30 May 2024

DISCLOSURE DEPARTMENT
The Philippine Stock Exchange, Inc.
6th Floor, PSE Tower,
5th Avenue cor. 28th Street,
Bonifacio Global City, Taguig City

Attention	:	**MS. ALEXANDRA D. TOM WONG** **Officer-in-Charge, Disclosure Department**
Re	:	**SEC 20-IS (Definitive)** **2024 Annual Stockholders' Meeting**

Dear **Ms. Wong,**

In compliance with Section 20 of the Securities Regulation Code, please find the attached *amended* Definitive Information Statement (SEC Form 20-IS) of RFM Corporation, duly approved by the Securities and Exchange Commission, in relation to the Company's 2024 Annual Stockholders' Meeting.

Thank you.

Very truly yours,

ATTY. MITCHIE VANESSA T. MAGOMNANG
Corporate Secretary

RFM CORPORATION

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the **Annual Meeting of the Stockholders of RFM CORPORATION ("RFM")** will be conducted virtually on **Wednesday, 26 June 2024 at 11:00 A.M.** and information about said online meeting can be accessed at the link provided in RFM's website at https://www.rfmfoods.com/CompanyDisclosures/2024ASM.aspx under ASM Matters, with the following **AGENDA:**

RECEIVED
30 MAY 2024

I. Call to Order

II. Certification of Notice and Quorum

III. Approval of the Minutes of the Annual Stockholders' Meeting held on June 14, 2023

IV. President's Report for 2023 and Audited Financial Statements ending December 31, 2023

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

VI. Election of Directors for 2024

VII. Appointment of External Auditor

VIII. Approval of the amendment to RFM Corporation's By-Laws to comply with the provisions of the Revised Corporation Code of the Philippines and other laws, rules and regulations

IX. Other Matters

X. Adjournment

The conduct of this Annual Stockholders' Meeting will be streamed live and stockholders of record as of 21 May 2024 may attend, participate and vote only through 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 17, 2024.

Stockholders may view the Notice and Agenda, Proxy Form, Definitive Information Statement, SEC Form 17-A (2023 Annual Report), SEC Form 17-Q (1st Quarter Report of 2024) and other pertinent documents related to RFM's Annual Stockholders' Meeting at https://www.rfmfoods.com/CompanyDisclosures/2024ASM.aspx under ASM Matters and via the PSE Electronic Disclosure Generation Technology (PSE EDGE) portal at https://edge.pse.com.ph.

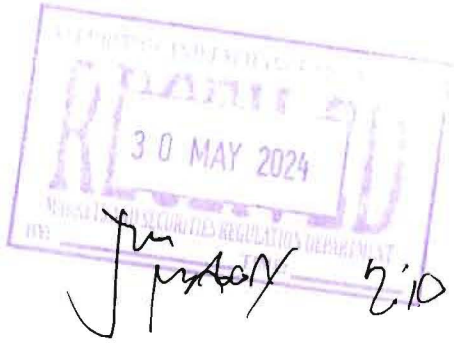
11 April 2024, Mandaluyong City, Metro Manila, Philippines.

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:

26 June 2024
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: https://www.rfmfoods.com/CompanyDisclosures/2024ASM.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 04 June 2024

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: **26 June 2024**
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: https://www.rfmfoods.com/CompanyDisclosures/2024ASM.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 04 June 2024**

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 21 May 2024 shall be entitled to vote during the meeting. The outstanding capital stock of the Corporation as of 30 April 2024 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 2024 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	22.11%
Common	PCD Nominee Corp. G/F MKSE Building Ayala Avenue, Makati Stockholder	PCD Participants	Foreign	670,634,639	19.90%
Common	Horizons Realty, Inc. 11 Kawayan Road N. Forbes Park, Makati City Stockholder	Horizons Realty, Inc.	Filipino	650,139,738	19.29%
Common	BJS Dev. Corp. 1869 P. Domingo St. Makati City Stockholder	BJS Dev. Corp.	Filipino	311,210,184	09.24%
Common	PCD Nominee Corp. G/F MKSE Building Ayala Avenue, Makati Stockholder	PCD Participants	Filipino	198,427,428	5.89%
Common	Helios St., Sta Cruz Manila Stockholder	RPMC Resources, Inc.	Filipino	201,982,966	5.99%

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

I. Horizons Realty, Inc.
   1. Ma. Victoria A. Concepcion
   2. Jose Ma. A. Concepcion III
   3. Ma. Victoria Herminia C. Young
   4. Luis Bernardo A. Concepcion
   5. John Marie A. Concepcion
   6. Ma. Lourdes Celine C. Lebron

7. Ma. Victoria Ana C. Monasterio
8. Mary Elizabeth C. Santos
9. 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. Burton Joseph D. Server, Jr.
2. Hanz Joseph Banzhaf
3. Ernest Fritz D. 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

V. RPMC Resources, Inc.
1. Gloria M. Alberto
2. Francisco A. Segovia
3. Steven Cesar G. Virata
4. Jowina M. Segovia
5. Cesar F. Domingo
6. Tristan H. Macapanpan
7. Euney Marie J. Mata-Perez

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. For Horizons Realty, Inc., Ms. Ma. Victoria A. Concepcion is given the voting power over its security ownership while Mr. Ernest Fritz D.

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

The direct and indirect shareholdings of directors and officers as of April 30, 2024 are as follows:

Title of Class	Name and Address of Beneficial Owner	Position	Citizenship	Direct Shares	Indirect Shares	Total Direct & Indirect Shares	Percent of Class
Common	Jose Ma. A. Concepcion III	Chairman of the Board / President & CEO	Filipino	2,640	781,768,696	781,771,336	23.20%
Common	John Marie A. Concepcion	Director	Filipino	369,974	49,619,612	49,989,586	1.48%
Common	Ma. Victoria Herminia C. Young	Director/ SVP & GM, Consumer Group	Filipino	10	20,471,448	20,471,458	0.61%
Common	Ernest Fritz D. Server	Vice Chairman of the Board	Filipino	564,834	205,064	769,898	0.02%
Common	Burton Joseph D. Server, Jr.	Director	Filipino	135,376	5,445,166	5,580,542	0.17%
Common	Jose Ma. Christian O. Concepcion IV	Director	Filipino"	60,000	0	60,000	0%
Common	Francisco A. Segovia	Director	Filipino	10	74,990,760	74,990,770	2.23%
Common	Lilia R. Bautista	Independent Director	Filipino	2,000	0	2,000	0%
Common	Felicisimo M. Nacino, Jr.	Independent Director	Filipino	2,000	0	2,000	0%
Common	Emmanuel O. Bautista	Independent Director	Filipino	10,000	0	10,000	0%
Common	Enrique Oliver I. Rey-Matias	VP-Finance & Chief Finance Officer/ Concurrent General Manager, Flour Group/Compliance Officer	Filipino	150,000	0	150,000	0%
Common	Philip V. Prieto	Assistant Treasurer	Filipino	122	0	122	0%

(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;

a.) In the case of independent director,

i. 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;

ii. 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.

b.) 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.

Moreover, during the Organizational Meeting of the Board of Directors held on 14 June 2023, the following were nominated and appointed for membership and chairmanship of the Corporation's Committees:

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

Compensation Committee
- Chairman - Romeo L. Bernardo
- Members - Ernest Fritz D. Server
- Lilia R. Bautista

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

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

Reported hereunder are the attendance of the Board of Directors in Board meetings and Committee meetings held from January 1, 2023 to December 31, 2023:

MEETING OF BOARD OF DIRECTORS	DESIGNATION	ATTENDANCE
JOSE S. CONCEPCION, JR.	Chairman Emeritus/Director	6/6
JOSE MA. A. CONCEPCION III	Chairman/ President & CEO	6/6
ERNEST FRITZ D. SERVER	Vice - Chairman	6/6
JOSE MA. CHRISTIAN O. CONCEPCION IV	Director	6/6
MARIA VICTORIA HERMINIA C. YOUNG	SVP & GM - Consumer Group /Director	6/6
JOHN MARIE A. CONCEPCION	Director	5/6
FRANCISCO A. SEGOVIA	Director	6/6
BURTON JOSEPH D. SERVER, JR.	Director	6/6
FELICISIMO NACINO, JR.	Independent Director	6/6
LILIA R. BAUTISTA	Independent Director	6/6
ROMEO L. BERNARDO * served from January 2023 to September 2023	Independent Director	5/6
EMMANUEL O. BAUTISTA * served from October 2023 to December 2023	Independent Director	1/6

MEETING OF AUDIT COMMITTEE	COMMITTEE MEMBERSHIP	ATTENDANCE
LILIA R. BAUTISTA	Chairman	3/3
ROMEO L. BERNARDO *served from January 2023 to September 2023 in the Audit Committee	Member	2/3
BURTON JOSEPH D. SERVER, JR.	Member	2/3
FELICISIMO NACINO, JR.	Member	3/3

MEETING OF CORPORATE GOVERNANCE COMMITTEE	COMMITTEE MEMBERSHIP	ATTENDANCE
ROMEO L. BERNARDO *served from January 2023 to September 2023 in the Corporate Governance Committee	Chairman	1/2
LILIA R. BAUTISTA	Member	2/2
BURTON JOSEPH D. SERVER, JR.	Member	2/2
EMMANUEL O. BAUTISTA * served from October 2023 to December 2023 in the Corporate Governance Committee	Member	-

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 and Maria Victoria Catherine C. Puno. While Ernest Fritz D. Server and Burton Joseph D. Server, Jr. 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 2023 and Item 16 of the Corporation's Quarterly Report (SEC Form 17-Q) as of 31 March 2024.

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

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 Ma.Victoria Herminia C. Young Enrique Oliver I. Rey-Matias Victor Patrick S. Gutierrez Melchor B. Bacsa	President & CEO SVP & GM – Consumer Group VP & CFO VP & Head, Sales & Marketing VP & Head, Consumer Group – Supply Chain	2024	₱65.87	₱49.37	₱16.50
All officers and directors as a group unnamed		2024	₱16.46	₱12.66	₱3.80

(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	2023	₱80.43	₱58.98	₱21.45
All officers and directors as a group unnamed		2023	₱17.51	₱14.99	₱2.52

(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

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/per diem/incentive received by the directors of the Corporation for the year ended December 31, 2023 is provided hereunder:

NAME	Per Diem		Bonus	Total
	Board Meetings	Committee Meetings		
JOSE S. CONCEPCION, JR.	60,000.00	0	2,302,499.06	2,362,499.06
ERNEST FRITZ SERVER	60,000.00	0	2,302,499.06	2,362,499.06
JOSE MA. A. CONCEPCION III	120,000.00	0	2,302,499.06	2,422,499.06
JOSE MA. CHRISTIAN O. CONCEPCION IV	60,000.00	0	2,302,499.06	2,362,499.06
MARIA VICTORIA HERMINIA C. YOUNG	60,000.00	0	2,302,499.06	2,362,499.06
JOHN MARIE A. CONCEPCION	50,000.00	0	2,302,499.06	2,352,499.06
FRANCISCO A. SEGOVIA	60,000.00	0	2,302,499.06	2,362,499.06
JOSEPH D. SERVER, JR.	60,000.00	40,000.00	2,302,499.06	2,402,499.06
FELICISIMO M. NACINO, JR.	60,000.00	30,000.00	2,302,499.06	2,392,499.06
ROMEO L. BERNARDO * served from January 2023 to September 2023	50,000.00	30,000.00	2,302,499.06	2,382,499.06
LILIA R. BAUTISTA	60,000.00	650,000.00	2,302,499.06	3,012,499.06
EMMANUEL BAUTISTA * served from October 2023 to December 2023	10,000.00	0	0	10,000.00
TOTAL	710,000.00	750,000.00	25,327,489.66	26,787,489.66

(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 Mr. Narciso T. Torres, Jr., who was engaged for the period January 2017 until December 2018, while the current engagement partner for the period from January 2019 until December 2023 is Ms. Ma. Emilita L. Villanueva.

Audit and Audit Related Fees

For the years 2023, 2022, and 2021, the Company engaged the professional services of SGV. The Group incurred an aggregate audit fee of ₱2.5 million for 2023, 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 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

Item 9. Authorization or Issuance of Securities Other Than for Exchange

There is no action to be taken with respect to the authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

There is no action to be taken with respect to the modification or exchange of securities.

Item 11. Financial and Other Information

The audited financial statements as of December 31, 2023, the 1st quarter Report for 2024, the Management's Discussion and Analysis, market price of shares and dividends and other data related to the Company's financial information are either incorporated herein or attached hereto.

Item 12. Mergers, Consolidation, Acquisitions and Similar Matters

There is no action to be taken with respect to mergers, consolidations, acquisitions, sales of other transfer of all or any substantial part of the assets of the Company, liquidation or dissolution of the Company, and similar matters.

Items 13. Acquisition or Disposition of Property

There is no action to be taken with respect to the acquisition of any significant Company property.

Items 14. Restatement of Accounts

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

Approval of the Management Report for the fiscal year 2023 and Minutes of the previous Annual Stockholders' Meeting.

A. Summary of the Annual Stockholders' Meeting held on 14 June 2023

The Annual Stockholder's Meeting was held on 14 June 2023 and conducted through remote communication (streamed live), attended by the stockholders of record, members of the Board of Directors and 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 exceed the number of shares owned, multiplied by the number of directors to be elected. The Corporation's stock transfer agent, Stock Transfer Service, Inc., together with the Corporate Secretary, tabulated all valid and confirmed votes cast through electronic voting, along 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 the Manila Times which are both newspapers of general circulation on May 18, 2023 and May 19, 2023, in accordance with the By-laws of the Corporation and pursuant to the existing rules and regulations issued by the Securities and Exchange Commission (SEC). 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 of the SEC in relation to the conduct of the Annual Stockholders' Meeting of publicly-listed companies, electronic copies of the Notice and Agenda, the Information Statement, the 2022 Annual Report and other pertinent documents are made available for viewing or inspection by any shareholder in RFM's website under the 2023 ASM folder. 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 90.98% percent of the outstanding capital stock or 3,065,645,599 shares out of the 3,369,549,358 outstanding shares.

2. Approval of Previous Minutes

The minutes of the Annual Stockholders' Meeting held on 27 June 2022 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 June 27, 2022	3,065,645,599	90.98%	0	0.00%	0	0.00%

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

RESOLUTION ASM NO. 2023-06-01

"RESOLVED, that the Minutes of the Annual Stockholders' Meeting held on 27 June 2022 be, as it is hereby approved and ordered filed."

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

The 2022 Annual Report was noted and appended to the minutes while the 2022 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 2022 and Audited Financial Statements ending December 31, 2022	3,064,419,799	90.94%	0	0.00%	1,225,800	0.04%

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

RESOLUTION ASM NO. 2023-06-02

"RESOLVED, that the Annual Report of the President of the Corporation for the period starting 01 January 2022 to 31 December 2022 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. 2023-06-03

"RESOLVED, that the Audited Financial Statements for 2022 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 2022 Annual Stockholders' Meeting until the 2023 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	3,064,417,799	90.94%	0	0.00%	1,227,800	0.04%

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

RESOLUTION ASM NO. 2023-06-04

"RESOLVED, that the minutes of all meetings of the Board of Directors of the Corporation covering the period between the 2022 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 2022 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 D. Server
Burton Joseph D. Server, Jr.
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

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 2023-2024						
JOSE S. CONCEPCION, JR.	2,686,905,931	79.74%	378,737,668	11.24%	0	0.00%
ERNEST FRITZ D. SERVER	2,701,621,199	80.18%	364,022,400	10.80%	0	0.00%
JOSE MA. A. CONCEPCION III	2,860,922,431	84.91%	23,339,268	0.69%	181,383,900	5.38%
JOHN MARIE A. CONCEPCION	2,686,905,931	79.74%	378,737,668	11.24%	0	0.00%
MA. VICTORIA HERMINIA C. YOUNG	2,686,905,931	79.74%	378,737,668	11.24%	0	0.00%
JOSE MA. CHRISTIAN O. CONCEPCION IV	2,686,905,931	79.74%	378,737,668	11.24%	0	0.00%
BURTON JOSEPH D. SERVER, JR.	2,686,905,931	79.74%	378,737,668	11.24%	0	0.00%
FRANCISCO A. SEGOVIA	2,686,905,931	79.74%	378,737,668	11.24%	0	0.00%
LILIA R. BAUTISTA	2,910,596,499	86.38%	155,047,100	4.60%	0	0.00%
ROMEO L. BERNARDO	2,729,212,599	81.00%	336,431,000	9.98%	0	0.00%
FELICISIMO M. NACINO, JR.	3,065,643,599	90.98%	0	0.00%	0	0.00%

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

RESOLUTION ASM NO. 2023-06-05

"RESOLVED, that the following:

Jose S. Concepcion Jr.
Jose Ma. A. Concepcion III
John Marie A. Concepcion
Ma. Victoria Herminia C. Young
Ernest Fritz D. Server
Burton Joseph D. Server, Jr.
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

are elected directors of the Corporation for the year 2023-2024 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	2,884,259,699	85.60%	181,383,900	5.38%	2,000	0.00%

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

RESOLUTION ASM NO. 2023-06-06

"RESOLVED, that the appointment of the External Auditor of the Corporation for the year 2023-2024 be delegated to the Board of Directors."

7. Retirement and/or cancellation of 150,617,444 Unlisted Shares arising from the upstream merger of RFM Corporation and its subsidiaries, CLIC, ICC and IAC

The Chairman of the Meeting discussed the plan to retire and/or cancel the 150,617,444 unlisted shares which arose from the upstream merger of RFM Corporation (as the Parent Company and surviving corporation) and its former subsidiaries, namely: Cabuyao Logistics and Industrial Center, Inc. (CLIC), Interbake Commissary Corporation (ICC), and Invest Asia Corporation (IAC).

He explained that on 25 July 2018 and 7 September 2018, the Board of Directors and Stockholders of RFM Corporation approved the upstream merger between RFM Corporation and those abovementioned subsidiaries. As a result thereof, RFM issued a total of 150,617,444 unlisted shares to itself and some minority shareholders of Invest Asia Corporation.

The said merger was duly approved by the Securities and Exchange Commission and the Certificate of Filing of the Articles and Plan of Merger was issued on 31 January 2019. As of 14 June 2023, the 150,617,444 shares remain unlisted.

He further stated that in a special meeting held on 03 May 2023, the Board of Directors resolved to retire and/or cancel the 150,617,444 unlisted shares by decreasing the Company's authorized capital stock. And this will be done by way of an amendment to the Seventh Article of the Articles of Incorporation of RFM Corporation.

The Chairman of the Meeting then sought the approval of the shareholders on the abovementioned retirement and/or cancellation of the subject unlisted 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	%
Retirement and/or cancellation of 150,617,444 Unlisted Shares arising from the upstream merger of RFM Corporation and its subsidiaries, namely: Cabuyao Logistics and Industrial Center, Inc. (CLIC), Interbake Commissary Corporation (ICC), and Invest Asia Corporation (IAC)	3,065,645,599	90.94%	0	0.00%	0	0.00%

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

RESOLUTION ASM NO. 2023-06-07

"RESOLVED, that RFM Corporation (the "Corporation") approve, as it hereby approves, the decrease in the authorized capital stock of the Corporation from Three Billion Nine Hundred Seventy Eight Million Two Hundred Sixty Five Thousand Twenty Five Pesos (Php3,978,265,025.00), Philippine Currency, divided into Three Billion Nine Hundred Seventy Eight Million Two Hundred Sixty Five Thousand Twenty Five (3,978,265,025) common shares, with a par value of One Peso (Php1.00) per share to Three Billion Eight Hundred Twenty Seven Million Six Hundred Forty Seven Thousand Five Hundred Eighty One (Php3,827,647,581), Philippine Currency, divided into Three Billion Eight Hundred Twenty Seven Million Six Hundred Forty Seven Thousand Five Hundred Eighty One (3,827,647,581) common shares, with a par value of One Peso (Php1.00) per share.

RESOLVED, FURTHER, That pursuant to the foregoing, the Seventh Article of the Amended Articles of Incorporation of the Corporation be amended to read as follows:

> 'SEVENTH: That the capital stock of said corporation is THREE BILLION EIGHT HUNDRED TWENTY SEVEN MILLION SIX HUNDRED FORTY SEVEN THOUSAND FIVE HUNDRED EIGHTY

ONE PESOS (Php3,827,647,581), Philippine Currency, divided into THREE BILLION EIGHT HUNDRED TWENTY SEVEN MILLION SIX HUNDRED FORTY SEVEN THOUSAND FIVE HUNDRED EIGHTY ONE (3,827,647,581) common shares, with a par value of ONE PESO (Php1.00) per share.'

RESOLVED FINALLY, That the officers of the Corporation be authorized to sign, execute and deliver any and all agreements and documents and perform all acts necessary and desirable, for and on behalf of the Corporation, in order to effectuate the foregoing resolution."

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. However, there were neither questions submitted to the Corporate Secretary nor raised in the chat box.

The Minutes of the Annual Meeting of the Stockholders held on 14 June 2023 may be viewed and/or downloaded at https://www.rfmfoods.com/CompanyDisclosures/NoticeOfASM.aspx under ASM Matters.

The Board of Directors and Officers who attended the 2023 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 D. 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
BURTON JOSEPH D. SERVER, JR.	Director
ROMEO L. BERNARDO	Independent Director
LILIA R. BAUTISTA	Independent Director
FELICISIMO M. NACINO, JR.	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
STEPHEN JAMES O. UY	AVP & Head of SBU, Flour Group
EVANGELINE L. CABALLA	AVP & Group Controller
MARIA PATROCINIO V. VALDEZ	Head of Human Resources
VICTOR PATRICK S. GUTIERREZ	VP & Head, Consumer Sales and Marketing

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 2023 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

On April 11, 2024, the Board of Directors of the Corporation has approved and endorsed for approval of the stockholders the amendment to the following section of the By-Laws in order to comply with the applicable provisions of the Revised Corporation Code of the Philippines, to wit:

Article IX. Notice of Meeting of the Company's by-laws will be amended from:

> "9.1 Notices for annual meetings of stockholders may be sent by the Secretary by personal delivery or electronic mail or fax or by mail at least ten

(10) days prior to the date of the meeting to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation at least ten (10) days prior to the date of the meeting, or in such other manner as the Securities and Exchange Commission may allow under its guidelines.

