

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A, AS AMENDED

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

1. For the fiscal year ended December 31, 2019
2. SEC Identification Number AS094-002365 3. BIR Tax Identification No. 003-868-048
4. SPC POWER CORPORATION
Exact name of issuer as specified in its charter
5. Cebu City, Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
Incorporation
7. 7th Floor, Cebu Holdings Center, Archbishop Reyes Avenue, Cebu Business 6000
Park, Cebu City (Manila Office: 7th Floor, Citibank Center, 8741 Paseo de (1209)
Roxas, Makati City)
Address of principal office Postal Code
8. (63 32) 232 0375 ; 232 0377 / (63 2) 881044 74 to 77, 8810 44 50, 8810 44 65
Issuer's telephone number, including area code
9. N.A.
Former name of former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Section 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares (as of December 31, 2019)	1,496,551,803 shares
Total Debt (as of December 31, 2019)	₱933,302,391

11. Are any or all of the securities listed on a Stock Exchange?

Yes [] No []

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

Philippine Stock Exchange

Common Shares

12. Check whether the issuer:

Has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 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 twelve (12) months or for such shorter period that the registrant was required to file such report(s):

Yes [] No []

has been subject to such filing requirements for the past ninety (90) days.

Yes [] No []

13. Aggregate Market Value of Voting Stock Held by Non-affiliates:
Approximately ₱1,580,340,797 (196,315,627 x ₱8.05) as of March 31, 2020.

14. N.A.

15. N.A.

I. BUSINESS & GENERAL INFORMATION

Business Development

The Company

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

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

Under the ROMM Agreement, the Parent Company, at its own cost, rehabilitated, operated, maintained and managed the NPPC over the Cooperation Period of 15 years commencing on the Turnover Date as defined in the ROMM Agreement. The Parent Company received from NPC, its sole customer, Operation and Maintenance (O&M) fees and energy fees derived from conversion into electricity of fuel supplied by NPC at no cost to the Parent Company throughout the Cooperation Period. The fees were subject to an agreed minimum energy off-take (EMOT), which was the minimum guaranteed energy purchase by NPC on a take-or-pay basis. The Parent Company was also entitled to a fuel efficiency bonus if the actual net heat rate of each of the power plants was less than the corresponding guaranteed net heat rate and be liable for a penalty if the actual net heat rate was greater than the guaranteed rate. At the end of the Cooperation Period, the Parent Company transferred to the NPC full possession of the NPPC, clean and unencumbered title to any and all the improvements, works and structures rehabilitated, constructed, improved and introduced by the Parent Company in the NPPC.

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

On April 2, 2002, the Parent Company's common shares were listed in the Philippine Stock Exchange (PSE).

On June 30, 2004, the Parent Company, the NPC and the Power Sector Assets and Liabilities Management Corporation (PSALM) further amended the Implementing Agreement (IA) which implemented the covenants set forth in the Term Sheet and amended the ROMM Agreement and its First Amendment, by executing the Amended Implementing Agreement (AIA) which became effective on August 26, 2004. Salient matters of the AIA included, among others, a 20% reduction in the EMOT for the CTPP 1, CTPP 2 and CDPP 1 during the remaining Cooperation Period subject to certain conditions. As a consequence of the EMOT reduction, the Cooperation Period for the CTPP 1, CTPP 2 and CDPP 1 is extended for nearly three (3) years from May 29, 2009 to March 25, 2012.

After the Cooperation Period for the 55 MW LBGTs, on January 29, 2010, the Parent Company acquired the LBGTs for strategic purposes as the LBGTs are located in the Power Complex that is occupied by the Parent Company for the operation of the CTPP and CDPP under the ROMM Agreement until March 25, 2012, and under series of Operation and Maintenance Service Contracts (OMSCs) until September 25, 2014.

After the expiration of the ROMM Agreement on March 25, 2012, OMSCs were awarded by PSALM to the Parent Company for the continuous operation and maintenance of CTPP 1, CTPP 2 and CDPP 1 for successive six-month periods up to September 25, 2014. Under the OMSC, the Parent Company received service and operating fees from PSALM.

In 2014, the Parent Company participated in the bidding for the acquisition of NPPC (see Note 29 of the Notes to Consolidated Financial Statements).

On April 15, 2016, SPC Island Power Corporation (SIPC), a wholly owned subsidiary of the Parent Company, submitted the highest offer to PSALM in the negotiated sale of the 32 MW Power Barge (PB) 104. On June 16, 2016, the Parent Company executed an Amendment, Accession and Assumption Agreement with PSALM and SIPC. Under the agreement, SIPC assigned all its rights and obligations as Buyer of PB 104 to the Parent Company after PSALM gave its consent pursuant to the provisions of the Asset Purchase Agreement between SIPC and PSALM. On June 30, 2016, PSALM turned over the PB 104 to the Parent Company for rehabilitation. PB 104 started commercial operations on August 1, 2018 (for Unit Nos. 1, 2 and 3) and on June 11, 2019 (for Unit No. 4).

On September 9, 2016, the Parent Company's Board of Directors further amended the Parent Company's Articles of Incorporation in order to engage in the business of selling, brokering, marketing, or aggregating electricity to the end-users. The amendments were subsequently approved and confirmed by written consent of the stockholders representing at least 2/3 of the outstanding capital stock of the Parent Company. On January 4, 2017, the SEC approved such amendment.

As of December 31, 2019, the Parent Company still has to file an application with the Energy Regulatory Commission (ERC) to act as Retail Electricity Supplier (RES) and Wholesale Aggregator.

