent heat tolerance. Further expanding the capacity of the pasta line, the Company invested and installed the Pasta Line 3 in 2014. This is to support the growing volume of the Pasta business.

Improvements, upgrades, and regular maintenance and repairs of its Aseptic Production Line allow the Milk and Juice Division to produce good quality ready-to-drink milk and chocolate-flavored milk. Later part of 2016, a new manufacturing line in Stand-Up pouch format for milk was installed, this is to provide new package format for milk in the market.

When PET line was discontinued its operations as part of the rationalizing RFM products in the basis of its profitability contributions to the total business, the area where the PET line is located was used to install the

Spaghetti Sauce manufacturing lines last 2016. Sauce line capacity has been expanded last 2017 to 3 lines and last 2018 to 4 lines and in 2nd quarter of 2020, the 5th and 6th lines was fully operational to support the growing market volume. The company spend around P 91 million for the expansion with upgrade on older lines.

Technological advances in manufacturing sector contributed to hectic product competition in the market, RFM recognizes the need to update its technology for a more reliable quality and higher productivity. In 2011 and 2012, the Milk and Juice Division invested in improving and replacing its line instrumentation system which resulted to a fast and more accurate product quality monitoring which ensures that every package conforms to the quality standards. In 2013, the Milk and Juice Division production line was transferred to our Laguna factory compound upgrading it production processes through major overhauling of the machineries and installation of new and more efficient utilities. The production facility was rebuilt and upgraded to further improve compliance to the requirements of the Good Manufacturing Practices. The Company invested P150 Million to this transfer and upgrading. Later part of 2016, a new manufacturing line in Stand-Up pouch format for milk was installed, this is to provide new package format for milk in the market. However, to provide focus and synergy to milk business, driven by market changes and consumer preferences, the milk stand-up pouch format was discontinued.

On 2017, the major sterilizing equipment for Milk has been replaced with latest equipment which is designed for higher reliability of milk processing. In 2019, the company invested P 436M for expansion of milk processing and packaging line with upgraded technology and started its operations on 4th quarter of 2020.

Collaboration with technical experts in the field of food science and technology as well as manufacturing has been extended to foreign and local business partners to be updated in the latest food trends, equipment and raw materials sourcing. It has its sources of technology information via attendance to seminars, conferences, conventions, journal subscription and internet access to further enhance its research and development skills and manufacturing processes.

Labor

Like other firms in the food and beverage industry, the Company also partakes of the usual risks of labor unrest and strikes.

On 3 September 2018, the Company was impleaded in a complaint filed before the National Labor Relations Commission ("NLRC") NCR, Quezon City by a certain Larry Vic I. Ramos who was an employee of SP Deloraya Job Contracting & Consultancy Services, Inc. ("SP Deloraya"), a third-party contractor which provides manpower services to the Company's Private Label Manufacturing Division. The complainant claimed that he was illegally dismissed and demanded payment of his wages, 13th month pay and regularization, among others. The Company argued that there exists no employer-employee relationship between the complainant and the Company, the complainant being the employee of its co-respondent SP Deloraya. That granting but without conceding that the complainant's abovementioned claims are legitimate, it is the complainant's employer who shall be made answerable to said claims. This being so, the inclusion of the Company and its officers in the case at bar is undoubtedly malicious, tainted with bad faith and misplaced. On 27 December 2018, the Labor Arbiter rendered a decision dismissing the above mentioned complaint, yet holding the Company solidarily liable with SP Deloraya for the payment of Complainant's 13th month pay. Complainant elevated the matter on appeal to the NLRC, which denied the same in a resolution dated 29 March 2019 and in another resolution dated 28 June 2019 denying Complainant's Motion for Reconsideration. On 09 September 2019, Complainant filed a Petition for Certiorari at the Court of Appeals (CA) against the resolution of the NLRC. The Company reiterated its arguments that no employer-employee relationship exists between the Company and the Complainant, and alleged the impropriety of the Petition for Certiorari. On 19 November 2020, the Company received the Decision for the Petition for Certiorari dated 30 October 2020 in favor of the Company. The Court of Appeals concurred with the findings of the NLRC and Labor Arbiter. On 14 December 2020, the Company received Complainant's Motion for Reconsideration on the abovestated CA decision. On 21 December 2020, the Company filed its Comment/Opposition to Complainant's Motion for Reconsideration. The Resolution is expected to be in the

Company's favor considering that the Motion for Reconsideration is a mere rehash of Complainant's past pleadings, failing to present any new matter or any law or jurisprudence which would merit the reversal of the Decision.

On 28 September 2021, the Company received a complaint dated 03 May 2021. The Company was impleaded in the complaint before the National Labor Relations Commission ("NLRC") NCR, Quezon City by a certain Ramilo Adane Acibar who was an employee of SP Deloraya Job Contracting & Consultancy Services, Inc. ("SP Deloraya"), a third-party contractor which provides manpower services to the Company's Pasta Contract Manufacturing Division. The complainant claimed that he was illegally dismissed and demanded payment of full backwages, regularization separation pay, moral and exemplary damages. The Company filed its position paper on 02 November 2021, indicating therein that Mr. Acibar has not been illegally dismissed and may not be regularized since no employer-employee relationship exists between the Company and Mr. Acibar, among other reasons.

Item 2 – Properties

RFM Corporation owns a flour milling plant with a daily rated capacity of 930 metric tons per day, and is located in Barangay Pineda, Pasig City. A pasta plant with a rated capacity of 3,000 kgs per hour per spaghetti line (2 lines) and 2,450 kgs per hour for macaroni line (1 line) is also located at RFM Pioneer Plant, Barangay Pineda, Pasig City. . A sauce lines (6 lines) located in Cabuyao, Laguna with a rated capacity of 192,000 kilograms per day. A milk and juice plant is located in Cabuyao, Laguna, and has a rated capacity of 11.58 million packs per month. The milk and juice Tetra plant currently has five (7) production Filling lines, of which four (6) are owned. Lines are running at 18 hours operation per line for 25 days.

In accordance with various loan agreements, the Company and its subsidiaries are restricted from performing certain corporate acts without the prior approval of the creditors, the more significant of which relate to entering into a corporate merger or consolidation, acting as guarantor or surety of obligation and acquiring treasury stocks. The Company and its subsidiaries are also required to maintain certain financial ratios. As of December 31, 2021, the why, including its subsidiaries are in compliance with terms and conditions of these agreements.

A. Institutional Division

Description	LOCATION	CONDITION
Land – 32,937 sq. m.	Pineda, Pasig City	
Flour Mills Plant/Building/Silos/ Warehouse	Pineda, Pasig City	In good working condition
Flour Mills-Furniture & Office Equipment	Pineda, Pasig City	In good working condition
Flour Mills - Machinery and Equipment	Pineda, Pasig City	In good working condition
Bun Line	Fairlane, Pasig City	In good working condition
Muffin Line	Fairlane, Pasig City	In good working condition
Spice Mix Building	Fairlane, Pasig City	In good working condition
Warehouse Loading bay	Fairlane, Pasig City	In good working condition
Spaghetti Sauce Line	Cabuyao, Laguna	In good working condition

B. Consumer Division

Description	LOCATION	CONDITION
Pasta Plant/Office/Conference Room/Die Washing Room	Pineda, Pasig City	In good working condition

Pasta Plant – Furniture & Office Equipment	Pineda, Pasig City	In good working condition
Pasta Plant – Long goods line	Pineda, Pasig City	In good working condition
Pasta Plant – Long goods line	Pineda, Pasig City	In good working condition
Pasta Plant – Short goods line	Pineda, Pasig City	In good working condition
Pasta Plant – RM/PM Warehouse	Pineda, Pasig City	In good working condition
Pioneer CDC Warehouse	Pineda, Pasig City	In good working condition

Owned Properties

Description	**LOCATION**	**CONDITION**
Milk & Juices Tetra Machines	Cabuyao Laguna (transferred from Manggahan, Pasig City)	In good working condition
Doy Milk lines	Cabuyao Laguna	In good condition, but was transferred to sauce line for future product development
Spaghetti Sauce line	Cabuyao Laguna	In good condition
Fiesta Warehouse	Cabuyao Laguna	In good condition
Pioneer Business Park Building	Fairlane, Pasig City	Two (2) storey Building
Land & Improvements	Cabuyao, Laguna	In good working condition
Building & Improvements	Cabuyao, Laguna	In good working condition
Machinery & Equipment	Cabuyao, Laguna	In good working condition

C. Corporate Division

RFM Building	Corner Pioneer & Sheridan Streets, Mandaluyong City	Eight (8)-storey building with Penthouse

Item 3 – Legal Proceedings

Lawsuits and legal actions are in the ordinary course of the Company's business. However, the Company or any of its subsidiaries is not currently involved in any material pending litigation or legal proceeding that could be expected to have a material adverse effect on the Company's financial position or its result of operations.

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

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

PART II - OPERATIONAL AND FINANCIAL INFORMATION

Item 5 – Market for Issuer's Common Equity and Related Stockholders' Matters

(1) Market Information

RFM shares are traded at the Philippine Stock Exchange (PSE). As of December 31, 2021, the total number of issued and outstanding shares of the Company is 3,369,549,358 common shares.

The following are the high and low prices per common share for each quarter within the last three calendar years:

2021	High	Low
First Quarter	4.60	4.60
Second Quarter	4.50	4.50
Third Quarter	4.65	4.65
Fourth Quarter	4.64	4.55

2020	High	Low
First Quarter	4.69	4.23
Second Quarter	4.35	4.32
Third Quarter	4.79	4.76
Fourth Quarter	4.55	4.52

2019	High	Low
First Quarter	4.85	4.77
Second Quarter	4.90	4.90
Third Quarter	5.13	5.10
Fourth Quarter	5.30	5.25

All shares of the Company are listed in the Philippines Stock Exchange.

The price of RFM shares as of last trading date – April 11, 2022 was ₱4.37.

(2) Holders

As of December 31, 2021, there are a total of 3,130 shareholders of RFM common stock. Filipinos owned 2,640,393,354 common shares or 78.3604% while the foreigners owned 729,156,004 common shares or 21.6395%.

Below are the top 20 stockholders of common shares as of December 31, 2021:

Name	**No. of shares held**	**% to Total**
1. PCD Nominee Corporation (Foreign)	728,895,440	21.63
2. Horizons Realty, Inc.	650,139,738	19.29
3. Triple Eight Holdings, Inc.	639,266,218	18.97
4. BJS Development Corporation	311,210,184	9.24
5. PCD Nominee Corporation (Filipino)	139,028,121	4.13
6. FEATI University	112,011,350	3.32
7. Triple Eight Holdings, Inc.	105,890,978	3.14
8. RPMC Resources, Inc.	105,037,214	3.12

9. RPMC Resources, Inc.	96,945,752	2.88
10. Chilco Holdings, Inc.	72,748,950	2.16
11. Concepcion Industries, Inc	71,384,424	2.12
12. S & A Industrial Corporation	47,736,330	1.42
13. Select Two Incorporated	34,583,918	1.03
14. Republic Commodities Corporation	33,115,616	0.98
15. Macric Incorporated	23,302,412	0.69
16. Lace Express Inc.	23,278,716	0.69
17. Monaco Express Corporation	23,278,552	0.69
18. Sole Luna, Inc.	22,305,308	0.66
19. Foresight Realty Development Corporation	21,275,440	0.63
20. Select Two Incorporated	14,915,694	0.44

There are no securities to be issued in connection with an acquisition, business combination or other reorganization.

(3) Dividends

(a) Dividend per Share

On January 30, 2019, the BOD approved the declaration of ₱0.0805 cash dividend per share or a total of ₱280 million to its stockholders. The dividends were paid on March 13, 2019.

On July 24, 2019 the BOD approved the declaration of ₱0.0774 regular cash dividend per share or a total of a total of ₱271 million to its stockholders. The dividends were paid on September 4, 2019.

On February 5, 2020, the BOD approved the declaration of P0.106 cash dividend per share or a total of P366 million to its stockholders. The dividends were paid on March 17, 2020.

On July 29, 2020 the BOD approved the declaration of P0.1020 regular cash dividend per share or a total of P366 million to its stockholders. The dividends were paid on September 10, 2020.

On January 25, 2021, the BOD approved the declaration of P0.10387 cash dividend per share or a total of P350 million to its stockholders. The dividends were paid on March 8, 2021.

On June 30, 2021 the BOD approved the declaration of P0.1237 regular cash dividend per share or a total of P417 million to its stockholders. The dividends were paid on August 9, 2021.

(b.) Dividends Restriction

The Parent Company's retained earnings as of December 31, 2021 is restricted to the extent of the amount of the undistributed equity in net earnings of an associate included in its retained earnings amounting to ₱545.87 million. These will only be available for declaration as dividends when these are actually received.

The long-term loan agreements entered into by RFM Corporation with its creditors allows the Company to declare and pay cash dividends upon compliance with the required current ratio, debt-to-equity ratio and debt service coverage ratio.

Item 6 – Management Discussion and Analysis of Financial Conditions and Results of Operations for Year 2021

Introduction

This discussion summarizes the significant factors affecting the consolidated operating results and financial condition of RFM Corporation and its Subsidiaries for the period December 31, 2021. The following discussion should be read in conjunction with the attached audited consolidated financial statements of the Company as of December 31, 2021 and 2020, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the two years in the period ended December 31, 2021. All necessary adjustments to present the Company's consolidated financial position as of December 31, 2021 and 2020 and the results of operations and cash flow for the years then ended have been made.

Year ended December 31, 2021 vs. 2020

Management Report on Operations

Food and Beverage Company RFM Corporation posted revenue of Php16.88 billion which is 8% higher compared to last year's revenue of Php15.70 billion. This was driven by Consumer segment posting 8% growth over last year. Group net income for 2021 is at Php1.31 billion or a growth of 2% vs last year.

Financial Position

Analysis of Balance Sheet Accounts

As of December 31, 2021, the Group's total assets increased from last year's P19.00 billion to P19.86 billion due to financial assets at FVOCI amounting to about P3.55 billion. The total liabilities increased from last year's P6.43 billion to P6.58billion.

Year ended December 31, 2020 vs. 2019

Management Report on Operations

Food and Beverage Company RFM Corporation posted revenue of Php15.70 billion which is 2% higher compared to last year's revenue of Php15.33 billion. Resulting net income for 2020 is Php1.29 billion or a growth of 4% vs last year.

Financial Position

Analysis of Balance Sheet Accounts

As of December 31, 2020, the Group's total assets increased from last year's billion P18.69 to P19 billion due to temporary cash investment amounting to about P1.7 billion. The total liabilities decreased from last year's P6.58 billion to P6.43 billion due to lower bank loans.

Key Performance Indicators

For the full fiscal years 2021, 2020 & 2019 the Company's and majority-owned subsidiaries' top five (5) key performance indicators are as follows:

In Millions	**December 2021**	December 2020	December 2019
Revenues	**16,880**	15,701	15,330
Operating Margin	**1,764**	1,812	1,726
Net Income	**1,309**	1,288	1,230
EBITDA	**2,388**	2,369	2,262
Current Ratio	**1.44**	1.50	1.54

(a) Revenue Growth

These indicate external performance of the Company and its subsidiaries in relation to the movement of consumer demand and the competitors' action to the market behavior. These also express market acceptability and room for development and innovations. These are being monitored and compared as a basis for further study and development.

(b) Operating Margin

This shows the result after operating expenses have been deducted. Operating expenses are examined, checked and traced for major expenses. These are being analyzed and compared to budget, and previous years, to ensure prudence and discipline in spending behind marketing and selling activities.

(c) Net Income

This represents the outcome or results of operations. This measures the over-all performance of the team, the consequence of all the contributory factors affecting supply, demand, utilization and decisions.

(d) EBITDA

This measures the Company's ability to generate cash from operation by adding back non-cash expenses (i.e. depreciation and amortization expense) to earnings before interest and tax.

(e) Current Ratio

This determines the company's ability to meet its maturing obligations using its current resources. It indicates the possible tolerable shrinkage in current resources without threat to the claims of current creditors.

Causes for Any Material Changes from Period to Period of FS, which shall include vertical and horizontal analyses of any material item

Please refer to the discussions under Results of Operations and Financial Position for the year ended December 31, 2021 vs. 2020, year ended December 31, 2020 vs. 2019.

The Company is not aware of the following:

(i) Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

(ii) All material off-balance sheet transaction, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

Seasonal Aspects that has Material Effect on the FS

There is no material effect with the seasonal aspect of certain raw materials specifically wheat on the financial statements.

Audit and Audit Related Fees

For the years 2021, 2020, and 2019, the Company engaged the professional services of SGV. The Group incurred an aggregate audit fee of P2.5 million for 2021, excluding out-of-pocket expenses. The engagement involves the examination of the Company's financial statements in accordance with generally accepted auditing standards. It includes on a test basis review and evaluation of system, documentation, and procedures to ascertain that adequate internal controls are in place. Also, they provide updates on latest regulatory or compliance requirement with government agencies such as Securities and Exchange Commission and other government agencies.

The audit committee's approval policies and procedures for external auditors are:

1. Statutory audit of the company's annual financial statements

    a. The Audit Committee ensures that the services of the external auditor conform with the provision of the company's manual of corporate governance specifically articles 2.3.4.1; 2.3.4.3 and 2.3.4.4

    b. The Audit Committee makes an assessment of the quality of prior year audit work services, scope, and deliverables and makes a determination of the reasonableness of the audit fee based on the proposed audit plan for the current year.

    c. The Audit Committee approved the final audit plan and scope of audit presented by the external auditor before the conduct of audit. The final audit plan was already the output after the conclusion of the series of pre-audit planning with Management.

    d. The Audit Committee reports to the Board the approved audit plan.

2. For other services other than annual financial statements audit:

    a. The Audit Committee evaluates the necessity of the proposed services presented by Management taking into consideration the following:

        i. The effectiveness of company's internal control and risk management arrangement, systems and procedures, and management degree of compliance.

        ii. The effect and impact of new tax and accounting regulations and standards.

        iii. Availability of in-house technical expertise.

        iv. Cost benefit of the proposed undertaking.

    b. The Audit Committee approves and ensures that other services provided by the external auditor shall not be in conflict with the functions of the external auditor for the annual audit of its financial statements.

Item 7 – Financial Statements

The consolidated financial statements and schedules listed are filed as part of previously submitted form 17-A.

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

There is no event in the past five (5) years wherein the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The Company regularly adopts New Statement of Financial Accounting Standards (SFAS)/ International Accounting Standards (IAS) where applicable.

PART III - CONTROL ON COMPENSATION AND INFORMATION

Item 9 – Directors and Executive Officers of the Issuer

(1) List of Directors, Including Independent Directors, and Executive Officers (as of 31 December 2021)

Name of Director/ Executive Officer	***Position***	***Age***	***Term as Director***
Jose S. Concepcion Jr.	Chairman Emeritus	90	38
Jose Ma. A. Concepcion III	Chairman of the Board / President & CEO	63	34
Ernest Fritz Server	Vice Chairman of the Board	78	32
Joseph D. Server, Jr.	Director	81	41
John Marie A. Concepcion	Director/Managing Director & CEO, Ice Cream, and Marketing Adviser, Consumer Group	59	33
Ma.Victoria Herminia C. Young	Director/ SVP & GM, Consumer Group	62	14
Francisco A. Segovia	Director	67	34
Raissa Hechanova-Posadas	Director	61	23
Jose Ma. Christian O. Concepcion IV	Director	35	2
Romeo L. Bernardo	Independent Director	67	18
Lilia R. Bautista	Independent Director	86	14
Atty. Mitchie Vanessa T. Magomnang	Corporate Secretary/ AVP & Head of Legal and Human Resources/ Risk Management Officer	45	NA
Enrique Oliver I. Rey-Matias	VP-Finance & Chief Finance Officer /Concurrent General Manager, Flour Group/Compliance Officer	50	NA
Philip V. Prieto	Assistant Treasurer	63	NA
Adenawer P. Torres	VP for Sales	54	NA
Melchor B. Bacsa	VP & Head of Supply Chain, Consumer Group	60	NA
Harry E. Alvarez	AVP & Head of Supply Chain - Logistics	47	NA
Stephen James O. Uy	AVP & Head of SBU, Flour Group	31	NA
Evangeline L. Caballa	AVP & Group Controller	35	NA
Maria Patrocinio V. Valdez	Head of Human Resources	69	NA
Victor Patrick S. Gutierrez	VP & Head, Consumer Sales and Marketing	41	NA

As provided in the Company's amended Articles of Incorporation, eleven (11) directors were elected to its Board of Directors during the last Annual Stockholders' Meeting. The officers, on the other hand, were elected during the Organizational Meeting following the Annual Stockholders' Meeting, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been qualified and elected or appointed.

The Company's Board of Directors has committees for Audit, Compensation, Executive and Corporate Governance. There are two (2) independent directors, one of whom is the Chairman of the Audit Committee and the other head of the Corporate Governance Committee. The following sets forth certain information as to the directors and executive officers of the Company as of December 31, 2021:

Directors

Jose S. Concepcion, Jr.
90 years old
Filipino

Born on 29 December 1931, has an Associate's degree in Business Administration from De La Salle University and a Bachelor's degree in Agriculture from Araneta University. He is currently an incumbent member of the Board of Directors and the Chairman Emeritus of RFM Corporation. He previously held the Chairman position in the Asean-Business Advisory Council – Philippines, and East-Asia Business Council – Philippines. He is the Founding Chairman of the National Citizens Movement for Free Elections (NAMFREL), Special Resource Person of UCPB CIIF Finance Development. He is the Chairman of the Board of Directors of Swift Foods, Inc., and Member of the Board of Trustees of TOSP Foundation, Inc. He was previously the Secretary of the Department of Trade and Industry, Chairman of the Board of Investments, member of the Central Bank Monetary Board from 1986-1991, Co-Chairman of Bishops-Businessmen Conference from 1991-1998, and a delegate to the 1971 Constitutional Convention. He served as director of the Corporation from years 1970 to 1985. He was first elected on 3 April 1997 as Chairman of the Board and served as such until June 29, 2021.

Jose Ma. A. Concepcion III
63 years old
Filipino

Born on 23 June 1958, has a Bachelor's degree in Business Management from Dela Salle University. He is currently the Chairman of the Board of Directors of RFM Corporation as well as its President and Chief Executive Officer. He first became a director of the Corporation on 30 October 1986, was elected President and Chief Executive Officer in 1989, and first elected as Chairman on 30 June 2021, replacing his father, Jose S. Concepcion, Jr. He previously held similar positions in the various subsidiaries (present and former) of the company such as RFM Equities, Inc., RFM Insurance Brokers, Inc., Rizal Lighterage Corporation, Cabuyao Logistics & Industrial Center, Inc., Interbake Commissary Corporation, Filipinas Water Bottling Co., Inc., and Invest Asia Corporation. He concurrently holds the position of Chairman of the Board of Unilever RFM Ice Cream, Inc. (URICI) and a Co-Chairman of Integrated Global Low-Temperature, (IGLO) Philippines, Inc., a cold-chain company. He is also a director of Concepcion Industries Inc., the largest air-conditioner and refrigerator manufacturer in the country. In 2016, he was appointed by the President of the Philippines as Presidential Consultant for Entrepreneurship, a position which he also previously held in 2005 until 2010. He was an awardee of the Ten Outstanding Young Men of the Philippines (TOYM) in 1995 and Time Global 100 List of Young Leaders for the New Millennium in 1994. He is associated with major business and industry and various socio-civic associations. He is the founding Trustee of the Philippine Center for Entrepreneurship – Go Negosyo. He also currently chairs the ASEAN Business Advisory Council (ABAC).

Ernest Fritz Server
78 years old
Filipino

Born on 08 July 1943, has a Bachelor of Arts degree in Economics from the Ateneo de Manila University and a Master's degree in Business Administration from the Wharton School of the University of Pennsylvania. He is the Vice-Chairman of the Board of Directors of RFM Corporation. He is also a Vice-Chairman of Philtown Properties, Inc., and a Director of RFM Equities, Inc. He is the President of Superior Las Pinas, Inc., Capital Mediaworks, Inc., and Vicinetum Holdings, Inc. He is also a trustee of TOSP Foundation, Inc. He is a member of the Board of Directors of BJS Development Corporation, Phil. Stratbase Consultancy, Inc., ABS-CBN Convergence, Inc., Seacage Industries, Inc., and 818 Aqua Farms, Inc. and Chairman of Westview Properties, Inc. and Arrakis Holding, Inc. He served as President of Philam Fund, Philippine Home Cable Holdings, Inc., Trans-Pacific Properties, Inc. and United Housing Corporation. He served as Chairman of Intercity Properties, Inc. and Vice Chairman of Commercial Bank of Manila, Consumer Bank, Cosmos Bottling, Co. He also served as a Director of Farmingtown, Rizal Lighterage Corporation, RFM Insurance Brokers, Inc. and Psi Technologies. He first became a director of the Corporation on 27 October 1988. He is a member of both the Executive Committee and Compensation Committee of RFM Corporation.

Joseph D. Server Jr.
81 years old
Filipino

Born on 08 October 1940, has a Bachelor of Arts degree in Economics from the Ateneo de Manila University and a Master's degree in Business Administration from the Wharton School of the University of Pennsylvania in the United States. He is the Chairman of the Board of BJS Development Corporation and the President of JSA & Associates, Inc. and Powerhouse Holdings, Inc. He first became a director of the Corporation on 30 August 1979. He is presently a member of the Audit Committee and Corporate Governance Committee of RFM Corporation.

John Marie A. Concepcion
59 years old
Filipino

Born on 13 January 1962, has a degree in Business Administration from Seattle University, Washington, U.S.A. He is the Chief Executive Officer & Managing Director of Unilever RFM Ice Cream, Inc. He is also a director and treasurer of Selecta Walls Land Corporation (SWLC). He became a director of the RFM Corporation on 29 October 1987. He also concurrently serves as the Marketing Adviser for the Consumer of Group of RFM Corporation.

Ma. Victoria Herminia C. Young
62 years old
Filipino

Born on 4 August 1959, has a Bachelor of Science Degree in Management and Marketing from Assumption College. She is currently Senior Vice-President and General Manager of Consumer Group handling the R&D, Logistics, White King Division, Milk & Juice Division, Sales Division, Operations Division, Exports Division and subsidiary company Bevco Philippines. She was the President of Interbake Commissary Corporation, a former subsidiary of the Corporation. She is a Trustee and President of TOSP Foundation, Inc. She is also a Trustee of Soul Mission Org. and Ronald McDonald House of Charities. She was appointed as Senior Vice President for the Consumer Group of the Corporation in January 2014.

Francisco A. Segovia
67 years old
Filipino

Born on 17 January 1954, has a Bachelor of Science degree in Business Management from the Ateneo De Manila University. He is President of Segovia & Corporation, Inc., Fritz International Philippines, Inc., Horseworld, Inc., Big A. Aviation Corporation, Intellicon, Inc., Regina Realty/Chilco Holdings, Araneta Institute of Agriculture, Republic Dynamics Corporation and Republic Consolidated Corporation. He is a director of RFM Equities, Inc., and Philtown Properties, Inc. He first became a director of the Corporation on 30 October 1986.

Raissa Hechanova-Posadas
61 years old
Filipino

Born on 16 April 1960, has a Master's degree in Business Administration from Imede (now IMD) Lausanne, Switzerland and a degree in Bachelor of Arts major in Applied Economics from De La Salle University. She joined the Corporation as director in April 1997, replacing her father, Mr. Rafael G. Hechanova, former Chairman of the Board of Directors of RFM Corporation. She is a member of the Compensation Committee of the Corporation.

Jose Ma Christian O. Concepcion IV
35 years old
Filipino

Born on 13 January 1987, he finished high school at La Salle Greenhills and acquired his college degree in Business Entrepreneurship from Entrepreneurs School of Asia, otherwise known as Thames International. He is the founder and owner of Ono Poke Food Shop. He is also an incumbent director of Kettle Foods Corporation. He first became a director of RFM Corporation on 29 July 2020.

Romeo L. Bernardo
67 years old
Filipino

Born on 5 September 1954, Mr. Bernardo received his Bachelor of Science degree in Business Economics from the University of the Philippines (Magna Cum Laude) and a Master's Degree in Development Economics from Williams College, Mass. USA. He has had a varied career in public institutions before he co-founded LBT (with former Energy Secretary Del Lazaro and corporate lawyer Helen Tiu) in 1997. His public sector work spans teaching finance at the state university, a career in the Department of Finance rising to the Undersecretary post , and working in multilateral institutions such as the IMF and the World Bank, based in Washington DC, as well as the ADB in Manila. Presently, he provides business advice as board director in leading listed Philippine companies such as ALFM family of funds (Chairman), Bank of the Philippine Islands, Globe Telecom, Aboitiz Power, National Reinsurance Corporation of the Philippines, Philippine Investment Management (PHINMA) Inc., and Institute of Development and Econometric Analysis, Inc. He also does/has done policy advisory for multilateral and bilateral institutions and he Philippine government in public finance, capital markets, public-private partnership, pension reform, economic governance. He is the lead Philippine partner/advisor to Global Source Partners, a global network of independent analysts. He first became an independent director of RFM Corporation on 25 September 2002. He is presently the Chairman of the Compensation Committee and Corporate Governance Committee of RFM Corporation. He is also a member of the Audit and Executive Committees of the Corporation.

Lilia R. Bautista
86 years old
Filipino

Born on 16 August 1935, is an Independent Director of the Company since September 2006. She is also an independent director of Transnational Diversified Group and a professional lecturer at the Philippine Judicial Academy. Recently, she was appointed as Dean of the College of Law of Jose Rizal University. She previously held several positions including as a Member of the Appellate Body of the World Trade Organization, Chairman, Securities and Exchange Commission, Ex-Officio Member, Anti-Money Laundering Council, Senior DTI Undersecretary & Special Trade Negotiator and subsequently acting DTI Secretary. Ex-officio member of the Monetary Board, Chairman of the Board of Investments, National Development Company and other DTI agencies. She was appointed Ambassador to the United Nations and other international agencies in Geneva, Switzerland. She holds an L.L.B., University of the Philippines, LLM, University of Michigan (Dewitt Fellow), M.B.A., University of the Philippines, and attended special courses in corporate finance and reorganization, New York University and Investment negotiation course, Georgetown University. She is presently the Chairwoman of the Audit Committee of RFM Corporation and member of the Corporate Governance Committee.

Executive Officers

Management is comprised of owner-managers and professional managers. Mr. Jose Maria A. Concepcion III is the President and Chief Executive Officer of RFM Corporation, and is also a major shareholder. He joined the Company in 1980 as a route salesman, and occupied positions in sales and marketing before he became President and Chief Executive Officer in 1989.

Enrique Oliver I. Rey-Matias
50 years old
Filipino

Born on 26 December 1971, has a Bachelor of Science degree major in Business Economics from the U.P School of Economics magna cum laude and a Master's degree in Business Management from the Asian Institute of Management. Prior to joining RFM, he worked for eight years at the Philippine as well as Southeast and South Asian operations of Liwayway Marketing Corporation (Oishi) as Vice President – Finance. He was appointed as Chief Finance Officer and Treasurer of the Corporation, effective November 2015. He also worked at the Bangko Sentral ng Pilipinas and at the Philippine Senate President's Office.

Atty. Mitchie Vanessa T. Magomnang
45 years old
Filipino

Born on 7 November 1976, has a Bachelor of Laws degree and graduated as *Class Salutatorian* in April 2006 from Mindanao State University Marawi City. She was admitted to the Philippine Bar in 2007. Prior to taking up law studies, she graduated *Cum Laude* from the same university in 1997 with the degree of Bachelor of Science in Accountancy. She is also a Certified Public Accountant. She was the Head of Legal of Philtown Properties, Inc., Attorney II at the Bureau of Internal Revenue and Chief-of-Staff in the House of Representatives before joining the Company in 2016 as Legal Counsel.

Philip V. Prieto
63 years old
Filipino

Born on 20 August 1958, has a Bachelor's of Arts degree from the University of San Francisco. He is currently the Assistant Treasurer of RFM Corporation. He joined the Corporation in 1995 as the Purchasing Manager of Cosmos Bottling Corporation when this was still owned by RFM Corporation. He was also the General Manager of Invest Asia Corporation.

Melchor B. Bacsa
60 years old
Filipino

Born on 6 January 1961, a Licensed Chemical Engineer, has a Bachelor of Science Degree in Chemical Engineering from the Adamson University. Prior to joining RFM Corporation, he was the Director for Operations, Branded Consumer Foods Division from 2008 to 2010 at Universal Robina Corporation, where he started his career in 1983. He also held top positions in professional organizations namely Production Management Association of the Philippines (PROMAP) and First Cavite Industrial Estate Association (FCIEA). He joined the company in January 2011 as Vice President and Head of Operations and Exports Division.

Adenawer P. Torres
54 years old
Filipino

Born on June 27, 1967, has a Bachelor of Science in Commerce Degree, Major in Business Management from the University of the Assumption, Pampanga. He has 29 years of extensive experience in Sales, Trade Marketing and Product Distribution in various industries like consumer goods, pharmaceuticals, automotive oil and banking. Prior to joining RFM Corporation for the first time back in 2008, he was the National Key Accounts Manager/ Modern Trade Head from 2005 to 2008 at General Mills Foods, Inc, where he was instrumental in driving the growth in the local market of popular international brands Pillsbury, Green Giant and Betty Crocker. He previously served as a Sales Consultant of Kettle Foods Corporation before rejoining RFM Corporation as Vice President for Sales.