Notice of special meetings of stockholders may be sent at least one (1) week prior to the date of the meeting in the same manner above.

The notice shall state the place, date and hour of the meeting and the general nature of the business to be transacted. Notice may be waived by the stockholders."

to:

"9.1 Notices for annual meetings of stockholders shall be sent by the Secretary by personal delivery or electronic mail or by mail at least twenty-one (21) days prior to the date of the meeting to each stockholder of record at his last known address, or by publishing the notice in a newspaper of national circulation at least twenty-one (21) days prior to the date of the meeting, or in such other manner as the Securities and Exchange Commission may allow under its guidelines.

Notice of special meetings of stockholders shall be sent at least one (1) week prior to the date of the meeting in the same manner above.

The notice shall state the place, date and hour of the meeting and the general nature of the business to be transacted. Notice may be waived by the stockholders."

The foregoing amendment will align the by-laws proviso relative to the requirement of the Revised Corporation Code that the notices for the annual meetings of stockholders be distributed to the stockholders or published in a newspaper of general circulation at least twenty-one (21) days prior to the date of the meeting.

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 Corporation's stock transfer agent together with the Corporate Secretary. 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 https://www.rfmfoods.com/CompanyDisclosures/2024ASM.aspx under ASM Matters. The requirements and procedures for voting in absentia and participation in the 2024 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 17, 2024.

Stockholders may view the Notice and Agenda, Proxy Form, Definitive Information Statement, SEC Form 17-A (2023 Annual Report), SEC Form 17-Q (1st Quarter Report of 2024) and other pertinent documents related to RFM's Annual Stockholders' Meeting at https://www.rfmfoods.com/CompanyDisclosures/2024ASM.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 30, 2024.

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 2024 ASM by Remote Communication or In Absentia

1. Stockholders as of May 21, 2024 may register and vote through RFM Corporation's website at https://www.rfmfoods.com/CompanyDisclosures/2024ASM.aspx under ASM Matters until 5:00 p.m. Philippine Time of June 17, 2024.

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 2024 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 2024 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 exceed 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 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 https://www.rfmfoods.com/CompanyDisclosures/2024ASM.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 2023 Audited Consolidated Financial Statements and the latest Financial Statement (Quarterly Report) for 2024 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 2023

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, 2023. The following discussion should be read in conjunction with the attached audited consolidated financial statements of the Company as of December 31, 2023 and 2022, 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, 2023. All necessary adjustments to present the Company's consolidated financial position as of December 31, 2023 and 2022 and the results of operations and cash flow for the years then ended have been made.

Year ended December 31, 2023 vs. 2022

Management Report on Operations

Food and Beverage Company RFM Corporation posted revenue of Php20.69 billion which is 7% higher compared to last year's revenue of Php19.39 billion. This was driven by Consumer segment posting 8% growth over last year. Group net income for 2023 is at Php1.27 billion.

Financial Position

Analysis of Balance Sheet Accounts

As of December 31, 2023, the Group's total assets increased from last year's P20.86 billion to P23.20 billion due to appraisal of land amounting to P4.56 billion. The total liabilities increased from last year's P7.45billion to P8.58 billion due to timing of payments of payables.

Year ended December 31, 2022 vs. 2021

Management Report on Operations

Food and Beverage Company RFM Corporation posted revenue of Php19.39 billion which is 15% higher compared to last year's revenue of Php16.88 billion. This was driven by Consumer segment posting 10% growth over last year. Group net income for 2022 is at Php1.09 billion.

Financial Position

Analysis of Balance Sheet Accounts

As of December 31, 2022, the Group's total assets increased from last year's P19.86 billion to P20.86 billion due to cash increased amounting to about P3.50 billion. The total liabilities increased from last year's P6.58 billion to P7.45billion.

Key Performance Indicators

For the full fiscal years 2023, 2022 & 2021 the Company's and majority-owned subsidiaries' top five (5) key performance indicators are as follows:

In Millions	**December 2023**	December 2022	December 2021
Revenues	**20,681**	19,386	16,880
Operating Margin	**1,643**	1,401	1,764
Net Income	**1,266**	1,069	1,309
EBITDA	**2,251**	1,936	2,388
Current Ratio	**1.25**	1.31	1.44

(a) Revenue Growth

Both Consumer Group and Institutional Group contributed to the topline growth of the group delivering revenue growth of 8% and 4% respectively. All brands contributed to the growth especially Pasta and Milk.

(b) Operating Margin

Net Operating Margin of the group improved from 7.2% to 7.9% as an effect of higher improvement in Gross Profit compared to the increase in its operating expenses. Higher revenues mentioned above primarily contributed to the gross profit improvement for the year.

(c) Net Income

RFM ended the year with net income of Php1.27 billion, an 18% improvement on last year. This is primarily due to higher revenues, delivering better gross profit margins despite higher operating expenses.

(d) EBITDA

The Group's EBITDA improvement is primarily coming from better operating margins with even with the slight increase in the company's depreciation.

(e) Current Ratio

The Group's Current Ratio decreased from 1.31 to 1.25 primarily due to higher current liabilities coming from the timing of payment of trade payables and higher accruals for the year.

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, 2023 vs. 2022, year ended December 31, 2022 vs. 2021.

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 2023, 2022, and 2021, the Company engaged the professional services of SGV. The Group incurred an aggregate audit fee of ₱2.5 million for 2023, 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.

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.

In summary, as of 31 December 2023, the wholly-owned or partially-owned subsidiaries of RFM Corporation with their corresponding status are as follows:

	Percentage of Ownership	
	Year 2023	Year 2022
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

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	27.37%
	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	72.24%
	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			0.38%

Domestic and Export Sales

The amounts of revenue, profitability, and identifiable assets attributable to domestic and export operations for 2023, 2022 and 2021 in **Million Pesos** are as follows:

	2023	%	2022	%	2021	%
Sales						
Domestic	**20,144**	**99**	19,149	99	16,710	99
Foreign (Export)	**273**	**1**	237	1	170	1
	20,681		19,386		16,879	

	2023	2022	2021
Operating income			
Domestic	**1,583**	1,341	1,721
Foreign (Export)	**60**	60	43
	1,643	1,401	1,764

Total Assets (All Domestic)	**23,008**	20,858	19,860

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 company stores. Modern trade and distributor accounts comprised of hypermarkets, supermarkets, groceries, convenience stores and wholesalers.

Status of New products, Market and Competition

In 2023, RFM is still one of the biggest manufacturers of pasta and sauce as it continues to strengthen its two major pasta brands, Fiesta and Royal. The drive to be more efficient in distribution, placement, and visibility for its core products were still one of the main drivers of growth for both brands. But on top of that, in 2023, RFM was able to launch one of its newest products in Pasta – Fiesta Creamy Carbonara Sulit Pack.

FIESTA

Re-exciting the Category with New Product Innovations

Fiesta, the leading brand in the spaghetti market, sought opportunities for expansion and growth by exploring ways to excite the pasta and sauce category. In 2023, it successfully introduced a new product known as the Fiesta Creamy Carbonara Sulit Pack. This new offering includes a 700g carbonara sauce (the first of its size), accompanied by a pack of spaghetti conveniently packaged together in an all-new dish bundle, making it an ideal addition to any celebratory occasion. This bundle addresses the challenges and barriers associated with making a Carbonara Dish, which was often deemed as costly and complicated for many consumers. Its larger grammage also makes it perfect for any celebration such as Christmas and birthdays. The Fiesta Creamy Carbonara Sulit Pack

has made this delicious and popular dish accessible, affordable, and easy to prepare for any celebration.

Looking forward to 2024, Fiesta is set to execute a comprehensive nationwide rollout of its latest product across all key channels, ensuring availability and prominent in-store visibility. On top of this, Fiesta will implement awareness initiatives aimed at inducing trial and encouraging repeat purchases.

ROYAL

Success in Expanding Royal's Pasta Equity to Other Products

In 2023, Royal maintained a strong focus on expanding its dish bundles. This growth was primarily driven by placement and enhanced visibility in key channels and stores. The brand also implemented dedicated in-store activities and promotions to further boost its performance. The constant focus on dish bundles continues to drive Royal, and it remains a strong #3 brand in the dish bundle category.

Looking ahead to 2024, Royal plans to capitalize on its core strengths and position itself as the premium brand that takes aspirational and expensive products or dishes and make them more accessible, attainable, and affordable for everyone. Capitalizing on smaller gatherings on both weekdays and weekends, Royal aims to create products that offer value for money, delivering restaurant-quality dishes that consumers can confidently serve to their families and friends.

SELECTA MILK & SUNKIST JUICE

Selecta Milk posted another year of aggressive growth – a double digit increase of +24% versus 2022. This was achieved by keeping its promise of providing affordable nutrition to Filipinos, despite challenges of economic inflation and continuous increase of material costs.

Total Selecta remains to be #1 in the fresh/filled milk category with 35% share, based on the latest Nielsen Retail Audit MAT Sept 2022. Meanwhile in the sterilized segment, the brand grew by +48% and improved its shares by 3 percentage points. Both are accomplished by launching several value multipacks in 2023 which provided affordable options to Filipinos. This just proves that RFM and Selecta Milk is staying true to its promise of affordability.

To further grow the brand, Selecta Milk also launched new products that cater to the young adult market. Selecta Dolce Chocolate Milk aims to provide quality tasting yet affordable chocolate milk to Gen Zs and Millennials with key focus on convenience stores, an important channel for beverages. Meanwhile, Selecta Non Fat Milk provides the same good quality taste of milk yet guilt free targeted to the health conscious Filipinos. Both new products registered phenomenal sales that contributed to almost ¼ of Selecta's growth last year.

As more Filipinos become more mobile and get back to normal, both Selecta Sterilized small packs and Sunkist Juices grew +18% and +12% respectively. For 2024, Selecta Milk is expected to further expand and grow as more products will be available tapping different market segments.

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 and/or Spares procured from countries such as, but not limited to, U.S., Canada, Switzerland, Italy, United Kingdom, Germany, Netherlands, Australia, China, Singapore, Malaysia, Indonesia 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). These buns account for about 98% of the total sales of Private Label Manufacturing Division of RFM Corporation in 2023 and 94% in 2022.

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 P=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 ₱638,805 and ₱319,878 during the years 2023 and 2022, 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 four years, the Company spent about ₱10.0 million in 2023, ₱11.7 million in 2022, ₱10.3 million in 2021, ₱19.1 million in 2020 for research and development.

Employees

As of December 31, 2023, the Company had approximately 532 employees, of which 11 are executives, 56 managers, 119 supervisory staff and 280 were non-supervisory staff. The Company does not anticipate any significant increase in the number of its employees in year 2024.

About 12.41% 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 2023 and 2022.

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 P436M for expansion of milk processing and packaging line with upgraded technology and started its operations on 4th quarter of 2020. In last quarter of 2022, the company invested P445M to further expand the milk processing and packaging lines and started its operation December 2023.

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 grievances.

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. On 09 September 2019, Complainant filed a Petition for Certiorari at the Court of Appeals (CA) against the resolution of the NLRC and this was decided in favor of the Company. The complainant then filed a Petition for Review on Certiorari before the Supreme Court where the case is still pending.

Moreover, on 07 July 2022, the Company received a complaint for alleged illegal dismissal filed by Ms. Ronalie Romentas. The complainant was also an employee of SP Deloraya. The Company argued that there is no employer-employee relationship between RFM and Romentas, and that granting but without conceding that Romentas' above-mentioned claims are legitimate, it is her employer who shall be made answerable to said claims. On 31 May 2023, the Labor Arbiter rendered its Decision dismissing Romentas' claims against RFM and ordering SP Deloraya to pay 13th month pay and service incentive leave. The complainant filed a Memorandum of Appeal with the NLRC where the case is now pending.

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, 2023, 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 2024. These executive officers are also the nominees for the same positions for the year 2024-2025.

Name of Director/ Executive Officer	*Position*	*Age*	*Term as Director*
Jose Ma. A. Concepcion III	Chairman of the Board / President & CEO	65	36
Ernest Fritz D. Server	Vice Chairman of the Board	80	34
Burton Joseph D. Server, Jr.	Director	83	43
John Marie A. Concepcion	Director	61	35
Ma.Victoria Herminia C. Young	Director/ SVP & GM, Consumer Group	64	16
Francisco A. Segovia	Director	69	36

Jose Ma. Christian O. Concepcion IV	Director	37	4
Lilia R. Bautista	Independent Director	88	16
Felicisimo M. Nacino, Jr.	Independent Director	71	25
Emmanuel O. Bautista	Independent Director	63	1
Enrique Oliver I. Rey-Matias	VP-Finance & Chief Finance Officer /Concurrent General Manager, Flour Group/ Compliance Officer	52	NA
Atty. Mitchie Vanessa T. Magomnang	Corporate Secretary/ AVP & Head of Legal and Human Resources/ Risk Management Officer	47	NA
Philip V. Prieto	Assistant Treasurer	65	NA
Melchor B. Bacsa	VP & Head of Supply Chain, Consumer Group	62	NA
Adenawer P. Torres	VP for Sales	56	NA
Victor Patrick S. Gutierrez	VP & Head, Consumer Sales and Marketing	43	NA
Stephen James O. Uy	AVP & Head of SBU, Flour Group	33	NA
Evangeline L. Caballa	AVP & Group Controller	37	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 and three (3) of whom are independent. 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.

The following sets forth certain information as to the directors and executive officers of the Company as of December 31, 2023:

Directors

Jose S. Concepcion, Jr. *(deceased as of March 6, 2024)*
92 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
65 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. Presently, he is the Chairman of the ASEAN Business Advisory Council (ABAC) and the Private Sector Advisory Council Lead for Jobs.

Ernest Fritz Server
80 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.
83 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
61 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
64 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
69 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.

Felicisimo M. Nacino, Jr.
71 years old
Filipino

Born on 09 May 1952, 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 as the Executive Vice-President & Chief Operating Officer of the Corporation and currently serves as Director of Unilever- RFM Ice Cream, Inc., and other companies in the RFM Group. He first became a director of RFM Corporation on 30 March 1995 and served until June 2020. He was then re-elected as an independent director in 2022. He is currently a member of the Audit Committee of the Corporation.

Jose Ma Christian O. Concepcion IV
37 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 *(served until September 2023 and replaced by Mr. Emmanuel O. Bautista)*
69 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. Prior to his resignation from the Board of Directors effective 12 September 2023, Mr. Bernardo was the Chairman of the Compensation Committee and Corporate Governance Committee of the company. He was also a member of the Audit and Executive Committees of the Corporation.

Lilia R. Bautista
88 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. She is likewise heads the Corporate Governance Committee and Compensation Committee following the resignation of Mr. Romeo L. Bernardo last September 12, 2023.

Emmanuel O. Bautista *(elected starting October 2023, replacing Mr. Romeo L. Bernardo)*
63 years old
Filipino

Born on 18 August 1960, has a Master's degree in Business Administration from Georgetown University, Washington D.C., and a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University. He is currently the Chairman of Regis Partners, Inc., and had served in the Boards of Directors of the Philippine Stock Exchange, the Securities Clearing Corp of the Philippines, and AIG Phils., Inc. He is also a member of the Board of Advisers of Ateneo's John Gokongwei School of Management, and serves as a Trustee of the ABS-CBN Foundation. He joined RFM Corporation as an Independent Director in October 2023 and is currently a 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
52 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
47 years old
Filipino

Born on 7 November 1976, has a Juris Doctor 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
65 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
62 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
56 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.

Victor Patrick S. Gutierrez
43 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.

Stephen James O. Uy
33 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
37 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.

(b) The following are the nominees for the Board of Directors of the Corporation for 2024-2025:

Jose Ma. A. Concepcion III
Ernest Fritz D. Server
Burton Joseph D. Server, Jr.
John Marie A. Concepcion
Ma. Victoria Herminia C. Young
Francisco A. Segovia
Jose Ma. Christian O. Concepcion IV
Maria Victoria Catherine C. Puno
Lilia R. Bautista as Independent Director
Felicisimo M. Nacino, Jr. as Independent Director
Emmanuel O. Bautista as Independent Director

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

Considering that during her services in the past years, the incumbent independent director Ms. Lilia R. Bautista has consistently provided her invaluable expertise in the field of finance and the legal profession, Ms. Bautista is again nominated for the same position. She has certainly contributed to the high standards of the Corporation's corporate governance by providing her lengthy experience, wisdom and insights to the Board, as well as to the Audit and Corporate Governance committees where she sit as either chairperson and/or member. She has performed all of these objectively and with the highest degree of integrity. Ms. Lilia R. Bautista was first nominated in September 2005 by Mr. Jose S. Concepcion, Jr. and she is not in any way related to the latter.

Mr. Felicisimo M. Nacino, Jr., on the other hand, was nominated by Mr. Jose Ma. A. Concepcion III, President & CEO. He previously served in various managerial positions in RFM, administrating as its Executive Vice-President & Chief Operating Officer from 2005 until 2014. He became a director of the Company on 30 March 1995 and continued to serve as such until the year 2020. Starting 2022, he was elected as an independent director of the Company. 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.

Mr. Emmanuel O. Bautista was first appointed as an independent director in October 2023 to replace Mr. Romeo L. Bernardo who resigned after his appointment to the Monetary Board of the Philippines. Born on 18 August 1960, he has a Master's degree in Business Administration from Georgetown University, Washington D.C., and a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University. He is currently the Chairman of Regis Partners, Inc., and had served in the Boards of Directors of the Philippine Stock Exchange, the Securities Clearing Corp of the Philippines, and AIG Phils., Inc. He is also a member of the Board of Advisers of Ateneo's John Gokongwei School of Management, and serves as a Trustee of the ABS-CBN Foundation. Mr. Bautista is surely a great addition to the members of the Board given his expertise in finance as well as his impressive work ethics and experience.

Ms. Maria Victoria Catherine C. Puno was nominated as a director for the year 2024-2025 by Triple Eight Holdings, Inc. The Corporate Governance Committee has approved and endorsed her nomination after concluding that she possesses all the qualifications and none of the disqualifications to become a director, as mandated by the Company's by-laws, existing laws, rules and regulations on the matter. Ms. Puno is a Bachelor of Science in Marketing Management graduate from De La Salle University-Manila. She is currently completing her MBA degree at INSEAD France. She was Revlon/Elizabeth Arden's Global Senior Marketing Manager in New York from 2020-2023. She has previously worked for L'Oréal Philippines and Coca-Cola FEMSA.

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 Ms. Lilia R. Bautista shall be deemed approval of the stockholders for her to continue serving as an independent director for the ensuing year, as mandated pursuant to the aforementioned memorandum circular.

VI. SECURITIES OF THE CORPORATION

(1) Market Information

RFM shares are traded at the Philippine Stock Exchange (PSE). As of April 30, 2024, 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:

2024	High	Low
First Quarter	3.32	3.26

2023	High	Low
First Quarter	3.38	3.24
Second Quarter	3.25	3.10
Third Quarter	3.15	3.08
Fourth Quarter	3.00	2.99

2022	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

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

All shares of the Company are listed in the Philippine Stock Exchange. The price of RFM shares as of last trading date – April 30, 2024 - was P3.20.

On 25 July 2018 and 7 September 2018, the Board of Directors and Stockholders of the Company respectively approved an upstream merger between RFM Corporation (as the Parent Company and surviving corporation) and its subsidiaries, namely: Cabuyao Logistics and Industrial Center, Inc. (CLIC), Interbake Commissary Corporation (ICC), and Invest Asia Corporation (IAC).

As a result thereof, RFM Corporation issued 150,617,444 shares to itself and the minority shareholders of Invest Asia Corporation as follows:

Name of Stockholders	Number of Shares Subscribed	Amount of Shares Subscribed
RFM Corporation (as 100% stockholder of CLIC)	29,839,183	29,839,183
RFM Corporation (as 100% stockholder of ICC)	17,765,957	17,765,957
RFM Corporation (as 96% stockholder of IAC)	98,891,812	98,891,812
Hyland Realty Corporation (as 2% stockholder of IAC)	2,060,246	2,060,246
Foresight Realty Development Corp. (as 2% stockholder of IAC)	2,060,246	2,060,246
Total	150,617,444	150,617,444

The Certificate of Filing of the Articles and Plan of Merger by and between RFM Corporation as the Surviving Corporation and CLIC, ICC and IAC as the Absorbed Corporations was issued by the Securities and Exchange Commission (SEC) on 31 January 2019.

In a special meeting held on 3 May 2023, the Board of Directors resolved to retire and/or cancel the abovementioned 150,617,444 shares which are unlisted by decreasing the Company's authorized capital stock via an amendment to the Seventh Article of the Articles of Incorporation of RFM Corporation.