Subsidiaries/Associates

The Parent Company has the following subsidiaries:

(i) SPC Island Power Corporation (SIPC). SIPC, a wholly owned subsidiary, was incorporated and registered with the SEC on June 26, 2001. It operates the 146.5 MW Panay Diesel Power Plant (located in Dingle, Iloilo) and the 22 MW Bohol Diesel Power Plant (located in Tagbilaran City, Bohol) which were acquired in March 25, 2009 through the assignment of the Parent Company's rights and obligations to SIPC. It has also been operating the Olango Diesel Power Plant (located in the Island of Olango, Lapu-Lapu City) which supplies all the generated electricity to Mactan Electric Company, Inc. (MECO), an associate. SIPC will continue to operate the ODPP in 2020 or until the new operator that won in the bidding conducted by MECO in 2018 is qualified by the ERC.

(ii) Cebu Naga Power Corporation (CNPC). CNPC, a wholly owned subsidiary, was incorporated on August 12, 2015 to undertake the development, ownership, construction, operation and management of a new 2 x 150 MW CFBC coal-fired power plant to replace the old CTPP 1 and CTPP 2 in the NPPC, Colon, City of Naga, Cebu. The construction of the new power plant had been aborted due to the adverse Supreme Court decision that led to the return of the NPPC to PSALM on July 13, 2018 (see Note 29 of the Notes to Consolidated Financial Statements). CNPC remains not to have commercial operations.

(iii) SPC Malaya Power Corporation (SMPC). SMPC, a majority owned subsidiary, was incorporated in the Republic of the Philippines and registered with the SEC on September 22, 2011. SMPC won the bidding processes for the OMSC of the 650 MW Malaya Thermal Power Plant (MTPP) located in Pilillia, Rizal and accordingly operated the MTPP from October 25, 2011 to October 25, 2014. However, SMPC either did not win or did not participate in the subsequent biddings of the OMSC after October 25, 2014 for certain reasons. As of December 31, 2019, SMPC remains not to have commercial operations.

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

(v) SPC Light Company, Inc. (SLCI) and SPC Electric Company, Inc. (SECI). SLCI (majority owned) and SECI were incorporated on January 15, 2003 and October 17, 2002, respectively, primarily to design, construct, install, commission, rehabilitate, maintain, manage, operate and invest in power generation/distribution plants and related facilities. The Parent Company has the power to govern the financial and operating policies of SECI by virtue of an agreement.

The Parent Company also has the following major associates:

(i) KSPC Power Corporation (KSPC). KEPCO SPC, 40% owned by the Parent Company, was incorporated on June 22, 2005 primarily to build, operate, maintain, own and manage the 2 x 100 Megawatt Circulating Fluidized Bed Combustion (CFBC) Boiler Coal-Fired Power Plant in the City of Naga, Colon, Cebu.

(ii) Mactan Electric Company, Inc. (MECO). In July 1997, the Parent Company acquired 40% of MECO which was granted by the NEC, under Presidential Decree No. 269, a franchise for 25 years from October 10, 1991 to engage in, conduct and carry on the business of generating, buying and selling electric light for sale within the limits of the City of Lapu-lapu and the Municipality of Cordova in the Province of Cebu until October 9, 2016. On July 17, 2016, MECO was granted a renewal of its franchise for another 25 years.

Future Prospects

The focus of the Group remains steadfast in seeking growth in new markets and customer segments.

With the development of a new 2 x 150 MW coal-fired power plant at the Naga Power Plant Complex already halted due to an adverse Supreme Court decision, and with the recent unsuccessful bid to acquire a 100% ownership interest in another power generation company, the Group has set its sights on other power project opportunities. Other new power plant projects are presently being considered in the Visayas and Luzon.

While in pursuit of new opportunities, the Group expects continued growth in terms of operating results through sustained improvements in the reliability and availability of existing power facilities.

Competition

The implementation of new regulations and emergence of new power plants have greatly increased the level of competition in energy sales. Such competition may have an effect on the extent to which and the terms on which the Group is able to secure or put up more projects in the future. However, the Group believes that its capabilities and proven track record in electric power generation and distribution will allow it to be competitive in project evaluation, bidding and negotiation.

Transactions with and/or Dependence on Related Parties

In the normal course of business, the Group has significant transactions with related parties which are made on terms agreed upon by the parties as of the time of the transactions. The details of these transactions are contained in Note 5 of the Notes to Consolidated Financial Statements as of and for the year ended December 31, 2019.

Research & Development

The Group does not appropriate expenses for research and development activities based on fixed amounts or percentages. Instead, expenses for research and development activities are allocated on a per project basis that vary depending on the nature of the project. These expenses are funded from internally generated cash flows.

Manpower

The Parent Company had 85 employees consisting of 66 regular employees and 19 project and/or contractual employees as of December 31, 2019. The regular employees consist of 16 managerial employees and 50 rank-and-file employees.

The Parent Company and its subsidiaries employed a total of 387 employees including 106 project and/or contractual employees as of December 31, 2019.

Regular employee benefits of the Parent Company include a retirement plan and all government-mandated benefits, supplemented by group life and health insurance, medical care, rice subsidy, longevity pay, funeral and burial assistance, cash conversion of unused vacation and sick leave credits, and at the discretion of the Board, year-end bonus, various incentive and productivity awards, merit adjustments, and loyalty bonus.

There is no collective bargaining agreement covering the Parent Company employees as of December 31, 2019.

The Parent Company does not anticipate any substantial increase in manpower within the next twelve months unless new development projects and acquisitions would require an increase in the number of employees.

Patents, Licenses, Franchises and Government Approvals

Under the Electric Power Industry Reform Act of 2001 (EPIRA), no person or entity may engage in the generation of electricity unless such person or entity has secured a Certificate of Compliance (COC) from the ERC to operate a generation facility and has complied with the standards, requirements and other terms and conditions set forth in the COC.