Harry E. Alvarez Jr.
47 years old
Filipino

Born on 5 December 1974, has a Bachelor Degree in Industrial Engineering from Mapua Institute of Technology. He has 13 years of well-rounded experience in Planning, Logistics and Total Supply Chain Operations from top food manufacturing companies in the Philippines. Prior to joining RFM Corporation, he was the Supply Chain Manager of San Miguel Mills Incorporated for 4 years. He joined RFM in June 2006 as Supply Chain Manager – ICC Division.

Maria Patrocinio V. Valdez
69 years old
Filipino

Born on 14 November 1952, has a Bachelor of Arts Degree in Business Administration from Maryknoll College. She joined RFM Corporation in 1982 as Personnel Supervisor then became Manager for Compensation Planning and Administration and eventually Assistant Vice-President for Corporate Compensation and Benefits. In 2005, she became a consultant for Executive Compensation and also to the RFM Compensation Committee. Effective 2015, she became the Head of Human Resources Department.

Stephen James O. Uy
31 years old
Filipino

Born on 3 January 1990, has a Bachelor of Science degree in Management major in Communications Technology Management at the Ateneo De Manila University in October 2011. Prior to joining the Corporation, he was a Trading Analyst at All Asian Countertrade from 2012 to 2015. He joined RFM in March 2015 as Senior Management Trainee of Flour Group and was appointed as Head of Materials Management and Sales in April 2016.

Evangeline L. Caballa
35 years old
Filipino

Born on 4 July 1986, has a Bachelor of Science in Accountancy at the University of Santo Tomas in May 2007, she passed her CPA licensure in the same year. Prior to joining the Corporation, she was an Analyst at Accenture. She first joined RFM as General Accounting Supervisor in 2009 up to 2013. She moved to Chevron Holding Inc. in 2013 as its Sr. Trade Accountant. She rejoined RFM in 2014 as Corporate Accounting Manager and was promoted to Group Controller in September 2015.

Victor Patrick S. Gutierrez
41 years old
Filipino

Born on 29 April 1980, has a Bachelor of Science degree in Management major in Communications Technology Management from Ateneo de Manila University. He joined RFM as a consultant for Sales and Marketing in 2017 until 2019. He rejoined the company in July 2021 from PT Mayora where he was Business Unit Head in the Philippines for biscuits and confectionery. He was the Vice-President, Dairy and Coffee – Marketing and Product Development of San Miguel Purefoods from May 2015 to June 2017. He also worked at Unilever Philippines and Monde Nissin Corporation.

(2) Significant Employees

There is no person other than the executive officers, who are expected by the Corporation to make significant contribution to the business.

(3) Family Relationships

Jose S. Concepcion Jr. is the father of Jose Ma. A. Concepcion III, John Marie A. Concepcion, and Ma. Victoria Herminia C. Young while Francisco A. Segovia is his nephew. Jose Ma. A. Concepcion III is the father of Jose Ma. Christian O. Concepcion IV. Ernest Fritz Server and Joseph Server are brothers.

(4) Involvement in Certain Legal Proceedings

To the best knowledge and information of the Corporation, the nominees for Director, its present Board of Directors and its Executive Officers are not, presently or during the last five years, involved or have been involved in any legal proceeding involving themselves and/or their properties before any court of law or administrative body in and out of the country that are material to their ability and/or integrity. Likewise, the said persons have not been convicted by final judgment of any offense punishable by the laws of the Republic of the Philippines or the laws of any other country.

Item 10 – Executive Compensation

Information as to the aggregate compensation paid or accrued during the last two fiscal years, and the estimated amount to be paid in the ensuing fiscal year to the Company's Chief Executive Officer and four other most highly compensated executive officers follows:

(In Million Pesos)

Name	Position	Year	Total Compensation	Compensation	Bonus & Others
Jose Ma. A. Concepcion III John Marie Concepcion Ma.Victoria Herminia C. Young Enrique Oliver I. Rey-Matias Victor Patrick S. Gutierrez	President & CEO Managing Director – Ice Cream SVP & GM – Consumer Group VP & CFO VP & Head, Sales & Marketing	2022	₱70.03	₱56.94	₱13.09
All officers and directors as a group unnamed		2022	₱18.49	₱14.62	₱3.87

(In Million Pesos)

Name	Position	Year	Total Compensation	Compensation	Bonus & Others
Jose Ma. A. Concepcion III John Marie Concepcion Ma.Victoria Herminia C. Young Enrique Oliver I. Rey-Matias Victor Patrick S. Gutierrez	President & CEO Managing Director – Ice Cream SVP & GM – Consumer Group VP & CFO VP & Head, Sales & Marketing	2021	₱62.04	₱49.93	₱12.11
All officers and directors as a group unnamed		2021	₱19.74	₱14.62	₱5.12

(In Million Pesos)

Name	Position	Year	Total Compensation	Compensation	Bonus & Others
Jose Ma. A. Concepcion III John Marie Concepcion Ma.Victoria Herminia C. Young Enrique Oliver I. Rey-Matias Edwin R. Canta	President & CEO Managing Director – Ice Cream SVP & GM – Consumer Group VP & CFO VP & Head, Sales and Marketing	2020	₱62.79	₱44.50	₱18.29
All officers and directors as a group unnamed		2020	₱20.21	₱17.07	₱3.14

Compensation of Directors and Officers

(a) Standard Arrangement.

The Board of Directors and members of the Compensation, Corporate Governance and Audit Committees are entitled to a per diem of Ten Thousand (Php10,000.00) for every meeting, except that the Chairman of the Compensation Committee and Corporate Governance Committee are entitled to a per diem amounting to Twenty Thousand (Php20,000.00) each. Additionally, the Chairman of the Audit Committee is entitled to a remuneration of Fifty Thousand Pesos (Php50,000.00) a month.

(b) Other Arrangement

There is no director providing any service or other arrangements for a fee, to the Company, other than those disclosed herein.

Employment Contracts

The registrant's executive officers are entitled to transportation and other benefits, bonus scheme, and retirement plan.

1. Transportation Benefits
   a. An executive officer is assigned a vehicle which he may purchase, at market value, after six (6) years, or return the same to the Corporation in exchange for a replacement vehicle.
   b. All expenses related to the registration, comprehensive insurance, repairs and maintenance of the assigned vehicle are paid by the Corporation.
   c. Reimbursement of gasoline expenses up to a certain amount of liters per month.

2. Bonus Scheme
   Based on individual performance and attainment of the specific objectives of the Company's business plan, bonus is given in accordance with company policy.

3. Retirement Plan
   Availment of the retirement benefit is provided after the individual has rendered at least five (5) years of service with the Company at 25% of basic pay per year of service. The value increases by 5% per additional year of service up to a maximum of 125%.

4. Other Benefits
   a. Hospitalization Plan: A hospitalization plan is provided for the executive officers and his immediate dependents in accordance with company policy.
   b. Vacation Leave: 15 days per year, accumulated up to 30 days but not encashable.
   c. Sick Leave: 15 days per year, accumulated up to 45 days but not encashable.
   d. Executive Check-up: Once every four (4) years; SPEC 24 KSAT blood test every two (2) years.

Warrants and Options Outstanding: Repricing

There are no outstanding warrants or stock options held by the directors or executive officers. As such, there are no price or stock warrants or options that are adjusted or amended. There were no material transactions during the past three (3) years between the Corporation and its executive officers other than the regular employment agreements.

Item 11 – Security Ownership of Certain Beneficial Owners and Management

(a) Security Ownership of Certain Record and Beneficial Owners

As of December 31, 2021, the direct and indirect-beneficial owners in excess of 5% of the common shares of RFM Corporation are set forth in the table below.

Title of Class	Name and address record/beneficial owner	Name of Beneficial Owner and relationship with Record Owner	Citizenship	Amount and nature of record/beneficial ownership (Shares)	Percent of Class
Common	Triple Eight Holdings, Inc. # 18 Gen. Capinpin St., San Antonio Village, Pasig City	Triple Eight Holdings, Inc.	Filipino	639,266,218 "r"	18.97
Common	PCD Nominee Corporation GF MKSE Bldg., Ayala Ave., Makati City (Foreign)		Foreign	728,895,440 "r"	21.63
Common	Horizons Realty, Inc.		Filipino	650,139,738 "r"	19.29
Common	BJS Development Corporation 1869 P. Domingo Street Makati City	BJS Development Corp.	Filipino	311,210,184 "r"	9.24

List of person or persons acting together to direct the voting or disposition of the shares held by:

I. Horizons Realty, Inc.
1. Jose S. Concepcion, Jr.
2. Ma. Victoria A. Concepcion
3. Jose Ma. A. Concepcion III
4. Ma. Victoria Herminia C. Young
5. Luis Bernardo A. Concepcion
6. John Marie A. Concepcion
7. Ma. Lourdes Celine C. Lebron
8. Ma. Victoria Ana C. Monasterio
9. Mary Elizabeth C. Santos
10. Michelle Marie C. Reyes

II. Triple Eight Holdings Inc.
1. Jose Ma. A. Concepcion III
2. Marissa O. Concepcion
3. Ma. Luisa Margarita O. Concepcion
4. Jose Christian O. Concepcion IV
5. Margarita O. Villareal

III. BJS Development Corporation
1. Joseph Server, Jr.
2. Hanz Joseph Banzhaf
3. Ernest Fritz Server, Jr.
4. Christine Michelle Server
5. Anne Liesel S. Quital

6. Christopher Mark B. Server
7. Burton Joseph L. Server III
8. Ann Christine B. De Jesus
9. Sylvia Alexandra Banzhaf

(b) Security Ownership of Management

Title of Class	Name and Address of Beneficial Owner	Amount and nature of record/beneficial ownership (Shares)	Citizenship	Percent of Class
Common	Jose Ma. A. Concepcion Jr Kawayan St., North Forbes Park, Makati	2,037,920 "r"	Filipino	0.060
Common	Jose Ma. A. Concepcion III Buendia Ave., North Forbes Park Makati	11,671,886 "r"	Filipino	0.34
Common	John Marie A. Concepcion Urdaneta Ave., Urdaneta Village, Makati	369,974 "r"	Filipino	0.010
Common	Ma. Victoria Herminia C. Young Cabildo St., Urdaneta Village Makati	10 "r"	Filipino	0.00
Common	Ernest Fritz Server Chico Drive Ayala Alabang, Muntinlupa	564,834 "r"	Filipino	0.016
Common	Joseph Server, Jr. Cadena de Amor cor. Ilang-Ilang St. Ayala Alabang, Muntinlupa	135,376 "r"	Filipino	0.004
Common	Jose Ma. Christian O. Concepcion IV Buendia Ave., North Forbes Park Makati	60,000 "r"	Filipino	0.001
Common	Raissa Hechanova-Posadas Nakpil St., San Lorenzo Village, Makati City	2,000 "r"	Filipino	0.00
Common	Francisco A. Segovia Acacia Avenue, Ayala Alabang, Muntinlupa	10 "r"	Filipino	0.00
Common	Romeo L. Bernardo Belvedere Tower, San Miguel Ave., Ortigas Center, Pasig	247 "r"	Filipino	0.00
Common	Lilia R. Bautista Rita St. San Juan, Metro Manila	2,000 "r"	Filipino	0.00
Common	Enrique Oliver I. Rey-Matias Unit 77 Cathedral Heights Townhouse, 32E Sta. Ignaciana St., New Manila, Quezon City	150,000 "r"	Filipino	0.004
Common	Philip V. Prieto Melon St. Valle Verde St., Pasig City	122 "r"	Filipino	0.00

The indirect shareholdings of directors/officers and principal stockholders as of December 31, 2021 are as follows:

	% to total Outstanding Shares	Number of Shares	Total Direct Shares	Total Indirect Shares
Directors:				
Jose Concepcion, Jr.				
Direct	0.0604805%	2,037,920	2,037,920	
Indirect (thru Ma. Victoria A. Concepcion)	0.0770134%			2,595,006
Ernest Fritz Server				
Direct	0.0167629%	564,834	564,834	
Indirect (thru Fritz Server, Jr.)	0.0060858%			205,064
Jose Ma. Concepcion III				
Direct	0.3463931%	11,671,886	11,671,886	
Indirect (thru Triple Eight Holdings, Inc.)	22.4105308%			755,133,896
Indirect (as NG of Catherine Concepcion)	0.0017807%			60,000
Indirect (as NG of Margarita Concepcion)	0.0017807%			60,000
Indirect (as NG of Monica Concepcion)	0.0017807%			60,000

Ma. Victoria Herminia C. Young				
Direct	0.0000003%	10	10	
Indirect (thru YC Holdings, Inc.)	0.5964630%			20,098,114
Indirect (thru Arthur John S. Young, Jr.)	0.0057377%			193,334
Indirect (ITF Christina Young)	0.0017807%			60,000
Indirect (ITF P. Anthony Young)	0.0017807%			60,000
Indirect (ITF Timothy Young)	0.0017807%			60,000
Jose Ma. Christian O. Concepcion IV				
Direct	0.0017807%	60,000	60,000	
John Marie A. Concepcion				
Direct	0.0109799%	369,974	369,974	
Indirect (thru Select Two Corp.)	1.3265160%			44,697,612
Indirect (as NG of N. Marie Concepcion)	0.0017807%			60,000
Indirect (as NG of J. Michael Concepcion)	0.0017807%			60,000
Lilia R. Bautista				
Direct	0.0000594%	2,000	2,000	
Joseph Server, Jr.				
Direct	0.0040176%	135,376	135,376	
Indirect (thru Joseph Server, Jr. or Estelita Server)	0.1615992%			5,445,166
Francisco A. Segovia				
Direct	0.0000003%	10	10	
Indirect (thru Chilco Holdings, Inc.)	2.1590113%			72,748,950
Indirect (thru Segovia & Co., Inc.)	0.0664777%			2,240,000
Raissa H. Posadas				
Direct	0.0000594%	2,000	2,000	
Romeo L. Bernardo				
Direct	0.0000073%	247	247	
Officers:				
Enrique Oliver I. Rey-Matias				
Direct	0.0044516%	150,000	150,000	
Philip V. Prieto				
Direct	0.0000036%	122	122	

	% to total Outstanding Shares	Number of Shares	Total Direct Shares	Total Indirect Shares
Principal Stockholders:				
Triple Eight Holdings, Inc.				
Direct	22.41053078%	755,133,896	755,133,896	
Horizons Realty, Inc.				
Direct	19.29456046%	650,139,738	650,139,738	
BJS Development Corporation				
Direct	9.2359586%	311,210,184	311,210,184	

(b) Voting Trust Holders of 5% or More

To the extent known to the Corporation, there are no persons holding more than 5% of the Corporation's stocks of a class under a voting trust or similar agreement.

(c) Changes in Control

No change in control of the Corporation has occurred since the beginning of its last fiscal year.

Item 12 – Certain Relationships and Related Transactions

The Company and its subsidiaries have no transaction involving a director, executive officer, or stockholder, nor members of their immediate family, who owns ten percent (10%) or more of total outstanding shares of the Company that are not in the ordinary course of the business of the Company.

The Parent Company is engaged in the manufacture and sale of flour, juices, milk, pasta and other flour products.

The Parent Company wholly or partially owns its subsidiaries where the basis of management control lies, as follows:

	Percentage of Ownership	
	2021	2020
RFM Equities, Inc. (REI)	100.00	100.00
RFM Foods Philippines Corporation (RFM Foods)**	100.00	100.00
Southstar Bottled Water Company, Inc. (Southstar)**	100.00	100.00
Swift Tuna Corporation (Swift Tuna)**	100.00	100.00
Rizal Lighterage Corporation (RLC)	93.51	93.51
FWBC Holdings, Inc.**	83.38	83.38
Filipinas Water Bottling Company, Inc. (FWBC)**	44.88	44.88
RFM Canning and Marketing, Inc. (RFM Canning)**	70.00	70.00
WS Holdings, Inc. (WHI)	60.00	60.00

***Dormant*

Significant related party transactions are as follows:

		2021		2020				
Related Parties	Transaction	**Amount**	**Outstanding receivable (payable)**	Amount	Outstanding receivable (payable)	Statement of Financial Position Account	Terms	Conditions
Joint venture								
URICI	Sale of goods and services	–	–	₱16,761	₱5,376	Trade Receivables (Note 6)	Non-interest bearing to be to be settled in cash	Unsecured, no impairment
-do-	Service agreement	**55,667**	–	64,100	(935)	Advances from related parties (Note 14)	Non-interest-bearing, collectible in 60 days	-do-
-do-	-do-	**57,512**	–	54,421	3,950	Advances to related parties (Note 6)	-do-	-do-
-do-	-do-	–	–	–	(41,928)	Advances from related parties (Note 14)	Non-interest bearing	-do-
-do-	Share based compensation plans	–	–	–	(900)	Advances from related parties (Note 14)	-do-	
-do-	Purchase of goods and services	–	–	61,578	–	Advances to related parties (Note 6)	-do-	-do-
-do-	-do-	–	–	–	(23,002)	Advances from related parties (Note 14)	-do-	-do-
-do-	Rent expenses	–	–	13,465	–	Trade Payables (Note 14)	-do-	-do-
-do-	Management service income	**18,106**	**6,766**	18,106	7,403	Trade Receivables (Note 6)	Non-interest bearing, collectible on demand but not later than 12 months	Unsecured, no impairment
-do-	Service fees	**₱–**	**(₱1,289)**	₱–	(₱1,289)	Advances from related parties (Note 14)	Non-interest bearing, collectible on demand but not later than 12 months	Unsecured
-do-	Cost reimbursement	–	–	–	–	Advances from related parties (Note 14)	Non-interest bearing	Unsecured, no impairment
Entities under common major shareholder group								
Joey Pepperoni	Sales of goods	–	**1,396**	–	1,396	Trade Receivables (Note 6)	Non-interest bearing, collectible in 60 days	-do-
Philtown	Advances	–	**107,689**	–	107,689	Advances to related parties (Note 6)	Non-interest-bearing	Secured by a property of Philtown; due and demandable; partially impaired
-do-	Current Advances	–	**31,207**	–	31,207	Advances to related parties (Note 6)	-do-	Unsecured, no impairment
Kettle Foods Corporation	Sale of goods	–	–	–	–	Trade Receivables (Note 6)	Non-interest bearing, collectible in 60 days	Unsecured, no impairment
-do-	Purchase of goods	**284**		2,161	(1,755)	Trade Payables (Note 14)	Interest-bearing, collectible in 60 days	-do-

		2021		2020				
Related Parties	Transaction	**Amount**	**Outstanding receivable (payable)**	Amount	Outstanding receivable (payable)	Statement of Financial Position Account	Terms	Conditions
Republic Consolidated Corporation	Purchase of services	**–**	**(22,542)**	–	(22,542)	Trade Payables (Note 14)	Interest-bearing, collectible in 60 days	-do-
Others	Advances to related parties	**–**	**10,740**	–	16,465	Advances to related parties (Note 6)	Non-interest bearing	Unsecured, no impairment
-do-	Trade Receivables	**–**	**14,287**	–	9,568	Trade Receivables (Note 6)	Non-interest bearing	Unsecured, no impairment
-do-	Trade Payable	**–**	**(12,881)**	–	(13,462)	Trade Payables (Note 14)	Non-interest bearing	Unsecured
-do-	Advances from Related Parties	**–**	**(17,652)**	–	(18,216)	Advances from related parties (Note 14)	Non-interest bearing	Unsecured

The Company has no material transactions (that may not be available from others) with other parties falling outside the definition of "related parties".

Transactions with Promoters.
None.

PART V - EXHIBITS AND SCHEDULES

Item 14 - Exhibits and Reports on SEC Form 17-C

(a) Exhibits on SEC Form 17-C

See accompanying Index to exhibits on pages 44.

The following exhibit is filed as a separate section of this report:

Subsidiaries of the Registrant are contained in the information on the Notes to Consolidated financial statements on pages 1 and 2 of filed Audited Financial Statement that is filed as part of this form 11-A.

(b) Reports on SEC Form 17-C

Date Reported	Item no.	Meeting/ Date	Subject
28 January 2021	09	25 January 2021	Certificate of Attendance of Directors in the Board Meetings of the Corporation for January 2021 to December 2021.
7 January 2021	09	7 January 2021	On 7 January 2021 Triple Eight Holdings, Inc. purchased a total of 4,240,000 RFM common shares.
19 January 2021	09	19 January 2021	On 19 January 2021 Triple Eight Holdings, Inc. purchased a total of 1,060,000 RFM common shares.
25 January 2021	09	25 January 2021	Declaration of Cash Dividend Board approval of Cash Dividend
2 February 2021	09	2 February 2020	Election of Mr. Romeo L. Bernardo as Chairman of the Compensation Committee.
11 February 2021	09	7 January 2021	On 7 January 2021 Triple Eight Holdings, Inc. sold a total of 4,240,000 RFM common shares. The subject transaction was inadvertently reported to as a purchase when it was in fact a sale of RFM common shares, hence this correction/amendment.
11 February 2021	09	19 January 2021	On 19 January 2021 Triple Eight Holdings, Inc. sold a total of 1,060,000 RFM common shares. The subject transaction was inadvertently reported to as a purchase when it was in fact a sale of RFM common shares, hence this correction/amendment.
30 March 2021	09	30 March 2021	Notice and Agenda of 2021 Annual Shareholders' Meeting of RFM Corporation
30 June 2021	09	30 June 2021	Declaration of Cash Dividend Board approval of Cash Dividend

30 June 2021	09	30 June 2021	Appointment of Mr. Victor Patrick S. Gutierrez as Vice President and Head, Consumer Sales and Marketing
30 June 2021	09	30 June 2021	Results of the 2021 Annual Stockholders' Meeting of RFM Corporation: 1. List of elected directors for 2021: Jose S. Concepcion Jr. Jose Ma. A. Concepcion III Ernest Fritz Server John Marie A. Concepcion Ma. Victoria Herminia C. Young Jose Ma. Christian O. Concepcion IV Francisco A. Segovia Joseph Server Jr. Raissa Hechanova Posadas Lilia R. Bautista as Independent Director Romeo L. Bernardo as Independent Director External Auditor: The appointment of RFM Corporation's External Auditor was delegated to the Board of Directors.
30 June 2021	09	30 June 2021	Results of the 2021 Organizational Meeting of RFM Corporation: 1. List of elected officers for 2021: Jose S. Concepcion Jr. – Chairman Emeritus Jose Ma. A. Concepcion III – Chairman of the Board / President & Chief Executive Officer Ernest Fritz Server – Vice Chairman of the Board John Marie A. Concepcion – Managing Director & CEO, Ice Cream, Marketing Adviser and Consumer Group Ma. Victoria Herminia C. Young – SVP & General Manager, Consumer Group Enrique Oliver I. Rey-Matias – VP & CFO/ Concurrent General Manager, Flour Group/Compliance Office Melchor B. Bacsa – VP & Head of Supply Chain, Consumer Group Philip V. Prieto – Assistant Treasurer Maria Patrocinio V. Valdez – Head of Human Resources Atty. Mitchie Vanessa T. Magomnang – AVP & Head Legal & Human Resources/ Corporate Secretary/ Risk Management Officer Tee Jay T. Sumawang – AVP & Head of Information Technology Adenawer P. Torres – VP Sales

			Stephen James O. Uy – AVP & Head of SBU, Flour Group Evangeline L. Caballa – AVP & Group Controller Filomena S. Hopilos – Data Protection Officer Victor Patrick S. Gutierrez – VP & Head, Consumer Sales and Marketing Harry E. Alvarez – AVP & Head of Supply Chain, Logistics 2. In Organizational Meeting, the following were appointed: AUDIT Chairperson : Lilia R. Bautista Member : Joseph D. Server, Jr. Romeo L. Bernardo COMPENSATION Chairperson: Romeo L. Bernardo Member : Ernest Fritz Server Raissa Hechanova-Posadas EXECUTIVE Chairperson: Jose Ma. A. Concepcion III Member : Ernest Fritz Server Romeo L. Bernardo CORPORATE GOVERNANCE Chairperson: Romeo L. Bernardo Member : Lilia R. Bautista Joseph D. Server, Jr.
9 July 2021	09	9 July 2021	Resignation of Mr. Tee Jay T. Sumawang as Assistant Vice – President & Head of IT

RFM CORPORATION

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED COMPANY FINANCIAL STATEMENTS

Securities and Exchange Commission
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

The management of RFM Corporation is responsible for the preparation and fair presentation of the consolidated company's financial statements including the schedules attached therein, for the years ended December 31, 2021 and December 31, 2020, in accordance with the Philippine Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated company's financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated company's 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 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 consolidated company's financial statements including the schedules attached therein, and submits the same to the stockholders or members.

SyCip, Gorres Velayo & Co., the independent auditor appointed by the stockholders has audited the consolidated company's financial statements 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 this 5th day of April 2022

Jose Maria Concepcion III
Chairman of the Board / President & CEO

Enrique Oliver Rey-Matias
VP-Chief Finance Officer

SUBSCRIBED AND SWORN to before me this 05 APR 2022 day of _____ 2022 affiant(s) exhibiting to me his/her Passport as follows:

Names	Passport Number	Date of Issue / Expiry	Place of Issue
Jose Maria Concepcion III	P3744591A	21 July 2017/20 July 2022	DFA, Manila
Enrique Oliver Rey-Matias	P5401351A	20 Dec 2017/ 19 Dec 2022	DFA, NCR East

Doc No. 55
Page No. 12
Book No. II
Series of 2022

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and Mandaluyong City
Notarial Commission No. 0475-20
Commission expires on 31 December 2021
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 4878564, Jan. 13, 2022, Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly notarized, in the City of Mandaluyong on 05 APR 2022

RFM Corporation

By:

JOSE MARIA CONCEPCION III
Chairman of the Board / President & CEO

ENRIQUE OLIVER I. REY MATIAS
Vice President – CFO

SUBSCRIBED AND SWORN to before me this _____ day of 5 APR 2022, 2022 affiants exhibiting their Passport as follows:

Names	Passport Number	Date of Issue / Expiry	Place of Issue
Jose Maria Concepcion III	P3744591A	21 July 2017/ 20 July 2022	DFA, Manila
Enrique Oliver Rey-Matias	P5401351A	20 Dec 2017/ 19 Dec 2022	DFA, NCR East

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PTR No. 4878564, Jan. 13, 2022, Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187

COVER SHEET

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

0	0	0	0	0	0	1	2	9	9	8

COMPANY NAME

R	F	M		C	O	R	P	O	R	A	T	I	O	N		A	N	D		S	U	B	S	I	D	I	A	R	I
E	S																												

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

R	F	M		C	O	R	P	O	R	A	T	E		C	E	N	T	E	R	,		P	I	O	N	E	E	R	
C	O	R	N	E	R		S	H	E	R	I	D	A	N		S	T	R	E	E	T	S	,		M	A	N	D	A
L	U	Y	O	N	G		C	I	T	Y																			

Form Type

A	A	F	S

Department requiring the report

S	E	C	

Secondary License Type, If Applicable

N	/	A	

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
rfmcorporation.official@rfm.com.ph	(02) 8631-8101	N/A

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
3,128	6/30	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
Enrique Oliver I. Rey-Matias	eoirey-matias@rfm.com.ph	(02) 8631-8101	N/A

CONTACT PERSON's ADDRESS

RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong 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.*

SGV
Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
ey.com/ph

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
RFM Corporation
RFM Corporate Center
Pioneer corner Sheridan Streets
Mandaluyong City

Opinion

We have audited the consolidated financial statements of RFM Corporation and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2021 in accordance with the financial reporting framework as described in Note 2 to the consolidated financial statements.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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



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

Impairment testing of trademark with indefinite useful life and goodwill

Under Philippine Financial Reporting Standards, the Group is required to annually test the amounts of Royal trademark with indefinite useful life and goodwill attributable to the investment in Unilever-RFM Ice Cream, Inc. for impairment. As of December 31, 2021, the Group's trademark with indefinite useful life and goodwill amounted to ₱2,271.50 million which is significant to the consolidated financial statements. In addition, management's impairment assessment process requires significant judgment and is based on assumptions which are subject to higher level of estimation uncertainty due to the current economic conditions which have been impacted by the coronavirus pandemic, specifically the discount rate, revenue growth rate, royalty savings rate, budgeted brand support and projected operating expenses and maintenance capital expenditures.

The Group's disclosures about trademark with indefinite useful life and goodwill are included in Note 13 to the consolidated financial statements.

Audit Response

We evaluated the methodologies and the assumptions used. These assumptions include discount rate, revenue growth rate, royalty savings rate, budgeted brand support and projected operating expenses and maintenance capital expenditures. We compared the assumptions used such as the discount rate, revenue growth rate, royalty savings rate, budgeted brand support and projected operating expenses and maintenance capital expenditures against historical performance of Unilever-RFM Ice Cream, Inc. and of the products under the Royal brand, taking into consideration the impact associated with coronavirus pandemic. We involved our internal specialist in evaluating the parameters used in the determination of the discount rate against market data. We also compared the revenue growth rate and the royalty savings rate against relevant published market information. We reviewed the Group's disclosures about those assumptions to which the outcome of the impairment tests are most sensitive; specifically those that have the most significant effect on the determination of the recoverable amounts of the trademark with indefinite useful life and goodwill.

Accounting for the investment in Unilever-RFM Ice Cream, Inc.

The Group has 50% ownership in Unilever-RFM Ice Cream, Inc. as of December 31, 2021. This investment is accounted for using the proportionate consolidation method as allowed by the Philippine Securities and Exchange Commission. This is a key audit matter because Unilever-RFM Ice Cream, Inc. contributed significantly to the consolidated assets, consolidated liabilities, consolidated revenues and consolidated net income of the Group as of and for the year ended December 31, 2021.

The Group's disclosures about its investment in Unilever-RFM Ice Cream, Inc. are included in Note 11 to the consolidated financial statements.



Audit Response

We sent instructions to the statutory auditors of Unilever-RFM Ice Cream, Inc. to perform an audit on the financial information of Unilever-RFM Ice Cream, Inc. for the purpose of the Group's consolidated financial statements. These instructions cover their scope of work, risk assessment procedures, audit strategy and reporting requirements. We discussed with Unilever-RFM Ice Cream, Inc.'s statutory auditors about their key audit areas, planning and execution of audit procedures, significant areas of estimation and judgment, taking into consideration the impact associated with the coronavirus pandemic, and results of their work, for the year ended December 31, 2021. We reviewed the statutory auditors' working papers and obtained relevant conclusion statements related to their audit procedures.

We obtained the financial information of Unilever-RFM Ice Cream, Inc. from its statutory auditors and recomputed the Group's proportionate share in the assets, liabilities and net income of Unilever-RFM Ice Cream, Inc. as of and for the year ended December 31, 2021. We reviewed the accounting policies of Unilever-RFM Ice Cream, Inc. and considered any differences noted in our review of consolidation adjustments with regards to the Group's proportionate share in the assets, liabilities and net income of Unilever-RFM Ice Cream, Inc. We also reviewed the Group's disclosures with respect to its investment in Unilever-RFM Ice Cream, Inc.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021 but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021 are expected to be made available to us after the date of this auditor's report.

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

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

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the financial reporting framework as described in Note 2 to the consolidated financial statements, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ma. Emilita L. Villanueva.

SYCIP GORRES VELAYO & CO.