In the company's Annual Stockholders' Meeting (ASM) held on 14 June 2023, at least two-thirds (2/3) of the shareholders approved the retirement and/or cancellation of the subject unlisted shares by decreasing the Company's authorized capital stock. The Seventh Article of the Articles of Incorporation of RFM Corporation was thus amended from:

"SEVENTH: That the capital stock of said corporation is THREE BILLION NINE HUNDRED SEVENTY EIGHT MILLION TWO HUNDRED SIXTY FIVE THOUSAND TWENTY FIVE PESOS (Php 3,978,265,025), Philippine Currency, divided into THREE BILLION NINE HUNDRED SEVENTY EIGHT MILLION TWO HUNDRED SIXTY FIVE THOUSAND TWENTY FIVE (3,978,265,025) Common shares, with a par value of ONE PESO (Php1.00) per share. (As amended on 25 June 2008)"

to:

"SEVENTH: That the capital stock of said corporation is THREE BILLION EIGHT HUNDRED TWENTY SEVEN MILLION SIX HUNDRED FORTY SEVEN THOUSAND FIVE HUNDRED EIGHTY ONE PESOS (Php3,827,647,581), Philippine Currency, divided into THREE BILLION EIGHT HUNDRED TWENTY SEVEN MILLION SIX HUNDRED FORTY SEVEN THOUSAND FIVE HUNDRED EIGHTY ONE (3,827,647,581) common shares, with a par value of ONE PESO (Php 1.00) per share." (As amended on 14 June 2023)

The Company is currently in the process of securing the approval of the SEC for the said amendment.

Finally, there were no securities sold by the Company within the past three (3) years that were not registered under the Securities Regulation Code ("SRC").

(2) Holders

As of April 30, 2024, there are a total of 3,092 shareholders of RFM common stock. Filipinos owned 2,698,654,155 common shares or 80.09% while the foreigners owned 670,895,203 common shares or 19.91%.

Below are the Top 20 stockholders of common shares as of April 30, 2024:

Name	No. of shares held	% to Total
1. TRIPLE EIGHT HOLDINGS, INC	745,157,196	22.11%
2. PCD NOMINEE CORPORATION (FOREIGN)	670,634,639	19.90%
3. HORIZONS REALTY, INC.	650,139,738	19.29%
4.BJS DEVELOPMENT CORPORATION	311,210,184	09.24%
5.PCD NOMINEE CORPORATION (FILIPINO)	198,427,428	5.89%
6. RPMC RESOURCES, INC.	201,982,966	05.99%
7.FEATI UNIVERSITY	112,011,350	03.32%
8. CHILCO HOLDINGS, INC.	72,750,760	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**

Dividends are being declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine, in accordance with its by-laws and relevant laws on the matter. The yearly payout is at least 60% of the Company's recurring net income based on its audited financial statements.

(a) Dividend per Share

On January 25, 2021, the BOD approved the declaration of ₱0.10387 cash dividend per share or a total of ₱356 million to its stockholders. The dividends were paid on March 8, 2021.

On June 30, 2021 the BOD approved the declaration of ₱0.1237 regular cash dividend per share or a total of ₱417 million to its stockholders. The dividends were paid on August 9, 2021.

On January 12, 2022, the BOD approved the declaration of ₱0.116936 cash dividend per share or a total of ₱394 million to its stockholders. The dividends were paid on February 22, 2022.

On June 27, 2022 the BOD approved the declaration of ₱0. 077335 regular cash dividend per share or a total of ₱261 million to its stockholders. The dividends were paid on August 4, 2022.

On September 1, 2022 the BOD approved the declaration of ₱0.059355 regular cash dividend per share or a total of ₱200 million to its stockholders. The dividends were paid on October 11, 2022.

On January 5, 2023 the BOD approved the declaration of ₱0.103871 regular cash dividend per share or a total of ₱350 million to its stockholders. The dividends were paid on February 14, 2023.

On June 14, 2023 the BOD approved the declaration of ₱0.089033 regular cash dividend per share or a total of ₱300 million to its stockholders. The dividends were paid on July 25, 2023.

On October 10, 2023 the BOD approved the declaration of ₱0.059355 regular cash dividend per share or a total of ₱200 million to its stockholders. The dividends were paid on November 21, 2023.

(b.) Dividends Restriction

The Parent Company's retained earnings as of December 31, 2023 is restricted to the extent of the amount of the undistributed equity in net earnings of an associate and treasury shares included in its retained earnings amounting to ₱6,104 million. These will only be available for declaration as dividends when these are actually received.

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.
16. On 9 December 2022, an Annual Corporate Governance Training, as compliance for the year 2022, was conducted by P&A Grant Thornton for the directors and key officers of the Corporation.
17. On 26 October 2023, an Annual Corporate Governance Training, as compliance for the year 2023, 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

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 25 APR 2024 day of 2024, at Mandaluyong City.

LILIA R. BAUTISTA
Affiant

SUBSCRIBED AND SWORN TO before me this 25 APR 2024 by affiant, who personally appeared before me and who presented to me her PP No. P1832953B, valid until 2 June 2029, issued at DFA NCR North East, Philippines as competent proof of her identify and which bears her photograph and signature.

Doc. No. 523;
Page No. 106;
Book No. I ;
Series of 2024.

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and in Mandaluyong City
Notarial Commission No. 0475-23
Commission expires on 31 December 2024
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 3198514, Jan. 11 2024, Mandaluyong City
IBP Lifetime Member No. 09575
Roll of Attorneys No. 53157
MCLE Compliance No. VII-0020958
Valid until April 14, 2025

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, Brgy. 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** and have been its independent director since 2022;

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
Macay Holdings Inc.	Independent Director	2023-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 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 25 APR 2024 day of 2024, at Mandaluyong City.

FELICISIMO M. NACINO, JR.
Affiant

SUBSCRIBED AND SWORN TO before me this 25 APR 2024 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 her identify and which bears her photograph and signature.

Doc. No. 524;
Page No. 106;
Book No. I;
Series of 2024.

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and in Mandaluyong City
Notarial Commission No. 0475-23
Commission expires on 31 December 2024
8th Floor RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No 3198514, Jan. 11 2024, Mandaluyong City
IBP Lifetime Member No 09975
Roll of Attorneys No 53187
MCLE Compliance No. VII-0020958
Valid until April 14, 2025

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **EMMANUEL BAUTISTA**, Filipino, of legal age and a resident of 1464 Calumpang Street Dasmarinas Village Makati City after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **RFM Corporation** and have been its independent director since 2023;

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

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Regis Partners, Inc.	Chairman	29 years
Pacific Main Properties Holdings	Chairman	29 years
Cypcor Holdings Corp.	Director	20 years
Ateneo de Manila JGSOM	Member : Board of Advisers	5 years
ABS-CBN Foundation Inc.	Member : Board of Trustrees	3 years

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 25 APR 2024 day of 2024, at Mandaluyong City.

EMMANUEL BAUTISTA
Affiant

SUBSCRIBED AND SWORN TO before me this 25 APR 2024 by affiant, who personally appeared before me and who presented to me his P7976675A, valid until 16 July 2028, issued at DFA Manila, Philippines as competent proof of her identify and which bears her photograph and signature.

Doc. No. 522;
Page No. 106;
Book No. I;
Series of 2024.

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and in Mandaluyong City
Notarial Commission No. 0475-23
Commission expires on 31 December 2024
8th Floor. RFM Corporate Center
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PTR No. 3198514. Jan. 11 2024. Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187
MCLE Compliance No. VII-0020958
Valid until April 14, 2025

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	8-631-8101
(Contact Person)	(Company Telephone Number)

1	2	3	1

Month *Day*
(Calendar Year)

1	7	-	A	

(Form Type)

	6	3	0

Month *Day*
(Annual Meeting)

Not Applicable
(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Article X
Amended Articles Number/Section

Total Amount of Borrowings

3,089
Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

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, 2023 and December 31, 2022, 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 11th day of April 2024.

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 11 APR 2024 day of _____ 2024 affiant(s) exhibiting to me his/her Passport as follows:

Names	Passport Number	Date of Issue / Expiry	Place of Issue
Jose Maria Concepcion III	P6956061B	25 Jan 2023/ 25 Jan 2033	DFA, Manila
Enrique Oliver Rey-Matias	P9591666B	12 Apr 2022/ 11 Apr 2032	DFA, Manila

Doc No. 498
Page No. 101
Book No. I
Series of 2024

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and in Mandaluyong City
Notarial Commission No. 0475-23
Commission expires on 31 December 2024
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 3198514, Jan 11 2024, Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187
MCLE Compliance No. VII-0020958
Valid until April 14, 2025

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 11 APR 2024.

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 11 APR 2024 day of _____, 2024 affiants exhibiting their Passport as follows:

Names	Passport Number	Date of Issue / Expiry	Place of Issue
Jose Maria Concepcion III	P6956061B	25 Jan 2023/ 25 Jan 2033	DFA, Manila
Enrique Oliver Rey-Matias	P9591666B	12 Apr 2022/ 11 Apr 2032	DFA, Manila

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Series of 2024

MITCHIE VANESSA T. MAGOMNANG
Notary Public for and in Mandaluyong City
Notarial Commission No. 0475-23
Commission expires on 31 December 2024
8th Floor, RFM Corporate Center
Pioneer corner Sheridan Sts., Mandaluyong City
PTR No. 3198514, Jan 11 2024, Mandaluyong City
IBP Lifetime Member No. 09975
Roll of Attorneys No. 53187
MCLE Compliance No. VII-0020958
Valid until April 14, 2025

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, 2023**

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	27.37%
	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	72.24%
	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			0.38%

Domestic and Export Sales

The amounts of revenue, profitability, and identifiable assets attributable to domestic and export operations for 2023, 2022 and 2021 in **Million Pesos** are as follows:

	2023	**%**	2022	%	2021	%
Sales						
Domestic	**20,144**	**99**	19,149	99	16,710	99
Foreign (Export)	**273**	**1**	237	1	170	1
	20,681		19,386		16,879	

	2023	2022	2021
Operating income			
Domestic	**1,583**	1,341	1,721
Foreign (Export)	**60**	60	43
	1,643	1,401	1,764

Total Assets (All Domestic)	**23,008**	20,858	19,860

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 company stores. Modern trade and distributor accounts comprised of hypermarkets, supermarkets, groceries, convenience stores and wholesalers.

Status of New products, Market and Competition

In 2023, RFM is still one of the biggest manufacturers of pasta and sauce as it continues to strengthen its two major pasta brands, Fiesta and Royal. The drive to be more efficient in distribution, placement, and visibility for its core products were still one of the main drivers of growth for both brands. But on top of that, in 2023, RFM was able to launch one of its newest products in Pasta – Fiesta Creamy Carbonara Sulit Pack.

FIESTA

Re-exciting the Category with New Product Innovations

Fiesta, the leading brand in the spaghetti market, sought opportunities for expansion and growth by exploring ways to excite the pasta and sauce category. In 2023, it successfully introduced a new product known as the Fiesta Creamy Carbonara Sulit Pack. This new offering includes a 700g carbonara sauce (the first of its size), accompanied by a pack of spaghetti conveniently packaged together in an all-new dish bundle, making it an ideal addition to any celebratory occasion. This bundle addresses the challenges and barriers associated with making a Carbonara Dish, which was often deemed as costly and complicated for many consumers. Its larger grammage also makes it perfect for any celebration such as Christmas and birthdays. The Fiesta Creamy Carbonara Sulit Pack has made this delicious and popular dish accessible, affordable, and easy to prepare for any celebration.

Looking forward to 2024, Fiesta is set to execute a comprehensive nationwide rollout of its latest product across all key channels, ensuring availability and prominent in-store visibility. On top of this, Fiesta will implement awareness initiatives aimed at inducing trial and encouraging repeat purchases.

ROYAL

Success in Expanding Royal's Pasta Equity to Other Products

In 2023, Royal maintained a strong focus on expanding its dish bundles. This growth was primarily driven by placement and enhanced visibility in key channels and stores. The brand also implemented dedicated in-store activities and promotions to further boost its performance. The constant focus on dish bundles continues to drive Royal, and it remains a strong #3 brand in the dish bundle category.

Looking ahead to 2024, Royal plans to capitalize on its core strengths and position itself as the premium brand that takes aspirational and expensive products or dishes and make them more accessible, attainable, and affordable for everyone. Capitalizing on smaller gatherings on both weekdays and weekends, Royal aims to create products that offer value for money, delivering restaurant-quality dishes that consumers can confidently serve to their families and friends.

SELECTA MILK & SUNKIST JUICE

Selecta Milk posted another year of aggressive growth – a double digit increase of +24% versus 2022. This was achieved by keeping its promise of providing affordable nutrition to Filipinos, despite challenges of economic inflation and continuous increase of material costs.

Total Selecta remains to be #1 in the fresh/filled milk category with 35% share, based on the latest Nielsen Retail Audit MAT Sept 2022. Meanwhile in the sterilized segment, the brand grew by +48% and improved its shares by 3 percentage points. Both are accomplished by launching several value multipacks in 2023 which provided affordable options to Filipinos. This just proves that RFM and Selecta Milk is staying true to its promise of affordability.

To further grow the brand, Selecta Milk also launched new products that cater to the young adult market. Selecta Dolce Chocolate Milk aims to provide quality tasting yet affordable chocolate milk to Gen Zs and Millennials with key focus on convenience stores, an important channel for beverages. Meanwhile, Selecta Non Fat Milk provides the same good quality taste of milk yet guilt free targeted to the health conscious Filipinos. Both new products registered phenomenal sales that contributed to almost ¼ of Selecta's growth last year.

As more Filipinos become more mobile and get back to normal, both Selecta Sterilized small packs and Sunkist Juices grew +18% and +12% respectively. For 2024, Selecta Milk is expected to further expand and grow as more products will be available tapping different market segments.

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 and/or Spares procured from countries such as, but not limited to, U.S., Canada, Switzerland, Italy, United Kingdom, Germany, Netherlands, Australia, China, Singapore, Malaysia, Indonesia 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). These buns account for about 98% of the total sales of Private Label Manufacturing Division of RFM Corporation in 2023 and 94% in 2022.

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 ₱638,805 and ₱319,878 during the years 2023 and 2022, 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 four years, the Company spent about ₱10.0 million in 2023, ₱11.7 million in 2022, ₱10.3 million in 2021, ₱19.1 million in 2020 for research and development.

Employees

As of December 31, 2023, the Company had approximately 532 employees, of which 11 are executives, 56 managers, 119 supervisory staff and 280 were non-supervisory staff. The Company does not anticipate any significant increase in the number of its employees in year 2024.

About 12.41% 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 2023 and 2022.

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. In last quarter of 2022, the company invested P 445M to further expand the milk processing and packaging lines and started its operation December 2023.

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 grievances.

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. On 09 September 2019, Complainant filed a Petition for Certiorari at the Court of Appeals (CA) against the resolution of the NLRC and this was decided in favor of the Company. The complainant then filed a Petition for Review on Certiorari before the Supreme Court where the case is still pending.

Moreover, on 07 July 2022, the Company received a complaint for alleged illegal dismissal filed by Ms. Ronalie Romentas. The complainant was also an employee of SP Deloraya. The Company argued that there is no employer-employee relationship between RFM and Romentas, and that granting but without conceding that Romentas' above-mentioned claims are legitimate, it is her employer who shall be made answerable to said claims. On 31 May 2023, the Labor Arbiter rendered its Decision dismissing Romentas' claims against RFM and ordering SP Deloraya to pay 13th month pay and service incentive leave. The complainant filed a Memorandum of Appeal with the NLRC where the case is now pending.

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, 2023, 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, 2023, 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:

2023	High	Low
First Quarter	3.38	3.24
Second Quarter	3.25	3.10
Third Quarter	3.15	3.08
Fourth Quarter	3.00	2.99

2022	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

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

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

The price of RFM shares as of last trading date – April 12, 2024 was ₱3.29.

(2) Holders

As of December 31, 2023, there are a total of 3,089 shareholders of RFM common stock. Filipinos owned 2,676,477,409 common shares or 79.431% while the foreigners owned 693,071,949 common shares or 20.568%.

Below are the top 20 stockholders of common shares as of December 31, 2023:

Name	**No. of shares held**	**% to Total**
1. Triple Eight Holdings, Inc.	745,157,196	22.11
2. PCD Nominee Corporation (Foreign)	692,811,385	20.56
3. Horizons Realty, Inc.	650,139,738	19.29
4. BJS Development Corporation	311,210,184	9.24
5. PCD Nominee Corporation (Filipino)	176,041,182	5.22
6. RPMC Resources, Inc.	201,982,966	5.99
7. FEATI University	112,011,350	3.32
8. Chilco Holdings, Inc.	72,750,760	2.16
9. Concepcion Industries, Inc	71,384,424	2.12

10. S & A Industrial Corporation	59,474,114	1.77
11. Select Two Incorporated	34,583,918	1.03
12. Republic Commodities Corporation	33,115,616	0.98
13. Macric Incorporated	23,302,412	0.69
14. Lace Express Inc.	23,278,716	0.69
15. Monaco Express Corporation	23,278,552	0.69
16. Sole Luna, Inc.	22,305,308	0.66
17. Foresight Realty Development Corporation	21,275,440	0.63
18. Select Two Incorporated	14,915,694	0.44
19. Hyland Realty Corporation	13,979,764	0.41
20. Argon 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 25, 2021, the BOD approved the declaration of ₱0.10387 cash dividend per share or a total of ₱356 million to its stockholders. The dividends were paid on March 8, 2021.

On June 30, 2021 the BOD approved the declaration of ₱0.1237 regular cash dividend per share or a total of ₱417 million to its stockholders. The dividends were paid on August 9, 2021.

On January 12, 2022, the BOD approved the declaration of ₱0.116936 cash dividend per share or a total of ₱394 million to its stockholders. The dividends were paid on February 22, 2022.

On June 27, 2022 the BOD approved the declaration of ₱0. 077335 regular cash dividend per share or a total of ₱261 million to its stockholders. The dividends were paid on August 4, 2022.

On September 1, 2022 the BOD approved the declaration of ₱0.059355 regular cash dividend per share or a total of ₱200 million to its stockholders. The dividends were paid on October 11, 2022.

On January 5, 2023 the BOD approved the declaration of ₱0.103871 regular cash dividend per share or a total of ₱350 million to its stockholders. The dividends were paid on February 14, 2023.

On June 14, 2023 the BOD approved the declaration of ₱0.089033 regular cash dividend per share or a total of ₱300 million to its stockholders. The dividends were paid on July 25, 2023.

On October 10, 2023 the BOD approved the declaration of ₱0.059355 regular cash dividend per share or a total of ₱200 million to its stockholders. The dividends were paid on November 21, 2023.

(b.) Dividends Restriction

The Parent Company's retained earnings as of December 31, 2023 is restricted to the extent of the amount of the undistributed equity in net earnings of an associate and treasury shares included in its retained earnings amounting to ₱6,104 million. These will only be available for declaration as dividends when these are actually received.

Item 6 – Management Discussion and Analysis of Financial Conditions and Results of Operations for Year 2023

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, 2023. The following discussion should be read in conjunction with the attached audited consolidated financial statements of the Company as of December 31, 2023 and 2022, 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, 2023. All necessary adjustments to present the Company's consolidated financial position as of December 31, 2023 and 2022 and the results of operations and cash flow for the years then ended have been made.

Year ended December 31, 2023 vs. 2022

Management Report on Operations

Food and Beverage Company RFM Corporation posted revenue of Php20.69 billion which is 7% higher compared to last year's revenue of Php19.39 billion. This was driven by Consumer segment posting 8% growth over last year. Group net income for 2023 is at Php1.27 billion.

Financial Position

Analysis of Balance Sheet Accounts

As of December 31, 2023, the Group's total assets increased from last year's P20.86 billion to P23.20 billion due to appraisal of land amounting to P4.56 billion. The total liabilities increased from last year's P7.45billion to P8.58 billion due to timing of payments of payables.

Year ended December 31, 2022 vs. 2021

Management Report on Operations

Food and Beverage Company RFM Corporation posted revenue of Php19.39 billion which is 15% higher compared to last year's revenue of Php16.88 billion. This was driven by Consumer segment posting 10% growth over last year. Group net income for 2022 is at Php1.09 billion.

Financial Position

Analysis of Balance Sheet Accounts

As of December 31, 2022, the Group's total assets increased from last year's P19.86 billion to P20.86 billion due to cash increased amounting to about P3.50 billion. The total liabilities increased from last year's P6.58 billion to P7.45billion.

Key Performance Indicators

For the full fiscal years 2023, 2022 & 2021 the Company's and majority-owned subsidiaries' top five (5) key performance indicators are as follows:

In Millions	**December 2023**	December 2022	December 2021
Revenues	**20,681**	19,386	16,880
Operating Margin	**1,643**	1,401	1,764
Net Income	**1,266**	1,069	1,309
EBITDA	**2,251**	1,936	2,388
Current Ratio	**1.25**	1.31	1.44

(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, 2023 vs. 2022, year ended December 31, 2022 vs. 2021.

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 2023, 2022, and 2021, the Company engaged the professional services of SGV. The Group incurred an aggregate audit fee of ₱2.5 million for 2023, 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 2023)

Name of Director/ Executive Officer	***Position***	***Age***	***Term as Director***
Jose S. Concepcion Jr.	Chairman Emeritus/Director	92	40
Jose Ma. A. Concepcion III	Chairman of the Board / President & CEO	65	36
Ernest Fritz D. Server	Vice Chairman of the Board	80	34
Burton Joseph D. Server, Jr.	Director	83	43
John Marie A. Concepcion	Director/Managing Director & CEO, Ice Cream, and Marketing Adviser, Consumer Group	61	35
Ma.Victoria Herminia C. Young	Director/ SVP & GM, Consumer Group	64	16
Francisco A. Segovia	Director	69	36
Jose Ma. Christian O. Concepcion IV	Director	37	4
Lilia R. Bautista	Independent Director	88	16
Felicisimo M. Nacino, Jr.	Independent Director	71	25
Romeo L. Bernardo **served from January 2023 to September 2023*	Independent Director	69	20
Emmanuel O. Bautista **served from October 2023 to December 2023*	Independent Director	63	1
Enrique Oliver I. Rey-Matias	VP-Finance & Chief Finance Officer /Concurrent General Manager, Flour Group/ Compliance Officer	52	NA
Atty. Mitchie Vanessa T. Magomnang	Corporate Secretary/ AVP & Head of Legal and Human Resources/ Risk Management Officer	47	NA
Philip V. Prieto	Assistant Treasurer	65	NA
Melchor B. Bacsa	VP & Head of Supply Chain, Consumer Group	62	NA
Adenawer P. Torres	VP for Sales	56	NA
Victor Patrick S. Gutierrez	VP & Head, Consumer Sales and Marketing	43	NA
Stephen James O. Uy	AVP & Head of SBU, Flour Group	33	NA
Evangeline L. Caballa	AVP & Group Controller	37	NA
Maria Patrocinio V. Valdez	Head of Human Resources	71	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 and three (3) of whom are independent. 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.