The generation units in the Group possess COCs for their generation businesses, details of which are as follows:

Date Issued	COC No.	Issued Under the Name of	Name	Type	Location	Capacity	Fuel	Terms of COC
Feb. 10, 2016	16-02-M-00068V	KSPC	Unit 1	Coal-fired	City of Naga, Cebu	110.50 MW	Coal	Until Feb. 20, 2021
		KSPC	Unit 2	Coal-fired		110.50 MW	Coal	Until Feb. 20, 2021
Nov. 29, 2016	16-11-M-00286hhV	SIPC (PDPP)		Diesel Power Plant	Brgy. Tinocuan Dingle, Iloilo	92.22 MW	Diesel/Bunker C	Until Apr. 24, 2021
June 13, 2016	16-06-M-00286nl	SIPC (BDPP)		Diesel Power Plant	Dampas, Tagbilaran City	22.00 MW	Diesel	Until July 17, 2021
June 5, 2017	17-01-O-15640V	SIPC (ODPP)		Diesel	Bunga, Sta. Rosa, Olango Island, Lapulapu City	1.56 MW	Diesel	Until Jan. 23, 2022
June 20, 2018	18-06-M-00163V	SPC (PB 104)	Unit 2	Bunker-C Diesel Power Plant	Tapal Wharf, Ubay, Bohol	8.00 MW	Diesel/Bunker C	Until Feb. 19, 2023
		SPC (PB 104)	Unit 3	Bunker-C Diesel Power Plant	Tapal Wharf, Ubay, Bohol	8.00 MW	Diesel/Bunker C	Until Feb. 19, 2023
Dec. 19, 2018	18-12-M-00167V	SPC (PB 104)	Unit 1	Diesel Power Plant	Ubay, Bohol	8.00 MW	Diesel/Bunker C	Until Dec. 18, 2023

PB 104 Unit 4 was granted provisional authority to operate by ERC from June 11, 2019 to December 10, 2019 and from December 11, 2019 to June 10, 2020 while waiting for approval of application for permit to operate from the Environmental Management Bureau Region 7 (EMB-7). The permit to operate granted by EMB-7 will be needed for the issuance of COC from ERC.

Also under the EPIRA, the business of electricity distribution requires a national franchise that can be granted only by Congress, except distribution utilities operating within economic zones. In addition, a Certificate of Public Convenience and Necessity (CPCN) from the ERC is also required to operate as a public utility. Distribution utilities are required to submit to the ERC a statement of their compliance with the technical specifications prescribed in the Philippine Distribution Code. The following are the expiration periods of the Group's Distribution Utilities' franchises:

Distribution Utility	Expiration Date
MECO (Associate)	July 16, 2041
BLCI (Subsidiary)	October 19, 2025

The EPIRA likewise requires all suppliers of electricity to end-users in the contestable market, other than distribution utilities within their franchise areas, to obtain license from the ERC in accordance with the ERC's rules and regulations. With the implementation of Retail Competition and Open Access (RCOA), KSPC, an associate, was granted by the ERC a license to operate as RES valid from October 18, 2016 to October 17, 2021.

Properties

The consolidated net book value of property, plant and equipment of the Parent Company and its subsidiaries amounted to ₱793.8 million and ₱781.2 million as of December 31, 2019 and 2018, respectively. The breakdown is as follows:

Property, Plant and Equipment	2019	2018
Distribution lines, poles and fixtures	₱86,149,847	₱83,708,038
Power transformers, switches and devices	42,013,134	41,879,795
Plant machinery and equipment	508,780,227	502,342,100
Motor vehicles	10,143,355	8,416,442
Structures	20,147,235	23,935,755
Furniture and office equipment	4,237,433	2,649,994
Land	66,095,774	62,260,491
Construction in progress	42,770,961	56,009,106
Right-of-use assets	13,414,550	-
Total	₱793,752,516	₱781,201,721

Locations of the principal property, plant and equipment mentioned above are as follows:

Company/Subsidiary	Description	Location/Address	Condition
SIPC	Panay Diesel Power Plant/Structures	Tinocuan, Dingle, Iloilo	In use for operations
SIPC	Bohol Diesel Power Plant/Structures	Dampas, Tagbilaran City, Bohol	In use for operations
SIPC	Olango Diesel Power Plant/Structures	Olango Island, Lapu-lapu City	In use for operations
BLCI	Utility plant and equipment	Tagbilaran City, Bohol	In use for operations
Parent Company	Power Barge 104	Tapal Wharf, Ubay, Bohol	In use for operations
SIPC	Land	Dampas, Tagbilaran City, Bohol	In use for operations
SIPC	Right-of-use asset (Land)	Tinocuan, Dingle, Iloilo	Held for future plant expansion
BLCI	Right-of-use asset (Land)	Tagbilaran City, Bohol	In use for operations
Parent Company	Office furniture and equipment	Cebu Holdings Center, Cebu Business Park, Cebu City; and Citibank Center, Paseo de Roxas, Makati City	In use for operations

On June 16, 2016, the Parent Company executed an Amendment, Accession and Assumption Agreement between and among PSALM and SIPC. Under the said agreement, SIPC assigned all its rights and obligations as BUYER of PB 104 to the Parent Company after PSALM gave its consent pursuant to the provisions of the Asset Purchase Agreement between SIPC and PSALM. On June 30, 2016, PSALM turned over the PB 104 to the Parent Company.

Through an Accession Agreement on August 28, 2000, BLCI acquired the assets and equipment, rights, and interest of the Consortium composed of Salcon International Inc. (SII), the Parent Company and other members of the Joint Venture Agreement (JVA) with the Provincial Government of Bohol (PGB). The JVA allowed the Consortium to purchase, own, rehabilitate, operate, maintain and manage the Bohol Provincial Electric System (PES) and for PGB to sell and transfer the franchise to operate the PES in the City of Tagbilaran, Province of Bohol, to the Consortium.