Ma. Emilita L. Villanueva

Ma. Emilita L. Villanueva
Partner
CPA Certificate No. 95198
Tax Identification No. 176-158-478
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 95198-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 8854388, January 3, 2022, Makati City

April 5, 2022

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Amounts in Thousands)

	December 31	
	2021	2020
ASSETS		
Current Assets		
Cash and cash equivalents (Note 5)	**₱2,055,784**	₱1,765,059
Short-term cash investments (Note 5)	**–**	648,989
Receivables (Notes 6 and 21)	**1,773,432**	1,839,919
Inventories (Note 7)	**1,914,519**	2,130,248
Financial assets at fair value through other comprehensive income (FVOCI) (Note 9)	**2,376,264**	1,389,275
Other current assets (Note 8)	**134,959**	179,850
Total Current Assets	**8,254,958**	7,953,340
Noncurrent Assets		
Financial assets at fair value through other comprehensive income (FVOCI) - net of current portion (Note 9)	**1,172,463**	314,822
Investments in joint venture and associate (Note 10)	**147,541**	150,541
Property, plant and equipment (Note 12):		
At appraised value	**3,552,339**	3,552,339
At cost	**4,207,965**	4,471,300
Intangible assets (Note 13)	**2,271,495**	2,271,495
Deferred income tax assets - net (Note 23)	**185,119**	215,007
Other noncurrent assets (Note 8)	**68,472**	67,390
Total Noncurrent Assets	**11,605,394**	11,042,894
TOTAL ASSETS	**₱19,860,352**	₱18,996,234
LIABILITIES AND EQUITY		
Current Liabilities		
Bank loans (Note 15)	**₱600,000**	₱595,000
Accounts payable and other current liabilities (Notes 14 and 21)	**4,961,878**	4,531,514
Lease liabilities (Note 29)	**50,013**	85,516
Income tax payable	**114,361**	88,479
Total Current Liabilities	**5,726,252**	5,300,509
Noncurrent Liabilities		
Net retirement obligation (Note 22)	**48,626**	138,884
Lease liabilities - net of current portion (Note 29)	**301,870**	332,446
Deferred income tax liabilities - net (Note 23)	**500,334**	654,491
Total Noncurrent Liabilities	**850,830**	1,125,821
Total Liabilities	**6,577,082**	6,426,330

(Forward)

	December 31	
	2021	2020
Equity Attributable to Equity Holders of the Parent Company		
Capital stock (Note 16)	**₱3,651,021**	₱3,651,021
Additional paid-in capital (Note 16)	**2,060,383**	2,060,383
Treasury stock (Note 16)	**(758,777)**	(758,777)
Other comprehensive income (Notes 9, 12 and 16)	**2,209,906**	2,075,159
Retained earnings (Note 16)	**6,138,014**	5,559,204
	13,300,547	12,586,990
Non-controlling Interests	**(17,277)**	(17,086)
Total Equity	**13,283,270**	12,569,904
TOTAL LIABILITIES AND EQUITY	**₱19,860,352**	₱18,996,234

See accompanying Notes to Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(Amounts in Thousands, Except Per Share Data)

	Years Ended December 31		
	2021	2020	2019
REVENUE (Notes 4 and 17)			
Manufacturing	**₱16,836,142**	₱15,666,575	₱15,286,262
Services and others	**43,584**	34,331	44,201
	16,879,726	15,700,906	15,330,463
COST OF SALES AND SERVICES (Note 17)	**(10,939,398)**	(9,978,386)	(9,414,650)
GROSS PROFIT	**5,940,328**	5,722,520	5,915,813
OPERATING EXPENSES			
Selling and marketing (Note 18)	**(3,029,405)**	(2,877,747)	(2,796,297)
General and administrative (Note 19)	**(1,194,902)**	(1,031,649)	(1,449,800)
OTHER INCOME (CHARGES)			
Interest income (Note 20)	**28,766**	39,954	90,104
Interest expense (Note 20)	**(43,408)**	(60,045)	(67,399)
Equity in net earnings of an associate (Note 10)	**12,261**	12,223	12,178
Other income - net	**50,539**	7,217	21,787
INCOME BEFORE INCOME TAX	**1,764,179**	1,812,473	1,726,386
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 23)			
Current	**449,739**	563,156	460,935
Deferred	**5,233**	(38,333)	35,763
	454,972	524,823	496,698
NET INCOME	**₱1,309,207**	₱1,287,650	₱1,229,688
Net income attributable to:			
Equity holders of the Parent Company	**₱1,309,398**	₱1,286,360	₱1,230,481
Non-controlling interests	**(191)**	1,290	(793)
	₱1,309,207	₱1,287,650	₱1,229,688
Basic/Diluted Earnings Per Share (Note 25)	**₱0.39**	₱0.38	₱0.36

See accompanying Notes to Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands)

	Years Ended December 31		
	2021	2020	2019
NET INCOME	**₱1,309,207**	₱1,287,650	₱1,229,688
OTHER COMPREHENSIVE INCOME (LOSS)			
Items that will be reclassified to profit and loss:			
Unrealized gain (loss) on financial assets at FVOCI	**(20,184)**	4,306	–
Income tax effect	**5,046**	(1,292)	–
Remeasurement to prior period balance related to the changes in tax rates due to CREATE Act (Note 23)	**215**	–	–
	(14,923)	3,014	–
Items that will not be reclassified to profit and loss:			
Remeasurement gain (loss) on defined benefit retirement plan (Note 22)	**67,420**	(19,480)	(63,303)
Income tax effect	**(16,855)**	5,844	18,991
Remeasurement to prior period balance related to the changes in tax rates due to CREATE Act (Note 23)	**(8,574)**	–	–
	41,991	(13,636)	(44,312)
Revaluation increment on land (Note 12)	–	440,804	–
Income tax effect	–	(132,241)	–
Remeasurement to prior period balance related to the changes in tax rates due to CREATE Act (Note 23)	**149,670**	–	–
	149,670	308,563	–
TOTAL COMPREHENSIVE INCOME	**₱1,485,945**	₱1,585,591	₱1,185,376
Total comprehensive income (loss) attributable to:			
Equity holders of the Parent Company	**₱1,486,136**	₱1,584,301	₱1,186,169
Non-controlling interests	**(191)**	1,290	(793)
	₱1,485,945	₱1,585,591	₱1,185,376

See accompanying Notes to Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2021, 2020 AND 2019

(Amounts in Thousands)

	Equity Attributable to Equity Holders of the Parent Company									
	Capital Stock (Note 16)	Additional Paid-in Capital (Note 16)	Treasury Stock (Note 16)	Equity Reserve	Unrealized Gain on Financial Assets at FVOCI (Note 9)	Revaluation Increment on Land (Note 12)	Retained Earnings (Note 16)	Subtotal	Non-controlling Interests	Total Equity
As of January 1, 2021	**₱3,651,021**	**₱2,060,383**	**(₱758,777)**	**(₱23,237)**	**₱3,014**	**₱2,095,382**	**₱5,559,204**	**₱12,586,990**	**(₱17,086)**	**₱12,569,904**
Net income for the period	–	–	–	–	–	–	**1,309,398**	**1,309,398**	**(191)**	**1,309,207**
Other comprehensive income	–	–	–	–	**(14,923)**	**149,670**	**41,991**	**176,738**	–	**176,738**
Total comprehensive income for the period	–	–	–	–	**(14,923)**	**149,670**	**1,351,389**	**1,486,136**	**(191)**	**1,485,945**
Cash dividends	–	–	–	–	–	–	**(772,579)**	**(772,579)**	–	**(772,579)**
As of December 31, 2021	**₱3,651,021**	**₱2,060,383**	**(₱758,777)**	**(₱23,237)**	**(₱11,909)**	**₱2,245,052**	**₱6,138,014**	**₱13,300,547**	**(₱17,277)**	**₱13,283,270**

	Equity Attributable to Equity Holders of the Parent Company									
	Capital Stock (Note 16)	Additional Paid-in Capital (Note 16)	Treasury Stock (Note 16)	Equity Reserve	Unrealized Gain on Financial Assets at FVOCI (Note 9)	Revaluation Increment on Land (Note 12)	Retained Earnings (Note 16)	Subtotal	Non-controlling Interests	Total Equity
As of January 1, 2020	₱3,651,021	₱2,060,383	(₱375,918)	(₱23,237)	₱–	₱1,789,684	₱5,026,575	₱12,128,508	(₱18,376)	₱12,110,132
Net income for the period	–	–	–	–	–	–	1,286,360	1,286,360	1,290	1,287,650
Other comprehensive income	–	–	–	–	3,014	308,563	(13,636)	297,941	–	297,941
Total comprehensive income for the period	–	–	–	–	3,014	308,563	1,272,724	1,584,301	1,290	1,585,591
Transfer of portion of revaluation increment on property, plant and equipment realized through disposal (Note 12)	–	–	–	–	–	(2,865)	2,865	–	–	–
Cash dividends	–	–	–	–	–	–	(742,960)	(742,960)	–	(742,960)
Purchase of shares into treasury (Note 16)	–	–	(382,859)	–	–	–	–	(382,859)	–	(382,859)
As of December 31, 2020	₱3,651,021	₱2,060,383	(₱758,777)	(₱23,237)	₱3,014	₱2,095,382	₱5,559,204	₱12,586,990	(₱17,086)	₱12,569,904

	Equity Attributable to Equity Holders of the Parent Company								
	Capital Stock (Note 16)	Additional Paid-in Capital (Note 16)	Treasury Stock (Note 16)	Equity Reserve	Revaluation Increment on Land (Note 12)	Retained Earnings (Note 16)	Subtotal	Non-controlling Interests	Total Equity
As of January 1, 2019	₱3,500,404	₱2,059,220	(₱86,408)	(₱7,075)	₱1,789,684	₱4,393,770	₱11,649,595	(₱29,625)	₱11,619,970
Net income for the period	–	–	–	–	–	1,230,481	1,230,481	(793)	1,229,688
Other comprehensive income	–	–	–	–	–	(44,312)	(44,312)	–	(44,312)
Total comprehensive income (loss) for the period	–	–	–	–	–	1,186,169	1,186,169	(793)	1,185,376
Cash dividends	–	–	–	–	–	(553,364)	(553,364)	–	(553,364)
Purchase of shares into treasury (Note 16)	–	–	(167,238)	–	–	–	(167,238)	–	(167,238)
Sales of treasury shares (Note 16)	–	1,163	24,225	–	–	–	25,388	–	25,388
Share issuance for merger with subsidiaries and acquisition of NCI (Note 16)	150,617	–	(146,497)	(16,162)	–	–	(12,042)	12,042	–
As of December 31, 2019	₱3,651,021	₱2,060,383	(₱375,918)	(₱23,237)	₱1,789,684	₱5,026,575	₱12,128,508	(₱18,376)	₱12,110,132

See accompanying Notes to Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Thousands)

	Years Ended December 31		
	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱1,764,179**	₱1,812,473	₱1,726,386
Adjustments for:			
Depreciation and amortization (Note 20)	**582,023**	556,498	520,262
Interest expense (Note 20)	**43,408**	60,045	67,399
Unrealized foreign exchange loss (gains) - net	**(12,498)**	21,471	8,489
Loss (gain) on sale of:			
Financial assets at FVOCI (Note 9)	**53**	(404)	–
Property, plant and equipment (Note 12)	**10,495**	(2,718)	2,268
Provision for (reversal of) impairment loss on property, plant and equipment (Note 12)	**2,111**	511	(88)
Gain on sale of HTC investments	–	–	(7,116)
Equity in net earnings of an associate (Note 10)	**(12,261)**	(12,223)	(12,178)
Retirement expense (Note 22)	**29,784**	23,652	24,381
Interest income (Note 20)	**(28,766)**	(39,954)	(90,104)
Operating income before working capital changes	**2,378,528**	2,419,351	2,239,699
Decrease (increase) in:			
Receivables	**72,085**	245,431	245,951
Inventories	**215,729**	(645,101)	(242,820)
Other current assets	**44,891**	(1,978)	(26,174)
Increase in:			
Accounts payable and other current liabilities	**428,241**	372,536	280,358
Net cash generated from operations	**3,139,474**	2,390,239	2,497,014
Income taxes paid	**(423,857)**	(482,403)	(586,957)
Retirement contributions (Note 22)	**(51,596)**	(50,400)	(42,242)
Interest paid	**(43,895)**	(60,487)	(66,553)
Interest received	**22,598**	27,852	63,869
Net cash from operating activities	**2,642,724**	1,824,801	1,865,131
CASH FLOWS FROM INVESTING ACTIVITIES			
Net movements in:			
Short-term cash investments (Note 5)	**648,989**	460	(626,449)
Other noncurrent assets	**(1,082)**	9,567	55,424
Acquisitions of:			
HTC investments	**–**	–	(610,939)
Property, plant and equipment (Note 12)	**(333,671)**	(519,850)	(663,132)
Financial assets at FVOCI (Note 9)	**(8,058,356)**	(3,644,108)	–
Proceeds from maturity of HTC investments	**–**	85,000	321,050
Proceeds from maturity of financial assets at FVOCI	**5,950,084**	1,204,000	–
Proceeds from sale of:			
Property and equipment	**633**	10,066	–
Investments in financial assets at FVOCI (Note 9)	**253,534**	753,066	–
HTC investments	**–**	–	1,142,241
Dividends received (Note 10)	**15,261**	15,171	12,158
Net cash used in investing activities	**(1,524,608)**	(2,086,628)	(369,647)

(Forward)

	Years Ended December 31		
	2021	2020	2019
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from sale of treasury stock (Note 16)	**₱–**	₱–	₱25,388
Payments of dividends	**(770,995)**	(728,242)	(551,528)
Bank loans (Note 15)			
Availments	**9,810,000**	70,912,000	116,231,500
Payments	**(9,805,000)**	(71,295,500)	(115,693,000)
Payment of principal portion of lease liabilities (Note 29)	**(73,894)**	(81,560)	(64,494)
Reacquisition of shares into treasury (Note 16)	**–**	(382,859)	(167,238)
Net cash used in financing activities	**(839,889)**	(1,576,161)	(219,372)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**12,498**	(21,471)	(8,489)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**290,725**	(1,859,459)	1,267,623
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**1,765,059**	3,624,518	2,356,895
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 5)	**₱2,055,784**	₱1,765,059	₱3,624,518

See accompanying Notes to Consolidated Financial Statements.

1. Corporate Information and Authorization for the Issuance of the Consolidated Financial Statements

Corporate Information

RFM Corporation (the Parent Company) was incorporated on August 16, 1957 and registered with the Philippine Securities and Exchange Commission (SEC). On July 9, 2007, the SEC approved the extension of the Company's corporate life from August 22, 2007 to October 13, 2056. The Parent Company is a public company under Section 17.2 of the Securities Regulation Code (SRC) and its shares are listed on the Philippine Stock Exchange (PSE) since 1966. The Parent Company is mainly involved in the manufacturing, processing and selling of wheat, flour and flour products, pasta, milk, juices, margarine, and other food and beverage products. The Parent Company and its subsidiaries are collectively referred to herein as the Group. The principal office address of the Parent Company is RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City.

Authorization for the Issuance of the Consolidated Financial Statements

The consolidated financial statements of RFM Corporation and its subsidiaries (the Group) as of December 31, 2021 and 2020 and for each of the three years ended December 31, 2021 were authorized for issuance by the Board of Directors (BOD) on April 5, 2022.

2. Summary of Significant Accounting Policies

Basis of Preparation

The consolidated financial statements of the Group have been prepared using the historical cost basis, except for the Group's land, which are stated at appraised values, net retirement liability which is measured at present value of the defined benefit obligations less fair value of the plan assets and financial assets at FVOCI which are measured at fair values. The consolidated financial statements are presented in Philippine Peso (₱), which is the Parent Company and its subsidiaries' functional currency. All values are rounded off to the nearest thousand pesos (₱000), except for the number of shares or when otherwise indicated.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with the financial reporting framework as allowed by the SEC which represents Philippine Financial Reporting Standards (PFRSs) except PFRS 11, *Joint Arrangements*, with respect to the Parent Company's investment in Unilever RFM Ice Cream, Inc. (URICI) (see Note 11).

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as of December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021.

The consolidated subsidiaries, which are all incorporated in the Philippines, and the effective percentages of ownership as of December 31, 2021, 2020 and 2019 follow:

		Percentage of ownership	
Entity	**Nature of Business**	**2021- 2020**	2019
RFM Equities, Inc. (REI)	Holding	**100.00**	100.00
RFM Foods Philippines Corporation (RFM Foods)*	Food retailer	**100.00**	100.00
Southstar Bottled Water Company, Inc. (Southstar)*	Bottled water business	**100.00**	100.00
Swift Tuna Corporation (Swift Tuna)*	Manufacturing	**100.00**	100.00
Rizal Lighterage Corporation (RLC)	Barging services	**91.62**	93.51
FWBC Holdings, Inc.*	Holding company	**83.38**	83.38
RFM Canning and Marketing, Inc. (RFM Canning)*	Canning services	**70.00**	70.00
WS Holdings, Inc. (WHI)	Holding company	**60.00**	60.00
Filipinas Water Bottling Company, Inc. (FWBC)*	Bottled water manufacturing	**44.88**	44.88

**Dormant*

Subsidiaries
Subsidiaries are entities controlled by the Parent Company. The Parent Company controls an investee if, and only, if the Parent Company has:

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

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

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

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

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using uniform accounting policies for like transactions and other events in similar circumstances. Adjustments where necessary are made to ensure consistency with the policies adopted by the Group.

All intra-group balances, transactions, income and expenses, and profits and losses resulting from intra-group transactions are eliminated in full. However, intra-group losses are also eliminated but are considered an impairment indicator of the assets transferred.

A change in the ownership interest in a subsidiary, without a loss of control, is accounted for as an equity transaction.

Non-controlling interests
Non-controlling interests represent the portion of equity in a subsidiary not attributable, directly or indirectly, 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 a deficit balance. Non-controlling interest are presented separately in the consolidated statement of income, consolidated statement of comprehensive income and within the equity section of consolidated statement of financial position and consolidated statement of changes in equity, separately from the equity attributable to equity holders of the Parent Company.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognizes assets (including goodwill) and liabilities of the subsidiary, the carrying amount of any non-controlling interest and the cumulative translation differences recorded in equity; recognizes the fair value of the consideration received, the fair value of any investment retained, and any retained earnings or deficit in consolidated statement of income; and reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate.

Changes in Accounting Policies
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective as at January 1, 2021. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Unless otherwise indicated, adoption of these new standards did not have an impact on the consolidated financial statements of the Group.

- Amendments to PFRS 16, *COVID-19-related Rent Concessions beyond 30 June 2021*

  The amendment provides relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if it meets all of the following criteria:

  - The rent concession is a direct consequence of COVID-19;
  - The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;
  - Any reduction in lease payments affects only payments originally due on or before June 30, 2022; and
  - There is no substantive change to other terms and conditions of the lease.

A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

The amendment is effective for annual reporting periods beginning on or after April 1, 2021. Early adoption is permitted.

The Group adopted the amendments beginning April 1, 2021. The adoption of this amendment did not have significant impact on the consolidated financial statements of the Group.

- Amendments to PFRS 9, PAS 39, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform - Phase 2*

  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):
  - Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  - Relief from discontinuing hedging relationships
  - Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

  The Group shall also disclose information about:
  - The nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
  - Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

Standards Issued but not yet Effective

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

Effective beginning on or after January 1, 2022

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

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

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

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.



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

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

  The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

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

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

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

- *Annual Improvements to PFRSs* 2018-2020 Cycle

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

    The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

    The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted.

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

    The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Company will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

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

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

  An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after January 1, 2022 with earlier adoption permitted.

Effective beginning on or after January 1, 2023

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

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

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

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

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

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

  An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

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

  - Replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies, and



- Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

The amendments to the Practice Statement provide non-mandatory guidance. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2024

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

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

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. However, in November 2021, the International Accounting Standards Board (IASB) tentatively decided to defer the effective date to no earlier than January 1, 2024.

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

On December 15, 2021, the Philippine Financial Reporting Standards Council (FRSC)amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two (2) years after its effective date as decided by the IASB.

PFRS 17 is effective for reporting periods beginning on or after January 1, 2025, with comparative figures required. Early application is permitted.

Deferred effectivity

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

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

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

Summary of Significant Accounting Policies

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current or noncurrent classification.

An asset is current when it is:

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

The Group classifies all other assets, including deferred taxes, as noncurrent

A liability is current when:

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

The Group classifies all other liabilities, including deferred taxes, as noncurrent.

Fair Value Measurement

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

At each reporting date, management analyzes the movements in the values of assets and liabilities which are required to be re-measured or re-assessed per the Group's accounting policies. For this analysis, management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

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

Cash and Cash Equivalents

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

Short-term Cash Investments

Short-term cash investments are short term placements with maturities of three months but less than one year from date of acquisition. The Group earns interest at the respective short-term deposit rates.



Financial Instruments

Date of recognition
The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame by regulation or convention in the market place are recognized on the settlement date.

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group's financial assets and financial liabilities consist of amortized cost and other financial liabilities.

Initial recognition and classification of financial instruments
All financial instruments are initially recognized at fair value. Except for financial instruments at FVTPL, the initial measurement of financial instruments includes transaction costs.

Financial Instruments - Classification and Subsequent Measurement
The Group classifies and measures financial assets at FVTPL unless these are measured at FVOCI or at amortized cost. The classification of financial assets depends on the contractual terms and the business model for managing those financial assets.

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

For a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement of financial assets
For purposes of subsequent measurement, financial assets are classified in four categories:
- Financial assets at amortized cost
- Financial assets at fair value through profit or loss (FVTPL)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (FVOCI)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition

As of December 31, 2021 and 2020, the Group's financial assets consist of financial assets at amortized cost and FVOCI with recycling of cumulative gains and losses.



Financial assets at amortized cost
This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Under PFRS 9, embedded derivatives are no longer separated from a host financial asset. Instead, financial assets are classified based on the business model and their contractual terms.

As of December 31, 2021 and 2020, the Group's financial assets at amortized cost include cash and cash equivalents, short-term cash investments, trade receivables, nontrade receivables, advances to related parties, and other receivables.

Financial assets at FVOCI
Financial assets at FVOCI include debt securities. After initial measurement, financial assets at FVOCI are subsequently measured at fair value. The unrealized gains and losses arising from the fair valuation of investment securities at FVOCI are excluded, net of tax as applicable, from the reported earnings and are included in the consolidated statement of comprehensive income as 'Unrealized gain (loss) on financial assets at FVOCI'.

Debt securities at FVOCI are those that meet both of the following conditions: (i) the asset is held within a business model whose objective is to hold the financial assets in order to both collect contractual cash flows and sell financial assets; and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the outstanding principal amount. The effective yield component of debt securities at FVOCI is reported in the consolidated statement of income. Interest earned on holding debt securities at debt securities at FVOCI are reported as 'Interest income' using the effective interest rate (EIR) method. When the debt securities at FVOCI are disposed of, the cumulative gain or loss previously recognized in the consolidated statement of comprehensive income is recognized in the consolidated statement of income. The ECL arising from impairment of such investments are recognized in OCI with a corresponding charge to 'Provision for credit losses' in the consolidated statement of income.

Initial recognition and measurement of financial liabilities
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of other financial liabilities, net of directly attributable transaction costs. As of December 31, 2021 and 2020, the Group's financial liabilities include accounts payable and other current liabilities (excluding payables to government agencies), bank loans and lease liabilities.



Subsequent measurement
For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (loans and borrowings)

This category pertains to financial liabilities that are not held for trading or not designated as at FVTPL upon the inception of the liability. These include liabilities arising from operations. These financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the EIR method of amortization (or accretion) for any related premium, discount and any directly attributable transaction cost.

Reclassifications of Financial Instruments
The Group reclassifies its financial assets when, and only when, there is a change in the business model for managing the financial assets. Reclassifications shall be applied prospectively by the Group and any previously recognized gains, losses or interest shall not be restated. The Group does not reclassify its financial liabilities.

Impairment of Financial Assets
The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For cash and cash equivalents and short-term cash investments, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from Standard and Poor's and Moody's to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs. The Group considers a debt investment security to have a low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The key inputs in the model include the Group's definition of default and historical data of three years for the origination, maturity date and default date. The Group considers trade receivables in default when contractual payments are already past due for a certain number of days, which depends on the normal customer arrangements and business terms and varies across relevant business segment/sub-segment of the Group, ranging from 90 days to 360 days, except for certain circumstances when the reason for being past due is due to reconciliation with customers of payment records which are administrative in nature which may extend the definition of default. However, in certain cases, the Group may also consider trade receivables to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.



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

Financial assets are credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of those financial assets have occurred. For these credit exposures, lifetime ECLs are also recognized and interest revenue is calculated by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset.

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

Exposures that have not deteriorated significantly since origination, or where the deterioration remains within the Group's investment grade criteria are considered to have a low credit risk. The provision for credit losses for these financial assets is based on a 12-month ECL. The low credit risk exemption has been applied on debt investments that meet the investment grade criteria of the Group from the time of origination. An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime ECL to 12-months ECL.

This policy is applicable to Group's financial assets except for trade receivables, for which the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date.

Write-off policy
The Group writes-off a financial asset, in whole or in part, when the asset is considered uncollectible, it has exhausted all practical recovery efforts and has concluded that it has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof.

Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in the consolidated statement of income.

Derecognition of Financial Assets and Financial Liabilities

Financial asset
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- the Group's right to receive cash flows from the asset has expired; or



- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred or retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

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

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

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

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

Finished goods	-	determined using the moving average method; cost includes direct materials, direct labor and a proportion of manufacturing overhead costs based on normal operating capacity.
Goods in process	-	applicable allocation of fixed and variable overhead costs.
Raw materials, spare parts and supplies	-	purchase cost using the moving average method.

NRV of finished goods and goods in process is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. For raw materials, NRV is the current replacement cost. In case of spare parts and supplies, NRV is the estimated realizable value of the inventories when disposed of at their condition at the reporting date. An allowance for inventory obsolescence is provided for slow-moving, obsolete, defective and damaged inventories based on physical inspection and management evaluation.

Other Current Assets
Other current assets include prepaid expenses, deposit on purchases of inventories, tax credits and input VAT.

Prepaid expenses. These are expenses paid in advance and recorded as asset before they are utilized. Prepaid expenses that are expected to be realized for no more than 12 months after the reporting date are classified as current assets; otherwise, these are classified as other noncurrent assets.

Deposit on purchases of inventories. This account comprises of advance payments to suppliers for payments on goods to be purchased in connection with the Group's operations. These are reclassified as part of inventory upon delivery of the related asset.

Other Noncurrent Assets
Other noncurrent assets include security deposits.

Property, Plant and Equipment
Property, plant and equipment, except land, are stated at cost less accumulated depreciation and amortization, and any impairment in value. The initial cost of items of property, plant and equipment consists of its purchase price, including import duties and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to the consolidated statement of income in the period the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of the item of property, plant and equipment.

Land is stated at fair value based on a valuation performed by an accredited independent appraiser. Any increase, as a result of revaluation of land, is credited to "Revaluation increment on land" account, net of deferred income tax effect, and presented under the equity section of the consolidated statement of financial position.

Revaluation of land is made periodically such that the carrying amount does not differ materially from that which would be determined using the fair value at the reporting date. For subsequent revaluations, any resulting increase in the assets' carrying amount as a result of the revaluation is credited to "Revaluation increment on land" account, net of deferred income tax effect, in the consolidated statement of comprehensive income. Any resulting decrease is directly charged against any related revaluation increment to the extent that the decrease does not exceed the amount of the revaluation increment in respect of the same assets. In case the land is disposed of, the related revaluation increment is transferred directly to retained earnings. Transfers from revaluation increment to retained earnings are not made through the consolidated statement of income.

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the assets as follows:

	Number of Years
Land improvements	10 to 20
Silos, buildings and improvements	10 to 40
Machinery and equipment	10 to 25
Transportation and delivery equipment	5
Office furniture and fixtures	2 to 5

Leasehold improvements recognized under "Silos, buildings and improvements" are depreciated over the life of the assets or the lease term, whichever is shorter.

Construction in progress are properties in the course of construction for production, rental or administrative purposes, or for purposes not yet determined, which are carried at cost less any recognized impairment loss. Construction in progress are reclassified into appropriate class of property, plant and equipment when the relevant assets are completed and available for use.

Depreciation and amortization of an item of property, plant and equipment begin when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation and amortization cease at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) and the date the asset is derecognized.

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

Property, plant and equipment are derecognized when either these are disposed of or when these are permanently withdrawn from use and there is no more future economic benefits expected from its use or disposal.

Right of use assets
The Group's policy is to classify ROU assets as part of Property, Plant and Equipment account. The Group recognizes ROU assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). ROU assets are initially measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The initial cost of ROU assets includes the amount of lease liabilities recognized, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Unless the Group is reasonably to obtain ownership of the leased asset at the end of the lease term, the recognized ROU assets on warehouses and plant and equipment are depreciated on a straight-line basis over the shorter of their estimated useful life and lease term, as follows:

	Number of Years
ROU assets - Land and Warehouse	2 to 30
ROU assets - Plant and Equipment	1 to 5

ROU assets are subject to impairment.

Intangible Assets
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the consolidated statement of income in the year in which the expenditure is incurred.

The estimated useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives (e.g., computer software) are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of income in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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

As of December 31, 2021 and 2020, the Group's intangible assets consist of trademark with indefinite useful life and computer software that is amortized over three years using the straight-line method.

Business Combination and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in general and administrative expenses.

When the Group acquires a business, it assesses the financial assets and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date and any gain or loss on remeasurement is recognized in the consolidated statement of income.

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

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGU), or group of CGUs that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or group of units.

Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of the CGU or group of CGUs to which the goodwill relates. Where the recoverable amount of the CGU or group of CGUs is less than the carrying amount of the CGU or

group of CGUs to which goodwill has been allocated, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods. The Group performs its impairment test of goodwill annually every reporting date.

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

Investments in Joint Ventures and Associate

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries (e.g., contractual arrangements, voting rights and potential voting rights).

The Group's investments in joint venture and associate are accounted for using the equity method except for its investment in URICI, a joint venture, which is accounted for using the proportionate consolidation method as permitted by the SEC. This method involves consolidating a proportionate share of the joint venture's assets, liabilities, income and expenses with similar items in the Group's consolidated financial statements on a line-by-line basis.

Under the equity method, the investment in an associate or a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The consolidated statement of income reflects the Group's share of the financial performance of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate or joint venture, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the consolidated statement of income under "Other income (charges)" and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in an associate and joint ventures. At each reporting date, the Group determines whether there is objective evidence that the investments in the associate and joint venture are impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognizes the loss in the consolidated statement of income.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of income.

Impairment of Noncurrent Nonfinancial Assets

The carrying values of property, plant and equipment, and intangible assets (except trademark) are reviewed for impairment when event or changes in circumstances indicate that the carrying values may not be recoverable.

Trademark and goodwill are tested for impairment at least annually or when there is an identified indicator of impairment.

If any such indication exists or where the carrying value exceeds the recoverable amount, the asset is written down to its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs.

The recoverable amount of an asset or CGU is the greater of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. Impairment losses, if any, are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

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

Equity

Capital Stock

Capital stock is stated at par value for all shares issued and outstanding. When the Parent Company issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued.

When the shares are sold at a premium, the difference between the proceeds and the par value is credited to the "Additional paid-in capital" account. Direct costs incurred related to equity issuance, such as underwriting, accounting and legal fees, printing costs and taxes are charged to the "Additional paid-in capital" account. When shares are issued for a consideration other than cash, the proceeds are measured by the fair value of the consideration received. In case shares are issued to extinguish or to settle the liability of the Group, the share shall be measured at either the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable.

Treasury Stock
Own equity instruments which are reacquired (treasury stock) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying value and the consideration, if reissued, is recognized in the "Additional paid-in capital" account. The cost of treasury stock sold or cancelled is determined on a first-in, first-out basis.

When the shares are retired, the capital stock account is reduced by its par value, and the excess of cost over par value upon retirement is debited to "Additional paid-in capital" to the extent of the specific or average additional paid-in capital when the shares were issued and to the retained earnings for the remaining balance.

Equity Reserve
Equity reserve include effect of merger with subsidiaries with non-controlling interest and the Parent Company. Equity reserve is derecognized when the subsidiary is deconsolidated, which is the date on which control ceases.

Retained Earnings
Retained earnings represent the cumulative balance of periodic net income or loss, dividend distribution, effect of changes in accounting policy and other capital adjustments.

Dividends on Common Shares
Cash and property dividends on common shares are recognized as liability and deducted from equity when approved and declared by the BOD of the Parent Company. Stock dividends are treated as transfers from retained earnings to paid-in capital stock when approved and declared by the BOD and the stockholders representing at least two-thirds of the outstanding capital stock.

Dividends for the year that are approved after the reporting date are dealt with as an event after the reporting period.

Earnings per Share (EPS)
Basic EPS is computed by dividing net income for the year attributable to equity holders of the Group by the weighted average number of common shares issued and outstanding during the year.

Diluted EPS is calculated in the same manner, adjusted for the effects of any potential dilutive common shares. Where the effect of the potential dilutive common shares would be anti-dilutive, basic and diluted earnings per share are stated at the same amount.

The Group does not have potential dilutive common shares in 2021, 2020 and 2019.



Revenue Recognition

Revenue from Contracts with Customers
The Group primarily derives its revenue from the sale of goods and rendering of services from manufacturing and service operations, respectively. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

The Group assesses its revenue arrangements against specific criteria to determine if it is acting as a principal or as an agent. The Group has concluded that it is acting as principal in all of its revenue arrangements.

The following specific recognition criteria must also be met before revenue is recognized.

Sale of goods (Manufacturing)
The Group enters into a contract with customer through approved purchased orders and trading term agreements which constitute valid contracts as specific details such as the quantity, price, contract terms and their respective obligations are clearly identified in the contracts.

Revenue from sale of goods is recognized at a point in time generally, on the time of delivery of the goods to the customer except for institutional division sales of flour and buns, which are recognized at the time the goods are dispatched from the warehouses.

Revenue recognized comprises of the invoice price of goods delivered after the deduction of estimated variable considerations and considerations paid/payable to customers. Variable considerations such as discounts, rebates, returns, sales incentives, and other adjustments are provided for in the period the related sales are recorded. Accumulated experience is used to estimate the provision for discounts, using the most likely amount method; revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Sale of services (Service)
Revenue, net of any incentives, is generally recognized over the time the services since as the entity performs, the customer simultaneously receives and consumes the benefits provided by the performance. The Company has determined that the output method used faithfully depicts the performance of the services.

Revenue not in scope under PFRS 15

Rent
Rent income is recognized on a straight-line basis over the terms of the lease.

Interest and financing income
Interest income is recognized as the interest accrues using the EIR method.

Dividend income
Dividend income on investments in shares of stock is recognized when the Group's right to receive the payment is established, which is the date when the dividend declaration is approved by the investee's BOD and/or the stockholders.

Cost of Goods Sold
Cost of goods sold is recognized when the related goods are sold.



Selling and Marketing and General and Administrative Expenses
Selling and marketing expenses are costs incurred to sell or distribute the goods. It includes export and documentation processing and delivery, among others. General and administrative expenses constitute costs of administering the business. These are expensed as incurred.