The following sets forth certain information as to the directors and executive officers of the Company as of December 31, 2023:

Directors

Jose S. Concepcion, Jr.
92 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
65 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. Presently, he is the Chairman of the ASEAN Business Advisory Council (ABAC) and the Private Sector Advisory Council Lead for Jobs.

Ernest Fritz Server
80 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.
83 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
61 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
64 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
69 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.

Felicisimo M. Nacino, Jr.
71 years old
Filipino

Born on 09 May 1952, 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 as the Executive Vice-President & Chief Operating Officer of the Corporation and currently serves as Director of Unilever-RFM Ice Cream, Inc., and other companies in the RFM Group. He first became a director of RFM Corporation on 30 March 1995 and served until June 2020. He was then re-elected as an independent director in 2022. He is currently a member of the Audit Committee of the Corporation.

Jose Ma Christian O. Concepcion IV
37 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 *(served until September 2023 and replaced by Mr. Emmanuel O. Bautista)*
69 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. Prior to his resignation from the Board of Directors effective 12 September 2023, Mr. Bernardo was the Chairman of the Compensation Committee and Corporate Governance Committee of the company. He was also a member of the Audit and Executive Committees of the Corporation.

Lilia R. Bautista
88 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. She is likewise heads the Corporate Governance Committee and Compensation Committee following the resignation of Mr. Romeo L. Bernardo last September 12, 2023.

Emmanuel O. Bautista *(elected starting October 2023, replacing Mr. Romeo L. Bernardo)*
63 years old
Filipino

Born on 18 August 1960, has a Master's degree in Business Administration from Georgetown University, Washington D.C., and a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University. He is currently the Chairman of Regis Partners, Inc., and had served in the Boards of Directors of the Philippine Stock Exchange, the Securities Clearing Corp of the Philippines, and AIG Phils., Inc. He is also a member of the Board of Advisers of Ateneo's John Gokongwei School of Management, and serves as a Trustee of the ABS-CBN Foundation. He joined RFM Corporation as an Independent Director in October 2023 and is currently a 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
52 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
47 years old
Filipino

Born on 7 November 1976, has a Juris Doctor 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
65 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
62 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
56 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.

Victor Patrick S. Gutierrez
43 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.

Stephen James O. Uy

33 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
37 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.

Maria Patrocinio V. Valdez
71 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.

(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 d. Server and Burton Joseph D. Server, Jr. 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	2023	₱80.43	₱58.98	₱21.45
All officers and directors as a group unnamed		2023	₱17.51	₱14.99	₱2.52

X`

(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	₱76.60	₱56.17	₱20.43
All officers and directors as a group unnamed		2022	₱16.68	₱14.28	₱2.40

(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

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, 2023, 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	745,157,196 "r"	22.11
Common	PCD Nominee Corporation GF MKSE Bldg., Ayala Ave., Makati City (Foreign)		Foreign	692,811,385 "r"	20.56

Common	Horizons Realty, Inc. RFM Corporate Center, Pioneer cor. Sheridan Sts., Mandaluyong	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
Common	PCD NOMINEE CORPORATION GF MKSE Bldg., Ayala Ave., Makati City (FILIPINO		Filipino	176,041,182	5.22
Common	RPMC RESOURCES INC. FEATI UNIVERSITY BLDG., CARLOS PALANCA	RPMC RESOURCES INC.	Filipino	201,982,966	5.99

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

IV. RPMC Resources, Inc.
1. Gloria M. Alberto
2. Francisco A. Segovia
3. Steven Cesar G. Virata

4. Jowina M. Segovia
5. Cesar F. Domingo
6. Tristan H. Macapanpan
7. Euney Marie J. Mata-Perez

(b) Security Ownership of Management

The direct and indirect shareholdings of directors and officers as of December 31, 2023 are as follows:

Title of Class	Name and Address of Beneficial Owner	Position	Citizenship	Direct	Indirect	Total Direct & Indirect Shares	Percent of Class
Common	Jose S. Concepcion Jr.	Chairman Emeritus/Director	Filipino	2,037,920	2,595,006	4,632,926	0.14
Common	Jose Ma. A. Concepcion III	Chairman of the Board / President & CEO	Filipino	11,671,886	770,313,896	781,985,782	23.21
Common	John Marie A. Concepcion	Director/Managing Director & CEO, Ice Cream, and Marketing Adviser, Consumer Group	Filipino	369,974	49,619,612	49,989,586	1.48
Common	Ma. Victoria Herminia C. Young	Director/ SVP & GM, Consumer Group	Filipino"	10	20,471,448	20,471,458	0.61
Common	Ernest Fritz Server	Vice Chairman of the Board	Filipino	564,834	205,064	769,898	0.02
Common	Burton Joseph Server, Jr.	Director	Filipino	135,376	5,445,166	5,580,542	0.16
Common	Jose Ma. Christian O. Concepcion IV	Director	Filipino"	60,000	0	60,000	0
Common	Francisco A. Segovia	Director	Filipino	10	74,990,760	74,990,770	2.23
Common	Romeo L. Bernardo * served from January 2023 to September 2023	Independent Director	Filipino	247	0	247	0
Common	Emmanuel O. Bautista * served from October 2023 to December 2023	Independent Director	Filipino	10,000	0	10,000	0
Common	Lilia R. Bautista	Independent Director	Filipino	2,000	0	2,000	0
Common	Felicisimo M. Nacino, Jr.	Independent Director	Filipino	2,000	0	2,000	0
Common	Enrique Oliver I. Rey-Matias	VP-Finance & Chief Finance Officer/ Concurrent General Manager, Flour Group/Compliance Officer	Filipino	150,000	0	150,000	0
Common	Philip V. Prieto	Assistant Treasurer	Filipino	122	0	122	0

(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	
	2023	2022
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:

		2023		2022				
Related Parties	Transaction	**Amount**	**Outstanding receivable (payable)**	Amount	Outstanding receivable (payable)	Statement of Financial Position Account	Terms	Conditions
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	Purchase of goods	**423**	**1,912**	496	1,489	Trade Payables (Note 14)	Non-interest-bearing, collectible in 60 days	-do-
Republic Consolidated Corporation	Purchase of services	**–**	**(22,542)**	–	(22,542)	Trade Payables (Note 14)	Non-interest-bearing, collectible in 60 days	-do-
Others	Advances to related parties	**75**	**9,586**	60	9,511	Advances to related parties (Note 6)	Non-interest bearing	Unsecured, no impairment
-do-	Trade Receivables	**9,325**	**24,566**	21,694	25,136	Trade Receivables (Note 6)	Non-interest bearing	Unsecured, no impairment
-do-	Trade Payable	**263**	**(12,781)**	(163)	(13,044)	Trade Payables (Note 14)	Non-interest bearing	Unsecured
-do-	Advances from Related Parties	**(30)**	**(17,690)**	(8)	(17,660)	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
5 January 2023	09	5 January 2023	Press Release - RFM Declares Php 350M dividends as 2022 Estimated Revenues Grow 15% and Income Hits Php1.06B
5 January 2023	09	5 January 2023	Declaration of Cash Dividend Board approval of Cash Dividend
29 January 2024	09	29 January 2024	Certificate of Attendance of Directors in the Board Meetings of the Corporation for January 2023 to December 2023
31 March 2023	09	31 March 2023	Notice and Agenda of 2023 Annual Stockholders' Meeting of RFM Corporation
8 May 2023	09	8 May 2023	Amendment of the Seventh Article of RFM Corporation's Articles of Incorporation
14 June 2023	09	14 June 2023	Declaration of Cash Dividend Board approval of Cash Dividend
14 June 2023	09	14 June 2023	Results of the 2023 Annual Stockholders' Meeting of RFM Corporation: 1. List of elected directors for 2023: 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 Burton Joseph Server Jr. Lilia R. Bautista as Independent Director

			Romeo L. Bernardo as Independent Director Felicisimo M. Nacino, Jr. as Independent Director External Auditor: The appointment of RFM Corporation's External Auditor was delegated to the Board of Directors.
14 June 2023	09	14 June 2023	Results of the 2023 Organizational Meeting of RFM Corporation: 1. List of elected officers for 2023: 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 Adenawer P. Torres – VP Sales Stephen James O. Uy – AVP & Head of SBU, Flour Group Evangeline L. Caballa – AVP & Group Controller Victor Patrick S. Gutierrez – VP & Head, Consumer Sales and Marketing Harry E. Alvarez – AVP & Head of Supply Chain, Logistics Filomena S. Hopilos – Data Protection Officer 2. In Organizational Meeting, the following were appointed: AUDIT Chairperson : Lilia R. Bautista Member : Burton Joseph D. Server, Jr. Romeo L. Bernardo Felicisimo M. Nacino, Jr.

			COMPENSATION Chairperson: Romeo L. Bernardo Member : Ernest Fritz Server Lilia R. Bautista EXECUTIVE Chairperson: Jose Ma. A. Concepcion III Member : Ernest Fritz Server Romeo L. Bernardo CORPORATE GOVERNANCE Chairperson: Romeo L. Bernardo Member : Lilia R. Bautista Burton Joseph D. Server, Jr.
10 October 2023	09	10 October 2023	Declaration of Cash Dividend Board approval of Cash Dividend

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)
3,089	6/14	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, 2023 and 2022, 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, 2023 and notes to the consolidated financial statements, including material accounting policy information.

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, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2023 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

Under Philippine Financial Reporting Standards, the Group is required to annually test the amounts of Royal trademark with indefinite useful life for impairment. As of December 31, 2023, the Group's trademark with indefinite useful life amounted to ₱2,080.93 million which is significant to the consolidated financial statements. In addition, management's impairment assessment process requires significant judgment and is based on assumptions, specifically the discount rate, revenue growth rate, royalty savings rate and budgeted brand support.

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

Audit Response

We obtained an understanding of the management's process of evaluating the impairment of trademark. We involved our internal specialist in evaluating the parameters used in the determination of the discount rate against market data. We evaluated the methodologies and the management's assumptions used by comparing the key assumptions used such as the discount rate, revenue growth rate, royalty savings rate and budgeted brand support against historical performance of the products under the Royal brand, industry outlook and other relevant external data. We reviewed the Group's disclosures about those assumptions to which the outcome of the impairment tests is most sensitive; specifically those that have the most significant effect on the determination of the recoverable amounts of the trademark with indefinite useful life.

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

The Group has 50% ownership in URICI as of December 31, 2023. 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 URICI 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, 2023.

The Group's disclosures about its investment in URICI are included in Note 11 to the consolidated financial statements.

Audit Response

We sent instructions to the statutory auditors of URICI to perform an audit on the financial information of URICI 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 URICI's statutory auditors about their key audit areas, planning and execution of audit procedures, significant areas of estimation and judgment, and results of their work, for the year ended December 31, 2023.

We reviewed the statutory auditors' working papers of URICI, focusing on the procedures for the significant accounts such as revenues and inventories. We obtained the financial information of URICI from its statutory auditors and recomputed the Group's proportionate share in the assets, liabilities and net income of URICI as of and for the year ended December 31, 2023. We reviewed the accounting policies of URICI 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 URICI. We also reviewed the Group's disclosures with respect to its investment in URICI.

Valuation of land

The Group accounts for its land, where the main office and the various manufacturing plants are located, using the revaluation model. The carrying value of the Group's land amounted to ₱4,865.21 million which represents 21% of the consolidated assets as at December 31, 2023. The determination of the fair values of these properties involves significant management judgment and estimations. The valuation also requires the assistance of external appraisers whose calculations also depend on certain assumptions such as sales and listing of comparable properties registered within the vicinity and adjustments to sales price based on internal and external factors. Thus, we considered the valuation of investment properties as a key audit matter.

The Group's disclosures about the fair value of land are included in Note 12 to the consolidated financial statements.

Audit Response

We evaluated the competence, capabilities and qualifications of the external appraiser by considering their qualifications, experience and reporting responsibilities. We evaluated the methodology and assumptions used in the valuation of the properties. We assessed the methodology adopted by referencing common valuation models and inspected the relevant information supporting the sales and listings of comparable properties. We also inquired from the external appraiser the basis of adjustments made to the sales price. We also reviewed the Group's disclosures with respect to the fair value of the land.

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, 2023 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, 2023 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.

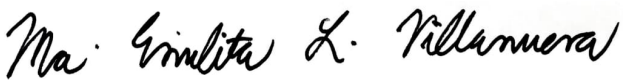
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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
Partner
CPA Certificate No. 95198
Tax Identification No. 176-158-478
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 10082036, January 6, 2024, Makati City

April 11, 2024

RFM CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Amounts in Thousands)

	December 31	
	2023	2022
ASSETS		
Current Assets		
Cash and cash equivalents (Note 5)	**₱3,285,015**	₱3,504,649
Receivables (Note 6)	**2,026,858**	1,781,199
Inventories (Note 7)	**3,156,411**	3,007,517
Financial assets at fair value through other comprehensive income (FVOCI) (Note 9)	**546,346**	299,759
Other current assets (Note 8)	**221,561**	201,566
Total Current Assets	**9,236,191**	8,794,690
Noncurrent Assets		
Financial assets at fair value through other comprehensive income (FVOCI) - net of current portion (Note 9)	**1,315,629**	1,506,644
Investments in joint ventures and an associate (Note 10)	**133,518**	143,446
Property, plant and equipment (Note 12):		
At appraised value	**4,865,213**	3,552,339
At cost	**4,823,594**	4,149,516
Intangible assets (Note 13)	**2,290,273**	2,271,682
Net retirement asset (Note 22)	**–**	13,846
Deferred income tax assets - net (Note 23)	**184,796**	186,794
Other noncurrent assets	**158,771**	238,941
Total Noncurrent Assets	**13,771,794**	12,063,208
TOTAL ASSETS	**₱23,007,985**	₱20,857,898
LIABILITIES AND EQUITY		
Current Liabilities		
Bank loans (Note 15)	**₱897,500**	₱1,000,000
Accounts payable and other current liabilities (Note 14)	**6,401,454**	5,573,636
Lease liabilities (Note 29)	**64,150**	100,845
Income tax payable	**38,593**	35,622
Total Current Liabilities	**7,401,697**	6,710,103
Noncurrent Liabilities		
Net retirement obligation (Note 22)	**11,235**	8,450
Lease liabilities - net of current portion (Note 29)	**225,004**	255,763
Deferred income tax liabilities - net (Note 23)	**757,150**	476,267
Total Noncurrent Liabilities	**993,389**	740,480
Total Liabilities	**8,395,086**	7,450,583

(Forward)

	December 31	
	2023	2022
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)	**2,901,717**	2,093,537
Retained earnings (Note 16)	**6,776,169**	6,378,488
	14,630,513	13,424,652
Non-controlling Interests	**(17,614)**	(17,337)
Total Equity	**14,612,899**	13,407,315
TOTAL LIABILITIES AND EQUITY	**₱23,007,985**	₱20,857,898

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		
	2023	2022	2021
REVENUE (Notes 4 and 17)			
Manufacturing	**₱20,643,995**	₱19,347,403	₱16,836,142
Services and others	**36,977**	38,248	43,584
	20,680,972	19,385,651	16,879,726
COST OF SALES AND SERVICES (Note 17)	**(13,924,464)**	(13,546,363)	(10,939,398)
GROSS PROFIT	**6,756,508**	5,839,288	5,940,328
OPERATING EXPENSES			
Selling and marketing (Note 18)	**(3,776,008)**	(3,195,083)	(3,029,405)
General and administrative (Note 19)	**(1,471,649)**	(1,289,193)	(1,194,902)
OTHER INCOME (CHARGES)			
Interest income (Note 20)	**90,359**	61,019	28,766
Interest expense (Note 20)	**(75,960)**	(52,956)	(43,408)
Equity in net earnings of an associate (Note 10)	**12,444**	12,425	12,261
Other income - net	**107,700**	25,388	50,539
INCOME BEFORE INCOME TAX	**1,643,394**	1,400,888	1,764,179
PROVISION FOR INCOME TAX (Note 23)			
Current	**342,694**	370,669	449,739
Deferred	**34,326**	(38,483)	5,233
	377,020	332,186	454,972
NET INCOME	**₱1,266,374**	₱1,068,702	₱1,309,207
Net income attributable to:			
Equity holders of the Parent Company	**₱1,266,651**	₱1,068,762	₱1,309,398
Non-controlling interests	**(277)**	(60)	(191)
	₱1,266,374	₱1,068,702	₱1,309,207
Basic/Diluted Earnings Per Share (Note 25)	**₱0.38**	₱0.32	₱0.39

See accompanying Notes to Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands)

	Years Ended December 31		
	2023	2022	2021
NET INCOME	**₱1,266,374**	₱1,068,702	₱1,309,207
OTHER COMPREHENSIVE INCOME (LOSS)			
Items that will be reclassified to profit and loss:			
Unrealized gain (loss) on financial assets at FVOCI (Note 9)	**43,543**	(112,400)	(20,184)
Income tax effect	**–**	(3,969)	5,046
Remeasurement to prior period balance related to the changes in tax rates due to CREATE Act (Note 23)	**–**	–	215
	43,543	(116,369)	(14,923)
Items that will not be reclassified to profit and loss:			
Remeasurement gain (loss) on defined benefit retirement plan (Note 22)	**(25,295)**	35,089	67,420
Income tax effect	**6,324**	(8,772)	(16,855)
Remeasurement to prior period balance related to the changes in tax rates due to CREATE Act (Note 23)	**–**	–	(8,574)
	(18,971)	26,317	41,991
Revaluation increment on land (Note 12)	**1,019,516**	–	–
Income tax effect	**(254,879)**	–	–
Remeasurement to prior period balance related to the changes in tax rates due to CREATE Act (Note 23)	**–**	–	149,670
	764,637	–	149,670
TOTAL COMPREHENSIVE INCOME	**₱2,055,583**	₱978,650	₱1,485,945
Total comprehensive income (loss) attributable to:			
Equity holders of the Parent Company	**₱2,055,860**	₱978,710	₱1,486,136
Non-controlling interests	**(277)**	(60)	(191)
	₱2,055,583	₱978,650	₱1,485,945

See accompanying Notes to Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2023, 2022 AND 2021

(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, 2023	**₱3,651,021**	**₱2,060,383**	**(₱758,777)**	**(₱23,237)**	**(₱128,278)**	**₱2,245,052**	**₱6,378,488**	**₱13,424,652**	**(₱17,337)**	**₱13,407,315**
Net income for the period	**–**	**–**	**–**	**–**	**–**	**–**	**1,266,651**	**1,266,651**	**(277)**	**1,266,374**
Other comprehensive income (loss)	**–**	**–**	**–**	**–**	**43,543**	**764,637**	**(18,971)**	**789,209**	**–**	**789,209**
Total comprehensive income for the period	**–**	**–**	**–**	**–**	**43,543**	**764,637**	**1,247,680**	**2,055,860**	**(277)**	**2,055,583**
Cash dividends	**–**	**–**	**–**	**–**	**–**	**–**	**(849,999)**	**(849,999)**	**–**	**(849,999)**
As of December 31, 2023	**₱3,651,021**	**₱2,060,383**	**(₱758,777)**	**(₱23,237)**	**(₱84,735)**	**₱3,009,689**	**₱6,776,169**	**₱14,630,513**	**(₱17,614)**	**₱14,612,899**

	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, 2022	₱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
Net income for the period	–	–	–	–	–	–	1,068,762	1,068,762	(60)	1,068,702
Other comprehensive income (loss)	–	–	–	–	(116,369)	–	26,317	(90,052)	–	(90,052)
Total comprehensive income for the period	–	–	–	–	(116,369)	–	1,095,079	978,710	(60)	978,650
Cash dividends	–	–	–	–	–	–	(854,605)	(854,605)	–	(854,605)
As of December 31, 2022	₱3,651,021	₱2,060,383	(₱758,777)	(₱23,237)	(₱128,278)	₱2,245,052	₱6,378,488	₱13,424,652	(₱17,337)	₱13,407,315

	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 (loss)	–	–	–	–	(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

See accompanying Notes to Consolidated Financial Statements.