In 2006, BLCI entered into a lease agreement with Bohol Water Utilities, Inc. (BWUI), a sister company, for the lease of land for a period of 20 years starting January 1, 2006 until December 31, 2025, renewable upon such terms and conditions as may be mutually agreed upon by both parties. The land is used and occupied primarily for the operation, management and maintenance of BLCI's utility plant and equipment.

On March 25, 2009, SIPC obtained control and possession of the 146.5- MW Panay Diesel Power Plant (located in Tinocuan, Dingle, Iloilo) and the 22-MW Bohol Diesel Power Plant (located in Dampas, Tagbilaran City, Bohol) by virtue of an assignment of the covering Asset Purchase Agreement (APA) and Land Lease Agreement (LLA) from the Parent Company. The LLA is in furtherance of and as ancillary contract to the APA for the 25-year lease of parcels of land used and occupied primarily for the operation, management, expansion and maintenance of the Purchased Assets. The LLA also covers an option to purchase the optioned assets within the leased premises that may be offered by the Lessor. In 2017, SIPC exercised its option to purchase the optioned assets covering all the lots underlying the Bohol Diesel Plant with a total area of 27,527 square meters.

The Parent Company leases a residential condominium unit at Winland Towers, Cebu City from Dentrade, Inc., a corporation majority owned by Mr. Dennis T. Villareal who is currently the President and CEO of the Parent Company. The condominium unit is used to house the Parent Company's directors and senior executive officers during their official visits to Cebu.

The Parent Company also leases an office condominium unit at the 7th Floor of Citibank Center, Makati City. This unit houses the Parent Company's Makati Office. The unit is leased from the Parent Company's affiliate, SPC Properties and Development Corporation (SPDC).

The Parent Company further leases office condominium units at the 7th Floor of Cebu Holdings Center, Cebu Business Park and 7th Floor of Citibank Center, Makati City from the Parent Company's affiliate, SPEC Properties, Inc., for use as its Cebu Head Office and additional executive offices in Makati, respectively.

Legal Proceedings

The Group is currently involved in various legal proceedings in the ordinary conduct of their businesses. The estimate of probable costs for the resolution of possible claims is developed in consultation with outside counsels handling the Group's defense in these matters and is based upon an analysis of potential results of litigation. As of December 31, 2019, the Group believes that the results of these actions will not have a material adverse impact on the Group's financial position and results of operations.

II. OPERATIONAL & FINANCIAL INFORMATION

Market for Issuer's Common Equity and Related Stockholder Matters

Market Information

The principal market for the Parent Company's common equity is the Philippine Stock Exchange (PSE). The high and low stock prices for each period are indicated in the table below:

Period	Highest Close		Lowest Close	
	Price	Date	Price	Date
2020:				
1st Quarter	9.36	January 30	6.71	March 19
2019:				
1 st Quarter	6.95	March 26	5.48	January 2
2 nd Quarter	7.65	April 10	6.31	May 16
3 rd Quarter	7.50	September 24	6.49	July 10
4 th Quarter	8.90	November 28	7.25	October 16
2018:				
1 st Quarter	5.54	January 15	5.19	March 1
2 nd Quarter	5.78	May 29	4.81	June 25
3 rd Quarter	5.88	September 4	5.19	August 9
4 th Quarter	5.69	October 1	5.15	December 7

As of March 31, 2020, the total number of stockholders was 775 (695 under transfer agents and including 82 depository participants counted as one stockholder each).

Top 20 Stockholders

The following composed the top 20 stockholders as of March 31, 2020:

<u>Rank</u>	<u>Name</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>%</u>
1.	PCD Nominee Corporation (Fil/Non-Fil)	Fil/Non-Fil	640,977,966	40.91%
2.	KEPCO Philippines Holdings, Inc.	Korean	568,098,817	36.25%
3.	Intrepid Holdings, Inc.	Filipino	118,047,145	7.53%
4.	KV Holdings, Inc.	Filipino	74,749,847	4.77%
5.	JAD Holdings, Inc.	Filipino	64,492,545	4.12%
6.	Rowell Plastic Corporation	Filipino	38,864,638	2.48%
7.	LDI Power Holdings, Inc.	Filipino	24,931,036	1.59%
8.	Cancorp, Inc.	Filipino	21,000,000	1.34%
9.	Mali Ni	Filipino	10,000,000	0.64%
10.	Cecilia Chua Tiu	Filipino	1,000,000	0.06%
11.	Alberto P. Fenix, Jr.	Filipino	855,933	0.05%
12.	Corazon L. Gamez	Filipino	826,797	0.05%
13.	Alfredo S. Ballesteros	Filipino	691,492	0.04%
14.	Cesar O. Villegas	Filipino	685,492	0.04%
15.	Stanley Krug	American	299,196	0.02%
16.	Dennis Lawrence N. Villareal	Filipino	274,196	0.02%
	James Roy N. Villareal	Filipino	274,196	0.02%
	Victor Anthony N. Villareal	Filipino	274,196	0.02%
17.	Myra P. Villanueva	Filipino	230,000	0.02%
18.	Landmark Holdings Corporation	Filipino	200,000	0.01%
19.	Yolanda A. Martinez	Filipino	179,348	0.01%
20.	Juan G. Yu and/or John Peter C. Yu	Filipino	148,000	0.01%
	TOTAL		1,567,100,840	100.00%

Dividends

The cash dividends declared by the Parent Company to common stockholders in the last three years are shown in the table below:

<u>Year</u>	<u>Cash Dividends Per Share</u>	<u>Total Amount Declared</u>	<u>Record Date</u>
2019	0.7000	₱1,047,586,262	Dec. 10, 2019
2019	0.4000	598,620,721	Apr. 12, 2019
2018	0.4000	598,620,721	Dec. 12, 2018
2018	0.4000	598,620,721	June 11, 2018
2017	0.4000	598,620,721	Dec. 6, 2017
2017	0.4000	598,620,721	June 14, 2017

On May 7, 2020, the Board of Directors of the Parent Company approved the declaration of cash dividends equivalent to ₱0.40 per share, or for a total of ₱598.6 million, to all stockholders of records as of May 22, 2020, payable on May 29, 2020.