Short-term Employee Benefits
Short-term employee benefits include salaries and wages, vacation leave and sick leave benefits and other benefits that are expected to be settled wholly before 12 months after the end of the reporting period in which the employees render the related services. These are recognized in the consolidated statements of income in the appropriate expense categories.

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

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

Defined benefits costs comprise the following:
- Service cost
- Net interest on the net defined benefit liability or asset
- Re-measurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

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

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

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

Leases

The Group as a lessee

Lease liabilities

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

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the leases of low-value assets recognition exemption to its leases of other equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

The Group as lessee

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating leases are recognized as an expense in the consolidated statement of income on a straight-line basis over the lease term.

The Group as lessor

Leases where the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. A lessor shall recognize lease payments from operating leases as income on a straight-line basis over the lease terms and is included in revenue in the statement of income due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Foreign Currency Transactions and Translations

Transactions denominated in foreign currencies are recorded using the foreign exchange rate at the date of the transaction. Outstanding monetary assets and monetary liabilities denominated in foreign currencies are translated using the closing foreign exchange rate at the reporting date. All differences are taken to the consolidated statement of income. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Taxes

Current income tax

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

Deferred income tax

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

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

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

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

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

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

Value-added Tax (VAT)

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

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

Segment Reporting

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



Foreign Currency-Denominated Transactions and Translations
Transactions denominated in foreign currencies are recorded using the functional currency exchange rate at the date of the transaction. Outstanding monetary assets and liabilities denominated in foreign currencies are translated using the closing exchange rate at the reporting date. All differences are taken to the consolidated statement of income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Provision and Contingencies
Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. The expense relating to any provision is presented in the consolidated statement of income, net of reimbursement. If the effect of the time value of money is material, provisions are discounted using the current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

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

Events After the Reporting Date
Events after the reporting date that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Events after the reporting date that are not adjusting events are disclosed in the notes to consolidated financial statement when material.

3. Management's Use of Significant Accounting Estimates and Assumptions

The preparation of the consolidated financial statements in compliance with PFRS requires the Group to exercise judgment, make accounting estimates and use assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The judgments, estimates and assumptions are based on management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from the estimates and assumptions used. The effect of any change in estimates or assumptions is reflected in the consolidated financial statements when they become reasonably determinable.

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

Determination of useful life of trademark
The assessment of indefinite useful life is reviewed annually to determine whether the indefinite useful life continues to be appropriate. When there are events that indicate that the indefinite useful life assessment is no longer appropriate, the useful life assessment will be changed from indefinite to finite.

Based on analysis of relevant factors indicated below, management has assessed that there is no foreseeable limit to the period over which the trademark is expected to generate cash inflows for the Group:

- Management does not expect to encounter significant difficulties in renewing the registration of the trademark.
- Management has assessed that the cost of renewing the trademark as insignificant when compared with the economic benefits expected to flow to the Group from the continued use of the trademark.
- Management is committed to continue to invest for the long term to extend the period over which the trademark is expected to continue to provide economic benefits.

Consequently, management assessed that the trademark has an indefinite useful life as of December 31, 2021 and 2020.

Definition of Default and Credit-impaired Financial Assets
The Group defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when contractual payments are already past due for a certain number of days, which depends on the normal customer arrangements and business terms and varies across relevant business segment/sub-segment of the Group, ranging from 90 days to 360 days. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full. The criteria above have been applied to all financial assets measured at amortized cost held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to calculate the Group's expected loss. An instrument is considered to be no longer in default (i.e. to have cured) when it no longer meets any of the default criteria.

Simplified approach for trade receivables
The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer accounts that have similar loss patterns (i.e., by segment and customer type). The provision matrix is initially based on the Group's historical observed default rates. The Group calibrates the matrices to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Use of Macro-economic Forecasts and Incorporation of Forward-looking Information
Macro-economic forecasts are determined by evaluating a range of possible outcomes and using reasonable and supportable information that is available without undue cost and effort at the reporting date about past events, current conditions and forecasts of future economic conditions. The Group takes into consideration using different macro-economic variables to ensure linear relationship between internal rates and outside factors. Regression analysis was used to objectively determine which variables to use.

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

Macro-economic indicators that are considered relevant to the Group include, but not limited to consumer price index and gross domestic product.



Grouping of instruments for losses measured on collective basis.
For expected credit loss provisions modelled on a collective basis, a grouping of exposures is performed on the basis of shared risk characteristics, such that risk exposures within a group are homogeneous. The Group considers in its collective assessment based on its business segments and type of customers. The appropriateness of groupings is monitored and reviewed on a periodic basis by Group. As of December 31, 2021 and 2020, the total gross carrying amount of trade receivables for which lifetime ECLs have been measured on a collective basis amounted to ₱1,795.23 million and ₱1,875.92 million, respectively (see Note 6).

Revenue recognition on sale of goods
The Group's main revenue source is its sale of goods. Revenue recognition under PFRS 15 involves the Group's application of significant judgment and estimation in the: (a) identification of the contract for sale of goods that would meet the requirements of PFRS 15; (b) assessment of performance obligation and the probability that the entity will collect the consideration from the customer; (c) determining method to estimate variable consideration and assessing the constraint; and (d) recognition of revenue as the Group satisfies the performance obligation.

a) *Existence of a contract*
The Group's primary document for a contract with a customer are approved purchased order and trading terms agreement with terms clearly identified including the product specification and payment terms and, for some customer groups, with a signed marketing and distributorship agreement. Each party's rights regarding the goods to be transferred is clearly identified including the product specification, quantity and payment terms. In addition, part of the assessment process of the Group before revenue recognition is to assess the probability that the Group will collect the consideration to which it will be entitled in exchange for the goods sold that will be transferred to the customer.

b) *Identifying performance obligation*
The Group identifies performance obligations by considering whether the promised goods or services in the contract are distinct goods or services. A good or service is distinct when the customer can benefit from the good or service on its own or together with other resources that are readily available to the customer and the Group's promise to transfer the good or service to the customer is separately identifiable from the other promises in the contract. The Group undertakes to sell the products specified including its quantity indicated in an approved purchased order. This is considered as one performance obligation.

c) *Recognition of revenue as the Group satisfies the performance obligation.*
The Group recognizes its revenue for all revenue streams at a point in time, where the goods are sold and delivered, except for flour sales which are recognized at the time the goods are dispatched from the warehouse.

Estimates and Assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of trademark and goodwill
The Group reviews for impairment the carrying value of trademark and goodwill annually every reporting period. For purposes of impairment testing of trademark and goodwill, the most appropriate valuation approach used is based on the circumstances relevant to the Group and based on the extent of available information. The Group determined that the recoverable amount of the trademark with infinite useful life is value-in-use (VIU). The recoverable amount of the trademark was calculated using



cashflow projections from financial budgets, discount rate, revenue growth rates, budgeted brand support and royalty savings rate arising from the ownership of the trademark. The key assumptions used to determine the fair value are further discussed in Note 13.

Impairment is determined for goodwill by assessing the recoverable amount of the CGU or group of CGUs to which the goodwill relates. The Group determined that the recoverable amount of the goodwill is VIU. VIU calculation is based on a discounted cash flow model. The recoverable amount is sensitive to the discount rate used and the expected future cash in-flows and the growth rates. Assessments require the use of estimates and assumptions such as discount rates, revenue growth rates, maintenance capital expenditures and projected operating expenses. If the recoverable amount of the unit exceeds the carrying amount of the CGU, the CGU and the goodwill allocated to that CGU shall be regarded as not impaired. Where the recoverable amount of the CGU or group of CGUs is less than the carrying amount of the CGU or group of CGUs to which goodwill has been allocated, an impairment loss is recognized. The key assumptions used to determine the recoverable amount are further discussed in Note 13.

No impairment losses were recognized for trademark and goodwill in 2021, 2020 and 2019 (see Note 13).

Impairment of property, plant and equipment
The Group assesses impairment on the assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- Significant underperformance relative to expected historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- Significant negative industry or economic trends.

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs. For impairment loss on specific assets, the estimated recoverable amount represents the net fair value less costs to sell.

In 2021 and 2020, impairment loss in its property, plant and equipment amounting to ₱2.11 million and ₱0.51 million, respectively (see Note12). No impairment loss was recognized 2019.

Valuation of land under revaluation basis
The Group's parcels of land are carried at revalued amounts, which approximate their fair values at the date of the revaluation, less any subsequent accumulated impairment losses. The revaluation is performed by professionally qualified appraisers and uses the Sales Comparison Approach (see Note 12). Revaluations are made every three to five years to ensure that the carrying amounts do not differ materially from those which would be determined using fair values at the reporting date.

As of December 31, 2021 and 2020, the carrying values of parcels of land carried at revalued amounts amounted to ₱3,552.34 million (see Note 12).

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

The Group's lease liabilities amounted to ₱351.88 million and ₱417.96 million as of December 31, 2021 and 2020, respectively (see Note 29).

Estimation of expected credit losses.
ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, or an approximation thereof. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Refer to Note 6 for the ECL recognized on the Group's receivables.

Estimation of useful lives of property, plant and equipment (excluding ROU assets)
The Group estimates the useful lives of depreciable property, plant and equipment based on a collective assessment of similar businesses, internal technical evaluation and experience with similar assets. Estimated useful lives are based on the periods over which the assets are expected to be available for use. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical and commercial obsolescence and legal or other limits on the use of the assets. It is possible, however, that future results of operations could be materially affected by changes in the amounts and timing of recorded expenses brought about by changes in the factors mentioned above. A reduction in the estimated useful life of any item of property, plant and equipment would increase the recorded operating expenses and decrease the carrying value of the assets and vice versa.

There had been no changes in the estimated useful lives of property, plant and equipment in 2021 and 2020. The carrying values of property, plant and equipment are disclosed in Note 12 to the consolidated financial statements.

Recognition of deferred income tax assets
The Group reviews the carrying amounts of deferred income tax assets at each reporting date and adjusts the balance of deferred income tax assets to the extent that it is probable that the Group will be able to utilize the tax benefits arising from these deferred income tax assets and that sufficient future taxable profits are available for the utilization of the deferred income tax assets recognized.

Deferred income tax assets recognized amounted to ₱468.48 million and ₱501.15 million as of December 31, 2021 and 2020, respectively (see Note 23).

Estimation of retirement benefit obligation
The determination of the Group's retirement benefit obligation depends on the selection by management of certain assumptions used by the actuary in calculating such amounts. Those assumptions are described in Note 22 and include, among others the discount rate and rate of salary increase.

Net retirement obligation amounted to ₱48.63 million and ₱138.88 million as of December 31, 2021 and 2020, respectively (see Note 22).

4. Segment Information and Revenue from Contracts with Customers

The Group's management reports its operating business segments into the following: (a) consumer business, (b) institutional business, and (c) other operations. The consumer business segment manufactures ice cream products, milk and juices, and sells the latter together with pasta and rice-based mixes. The institutional business segment primarily manufactures flour and bread products, pasta and rice-based mixes but only sells flour and bread products. Other segments consist of lighterage, office space leasing and other services shown in aggregate as "Other operations". These are the operating segments reported to the chief operating decision maker.

The operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. All operating business segments used by the Group meet the definition of reportable segment under PFRS 8, *Segment Reporting*.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, inventories and property, plant and equipment, net of allowances and provisions. Segment liabilities include all operating liabilities and consist principally of trade, wages and taxes currently payable and accrued liabilities.

Intersegment transactions, i.e., segment revenues and segment expenses, include transfers between business segments. Those transfers are eliminated in consolidation and reflected in the "eliminations" column.

The Group does not have a single external customer from which revenue generated amounted to 10% or more of the total revenue of the Group.

Information with regard to the Group's significant business segments follows:

	2021						
	Consumer Business	Institutional Business	Other Operations	Unallocated Corporate Balances	Total	Eliminations (Note 17)	Consolidated
Net Sales							
External sales	₱12,701,541	₱4,134,601	₱12,171	₱31,413	₱16,879,726	₱–	₱16,879,726
Intersegment sales	–	–	12,835	10,272	23,107	(23,107)	-
	₱12,701,541	₱4,134,601	₱25,006	₱41,685	₱16,902,833	(₱23,107)	₱16,879,726
Results							
Interest and other financial charges - net	(₱50,527)	₱86	₱15	₱28,622	(₱21,804)	₱7,162	(₱14,642)
Equity in net earnings of an associate	₱–	₱–	₱5,109	₱–	₱5,109	₱7,152	₱12,261
Income before income tax	₱1,419,569	₱445,166	₱5,890	₱979,418	₱2,850,043	(₱1,085,864)	₱1,764,179
Provision for income tax	(333,853)	–	(400)	(124,697)	(458,950)	3,978	(454,972)
Net income	₱1,085,716	₱445,166	₱5,490	₱854,721	₱2,391,093	(₱1,081,886)	₱1,309,207
Other information							
Segment assets	₱39,608,186	₱43,896,746	₱146,826	₱24,650,869	₱108,302,627	(₱92,138,543)	₱16,164,084
Investments	–	–	61,665	3,991,029	4,052,694	(356,426)	3,696,268
Consolidated Total Assets	₱39,608,186	₱43,896,746	₱208,491	₱28,641,898	₱112,355,321	(₱92,494,969)	₱19,860,352
Consolidated Total Liabilities	₱39,283,320	₱33,116,824	₱344,312	₱26,423,759	₱99,168,215	(₱92,591,133)	₱6,577,082
Capital expenditures	₱300,989	₱38,613	₱–	₱1,884	₱341,486	₱–	₱341,486
Depreciation and amortization	387,941	172,559	8,158	13,365	582,023	–	582,023

	2020						
	Consumer Business	Institutional Business	Other Operations	Unallocated Corporate Balances	Total	Eliminations (Note 17)	Consolidated
Net Sales							
External sales	₱11,714,928	₱3,951,647	₱4,888	₱29,443	₱15,700,906	₱–	₱15,700,906
Intersegment sales	–	–	25,718	9,400	35,118	(35,118)	–
	₱11,714,928	₱3,951,647	₱30,606	₱38,843	₱15,736,024	(₱35,118)	₱15,700,906
Results							
Interest and other financial charges - net	(₱68,618)	₱10	₱2,570	₱37,120	(₱28,918)	₱8,827	(₱20,091)
Equity in net earnings of an associate	₱–	₱–	₱5,093	₱–	₱5,093	₱7,130	₱12,223
Income before income tax	₱1,461,376	₱421,896	₱9,907	₱191,043	₱2,084,222	(₱271,749)	₱1,812,473
Provision for income tax	(325,326)	–	(1,463)	(201,141)	(527,930)	3,107	(524,823)
Net income	₱1,136,050	₱421,896	₱8,444	(₱10,098)	₱1,556,292	(₱268,642)	₱1,287,650
Other information							
Segment assets	₱31,043,547	₱33,781,485	₱184,787	₱15,799,725	₱80,809,544	(₱63,667,948)	₱17,141,596
Investments	–	–	61,649	2,146,399	2,208,048	(353,410)	1,854,638
Consolidated Total Assets	₱31,043,547	₱33,781,485	₱246,436	₱17,946,124	₱83,017,592	(₱64,021,358)	₱18,996,234
Consolidated Total Liabilities	₱30,776,848	₱23,446,728	₱383,059	₱15,973,932	₱70,580,567	(₱64,154,237)	₱6,426,330
Capital expenditures	₱359,355	₱153,806	₱–	₱6,689	₱519,850	₱–	₱519,850
Depreciation and amortization	357,529	175,849	7,073	16,047	556,498	–	556,498

	2019						
	Consumer Business	**Institutional Business**	**Other Operations**	**Unallocated Corporate Balances**	**Total**	**Eliminations** (Note 17)	**Consolidated**
Net Sales							
External sales	₱11,197,075	₱4,089,187	₱11,851	₱32,350	₱15,330,463	₱–	₱15,330,463
Intersegment sales	–	–	50,160	11,847	62,007	(62,007)	–
	₱11,197,075	₱4,089,187	₱62,011	₱44,197	₱15,392,470	(62,007)	₱15,330,463
Results							
Interest and other financial charges - net	(₱74,915)	(₱7)	₱3,271	₱84,951	₱13,300	₱9,405	₱22,705
Equity in net earnings of an associate	₱–	₱–	₱5,074	₱–	₱5,074	₱7,104	₱12,178
Income before income tax	₱1,303,572	₱592,867	(₱8,041)	₱761,838	₱2,650,236	(₱923,850)	₱1,726,386
Provision for income tax	(365,044)	–	(2,555)	(128,463)	(496,062)	(636)	(496,698)
Net income	₱938,528	₱592,867	(₱10,596)	₱633,375	₱2,154,174	(₱924,486)	₱1,229,688
Other information							
Segment assets	₱22,033,857	₱25,056,192	₱151,352	₱10,525,188	₱57,766,589	(₱39,316,635)	₱18,449,954
Investments	–	–	61,630	527,369	588,999	(350,443)	238,556
Consolidated Total Assets	₱22,033,857	₱25,056,192	₱212,982	₱11,052,557	₱58,355,588	(₱39,667,078)	₱18,688,510
Consolidated Total Liabilities	₱22,704,198	₱15,323,652	₱353,126	₱8,030,254	₱46,411,230	(₱39,832,852)	₱6,578,378
Capital expenditures	₱532,012	₱152,449	₱1,786	₱28,819	₱715,066	₱–	₱715,066
Depreciation and amortization	332,657	163,715	8,466	15,424	520,262	–	520,262

Revenue from Contracts with Customers

The Group's revenues are from its sale of goods and rendering of services. The Group's revenues from its sale of goods are all recognized at a point in time while revenues from rendering of services are recognized over time following the output method (see Note 2).

The following table disaggregates the Group's revenues on sale of goods by segment for the years ended December 31, 2021, 2020 and 2019:

	2021	2020	2019
Institutional business	**₱4,134,601**	₱3,951,647	₱4,089,187
Consumer business	**12,701,541**	11,714,928	11,197,075
Total revenue from contracts with customers	**₱16,836,142**	₱15,666,575	₱15,286,262

Total revenue recognized from services rendered in 2021, 2020 and 2019 amounted to ₱43.58 million, ₱34.33 million and ₱44.20 million, respectively.

5. Cash and Cash Equivalents and Short-term Cash Investments

Cash and cash equivalents

	2021	2020
Cash on hand and in banks	**₱1,915,775**	₱1,606,958
Cash equivalents	**140,009**	158,101
	₱2,055,784	₱1,765,059

Cash in banks earns interest at the respective bank deposit rates. Cash equivalents are short-term investments made for varying periods of up to three months depending on the immediate cash requirements of the Group and earn interest at the respective short-term investment rates. Interest income earned from cash in banks and cash equivalents amounted to ₱1.28 million, ₱2.50 million and ₱2.76 million in 2021, 2020 and 2019, respectively (see Note 20).

Short-term cash investments
Short-term cash investments amounting to nil and ₱648.99 million as of December 31, 2021 and 2020, respectively, have maturities of more than three months to one year from dates of acquisition. Interest income earned on short-term cash investments amounted to ₱0.82 million, ₱14.68 million and ₱42.17 million in 2021, 2020 and 2019, respectively (see Note 20).

6. Receivables

	2021	2020
Trade receivables:		
Third parties	**₱1,795,234**	₱1,875,922
Related parties (Note 21)	**22,449**	23,743
Advances to related parties (Note 21)	**148,347**	158,022
Advances to officers and employees	**21,953**	22,454
Nontrade receivables	**135,075**	47,860
Other receivables	**62,658**	43,317
	2,185,716	2,171,318
Less: Allowance for ECL	**412,284**	331,399
	₱1,773,432	₱1,839,919

Trade receivables are noninterest-bearing and are generally on a 30 to 60 days term. Nontrade receivables include amounts owed by third parties for transfer of raw materials and are generally on 30 to 120 days term.

The movement in the allowance for doubtful accounts, which were determined using specific and collective impairment follows:

	2021					
	Trade receivables	**Nontrade receivables**	**Advances to officers and employees**	**Advances to Related Parties**	**Other receivables**	**Total**
At January 1,	**₱240,960**	**₱4,307**	**₱4,856**	**₱48,620**	**₱32,656**	**₱331,399**
ECL Provisions (Notes 18 and 19)	**80,885**	–	–	–	–	**80,885**
At December 31	**₱321,845**	**₱4,307**	**₱4,856**	**₱48,620**	**₱32,656**	**₱412,284**

	2020					
	Trade receivables	Nontrade receivables	Advances to officers and employees	Advances to Related Parties	Other receivables	Total
At January 1,	₱159,794	₱4,307	₱4,856	₱48,620	₱32,656	₱250,233
ECL Provisions (Notes 18 and 19)	81,166	–	–	–	–	81,166
At December 31	₱240,960	₱4,307	₱4,856	₱48,620	₱32,656	₱331,399

7. Inventories

	2021	2020
At NRV:		
Raw materials	**₱88,225**	₱152,841
Finished goods	**731,332**	691,173
Spare parts and supplies	**187,507**	143,239
	1,007,064	987,253
At cost:		
Raw materials	**858,565**	932,904
Raw materials in transit	**47,913**	209,249
Goods in process	**977**	842
	907,455	1,142,995
	₱1,914,519	₱2,130,248

Total cost of inventories stated at NRV are as follows:

	2021	2020
Finished goods	**₱787,241**	₱751,381
Raw materials	**99,307**	152,957
Spare parts and supplies	**191,678**	147,409
	₱1,078,226	₱1,051,747

The cost of inventories recognized as cost of goods sold amounted to ₱8,729.90 million, ₱7,819.83 million and ₱7,425.41 million and for the years ended December 31, 2021, 2020 and 2019 respectively (see Note 17).

Movements in the allowance for losses and inventory obsolescence are as follows:

	2021	2020
Balance at beginning of year	**₱64,494**	₱38,254
Provisions (Note 17)	**42,140**	59,906
Write-off	**(35,472)**	(33,666)
Balance at end of year	**₱71,162**	₱64,494

8. Other Current and Noncurrent Assets

Other current assets consist of:

	2021	2020
Deposits on purchases	**₱33,963**	₱50,606
Prepaid expenses	**20,532**	95,568
Creditable withholding taxes	**15,950**	3,784
Input VAT	**4,261**	1,927
Others	**60,253**	27,965
	₱134,959	₱179,850

Others include advances given to key customers to ensure full alignment and execution of the strategic joint business plan of URIC and the customers.

Other noncurrent assets consist of:

	2021	2020
Deferred input VAT	**₱12,174**	₱14,413
Deposits and prepaid expenses	**56,298**	52,977
	₱68,472	₱67,390

9. Financial Assets at FVOCI

Financial assets at FVOCI
The Group's financial assets at FVOCI consists of various government and corporate debt securities amounting to ₱3,548.73 and ₱1,704.10 million as of December 31, 2021 and 2020, respectively. These securities have maturity terms ranging from less than a year to 4 years.

As of December 31, 2021 and 2020, the Company sold a portion of its investment securities at FVOCI with a carrying value amounting to ₱253.59 million and ₱752.66 million, respectively, which resulted to the recognition of loss and gain on sale amounting to ₱0.05 million and ₱0.40 million, respectively, included in 'Other income" account. Additionally, the Group received ₱10.5 million and ₱6.29 million in interest coupon payments from various government and corporate bond instruments as of December 31, 2021 and 2020, respectively.

Rollforward analysis of debt securities at FVOCI with recycling as of December 31, 2021 and 2020 follows :

	2021	2020
At amortized cost:		
At beginning of year	**₱1,699,791**	₱–
Additions	**8,058,356**	3,644,108
Amortizations	**10,129**	12,345
Maturities	**(5,950,084)**	(1,204,000)
Disposals	**(253,587)**	(752,662)
At end of year	**3,564,605**	1,699,791

(Forward)

	2021	2020
Change in fair value of financial assets		
At beginning of year	**₱4,306**	₱–
Unrealized gain (loss) recognized in OCI	**(20,184)**	4,306
At end of year	**(15,878)**	4,306
Balance at the end of the year	**₱3,548,727**	₱1,704,097
Less: Current portion	**2,376,264**	1,389,275
Noncurrent portion	**₱1,172,463**	₱314,822

The movements in net unrealized gain recognized in other comprehensive income follow:

a) For the year ended December 31, 2021 and 2020, the nominal interest rates of government securities range from 2.63% to 4.38 and 0.2% to 4.05%, respectively, while effective interest rates range from 0.73% to 3.16% and 0.8% to 4.05%, respectively.
b) For the year ended December 31, 2021 and 2020, the nominal interest rate and effective interest rate of private debt security is nil and 4.05%, respectively.

The net unrealized loss and gain on financial assets at FVOCI amounted to ₱14.92 million and ₱3.01 million for the Group, net of deferred income tax effect amounting to ₱5.26 million and ₱1.29 million in 2021 and 2020, respectively.

10. Investments in Joint Venture and an Associate

	2021	2020
Cost	**₱141,313**	₱141,313
Accumulated equity in net earnings		
Beginning of year	**9,228**	12,176
Equity in net earnings for the year	**12,261**	12,223
Dividends received	**(15,261)**	(15,171)
End of year	**6,228**	9,228
Carrying value	**₱147,541**	₱150,541

Summarized financial information of Selecta Walls Land Corporation (SWLC), an associate, as of and for the years ended December 31 follow:

	2021	2020
Current assets (includes cash amounting to ₱27.72 million and ₱26.86 million as of December 31, 2021 and 2020, respectively)	**₱28,300**	₱27,441
Noncurrent assets	**225,613**	225,955
Current liabilities (includes income tax payable amounting to ₱0.60 million and ₱1.20 million as of December 31, 2021 and 2020, respectively)	**1,803**	1,348
Revenue	**₱26,930**	₱26,930
Interest income	**46**	70
Expenses	**(3,029)**	(1,951)
Provision for income tax	**(3,513)**	(4,677)
Net income	**₱20,434**	₱20,372

The carrying amount of the investment is computed as follows:

	2021	2020
Equity	**₱236,047**	₱241,047
Beneficial interest (Note 11)	**60%**	60%
Share of the Group	**141,628**	144,628
Premium paid	**2,788**	2,788
Carrying amount of the investment	**₱144,416**	₱147,416

Dividends received from SWLC amounted to ₱15.26 million, ₱15.17 million and ₱12.16 million in 2021, 2020 and 2019, respectively. Equity in net earnings of an associate, presented as part of "Other income - net" in the consolidated statements of income, amounted to ₱12.26 million, ₱12.22 million and ₱12.18 million in 2021, 2020 and 2019, respectively.

SWLC's primary purpose is to acquire, own, use, develop and hold for investment all kinds of real estate and its s registered office address and principal place of business is Manggahan Light Industrial Compound, Bo. Manggahan, Pasig City.

Engrain-RFM Pacific, Inc.
In 2013, the Parent Company entered into a joint arrangement with Engrain LLC to form a new corporation named Engrain-RFM Pacific, Inc., the primary purpose of which is to sell, market, distribute at wholesale enzyme-enhanced flour-based products for the Philippines and Asia Pacific market. The Parent Company has a 50% equity interest in the said arrangement. The Parent Company has accounted for its investment in Engrain-RFM Pacific, Inc. as a joint venture under PFRS 11.

Engrain-RFM Pacific, Inc. has not yet started commercial operations. Cost of investment in Engrain-RFM Pacific, Inc. amounted to ₱3.13 million as of December 31, 2021 and 2020.

Engrain-RFM Pacific, Inc.'s principal place of business is the same as with the Parent Company.

11. Interest in Joint Venture Proportionately Consolidated

URICI, a 50% joint venture of the Parent Company and Unilever Philippines, Inc. (UPI), is engaged in manufacturing, distributing, marketing, selling, importing, exporting and dealing in ice cream, ice cream desserts and ice cream novelties and similar food products. Based on the buy-out formula as stipulated in the shareholders' agreement between the Parent Company and Unilever Philippines, Inc., the estimated value of the Parent Company's 50% ownership interest in URICI amounted to ₱7,750.33 million and ₱7,973.10 million as of December 31, 2021 and 2020, respectively.

On October 1, 2012, the Parent Company requested from the SEC for an exemptive relief from the adoption of PFRS 11 on its investment in URICI. On November 22, 2012, upon consideration of the Parent Company's justifications, the SEC approved that the Parent Company be relieved from the adoption of PFRS 11 on its investment in URICI on the following grounds:

- Material impact

  The transition from the proportionate consolidation method to equity method in accounting for the Parent Company's interest in URICI would materially affect the Parent Company's consolidated financial statement line items decreasing revenue, gross profit, net operating income, gross assets and gross liabilities.

- Peculiarities of the arrangement

  a. The trademark agreement indicates that URICI can use "Selecta" licensed trademarks, trade names, logos, designs, symbols, words or devices other than the marks only upon approval of the Parent Company. This is an indication that the Parent Company has an indirect control on the activities being performed under the joint arrangement.

     The use of the trademark license by URICI is under the control of the Parent Company. Accordingly, the main products produced by URICI must conform to the quality standards of the Parent Company.

  b. URICI does not own any real property and instead, has a lease agreement with SWLC, the lessor. SWLC is 35% and 25% owned by the Parent Company and WS Holdings, Inc. (WSHI), respectively, and 40% owned by Unilever, a foreign corporation. WSHI is 60% owned by the Parent Company.

Presented below is the impact (in thousands) on the consolidated financial statements if PFRS 11 is applied on the Parent Company's investment in URICI:

Increase (Decrease) in	**2021**	2020
Consolidated Statements of Financial Position		
Cash and cash equivalents	**(₱428,250)**	(₱358,601)
Receivables	**(519,198)**	(444,078)
Inventories	**(332,286)**	(341,207)
Other current assets	**(55,767)**	(120,303)
Total Current Assets	**(1,335,501)**	(1,264,189)
Property, plant and equipment - net	**(1,523,311)**	(1,513,872)
Right of use assets - net*	**(417,303)**	(500,578)
Investment in associate and joint venture	**894,667**	1,000,549
Intangible assets	**(190,563)**	(190,563)
Deferred tax assets - net	**(137,763)**	(171,884)
Other noncurrent assets	**(67,456)**	(60,754)
Total Noncurrent Assets	**(1,441,729)**	(1,437,102)
Total Assets	**(₱2,777,230)**	(₱2,701,291)

**Shown as part of Property, plant and equipment in the face of consolidated financial statements.*

Decrease in	**2021**	2020
Bank loans	**(₱600,000)**	(₱595,000)
Accounts payable and other current liabilities	**(1,578,296)**	(1,397,198)
Lease liabilities	**(77,600)**	(94,759)
Income tax payable	**(72,405)**	(69,435)
Total Current Liabilities	**(2,328,301)**	(2,156,392)
Lease liabilities - net of current portion	**(417,698)**	(478,191)
Net retirement obligation	**(31,231)**	(66,708)
Total Noncurrent Liabilities	**(448,929)**	(544,899)
Total Liabilities	**(₱2,777,230)**	(₱2,701,291)

Decrease in	**2021**	2020	2019
Consolidated Statements of Income			
Revenue	**(₱5,495,931)**	(₱4,959,748)	(₱5,854,293)
Cost of goods sold	**(2,739,117)**	(2,516,888)	(2,851,591)
Gross profit	**(2,756,814)**	(2,442,860)	(3,002,702)
Operating expenses	**(1,439,542)**	(1,308,472)	(1,735,901)
Income from operations	**(1,317,272)**	(1,134,388)	(1,266,801)
Other income - net	**(22,858)**	(51,044)	(60,960)
Provision for income tax	**(333,854)**	(325,326)	(365,679)
Net income	**(960,560)**	(758,018)	(840,162)
Share in the net income of the JV	**960,560**	758,018	840,162
	₱–	₱–	₱–

Summarized financial information of URICI (in thousands) as of and for the years ended December 31 follow:

Statements of Financial Position	**2021**	2020
Current assets (includes cash amounting to ₱856.50 million and ₱717.21 million as of December 31, 2021 and 2020, respectively)	**₱2,671,001**	₱2,528,378
Noncurrent assets	**4,291,665**	4,494,177
Current liabilities (includes income tax payable amounting to ₱144.81 million and ₱138.87 million as of December 31, 2021 and 2020, respectively)	**4,656,600**	4,312,784
Noncurrent liabilities - net retirement obligation	**62,462**	133,417
Lease liabilities- net of current portion	**835,397**	956,382

Statements of Comprehensive Income	**2021**	2020	2019
Revenue	**₱10,991,862**	₱9,919,496	₱11,708,587
Depreciation and amortization expense	**593,201**	563,720	300,217
Interest income	**1,476**	1,311	3,361
Interest expense	**97,665**	129,321	141,253
Provision for income tax	**667,708**	650,653	730,087
Net income	**1,921,120**	1,516,035	1,680,324
Other comprehensive income (loss) - remeasurement loss on net retirement obligation	**27,189**	(18,080)	(19,358)
Total comprehensive income	**₱1,948,309**	₱1,497,955	₱1,660,966

The above financials are adjusted in the consolidated financial statements in relation to the Group's adoption of PFRS 16 under the modified retrospective approach.

In 2021, 2020 and 2019, dividends received by the Parent Company from URICI amounted to ₱1,078.23 million, ₱267.85 million and ₱934.69 million, respectively.