RFM CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	Years Ended December 31		
	2023	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱1,643,394**	₱1,400,888	₱1,764,179
Adjustments for:			
Depreciation and amortization (Notes 12, 13 and 20)	**604,148**	531,891	582,023
Interest expense (Note 20)	**75,960**	52,956	43,408
Unrealized foreign exchange loss (gain) - net	**6,074**	30,582	(12,498)
Loss on sale of:			
Financial assets at FVOCI (Note 9)	**–**	609	53
Property, plant and equipment (Note 12)	**7,152**	5,327	10,495
Gain on maturity of FA at FVOCI (Note 9)	**(9,377)**	–	–
Provision for (reversal of) impairment loss on property, plant and equipment (Note 12)	**3,112**	(1,506)	2,111
Equity in net earnings of an associate (Note 10)	**(12,444)**	(12,425)	(12,261)
Retirement expense (Note 22)	**17,493**	23,797	29,784
Interest income (Note 20)	**(90,359)**	(61,019)	(28,766)
Operating income before working capital changes	**2,245,153**	1,971,100	2,378,528
Decrease (increase) in:			
Receivables	**(249,637)**	(8,937)	72,085
Inventories	**(148,894)**	(1,092,998)	215,729
Other current assets	**107,723**	(14,423)	44,891
Increase in accounts payable and other current liabilities	**831,182**	608,644	428,241
Net cash generated from operations	**2,785,527**	1,463,386	3,139,474
Retirement contributions including benefits paid out of Group's operating funds (Note 22)	**(26,157)**	(42,730)	(51,596)
Interest paid	**(76,082)**	(51,845)	(43,895)
Interest received	**73,956**	62,189	22,598
Income taxes paid including creditable withholding taxes	**(384,467)**	(509,234)	(423,857)
Net cash from operating activities	**2,224,865**	921,766	2,642,724
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of:			
Property, plant and equipment including land (Note 12)	**(1,570,649)**	(363,195)	(333,671)
Computer software (Note 13)	**(18,659)**	(204)	–
Financial assets at FVOCI (Note 9)	**(522,271)**	(1,756,305)	(8,058,356)
Long-term prepayments and other noncurrent assets	**–**	(167,996)	(1,082)
Proceeds from maturity of:			
Financial assets at FVOCI (Note 9)	**540,000**	2,867,000	5,950,084
Short-term cash investments (Note 20)	**–**	–	648,989
Proceeds from sale of:			
Property and equipment	**1,691**	3,148	633
Investments in financial assets at FVOCI (Note 9)	**–**	523,789	253,534
Dividends received (Note 10)	**22,372**	16,520	15,261
Net cash from (used in) investing activities	**(1,547,516)**	1,122,757	(1,524,608)

(Forward)

	Years Ended December 31		
	2023	2022	2021
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments of dividends	**(₱853,241)**	(₱852,602)	(₱770,995)
Bank loans (Note 15)			
Availments	**14,335,000**	16,300,000	9,810,000
Payments	**(14,437,500)**	(15,900,000)	(9,805,000)
Payment of principal portion of lease liabilities (Note 29)	**(83,080)**	(112,474)	(73,894)
Net cash used in financing activities	**(1,038,821)**	(565,076)	(839,889)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**(6,074)**	(30,582)	12,498
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(219,634)**	1,448,865	290,725
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**3,504,649**	2,055,784	1,765,059
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 5)	**₱3,285,015**	₱3,504,649	₱2,055,784

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. However, under the Revised Corporation Code of the Philippines, the Company shall have a perpetual corporate life. 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, 2023 and 2022 and for each of the three years ended December 31, 2023 were authorized for issuance by the Board of Directors (BOD) on April 11, 2024.

2. Summary of Material 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 parcels of 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, 2023 and 2022 and for each of the three years in the period ended December 31, 2023.

The consolidated subsidiaries, which are all incorporated in the Philippines, and the effective percentages of ownership as of December 31, 2023, 2022 and 2021 follow:

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
RFM Canning and Marketing, Inc. (RFM Canning)*	Canning services	70.00
WS Holdings, Inc. (WHI)	Holding company	60.00
Filipinas Water Bottling Company, Inc. (FWBC)*	Bottled water manufacturing	44.88

**Dormant*

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 in 2023. 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 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 have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the consolidated financial statements.

- 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. The amendments had no impact on the Group's financial statements because the Group's accounting policies are aligned with the amendments to PAS 8.

- 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.

- Amendments to PAS 12, International Tax Reform - Pillar Two Model Rules

  The amendments introduce a mandatory exception in PAS 12 from recognizing and disclosing deferred tax assets and liabilities related to Pillar Two income taxes.

Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. 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, 2024

- Amendments to PAS 1*, Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

Effective beginning on or after January 1, 2025

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of exchangeability*

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*

Summary of Material Accounting Policy Information

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.

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.



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, at FVOCI 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

Financial asset at amortized cost
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.



As of December 31, 2023 and 2022, the Group's financial assets at amortized cost include cash and cash equivalents, and trade 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'.

The effective yield component of debt securities at FVOCI, as well as the impact of restatement on foreign currency denominated debt securities at FVOCI, is reported in the consolidated statement of income. Interest earned on holding debt securities as FVOCI are reported as 'Interest income' in the consolidated statement of 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.

As of December 31, 2023 and 2022, the Group's financial assets consist of financial assets at amortized cost and FVOCI with recycling of cumulative gains and losses.

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, 2023 and 2022, 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)

Subsequent measurement - other financial liabilities
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.

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.

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.

This policy is applicable to Group's financial assets except for trade receivables, for which the Group applies a simplified approach in calculating ECLs.

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 Group'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.

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.

Property, Plant and Equipment
Property, plant and equipment, except land, are stated at cost less accumulated depreciation and amortization, and any impairment in value.

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.

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).

Unless the Group is reasonably certain 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 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, 2023 and 2022, 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. The amortization expense on computer software is recognized in the expense category in the consolidated statement of income consistent with the its function.

Goodwill

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.

An associate is an entity over which the Group has significant influence.

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.

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, intangible assets (except trademark) and investments in subsidiaries, joint ventures and an associate 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 assets or cash-generating units (CGUs) are written down to their recoverable amount. The recoverable amount of these noncurrent nonfinancial assets is the higher of fair value less cost 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 an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Impairment losses, if any, are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

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.

Previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the recoverable amount of an asset, but not, however, to an amount higher than the carrying amount that would have been determined (net of any depreciation and amortization) had there been no impairment loss recognized for the asset in prior years. A reversal of an impairment loss is recognized in the consolidated statement of income.

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.

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.

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.

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 2023, 2022 and 2021.

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 Group 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.

Retirement benefit costs comprise the following:

(a) Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements.
(b) Net interest expense or income, which is calculated by applying the discount rate to the net defined benefit liability or asset.

Service costs and net interest on the net defined benefit liability or asset are recognized as expense in the statement of comprehensive 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 the consolidated statement of 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 due 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 determines at contract inception whether a contract is, or contains, a lease by assessing whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee
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.

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 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.

Income 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.

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.

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 asset and liabilities are not recognized in the consolidated financial statements but are disclosed in the notes to the consolidated financial statements.

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, 2023 and 2022.

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 fair value less cost of disposal wherein fair value is determined using the relief from royalty method. 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 2023, 2022 and 2021 (see Note 13).

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 years to ensure that the carrying amounts do not differ materially from those which would be determined using fair values at the reporting date.

Refer to Note 12 for the carrying value of land.

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).

Refer to Note 29 for the Group's lease liabilities.

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.

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.

Refer to Note 23 for the Deferred income tax assets recognized.

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:

	2023						
	Consumer Business	**Institutional Business**	**Other Operations**	**Unallocated Corporate Balances**	**Total**	**Eliminations** (Note 17)	**Consolidated**
Net Sales							
External sales	**₱15,128,193**	**₱5,515,802**	**₱1,413**	**₱35,564**	**₱20,680,972**	**₱–**	**₱20,680,972**
Intersegment sales	–	–	**18,195**	**10,224**	**28,419**	**(28,419)**	–
	₱15,128,193	**₱5,515,802**	**₱19,608**	**₱45,788**	**₱20,709,391**	**(₱28,419)**	**₱20,680,972**
Results							
Interest and other financial charges - net	**(₱79,267)**	**₱12**	**₱16**	**₱90,212**	**₱10,973**	**₱3,426**	**₱14,399**
Equity in net earnings of an associate	**₱–**	**₱–**	**₱5,185**	**₱–**	**₱5,185**	**₱7,259**	**₱12,444**
Income before income tax	**₱993,832**	**₱479,618**	**(₱4,796)**	**₱892,183**	**₱2,360,837**	**(₱717,443)**	**₱1,643,394**
Provision for income tax	**(247,953)**	–	–	**(128,283)**	**(376,236)**	**(784)**	**(377,020)**
Net income	**₱745,879**	**₱479,618**	**(₱4,796)**	**₱763,900**	**₱1,984,601**	**(₱718,227)**	**₱1,266,374**
Other information							
Segment assets	**₱43,531,885**	**₱48,759,028**	**₱140,545**	**₱26,253,520**	**₱118,684,978**	**(₱97,672,486)**	**₱21,012,492**
Investments	–	–	**61,740**	**2,304,277**	**2,366,017**	**(370,524)**	**1,995,493**
Consolidated Total Assets	**₱43,531,885**	**₱48,759,028**	**₱202,285**	**₱28,557,797**	**₱121,050,995**	**(₱98,043,010)**	**₱23,007,985**
Consolidated Total Liabilities	**₱43,315,249**	**₱36,731,557**	**₱347,920**	**₱26,061,237**	**₱106,455,963**	**(₱98,060,877)**	**₱8,395,086**
Capital expenditures	**₱846,581**	**₱721,866**	**₱–**	**₱20,861**	**₱1,589,308**	**₱–**	**₱1,589,308**
Depreciation and amortization	**416,331**	**164,343**	**9,568**	**13,906**	**604,148**	**–**	**604,148**

	2022						
	Consumer Business	Institutional Business	Other Operations	Unallocated Corporate Balances	Total	Eliminations (Note 17)	Consolidated
Net Sales							
External sales	₱14,031,124	₱5,316,279	₱3,846	₱34,402	₱19,385,651	₱–	₱19,385,651
Intersegment sales	–	–	24,276	11,782	36,058	(36,058)	–
	₱14,031,124	₱5,316,279	₱28,122	₱46,184	₱19,421,709	(₱36,058)	₱19,385,651
Results							
Interest and other financial charges - net	(₱56,670)	₱14	₱15	₱60,874	₱4,233	₱3,830	₱8,063
Equity in net earnings of an associate	₱–	₱–	₱5,177	₱–	₱5,177	₱7,248	₱12,425
Income before income tax	₱1,164,872	₱304,137	₱3,937	₱1,018,257	₱2,491,203	(₱1,090,315)	₱1,400,888
Provision for income tax	(317,707)	–	(76)	(17,436)	(335,219)	3,033	(332,186)
Net income	₱847,165	₱304,137	₱3,861	₱1,000,821	₱2,155,984	(₱1,087,282)	₱1,068,702
Other information							
Segment assets	₱31,027,071	₱35,233,018	₱151,278	₱15,272,488	₱81,683,855	(₱62,775,806)	₱18,908,049
Investments	–	–	61,732	2,248,705	2,310,437	(360,588)	1,949,849
Consolidated Total Assets	₱31,027,071	₱35,233,018	₱213,010	₱17,521,193	₱83,994,292	(₱63,136,394)	₱20,857,898
Consolidated Total Liabilities	₱30,905,364	₱24,148,959	₱349,119	₱15,256,832	₱70,660,274	(₱63,209,691)	₱7,450,583
Capital expenditures	₱232,681	₱123,254	₱–	₱7,464	₱363,399	₱–	₱363,399
Depreciation and amortization	344,190	164,380	10,825	12,496	531,891	–	531,891

	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	₱293,174	₱38,613	₱–	₱1,884	₱333,671	₱–	₱333,671
Depreciation and amortization	387,941	172,559	8,158	13,365	582,023	–	582,023

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, 2023, 2022 and 2021:

	2023	2022	2021
Consumer business	**₱15,128,193**	₱14,031,124	₱12,701,541
Institutional business	**5,515,802**	5,316,279	4,134,601
Total revenue from contracts with customers	**₱20,643,995**	₱19,347,403	₱16,836,142

Total revenue recognized from services rendered in 2023, 2022, and 2021 amounted to ₱36.98 million, ₱38.25 million and ₱43.58 million, respectively.

5. Cash and Cash Equivalents and Short-term Cash Investments

Cash and cash equivalents

	2023	2022
Cash on hand and in banks	**₱2,148,960**	₱2,424,133
Cash equivalents	**1,136,055**	1,080,516
	₱3,285,015	₱3,504,649

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 ₱1.73 million, ₱3.65 million, and ₱1.28 million in 2023, 2022 and 2021, respectively (see Note 20).

6. Receivables

	2023	2022
Trade receivables:		
Third parties	**₱2,218,960**	₱1,881,272
Related parties (Note 21)	**25,962**	26,532
Advances to related parties (Note 21)	**148,482**	148,407
Advances to officers and employees	**20,016**	22,362
Nontrade receivables	**44,939**	127,476
Other receivables	**58,260**	63,274
	2,516,619	2,269,323
Less: Allowance for ECL	**489,761**	488,124
	₱2,026,858	₱1,781,199

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:

	2023					
	Trade Receivables	**Nontrade receivables**	**Advances to officers and employees**	**Advances to Related Parties**	**Other receivables**	**Total**
At January 1,	**₱377,685**	**₱24,307**	**₱4,856**	**₱48,620**	**₱32,656**	**₱488,124**
ECL Provisions (Notes 18 and 19)	**63,398**	**37,000**	**–**	**1,667**	**–**	**102,065**
Reversal of allowance	**(49,783)**	**–**	**–**	**–**	**–**	**(49,783)**
Write-offs	**(50,645)**	**–**	**–**	**–**	**–**	**(50,645)**
At December 31	**₱340,655**	**₱61,307**	**₱4,856**	**₱50,287**	**₱32,656**	**₱489,761**

	2022					
	Trade Receivables	Nontrade receivables	Advances to officers and employees	Advances to Related Parties	Other receivables	Total
At January 1,	₱321,845	₱4,307	₱4,856	₱48,620	₱32,656	₱412,284
ECL Provisions (Notes 17, 18 and 19)	55,840	20,000	–	–	–	75,840
At December 31	₱377,685	₱24,307	₱4,856	₱48,620	₱32,656	₱488,124

7. Inventories

	2023	2022
At NRV:		
Finished goods	**₱884,491**	₱893,179
Spare parts and supplies	**391,043**	227,395
Raw materials	**97,148**	63,267
	1,372,682	1,183,841
At cost:		
Raw materials	**1,662,342**	1,527,638
Raw materials in transit	**119,794**	295,757
Goods in process	**1,593**	281
	1,783,729	1,823,676
	₱3,156,411	₱3,007,517

Total cost of inventories stated at NRV are as follows:

	2023	2022
Finished goods	**₱995,373**	₱992,983
Raw materials	**137,236**	105,594
Spare parts and supplies	**395,213**	231,565
	₱1,527,822	₱1,330,142

The cost of inventories recognized as cost of goods sold amounted to ₱11,385.50 million, ₱11,077.97 million, and ₱8,729.90 million for the years ended December 31, 2023, 2022 and 2021 respectively (see Note 17).

Movements in the allowance for losses and inventory obsolescence are as follows:

	2023	2022
Balance at beginning of year	**₱146,301**	₱71,162
Provisions (Note 17)	**64,770**	106,991
Write-off	**(55,931)**	(31,852)
Balance at end of year	**₱155,140**	₱146,301

8. Other Current Assets

Other current assets consist of:

	2023	2022
Creditable withholding taxes	**₱120,520**	₱75,776
Deposits on purchases	**38,890**	37,242
Prepaid expenses	**27,568**	45,943
Input VAT	**6,257**	5,017
Others	**28,326**	37,588
	₱221,561	₱201,566

Others include advances given to key customers to ensure full alignment and execution of the strategic joint business plan of URICI and the customers.

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 ₱1,861.98 million and ₱1,806.40 million as of December 31, 2023 and 2022, respectively. These securities have maturity terms ranging from less than a year to 4 years.

In 2023, 2022, and 2021, the Group sold a portion of its investment securities at FVOCI with a carrying value amounting to nil, ₱524.40 million, and ₱253.59 million respectively, which resulted to the recognition of loss on sale amounting to nil, ₱0.6 million and ₱0.05 million, respectively. Additionally, the Group recognized interest income amounting to ₱88.63 million, ₱57.37 million, and ₱26.67 million in interest coupon payments from various government and corporate bond instruments for the years ended December 31, 2023, 2022, and 2021, respectively (see note 20).

Rollforward analysis of debt securities at FVOCI with recycling as of December 31, 2023 and 2022 follows:

	2023	2022
At amortized cost:		
At beginning of year	**₱1,934,681**	₱3,564,605
Additions	**522,271**	1,756,305
Amortizations	**20,381**	5,169
Maturities	**(540,000)**	(2,867,000)
Disposals	**–**	(524,398)
At end of year	**1,937,333**	1,934,681
Change in fair value of financial assets		
At beginning of year	**(128,278)**	(15,878)
Unrealized gain (loss) recognized in OCI	**43,543**	(112,400)
Transfer to profit and loss	**9,377**	–
At end of year	**(75,358)**	(128,278)
Balance at the end of the year	**1,861,975**	1,806,403
Less: Current portion	**546,346**	299,759
Noncurrent portion	**₱1,315,629**	₱1,506,644

The movements in net unrealized gain recognized in other comprehensive income follow:

a) For the years ended December 31, 2023, 2022, and 2021 the nominal interest rates of government securities range from 2.63% to 4.90%, 2.63% to 5.01%, and 2.63% to 4.38%, respectively, while effective interest rates range from 2.66% to 4.71%, 1.57% to 4.01%, and 0.73% to 3.16%, respectively.

b) For the years ended December 31, 2023, 2022, and 2021, the nominal and effective interest rates of private debt security are 2.81%, 2.81%, and nil, respectively.

10. **Investments in Joint Venture and an Associate**

	2023	2022
Cost	**₱141,313**	₱141,313
Accumulated equity in net earnings		
Beginning of year	**2,133**	6,228
Equity in net earnings for the year	**12,444**	12,425
Dividends received	**(22,372)**	(16,520)
End of year	**(7,795)**	2,133
Carrying value	**₱133,518**	₱143,446

Summarized financial information of Selecta Walls Land Corporation (SWLC), an associate, as of and for the years ended December 31, 2023 and 2022 follow:

	2023	2022
Current assets (includes cash amounting to ₱50.57 million and ₱49.60 million as of December 31, 2023 and 2022, respectively)	**₱50,669**	₱49,662
Noncurrent assets	**224,929**	225,271
Current liabilities (includes income tax payable amounting to ₱0.97 million and ₱0.98 million as of December 31, 2023 and 2022, respectively)	**23,184**	22,549
Noncurrent liabilities	**39,306**	22,729
Revenue	**26,930**	26,930
Interest income	**40**	33
Expenses	**(2,333)**	(2,352)
Provision for income tax	**(3,897)**	(3,902)
Net income	**₱20,740**	₱20,709

The carrying amount of the investment is computed as follows:

	2023	2022
Equity	**₱213,108**	₱229,655
Beneficial interest (Note 11)	**60%**	60%
Share of the Group	**127,865**	137,793
Premium paid	**2,528**	2,528
Carrying amount of the investment	**₱130,393**	₱140,321

Dividends received from SWLC amounted to ₱22.37 million, ₱16.52 million, and ₱15.26 million in 2023, 2022 and 2021, respectively. Equity in net earnings of an associate, presented as part of "Other income - net" in the consolidated statements of income, amounted to ₱12.44 million, ₱12.43 million, and ₱12.26 million in 2023, 2022 and 2021, 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 and ₱3.13 million as of December 31, 2023 and 2022.

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 ₱9,388.15 million and ₱8,981.19 million as of December 31, 2023 and 2022, 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	**2023**	2022
Consolidated Statements of Financial Position		
Cash and cash equivalents	**(₱756,736)**	(₱504,410)
Receivables	**(587,841)**	(560,998)
Inventories	**(477,578)**	(425,654)
Other current assets	**(46,722)**	(62,349)
Total Current Assets	**(1,868,877)**	(1,553,411)
Property, plant and equipment - net (at cost)	**(1,685,101)**	(1,492,402)
Right of use assets - net*	**(227,085)**	(226,247)
Investment in associate and joint venture	**767,639**	747,116
Intangible assets	**(190,563)**	(190,563)
Deferred tax assets - net	**(134,903)**	(139,467)
Other noncurrent assets	**(144,722)**	(234,814)
Total Noncurrent Assets	**(1,614,735)**	(1,536,377)
Total Assets	**(₱3,483,612)**	(₱3,089,788)

**Shown as part of Property, plant and equipment in the face of consolidated financial statements.*

Decrease in	**2023**	2022
Bank loans	**(₱897,500)**	(₱1,000,000)
Accounts payable and other current liabilities	**(2,219,914)**	(1,727,179)
Lease liabilities	**(72,162)**	(62,774)
Income tax payable	**(38,593)**	(35,622)
Total Current Liabilities	**(3,228,169)**	(2,825,575)
Lease liabilities - net of current portion	**(247,794)**	(255,763)
Net retirement obligation	**(7,649)**	(8,450)
Total Noncurrent Liabilities	**(255,443)**	(264,213)
Total Liabilities	**(₱3,483,612)**	(₱3,089,788)

Increase (Decrease) in	**2023**	2022	2021
Consolidated Statements of Income			
Revenue	**(₱6,578,544)**	(₱6,444,515)	(₱5,495,931)
Cost of goods sold	**(3,486,081)**	(3,289,442)	(2,750,945)
Gross profit	**(3,092,463)**	(3,155,073)	(2,744,986)
Operating expenses	**(2,086,491)**	(1,888,892)	(1,439,541)
Income from operations	**(1,005,972)**	(1,266,181)	(1,305,445)
Other income (loss) - net	**(30,973)**	5,749	15,010
Provision for income tax	**(247,953)**	(314,672)	(329,875)
Net income	**(727,046)**	(945,760)	(960,560)
Share in the net income of the JV	**727,046**	945,760	960,560
	₱–	₱–	₱–

Summarized financial information (before any adjustments during consolidation) of URICI (in thousands) as of and for the years ended December 31 follow:

Statements of Financial Position	**2023**	2022
Current assets (includes cash amounting to ₱1,513.47 million and ₱1,008.82 million as of December 31, 2023 and 2022, respectively)	**₱3,737,754**	₱3,106,823
Noncurrent assets	**4,520,646**	4,433,669
Current liabilities (includes income tax payable amounting to ₱77.19 million and ₱71.24 million as of December 31, 2023 and 2022, respectively)	**6,513,994**	5,710,517
Noncurrent liabilities (includes net retirement obligation amounting to ₱15.30 million and ₱16.90 million as of December 31, 2023 and 2022, respectively)	**559,228**	692,804

Statements of Comprehensive Income	**2023**	2022	2021
Revenue	**₱13,157,089**	₱12,889,030	₱10,991,862
Depreciation and amortization expense	**665,632**	613,278	593,201
Interest income	**4,597**	1,032	1,476
Interest expense	**157,330**	110,730	97,665
Provision for income tax	**495,907**	635,413	667,708
Net income	**1,454,094**	1,891,519	1,921,120

(Forward)

Statements of Comprehensive Income	**2023**	2022	2021
Other comprehensive income (loss) - remeasurement loss on net retirement obligation	**₱5,600**	₱19,878	₱27,189
Total comprehensive income	**₱1,454,094**	₱1,911,397	₱1,948,309

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 2023, 2022 and 2021, dividends received by the Parent Company from URICI amounted to ₱703.67 million, ₱1,094.53 million, and ₱1,078.23 million, respectively.