The payment of dividends in the future will depend upon the Parent Company's earnings, cash flow and financial condition, among others. The Parent Company may declare dividends only out of its unrestricted retained earnings, except in the case of stock dividends which may be declared out of paid-in surplus. Any dividend declaration will likewise be subject to the provisions of any existing shareholders' agreement/s and to any prior consents required under the Parent Company's loan documentation with its bank creditors.

The Parent Company may pay dividends in cash, by the distribution of property, by the issuance of shares of stock, or a combination of any of the foregoing. Dividends paid in cash or property are subject only to the approval of the Board of Directors. Dividends paid in the form of additional shares are subject to approval by both the Board of Directors and stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Parent Company at a stockholders' meeting called for such purpose.

Section 42 of the Revised Corporation Code, however, requires that corporations with surplus profits in excess of 100% of their paid-up capital should declare and distribute the amount of such profits in the form of dividends, except when the retention is justified by definite corporate expansion projects or programs approved by the Board of Directors, or when the consent of creditors is required under any loan agreement, or when it can be clearly shown that such retention is necessary under special circumstances.

Recent Sale of Unregistered Securities

The Parent Company has not had any sales of unregistered securities during the past three years.

Description of the Company's Shares

The Parent Company's securities consist entirely of common stock with par value of ₱1.00 per share.

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

Hereunder is management's discussion and analysis of the significant factors affecting the financial performance, financial position and cash flows of the Parent Company and Subsidiaries (collectively referred to as the "Group"). The discussion and analysis should be read in conjunction with the accompanying audited consolidated financial statements and the notes thereto as well as the schedules and disclosures set forth elsewhere in this report (SEC Form 17-A).

Financial Conditions and Results of Operations

Results of Operations

Year Ended Dec. 31, 2019 vs. Year Ended Dec. 31, 2018

Despite challenges, the Group registered a total comprehensive income of ₱1,810.2 million in 2019, 4.8% lower compared to ₱1,900.9 million in 2018. This reflected (i) the non-recurrence of a large non-core income from disposal of inventories and tax refund that the Group had in 2018 and (ii) lower earnings from power generation business segment in 2019.

Taking out the non-recurring income in 2018, the total comprehensive income in 2019 would have been slightly higher by 0.9% as the decline in power generation performance was made up by higher earnings from the investee companies, power distribution, and short-term investments.

Equity share in the earnings of investee companies continued to account for a lion's share of the Group's total comprehensive income in 2019, accounting for ₱1,327.5 million or 73.3% of the total, followed by power generation and power distribution business units at 22.8% and 3.9%, respectively.

With lower results, earnings per share slid to ₱1.19 in 2019 as compared to ₱1.24 in the previous year. The performance likewise translated to a lower but still respectable return on average equity of 17.93% in 2019 as compared to 19.61% in the preceding year.

Excluding interest and non-recurring income, the net income contribution of the power generation business fell by 27.9%, from ₱434.3 million in 2018 to ₱313.0 million in 2019. Operations were challenged by lower service fees due to competitive environment and higher operating expenses. This was, however, mitigated by improvements in overall availability and capacity utilization of the plants.

The combined equity share in the earnings of investee companies increased by 4.9%, from ₱1,265.4 million in 2018 to ₱1,327.5 million in 2019. The impact of lower volume of electricity sold to the spot market and lower average price of sales to contracted customers were offset by higher interest earned from short-term investments and gain from reassessment of asset retirement obligation.

The distribution business unit similarly increased its contribution to the total comprehensive income from ₱46.9 million in 2018 to ₱69.4 million in 2019. This was attributed mainly to 4.6% increase in the volume of electricity sold and partial return of previous years' under-recovery of cost of purchased power.

Consolidated revenues rose by 17.3%, from ₱2,385.9 million in 2018 to ₱2,799.0 million in 2019. Significantly contributing to the increase were (i) the full impact of PB 104's commercial operation since August 2018 and (ii) the 10.2% increase in power distribution revenues.

Consolidated cost of services also rose by 16.5%, from ₱1,809.5 million in 2018 to ₱2,108.5 million in 2019, due mainly to costs arising from higher volume of transactions.

However, as revenues grew faster than costs, gross margin rose by 19.8% to ₱690.5 million in 2019 from last year's comparative figure of ₱576.4 million.

Consolidated administrative and general expenses went up by 15.8%, from ₱239.5 million in 2018 to ₱277.4 million in 2019, due mainly to higher expenses for business development, taxes and licenses, personnel, freight and handling, and other expenses associated with the full commercial operation of PB 104.

Interest income substantially added up to ₱102.5 million from ₱49.0 million in 2018 due to income from funds set aside for business expansion and temporarily placed under short-term investments.

Other income (others) substantially decreased to ₱21.4 million in 2019, from ₱263.7 million in 2018 which still included non-recurring income as mentioned earlier. Net loss from sale of noncurrent assets held for sale also eroded other income in 2019.

Year Ended Dec. 31, 2018 vs. Year Ended Dec. 31, 2017

The Group's total comprehensive income in 2018 reached an all-time high of ₱1,900.9 million, 13.3% higher than the previous year. This robust performance was achieved on the back of excellent set of results from the investee companies and an overall improvement in the earnings contributed from the generation business units.