12. Property, Plant and Equipment

As of December 31, 2021:

	At Cost									
	Land at Appraised Value	Land Improvements	Silos Buildings and Improvements	Machinery and Equipment	Transportation and Delivery Equipment	Office Furniture and Fixtures	Construction in Progress	ROU Assets Land and Building	ROU Assets Equipment	Total
At Cost										
At January 1	**₱3,552,339**	**₱17,324**	**₱1,584,812**	**₱6,808,633**	**₱125,907**	**₱189,264**	**₱191,762**	**₱448,512**	**₱44,594**	**₱9,410,808**
Additions	–	–	**12,514**	**133,166**	**6,786**	**17,253**	**163,952**	**7,815**	–	**341,486**
Write-off/disposal/others	–	–	**(1,850)**	**(145,037)**	**(1,613)**	**(320)**	**(3,776)**	**(9,672)**	**(367)**	**(162,635)**
Transfer/reclassifications	–	–	**1,991**	**75,547**	**4,551**	–	**(82,089)**	–	–	–
At December 31	**3,552,339**	**17,324**	**1,597,467**	**6,872,309**	**135,631**	**206,197**	**269,849**	**446,655**	**44,227**	**9,589,659**
Accumulated Depreciation										
At January 1	–	**15,135**	**825,763**	**3,655,287**	**110,518**	**153,434**	–	**136,162**	**20,977**	**4,917,276**
Depreciation and amortization (Note 20)	–	**520**	**77,879**	**395,068**	**6,633**	**17,498**	–	**74,725**	**9,700**	**582,023**
Write-off/disposal/others	–	–	**(1,651)**	**(129,591)**	**(1,034)**	–	–	**(9,672)**	–	**(141,948)**
Transfer/reclassifications	–	–	–	**(4,552)**	**4,552**	–	–	–	–	–
At December 31	–	**15,655**	**901,991**	**3,916,212**	**120,669**	**170,932**	–	**201,215**	**30,677**	**5,357,351**
Accumulated impairment loss:										
At January 1	–	–	–	**22,232**	–	–	–	–	–	**22,232**
Impairment loss	–	–	–	**2,111**	–	–	–	–	–	**2,111**
At December 31	–	–	–	**24,343**	–	–	–	–	–	**24,343**
Net Book Values at December 31	**3,552,339**	**1,669**	**695,476**	**2,931,754**	**14,962**	**35,265**	**269,849**	**245,440**	**13,550**	**4,207,965**

As of December 31, 2020:

	At Cost									
	Land at Appraised Value	Land Improvements	Silos Buildings and Improvements	Machinery and Equipment	Transportation and Delivery Equipment	Office Furniture and Fixtures	Construction in Progress	ROU Assets Land and Building	ROU Assets Equipment	Total
At Cost										
At January 1	₱3,117,628	₱17,324	₱1,493,668	₱6,232,178	₱123,502	₱153,424	₱406,670	₱448,512	₱44,594	₱8,919,872
Additions	–	–	56,293	288,800	3,651	35,840	135,266	–	–	519,850
Write-off/disposal/others	(6,093)	–	–	(26,950)	(1,964)	–	–	–	–	(28,914)
Transfer/reclassifications	–	–	34,851	314,605	718	–	(350,174)	–	–	–
Land appraisal	440,804	–	–	–	–	–	–	–	–	–
At December 31	3,552,339	17,324	1,584,812	6,808,633	125,907	189,264	191,762	448,512	44,594	9,410,808
Accumulated Depreciation										
At January 1	–	14,613	752,015	3,304,510	102,418	145,575	–	62,611	10,432	4,392,174
Depreciation and amortization (Note 20)	–	522	73,748	380,209	10,064	7,859	–	73,551	10,545	556,498
Write-off/disposal/others	–	–	–	(29,432)	(1,964)	–	–	–	–	(31,396)
At December 31	–	15,135	825,763	3,655,287	110,518	153,434	–	136,162	20,977	4,917,276
Accumulated impairment loss:										
At January 1	–	–	–	21,721	–	–	–	–	–	21,721
Impairment loss	–	–	–	511	–	–	–	–	–	511
December 31	–	–	–	22,232	–	–	–	–	–	22,232
Net Book Values at December 31	₱3,552,339	₱2,189	₱759,049	₱3,131,114	₱15,389	₱35,830	₱191,762	₱312,350	₱23,617	₱4,471,300

Construction in progress (CIP) as of December 31, 2021 includes the construction of additional warehouse for Milk and Juice Division while CIP as of December 31, 2020, includes the Mill 2 Blending upgrade for Flour Division.

Land
As of December 31, 2021 and 2020, the aggregate fair values of land amounted to ₱3,552.34 million. The fair values of land were determined on December 31, 2020 using the Sales Comparison Approach. This is a comparative approach to value that considers the sales of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison. Listings and offerings may be considered. Factors such as the property location, desirability, neighborhood, utility, size, terrain and the time element are involved in estimating the market value of the land. The valuation is performed by an SEC-accredited independent valuer who has valuation experience for similar properties in the Philippines since 1980. Gain from the revaluation of the land amounting to ₱440.80 million was recognized in 2020.

The cost of these parcels of land amounted to ₱558.94 million as of December 31, 2021 and 2020.

The fair value has been categorized as Level 3 fair value measurement based on the inputs to valuation technique used. The significant unobservable valuation input used is price per square meter ranging from ₱5,400 to ₱81,700. Significant increases (decreases) in estimated price per square meter in isolation would result in a significantly higher (lower) fair value on a linear basis.

13. Intangible Assets

Intangible assets pertain to the following as at December 31, 2021 and 2020:

	Trademark	Goodwill	Computer Software	Total
Cost	₱2,080,932	₱190,563	₱9,097	₱2,280,592
Accumulated Amortization				
At January 1 and December 31	–	–	9,097	9,097
Net Book Values	₱2,080,932	₱190,563	₱–	₱2,271,495

Trademark
In January 2014, the Parent Company acquired the Royal trademark from the Unilever Group for ₱2.1 billion (US$46.0 million). Management assessed that the Royal pasta trademark has an indefinite useful life (see Note 3). Consequently, the trademark is subject to impairment testing at least annually or when impairment indicators are identified. Management has determined that the recoverable amount of trademark is fair value less cost of disposal wherein fair value is determined using the relief from royalty method. This method considers royalty savings accruing to the Parent Company arising from the ownership of the trademark using cash flow projections based on the financial budgets approved by BOD covering 10-year explicit forecast period. Management assessed the costs of disposal, which mainly pertain to the cost of transferring the certificate of registration with the Intellectual Property Office and documentary stamp tax, to be insignificant.

Key assumptions used to determine the fair value as of and for the years ended December 31 follow:

Assumptions	**2021**	2020	Description
Discount rate	**9.21%**	10.58%	Pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the asset. Management used discount rate based on weighted average cost of capital (WACC).
Growth rates	**7% to 35%**	5% to 40%	Growth rates in revenues are based on the Parent Company's expectations of market developments and past historical performance. Growth rates used are highest on the immediately preceding years and flattens over the budget period. The growth rate used to project revenue in the long term is 7% in 2021 and 5% in 2020.
Royalty savings rate	**10%**	10%	Royalty savings rate is based on the prevailing comparable past trademark royalty rate obtained from survey by independent third party.
Budgeted brand support	**3%**	3%	Cash flow forecast for brand support is based on past experience and is approved by the Parent Company's BOD. Brand support is based on revenues.

As of December 31, 2021 and 2020, the recoverable amount of the trademark is higher than its carrying value. Management believes that an increase in discount rate by 9.9% and 7.6% as of December 31, 2021 and 2020 would cause the carrying value of the Royal pasta trademark to equal the recoverable amount.

Goodwill

Goodwill amounting to ₱190.56 million pertains to the Parent Company's investment in URICI (see Note 2). Goodwill is subject to impairment testing at least annually or when impairment indicators are identified. Management has determined that the recoverable amount of the goodwill is value-in-use, which is based on a discounted cash flow model. The cash flow projections are based on financial projections approved by BOD covering a 5-year explicit forecast period, including a terminal value.

Key assumptions used to determine value-in-use as of and for the years ended December 31 follow:

Assumptions	**2021**	2020	Description
Discount rate	**9.4%**	6.1%	Pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the asset. Management used discount rate based on weighted average cost of capital (WACC).
Growth rates	**8.0% to 8.2%**	5.4% to 10.6%	Growth rates in revenues are based on URICI's expectations of market developments and past historical performance.
Operating expenses and maintenance capital expenditures			Are based on approved financial budgets by the BOD

As of December 31, 2021 and 2020, the recoverable amount of goodwill is higher than its carrying value. Management believes that a decrease in growth rate by 21.3% and 20.9% as of December 31, 2021 and 2020 would cause the carrying value of the CGU including goodwill to equal the recoverable amount.

14. Accounts Payable and Other Current Liabilities

	2021	2020
Accrued expenses	**₱3,009,186**	₱2,846,691
Trade payables:		
Third parties	**1,382,830**	1,268,355
Related parties (Note 21)	**35,423**	37,759
Advances from related parties (Note 21)	**17,652**	84,981
Withholding taxes and other government payables	**76,050**	90,758
Customer's deposit	**92,920**	23,365
Other payables	**347,817**	179,605
	₱4,961,878	₱4,531,514

Trade payables are noninterest-bearing and are generally settled on 30-60 days' terms.

Other payables include other deferred credits, cash bonds from distributors as security to retain their credit line, equipment purchases and non-trade purchases in the ordinary course of business.

Details of accrued expenses follow:

	2021	2020
Advertisements and promotions	**₱1,219,514**	₱1,158,793
Profit bonus	**655,704**	490,750
Payroll	**198,431**	206,478
Freight and handling	**148,115**	154,102
Manpower services	**148,913**	134,401
Commission	**76,438**	59,822
Rentals	**29,944**	28,333
Accrued merchandising charges	**22,935**	12,482
Importation	**6,365**	45,907
Utilities	**4,735**	4,735
Royalties (Note 24)	**4,104**	4,242
Interest	**1,988**	2,475
Others	**492,000**	544,171
	₱3,009,186	₱2,846,691

Other accrued expenses mainly consist of accrued expenses for promos, losses on bad stocks and other payables.

15. Bank Loans

Bank loans represent the Group's proportionate share in the unsecured short-term loans of URICI from local banks and lending investors bearing effective annual interest rates within the range of 3% to 5.4% in 2021 and 3% to 5.4% in 2020. The Group's share in the outstanding principal balance of these bank loans amounted to ₱600 million and ₱595.0 million as of December 31, 2021 and 2020, respectively.

The movements in bank loans are as follows:

	2021	2020
At January 1	**₱595,000**	₱978,500
Availments	**9,810,000**	70,912,000
Payments	**(9,805,000)**	(71,295,500)
	₱600,000	₱595,000

Interest expense on bank loans amounted to ₱14.67 million, ₱25.41 million and ₱28.68 million in 2021, 2020 and 2019, respectively (see Note 20).

16. Equity

Capital stock

On October 14, 2013, the SEC approved the amendment of the Parent Company's articles of incorporation to remove the pre-emptive rights of the stockholders to all issuances or dispositions of any class of shares of the Parent Company, unless otherwise prescribed by the BOD.

As of December 31, 2021 and 2020, the Parent Company has 3,978,265,025 authorized common shares with ₱1 par value per share. Issued and outstanding common shares of 3,369,549,358 and 3,369,549,358 are held by 3,128 and 3,137 shareholders as of December 31, 2021 and 2020, respectively.

As of December 31, 2021 and 2020 capital stock consists of the following:

	Number of Shares			
	Authorized		**Issued and Outstanding**	
	2021	2020	**2021**	2020
Issued	**3,978,265,025**	3,978,265,025	**3,651,021,310**	3,651,021,310
Less: Treasury stock	**–**	–	**(281,471,952)**	(281,471,952)
Issued and Outstanding	**3,978,265,025**	3,978,265,025	**3,369,549,358**	3,369,549,358

Below is a summary of the capital stock movement of the Parent Company:

Year	Date of Transaction	Common Stock Transactions	
1993		185,800,356	
1994	August 3, 1994	93,304,663	(a)
1995	April 7, 1995	1,116,420,076	(b)
1997	February 25, 1997	5,950,650	(c)
1998		20,042,392	(c)
1999		1,804,979	(c)
2000	July 21, 2000	229,582,173	(d)
2000	December 14, 2000	45,252,983	(d)
2001	Various	21,950,505	(c)
2002	Various	195,891,163	(c)
2006	March 17, 2006	47,857,244	(d)
2008	June 28, 2007	1,963,857,184	(e)
2008	July 29, 2008	(767,310,502)	(f)
2014	March 24, 2014	340,000,000	(g)
2016	Various	(74,973,600)	(h)
2016	Various	70,810,600	(h)
2017	Various	(26,592,400)	(i)
2017	Various	27,864,600	(i)
2018	Various	(19,655,200)	(j)
2018	Various	4,200,000	(j)
2019	Various	(34,676,500)	(k)
2019	Various	5,181,000	(k)
2019	Various	4,120,492	(l)
2020	Various	(87,133,500)	(m)
		3,369,549,358	

(a) On July 28, 1994, the SEC approved the Parent Company's declaration of a 50% stock dividend.
(b) On April 7, 1995, the SEC approved a 5-for-1 stock split for the common stock, effectively reducing the par value from ₱10.00 to ₱2.00.
(c) This is the result of the conversion of Parent Company's preferred shares to common shares. Conversion of shares was made at various dates within the year.
(d) Information on the offer price is not available since the shares were not issued in relation to a public offering.
(e) On June 28, 2007, the SEC approved the 2-for-1 stock split for the common stock, effectively reducing the par value from ₱2.00 to ₱1.00.
(f) Cost of retired shares amounted to ₱991.76 million.
(g) On March 24, 2014, the Parent Company issued additional 340.00 million shares.
(h) Purchased 74.97 million treasury stock amounting to ₱313.68 million on various dates in 2016. Re-issued 70.81 million treasury stock amounting to ₱302.23 million on various dates in 2016 resulting in excess of issue price over the cost of treasury stock amounting to ₱8.71 million which is presented under "Additional paid-in capital" account in equity.
(i) Purchased 26.59 million treasury stock amounting to ₱121.80 million on various dates in 2017. Re-issued 27.86 million treasury stock amounting to ₱129.80 million on various dates in 2017 resulting in excess of issue price over the cost of treasury stock amounting to ₱2.14 million which is presented under "Additional paid-in capital" account in equity.
(j) Purchased 19.66 million treasury stock amounting to ₱92.76 million on various dates in 2018. Re-issued 4.20 million treasury stock amounting to ₱20.68 million on various dates in 2018 resulting in excess of cost of treasury stock over the issue price amounting to ₱0.22 million which is presented under "Additional paid-in capital" account in equity.
(k) Purchased 34.68 million treasury stock amounting to ₱167.24 million on various dates in 2019. Re-issued 5.18 million treasury shares amounting to ₱24.23 million on various dates in 2019 resulting in excess of cost of treasury shares over the issue price amounting to ₱1.16 million which is presented under "Additional paid-in capital" account in equity.

(l) This is the result of issuance of shares of the Parent Company, as a consideration for the merger, 4,120,492 shares were issued to the minority shareholders and 146,496,952 shares were considered as treasury shares.
(m) Purchased 87.13 million shares into treasury amounting to ₱382.86 million on various dates in 2020.

Retained earnings
The details of the Parent Company's declaration of cash dividends follow:

Date of BOD Approval	Amount (in millions)	Type	Amount per share	Record date	Payment Date
June 30, 2021	₱416.81	Cash	₱0.123700	July 14, 2021	August 9, 2021
January 25, 2021	355.77	Cash	0.103870	February 8, 2021	March 8, 2021
July 29, 2020	371.48	Cash	0.106000	August 13, 2020	September 10, 2020
February 5, 2020	371.48	Cash	0.106000	February 19, 2020	March 17, 2020
July 24, 2019	271.25	Cash	0.077400	August 7, 2019	September 4, 2019
January 30, 2019	282.11	Cash	0.080500	February 14, 2019	March 13, 2019

The Group's retained earnings as of December 31, 2021 is restricted for the payment of dividends to the extent of the cost of treasury stock, deferred income tax assets, accumulated equity in undistributed net earnings of an associate, partially consolidated joint venture (see Note 2) and consolidated subsidiaries amounting to ₱545.87 million. In accordance with Revised SRC Rule 68, Annex 68C, the retained earnings available for dividend declaration as of December 31, 2021 amounted to ₱5.53 billion.

Equity reserve
On July 31, 2018, the Board of Directors (BOD) of the Parent Company approved the upstream merger among the Parent Company (the Surviving Corporation) and Cabuyao Logistics and Industrial Center (CLIC), Interbake Commissary Corporation (ICC) and Invest Asia Corporation (IAC) (the Absorbed Corporations). On January 31, 2019, the SEC has approved the said merger.

As a result of merger, the Parent Company has acquired the net assets including previous share of noncontrolling interest and possessed all the right, privileges and immunities of the Absorbed Corporations. All properties and receivables due to the Absorbed Corporations shall be taken and deemed to be transferred to and vested in the Parent Company without further act or deed.

The Parent Company considered the legal merger as, in substance, the redemption of shares in the subsidiaries, in exchange for the underlying assets of such subsidiaries. As a result, the acquired assets and assumed liabilities of the Absorbed Corporations were recognized at the carrying amounts in the consolidated financial statements as of the date of the merger. This includes any goodwill, intangible assets, or purchase price allocation adjustments that were recognized when the subsidiaries were originally acquired, less the related amortization, depreciation or impairment losses, as applicable, as well as the revaluation increment on the property, plant and equipment, of the Absorbed Corporations.

The shares issued by the Parent Company is currently classified as treasury shares. The difference between the consideration paid by the Parent Company and the net assets acquired of the Absorbed Corporations was accounted for as "Equity Reserve" in the consolidated statements of changes in equity for the year ended December 31, 2019.

17. **Sales Revenue, Cost of Sales and Services**

Sales Revenue
The Group primarily derives its revenue from the sale of goods and rendering of services from its manufacturing and service operations.

Disaggregated revenue information
Set out below is the disaggregation of the Group's revenues from contracts with customers and revenues not covered under PFRS 15.

2021

	Consumer business	**Institutional business**	**Corporate**	**Others**	**Total**
Sale of goods	**₱12,701,541**	**₱4,134,601**	**₱–**	**₱–**	**₱16,836,142**
Sale of services	**–**	**–**	**31,413**	**12,171**	**43,584**
	₱12,701,541	**₱4,134,601**	**₱31,413**	**₱12,171**	**₱16,879,726**

2020

	Consumer business	Institutional business	Corporate	Others	Total
Sale of goods	₱11,714,928	₱3,951,647	₱–	₱–	₱15,666,575
Sale of services	–	–	29,443	4,888	34,331
	₱11,714,928	₱3,951,647	₱29,443	₱4,888	₱15,700,906

2019

	Consumer business	Institutional business	Corporate	Others	Total
Sale of goods	₱11,197,075	₱4,089,187	₱–	₱–	₱15,286,262
Sale of services	–	–	32,350	11,851	44,201
	₱11,197,075	₱4,089,187	₱32,350	₱11,851	₱15,330,463

Sale of good pertain to contracts with costumers where goods are transferred at a point in time. On the other hand, sales of services are contracts with costumers where services are transferred over time.

Intersegment eliminating adjustments relate to sales of goods amounting to ₱23.11 million, ₱35.12 million and ₱62.01 million in 2021, 2020 and 2019, respectively. There are no unsatisfied nor partially satisfied performance obligations in 2021, 2020 and 2019.

Cost of Sales and Services

This account consists of:

	2021	2020	2019
Raw materials used and changes in inventories (Note 7)	**₱8,729,894**	₱7,819,825	₱7,425,405
Outside services	**666,252**	758,002	589,920
Depreciation and amortization (Notes 20 and 29)	**391,209**	356,754	319,947
Personnel costs (Note 20)	**260,486**	246,612	277,103
Utilities	**283,676**	286,639	264,814
Repairs and maintenance	**244,224**	208,756	192,651
Rental (Note 29)	**50,929**	109,056	125,390

(Forward)

	2021	2020	2019
Provision for inventory obsolescence (Note 7)	**₱42,140**	₱59,906	₱34,902
Direct labor	**13,786**	12,879	12,845
Fuel and oil	**3,819**	2,485	2,806
Taxes and licenses	**1,418**	1,784	1,458
Other expenses	**251,565**	115,688	167,409
	₱10,939,398	₱9,978,386	₱9,414,650

18. Selling and Marketing Expenses

This account consists of:

	2021	2020	2019
Advertisements	**₱1,250,100**	₱1,101,334	₱1,314,569
Freight and handling	**973,990**	964,637	881,399
Outside services	**422,947**	402,718	286,987
Rental (Note 29)	**86,903**	64,928	21,553
Personnel costs (Note 20)	**81,931**	85,729	75,582
Provision for expected credit losses (Note 6)	**80,885**	81,166	68,245
Depreciation and amortization (Notes 20 and 29)	**47,239**	48,607	48,157
Transportation and travel	**4,026**	4,956	6,933
Other expenses	**81,384**	123,672	92,872
	₱3,029,405	₱2,877,747	₱2,796,297

Other expenses include utilities, royalty, repairs and maintenance and other miscellaneous expenses.

19. General and Administrative Expenses

This account consists of:

	2021	2020	2019
Personnel costs (Note 20)	**₱612,550**	₱514,583	₱687,006
Depreciation and amortization (Notes 20 and 29)	**143,575**	151,137	152,158
Taxes and licenses	**84,993**	62,347	75,962
Professional fees	**64,391**	61,670	61,249
Outside services	**60,923**	32,308	54,428
Royalty and service fees	**55,667**	64,100	87,506
Repairs and maintenance	**34,280**	35,472	73,162
Utilities	**32,393**	25,274	29,250
Director's fees	**26,619**	24,480	22,028
Advertising and promotion	**19,241**	10,328	14,087
Transportation and travel	**4,777**	4,616	28,421
Rental (Note 29)	**3,758**	4,496	6,243

(Forward)

	2021	2020	2019
Representation and entertainment	**₱3,422**	₱4,377	₱2,348
Office supplies	**2,398**	3,784	4,339
Provision for expected credit losses (Notes 6 and 21)	**–**	–	14,386
Other expenses	**45,915**	32,677	137,227
	₱1,194,902	₱1,031,649	₱1,449,800

20. Other Income (Charges)

Interest Income

This account consists of:

	2021	2020	2019
Interest income on:			
Investment in FVOCI (Note 11)	**₱26,669**	₱16,492	₱–
Cash and cash equivalents (Note 5)	**1,277**	2,497	2,763
Short-term investments (Note 5)	**820**	14,675	42,174
HTC investments	**–**	6,290	45,167
	₱28,766	₱39,954	₱90,104

Personnel Costs

This account consists of:

	2021	2020	2019
Salaries and wages	**₱569,066**	₱561,289	₱574,263
Retirement benefits costs (Note 22)	**29,784**	23,652	24,381
Other employee benefits	**356,117**	261,983	441,047
	₱954,967	₱846,924	₱1,039,691

The distribution of the above amounts follows:

	2021	2020	2019
General and administrative expenses (Note 19)	**₱612,550**	₱514,583	₱687,006
Cost of sales and services (Note 17)	**260,486**	246,612	277,103
Selling and marketing expenses (Note 18)	**81,931**	85,729	75,582
	₱954,967	₱846,924	₱1,039,691

Depreciation of Property, Plant and Equipment, and Computer Software

This account consists of:

	2021	2020	2019
Property, plant and equipment (Note 12)	**₱582,023**	₱556,498	₱520,262

Distribution of the above amounts follows:

	2021	2020	2019
Cost of sales and services (Note 17)	**₱391,209**	₱356,754	₱319,947
Selling and marketing expenses (Note 18)	**47,239**	48,607	48,157
General and administrative expenses (Note 19)	**143,575**	151,137	152,158
	₱582,023	₱556,498	₱520,262

Interest Expense

This account consists of:

	2021	2020	2019
Interest expense on lease liabilities (Note 29)	**₱28,735**	₱34,375	₱38,448
Interest expense on bank loans (Note 15)	**14,665**	25,411	₱28,678
Others	**8**	259	273
	₱43,408	₱60,045	₱67,399

21. Related Party Transactions

Related party relationship exists when the party has the ability to control, directly or indirectly, through one or more intermediaries, or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting entity and its key management personnel, directors or stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationships, and not merely to the legal form.

Terms and Conditions of Transactions with Related Parties
There have been no guarantees provided or received for any related party receivables or payables. These accounts are non-interest bearing, generally unsecured and will be settled in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

The Group's transactions and account balances with related parties follows:

		2021		2020				
Related Parties	Transaction	**Amount**	**Outstanding receivable (payable)**	Amount	Outstanding receivable (payable)	Statement of Financial Position Account	Terms	Conditions
Joint venture								
URICI	Sale of goods and services	–	–	₱16,761	₱5,376	Trade Receivables (Note 6)	Non-interest bearing to be to be settled in cash	Unsecured, no impairment
-do-	Service agreement	**55,667**	–	64,100	(935)	Advances from related parties (Note 14)	Non-interest-bearing, collectible in 60 days	-do-
-do-	-do-	**57,512**	–	54,421	3,950	Advances to related parties (Note 6)	-do-	-do-
-do-	-do-	–	–	–	(41,928)	Advances from related parties (Note 14)	Non-interest bearing	-do-
-do-	Share based compensation plans	–	–	–	(900)	Advances from related parties (Note 14)	-do-	
-do-	Purchase of goods and services	–	–	61,578	–	Advances to related parties (Note 6)	-do-	-do-
-do-	-do-	–	–	–	(23,002)	Advances from related parties (Note 14)	-do-	-do-
-do-	Rent expenses	–	–	13,465	–	Trade Payables (Note 14)	-do-	-do-
-do-	Management service income	**18,106**	**6,766**	18,106	7,403	Trade Receivables (Note 6)	Non-interest bearing, collectible on demand but not later than 12 months	Unsecured, no impairment

		2021		2020				
Related Parties	Transaction	**Amount**	**Outstanding receivable (payable)**	Amount	Outstanding receivable (payable)	Statement of Financial Position Account	Terms	Conditions
-do-	Service fees	**₱–**	**(₱1,289)**	₱–	(₱1,289)	Advances to related parties (Note 14)	Non-interest bearing, collectible on demand but not later than 12 months	Unsecured
-do-	Cost reimbursement	–	–	–	–	Advances from related parties (Note 14)	Non-interest bearing	Unsecured, no impairment
Entities under common major shareholder group								
Joey Pepperoni	Sales of goods	–	**1,396**	–	1,396	Trade Receivables (Note 6)	Non-interest bearing, collectible in 60 days	-do-
Philtown	Advances	–	**107,689**	–	107,689	Advances to related parties (Note 6)	Non-interest-bearing	Secured by a property of Philtown; due and demandable; partially impaired
-do-	Current Advances	–	**31,207**	–	31,207	Advances to related parties (Note 6)	-do-	Unsecured, no impairment
Kettle Foods Corporation	Sale of goods	–	–	–	–	Trade Receivables (Note 6)	Non-interest bearing, collectible in 60 days	Unsecured, no impairment
-do-	Purchase of goods	**284**		2,161	(1,755)	Trade Payables (Note 14)	Interest-bearing, collectible in 60 days	-do-
Republic Consolidated Corporation	Purchase of services	–	**(22,542)**	–	(22,542)	Trade Payables (Note 14)	Interest-bearing, collectible in 60 days	-do-
Others	Advances to related parties	–	**10,740**	–	16,465	Advances to related parties (Note 6)	Non-interest bearing	Unsecured, no impairment
-do-	Trade Receivables	–	**14,287**	–	9,568	Trade Receivables (Note 6)	Non-interest bearing	Unsecured, no impairment
-do-	Trade Payable	–	**(12,881)**	–	(13,462)	Trade Payables (Note 14)	Non-interest bearing	Unsecured
-do-	Advances from Related Parties	–	**(17,652)**	–	(18,216)	Advances from related parties (Note 14)	Non-interest bearing	Unsecured

The consolidated statements of financial position as of December 31, 2021 and 2020 include the following amounts resulting from transactions with related parties:

	2021	2020
Trade receivables - related parties (Note 6)	**₱22,449**	₱23,743
Advances to related parties (Note 6)	**148,347**	158,022
Trade payables - related parties (Note 14)	**(35,423)**	(37,759)
Advances from related parties (Note 14)	**(17,652)**	(84,981)

On October 18, 2017, REI and Philtown Properties, Inc. (Philtown) executed a loan agreement whereby REI agreed to lend Philtown a total amount of ₱82.71 million. Philtown assigned its receivables from a third-party worth ₱29.17 million to secure a portion of the loan while the rest is secured by a real estate mortgage executed by Philtown. As of December 31, 2021 and 2020, outstanding receivables from Philtown related to this agreement amounted to ₱31.21 million, which is presented as part of "Receivables" in the consolidated statements of financial position (see Note 6).

Significant transactions with subsidiaries and joint venture which have been eliminated in the consolidation:

a. Distribution services provided by the Parent Company to URICI for the export of frozen dairy dessert/mellorine whereby URICI pays service fees equivalent to 7% of the total net sales value of goods distributed. Service fees amounted to ₱18.11 million, ₱18.11 million and ₱20.65 million in 2021, 2020 and 2019, respectively.

b. The Parent Company engages RLC for its lighterage requirements. Service fees to RLC amounted to ₱14.18 million, ₱25.72 million and ₱50.16 million in 2021, 2020 and 2019, respectively.

Compensation of key management personnel of the Group by benefit type follows:

	2021	2020
Salaries and other short-term benefits	**₱103,607**	₱62,728
Proportionate share in share-based compensation of URICI	**836**	–
Retirement benefits costs	**8,617**	6,032
	₱113,060	₱68,760

22. Retirement Benefits

The Parent Company and joint venture have funded, noncontributory defined benefit retirement plans (the Plans) covering substantially all their permanent employees.

a. Retirement Benefit Cost

The components of retirement benefit cost recognized in the consolidated statements of income for the years ended December 31 follow:

	2021	2020	2019
Current service cost	**₱25,919**	₱24,119	₱18,527
Net interest cost	**3,865**	6,070	5,854
Effects of curtailment	**–**	(6,537)	–
Retirement benefits costs	**₱29,784**	₱23,652	₱24,381

b. Net Retirement Obligation

The details of the net retirement obligation recognized in the consolidated statements of financial position as of December 31 follow:

	2021	2020
Defined benefit obligation	**₱363,781**	₱425,216
Fair value of plan assets	**(315,155)**	(286,332)
Net retirement obligation	**₱48,626**	₱138,884

Movement in net retirement obligation follow:

	2021	2020
January 1	**₱138,884**	₱146,588
Retirement benefit cost	**29,784**	23,652
Remeasurement loss (gain)	**(67,420)**	19,480
Transfers	**(1,026)**	(436)
Actual contribution	**(51,596)**	(50,400)
Net retirement obligation	**₱48,626**	₱138,884

Changes in the present value of the defined benefit obligation follow:

	2021	2020
January 1	**₱425,216**	₱404,004
Current service cost	**25,919**	24,119
Interest cost	**15,093**	18,396
Remeasurement loss (gain) due to:		
Experience adjustments	**(39,554)**	(23,764)
Changes in financial assumptions	**(36,684)**	42,200
Benefits paid out of the plan assets	**(25,183)**	(32,766)
Effects of curtailment	**–**	(6,537)
Transfers	**(1,026)**	(436)
December 31	**₱363,781**	₱425,216

Changes in the fair value of plan assets follow:

	2021	2020
January 1	**₱286,332**	₱257,416
Contributions	**51,596**	50,400
Asset return included in net interest cost	**11,228**	12,326
Benefits paid	**(25,183)**	(32,766)
Remeasurement gain (loss)	**(8,818)**	(1,044)
December 31	**₱315,155**	₱286,332

Breakdown of the plan assets follow:

	2021	2020
Investments in:		
Debt securities other than bonds	**₱37,380**	₱22,377
Equity securities	**7,407**	8,476
Corporate bonds	**179,419**	165,994
Real estate	**7,831**	7,831
Unit investment trust fund	**81,918**	95,122
Cash and cash equivalents	**311**	3
Receivables	**984**	1,079
	315,250	300,882
Payables	**(95)**	(14,550)
	₱315,155	₱286,332

The plan assets are held by a trustee bank. The investing decisions of these plan assets are made by the authorized officers of the Group.

The principal assumptions used in determining the defined benefit obligation of the Group follow:

	2021	2020	2019
Discount rate at January 1	**3.66% to 3.70%**	4.78% to 5.00%	7.24% to 7.26%
Future annual increase in salary rate	**5.00% to 5.90%**	5.00% to 5.90%	5.00% to 5.90%
Turnover rate	A scale ranging from 21% at age 18 to 0% at age 65		

Discount rates and salary increase rate used to value defined benefit obligation of the Group as of December 31, 2021 were 4.90% to 4.95%. and 5.00% to 5.90%, respectively.

The following are expected payments to be made out of the defined benefit plan obligation in the future years:

	2021	2020
One year and less	**₱24,272**	₱27,859
Between 1 and 5 years	**184,571**	194,580
Between 5 and 10 years	**163,540**	185,487
Between 10 and 15 years	**104,246**	100,344
Between 15 and 20 years	**135,210**	140,316
Beyond 20 years	**272,620**	252,948
Total expected payments	**₱884,459**	₱901,534

The average duration of the defined benefit plan obligations as of December 31, 2021 and 2020 ranges from 10.99-14.43 years.

The Group expects to contribute ₱29.53 million to the retirement fund in 2022.