12. Property, Plant and Equipment

As of December 31, 2023:

	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**	**₱1,711,593**	**₱6,952,113**	**₱140,037**	**₱241,883**	**₱292,525**	**₱450,412**	**₱24,454**	**₱9,830,341**
Additions	**293,358**	–	**31,039**	**332,529**	**10,951**	**4,117**	**898,655**	**15,626**	–	**1,292,917**
Write-off/disposal/others	–	–	**(299)**	**(75,343)**	**(6,225)**	–	**(2,804)**	**(13,373)**	**(16,552)**	**(114,596)**
Reclassification	–	–	**9,908**	**82,765**	–	–	**(92,673)**	–	–	–
Revaluation	**1,019,516**	–	–	–	–	–	–	–	–	–
At December 31	**4,865,213**	**17,324**	**1,752,241**	**7,292,064**	**144,763**	**246,000**	**1,095,703**	**452,665**	**7,902**	**11,008,662**
Accumulated Depreciation										
At January 1	–	**16,177**	**983,489**	**4,131,326**	**125,731**	**189,780**	–	**190,863**	**20,622**	**5,657,988**
Depreciation and amortization (Note 20)	–	–	**80,192**	**397,987**	**7,268**	**26,847**	–	**88,203**	**3,583**	**604,080**
Write-off/disposal/others	–	–	**(182)**	**(66,617)**	**(6,225)**	–	–	**(13,373)**	**(16,552)**	**(102,949)**
At December 31	–	**16,177**	**1,063,499**	**4,462,696**	**126,774**	**216,627**	–	**265,693**	**7,653**	**6,159,119**
Accumulated impairment loss:										
At January 1	–	–	–	**22,837**	–	–	–	–	–	**22,837**
Impairment loss	–	–	–	**3,112**	–	–	–	–	–	**3,112**
At December 31	–	–	–	**25,949**	–	–	–	–	–	**25,949**
Net Book Values at December 31	**₱4,865,213**	**₱1,147**	**₱688,742**	**₱2,803,419**	**₱17,989**	**₱29,373**	**₱1,095,703**	**₱186,972**	**₱249**	**₱4,823,594**

As of December 31, 2022:

		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	₱1,597,467	₱6,872,309	₱135,631	₱206,197	₱269,849	₱446,655	₱44,227	₱9,589,659
Additions	–	–	98,845	86,526	6,897	35,686	135,241	117,199	–	480,394
Write-off/disposal/others	–	–	–	(95,832)	(2,491)	–	(8,174)	(113,442)	(19,773)	(239,712)
Transfer/reclassifications	–	–	15,281	89,110	–	–	(104,391)	–	–	–
At December 31	3,552,339	17,324	1,711,593	6,952,113	140,037	241,883	292,525	450,412	24,454	9,830,341
Accumulated Depreciation										
At January 1	–	15,655	901,991	3,916,212	120,669	170,932	–	201,215	30,677	5,357,351
Depreciation and amortization (Note 20)	–	522	81,498	310,946	7,252	18,848	–	103,090	9,718	531,874
Write-off/disposal/others	–	–	–	(95,832)	(2,190)	–	–	(113,442)	(19,773)	(231,237)
At December 31	–	16,177	983,489	4,131,326	125,731	189,780	–	190,863	20,622	5,657,988
Accumulated impairment loss:										
At January 1	–	–	–	24,343	–	–	–	–	–	24,343
Impairment loss (reversal)	–	–	–	(1,506)	–	–	–	–	–	(1,506)
At December 31	–	–	–	22,837	–	–	–	–	–	22,837
Net Book Values at December 31	₱3,552,339	₱1,147	₱728,104	₱2,797,950	₱14,306	₱52,103	₱292,525	₱259,549	₱3,832	₱4,149,516

Construction in progress (CIP) as of December 31, 2023 includes the construction of the new filling machine for the packaging area of the Milk and Juice Division and land development and building structural works for the RFM commissary plant of the Private Label Division. The CIP as of December 31, 2022 includes the construction of the Mixing and Ultra-High Temperature Line Project for the Milk and Juice Division.

Land
As of December 31, 2023 and 2022, the aggregate fair values of land amounted to ₱4,865.21 million and ₱3,552.34 million, respectively. The fair values of land were determined on December 31, 2023 and December 31, 2020, respectively, using the Market 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 ₱1,019.52 million was recognized in 2023.

The Parent Company also purchased a land for the year 2023 amounting to ₱293.36 million. This was not revalued as purchase price is arm's length transaction and deemed to be equal to fair value.

The cost of these parcels of land amounted to ₱852.30 million and ₱558.94 million as of December 31, 2023 and 2022, respectively.

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 ₱5,500 to ₱105,000. Significant increases (decreases) in estimated price per square meter in isolation would result in a significantly higher (lower) fair value.

13. Intangible Assets

Intangible assets pertain to the following as at December 31:

2023

	Trademark	Goodwill	Computer Software	Total
Cost				
At January 1	**₱2,080,932**	**₱190,563**	**₱9,301**	**₱2,280,796**
Addition	**–**	**–**	**18,659**	**18,659**
At December 31	**2,080,932**	**190,563**	**27,960**	**2,299,455**
Accumulated Amortization				
At January 1	**–**	**–**	**9,114**	**9,114**
Amortization	**–**	**–**	**68**	**68**
At December 31	**–**	**–**	**9,182**	**9,182**
Net Book Values	**₱2,080,932**	**₱190,563**	**₱18,778**	**₱2,290,273**

2022

	Trademark	Goodwill	Computer Software	Total
Cost				
At January 1	₱2,080,932	₱190,563	₱9,097	₱2,280,592
Addition	–	–	204	204
At December 31	2,080,932	190,563	9,301	2,280,796
Accumulated Amortization				
At January 1	–	–	9,097	9,097
Amortization	–	–	17	17
At December 31	–	–	9,114	9,114
Net Book Values	₱2,080,932	₱190,563	₱187	₱2,271,682

Trademark

In January 2014, the Parent Company acquired the Royal trademark from a third party amounting to ₱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	**2023**	2022	Description
Discount rate	**12.86%**	11.61%	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% to 25%**	8% to 35%	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 8% in 2023 and 2022.
Royalty savings rate	**5%**	5%	Royalty savings rate is based on the prevailing comparable past trademark royalty rate obtained from survey by independent third party.
Budgeted brand support	**1%**	2%	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, 2023 and 2022, the recoverable amount of the trademark is higher than its carrying value. Management believes that an increase in discount rate by 0.1% and 1.6% as of December 31, 2023 and 2022 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	**2023**	2022	Description
Discount rate	**10.87%**	10.38%	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	**4.0%-5.0%**	8.0% to 16%	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, 2023 and 2022, the recoverable amount of goodwill is higher than its carrying value. Management believes that a decrease in growth rate by 5% and 6.0% as of December 31, 2023 and 2022 would cause the carrying value of the CGU including goodwill to equal the recoverable amount.

14. Accounts Payable and Other Current Liabilities

	2023	2022
Accrued expenses	**₱3,656,999**	₱3,202,953
Trade payables:		
Third parties	**1,971,050**	1,809,197
Related parties (Note 21)	**33,411**	34,097
Advances from related parties (Note 21)	**17,690**	17,660
Withholding taxes and other government payables	**96,529**	73,943
Customer's deposit	**4,227**	7,070
Other payables	**621,548**	428,716
	₱6,401,454	₱5,573,636

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:

	2023	2022
Advertisements and promotions	**₱1,598,118**	₱1,467,531
Profit bonus	**529,554**	680,416
Payroll	**262,597**	228,552
Freight and handling	**234,993**	150,463
Manpower services	**102,146**	86,810
Commission	**83,820**	92,948
Rentals	**70,538**	74,389
Accrued merchandising charges	**19,716**	19,939
Importation	**12,259**	32,097
Interest	**3,464**	3,586
Others	**739,794**	366,222
	₱3,656,999	₱3,202,953

Other accrued expenses mainly consist of accrued expenses for royalties, utilities 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 5% to 6% in 2023 and 3% to 5% in 2022. The Group's share in the outstanding principal balance of these bank loans amounted to ₱897.50 million and ₱1,000.00 million as of December 31, 2023 and 2022, respectively. The loans have no covenants and collaterals.

The movements in bank loans are as follows:

	2023	2022
At January 1	**₱1,000,000**	₱600,000
Availments	**14,335,000**	16,300,000
Payments	**(14,437,500)**	(15,900,000)
	₱897,500	₱1,000,000

Interest expense on bank loans amounted to ₱52.90 million, ₱26.32 million, and ₱14.67 million in 2023, 2022 and 2021, respectively (see Note 20).

16. Equity

Capital stock

As of December 31, 2023 and 2022, 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 3,089 and 3,109 shareholders as of December 31, 2023 and 2022, respectively.

As of December 31, 2023 and 2022 capital stock consists of the following:

	Number of Shares			
	Authorized		**Issued and Outstanding**	
	2023	2022	**2023**	2022
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)

(Forward)

Year	Date of Transaction	Common Stock Transactions	
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) On July 29, 2008, the company retired its 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
October 10, 2023	₱200.00	Cash	₱0.059355	October 24, 2023	November 21, 2023
June 14, 2023	300.00	Cash	0.089033	June 29, 2023	July 25, 2023
January 05, 2023	350.00	Cash	0.103871	January 19, 2023	February 14, 2023
September 1, 2022	200.00	Cash	0.059355	September 15, 2022	October 11, 2022
June 27, 2022	260.59	Cash	0.077335	July 11, 2022	August 4, 2022
January 12, 2022	394.02	Cash	0.116936	January 26, 2022	February 22, 2022

The Group's retained earnings as of December 31, 2023 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 ₱6.76 billion. In accordance with Revised SRC Rule 68, Annex 68C, the retained earnings available for dividend declaration as of December 31, 2023 amounted to ₱6.16 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.

Retained earnings are further restricted for the payment of dividends to the extent of the cost of treasury shares.

On May 3, 2023, the BOD resolved and approved to retire the treasury shares by decreasing Parent Company's authorized capital stock, for the purpose of eliminating the unlisted treasury shares. As of April 11, 2024, the application with SEC is currently ongoing.

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.

2023

	Consumer business	**Institutional business**	**Corporate**	**Others**	**Total**
Sale of goods	**₱15,128,193**	**₱5,515,802**	**₱–**	**₱–**	**₱20,643,995**
Sale of services	**–**	**–**	**35,564**	**1,413**	**36,977**
	₱15,128,193	**₱5,515,802**	**₱35,564**	**₱1,413**	**₱20,680,972**

2022

	Consumer business	Institutional business	Corporate	Others	Total
Sale of goods	₱14,031,124	₱5,316,279	₱–	₱–	₱19,347,403
Sale of services	–	–	34,402	3,846	38,248
	₱14,031,124	₱5,316,279	₱34,402	₱3,846	₱19,385,651

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

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 ₱28.42 million, ₱36.06 million, and ₱23.11 million in 2023, 2022 and 2021, respectively. There are no unsatisfied nor partially satisfied performance obligations in 2023, 2022 and 2021.

Cost of Sales and Services

This account consists of:

	2023	2022	2021
Raw materials used and changes in inventories (Note 7)	**₱11,385,497**	₱11,077,966	₱8,729,894
Outside services	**688,594**	668,205	666,252
Utilities	**377,657**	379,582	283,676
Depreciation and amortization (Notes 20 and 29)	**371,363**	345,925	391,209
Personnel costs (Note 20)	**295,534**	262,646	260,486
Repairs and maintenance	**291,711**	260,668	244,224
Rental (Note 29)	**110,428**	119,735	50,929
Fuel and oil	**96,574**	99,785	77,030
Provision for inventory obsolescence (Note 7)	**64,770**	106,991	42,140
Taxes and licenses	**41,317**	38,935	36,611
Direct labor	**12,664**	13,199	13,786
Other expenses (Note 6)	**188,355**	172,726	143,161
	₱13,924,464	₱13,546,363	₱10,939,398

18. Selling and Marketing Expenses

This account consists of:

	2023	2022	2021
Advertisements	**₱1,594,159**	₱1,215,385	₱1,250,100
Freight and handling	**1,259,019**	1,107,517	973,990
Outside services	**514,047**	460,788	422,947
Personnel costs (Note 20)	**100,954**	101,540	81,931
Rental (Note 29)	**95,646**	99,456	86,903
Provision for expected credit losses (Note 6)	**63,398**	55,830	80,885
Depreciation and amortization (Notes 20 and 29)	**57,205**	55,950	47,239
Transportation and travel	**9,956**	6,403	4,026
Other expenses	**81,624**	92,214	81,384
	₱3,776,008	₱3,195,083	₱3,029,405

Other expenses include utilities, repairs and maintenance and other miscellaneous expenses.

19. General and Administrative Expenses

This account consists of:

	2023	2022	2021
Personnel costs (Note 20)	**₱441,069**	₱523,211	₱612,550
Royalty and service fees (Note 24)	**308,709**	234,588	55,667
Depreciation and amortization (Notes 20 and 29)	**175,580**	130,016	143,575
Outside services	**98,074**	55,136	60,923
Taxes and licenses	**76,200**	63,742	84,993
Professional fees	**69,605**	63,641	64,391
Repairs and maintenance	**57,171**	37,303	34,280
Provision for expected credit losses (Note 6 and 21)	**38,667**	20,000	–
Utilities	**32,896**	31,843	32,393
Transportation and travel	**32,275**	15,233	4,777
Director's fees	**21,664**	27,069	26,619
Advertising and promotion	**10,930**	18,033	19,241
Rental (Note 29)	**7,292**	8,551	3,758
Representation and entertainment	**3,791**	2,127	3,422
Office supplies	**3,503**	2,103	2,398
Other expenses	**94,223**	56,597	45,915
	₱1,471,649	₱1,289,193	₱1,194,902

Other expenses include insurance, donations and other miscellaneous expenses.

20. **Other Income (Charges)**

Interest Income

This account consists of:

	2023	2022	2021
Interest income on:			
Investment in FVOCI (Note 9)	**₱88,625**	₱57,374	₱26,669
Cash and cash equivalents (Note 5)	**1,734**	3,645	1,277
Short-term investments	**–**	–	820
	₱90,359	₱61,019	₱28,766

Personnel Costs

This account consists of:

	2023	2022	2021
Salaries and wages	**₱598,797**	₱579,599	₱569,066
Retirement benefits costs (Note 22)	**17,493**	23,797	29,784
Other employee benefits	**221,267**	284,001	356,117
	₱837,557	₱887,397	₱954,967

The distribution of the above amounts follows:

	2023	2022	2021
General and administrative expenses (Note 19)	**₱441,069**	₱523,211	₱612,550
Cost of sales and services (Note 17)	**295,534**	262,646	260,486
Selling and marketing expenses (Note 18)	**100,954**	101,540	81,931
	₱837,557	₱887,397	₱954,967

Depreciation of Property, Plant and Equipment, and Computer Software

This account consists of:

	2023	2022	2021
Property, plant and equipment (Notes 12)	**₱604,080**	₱531,874	₱582,023
Computer software (Note 13)	**68**	17	–
	₱604,148	₱531,891	₱582,023

Distribution of the above amounts follows:

	2023	2022	2021
Cost of sales and services (Note 17)	**₱371,363**	₱345,925	₱391,209
General and administrative expenses (Note 19)	**175,580**	130,016	143,575
Selling and marketing expenses (Note 18)	**57,205**	55,950	47,239
	₱604,148	₱531,891	₱582,023

Interest Expense

This account consists of:

	2023	2022	2021
Interest expense on bank loans (Note 15)	**₱52,895**	₱26,320	₱14,665
Interest expense on lease liabilities (Note 29)	**22,999**	26,583	28,735
Others	**66**	53	8
	₱75,960	₱52,956	₱43,408

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:

		2023		2022				
Related Parties	Transaction	**Amount**	**Outstanding receivable (payable)**	Amount	Outstanding receivable (payable)	Statement of Financial Position Account	Terms	Conditions
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	**423**	**1,912**	496	1,489	Trade Payables (Note 14)	Non-interest-bearing, collectible in 60 days	-do-
Republic Consolidated Corporation	Purchase of services	**–**	**(22,542)**	–	(22,542)	Trade Payables (Note 14)	Non-interest-bearing, collectible in 60 days	-do-
Others	Advances to related parties	**75**	**9,586**	60	9,511	Advances to related parties (Note 6)	Non-interest bearing	Unsecured, no impairment
-do-	Trade Receivables	**9,325**	**24,566**	21,694	25,136	Trade Receivables (Note 6)	Non-interest bearing	Unsecured, no impairment
-do-	Trade Payable	**263**	**(12,781)**	(163)	(13,044)	Trade Payables (Note 14)	Non-interest bearing	Unsecured
-do-	Advances from Related Parties	**(30)**	**(17,690)**	(8)	(17,660)	Advances from related parties (Note 14)	Non-interest bearing	Unsecured

The consolidated statements of financial position as of December 31, 2023 and 2022 include the following amounts resulting from transactions with related parties:

	2023	2022
Trade receivables - related parties (Note 6)	**₱25,962**	₱26,532
Advances to related parties (Note 6)	**148,482**	148,407
Trade payables - related parties (Note 14)	**(33,411)**	(34,097)
Advances from related parties (Note 14)	**(17,690)**	(17,660)

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, 2023 and 2022, outstanding receivables from Philtown covered by REM amounted to ₱29.54 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 ₱18.65 million, ₱21.75 million, and ₱18.11 million in 2023, 2022 and 2021, respectively.

b. The Parent Company engages RLC for its lighterage requirements. Service fees to RLC amounted to ₱19.60 million, ₱3.39 million, and ₱14.18 million in 2023, 2022 and 2021, respectively.

Compensation of key management personnel of the Group by benefit type follows:

	2023	2022
Salaries and other short-term benefits	**₱119,767**	₱115,107
Retirement benefits costs	**3,953**	5,448
	₱123,720	₱120,555

22. Retirement Benefits

The Parent Company and joint venture have funded, noncontributory defined benefit retirement plans (the Plans) covering substantially all their permanent employees.

The most recent actuarial valuation was carried out for the retirement plan of the Parent Company and joint venture as of December 31, 2023.

a. Retirement Benefit Cost

The components of retirement benefit cost recognized in the consolidated statements of income for the years ended December 31 follow:

	2023	2022	2021
Current service cost	**₱18,755**	₱22,184	₱25,919
Net interest cost	**(1,262)**	1,618	3,865
Effects of curtailment	**–**	(5)	–
Retirement benefits costs	**₱17,493**	₱23,797	₱29,784

b. Net Retirement Obligation

The details of the net retirement obligation (asset) recognized in the consolidated statements of financial position as of December 31 follow:

	2023	2022
Defined benefit obligation	**₱325,325**	₱321,010
Fair value of plan assets	**(314,090)**	(326,406)
Net retirement obligation	**₱11,235**	(₱5,396)

The Group's summary of net retirement obligation (asset) follow:

	2023	2022
Net retirement obligation	**₱11,235**	₱8,450
Net retirement asset	**–**	(13,846)
	₱11,235	(₱5,396)

Movement in net retirement obligation follow:

	2023	2022
January 1	**(₱5,396)**	₱48,626
Retirement benefit cost	**17,493**	23,797
Remeasurement gain	**25,295**	(35,089)
Actual contribution	**(24,000)**	(39,000)
Benefits paid out of Group's operating funds	**(2,157)**	(3,730)
Net retirement obligation	**₱11,235**	(₱5,396)

Changes in the present value of the defined benefit obligation follow:

	2023	2022
January 1	**₱321,010**	₱363,776
Current service cost	**18,755**	22,184
Interest cost	**19,999**	17,188
Remeasurement loss (gain) due to:		
Experience adjustments	**(900)**	(1,039)
Changes in financial assumptions	**20,535**	(50,840)
Benefits paid out of the plan assets	**(51,917)**	(26,529)
Benefits paid out of Group's operating funds	**(2,157)**	(3,730)
December 31	**₱325,325**	₱321,010

Changes in the fair value of plan assets follow:

	2023	2022
January 1	**₱326,406**	₱315,155
Contributions	**24,000**	39,000
Asset return included in net interest cost	**21,261**	15,570
Benefits paid out of the plan assets	**(51,917)**	(26,529)
Remeasurement loss	**(5,660)**	(16,790)
December 31	**₱314,090**	₱326,406

Breakdown of the plan assets follow:

	2023	2022
Investments in:		
Debt securities other than bonds	**₱15,539**	₱13,719
Equity securities	**7,557**	7,587
Corporate bonds	**166,357**	200,115
Unit investment trust fund	**72,668**	81,142
Others	**9,019**	9,019
Cash and cash equivalents	**41,567**	13,573
Receivables	**1,485**	1,346
	314,192	326,501
Payables	**(102)**	(95)
	₱314,090	₱326,406

The plan assets are held by trustee banks. 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:

	2023	2022	2021
Discount rate at January 1	**7.16% to 7.20%**	4.90% to 4.95%	3.66% to 3.70%
Future annual increase in salary rate	**5.00% to 5.50%**	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, 2023 were 6.00% to 6.10% and 5.00% to 5.50%, respectively.