The investee companies outperformed expectations by delivering strong equity earnings of ₱1,265.4 million in 2018, 11.3% higher than the level a year ago. Despite stiff competitions, the improvements in plant reliability and availability as well as the continued implementation of cost efficiency measures helped in attaining significant financial contributions of the investees.

The comprehensive income contributed from the power generation segment amounted to ₱587.0 million in 2018, reflecting a 22.0 % increase from the previous year. Further improvements in rising overall capacity utilization of the generating plants likewise boosted the generation net income.

On the other hand, the comprehensive income contributed from the distribution business segment decreased by 18.9%, from ₱57.9 million in 2017 to ₱46.9 million in 2018. The decrease was mainly due to temporary under-recoveries of purchased power which will be applied with ERC for recovery based on approved formula for various automatic cost adjustments and true-up mechanism. Furthermore, the distribution business segment has not implemented any tariff increase since 2015 because of the suspension of filing of Performance Based Regulation (PBR) applications by the ERC.

Equity share in the earnings of investees accounted for 66.6% of the Group's total comprehensive income in 2018. Power generation pitched in 30.9% while power distribution and others brought in 2.5%.

The total net income of the Group translates to ₱1.24 in earnings per share in 2018 compared to ₱1.10 in 2017.

The performance likewise translated to a consistent double-digit return on average equity of 19.61% and 18.35% in 2018 and 2017, respectively.

Group-wide revenues increased only slightly by 1.5%, from ₱2,350.1 million in 2017 to ₱2,385.9 million in 2018. Overall increase in volume of sales was mitigated by lower average prices and temporary under-recoveries of cost of purchased power.

Consolidated cost of services also increased by 4.3%, from ₱1,735.6 million in 2017 to ₱1,809.5 million in 2018 due mainly to higher volume and cost of power purchased by the distribution business segment.

Consolidated general and administrative expenses substantially went up by 26.8% to ₱239.5 million in 2018 from ₱188.8 million in 2017 due mainly to the following: (i) provision for credit and impairment losses, inventory losses and impairment of machineries and equipment; (ii) higher expenses for business development; (iii) higher expenses for corporate social responsibility more particularly on the operation and maintenance of a public library in the City of Naga and donations to landslide victims in the same city; (iv) transportation and travel to and from new project sites; (v) increase in the insurance coverage of generation and distribution assets; and (vi) office repairs and maintenance. Most other expenses were lower in 2018.

Other income (service income), generated separately from power generation and distribution activities, increased to ₱120.0 million in 2018 from ₱100.0 million in the previous year due to more projects done.

Other income (others) increased from ₱151.8 million in 2017 to ₱263.7 million in 2018 due mainly to: (i) incidental income derived from operating and preserving the NPPC before turnover to PSALM on July 13, 2018; and (ii) proceeds from disposal of excess/obsolete inventories, used oil and scraps.

Financial Condition

Dec. 31, 2019 vs. Dec. 31, 2018

The Group's financial position remains strong. Total assets stood at ₱11,095.7 million at the end-2019, up by 1.4% or ₱151.1 million from the end of 2018 level at ₱10,944.6 million. The increase was attributed mainly to additional cash inflows and higher value of inventories.

Total liabilities remained about the same at ₱933.3 as at the end-2019. Increase in customers' deposits and asset retirement obligation were offset by reduction of other noncurrent liabilities.

Stockholders' equity likewise grew by 1.4%, from ₱10,024.7 million as at the end of 2018 to ₱10,162.4 million. The growth came from the total comprehensive income in 2019 amounting to ₱1,810.2 million less cash dividends declared amounting to ₱1,672.0 million. Book value per share increased to ₱6.79 as at the end of 2019 compared to ₱6.70 as at the end of 2018.

Further details of significant items that contributed to the changes in assets, liabilities and stockholders' equity are discussed below.

Details of changes in the balance of cash and cash equivalents are discussed in the section for Cash Flows below.

Materials and supplies inventory increased by 8.1%, from ₱350.1 million at the beginning of the year to ₱378.4 million as at the end of 2019. The increase was traced mainly to the build up of inventories for fuel and maintenance spare parts for power generation and distribution business.

Investment in associates decreased slightly by 1.5% or ₱87.6 million, from ₱6,036.9 million as at the end of 2018 to ₱5,949.3 million as at the end of 2019. The decrease reflected the net effect of the following: (i) decrease in investments due to cash dividends received from the investee companies amounting to ₱1,412.0 million and (ii) increase in investment due to fresh equity share in the earnings of investee companies amounting to ₱1,327.5 million in 2019.

Other noncurrent assets decreased by 12.0%, from ₱244.6 million to ₱215.2 million due mainly to amortization of cost recovery adjustment approved by ERC to be recovered by PSALM through the distribution business segment of the Group over a period of seven years from January 2018. The original amount of ₱257.6 million was booked as noncurrent asset pending collections by initially charging the customers as part of the generation charge over a period of seven years. See Note 29 of the Notes to Consolidated Financial Statements.

Customers' deposits grew by 12.9%, from ₱132.1 million as at the end of 2018 to ₱149.1 million as at the end of 2019 due mainly to additional bill and material deposits received from customers.

Asset retirement obligation (ARO) increased by 33.5%, from ₱61.0 million as at the end of 2018 to ₱81.4 million as at the end of 2019. The increase represents additional ARO to reflect changes in the assumptions used based on best estimates as of December 31, 2019.

Other noncurrent liabilities decreased by 20.1% from ₱182.8 million to ₱146.0 million due mainly to amortization of cost recovery adjustment approved by ERC to be recovered by PSALM through the distribution business segment of the Group over a period of seven years from January 2018. The original amount of ₱257.6 million was booked as noncurrent liability pending remittance to PSALM the amount

collected from customers over a period of seven years. See Note 29 of the Notes to Consolidated Financial Statements.