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of December 31, assuming if all other assumptions were held constant:

		2021	2020
Discount rate	+1%	**(₱24,667)**	(₱31,778)
	-1%	**28,503**	36,951
Salary increase rate	+1%	**29,512**	37,611
	-1%	**(26,062)**	(33,059)
Turnover rate	+20%	**(3,144)**	(5,540)
	-20%	**3,729**	6,667

23. Income Taxes

a. Provision for income tax for the years ended December 31 follow:

	2021	2020	2019
Current	**₱449,739**	₱563,156	₱460,935
Deferred	**5,233**	(38,333)	35,763
	₱454,972	₱524,823	₱496,698

b. The components of the Group's deferred income taxes follow:

	2021	2020
Deferred income tax recognized in profit or loss:		
Deferred income tax assets on:		
Accrued profit bonus	**₱163,926**	₱147,225
Allowances/provisions for:		
ECL	**103,071**	99,420
Inventory obsolescence	**17,791**	19,348
Impairment loss on property, plant and equipment	**6,086**	6,670
Restructuring	**1,747**	5,878
Accrued advertisements and promotions	**61,997**	80,900
Unamortized past service cost	**30,555**	28,126
Lease liability - net	**23,223**	24,599
NOLCO	**–**	1,436
Excess MCIT	**11**	109
Others	**9,929**	15,840
	418,336	429,551
Deferred income tax liabilities on:		
Net retirement obligation	**(34,014)**	(40,121)
Others	**(1,325)**	(1,200)
	(35,339)	(41,321)
	382,997	388,230

(Forward)

	2021	2020
Deferred income tax recognized in other comprehensive income:		
Deferred income tax asset on cumulative actuarial losses on defined benefit plan	**₱46,170**	₱71,599
Deferred income tax liability on revaluation increment on land	**(748,351)**	(898,021)
Unrealized gain on financial assets at FVOCI	**3,969**	(1,292)
	(698,212)	(827,714)
Net deferred income tax liabilities	**(₱315,215)**	(₱439,484)

The Group's summary of net deferred tax assets and net liabilities follow:

	2021	2020
Deferred tax assets - net	**₱185,119**	₱215,007
Deferred tax liabilities - net	**(500,334)**	(654,491)
	(₱315,215)	(₱439,484)

c. As of December 31, 2021, the Group's MCIT coming from CLIC and IAC deducted against future income tax payable as follows:

MCIT:

Inception Year	Amount	Applied/Expired	Balance	Expiry Year
2018	₱98	₱98	₱–	2021
2019	11	–	11	2022
	₱109	₱98	₱11	

d. A reconciliation of the provision for income tax computed at the statutory income tax rate based on income before income tax to the provision for income computed at the Group's effective income tax rate for the years ended December 31 follows:

	2021	2020	2019
Provision for income tax at the statutory income tax rate	**₱441,045**	₱543,742	₱517,916
Additions to (reductions in) income tax resulting from:			
Nontaxable equity in net earnings of an associate	**(3,065)**	(3,667)	(3,653)
Interest income subjected to final tax	**(7,192)**	(11,986)	(27,031)
Remeasurement to prior period balance related to the changes in tax rates due to CREATE Act	**18,032**	–	–
Nondeductible expenses	**8,941**	850	11,808
Others	**(2,789)**	(4,116)	(2,342)
Provision for income tax	**₱454,972**	₱524,823	₱496,698

e. *CREATE Act*
President Rodrigo Duterte signed into law on March 26, 2021 the Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act to attract more investments and maintain fiscal prudence and stability in the Philippines. Republic Act (RA) 11534 or the CREATE Act introduces reforms to the corporate income tax and incentives systems. It takes effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or April 11, 2021.

The following are the key changes to the Philippine tax law pursuant to the CREATE Act which have an impact on the Group.

- Effective July 1, 2020, regular corporate income tax (RCIT) rate is reduced from 30% to 25% for domestic and resident foreign corporations. For domestic corporations with net taxable income not exceeding Php5 million and with total assets not exceeding Php100 million (excluding land on which the business entity's office, plant and equipment are situated) during the taxable year, the RCIT rate is reduced to 20%.

- Minimum corporate income tax (MCIT) rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023.

- Imposition of improperly accumulated earnings tax (IAET) is repealed.

As clarified by the FRSC in its Philippine Interpretations Committee Q&A No. 2020-07, the CREATE Act was not considered substantively enacted as of December 31, 2020 even though some of the provisions have retroactive effect to July 1, 2020. The passage of the CREATE Act into law on March 26, 2021 is considered as a non-adjusting subsequent event. Accordingly, current and deferred taxes as of and for the year ended December 31, 2020 continued to be computed and measured using the applicable income tax rates as of December 31, 2020 (i.e., 30% RCIT / 2% MCIT) for financial reporting purposes.

Applying the provisions of the CREATE Act, the Group would have been subjected to lower regular corporate income tax rate of 25% effective July 1, 2020.

- Based on the provisions of Revenue Regulations (RR) No. 5 – 2021 dated April 8, 2021 issued by the BIR, the prorated CIT rate of the Company for CY2020 is 27.5%. This would have resulted in lower provision for current income tax for the year ended December 31, 2020 and lower income tax payable as of December 31, 2020, amounting by ₱46.99 million. The reduced amounts were reflected in the Company's 2020 annual income tax return. However, for financial reporting purposes, the changes were only recognized in the 2021 financial statements.
- This would have resulted in lower deferred tax assets and liabilities as of December 31, 2020 and provision for deferred tax for the year then ended by ₱76.91 million and ₱64.19 million, respectively. These reductions were only recognized in the 2021 financial statements.

24. Contracts and Commitments

The Parent Company entered into license agreements with Sunkist Growers, Inc., Rovio Entertainment Ltd., and Turner Broadcasting System Asia Pacific, Inc. whereby the licensors granted the Company the non-exclusive license to manufacture, market, distribute and sell the licensed products. The Parent Company agreed to pay a fixed amount of royalty every year, as stipulated in the agreements. Unpaid royalty, included under "Accrued expenses" account, amounted to ₱4.10 million and ₱4.24 million as of December 31, 2021 and 2020. respectively (see Note 14).

25. Earnings Per Share

The Group does not have potentially dilutive common shares in 2021, 2020 and 2019. Therefore, the basic/dilutive earnings per share are the same.

	2021	2020	2019
Net income attributable to equity holders of the Parent Company (a)	**₱1,309,398**	₱1,286,360	₱1,230,481
Weighted average number of common shares outstanding (b)	**3,369,549,358**	3,429,735,595	3,463,538,936
Basic/diluted earnings per share (a/b)	**₱0.39**	₱0.38	₱0.36

26. Financial Instruments

The following table summarizes the carrying values of the Group's financial assets and financial liabilities as of December 31:

	2021	2020
Financial Assets		
Cash on hand	**₱22,071**	₱12,770
Cash in banks and cash equivalents	**2,033,713**	1,752,289
Short-term cash investments	–	648,989
Trade receivables	**1,495,838**	1,658,705
Advances to related parties	**99,727**	109,402
Nontrade receivables	**130,768**	43,553
Advances to officers and employees	**17,097**	17,598
Other receivables	**30,002**	10,661
	3,829,216	4,253,967
Financial assets at FVOCI	**3,548,727**	1,704,097
	7,377,943	5,958,064
Other Financial Liabilities		
Bank loans	**600,000**	595,000
Accounts payable and other current liabilities*	**4,868,176**	4,355,775
Advances from related parties	**17,652**	84,981
	5,485,828	₱5,035,756

**Exclusive of government payables and other nonfinancial liabilities amounting to ₱76.05 million and ₱90.76 million as of December 31, 2021 and 2020, respectively.*

Cash, cash equivalents, trade receivables, nontrade receivables, advances to officers and employees, other receivables, accounts payable and accrued liabilities, advances from related parties. The carrying amounts of these instruments approximate their fair values due to their short-term maturities and demand features.

Financial Assets at FVOCI. The fair value of the investments as of December 31, 2021 and 2020 amounted to ₱3,548.73 million and ₱1,704.10 million, was determined by reference to level 2 quoted market bid prices of bonds with similar terms and nature at the close of business on the reporting date.

27. Financial Risk Management Objectives and Policies

The Group's principal financial instruments include non-derivative instruments such as cash and cash equivalents, short-term cash investments, financial assets at FVOCI, accounts receivable, bank loans, accounts payable and accrued liabilities, and advances to and from related parties. The main purpose of these financial instruments includes raising funds for the Group's operations and managing identified financial risks. The Group has various other financial assets and financial liabilities such as other current receivables, other current assets and customers' deposits which arise directly from its operations. The main risk arising from the use of financial instruments is credit risk, liquidity risk, interest rate risk and foreign exchange risk.

Credit risk
Credit risk arises from the risk of counterparties defaulting. Management is tasked to minimize credit risk through strict implementation of credit, treasury and financial policies. The Group deals only with reputable counterparties, financial institutions and customers. To the extent possible, the Group obtains collateral to secure sales of its products to customers. In addition, the Group transacts with financial institutions belonging to the top 25% of the industry, and/or those which provide the Group with long-term loans and/or short-term credit facilities.

The Group does not have significant concentrations of credit risk and does not enter into financial instruments to manage credit risk. The Group's gross maximum exposure to credit risk is equal to the carrying amount of its financial assets, before taking into account any collateral and other credit enhancements.

Set out below is the information about the credit risk exposure on the Company's financial assets using provision matrix as of December 31, 2021 and 2020:

December 31, 2021:

				Trade receivables							
					Days past due						
	Cash in banks and cash equivalents	Short term cash investments	Financial assets at FVOCI	Current	< 30 days	<30-60 days	<61-90 days	<91-365 days	>365 days	Impaired Financial Assets	Total
Expected credit loss rate	**-%**	**-%**	**-%**	**0.01%-0.09%**	**0.01%-1.18%**	**0.01%-5.55%**	**0.06%-21.52%**	**3.27%-44.26%**	**52.63%-100%**		
Estimated total gross carrying amount at default	**₱2,033,713**	**₱–**	**₱3,548,727**	**₱1,109,453**	**₱386,405**	**₱59,531**	**₱43,422**	**₱13,344**	**₱24,511**	**₱181,017**	**₱1,817,683**
Expected credit loss	**₱–**	**-**	**₱–**	**₱34,097**	**₱46,369**	**₱14,883**	**₱14,119**	**₱7,339**	**₱24,021**	**₱181,017**	**₱321,845**

December 31, 2020:

				Trade receivables						
					Days past due					
	Cash in banks and cash equivalents	Short term cash investments	Financial assets at FVOCI	Current	< 30 days	<30-60 days	<61-90 days	<91-365 days	>365 days	Total
Expected credit loss rate	–%	–%	–%	0.01%–-0.09%	0.01%–1.18%	0.01%–5.55%	0.06%–21.52%	3.27%–44.26%	52.63%–100%	
Estimated total gross carrying amount at default	₱1,752,289	₱648,989	₱1,704,097	₱1,208,141	₱314,294	₱72,490	₱18,035	₱8,185	₱278,520	₱1,899,665
Expected credit loss	₱–	₱–	₱–	₱48,326	₱6,286	₱1,450	₱3,607	₱1,891	₱179,400	₱240,960

Credit quality of cash in banks, cash equivalents and short-term cash investments are based on the nature of the counterparty and the Group's internal rating system.

Financial assets that are neither past due nor impaired are classified as "Excellent" account when these are expected to be collected or liquidated on or before their due dates, or upon call by the Group if there are no predetermined defined due dates. All other financial assets that are neither past due or impaired are classified as "Good" accounts.

Liquidity risk
Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments.

Management is tasked to minimize liquidity risk through prudent financial planning and execution to meet the funding requirements of the various operating divisions within the Group; through long-term and short-term debts obtained from financial institutions; through strict implementation of credit and collection policies, particularly in containing trade receivables; and through capital raising, including equity, as may be necessary. Working capital requirements, on the other hand, are adequately addressed through short-term credit facilities from financial institutions. Trade receivables are kept within manageable levels.

The following tables show the maturity profile of the Group's undiscounted cash flows from financial assets used for liquidity purposes and other financial liabilities as of December 31, 2021 and 2020.

As of December 31, 2021:

	Less than 1 year	1 to less than 5 years	More than 5 years	Total
Financial Assets				
Cash on hand	**₱22,071**	**₱–**	**₱–**	**₱22,071**
Cash in banks and cash equivalents	**2,033,713**	–	–	**2,033,713**
Trade receivables	**1,817,683**	–	–	**1,817,683**
Financial assets at FVOCI	**2,376,264**	**1,172,463**	**–**	**3,548,727**
	₱6,249,731	**1,172,463**	–	**7,422,194**
Financial Liabilities				
Bank loans	**₱600,000**	–	–	**₱600,000**
Accounts payable and other current liabilities*	**4,792,908**	–	–	**4,792,908**
Lease liabilities	**112,333**	**401,034**	**302,725**	**816,092**
	₱5,505,241	**₱401,034**	**₱302,725**	**₱6,209,000**

**Excluding payable to government agencies and customer's deposit of ₱168.97 million.*

As of December 31, 2020:

	Less than 1 year	1to less than 5 years	More than 5 years	Total
Financial Assets				
Cash on hand	₱12,770	₱–	₱–	₱12,770
Cash in banks and cash equivalents	1,752,289	–	–	1,752,289
Short-term cash investment	648,989	–	–	648,989
Trade receivables	1,899,665	–	–	1,899,665
Financial assets at FVOCI	1,389,275	314,822	–	1,704,097
	₱5,702,988	₱314,822	₱–	₱6,017,810
Financial Liabilities				
Bank loans	₱595,000	₱–	₱–	₱595,000
Accounts payable and other current liabilities*	4,417,391	–	–	4,417,391
Lease Liabilities	162,486	401,643	399,161	963,290
	₱5,174,877	₱401,643	₱399,161	₱5,975,681

**Excluding payable to government agencies and customer's deposit of ₱114.12 million.*

Interest rate risk
The Group's exposure to changes in interest rates relates primarily to the Group's short-term and long-term debt obligations.

Management is tasked to minimize interest rate risk by having a mix of variable and fixed interest rates on its loans. As of December 31, 2021 and 2020, the Group's share in URICI's outstanding bank loans include only short-term loans from local banks and lending investors (see Note 15). URICI is not expecting significant exposures to interest rate risk considering the short-term maturities of its bank loans.

There is no other impact on the Group's equity other than those affecting the statement of income.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's short and long-term government debt securities with floating discount rates.

The following table demonstrates the sensitivity to reasonably possible change in the discount rates of government securities, with all other variables held constant, of the Parent Company's other comprehensive income.

		Effect on other comprehensive income	
	Change in discount rates	**2021**	2020
Investment in FVOCI	+5%	**(₱6,571)**	(₱784)
	-5%	**6,618**	785

The discount rates of government securities held by the Company as of December 31, 2021 and 2020 ranges from 0.94% to 3.85% and 1.01% to 2.43%, respectively.

Foreign exchange risk
The Group's exposure to foreign exchange risk results from the Parent Company's and URICI's business transactions and financing agreements denominated in foreign currencies.

Management is tasked to minimize foreign exchange risk through the natural hedges arising from its export business and through external currency hedges. Presently, trade importations are immediately paid or converted into Peso obligations as soon as these are negotiated with suppliers. The Group has not done any external currency hedges in 2021 and 2020.

A reasonably possible change of –/+1% in 2021 and –/+ 1% in 2020 in United States dollar (US$) exchange rate at December 31, 2021 and 2020 would lead to the following income before income tax movements in the Group's consolidated statements of income:

December 31, 2021:

		Increase (decrease) in income before income tax	
	Peso equivalent of US dollar denominated assets/liabilities	**US dollar weakened by 1% against Philippine peso**	**US dollar strengthened by 1% against Philippine peso**
Cash and cash equivalents	**₱342,876**	**(₱3,429)**	**₱3,429**
Trade receivables	**38,385**	**(384)**	**384**
Trade payables	**6,381**	**64**	**(64)**
	₱387,642	**(₱3,749)**	**₱3,749**

December 31, 2020:

	Peso equivalent of US dollar denominated assets/liabilities	Increase (decrease) in income before income tax: US dollar weakened by 1% against Philippine peso	Increase (decrease) in income before income tax: US dollar strengthened by 1% against Philippine peso
Cash and cash equivalents	₱113,598	(₱1,136)	₱1,136
Trade receivables	15,744	(157)	157
Trade payables	23,936	239	(239)
	₱153,278	(₱1,054)	₱1,054

The exchange rate of the Peso to the US Dollar is ₱50.99 and ₱48.02 as of December 31, 2021 and 2020, respectively.

There is no other impact on the Group's equity other than those affecting the consolidated statements of income.

28. Capital Management

It is the objective of the Group to maintain a capital base that adequately services the needs of its present and future operations while keeping within the capital level required by creditors. The capital base is also sufficient to address present and future uncertainties and risks inherent in the business and changes in the economic conditions. Payment of dividends, return of capital, or issuance of shares to increase capital shall be made accordingly and as may be necessary. No changes were made in the objectives, policies and processes as of December 31, 2021 and 2020.

The table below summarizes the total capital considered by the Group:

	2021	2020
Capital stock	**₱3,651,021**	₱3,651,021
Additional paid-in capital	**2,060,383**	2,060,383
Treasury stock	**(758,777)**	(758,777)
Retained earnings	**6,138,014**	5,559,204
	₱11,090,641	₱10,511,831

29. Leases and Other Matters

Leases

The Group as lessor

The Group entered into lease agreements with third parties covering its office spaces. for a period of one (1) to five (5) years, subject for renewal unless terminated by the Group. The leases generally provide for either (a) a fixed monthly rent, or (b) with an escalation rate of 5% to 10% per annum. The lease agreements generally provide fixed monthly rent. The Group records rental income on a straight-line basis over less non-cancellable lease term. Lease income recognized in 2021 and 2020 amounted to ₱17.18 and ₱16.72 million, respectively under "Services and others" in the statement of income.

Future minimum rental receivables under non-cancellable operating leases as of December 31 are as follows:

	2021	2020
Within one year	**₱9,814**	₱9,374
After one year but not more than five years	**11,346**	4,955
	₱21,160	₱14,329

The Group as lessee
The Group has lease contracts for various items of warehouses, fleets and depots. Leases of warehouses generally have lease terms between six (6) months and three (3) years. There are several lease contracts that include extension and termination options and variable lease payments.

a. Lease of warehouse space from Edenfield Resources & Development Corp. located at Molson Park, C.A. Yulo Ave., Canlubang Industrial Park, Calamba, Philippines with a monthly rental fee of ₱2.33 million with 5% annual escalation clause. The lease contract shall be for a period of three (3) years and commenced on March 1, 2017 and to expire on February 28, 2020 and was renewed for another 2 years upon mutual agreement prior to expiration of the lease term.

b. Lease of warehouse space from Maxilite Merchandising Inc. located at 9128 National Road, Purok 1, Brgy. Banlic, Cabuyao, Laguna. The lease shall be for the minimum lock-in period of six (6) months commencing on August 23, 2019 and expiring on February 23, 2020, renewable for another six months, subject to mutual agreements on the terms and conditions. Prior to the expiration of the lease, it was renewed for another six (6) months commencing on February 24, 2020 until July 23, 2020. Monthly rental fee is ₱1.05 million.

c. Sublease of warehouse space from Fast Services Corporation located at Bldg. 2 PPFC Compound, Brgy. Pulo, Cabuyao Laguna. The sublease shall be for a term of one (1) year commencing on July 1, 2020 and expiring on June 30, 2021, renewable for another two (2) years, subject to mutual agreements on the terms and conditions. Monthly rental fee is ₱4.18 million with 4% annual escalation clause beginning 2021.

d. Lease agreement with Selecta Wall's Land Corporation for a parcel of land for a period of fifty (50) years from April 1, 1999 until March 30, 2049 with an option to exercise a unilateral and irrevocable option to extend the lease for an additional term of twenty-five (25) years. Total lease payments every year is ₱26.93 million.

e. Various lease agreements for URICI's depots around the Philippines with a monthly rental ranging from ₱0.15 million to ₱6.32 million and terms ranging from 2 years to 10 years.

f. Numerous leases of fleet (e.g. leases of company cars and vans) used on the movement of products and daily operations. The lease contracts shall be for a period of five (5) years without option to renew. Monthly rental fee is ranging from ₱0.01 million to ₱0.05 million.

The Group also has certain leases of equipment and vehicles used in its operations with lease terms of 12 months or less and other equipment considered as low value assets. The Group applies the 'short-term lease' and 'lease of low-value assets 'recognition exemptions for these leases.

The following are the amounts recognized in consolidated statement of income for 2021, 2020 and 2019:

	2021	2020	2019
Depreciation expense of right-of-use assets (Note 12)	**₱84,425**	₱84,096	₱73,043
Interest expense on lease liabilities (Note 20)	**28,735**	34,375	38,448
Expenses relating to:			
Short-term leases included in cost of goods sold and selling and marketing expenses (Notes 17 and 18)	**137,674**	173,974	145,507
Leases of low-value assets included in selling and marketing expenses and general and administrative expenses (Notes 18 and 19)	**3,916**	4,506	7,679
Total amount recognized in consolidated statement of income	**₱254,750**	₱296,951	₱264,677

The rollforward analysis of lease liabilities as of December 31, 2021 and 2020 follow:

	2021	2020
At January 1	**₱417,962**	₱499,522
Additions	**7,815**	–
Interest expense	**28,735**	34,375
Lease payments applied to:		
Principal portion	**(73,894)**	(81,560)
Interest portion	**(28,735)**	(34,375)
At December 31	**351,883**	417,962
Less: Current portion of lease liabilities	**50,013**	85,516
Noncurrent portion of lease liabilities	**₱301,870**	₱332,446

Future minimum rental receivables under non-cancellable operating leases as of December 31, 2021, 2020 and 2019 follow:

	2021	2020	2019
Within one year	**₱112,333**	₱162,486	₱170,868
After one year but not more than five years	**401,034**	401,643	466,847
After five years	**302,725**	399,161	492,893
	₱816,092	₱963,290	₱1,130,608

Other Matters

Impact of the Coronavirus Disease 2019 (COVID-19) Outbreak
The COVID-19 pandemic which broke out in early 2020 resulted in nationwide community quarantine from March 15, 2020 and is still existing as of April 5, 2022 and negatively impacted the Philippine economy. Group has recognized the health and business risks posed by the virus to the general public and the need to join the collective effort in mitigating the spread of COVID-19. In the face of this global crisis, the Group remains collected and vigilant as it operates and maintains mitigation efforts to help safeguard the health and safety of its employees. The Group will continue to monitor the situation.

Events After Reporting Date

Declaration of Dividends
On January 12, 2022, the Board of Directors of the Parent Company declared cash dividends amounting to ₱394 million or ₱0.116936 per share to stockholders of record as of January 26, 2021 and paid on February 22, 2022.

30. Notes to Statement of Cash Flows

Noncash investing activity
In 2021, the Group has non-cash additions to property, plant and equipment amounting to ₱7.82 million arising from additional right-of -use assets.

Changes in liabilities arising from financing activities

December 31, 2021

	Dividends payable	**Lease Liabilities**	**Bank Loans**
Beginning of the year	**₱30,719**	**₱417,962**	**₱595,000**
Cash flows	**(770,995)**	**(102,629)**	**5,000**
Dividend declaration	**772,579**	**–**	**–**
Amortization of interest expense	**–**	**28,735**	**–**
Addition	**–**	**7,815**	**–**
End of year	**₱32,303**	**₱351,883**	**₱600,000**

December 31, 2020

	Dividends payable	Lease Liabilities	Bank Loans
Beginning of the year	₱16,001	₱499,522	₱978,500
Cash flows	(728,242)	(115,935)	(383,500)
Dividend declaration	742,960	–	–
Amortization of interest expense	–	34,375	–
End of year	₱30,719	₱417,962	₱595,000

December 31, 2019

	Dividends payable	Lease Liabilities	Bank Loans
Beginning of the year	₱14,165	₱–	₱440,000
Transition adjustments	–	522,449	–
Cash flows	(551,528)	(102,942)	538,500
Additions	–	41,567	–
Dividend declaration	553,364	–	–
Amortization of interest expense	–	38,448	–
End of year	₱16,001	₱499,522	₱978,500

SGV
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INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
RFM Corporation
RFM Corporate Center
Pioneer corner Sheridan Streets
Mandaluyong City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of RFM Corporation and its subsidiaries (the Group) as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021, included in this Form 17-A, and have issued our report thereon dated April 5, 2022. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

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BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
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Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 8854388, January 3, 2022, Makati City

April 5, 2022

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INDEPENDENT AUDITOR'S REPORT ON
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
RFM Corporation
RFM Corporate Center
Pioneer corner Sheridan Streets
Mandaluyong City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of RFM Corporation and its subsidiaries (the Group) as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021, and have issued our report thereon dated April 5, 2022. Our audits were made for the purpose of forming an opinion on the basic consolidated 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 (PFRSs) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRSs. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Ma. Emilita L. Villanueva

Ma. Emilita L. Villanueva
Partner
CPA Certificate No. 95198
Tax Identification No. 176-158-478
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 95198-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 8854388, January 3, 2022, Makati City

April 5, 2022

A member firm of Ernst & Young Global Limited

RFM CORPORATION AND SUBSIDIARIES

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Report of Independent Public Accountants
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Consolidated Statements of Income for the years ended December 31, 2021, 202,0 and 2019
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* *These schedules, which are required by SRC Rule68, have been omitted because they either are not applicable or does not exceed 5% of the total assets shown in the related Consolidated Balance Sheet.*

RFM CORPORATION AND SUBSIDIARIES
Schedule A. Financial Assets
For the year ended December 31, 2021
(Amounts in Million Pesos unless otherwise stated)

Name of Issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the Balance Sheet	Valued based on market quotation at end of reporting period	Income received and accrued
AFS Financial Assets				
Republic Dynamics Corporation	3,989,846	–	Not listed	0
PSI Technologies, Inc., (formerly PACSEM)	2,253	–	Not listed	0
Philippine Long Distance Telephone Company, Inc.	5,670	–	Yes	0
Philippine Exporters Trading Corporation	1	–	Not listed	0
Philtown Inc. Common	389,382	–	Not listed	0
Universal Rightfield	500,000	–	Not listed	0
Wellex Industries	280,000	–	Yes	0
Cash and cash equivalents	–			2
BDO Unibank, Inc.	457	457	Not applicable	
Philippine Bank of Communications	302	302	Not applicable	
Deutsche Bank	191	191	Not applicable	
Maybank Philippines, Inc.	173	173	Not applicable	
Bank of the Philippine Islands	155	155	Not applicable	
Mizuho Bank, Ltd.	100	100	Not applicable	
Security Bank	68	68	Not applicable	
Hongkong and Shanghai Banking Corporation	62	62	Not applicable	
Union Bank of the Philippines, Inc.	48	48	Not applicable	
Robinsons Bank Corporation	48	48	Not applicable	
China Banking Corporation	38	38	Not applicable	
CTBC Bank	37	37	Not applicable	
Metropolitan Bank and Trust Company	36	36	Not applicable	
Philippine National Bank	22	22	Not applicable	
Financial Assets at FVOCI				28
Bank of the Philippine Islands	3,556	3,556	Not applicable	

RFM CORPORATION AND SUBSIDIARIES
Schedule C. Amounts Receivable/Payable from Related Parties which are eliminated during the Consolidation of Financial Statements
For the year Ended December 31, 2021
(Amounts in Million Pesos unless otherwise stated)

Name and Designation of Debtor	Balance at the beginning of period	Additions	Amounts Collected	Amounts Written Off	Current	Non-current	Balance at the end of period
RFM Foods Philippines Corporation	145	-	-	-	-	-	145
Filipinas Water Bottling Company, Inc.	13	-	-	-	-	-	13
Intercompany Balances, net	**158**	-	**-**	**-**	**-**	**-**	**158**

RFM CORPORATION AND SUBSIDIARIES
Schedule D. Intangible Assets - Other Assets
For the year Ended December 31, 2021
(Amounts in Million Pesos unless otherwise stated)

Name and Designation of Debtor	Beginning Balance	Additions at Cost	Charged to Cost and Expenses	Charged to other accounts	Other changes additions (deductions)	Ending Balance
Goodwill	191	-	-	-	-	191
Trademark	2,081	-	-	-	-	2,081
Total	**2,272**	**-**	**-**	**-**	**-**	**2,272**

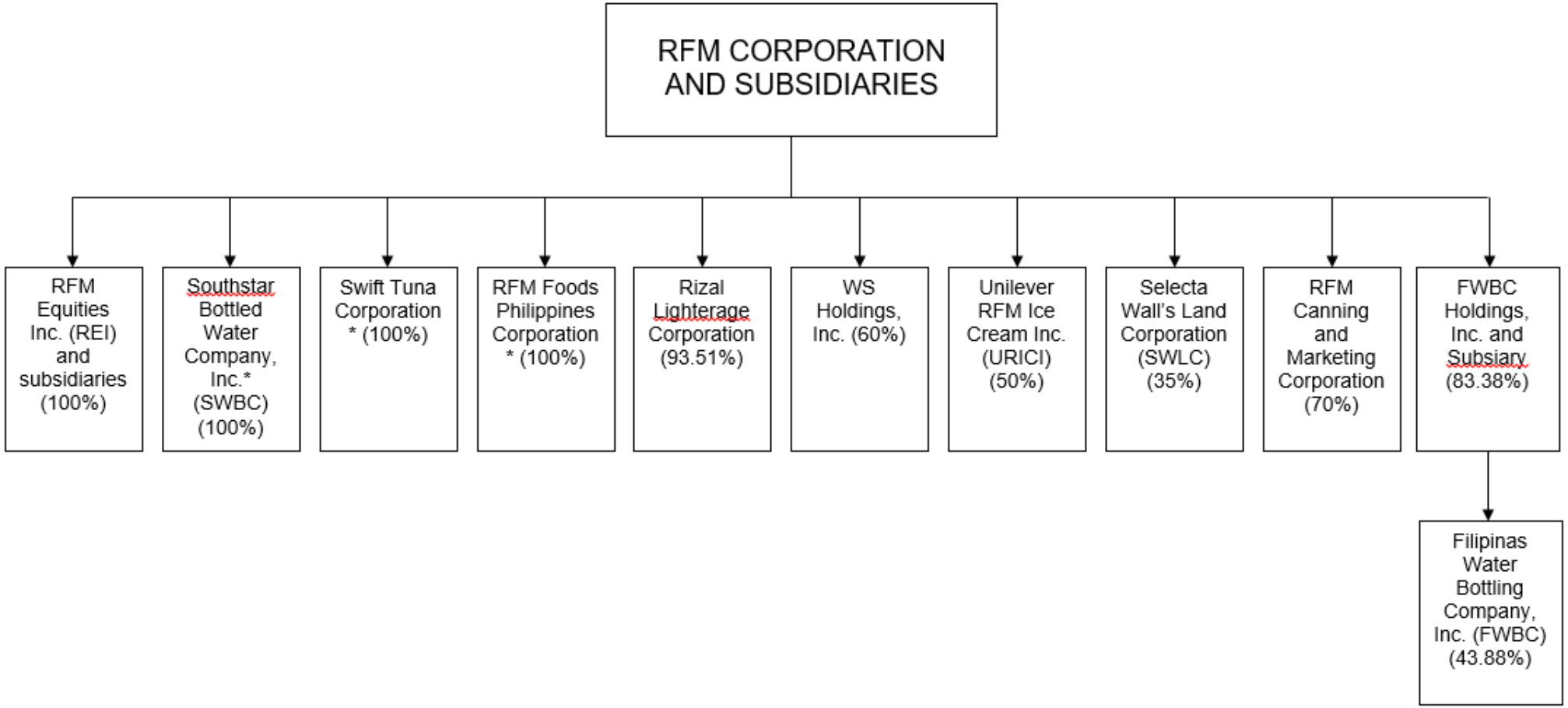
RFM CORPORATION AND SUBSIDIARIES
Schedule H. CAPITAL STOCK
For the year Ended December 31, 2021

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as shown under related Balance Sheet caption	Number of Shares Reserved for Options, Warrants, Conversions, and Other Rights	Number of Shared Held By		
				Related Parties	Directors, Officers and Employees	Others
Common stock – P1 par value	3,978,265,025	3,651,021,310	-	-	918,831,521	2,732,189,789
Treasury shares	-	(281,471,952)			-	(281,471,952)
	3,978,265,025	3,369,549,358	-	-	918,831,521	2,450,717,837

RFM CORPORATION
Schedule J. Reconciliation of Retained Earnings Available for Dividend Declaration
For the year Ended December 31, 2021
(Amounts in Thousand Pesos unless otherwise stated)

Unappropriated Retained Earnings, Beginning	**4,910,510**
Add (less):	
Treasury Shares	**758,777**
Retained Earnings as adjusted, 1 January 2021	**5,669,287**
Add: Net Income actually earned/realized during the period	
Net income during the period closed to Retained Earnings	**1,425,046**
Net income actually earned during the period	**1,425,044**
Add (less):	
Dividend declarations during the period	**(772,579)**
Remeasurement gain on defined benefit retirement plan	**(29,165)**
Treasury Shares	**(758,777)**
	(77,147)
TOTAL RETAINED EARNINGS AS OF 31 DECEMBER 2021 AVAILABLE FOR DIVIDEND	**5,533,810**

RFM CORPORATION AND SUBSIDIARIES
Schedule K. Conglomerate Mapping
As of December 31, 2021



RFM CORPORATION AND SUBSIDIARIES
Schedule L. Financial Soundness Indicators

		Years ended December 31		
		2021	2020	2019
1	Current Ratio	**1.44**	1.50	1.54
2	Debt-to-Equity Ratio	**0.50**	0.51	0.53
3	Asset-to-Equity Ratio	**1.50**	1.51	1.53
4	Interest Rate Coverage Ratio	**39.53**	30.20	24.77
5	Gross Profit Rate	**35.19%**	36.45%	38.59%
6	Net Income Rate	**7.76%**	8.20%	8.02%

COVER SHEET

for

UNAUDITED FINANCIAL STATEMENTS

SEC Registration Number

0	0	0	0	0	0	1	2	9	8

COMPANY NAME

R	F	M		C	O	R	P	O	R	A	T	I	O	N		A	N	D		S	U	B	S	I	D	I	A	R	I
E	S																												

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

R	F	M		C	O	R	P	O	R	A	T	E		C	E	N	T	E	R	,		P	I	O	N	E	E	R	
C	O	R	N	E	R		S	H	E	R	I	D	A	N		S	T	R	E	E	T	S	,		M	A	N	D	A
L	U	Y	O	N	G		C	I	T	Y																			

Form Type	Department requiring the report	Secondary License Type, If Applicable
1 7 - Q	S E C	N / A

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
rfmmail@rfm.com.ph	(02) 8631-8101	N/A

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
3,120	7/12	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
Enrique Oliver I. Rey-Matias	eoirey-matias@rfm.com.ph	(02) 8631-8101	N/A

CONTACT PERSON's ADDRESS

RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong 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.*

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE (SRC) AND SRC RULE 17 (2) (b) THEREUNDER

1. For the quarterly period ended **MARCH 31, 2022**

2. Commission Identification Number: **12998** 3. BIR Tax Identification Number: **000-064-134-000**

4. Exact name of Registrant as specified in its charter: **RFM CORPORATION**

5. **Philippines**
Province, country or other jurisdiction of incorporation or organization

6. _____ (SEC Use Only)
Industry Classification Code

7. **RFM Corporate Center, Pioneer corner and Sheridan Streets, Mandaluyong City** **1550**
Address of Registrant's principal office Postal Code

8. **0632-8631-81-01**
Registrant's telephone number, including area code

9. **Not Applicable**
Former name, former address, and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Issued and Outstanding
Common Stock, ₱1.00 par value	**3,369,549,358**

11. Are any or all of these securities listed in the Philippine Stock Exchange?

Yes [✓] No [ ]

12. Indicate by check mark whether the Registrant:

a. has filed all reports required to be filed by Section 11 of the Revised Securities Act (RSA) and RSA Rule 11(a)-1 thereunder and Sections 26 and 141 of the Corporation Code of the Philippines (CCP) during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports): [Note: Sec. 26 of the CCP deals with reporting of election of directors or officers to the SEC; Sec. 141 with the submission of financial statements to the SEC.]