The following are expected payments to be made out of the defined benefit plan obligation in the future years:

	2023	2022
One year and less	**₱113,302**	₱83,402
Between 1 and 5 years	**90,723**	152,421
Between 5 and 10 years	**149,848**	138,993
Between 10 and 15 years	**132,533**	128,774
Between 15 and 20 years	**130,900**	122,070
Beyond 20 years	**319,542**	292,194
Total expected payments	**₱936,848**	₱917,854

The average duration of the defined benefit plan obligations as of December 31, 2023 and 2022 ranges from 9.26 to 9.83 years and 8.20 to 9.88 years, respectively.

The Group expects to contribute ₱24.06 million to the retirement fund in 2024.

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:

	2023		2022	
	Increase/ (Decrease) in Basis Points	**Effect on Defined Benefit Retirement Obligation**	Increase/ (Decrease) in Basis Points	Effect on Defined Benefit Retirement Obligation
Discount rate	**+100**	**(₱18,928)**	+100	(₱17,343)
	-100	**21,832**	-100	19,763
Salary increase rate	**+100**	**23,098**	+100	21,314
	-100	**(24,404)**	-100	(19,039)
Turnover rate	**+2000**	**(1,838)**	+2000	(454)
	-2000	**2,105**	-2000	479

23. Income Taxes

a. Provision for income tax for the years ended December 31 follow:

	2023	2022	2021
Current	**₱342,694**	₱370,669	₱449,739
Deferred	**34,326**	(38,483)	5,233
	₱377,020	₱332,186	₱454,972

b. The components of the Group's deferred income taxes follow:

	2023	2022
Deferred income tax recognized in profit or loss:		
Deferred income tax assets on:		
Provision for profit bonus	**₱132,389**	₱170,104
Allowances/provisions for:		
ECL	**122,440**	122,031
Inventory obsolescence	**38,785**	36,575
Impairment loss on property, plant and equipment	**6,487**	5,709
Accrued advertisements and promotions	**48,410**	58,854
Lease liability - net	**25,483**	23,307
Unamortized past service cost	**24,908**	28,936
Others	**35,716**	12,013
	434,618	457,529
Deferred income tax liabilities on:		
Net retirement obligation	**(47,464)**	(36,049)
	387,154	421,480

(Forward)

	2023	2022
Deferred income tax recognized in other comprehensive income:		
Deferred income tax asset on cumulative actuarial losses on defined benefit plan	**₱43,722**	₱37,398
Deferred income tax liability on revaluation increment on land	**(1,003,230)**	(748,351)
	(959,508)	(710,953)
Net deferred income tax liabilities	**(₱572,354)**	(₱289,473)

The Group's summary of net deferred tax assets and net liabilities follow:

	2023	2022
Deferred tax assets - net	**₱184,796**	₱186,794
Deferred tax liabilities - net	**(757,150)**	(476,267)
	(₱572,354)	(₱289,473)

c. 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:

	2023	2022	2021
Provision for income tax at the statutory income tax rate	**₱410,849**	₱350,222	₱441,045
Additions to (reductions in) income tax resulting from:			
Nontaxable equity in net earnings of an associate	**(3,111)**	(3,106)	(3,065)
Interest income subjected to final tax	**(22,590)**	(15,255)	(7,192)
Remeasurement to prior period balance related to the changes in tax rates due to CREATE Act	**–**	–	18,032
Nondeductible expenses and others	**4,958**	325	6,152
Movement in deferred taxes and others	**(13,086)**	–	–
Provision for income tax	**₱377,020**	₱332,186	₱454,972

d. *CREATE Act*

On March 26, 2021, the President of the Philippines signed Republic Act (RA) 11534, Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act. The CREATE Act took effect on April 11, 2021. The CREATE Act reformed corporate income taxes and incentives in the country by implementing the changes to the current tax regulations. Effective July 1, 2020, some of these changes are as follows:

- Reduction of RCIT rate 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%.

- Reduction of MCIT rate from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023.
- Imposition of improperly accumulated earnings tax (IAET) is repealed.

In 2023, the BIR issued Revenue Memorandum Circular No. 69-2023, which announced the reversion of MCIT to 2%, effective July 1, 2023. Hence, the Group used 1.5% MCIT rate for 2023.

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 ₱1.22 million and ₱4.40 million as of December 31, 2023 and 2022, respectively (see Note 14).

URICI has a service agreement with Unilever IP Holdings which URICI pays a service fee equivalent to a certain % of third-party net sales of all agreed products and total net sales of all agreed product less packaging material cost. URICI also has an existing service agreement with Unilever Philippines Inc., whereby the latter render certain administrative support, back office and related services to the URICI.

25. Earnings Per Share

The Group does not have potentially dilutive common shares in 2023, 2022 and 2021. Therefore, the basic/dilutive earnings per share are the same.

	2023	2022	2021
Net income attributable to equity holders of the Group (a)	**₱1,266,651**	₱1,068,762	₱1,309,398
Weighted average number of common shares outstanding (b)	**3,369,549,358**	3,369,549,358	3,369,549,358
Basic/diluted earnings per share (a/b)	**0.38**	₱0.32	₱0.39

26. Financial Instruments

The following table summarizes the carrying values of the Group's financial assets and financial liabilities as of December 31:

	2023	2022
Financial Assets		
Cash on hand	**₱34,343**	₱37,018
Cash in banks and cash equivalents	**3,250,672**	3,467,631
Trade receivables	**1,904,267**	1,530,119
Advances to related parties and nontrade receivables	**81,827**	202,956

(Forward)

	2023	2022
Advances to officers and employees	**₱15,160**	₱17,506
Other receivables	**25,604**	30,618
	5,311,873	5,285,848
Financial assets at FVOCI	**1,861,975**	1,806,403
	7,173,848	7,092,251
Other Financial Liabilities		
Bank loans	**897,500**	1,000,000
Accounts payable and other current liabilities*	**6,160,936**	5,419,646
Advances from related parties	**17,690**	17,660
Lease liabilities	**289,154**	356,608
	₱7,365,280	₱6,793,914

**Exclusive of government payables and other nonfinancial liabilities amounting to ₱222.83 million and ₱136.33 million as of December 31, 2023 and 2022, respectively.*

Cash, cash equivalents, trade receivables, nontrade receivables, advances to officers and employees, other receivables, accounts payable and accrued liabilities and 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, 2023 and 2022 amounted to ₱1,861.98 million and ₱1,806.40 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.

Lease Liabilities. The fair value is equivalent to the carrying value which approximates the present value of cash amount that would be fully settled as at 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 Group's financial assets using provision matrix as of December 31, 2023 and 2022:

December 31, 2023:

			Trade receivables							
				Days past due						
	Cash in banks and cash equivalents	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	**₱3,285,015**	**₱1,861,975**	**₱956,567**	**₱655,342**	**₱175,018**	**₱47,945**	**₱46,450**	**₱121,836**	**₱241,764**	**₱2,244,922**
Expected credit loss	**₱–**	**₱–**	**₱478**	**₱6,553**	**₱4,393**	**₱4,597**	**₱12,334**	**₱70,536**	**₱241,764**	**₱340,655**

December 31, 2022:

			Trade receivables							
				Days past due						
	Cash in banks and cash equivalents	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	₱3,467,631	₱1,806,403	₱812,920	₱556,930	₱148,736	₱40,745	₱20,397	₱27,228	₱300,849	₱1,907,804
Expected credit loss	₱–	₱–	₱4,065	₱18,045	₱10,246	₱8,768	₱9,028	₱26,684	₱300,849	₱377, 685

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, 2023 and 2022.

As of December 31, 2023:

	Less than 1 year	1 to less than 5 years	More than 5 years	Total
Financial Assets				
Cash on hand	**₱34,343**	**₱–**	**₱–**	**₱34,343**
Cash in banks and cash equivalents	**3,250,672**	**–**	**–**	**3,250,672**
Trade receivables	**2,244,922**	**–**	**–**	**2,244,922**
Financial assets at FVOCI	**546,346**	**1,315,629**	**–**	**1,861,975**
	₱6,076,283	**₱1,315,629**	**₱–**	**₱7,391,912**
Financial Liabilities				
Bank loans	**₱897,500**	**₱–**	**₱–**	**₱897,500**
Accounts payable and other current liabilities*	**6,178,626**	**–**	**–**	**6,178,626**
Lease liabilities**	**83,305**	**136,172**	**272,665**	**492,142**
	₱7,159,431	**₱136,172**	**₱272,665**	**₱7,568,268**

** Exclusive of government payables and other nonfinancial liabilities amounting to ₱222.83 as of December 31, 2023.*
*** Include interest expense.*

As of December 31, 2022:

	Less than 1 year	1 to less Than 5 years	More than 5 years	Total
Financial Assets				
Cash on hand	₱37,018	₱–	₱–	₱37,018
Cash in banks and cash equivalents	3,467,631	–	–	3,467,631
Trade receivables	1,907,804	–	–	1,907,804
Financial assets at FVOCI	299,759	1,506,644	–	1,806,403
	₱5,712,212	₱1,506,644	₱–	₱7,218,856
Financial Liabilities				
Bank loans	₱1,000,000	₱–	₱–	₱1,000,000
Accounts payable and other current liabilities*	5,437,306	–	–	5,437,306
Lease Liabilities**	150,852	315,243	286,130	752,225
	₱6,588,158	315,243	286,130	₱7,189,531

** Exclusive of government payables and other nonfinancial liabilities amounting to ₱136.33 million as of December 31, 2022.*
*** Include interest expense.*

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, 2023 and 2022, 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 Group's other comprehensive income.

		Effect on other comprehensive income	
	Change in discount rates	**2023**	2022
Investment in FVOCI	+5%	**(₱8,879)**	(₱13,162)
	-5%	**8,942**	13,300

The discount rates of government securities held by the Group as of December 31, 2023 and 2022 ranges from 2.63% to 4.88% and 0.94% to 3.85%, respectively.

Foreign exchange risk
The Group's exposure to foreign exchange risk results from the Group'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 2023 and 2022.

A reasonably possible change of –/+1% in 2023 and –/+ 1% in 2022 in United States dollar (US$) exchange rate at December 31, 2023 and 2022 would lead to the following income before income tax movements in the Group's consolidated statements of income:

December 31, 2023:

		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	**₱375,557**	**(₱3,756)**	**₱3,756**
Trade receivables	**92,682**	**(927)**	**927**
Trade payables	**2,043**	**20**	**(20)**
	₱470,282	**(₱4,663)**	**₱4,663**

December 31, 2022:

		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	₱747,059	(₱7,471)	₱7,471
Trade receivables	68,959	(690)	690
Trade payables	1,664	17	(17)
	₱817,682	(₱8,144)	₱8,144

The exchange rate of the Peso to the US Dollar is ₱55.37 and ₱55.76 as of December 31, 2023 and 2022, 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, 2023 and 2022.

The table below summarizes the total capital considered by the Group:

	2023	2022
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	**6,776,169**	6,378,488
	₱11,728,796	₱11,331,115

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 2023, 2022 and 2021 amounted to ₱20.08 million, ₱18.30 million, and ₱17.18 million, respectively under "Services and others" in the consolidated statement of income.

Future minimum rental receivables under non-cancellable operating leases as of December 31 are as follows:

	2023	2022
Within one year	**₱16,913**	₱14,600
After one year but not more than five years	**3,168**	5,475
	₱20,081	₱20,075

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 two (2) years upon mutual agreement prior to expiration of the lease term. The contract was further renewed for another two (2) years commencing on March 1, 2022 until February 28, 2024 with 3% annual escalation clause.

b. 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. The contract was renewed and the monthly rental fee is ₱4.18 million with 4% annual escalation clause beginning 2021.

c. 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.

d. 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.

e. 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 2023, 2022 and 2021:

	2023	2022	2021
Depreciation expense of right-of-use assets (Note 12)	**₱91,786**	₱112,808	₱84,425
Interest expense on lease liabilities (Note 20)	**22,999**	26,583	28,735
Expenses relating to:			
Short-term leases included in cost of goods sold and selling and marketing expenses (Notes 17 and 18)	**205,718**	218,981	137,674
Leases of low-value assets included in selling and marketing expenses and general and administrative expenses (Notes 18 and 19)	**7,648**	8,761	3,916
Total amount recognized in consolidated statement of income	**₱328,151**	₱367,133	₱254,750

The rollforward analysis of lease liabilities as of December 31, 2023 and 2022 follow:

	2023	2022
At January 1	**₱356,608**	₱351,883
Additions	**15,626**	117,199
Interest expense	**22,999**	26,583
Lease payments applied to:		
Principal portion	**(83,080)**	(112,474)
Interest portion	**(22,999)**	(26,583)
At December 31	**289,154**	356,608
Less: Current portion of lease liabilities	**64,150**	100,845
Noncurrent portion of lease liabilities	**₱225,004**	₱255,763

Future minimum rental receivables under non-cancellable operating leases as of December 31, 2023, 2022 and 2021 follow:

	2023	2022	2021
Within one year	**₱83,305**	₱150,852	₱112,333
After one year but not more than five years	**136,172**	315,243	401,034
After five years	**272,665**	286,130	302,725
	₱492,142	₱752,225	₱816,092

Events After Reporting Date

Declaration of Dividends

On January 5, 2024, the Parent Company's BOD declared cash dividends amounting to ₱250 million or ₱0.074194 per share to stockholders of record as of February 7, 2024. The cash dividends were paid on March 5, 2024.

30. Notes to Statement of Cash Flows

Noncash investing activity

In 2023 and 2022, the Group has non-cash additions to property, plant and equipment amounting to ₱15.63 million and ₱117.20 million arising from additional right-of -use assets.

Changes in liabilities arising from financing activities

December 31, 2023

	Dividends payable	**Lease Liabilities**	**Bank Loans**
Beginning of the year	**₱34,306**	**₱356,608**	**₱1,000,000**
Cash flows	**(853,241)**	**(106,079)**	**(102,500)**
Dividend declaration	**849,999**	–	–
Amortization of interest expense	–	**22,999**	–
Addition	–	**15,626**	–
End of year	**₱31,064**	**₱289,154**	**₱897,500**

December 31, 2022

	Dividends payable	Lease Liabilities	Bank Loans
Beginning of the year	₱32,303	₱351,883	₱600,000
Cash flows	(852,602)	(139,057)	400,000
Dividend declaration	854,605	–	–
Amortization of interest expense	–	26,583	–
Addition	–	117,199	–
End of year	₱34,306	₱356,608	₱1,000,000

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

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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, 2023 and 2022 and for each of the three years in the period ended December 31, 2023, and have issued our report thereon dated April 11, 2024. 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.

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
BIR Accreditation No. 08-001998-141-2021, November 10, 2021, valid until November 9, 2024
PTR No. 10082036, January 6, 2024, Makati City

April 11, 2024

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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, 2023 and 2022 and for each of the three years in the period ended December 31, 2023, and have issued our report thereon dated April 11, 2024. 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 except PFRS 11, *Joint Arrangements*, with respect to the Parent Company's investment in Unilever RFM Ice Cream, Inc., as described in Note 2 to the consolidated financial statements. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Ma. Emilita L. Villanueva
Partner
CPA Certificate No. 95198
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April 11, 2024

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RFM CORPORATION AND SUBSIDIARIES

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FORM 17-A, Item 7

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Statement of Management's Responsibility

Consolidated Financial Statements

Consolidated Statement of Management's Responsibility for Financial Statements
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December 31, 2023, 2022 and 2021
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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, 2023
(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.	719	719	Not applicable	
Philippine Bank of Communications	446	446	Not applicable	
Security Bank	212	212	Not applicable	
Maybank Philippines, Inc.	111	111	Not applicable	
CTBC Bank	3	3	Not applicable	
Hongkong and Shanghai Banking Corporation	171	171	Not applicable	
China Banking Corporation	48	48	Not applicable	
Union Bank of the Philippines, Inc.	81	81	Not applicable	
Bank of the Philippine Islands	502	502	Not applicable	
Robinsons Bank Corporation	39	39	Not applicable	
Philippine National Bank	45	45	Not applicable	
Mizuho Bank, Ltd.	3	3	Not applicable	
The Metropolitan Bank & Trust Company	88	88	Not applicable	
Deutsche Bank	267	267	Not applicable	
CITI Bank	40	40	Not applicable	
Others	433	433	Not applicable	
Financial Assets at FVOCI				90
Bank of the Philippine Islands	1,862	1,862	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, 2023
(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, 2023
(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, 2023

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	-	-	938,645,084	2,712,376,226
Treasury shares	-	(281,471,952)			-	(281,471,952)
	3,978,265,025	3,369,549,358	-	-	938,645,084	2,430,904,274

Reconciliation of Retained Earnings for Dividend Declaration

For the reporting period ended December 31, 2023

(Amounts in Thousand Pesos unless otherwise stated)

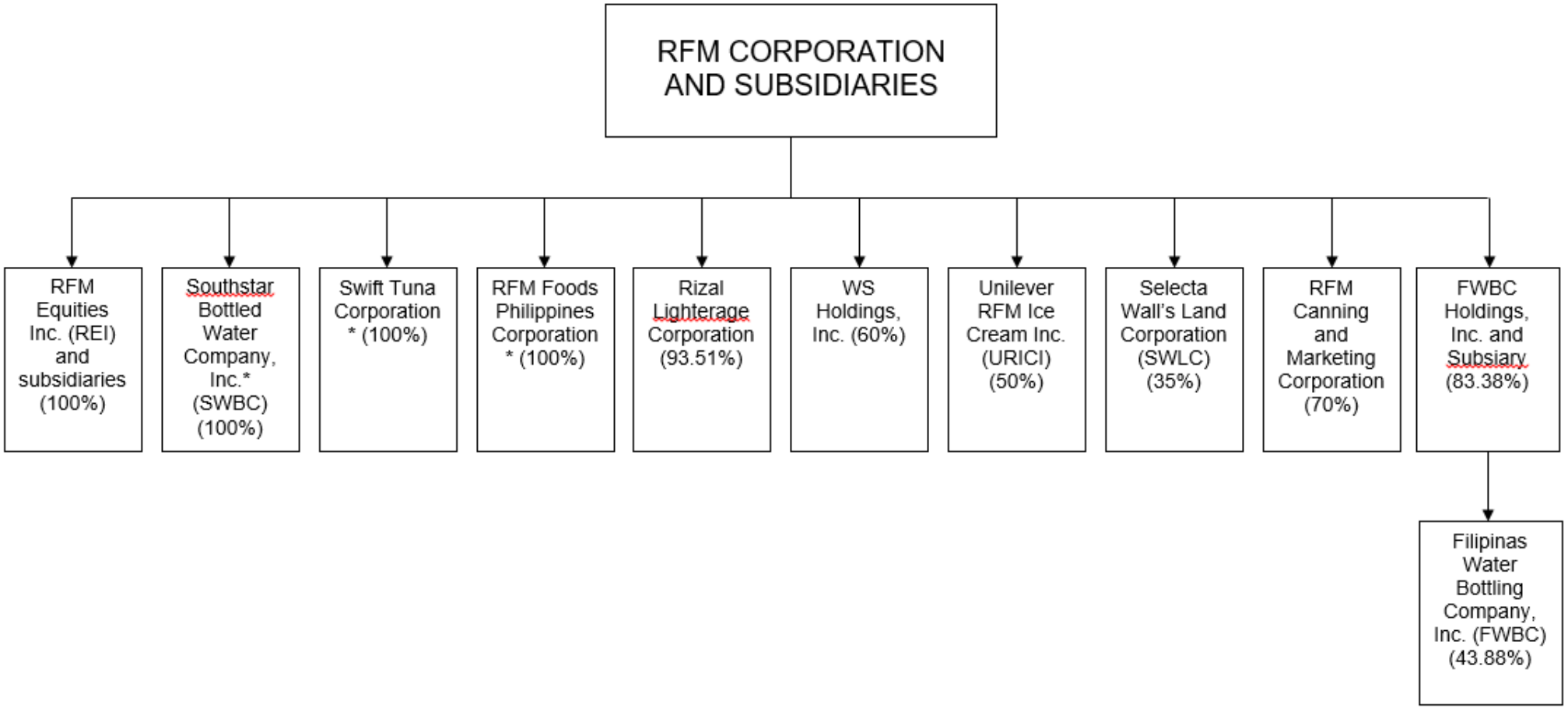
RFM Corporation

RFM Corporate Center, Pioneer cor. Sheridan Sts., Mandaluyong City

Unappropriated Retained Earnings, beginning of reporting period		**5,960,277**
Add: Category A: Items that are directly credited to Unappropriated Retained Earnings		
Reversal of Retained Earnings Appropriation/s	-	
Effect of restatements or prior-period adjustments	-	
Treasury Shares	758,777	758,777
Less: Category B: Items that are directly debited to Unappropriated Retained Earnings		
Dividend declaration during the reporting period	(850,000)	
Retained Earnings appropriated during the reporting period	-	
Effect of restatements or prior-period adjustments	-	
Others	-	(850,000)
Unappropriated Retained Earnings, as adjusted		**5,869,054**
Add: Net income actually earned/realized during the period		**1,262,350**
Less: Category C.1: Unrealized income recognized in the profit or loss during the reporting period (net of tax)		
Equity in net income of associate/ joint venture, net of dividends declared	-	
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	-	
Unrealized fair value adjustments (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Unrealized fair value gain of Investment Property	-	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	-	
Sub-total		-
Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)		
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	-	
Realized fair value adjustments (mark-tomarket gains) of financial instruments at fair value through profit or loss (FVTPL)	-	

Realized fair value gain of Investment Property	-	
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	-	
Subtotal		-
Add: Category C.3: Unrealized income recognized in the profit or loss in prior periods but reversed in the current reporting period (net of tax)		
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	-	
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-	
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded	-	
Sub-total	-	-
Adjusted Net Income/Loss		**1,262,350**
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)		
Depreciation on revaluation increment (after tax)	-	
Sub-total		-
Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP (see Footnote 3)		
Amortization of the effect of reporting relief	-	
Total amount of reporting relief granted during the year	-	
Others	-	
Sub-total		-
Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution		
Net movement of treasury shares (except for reacquisition of redeemable shares)	-	
Net movement of deferred tax assets not considered in the reconciling items under the previous categories	(268,762)	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liabilities, set-up of asset and asset retirement obligations and set-up concession asset and concession payable	-	
Adjustment due to deviation from PFRS/GAAP - gain (loss)	-	
Others	-	
Remeasurement gain on defined benefit retirement plan	-	
Treasury shares	(758,777)	
Sub-total		**(1,027,539)**
Total Retained Earnings, end of the reporting period available for Dividends		**6,103,865**

RFM CORPORATION AND SUBSIDIARIES
Schedule J. Conglomerate Mapping
As of December 31, 2023



RFM CORPORATION AND SUBSIDIARIES
Schedule K. Financial Soundness Indicators

		Years ended December 31		
		2023	2022	2021
1	Current Ratio	**1.25**	1.31	1.44
2	Debt-to-Equity Ratio	**0.57**	0.56	0.50
3	Asset-to-Equity Ratio	**1.57**	1.56	1.50
4	Interest Rate Coverage Ratio	**19.86**	25.59	39.53
5	Gross Profit Rate	**32.67%**	30.12%	35.19%
6	Net Income Rate	**6.12%**	5.51%	7.76%

COVER SHEET

for

UNAUDITED 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

1	7	-	Q

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
rfmmail@rfm.com.ph	(02) 8631-8101	N/A

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
3,087	June 14	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, 2024**

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 [ ]

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

12. Indicate by check mark whether the Registrant:

a. has filed all reports required to be filed by Section 11 of the 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 43 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 2024 vs. First Quarter 2023

RFM Corporation's net revenue for the 1st quarter of 2024 grew by 2% to Php4.4 billion. Both Institutional and Consumer segments delivered topline growth. Net Income of Php202 million for the quarter is higher by 47% as we recover from last year's significantly high input costs.