Appropriated retained earnings increased by ₱1,300.0 million (net) to ₱2,800.0 million as at the end of 2019 from ₱1,500.0 million as at the end of 2018 on account of new appropriations approved by the Parent Company's Board of Directors during the year. See Note 18 of the Notes to Consolidated Financial Statements.

Unappropriated retained earnings decreased by 17.0% to ₱5,677.2 million as at the end of 2019 from ₱6,841.4 million as at the end of 2018. The net decrease of ₱1,164.2 million was accounted mainly as follows: (i) decrease due to cash dividends declared by the Parent Company amounting to ₱1,646.2 million; (ii) increase propelled by total comprehensive income in 2019 attributable to equity holders of the Parent Company amounting to ₱1,782.3 million; and (iii) net decrease amounting to ₱1,300.0 million due to appropriation for new projects per Note 18 of Notes to Consolidated Financial Statements.

Dec. 31, 2018 vs. Dec. 31, 2017

The Group's financial position remains robust to support long-term plans.

The Group ended 2018 with consolidated assets reaching ₱10,944.6 million, 0.7% higher compared to the balance of ₱10,872.1 million as at the end of 2017. The increase in total assets was attributed mainly to additional net cash inflows generated from operating and investing activities.

The growth in total assets was accompanied by 39.0% reduction in total liabilities to ₱919.9 million as at end-2018 from ₱1,507.9 million as at end-2017. The decrease was due mainly to payment of trade and other payables substantially outstanding as of December 31, 2017 as well as the settlement of payables to PSALM pursuant to a Memorandum of Agreement dated July 9, 2018 for the return of the Naga Power Plant Complex (NPPC). See Note 29 of the Notes to Consolidated Financial Statements.

Total stockholders' equity grew by 7.1%, from ₱9,364.2 million as at the end of 2017 to ₱10,024.7 million as at the end of 2018. The net growth came mainly from the total comprehensive income for the year ended December 31, 2018 amounting to ₱1,900.9 million less cash dividends declared amounting to ₱1,238.6 million. Book value per share likewise grew to ₱6.70 as at the end of 2018 compared to ₱6.26 as at the end of 2017.

The details of significant items that contributed to the changes in assets, liabilities and stockholders' equity are discussed below.

Details of changes in the balance of cash and cash equivalents are discussed in the section for Cash Flows below.

Materials and supplies inventory decreased by 42.2%, from ₱605.2 million at the beginning of the year to ₱350.1 million as at the end of 2018, due mainly to settlement of fuel accountability pursuant to a Memorandum of Agreement with PSALM dated July 9, 2018 for the return of the NPPC. See Note 29 of the Notes to Consolidated Financial Statements.

Prepayments and other current assets decreased by 43.8%, from ₱167.7 million as at the end of 2017 to ₱94.3 million as at the end of 2018, due mainly to reversal of deferred input tax previously recognized on unbilled fuel that was later on returned to PSALM pursuant to a Memorandum of Agreement dated July 9, 2018. See Note 29 of the Notes to Consolidated Financial Statements.

Investment in associates decreased slightly by 2.34%, from ₱6,181.8 million as at the end of 2017 to ₱6,036.9 million as at the end of 2018. The decrease reflected mainly the net effect of the following : (i) decrease in investments due to cash dividends received from the investee companies amounting to ₱1,409.8 million and (ii) increase in investment due to fresh equity share in the net earnings of investee companies amounting to ₱1,265.4 million.

Property, plant and equipment grew only slightly by 0.4%, from ₱778.3 million as at the end of 2017 to ₱781.2 million as at the end of 2018. The net growth was attributed to the following: (i) increase due to new additions to property, plant and equipment amounting to ₱128.5 million; and (ii) reduction due to depreciation, provision for impairment, disposal, and transfer to noncurrent assets held for sale amounting to ₱125.7 million.

Other noncurrent assets substantially declined by 79.6%, from ₱1,200.4 million at the beginning of the year to ₱244.6 million at the end of 2018. This was due mainly to the return of the NPPC Bid Price of ₱1,143.2 million pursuant to a Memorandum of Agreement with PSALM dated July 9, 2018. See Note 29 of the Notes to Consolidated Financial Statements. The balance of this account as of December 31, 2018 includes ₱182.8 million representing the noncurrent portion of ERC-approved Deferred Accounting Adjustments (DAA) which were incurred by PSALM/NPC in supplying energy during the relevant period, thus it should be recovered/refunded by PSALM/NPC to its customers through the distribution business segment of the Group by initially charging the customers as part of the generation charge over a period of seven years from January 1, 2018.

Trade and other payables decreased by 31.3%, from ₱712.7 million as at the end of 2017 to ₱490.0 million as at the end of 2018, due mainly to fuel purchases in November and December 2017 which were paid only in January 2018.

Due to NPC/PSALM was reduced from ₱511.7 million at the beginning of the year to zero as at the end of 2018, due to the fuel settlement with PSALM pursuant to a Memorandum of Agreement dated July 9, 2018. See Note 29 of the Notes to Consolidated Financial Statements.

Customers' deposits increased by 12.9%, from ₱117.0 million at the beginning of the year to ₱132.1 million as at the end of 2018, due to additional bill and material deposits received from customers of the distribution business.

ARO decreased by 37.3%, from ₱97.2 million as at the end of 2017 to ₱61.0 million as at the end of 2018 due to the following : (i) remeasurement of the liability based on current estimates as of December 31, 2018 and (ii) reclassification of a portion of the ARO liability to liability associated with noncurrent assets held for sale as of December 31, 2018.