Yes [✓] No [ ]

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

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

The consolidated financial statements are filed as part of this form 17-Q, pages 6 to 51 and are incorporated herein by reference to said quarterly report.

Item 2. Management's Discussion and Analyses of Results of Operations and Financial Condition

Analysis of Results of Operations

First Quarter 2022 vs. First Quarter 2021

RFM Corporation's net revenues for the first three months of 2022 expanded 17% to Php3.9 billion on the back of both volume and price increases in its brands and products particularly in its ice cream, milk and institutional segments. Net income for the 1st quarter is at Php334 million, 4% higher than last year.

The key financial performance indicators for the Company for the three-month period ended March 31, 2022 as compared to the same period in 2021, are as follows:

Key Financial Performance Indicators (Amounts in Millions)*	**For the Quarter Ended**	
	March 31, 2022	March 31, 2021
Net Revenues	**₱3,901**	₱3,338
Net Operating Margin	**455**	473
Net Income	**334**	320
EBITDA	**604**	627
Current Ratio	**1.41**	1.53

** Except current ratio*

1. **Net Revenues**
   This is the barometer of the general demand for the Company's products, reflecting their market acceptability vis-à-vis competition particularly in terms of quality, pricing, and image and perception, as well as availability of the products at the point of purchase market locations. This is of primary importance, and is regularly being monitored for appropriate action and/or improvement.

2. **Net Operating Margin**
   This shows the financial profitability of the primary products of the Company, after deducting the expenses related to their manufacture, distribution, and sale, as well as the general administrative costs in running the business.

3. **Net Income**
   This shows the over-all financial profitability of the Company, including the sale of primary and non-primary products and all other assets, after deducting all costs and expenses, interest expenses on debts and interest income on investments, as well as equity in net earnings or losses of associates.

4. **Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)**
   This is a general yet reasonable representation of the cash generated by the Company from its current business operations that can then be made available for payment of loan interests, loan principal amortization, and taxes; and any further amount in excess becomes the Company's cash profit.

5. Current Ratio

This determines the Company's ability to meet its currently maturing obligations using its current resources.

Analysis of Financial Condition and Balance Sheet Accounts

As of March 31, 2022, the Group's total assets decreased from last year's Php19.86 billion to Php19.72 billion mainly due to matured investments during the quarter. The total liabilities decreased from last year's Php6.58 billion to Php6.50 billion.

The Group has a current ratio of 1.41 and 1.44 on March 31, 2022 and December 31, 2021, respectively.

Notes to Financial Statements

The Company's financial statements for the first calendar quarter have been prepared in accordance with Philippine Financial Reporting Standards. The same accounting policies and methods of computation used are consistent with the most recent audited financial statements.

The Company discloses the following:

(a) There are no unusual items as to the nature and amount affecting assets, liabilities, equity, net income, or cash flows, except those stated in Management's Discussion and Analysis of Results of Operations and Financial Condition;.

(b) There are no material changes in estimates of amounts reported in prior financial periods, other than those disclosed in the most recent audited financial statements;

(c) Except as disclosed, there are no known trends, demand, commitments, events or uncertainties that may have an impact on sales and income from continuing operations;

(d) There are no issuances, repurchases and repayments of debt and equity securities other than mentioned;

(e) There are no known trends, demands, commitments, events or uncertainties that will have material impact on the Company's liquidity nor have a favorable or unfavorable impact on revenues or income from continuing operations;

(f) There are no dividends paid separately for ordinary shares and other shares;

(g) There are no material events subsequent to the end of the interim period that have not been reflected in the financial statements;

(h) Other than mentioned, there are no material changes in the business composition of the Company during the interim period, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructuring, and discontinuing operations;

There is no change in contingent liabilities since the most recent audited financial statements;

(i) There were no known events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation that remain outstanding as of March 31, 2022;

There were no material off-balance sheet transactions, arrangements, obligations, and other relationship of the Company with unconsolidated entities or other persons created during the reporting

PART II – OTHER INFORMATION

The Company has no other pertinent information to disclose in this quarterly report.

SIGNATURES

Pursuant to the requirements of Securities Regulation Code, the Registrant has duly caused this report to be signed on behalf by the undersigned, thereunto duly authorized.

RFM CORPORATION
Registrant

ENRIQUE OLIVER I. REY MATIAS
Vice President – Chief Financial Officer

ATTY. MITCHIE VANESSA MAGOMNANG
Corporate Secretary and Head of Legal

Dated: **May 4, 2022**

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Amounts in Millions)

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
ASSETS		
Current Assets		
Cash and cash equivalents (Note 5)	**₱1,519**	₱2,056
Receivables (Note 6)	**1,602**	1,773
Inventories (Note 7)	**3,402**	1,915
Financial assets at fair value through other comprehensive income (FVOCI) (Note 9)	**1,213**	2,376
Other current assets (Note 8)	**242**	135
Total Current Assets	**7,978**	8,255
Noncurrent Assets		
Financial assets at fair value through other comprehensive income (FVOCI) (Note 9)	**1,422**	1,172
Investments in joint venture and associate	**156**	148
Property, plant and equipment (Note 10):		
At appraised value	**3,552**	3,552
At cost	**4,126**	4,208
Intangible assets	**2,272**	2,271
Other noncurrent assets (Note 12)	**211**	253
Total Noncurrent Assets	**11,739**	11,605
TOTAL ASSETS	**₱19,717**	₱19,860
LIABILITIES AND EQUITY		
Current Liabilities		
Bank loans	**₱300**	₱600
Accounts payable and other current liabilities (Notes 13)	**5,332**	4,962
Lease liabilities	**39**	164
Total Current Liabilities	**5,671**	5,726
Noncurrent Liabilities		
Lease liabilities - net of current portion	**263**	302
Other noncurrent liabilities (Notes 14)	**561**	549
Total Noncurrent Liabilities	**824**	851
Total Liabilities	**6,495**	6,577

(Forward)

	March 31, 2022 (Unaudited)	December 31, 2020 (Audited)
Equity Attributable to Equity Holders of the Parent Company		
Capital stock (Note 15)	**₱3,651**	₱3,651
Additional paid-in capital (Note 15)	**2,060**	2,060
Treasury stock (Note 15)	**(758)**	(759)
Other comprehensive income	**2,210**	2,210
Retained earnings (Note 15)	**6,078**	6,138
	13,241	13,300
Non-controlling Interests	**(19)**	(17)
Total Equity	**13,222**	13,283
TOTAL LIABILITIES AND EQUITY	**₱19,717**	₱19,860

See accompanying Notes to Unaudited Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(Amounts in Millions, Except Per Share Data)

	For the Quarter Ended March 31	
	2022	2021
NET REVENUES	**₱3,901**	₱3,338
DIRECT COSTS AND EXPENSES	**(2,559)**	(2,115)
GROSS PROFIT	**1,342**	1,223
SELLING AND MARKETING EXPENSES	**(690)**	(595)
GENERAL AND ADMINISTRATIVE EXPENSES	**(197)**	(155)
NET OPERATING INCOME	**455**	473
OTHER INCOME (CHARGES) - Net (Note 20)	**–**	(2)
INCOME BEFORE PROVISION FOR INCOME TAX	**455**	471
PROVISION FOR INCOME TAX	**(121)**	(151)
NET INCOME	**₱334**	₱320
Attributable to:		
Equity holders of the Parent Company	**₱332**	₱320
Minority interests (Note 2)	**2**	–
	₱ 334	₱ 320
Basic/Diluted Earnings Per Share (Note 21)	**₱0.10**	₱0.09

See accompanying Notes to Unaudited Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Millions)

	For the Quarter Ended March 31	
	2022	2021
NET INCOME	**₱334**	₱320
OTHER COMPREHENSIVE INCOME	**–**	–
Total comprehensive income for the period	**₱ 334**	₱ 320
Attributable to:		
Equity holders of the Parent Company	**₱ 332**	₱ 320
Minority interests (Note 2)	**2**	–
	₱334	₱320

See accompanying Notes to Unaudited Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Amounts in Millions)

	Equity Attributable to Equity Holders of the Parent Company									
	Capital Stock (Note 15)	**Additional Paid-in Capital** (Note 15)	**Treasury Stock** (Note 15)	**Equity Reserve**	**Unrealized Gain on Financial Assets at FVOCI**	**Revaluation Increment on Land** (Note 10)	**Retained Earnings** (Note 15)	**Subtotal**	**Non-controlling Interests**	**Total Equity**
As of January 1, 2022 (Audited)	**₱3,651**	**₱2,060**	**(₱758)**	**(₱23)**	**(₱12)**	**₱2,245**	**₱6,138**	**₱13,301**	**(₱17)**	**₱13,284**
Net income for the period	–	–	–	–	–	–	**334**	**334**	**(2)**	**332**
Cash Dividends	–	–	–	–	–	–	**(394)**	**(394)**	–	**(394)**
Purchase of shares into treasury	–	–	–	–	–	–	–	–	–	–
Sale of treasury stock	–	–	–	–	–	–	–	–	–	–
Issuance of shares	–	–	–	–	–	–	–	–	–	–
As of March 31, 2022 (Unaudited)	**₱3,651**	**₱2,060**	**(₱758)**	**(₱23)**	**(₱12)**	**₱2,245**	**₱6,078**	**₱13,241**	**(₱19)**	**₱13,222**
As of January 1, 2021 (Audited)	₱3,651	₱2,060	(₱758)	(₱23)	₱3	₱2,095	₱5,559	₱12,587	(₱17)	₱12,570
Net income for the period	–	–	–	–	–	–	320	320	–	320
Cash Dividends	–	–	–	–	–	–	(355)	(355)	–	(356)
Purchase of shares into treasury	–	–	–	–	–	–	–	–	–	–
Sale of treasury stock	–	–	–	–	–	–	–	–	–	–
Issuance of shares	–	–	–	–	–	–	–	–	–	–
As of March 31, 2021 (Unaudited)	₱3,651	₱2,060	(₱758)	(₱23)	₱3	₱2,095	₱5,524	₱12,552	(₱17)	₱12,535

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Millions)

	For the Period Ended March 31	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱455**	₱471
Adjustments for:		
Depreciation and amortization	**149**	154
Operating income before working capital changes	**604**	625
Decrease (increase) in:		
Accounts receivable	**171**	538
Inventories	**(1,487)**	(35)
Other current assets	**(107)**	(84)
Decrease in accounts payable and accrued liabilities	**142**	(357)
Income tax paid	**(22)**	(65)
Net cash generated from operations	**(699)**	622
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment, net	**(67)**	(45)
Decrease (increase) in:		
Other noncurrent assets	**35**	69
Financial Assets at FVOCI	**913**	(193)
Net cash from (used in) investing activities	**881**	(169)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments of bank loans	**(300)**	155
Dividends paid	**(392)**	(353)
Purchase of treasury stock	**–**	–
Increase in minority interests and other noncurrent liabilities	**(27)**	(32)
Net cash used in financing activities	**(719)**	(230)
NET DECREASE IN CASH AND CASH EQUIVALENTS	**(537)**	223
CASH AND CASH EQUIVALENTS, JANUARY 1	**2,056**	1,765
CASH AND CASH EQUIVALENTS, MARCH 31	**₱1,519**	₱1,988

See accompanying Notes to Unaudited Consolidated Financial Statements.

1. Corporate Information and Authorization for the Issuance of the Consolidated Financial Statements

Corporate Information

RFM Corporation (the Parent Company) was incorporated on August 16, 1957 and registered with the Philippine Securities and Exchange Commission (SEC). On July 9, 2007, the SEC approved the extension of the Company's corporate life from August 22, 2007 to October 13, 2056. The Parent Company is a public company under Section 17.2 of the Securities Regulation Code (SRC) and its shares are listed on the Philippine Stock Exchange (PSE) since 1966. The Parent Company is mainly involved in the manufacturing, processing and selling of wheat, flour and flour products, pasta, milk, juices, margarine, and other food and beverage products. The Parent Company and its subsidiaries are collectively referred to herein as the Group. The principal office address of the Parent Company is RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City.

2. Summary of Significant Accounting Policies

Basis of Preparation

The consolidated financial statements of the Group have been prepared using the historical cost basis, except for the Group's land, which are stated at appraised values, net retirement liability which is measured at present value of the defined benefit obligations less fair value of the plan assets and financial assets at FVOCI which are measured at fair values. The consolidated financial statements are presented in Philippine Peso (₱), which is the Parent Company and its subsidiaries' functional currency. All values are rounded off to the nearest thousand pesos (₱000), except for the number of shares or when otherwise indicated.

Statement of Compliance

The consolidated financial statements of the Group have been prepared in compliance with the financial reporting framework as allowed by the SEC which represents Philippine Financial Reporting Standards (PFRSs) except PFRS 11, *Joint Arrangements*, with respect to the Parent Company's investment in Unilever RFM Ice Cream, Inc. (URICI).

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Group as of March 31, 2022 and 2021 and for the period ended March 31, 2022 and 2021.

The consolidated subsidiaries, which are all incorporated in the Philippines, and the effective percentages of ownership as of March 31, 2022 and 2021 are as follows:

Entity	Nature of Business	Percentage of Ownership
RFM Equities, Inc. (REI)	Holding	100.00
RFM Foods Philippines Corporation (RFM Foods)*	Food retailer	100.00
Southstar Bottled Water Company, Inc. (Southstar)*	Bottled water business	100.00
Swift Tuna Corporation (Swift Tuna)*	Manufacturing	100.00
Rizal Lighterage Corporation (RLC)	Barging services	91.62
FWBC Holdings, Inc.*	Holding company	83.38
Filipinas Water Bottling Company, Inc. (FWBC)*	Bottled water manufacturing	44.88
RFM Canning and Marketing, Inc. (RFM Canning)*	Canning services	70.00
WS Holdings, Inc. (WHI)	Holding company	60.00

**Dormant*

Subsidiaries

Subsidiaries are entities controlled by the Parent Company. The Parent Company controls an investee if, and only, if the Parent Company has:

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

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

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

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

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using uniform accounting policies for like transactions and other events in similar circumstances. Adjustments where necessary are made to ensure consistency with the policies adopted by the Group.

All intra-group balances, transactions, income and expenses, and profits and losses resulting from intra-group transactions are eliminated in full. However, intra-group losses are also eliminated but are considered an impairment indicator of the assets transferred.
A change in the ownership interest in a subsidiary, without a loss of control, is accounted for as an equity transaction.

Non-controlling interests
Non-controlling interests represent the portion of equity in a subsidiary not attributable, directly or indirectly, 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 a deficit balance. Non-controlling interest are presented separately in the consolidated statement of income, consolidated statement of comprehensive income and within the equity section of consolidated statement of financial position and consolidated statement of changes in equity, separately from the equity attributable to equity holders of the Parent Company.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognizes assets (including goodwill) and liabilities of the subsidiary, the carrying amount of any non-controlling interest and the cumulative translation differences recorded in equity; recognizes the fair value of the consideration received, the fair value of any investment retained, and any retained earnings or deficit in consolidated statement of income; and reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate.

Changes in Accounting Policies
The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective as at January 1, 2022. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Unless otherwise indicated, adoption of these new standards did not have an impact on the consolidated financial statements of the Group.

- Amendments to PFRS 16, *COVID-19-related Rent Concessions beyond 30 June 2021*

  The amendment provides relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if it meets all of the following criteria:

  - The rent concession is a direct consequence of COVID-19;
  - The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;
  - Any reduction in lease payments affects only payments originally due on or before June 30, 2022; and
  - There is no substantive change to other terms and conditions of the lease.

A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

The amendment is effective for annual reporting periods beginning on or after April 1, 2021. Early adoption is permitted.

The Group adopted the amendments beginning April 1, 2021. The adoption of this amendment did not have significant impact on the consolidated financial statements of the Group.

- Amendments to PFRS 9, PAS 39, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform - Phase 2*

  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):
  - Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  - Relief from discontinuing hedging relationships
  - Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

  The Group shall also disclose information about:
  - The nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
  - Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

Standards Issued but not yet Effective

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

Effective beginning on or after January 1, 2022

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

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

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

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

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

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

  The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

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

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

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

- *Annual Improvements to PFRSs* 2018-2020 Cycle

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

    The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

    The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted.

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

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

after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Company will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

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

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

  An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after January 1, 2022 with earlier adoption permitted.

Effective beginning on or after January 1, 2023

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

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

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

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

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

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

  An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

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

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

  The amendments to the Practice Statement provide non-mandatory guidance. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2024

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

  The amendments clarify paragraphs 69 to 76 of PAS 1, *Presentation of Financial Statements*, to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:
  - What is meant by a right to defer settlement
  - That a right to defer must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

  The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. However, in November 2021, the International Accounting Standards Board (IASB) tentatively decided to defer the effective date to no earlier than January 1, 2024.

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*

  PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

  The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

On December 15, 2021, the Philippine Financial Reporting Standards Council (FRSC)amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two (2) years after its effective date as decided by the IASB.

PFRS 17 is effective for reporting periods beginning on or after January 1, 2025, with comparative figures required. Early application is permitted.

Deferred effectivity

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

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

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

Summary of Significant Accounting Policies

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statement of financial position based on current or noncurrent classification.

An asset is current when it is:

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

The Group classifies all other assets, including deferred taxes, as noncurrent

A liability is current when:

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

The Group classifies all other liabilities, including deferred taxes, as noncurrent.

Fair Value Measurement

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

At each reporting date, management analyzes the movements in the values of assets and liabilities which are required to be re-measured or re-assessed per the Group's accounting policies. For this analysis, management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

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

Cash and Cash Equivalents

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

Short-term Cash Investments

Short-term cash investments are short term placements with maturities of three months but less than one year from date of acquisition. The Group earns interest at the respective short-term deposit rates.

Financial Instruments

Date of recognition
The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame by regulation or convention in the market place are recognized on the settlement date.

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group's financial assets and financial liabilities consist of amortized cost and other financial liabilities.

Initial recognition and classification of financial instruments
All financial instruments are initially recognized at fair value. Except for financial instruments at FVTPL, the initial measurement of financial instruments includes transaction costs.

Financial Instruments - Classification and Subsequent Measurement
The Group classifies and measures financial assets at FVTPL unless these are measured at FVOCI or at amortized cost. The classification of financial assets depends on the contractual terms and the business model for managing those financial assets.

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

For a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement of financial assets
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost
- Financial assets at fair value through profit or loss (FVTPL)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (FVOCI)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition

As of December 31, 2021 and 2020, the Group's financial assets consist of financial assets at amortized cost and FVOCI with recycling of cumulative gains and losses.

Financial assets at amortized cost
This category is the most relevant to the Group. The Group measures financial assets at amortized cost

if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Under PFRS 9, embedded derivatives are no longer separated from a host financial asset. Instead, financial assets are classified based on the business model and their contractual terms.

As of March 31, 2022 and 2021, the Group's financial assets at amortized cost include cash and cash equivalents, short-term cash investments, trade receivables, nontrade receivables, advances to related parties, and other receivables.

Financial assets at FVOCI
Financial assets at FVOCI include debt securities. After initial measurement, financial assets at FVOCI are subsequently measured at fair value. The unrealized gains and losses arising from the fair valuation of investment securities at FVOCI are excluded, net of tax as applicable, from the reported earnings and are included in the consolidated statement of comprehensive income as 'Unrealized gain (loss) on financial assets at FVOCI'.

Debt securities at FVOCI are those that meet both of the following conditions: (i) the asset is held within a business model whose objective is to hold the financial assets in order to both collect contractual cash flows and sell financial assets; and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the outstanding principal amount. The effective yield component of debt securities at FVOCI is reported in the consolidated statement of income. Interest earned on holding debt securities at debt securities at FVOCI are reported as 'Interest income' using the effective interest rate (EIR) method. When the debt securities at FVOCI are disposed of, the cumulative gain or loss previously recognized in the consolidated statement of comprehensive income is recognized in the consolidated statement of income. The ECL arising from impairment of such investments are recognized in OCI with a corresponding charge to 'Provision for credit losses' in the consolidated statement of income.

Initial recognition and measurement of financial liabilities
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of other financial liabilities, net of directly attributable transaction costs. As of December 31, 2021 and 2020, the Group's financial liabilities include accounts payable and other current liabilities (excluding payables to government agencies), bank loans and lease liabilities.

Subsequent measurement
For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized cost (loans and borrowings)

This category pertains to financial liabilities that are not held for trading or not designated as at FVTPL upon the inception of the liability. These include liabilities arising from operations. These financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the EIR method of amortization (or accretion) for any related premium, discount and any directly attributable transaction cost.

Reclassifications of Financial Instruments
The Group reclassifies its financial assets when, and only when, there is a change in the business model for managing the financial assets. Reclassifications shall be applied prospectively by the Group and any previously recognized gains, losses or interest shall not be restated. The Group does not reclassify its financial liabilities.

Impairment of Financial Assets
The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For cash and cash equivalents and short-term cash investments, the Group applies the low credit risk simplification. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Group uses the ratings from Standard and Poor's and Moody's to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs. The Group considers a debt investment security to have a low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The key inputs in the model include the Group's definition of default and historical data of three years for the origination, maturity date and default date. The Group considers trade receivables in default when contractual payments are already past due for a certain number of days, which depends on the normal customer arrangements and business terms and varies across relevant business segment/sub-segment of the Group, ranging from 90 days to 360 days, except for certain circumstances when the reason for being past due is due to reconciliation with customers of payment records which are administrative in nature which may extend the definition of default. However, in certain cases, the Group may also consider trade receivables to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

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

Financial assets are credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of those financial assets have occurred. For these credit exposures, lifetime ECLs are also recognized and interest revenue is calculated by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset.

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

Exposures that have not deteriorated significantly since origination, or where the deterioration remains within the Group's investment grade criteria are considered to have a low credit risk. The provision for credit losses for these financial assets is based on a 12-month ECL. The low credit risk exemption has been applied on debt investments that meet the investment grade criteria of the Group from the time of origination. An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime ECL to 12-months ECL.

This policy is applicable to Group's financial assets except for trade receivables, for which the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date.

Write-off policy
The Group writes-off a financial asset, in whole or in part, when the asset is considered uncollectible, it has exhausted all practical recovery efforts and has concluded that it has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof.

Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in the consolidated statement of income.

Derecognition of Financial Assets and Financial Liabilities

Financial asset
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- the Group's right to receive cash flows from the asset has expired; or

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through'

arrangement; and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred or retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

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

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

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

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

Finished goods	-	determined using the moving average method; cost includes direct materials, direct labor and a proportion of manufacturing overhead costs based on normal operating capacity.
Goods in process	-	applicable allocation of fixed and variable overhead costs.
Raw materials, spare parts and supplies	-	purchase cost using the moving average method.

NRV of finished goods and goods in process is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. For raw materials, NRV is the current replacement cost. In case of spare parts and supplies, NRV is the estimated realizable value of the inventories when disposed of at their condition at the reporting date. An allowance for inventory obsolescence is provided for slow-moving, obsolete, defective and damaged inventories based on physical inspection and management evaluation.

Other Current Assets
Other current assets include prepaid expenses, deposit on purchases of inventories, tax credits and input VAT.

Prepaid expenses. These are expenses paid in advance and recorded as asset before they are utilized. Prepaid expenses that are expected to be realized for no more than 12 months after the reporting date are classified as current assets; otherwise, these are classified as other noncurrent assets.

Deposit on purchases of inventories. This account comprises of advance payments to suppliers for payments on goods to be purchased in connection with the Group's operations. These are reclassified as part of inventory upon delivery of the related asset.

Other Noncurrent Assets
Other noncurrent assets include security deposits.

Property, Plant and Equipment
Property, plant and equipment, except land, are stated at cost less accumulated depreciation and amortization, and any impairment in value. The initial cost of items of property, plant and equipment consists of its purchase price, including import duties and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to the consolidated statement of income in the period the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of the item of property, plant and equipment.

Land is stated at fair value based on a valuation performed by an accredited independent appraiser. Any increase, as a result of revaluation of land, is credited to "Revaluation increment on land" account, net of deferred income tax effect, and presented under the equity section of the consolidated statement of financial position.

Revaluation of land is made periodically such that the carrying amount does not differ materially from that which would be determined using the fair value at the reporting date. For subsequent revaluations, any resulting increase in the assets' carrying amount as a result of the revaluation is credited to "Revaluation increment on land" account, net of deferred income tax effect, in the consolidated statement of comprehensive income. Any resulting decrease is directly charged against any related revaluation increment to the extent that the decrease does not exceed the amount of the revaluation increment in respect of the same assets. In case the land is disposed of, the related revaluation increment is transferred directly to retained earnings. Transfers from revaluation increment to retained earnings are not made through the consolidated statement of income.

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the assets as follows:

	Number of Years
Land improvements	10 to 20
Silos, buildings and improvements	10 to 40
Machinery and equipment	10 to 25
Transportation and delivery equipment	5

Office furniture and fixtures	2 to 5

Leasehold improvements recognized under "Silos, buildings and improvements" are depreciated over the life of the assets or the lease term, whichever is shorter.

Construction in progress are properties in the course of construction for production, rental or administrative purposes, or for purposes not yet determined, which are carried at cost less any recognized impairment loss. Construction in progress are reclassified into appropriate class of property, plant and equipment when the relevant assets are completed and available for use.

Depreciation and amortization of an item of property, plant and equipment begin when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation and amortization cease at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) and the date the asset is derecognized.

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

Property, plant and equipment are derecognized when either these are disposed of or when these are permanently withdrawn from use and there is no more future economic benefits expected from its use or disposal.

Right of use assets
The Group's policy is to classify ROU assets as part of Property, Plant and Equipment account. The Group recognizes ROU assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). ROU assets are initially measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The initial cost of ROU assets includes the amount of lease liabilities recognized, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Unless the Group is reasonably to obtain ownership of the leased asset at the end of the lease term, the recognized ROU assets on warehouses and plant and equipment are depreciated on a straight-line basis over the shorter of their estimated useful life and lease term, as follows:

	Number of Years
ROU assets Land and Warehouse	2 to 30
ROU assets Plant and Equipment	1 to 5

ROU assets are subject to impairment.

Intangible Assets
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are

not capitalized and expenditure is reflected in the consolidated statement of income in the year in which the expenditure is incurred.

The estimated useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives (e.g., computer software) are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statement of income in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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

As of March 31, 2022 and 2021, the Group's intangible assets consist of trademark with indefinite useful life and computer software that is amortized over three years using the straight-line method.

Business Combination and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in general and administrative expenses.

When the Group acquires a business, it assesses the financial assets and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree. If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date and any gain or loss on remeasurement is recognized in the consolidated statement of income.

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

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGU), or group of CGUs that are expected

to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or group of units.

Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of the CGU or group of CGUs to which the goodwill relates. Where the recoverable amount of the CGU or group of CGUs is less than the carrying amount of the CGU or group of CGUs to which goodwill has been allocated, an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods. The Group performs its impairment test of goodwill annually every reporting date.

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

Investments in Joint Ventures and Associate

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries (e.g., contractual arrangements, voting rights and potential voting rights).

The Group's investments in joint venture and associate are accounted for using the equity method except for its investment in URICI, a joint venture, which is accounted for using the proportionate consolidation method as permitted by the SEC. This method involves consolidating a proportionate share of the joint venture's assets, liabilities, income and expenses with similar items in the Group's consolidated financial statements on a line-by-line basis.

Under the equity method, the investment in an associate or a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The consolidated statement of income reflects the Group's share of the financial performance of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate or joint venture, the Group recognizes its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the consolidated statement of income under "Other income (charges)" and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in an associate and joint ventures. At each reporting date, the Group determines whether there is objective evidence that the investments in the associate and joint venture are impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognizes the loss in the consolidated statement of income.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statement of income.

Impairment of Noncurrent Nonfinancial Assets

The carrying values of property, plant and equipment, and intangible assets (except trademark) are reviewed for impairment when event or changes in circumstances indicate that the carrying values may not be recoverable.

Trademark and goodwill are tested for impairment at least annually or when there is an identified indicator of impairment.

If any such indication exists or where the carrying value exceeds the recoverable amount, the asset is written down to its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs.

The recoverable amount of an asset or CGU is the greater of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. Impairment losses, if any, are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income unless the asset is carried at revalued amount, in which case the reversal is treated as revaluation increase. After such a reversal, the depreciation and amortization charge is adjusted in future periods

to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Equity

Capital Stock

Capital stock is stated at par value for all shares issued and outstanding. When the Parent Company issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued.

When the shares are sold at a premium, the difference between the proceeds and the par value is credited to the "Additional paid-in capital" account. Direct costs incurred related to equity issuance, such as underwriting, accounting and legal fees, printing costs and taxes are charged to the "Additional paid-in capital" account. When shares are issued for a consideration other than cash, the proceeds are measured by the fair value of the consideration received. In case shares are issued to extinguish or to settle the liability of the Group, the share shall be measured at either the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable.

Treasury Stock

Own equity instruments which are reacquired (treasury stock) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated statement of income on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying value and the consideration, if reissued, is recognized in the "Additional paid-in capital" account. The cost of treasury stock sold or cancelled is determined on a first-in, first-out basis.

When the shares are retired, the capital stock account is reduced by its par value, and the excess of cost over par value upon retirement is debited to "Additional paid-in capital" to the extent of the specific or average additional paid-in capital when the shares were issued and to the retained earnings for the remaining balance.

Equity Reserve

Equity reserve include effect of merger with subsidiaries with non-controlling interest and the Parent Company. Equity reserve is derecognized when the subsidiary is deconsolidated, which is the date on which control ceases.

Retained Earnings

Retained earnings represent the cumulative balance of periodic net income or loss, dividend distribution, effect of changes in accounting policy and other capital adjustments.

Dividends on Common Shares

Cash and property dividends on common shares are recognized as liability and deducted from equity when approved and declared by the BOD of the Parent Company. Stock dividends are treated as transfers from retained earnings to paid-in capital stock when approved and declared by the BOD and the stockholders representing at least two-thirds of the outstanding capital stock.

Dividends for the year that are approved after the reporting date are dealt with as an event after the reporting period.

Earnings per Share (EPS)

Basic EPS is computed by dividing net income for the year attributable to equity holders of the Group by the weighted average number of common shares issued and outstanding during the year.

Diluted EPS is calculated in the same manner, adjusted for the effects of any potential dilutive common shares. Where the effect of the potential dilutive common shares would be anti-dilutive, basic and diluted earnings per share are stated at the same amount.

The Group does not have potential dilutive common shares in 2022, 2021 and 2020.