The key financial performance indicators for the Company for the three-month period ended March 31, 2024 as compared to the same period in 2023, are as follows:

Key Financial Performance Indicators (Amounts in Millions)*	For the Quarter Ended	
	March 31, 2024	March 31, 2023
Net Revenues	**₱4,397**	₱4,295
Net Operating Margin	**291**	213
Net Income	**202**	137
EBITDA	**679**	376
Current Ratio	**1.06**	1.21

** 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, 2024, the Group's total assets decreased from last year's Php23.00 billion to Php22.89 billion due to decrease in accounts receivables during the quarter. The total liabilities increased from last year's Php8.39 billion to Php8.43 billion due to higher trade payables.

The Group has a current ratio of 1.06 and 1.25 on March 31, 2024 and December 31, 2023, 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, 2024;

(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.

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

EVANGELINE L. CABALLA
AVP and Group Controller

Dated: **April 30, 2024**

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Amounts in Millions)

	March 31, 2024 (Unaudited)	December 31, 2023 (Audited)
ASSETS		
Current Assets		
Cash and cash equivalents (Note 5)	**₱2,259**	₱3,285
Receivables (Note 6)	**1,573**	2,027
Inventories (Note 7)	**3,838**	3,156
Financial assets at fair value through other comprehensive income (FVOCI) (Note 9)	**–**	546
Other current assets (Note 8)	**366**	222
Total Current Assets	**₱8,036**	₱9,236
Noncurrent Assets		
Financial assets at fair value through other comprehensive income (FVOCI) (Note 9)	**2,275**	1,316
Investments in joint venture and associate	**150**	133
Property, plant and equipment (Note 10):		
At appraised value	**4,865**	4,865
At cost	**5,031**	4,824
Intangible assets	**2,272**	2,290
Net retirement asset	**(8)**	–
Other noncurrent assets (Note 12)	**269**	344
Total Noncurrent Assets	**14,854**	13,772
TOTAL ASSETS	**₱22,890**	₱23,008
LIABILITIES AND EQUITY		
Current Liabilities		
Bank loans	**₱775**	₱897
Accounts payable and other current liabilities (Notes 13)	**6,653**	6,441
Lease liabilities	**126**	64
Total Current Liabilities	**7,554**	7,402
Noncurrent Liabilities		
Lease liabilities - net of current portion	**149**	225
Other noncurrent liabilities (Notes 14)	**725**	768
Total Noncurrent Liabilities	**874**	993
Total Liabilities	**8,428**	8,395

(Forward)

	March 31, 2024 (Unaudited)	December 31, 2023 (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)	**(759)**	(759)
Other comprehensive income	**2,858**	2,902
Retained earnings (Note 15)	**6,671**	6,776
	14,481	14,630
Non-controlling Interests	**(19)**	(17)
Total Equity	**14,462**	14,613
TOTAL LIABILITIES AND EQUITY	**₱22,890**	₱23,008

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	
	2024	2023
NET REVENUES	**₱4,397**	₱4,295
DIRECT COSTS AND EXPENSES	**(2,900)**	(3,163)
GROSS PROFIT	**1,497**	1,132
SELLING AND MARKETING EXPENSES	**(842)**	(747)
GENERAL AND ADMINISTRATIVE EXPENSES	**(364)**	(172)
NET OPERATING INCOME	**291**	213
OTHER INCOME (CHARGES) - Net (Note 20)	**13**	9
INCOME BEFORE PROVISION FOR INCOME TAX	**304**	222
PROVISION FOR INCOME TAX	**(102)**	(85)
NET INCOME	**₱202**	₱137
Attributable to:		
Equity holders of the Parent Company	**₱200**	₱135
Minority interests (Note 2)	**2**	2
	₱202	₱ 137
Basic/Diluted Earnings Per Share (Note 21)	**₱0.06**	₱0.04

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	
	2024	2023
NET INCOME	**₱202**	₱137
OTHER COMPREHENSIVE INCOME	**–**	–
Total comprehensive income for the period	**₱202**	₱ 137
Attributable to:		
Equity holders of the Parent Company	**₱200**	₱ 135
Minority interests (Note 2)	**2**	2
	₱202	₱137

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, 2024 (Audited)	**₱3,651**	**₱2,060**	**(₱759)**	**(₱23)**	**(₱128)**	**₱3,009**	**₱6,719**	**₱14,529**	**(₱17)**	**₱14,512**
Net income for the period	–	–	–	–	–	–	**202**	**202**	**(2)**	**200**
Cash Dividends	–	–	–	–	–	–	**(250)**	**(250)**	–	**(250)**
Purchase of shares into treasury	–	–	–	–	–	–	–	–	–	–
Sale of treasury stock	–	–	–	–	–	–	–	–	–	–
Issuance of shares	–	–	–	–	–	–	–	–	–	–
As of March 31, 2024 (Unaudited)	**₱3,651**	**₱2,060**	**(₱759)**	**(₱23)**	**(₱128)**	**₱3,009**	**₱6,671**	**₱14,481**	**(₱19)**	**₱14,462**
As of January 1, 2023 (Audited)	₱3,651	₱2,060	(₱759)	(₱23)	(₱128)	₱2,245	₱6,378	₱13,424	(₱17)	₱13,407
Net income for the period	–	–	–	–	–	–	137	137	(2)	135
Cash Dividends	–	–	–	–	–	–	(350)	(350)	–	(350)
Purchase of shares into treasury	–	–	–	–	–	–	–	–	–	–
Sale of treasury stock	–	–	–	–	–	–	–	–	–	–
Issuance of shares	–	–	–	–	–	–	–	–	–	–
As of March 31, 2023 (Unaudited)	₱3,651	₱2,060	(₱759)	(₱23)	(₱128)	₱2,245	₱6,165	₱13,211	(₱19)	₱13,192

RFM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in Millions)

	For the Period Ended March 31	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	**₱304**	₱221
Adjustments for:		
Depreciation and amortization	**388**	163
Operating income before working capital changes	**692**	384
Decrease (increase) in:		
Accounts receivable	**454**	266
Inventories	**(682)**	(773)
Other current assets	**(144)**	(423)
Decrease in accounts payable and accrued liabilities	**234**	237
Income tax paid	**(148)**	(122)
Net cash generated from operations	**406**	(431)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment, net	**(595)**	(177)
Decrease (increase) in:		
Other noncurrent assets	**67**	55
Financial Assets at FVOCI	**(414)**	(174)
Net cash from (used in) investing activities	**(942)**	(296)
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments of bank loans	**(122)**	(100)
Dividends paid	**(309)**	(353)
Purchase of treasury stock	**–**	–
Increase in minority interests and other noncurrent liabilities	**(59)**	(25)
Net cash used in financing activities	**(490)**	(478)
NET DECREASE IN CASH AND CASH EQUIVALENTS	**(1,026)**	(1,205)
CASH AND CASH EQUIVALENTS, JANUARY 1	**3,285**	3,505
CASH AND CASH EQUIVALENTS, MARCH 31	**₱2,259**	₱2,300

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. However, under the Revised Corporation Code of the Philippines, the Company shall have a perpetual corporate life. 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 parcels of 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 million 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 March 31, 2024 and 2023 and for the period ended March 31, 2024 and 2023.

The consolidated subsidiaries, which are all incorporated in the Philippines, and the effective percentages of ownership as of March 31, 2024 and 2023 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*

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 in 2023. 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 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 have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the consolidated financial statements.

- 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. The amendments had no impact on the Group's financial statements because the Group's accounting policies are aligned with the amendments to PAS 8.

- 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.

- Amendments to PAS 12, *International Tax Reform - Pillar Two Model Rules*

The amendments introduce a mandatory exception in PAS 12 from recognizing and disclosing deferred tax assets and liabilities related to Pillar Two income taxes

Standards Issued but not yet Effective
Pronouncements issued but not yet effective are listed below. 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, 2024

- Amendments to PAS 1, Classification of Liabilities as Current or Non-current
- Amendments to PFRS 16, Lease Liability in a Sale and Leaseback
- Amendments to PAS 7 and PFRS 7, Disclosures: Supplier Finance Arrangements

Effective beginning on or after January 1, 2025

- PFRS 17, Insurance Contracts
- Amendments to PAS 21, Lack of exchangeability

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

Summary of Material Accounting Policy Information

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.

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.

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, at FVOCI 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

Financial asset at amortized cost
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.

As of December 31, 2023 and 2022, the Group's financial assets at amortized cost include cash and cash equivalents, and trade 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'.

The effective yield component of debt securities at FVOCI, as well as the impact of restatement on foreign currency denominated debt securities at FVOCI, is reported in the consolidated statement of income. Interest earned on holding debt securities as FVOCI are reported as 'Interest income' in the consolidated statement of 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.

As of December 31, 2023 and 2022, the Group's financial assets consist of financial assets at amortized cost and FVOCI with recycling of cumulative gains and losses.

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, 2023 and 2022, 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)

Subsequent measurement - other financial liabilities
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.

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.

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.

This policy is applicable to Group's financial assets except for trade receivables, for which the Group applies a simplified approach in calculating ECLs.

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 Group'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.

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.

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 comprehnsive 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).

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 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, 2024 and December 31, 2023, 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. The amortization expense on computer software is recognized in the expense category in the consolidated statement of income consistent with the its function.

Goodwill

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.

An associate is an entity over which the Group has significant influence.

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.

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, intangible assets (except trademark) and investments in subsidiaries, joint ventures and an associate 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 assets or cash-generating units (CGUs) are written down to their recoverable amount. The recoverable amount of these noncurrent nonfinancial assets is the higher of fair value less cost 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 an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Impairment losses, if any, are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

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.

Previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the recoverable amount of an asset, but not, however, to an amount higher than the carrying amount that would have been determined (net of any depreciation and amortization) had there been no impairment loss recognized for the asset in prior years. A reversal of an impairment loss is recognized in the consolidated statement of income.

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.

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 2023, 2022 and 2021.

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.

Retirement benefit costs comprise the following:

a) Service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements.
(b) Net interest expense or income, which is calculated by applying the discount rate to the net defined benefit liability or asset

Service costs and net interest on the net defined benefit liability or asset are recognized as expense in the statement of comprehensive 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 determines at contract inception whether a contract is, or contains, a lease by assessing whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee
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.

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 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.

Income 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.

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.

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.

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 fair value less cost of disposal wherein fair value is determined using the relief

from royalty method. 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 2024, 2023 and 2022.

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 March 31, 2024 and December 31, 2023, the carrying values of parcels of land carried at revalued amounts amounted to ₱4,865.21 million.

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 ₱274.60 million and ₱289.15 million as of March 31, 2024 and December 31, 2023, 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 2024 and 2023. 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.

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 asset amounted to ₱7.64 million and no value as of March 31, 2024 and December 31, 2023, repectively and net retirement obligation amounted to ₱12.12 million and ₱11.23 million as of March 31, 2024 and December 31, 2023, 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

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, 2024				
	Institutional Business	Consumer Business	Other Businesses	Eliminations	**Consolidated**
Net sales					
External sales	**P1,318**	**P3,072**	**P7**	**P–**	**P4,397**
Intersegment sales	**–**	**–**	**2**	**(2)**	**–**
	P1,318	**P3,072**	**P9**	**(P2)**	**P4,397**
Results					
Income from operations	**P192**	**P195**	**(P96)**	**–**	**P291**
Other income (charges) - net					**13**
Provision for income tax					**(102)**
Net income					**202**
Other information					
Segment assets	**P31,509**	**P62,947**	**P22,709**	**(P93,982)**	**P23,183**
Investments	**–**	**–**	**68**	**(361)**	**(293)**
Consolidated Total Assets	**P31,509**	**P62,947**	**P22,777**	**(P74,343)**	**P22,890**
Consolidated Total Liabilities					**P8,428**
Depreciation and amortization					**P388**

	For the Quarter Ended March 31, 2023				
	Institutional Business	Consumer Business	Other Businesses	Eliminations	**Consolidated**
Net sales					
External sales	**P1,392**	**P2,894**	**P9**	**P–**	**P4,295**
Intersegment sales	**–**	**–**	**7**	**(7)**	**–**
	P1,392	**P2,894**	**P16**	**(P7)**	**P4,295**
Results					
Income from operations	**P6**	**P198**	**P9**	**–**	**P213**
Other income (charges) - net					**9**
Provision for income tax					**(85)**
Net income					**137**
Other information					
Segment assets	**P22,235**	**P49,796**	**P19,880**	**(P70,895)**	**P21,016**
Investments	**–**	**–**	**67**	**(371)**	**(304)**
Consolidated Total Assets	**P22,235**	**P49,796**	**P19,947**	**(P71,266)**	**P20,712**
Consolidated Total Liabilities					**P7,520**
Depreciation and amortization					**P163**

5. Cash and Cash Equivalents and Short-term Cash Investments

Cash and cash equivalents

	March 31, 2024 (Unaudited)	December 31, 2023 (Audited)
Cash on hand and in banks	**₱1,224**	₱1,431
Cash equivalents	**1,035**	869
	₱2,259	₱2,300

6. Accounts Receivables

	March 31, 2024 (Unaudited)	December 31, 2023 (Audited)
Trade receivables	**₱1,827**	₱1,692
Advances to related parties	**157**	162
Other receivables	**77**	152
	₱2,061	**₱**2,006
Less: Allowance for doubtful accounts	**488**	491
	₱1,573	₱1,515

This 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.

7. Inventories

This account includes finished goods and goods in process, raw materials, and spare parts and supplies.

8. Other Current Assets

	March 31, 2024 (Unaudited)	December 31, 2023 (Audited)
Prepaid expenses	**₱35**	₱33
Deposits on purchases	**22**	376
Creditable withholding taxes	**180**	83
Input VAT	**7**	5
Others	**122**	127
	₱366	₱624

Others include advances given to key customers to ensure full alignment and execution of the strategic joint business plan of URICI and the customers.

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 ₱2,274.80 million and ₱1,861.98 million as of March 31, 2024 and December 31, 2023, respectively. These securities have maturity terms ranging from less than a year to 4 years.

10. Property, Plant and Equipment

	March 31, 2024 (Unaudited)	December 31, 2023 (Audited)
Property, plant and equipment		
At cost	**₱5,031**	₱4,163
At appraised value	**₱4,865**	₱3,552
	₱9,896	₱7,715

Land
As of March 31, 2024 and December 31, 2023, the aggregate fair values of land amounted to ₱4,865.21 million. The fair values of land were determined on December 31, 2023 and December 31, 2020, respectively, using the Market 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 ₱1,019.52 million was recognized in 2023.

The Parent Company also purchased a land for the year 2023 amounting to ₱293.36 million. This was not revalued as purchase price is arm's length transaction and deemed to be equal to fair value

The cost of these parcels of land amounted to ₱852.30 million as of March 31, 2024 and December 31, 2023.

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 ₱5,500 to ₱105,000. Significant increases (decreases) in estimated price per square meter in isolation would result in a significantly higher (lower) fair value.
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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

₱8,981.19 million and ₱7,750.33 million as of December 31, 2023 and 2022, 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, 2024 (Unaudited)	December 31, 2023 (Audited)
Deferred income tax assets - net	**₱165**	₱166
Other noncurrent assets	**₱104**	₱209
	₱269	₱375

13. Accounts Payable and Other Current Liabilities

	March 31, 2024 (Unaudited)	December 31, 2023 (Audited)
Accounts payable and accrued liabilities	**₱6,035**	₱5,512
Income tax payable	**₱286**	₱113
Advances to related parties	**₱332**	₱186
	₱6,653	₱5,811

14. Other Noncurrent Liabilities

	March 31, 2024 (Unaudited)	December 31, 2023 (Audited)
Deferred income tax liabilities	**₱714**	₱461
Net pension obligation	**₱11**	₱23
	₱725	₱484

15. Equity

Capital stock

As of March 31, 2024 and December 31, 2023, 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 3,087 and 3,089 shareholders as of March 31, 2024 and December 31, 2023, respectively.

As of March 31, 2024 and December 31, 2023 capital stock consists of the following:

	Number of Shares			
	Authorized		**Issued and Outstanding**	
	March 31,2024	December 31, 2023	**March 31,2024**	December 31, 2023
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)

Year	Date of Transaction	Common Stock Transactions	
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 24, 2024	₱250.00	Cash	₱0.074194	February 7, 2024	March 5, 2024
October 10, 2023	200.00	Cash	0.059355	October 24, 2023	November 21, 2023
June 14, 2023	300.00	Cash	0.089033	June 29, 2023	July 25, 2023
January 05, 2023	350.00	Cash	0.103871	January 19, 2023	February 14, 2023
September 1, 2022	200.00	Cash	0.059355	September 15, 2022	October 11, 2022
June 27, 2022	260.59	Cash	0.077335	July 11, 2022	August 4, 2022

The Group's retained earnings as of December 31, 2023 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 ₱6.77 billion. In accordance with Revised SRC Rule 68, Annex 68C, the retained earnings available for dividend declaration as of December 31, 2023 amounted to ₱6.16 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.

Retained earnings are further restricted for the payment of dividends to the extent of the cost of treasury shares.

On May 3, 2023, the BOD resolved and approved to retire the treasury shares by decreasing Parent Company's authorized capital stock, for the purpose of eliminating the unlisted treasury shares. As of April 11, 2024, the application with SEC is currently ongoing.

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.

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 March 31, 2024 and 2023, 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

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 ₱0.13 million and ₱2.33 million in March 31, 2024 and March 31, 2023, respectively.

b. The Parent Company engages RLC for its lighterage requirements. Service fees to RLC amounted to ₱2.08 million and ₱3.72 million in March 31, 2024 and March 31, 2023, 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.

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, 2024 and December 31, 2023, 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 2024 and 2023.

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.
URICI has a service agreement with Unilever IP Holdings which URICI pays a service fee equivalent to a certain % of third-party net sales of all agreed products and total net sales of all agreed product less packaging material cost. URICI also has an existing service agreement with Unilever Philippines Inc., whereby the latter render certain administrative support, back office and related services to the URICI.

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, 2024 and December 31, 2023.

The table below summarizes the total capital considered by the Group:

	March 31, 2024 (Unaudited)	December 31, 2023 (Audited)
Capital stock	**₱3,651**	₱3,651
Additional paid-in capital	**2,060**	2,060
Treasury stock	**(759)**	(759)
Retained earnings	**6,671**	6,165
	₱11,623	₱11,117

20. 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 2023, 2022 and 2021 amounted to ₱20.08 million, ₱18.30 million and ₱17.18 million, respectively under "Services and others" in the statement of income.

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 two (2) years upon mutual agreement prior to expiration of the lease term. The contract was further renewed for another two (2) years commencing on March 1, 2023 until February 28, 2024 with 3% annual escalation clause.

b. 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, 2022, renewable for another two (2) years, subject to mutualagreements on the terms and conditions. The contract was renewed and the monthly rental fee is ₱4.18 million with 4% annual escalation clause beginning 2022.

c. 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.

d. 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.

e. 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 of12 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.

21. Other Income Charges

	For the period ended March 31	
	2024 (Unaudited)	2023 (Unaudited)
Interest expense	**₱–**	₱–
Interest income	**25**	21
Other income - net	**(12)**	(12)
	₱13	₱9

22. Earnings Per Share

		For the Period Ended March 31	
		2024 (Unaudited)	2023 (Unaudited)
a.	Net income attributable to equity holders of the Parent Company (Amounts in Millions)	**₱137**	₱334
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)	**₱0.04**	₱0.10
e.	Diluted earnings per share (a/c)	**₱0.04**	₱0.10

RFM CORPORATION AND SUBSIDIARIES
Aging Analysis of Trade Receivables
As of March 31, 2024
(Amounts in Millions)

	Amount	%
Under Three (3) Months	**₱1,494**	98%
Three (3) Months to One (1) Year	**₱63**	1%
Over One (1) Year	**₱16**	1%
	₱1,573	100%