Revenue Recognition

Revenue from Contracts with Customers
The Group primarily derives its revenue from the sale of goods and rendering of services from manufacturing and service operations, respectively. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

The Group assesses its revenue arrangements against specific criteria to determine if it is acting as a principal or as an agent. The Group has concluded that it is acting as principal in all of its revenue arrangements.

The following specific recognition criteria must also be met before revenue is recognized.

Sale of goods (Manufacturing)
The Group enters into a contract with customer through approved purchased orders and trading term agreements which constitute valid contracts as specific details such as the quantity, price, contract terms and their respective obligations are clearly identified in the contracts.

Revenue from sale of goods is recognized at a point in time generally, on the time of delivery of the goods to the customer except for institutional division sales of flour and buns, which are recognized at the time the goods are dispatched from the warehouses.

Revenue recognized comprises of the invoice price of goods delivered after the deduction of estimated variable considerations and considerations paid/payable to customers. Variable considerations such as discounts, rebates, returns, sales incentives, and other adjustments are provided for in the period the related sales are recorded. Accumulated experience is used to estimate the provision for discounts, using the most likely amount method; revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Sale of services (Service)
Revenue, net of any incentives, is generally recognized over the time the services since as the entity performs, the customer simultaneously receives and consumes the benefits provided by the performance. The Company has determined that the output method used faithfully depicts the performance of the services.

Revenue not in scope under PFRS 15

Rent
Rent income is recognized on a straight-line basis over the terms of the lease.

Interest and financing income
Interest income is recognized as the interest accrues using the EIR method.

Dividend income
Dividend income on investments in shares of stock is recognized when the Group's right to receive the payment is established, which is the date when the dividend declaration is approved by the investee's BOD and/or the stockholders.

Cost of Goods Sold
Cost of goods sold is recognized when the related goods are sold.

Selling and Marketing and General and Administrative Expenses
Selling and marketing expenses are costs incurred to sell or distribute the goods. It includes export and documentation processing and delivery, among others. General and administrative expenses constitute costs of administering the business. These are expensed as incurred.

Short-term Employee Benefits
Short-term employee benefits include salaries and wages, vacation leave and sick leave benefits and other benefits that are expected to be settled wholly before 12 months after the end of the reporting period in which the employees render the related services. These are recognized in the consolidated statements of income in the appropriate expense categories.

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

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

Defined benefits costs comprise the following:
- Service cost
- Net interest on the net defined benefit liability or asset
- Re-measurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

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

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

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

Leases

The Group as a lessee

Lease liabilities

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

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the leases of low-value assets recognition exemption to its leases of other equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

The Group as lessee

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating leases are recognized as an expense in the consolidated statement of income on a straight-line basis over the lease term.

The Group as lessor

Leases where the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. A lessor shall recognize lease payments from operating leases as income on a straight-line basis over the lease terms and is included in revenue in the statement of income due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Foreign Currency Transactions and Translations

Transactions denominated in foreign currencies are recorded using the foreign exchange rate at the date of the transaction. Outstanding monetary assets and monetary liabilities denominated in foreign currencies are translated using the closing foreign exchange rate at the reporting date. All differences are taken to the consolidated statement of income. Nonmonetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Taxes

Current income tax

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

Deferred income tax

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

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

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

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

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

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

Value-added Tax (VAT)

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

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of

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

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

Foreign Currency-Denominated Transactions and Translations
Transactions denominated in foreign currencies are recorded using the functional currency exchange rate at the date of the transaction. Outstanding monetary assets and liabilities denominated in foreign currencies are translated using the closing exchange rate at the reporting date. All differences are taken to the consolidated statement of income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Provision and Contingencies
Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. The expense relating to any provision is presented in the consolidated statement of income, net of reimbursement. If the effect of the time value of money is material, provisions are discounted using the current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

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

Events After the Reporting Date
Events after the reporting date that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Events after the reporting date that are not adjusting events are disclosed in the notes to consolidated financial statement when material.

3. Management's Use of Significant Accounting Estimates and Assumptions

The preparation of the consolidated financial statements in compliance with PFRS requires the Group to exercise judgment, make accounting estimates and use assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The judgments, estimates and assumptions are based on management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Actual results could differ from the estimates and assumptions used. The effect of any change in estimates or assumptions is reflected in the consolidated financial statements when they become reasonably determinable.

Judgment

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

Determination of useful life of trademark

The assessment of indefinite useful life is reviewed annually to determine whether the indefinite useful life continues to be appropriate. When there are events that indicate that the indefinite useful life assessment is no longer appropriate, the useful life assessment will be changed from indefinite to finite.

Based on analysis of relevant factors indicated below, management has assessed that there is no foreseeable limit to the period over which the trademark is expected to generate cash inflows for the Group:

- Management does not expect to encounter significant difficulties in renewing the registration of the trademark.
- Management has assessed that the cost of renewing the trademark as insignificant when compared with the economic benefits expected to flow to the Group from the continued use of the trademark.
- Management is committed to continue to invest for the long term to extend the period over which the trademark is expected to continue to provide economic benefits.

Consequently, management assessed that the trademark has an indefinite useful life as of March 31, 2022 and 2021.

Definition of Default and Credit-impaired Financial Assets

The Group defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when contractual payments are already past due for a certain number of days, which depends on the normal customer arrangements and business terms and varies across relevant business segment/sub-segment of the Group, ranging from 90 days to 360 days. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full. The criteria above have been applied to all financial assets measured at amortized cost held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to calculate the Group's expected loss. An instrument is considered to be no longer in default (i.e. to have cured) when it no longer meets any of the default criteria.

Simplified approach for trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer accounts that have similar loss patterns (i.e., by segment and customer type). The provision matrix is initially based on the Group's historical observed default rates. The Group calibrates the matrices to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Use of Macro-economic Forecasts and Incorporation of Forward-looking Information

Macro-economic forecasts are determined by evaluating a range of possible outcomes and using reasonable and supportable information that is available without undue cost and effort at the reporting date about past events, current conditions and forecasts of future economic conditions. The Group

takes into consideration using different macro-economic variables to ensure linear relationship between internal rates and outside factors. Regression analysis was used to objectively determine which variables to use.

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

Macro-economic indicators that are considered relevant to the Group include, but not limited to consumer price index and gross domestic product.

Grouping of instruments for losses measured on collective basis.
For expected credit loss provisions modelled on a collective basis, a grouping of exposures is performed on the basis of shared risk characteristics, such that risk exposures within a group are homogeneous. The Group considers in its collective assessment based on its business segments and type of customers. The appropriateness of groupings is monitored and reviewed on a periodic basis by Group. As of December 31, 2021 and 2020, the total gross carrying amount of trade receivables for which lifetime ECLs have been measured on a collective basis amounted to ₱1,795.23 million and ₱1,875.92 million, respectively.

Revenue recognition on sale of goods
The Group's main revenue source is its sale of goods. Revenue recognition under PFRS 15 involves the Group's application of significant judgment and estimation in the: (a) identification of the contract for sale of goods that would meet the requirements of PFRS 15; (b) assessment of performance obligation and the probability that the entity will collect the consideration from the customer; (c) determining method to estimate variable consideration and assessing the constraint; and (d) recognition of revenue as the Group satisfies the performance obligation.

a) Existence of a contract
The Group's primary document for a contract with a customer are approved purchased order and trading terms agreement with terms clearly identified including the product specification and payment terms and, for some customer groups, with a signed marketing and distributorship agreement. Each party's rights regarding the goods to be transferred is clearly identified including the product specification, quantity and payment terms. In addition, part of the assessment process of the Group before revenue recognition is to assess the probability that the Group will collect the consideration to which it will be entitled in exchange for the goods sold that will be transferred to the customer.

b) *Identifying performance obligation*
The Group identifies performance obligations by considering whether the promised goods or services in the contract are distinct goods or services. A good or service is distinct when the customer can benefit from the good or service on its own or together with other resources that are readily available to the customer and the Group's promise to transfer the good or service to the customer is separately identifiable from the other promises in the contract. The Group undertakes to sell the products specified including its quantity indicated in an approved purchased order. This is considered as one performance obligation.

c) Recognition of revenue as the Group satisfies the performance obligation.
The Group recognizes its revenue for all revenue streams at a point in time, where the goods are sold and delivered, except for flour sales which are recognized at the time the goods are dispatched from the warehouse.

Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of trademark and goodwill

The Group reviews for impairment the carrying value of trademark and goodwill annually every reporting period. For purposes of impairment testing of trademark and goodwill, the most appropriate valuation approach used is based on the circumstances relevant to the Group and based on the extent of available information. The Group determined that the recoverable amount of the trademark with infinite useful life is value-in-use (VIU). The recoverable amount of the trademark was calculated using cashflow projections from financial budgets, discount rate, revenue growth rates, budgeted brand support and royalty savings rate arising from the ownership of the trademark.

Impairment is determined for goodwill by assessing the recoverable amount of the CGU or group of CGUs to which the goodwill relates. The Group determined that the recoverable amount of the goodwill is VIU. VIU calculation is based on a discounted cash flow model. The recoverable amount is sensitive to the discount rate used and the expected future cash in-flows and the growth rates. Assessments require the use of estimates and assumptions such as discount rates, revenue growth rates, maintenance capital expenditures and projected operating expenses. If the recoverable amount of the unit exceeds the carrying amount of the CGU, the CGU and the goodwill allocated to that CGU shall be regarded as not impaired. Where the recoverable amount of the CGU or group of CGUs is less than the carrying amount of the CGU or group of CGUs to which goodwill has been allocated, an impairment loss is recognized.

No impairment losses were recognized for trademark and goodwill in 2022, 2021 and 2020.

Impairment of property, plant and equipment

The Group assesses impairment on the assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Group considers important which could trigger an impairment review include the following:

- Significant underperformance relative to expected historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy for overall business; and
- Significant negative industry or economic trends.

An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The estimated recoverable amount is the higher of an asset's fair value less costs to sell and value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs. For impairment loss on specific assets, the estimated recoverable amount represents the net fair value less costs to sell.

In 2021 and 2020, impairment loss in its property, plant and equipment amounting to ₱2.11 million and ₱0.51 million, respectively. No impairment loss was recognized 2019.

Valuation of land under revaluation basis
The Group's parcels of land are carried at revalued amounts, which approximate their fair values at the date of the revaluation, less any subsequent accumulated impairment losses. The revaluation is performed by professionally qualified appraisers and uses the Sales Comparison Approach. Revaluations are made every three to five years to ensure that the carrying amounts do not differ materially from those which would be determined using fair values at the reporting date.

As of March 31, 2022 and December 31, 2021, the carrying values of parcels of land carried at revalued amounts amounted to ₱3,552.34 million and ₱3,552.34 million, respectively.

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

The Group's lease liabilities amounted to ₱302.03 million and ₱351.88 million as of March 31, 2022 and December 31, 2021, respectively.

Estimation of expected credit losses.
ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, or an approximation thereof. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Estimation of useful lives of property, plant and equipment (excluding ROU assets)
The Group estimates the useful lives of depreciable property, plant and equipment based on a collective assessment of similar businesses, internal technical evaluation and experience with similar assets. Estimated useful lives are based on the periods over which the assets are expected to be available for use. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical and commercial obsolescence and legal or other limits on the use of the assets. It is possible, however, that future results of operations could be materially affected by changes in the amounts and timing of recorded expenses brought about by changes in the factors mentioned above. A reduction in the estimated useful life of any item of property, plant and equipment would increase the recorded operating expenses and decrease the carrying value of the assets and vice versa.
There had been no changes in the estimated useful lives of property, plant and equipment in 2022 and 2021.

Recognition of deferred income tax assets

The Group reviews the carrying amounts of deferred income tax assets at each reporting date and adjusts the balance of deferred income tax assets to the extent that it is probable that the Group will be able to utilize the tax benefits arising from these deferred income tax assets and that sufficient future taxable profits are available for the utilization of the deferred income tax assets recognized.

Estimation of retirement benefit obligation

The determination of the Group's retirement benefit obligation depends on the selection by management of certain assumptions used by the actuary in calculating such amounts.

Net retirement obligation amounted to ₱70.47 million and ₱48.63 million as of March 31, 2022 and December 31, 2021, respectively.

4. Segment Information and Revenue from Contracts with Customers

The Group's management reports its operating business segments into the following: (a) consumer business, (b) institutional business, and (c) other operations. The consumer business segment manufactures ice cream products, milk and juices, and sells the latter together with pasta and rice-based mixes. The institutional business segment primarily manufactures flour and bread products, pasta and rice-based mixes but only sells flour and bread products. Other segments consist of lighterage, office space leasing and other services shown in aggregate as "Other operations". These are the operating segments reported to the chief operating decision maker.

The operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. All operating business segments used by the Group meet the definition of reportable segment under PFRS 8, *Segment Reporting*.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

Segment assets include all operating assets used by a segment and consist principally of operating cash, receivables, inventories and property, plant and equipment, net of allowances and provisions. Segment liabilities include all operating liabilities and consist principally of trade, wages and taxes currently payable and accrued liabilities.

Intersegment transactions, i.e., segment revenues and segment expenses, include transfers between business segments. Those transfers are eliminated in consolidation and reflected in the "eliminations" column.

The Group does not have a single external customer from which revenue generated amounted to 10% or more of the total revenue of the Group.

Information with regard to the Group's significant business segments follows:

	For the Quarter Ended March 31, 2022				
	Institutional Business	Consumer Business	Other Businesses	Eliminations	**Consolidated**
Net sales					
External sales	**₱1,171**	**₱2,721**	**₱9**	**₱–**	**₱3,901**
Intersegment sales	–	–	**11**	**(₱11)**	–
	₱1,171	**₱2.721**	**₱20**	**(₱11)**	**₱3,901**
Results					
Income from operations	**₱124**	**₱357**	**(₱26)**	**₱–**	**₱455**
Other income (charges) - net					**₱–**
Provision for income tax					**(₱121)**
Net income					**₱334**
Other information					
Segment assets	**₱32.485**	**₱56,503**	**₱27,999**	**(₱100,062)**	**₱16.925**
Investments	–	–	**₱3,138**	**(₱346)**	**2,792**
Consolidated Total Assets	**₱32.485**	**₱56,503**	**₱31,137**	**(₱100,408)**	**₱19,717**
Consolidated Total Liabilities					**₱6,495**
Depreciation and amortization					**₱149**

	For the Quarter Ended March 31, 2021				
	Institutional Business	Consumer Business	Other Businesses	Eliminations	**Consolidated**
Net sales					
External sales	**₱1,007**	**₱2,323**	**₱8**	**₱–**	**₱3,338**
Intersegment sales	–	–	**5**	**(₱5)**	–
	₱1,007	**₱2.323**	**₱13**	**(₱5)**	**₱3,338**
Results					
Income from operations	**₱96**	**₱369**	**₱8**	**₱–**	**₱473**
Other income (charges) - net					**(₱2)**
Provision for income tax					**(₱151)**
Net income					**₱320**
Other information					
Segment assets	**₱24,272**	**₱44,078**	**₱17,809**	**(₱67,810)**	**₱18,349**
Investments	–	–	**₱2,401**	**(₱1,935)**	**466**
Consolidated Total Assets	**₱24,272**	**₱44,078**	**₱20,210**	**(₱69,745)**	**₱18,815**
Consolidated Total Liabilities					**₱6,280**
Depreciation and amortization					**₱154**

5. Cash and Cash Equivalents and Short-term Cash Investments

Cash and cash equivalents

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
Cash on hand and in banks	**₱1,519**	₱1,916
Cash equivalents	**–**	140
	₱1,519	₱2,056

6. Accounts Receivables

	March 31, 2021 (Unaudited)	December 31, 2021 (Audited)
Trade receivables	**₱1,447**	₱1,819
Advances to related parties	**₱155**	₱157
Other receivables	**₱421**	₱209
	₱2.023	₱2,185
Less: Allowance for doubtful accounts	**₱421**	₱412
	₱1,602	₱1,773

7. Inventories

This account includes finished goods and goods in process, raw materials, and spare parts and supplies.

8. Other Current Assets

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
Prepaid expenses	**₱32**	₱21
Deposits on purchases	**28**	₱34
Creditable withholding taxes	**30**	₱16
Input VAT	**4**	₱4
Others	**₱148**	₱60
	₱242	₱135

9. Financial Assets at FVOCI

Financial assets at FVOCI

The Group's financial assets at FVOCI consists of various government and corporate debt securities amounting to ₱2,635.30 and ₱3,548.73 million as of March 31, 2022 and December 31, 2021, respectively. These securities have maturity terms ranging from less than a year to 4 years.

10. Property, Plant and Equipment

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
Property, plant and equipment		
At cost	**₱4,126**	₱4,208
At appraised value	**₱3,552**	₱3,552
	₱7,678	₱7,760

Land
As of March 31, 2022 and December 31, 2021, the aggregate fair values of land amounted to ₱ 3,552.34 million. The fair values of land were determined on December 31, 2020 using the Sales Comparison Approach. This is a comparative approach to value that considers the sales of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison. Listings and offerings may be considered. Factors such as the property location, desirability, neighborhood, utility, size, terrain and the time element are involved in estimating the market value of the land. The valuation is performed by an SEC-accredited independent valuer who has valuation experience for similar properties in the Philippines since 1980. Gain from the revaluation of the land amounting to ₱440.80 million was recognized in 2020.

The cost of these parcels of land amounted to ₱558.94 million as of March 31, 2022 and December 31, 2021.

The fair value has been categorized as Level 3 fair value measurement based on the inputs to valuation technique used. The significant unobservable valuation input used is price per square meter ranging from ₱5,400 to ₱81,700. Significant increases (decreases) in estimated price per square meter in isolation would result in a significantly higher (lower) fair value on a linear basis.

11. Interest in Joint Venture Proportionately Consolidated

URICI, a 50% joint venture of the Parent Company and Unilever Philippines, Inc. (UPI), is engaged in manufacturing, distributing, marketing, selling, importing, exporting and dealing in ice cream, ice cream desserts and ice cream novelties and similar food products. Based on the buy-out formula as stipulated in the shareholders' agreement between the Parent Company and Unilever Philippines, Inc., the estimated value of the Parent Company's 50% ownership interest in URICI amounted to ₱7,750.33 million and ₱7,973.10 million as of December 31, 2021 and 2020, respectively.

On October 1, 2012, the Parent Company requested from the SEC for an exemptive relief from the adoption of PFRS 11 on its investment in URICI. On November 22, 2012, upon consideration of the Parent Company's justifications, the SEC approved that the Parent Company be relieved from the adoption of PFRS 11 on its investment in URICI on the following grounds:

- Material impact

  The transition from the proportionate consolidation method to equity method in accounting for the Parent Company's interest in URICI would materially affect the Parent Company's consolidated financial statement line items decreasing revenue, gross profit, net operating income, gross assets and gross liabilities.

- Peculiarities of the arrangement

  a. The trademark agreement indicates that URICI can use "Selecta" licensed trademarks, trade names, logos, designs, symbols, words or devices other than the marks only upon approval of the Parent Company. This is an indication that the Parent Company has an indirect control on the activities being performed under the joint arrangement.

     The use of the trademark license by URICI is under the control of the Parent Company. Accordingly, the main products produced by URICI must conform to the quality standards of the Parent Company.

  b. URICI does not own any real property and instead, has a lease agreement with SWLC, the lessor. SWLC is 35% and 25% owned by the Parent Company and WS Holdings, Inc. (WSHI), respectively, and 40% owned by Unilever, a foreign corporation. WSHI is 60% owned by the Parent Company.

12. Other Noncurrent Assets

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
Deferred income tax assets - net	**₱152**	₱185
Other noncurrent assets	**₱59**	₱69
	₱211	₱254

13. Accounts Payable and Other Current Liabilities

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
Accounts payable and accrued liabilities	**₱4,733**	₱4,810
Income tax payable	**₱213**	₱114
Advances to related parties	**₱386**	₱152
	₱5,332	₱5,076

14. Other Noncurrent Liabilities

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
Deferred income tax liabilities	**₱490**	₱500
Net pension obligation	**₱71**	₱49
	₱561	₱549

15. Equity

Capital stock

On October 14, 2013, the SEC approved the amendment of the Parent Company's articles of incorporation to remove the pre-emptive rights of the stockholders to all issuances or dispositions of any class of shares of the Parent Company, unless otherwise prescribed by the BOD.

As of March 31, 2022 and December 31, 2021, the Parent Company has 3,978,265,025 authorized common shares with ₱1 par value per share. Issued and outstanding common shares of 3,369,549,358 and 3,369,549,358 are held by 3,120 and 3,128 shareholders as of March 31, 2022 and December 31, 2021, respectively.

As of March 31, 2022 and December 31, 2021 capital stock consists of the following:

	Number of Shares			
	Authorized		**Issued and Outstanding**	
	March 31,2022	December 31, 2021	**March 31,2022**	December 31, 2021
Issued	**3,978,265,025**	3,978,265,025	**3,651,021,310**	3,651,021,310
Addition	**–**	–	**–**	–
Less: Treasury stock	**–**	–	**(281,471,952)**	(281,471,952)
Issued and Outstanding	**3,978,265,025**	3,978,265,025	**3,369,549,358**	3,369,549,358

Below is a summary of the capital stock movement of the Parent Company:

Year	Date of Transaction	Common Stock Transactions	
1993		185,800,356	
1994	August 3, 1994	93,304,663	(a)
1995	April 7, 1995	1,116,420,076	(b)
1997	February 25, 1997	5,950,650	(c)
1998		20,042,392	(c)
1999		1,804,979	(c)
2000	July 21, 2000	229,582,173	(d)
2000	December 14, 2000	45,252,983	(d)
2001	Various	21,950,505	(c)
2002	Various	195,891,163	(c)
2006	March 17, 2006	47,857,244	(d)
2008	January 9, 2008	1,963,857,184	(e)
2008	July 29, 2008	(767,310,502)	(f)
2014	March 24, 2014	340,000,000	(g)
2016	Various	(74,973,600)	(h)
2016	Various	70,810,600	(h)
2017	Various	(26,592,400)	(i)
2017	Various	27,864,600	(i)
2018	Various	(19,655,200)	(j)
2018	Various	4,200,000	(j)
2019	Various	(34,676,500)	(k)
2019	Various	5,181,000	(k)
2019	Various	4,120,492	(l)
2020	Various	(87,133,500)	(m)
		3,369,549,358	

(a) On July 28, 1994, the SEC approved the Parent Company's declaration of a 50% stock dividend.
(b) On April 7, 1995, the SEC approved a 5-for-1 stock split for the common stock, effectively reducing the par value from ₱10.00 to ₱2.00.

(c) This is the result of the conversion of Parent Company's preferred shares to common shares. Conversion of shares was made at various dates within the year.
(d) Information on the offer price is not available since the shares were not issued in relation to a public offering.
(e) On June 28, 2007, the SEC approved the 2-for-1 stock split for the common stock, effectively reducing the par value from ₱2.00 to ₱1.00.
(f) Cost of retired shares amounted to ₱991.76 million.
(g) On March 24, 2014, the Parent Company issued additional 340.00 million shares.
(h) Purchased 74.97 million treasury stock amounting to ₱313.68 million on various dates in 2016. Re-issued 70.81 million treasury stock amounting to ₱302.23 million on various dates in 2016 resulting in excess of issue price over the cost of treasury stock amounting to ₱8.71 million which is presented under "Additional paid-in capital" account in equity.
(i) Purchased 26.59 million treasury stock amounting to ₱121.80 million on various dates in 2017. Re-issued 27.86 million treasury stock amounting to ₱129.80 million on various dates in 2017 resulting in excess of issue price over the cost of treasury stock amounting to ₱2.14 million which is presented under "Additional paid-in capital" account in equity.
(j) Purchased 19.66 million treasury stock amounting to ₱92.76 million on various dates in 2018. Re-issued 4.20 million treasury stock amounting to ₱20.68 million on various dates in 2018 resulting in excess of cost of treasury stock over the issue price amounting to ₱0.22 million which is presented under "Additional paid-in capital" account in equity.
(k) Purchased 34.68 million treasury stock amounting to ₱167.24 million on various dates in 2019. Re-issued 5.18 million treasury shares amounting to ₱24.23 million on various dates in 2019 resulting in excess of cost of treasury shares over the issue price amounting to ₱1.16 million which is presented under "Additional paid-in capital" account in equity.
(l) This is the result of issuance of shares of the Parent Company, as a consideration for the merger, 4,120,492 shares were issued to the minority shareholders and 146,496,952 shares were considered as treasury shares.
(m) Purchased 87.13 million shares into treasury amounting to ₱382.86 million on various dates in 2020.

Retained earnings

The details of the Parent Company's declaration of cash dividends follow:

Date of BOD Approval	Amount (in millions)	Type	Amount per share	Record date	Payment Date
January 12, 2021	₱394.02	Cash	₱0.116936	February 22, 2022	January 26, 2022
June 30, 2021	₱416.81	Cash	₱0.123700	July 14, 2021	August 9, 2021
January 25, 2021	355.77	Cash	0.103870	February 8, 2021	March 8, 2021
July 29, 2020	371.48	Cash	0.106000	August 13, 2020	September 10, 2020
February 5, 2020	371.48	Cash	0.106000	February 19, 2020	March 17, 2020
July 24, 2019	271.25	Cash	0.077400	August 7, 2019	September 4, 2019

The Group's retained earnings as of December 31, 2021 is restricted for the payment of dividends to the extent of the cost of treasury stock, deferred income tax assets, accumulated equity in undistributed net earnings of an associate, partially consolidated joint venture (see Note 2) and consolidated subsidiaries amounting to ₱545.87 million. In accordance with Revised SRC Rule 68, Annex 68C, the retained earnings available for dividend declaration as of December 31, 2021 amounted to ₱5.53 billion.

Equity reserve

On July 31, 2018, the Board of Directors (BOD) of the Parent Company approved the upstream merger among the Parent Company (the Surviving Corporation) and Cabuyao Logistics and Industrial Center (CLIC), Interbake Commissary Corporation (ICC) and Invest Asia Corporation (IAC) (the Absorbed Corporations). On January 31, 2019, the SEC has approved the said merger.

As a result of merger, the Parent Company has acquired the net assets including previous share of noncontrolling interest and possessed all the right, privileges and immunities of the Absorbed

Corporations. All properties and receivables due to the Absorbed Corporations shall be taken and deemed to be transferred to and vested in the Parent Company without further act or deed.

The Parent Company considered the legal merger as, in substance, the redemption of shares in the subsidiaries, in exchange for the underlying assets of such subsidiaries. As a result, the acquired assets and assumed liabilities of the Absorbed Corporations were recognized at the carrying amounts in the consolidated financial statements as of the date of the merger. This includes any goodwill, intangible assets, or purchase price allocation adjustments that were recognized when the subsidiaries were originally acquired, less the related amortization, depreciation or impairment losses, as applicable, as well as the revaluation increment on the property, plant and equipment, of the Absorbed Corporations.

The shares issued by the Parent Company is currently classified as treasury shares. The difference between the consideration paid by the Parent Company and the net assets acquired of the Absorbed Corporations was accounted for as "Equity Reserve" in the consolidated statements of changes in equity for the year ended December 31, 2019.

16. Related Party Transactions

Related party relationship exists when the party has the ability to control, directly or indirectly, through one or more intermediaries, or exercise significant influence over the other party in making financial and operating decisions. Such relationships also exist between and/or among entities which are under common control with the reporting entity and its key management personnel, directors or stockholders. In considering each possible related party relationship, attention is directed to the substance of the relationships, and not merely to the legal form.

Terms and Conditions of Transactions with Related Parties
There have been no guarantees provided or received for any related party receivables or payables. These accounts are non-interest bearing, generally unsecured and will be settled in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Significant transactions with subsidiaries and joint venture which have been eliminated in the consolidation:

a. Distribution services provided by the Parent Company to URICI for the export of frozen dairy dessert/mellorine whereby URICI pays service fees equivalent to 7% of the total net sales value of goods distributed. Service fees amounted to ₱2.26 million and ₱2.33 million in March 31, 2022 and March 31, 2021, respectively.

b. The Parent Company engages RLC for its lighterage requirements. Service fees to RLC amounted to ₱8.30 million and ₱3.07 million in March 31, 2022 and March 31, 2021, respectively.

17. Financial Risk Management Objectives and Policies

The Group's principal financial instruments include non-derivative instruments such as cash and cash equivalents, short-term cash investments, financial assets at FVOCI, accounts receivable, bank loans, accounts payable and accrued liabilities, and advances to and from related parties. The main purpose of these financial instruments includes raising funds for the Group's operations and managing identified financial risks. The Group has various other financial assets and financial liabilities such as other

current receivables, other current assets and customers' deposits which arise directly from its operations. The main risk arising from the use of financial instruments is credit risk, liquidity risk, interest rate risk and foreign exchange risk.

Credit risk
Credit risk arises from the risk of counterparties defaulting. Management is tasked to minimize credit risk through strict implementation of credit, treasury and financial policies. The Group deals only with reputable counterparties, financial institutions and customers. To the extent possible, the Group obtains collateral to secure sales of its products to customers. In addition, the Group transacts with financial institutions belonging to the top 25% of the industry, and/or those which provide the Group with long-term loans and/or short-term credit facilities.

The Group does not have significant concentrations of credit risk and does not enter into financial instruments to manage credit risk. The Group's gross maximum exposure to credit risk is equal to the carrying amount of its financial assets, before taking into account any collateral and other credit enhancements.

Credit quality of cash in banks, cash equivalents and short-term cash investments are based on the nature of the counterparty and the Group's internal rating system.

Financial assets that are neither past due nor impaired are classified as "Excellent" account when these are expected to be collected or liquidated on or before their due dates, or upon call by the Group if there are no predetermined defined due dates. All other financial assets that are neither past due or impaired are classified as "Good" accounts.

Liquidity risk
Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet commitments from financial instruments.

Management is tasked to minimize liquidity risk through prudent financial planning and execution to meet the funding requirements of the various operating divisions within the Group; through long-term and short-term debts obtained from financial institutions; through strict implementation of credit and collection policies, particularly in containing trade receivables; and through capital raising, including equity, as may be necessary. Working capital requirements, on the other hand, are adequately addressed through short-term credit facilities from financial institutions. Trade receivables are kept within manageable levels.

Interest rate risk
The Group's exposure to changes in interest rates relates primarily to the Group's short-term and long-term debt obligations.

Management is tasked to minimize interest rate risk by having a mix of variable and fixed interest rates on its loans. As of March 31, 2022 and December 31, 2021, the Group's share in URICI's outstanding bank loans include only short-term loans from local banks and lending investors. URICI is not expecting significant exposures to interest rate risk considering the short-term maturities of its bank loans.

There is no other impact on the Group's equity other than those affecting the statement of income.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's short and long-term government debt securities with floating discount rates.

Foreign exchange risk
The Group's exposure to foreign exchange risk results from the Parent Company's and URICI's business transactions and financing agreements denominated in foreign currencies.

Management is tasked to minimize foreign exchange risk through the natural hedges arising from its export business and through external currency hedges. Presently, trade importations are immediately paid or converted into Peso obligations as soon as these are negotiated with suppliers. The Group has not done any external currency hedges in 2022 and 2021.

There is no other impact on the Group's equity other than those affecting the consolidated statements of income.

18. Contracts and Commitments

The Parent Company entered into license agreements with Sunkist Growers, Inc., Rovio Entertainment Ltd., and Turner Broadcasting System Asia Pacific, Inc. whereby the licensors granted the Company the non-exclusive license to manufacture, market, distribute and sell the licensed products. The Parent Company agreed to pay a fixed amount of royalty every year, as stipulated in the agreements.

19. Capital Management

It is the objective of the Group to maintain a capital base that adequately services the needs of its present and future operations while keeping within the capital level required by creditors. The capital base is also sufficient to address present and future uncertainties and risks inherent in the business and changes in the economic conditions. Payment of dividends, return of capital, or issuance of shares to increase capital shall be made accordingly and as may be necessary. No changes were made in the objectives, policies and processes as of March 31, 2022 and December 31, 2021.

The table below summarizes the total capital considered by the Group:

	March 31, 2022 (Unaudited)	December 31, 2021 (Audited)
Capital stock	**₱3,651**	₱3,651
Additional paid-in capital	**2,060**	2,060
Treasury stock	**(758)**	(758)
Retained earnings	**6,078**	6,138
	₱11,031	₱11,091

20. Other Income Charges

	For the period ended March 31	
	2022 (Unaudited)	2021 (Unaudited)
Interest expense	**₱–**	**(₱1)**
Interest income	**13**	**10**
Other income - net	**(13)**	**(11)**
	₱–	**(₱2)**

21. Earnings Per Share

		For the Period Ended March 31	
		2022	2021
		(Unaudited)	(Unaudited)
a.	Net income attributable to equity holders of the Parent Company (Amounts in Millions)	**₱334**	₱320
b.	Common shares outstanding	**3,369,549,358**	3,369,549,358
c.	Weighted average common shares outstanding	**3,369,549,358**	3,369,549,358
d.	Basic earnings per share (a/c)	**₱0.10**	₱0.09
e.	Diluted earnings per share (a/c)	**₱0.10**	₱0.09

RFM CORPORATION AND SUBSIDIARIES
Aging Analysis of Trade Receivables
As of March 31, 2022
(Amounts in Millions)

	Amount	**%**
Under Three (3) Months	**₱1,554**	97%
Three (3) Months to One (1) Year	**₱16**	1%
Over One (1) Year	**₱32**	2%
	₱1,602	100%