Other noncurrent liabilities amounting to ₱182.8 million as of December 31, 2018 (nil in 2017) refers to the noncurrent portion of ERC-approved DAA which were incurred by PSALM/NPC in supplying energy during the relevant period, thus it should be recovered/refunded by PSALM/NPC to its customers through the distribution business segment of the Group by regularly remitting to PSALM the amount it collected from the customers over a period of seven years from January 1, 2018.

Appropriated retained earnings increased by ₱150.0 million (net), from ₱1,350.0 million as at the end of 2017 to ₱1,500.0 million as at the end of 2018 on account of new appropriations approved by the Parent Company's Board of Directors during the year. See Note 18 of the Notes to Consolidated Financial Statements.

Unappropriated retained earnings increased by 7.9%, from ₱6,338.5 million as at the end of 2017 to ₱6,841.4 million as at the end of 2018. The net increase of ₱502.9 million was accounted as follows: (i) decrease due to effect of adoption of PFRS 9 amounting to ₱4.2 million; (ii) increase due to total comprehensive income in 2018 attributable to equity holders of the Parent Company amounting to ₱1,854.3 million; (iii) increase due to reversal of appropriations amounting to ₱1,350.0 million per Note 18 of Notes to Consolidated Financial Statements; (iv) decrease due to appropriation for new projects amounting to ₱1,500.0 million per Note 18 of Notes to Consolidated Financial Statements; and (v) decrease due to cash dividends declared amounting to ₱1,197.2 million.

Cash Flows

2019 vs. 2018

Cash and cash equivalents increased by 9.9%, from the end-2018 level of ₱2,937.0 million to ₱3,227.4 million as at the end of 2019. Net cash inflows generated from operating and investing activities exceeded net cash flows used for financing activities in 2019.

Major sources of cash and cash equivalents in 2019 were from operating activities and cash dividends received from investee companies amounting to ₱663.8 million and ₱1,412.0 million, respectively.

The major applications of funds in 2019 were: (i) payment of cash dividends amounting to ₱1,672.8 million, and (ii) new additions to property, plant and equipment amounting to ₱103.6 million.

2018 vs. 2017

The year 2018 was again characterized by robust cash flows.

Cash and cash equivalents surged by 103.2%, from ₱1,445.3 million as at the end of 2017 to ₱2,937.0 million as at the end of 2018. Total net cash inflows generated from operating and investing activities significantly exceeded net cash flows used for financing activities.

Major sources of cash and cash equivalents in 2018 were: (i) net cash provided by operating activities, ₱301.1 million; (ii) cash dividends received from investee companies amounting to ₱1,409.8 million; and (iii) Bid Price returned by PSALM amounting to ₱1,143.2 million (see note 29 of the consolidated financial statements).

The major applications of funds in 2018 were: (i) payment of cash dividends amounting to ₱1,237.7 million, and (ii) new additions to property, plant and equipment amounting to ₱128.5 million.

Key Performance Indicators

The following financial indicators are used, among others, to evaluate the performance of the Parent Company and its Subsidiaries:

Key Performance Indicators	2019	2018	2017
<u>For the years ended December 31:</u>			
Earnings per share	₱1.19	₱1.24	₱1.10
Share in net earnings of associates	₱1,327,469,713	₱1,265,412,079	₱1,137,429,320
Return on equity	17.93%	19.61%	18.35%
Return on assets	16.43%	17.43%	15.75%
Cash Flows:			
Net cash flows from operating activities	₱663,826,139	₱301,093,533	₱677,925,987
Net cash flows from (used in) investing activities	₱1,302,561,277	₱2,426,046,583	₱843,738,524
Net cash flows used in financing activities	(₱1,675,050,396)	(₱1,237,727,455)	(₱1,829,013,293)
<u>As of December 31:</u>			
Balance of cash and cash equivalent at end of period	₱3,227,403,650	₱2,937,042,859	₱1,445,250,136
Current ratio	7.82	7.33	2.10
Debt ratio	0.08	0.08	0.14
Debt-to-equity ratio	0.09	0.09	0.16
Solvency ratio	2.06	2.16	1.17

Earnings Per Share (EPS)

EPS is a measure of profitability representing net income attributable to equity holders divided by the weighted average number of shares outstanding as of the end of the year.

Share in Net Earnings of Associates

This indicates profitability of the investments and investees' contribution to the Group's net income. It is determined by multiplying the associate's comprehensive income or loss by the investor's percentage of ownership, less goodwill impairment cost, if any. Goodwill is the difference between the acquisition cost of an investment and the investor's share in the value of the net identifiable assets of the investee at the date of the acquisition.

Return on Equity

Return on Equity is derived by dividing total comprehensive income by average total stockholders' equity. This ratio indicates the level of profit earned by the Group in comparison with the total amount of stockholders' equity found in the statements of financial position. The higher the return on equity, the higher the Group's ability to produce internally generated cash flows. Moreover, the higher the Group's return on equity compared to other companies in the same industry, the better.

Return on Assets

Return on Assets (ROA) is derived by dividing total comprehensive income by average total assets. This ratio measures the ability of the Group's management to realize an adequate return on the total resources employed for the business. A high percentage rate indicates how the Group is well run and has a healthy return on assets employed.

Cash Flows

The Group uses the Statements of Cash Flows to determine the sources and application of funds for the period and to analyze and evaluate how the sources and uses of funds are being managed.

Current Ratio

Current Ratio is derived by dividing total current assets by total current liabilities. This ratio is a rough indication of the Group's ability to service its current obligations. The higher the current ratio, the greater the Group's ability to pay its current obligations.

Debt Ratio

Debt ratio is derived by dividing total liabilities by total assets. The ratio indicates the degree of protection provided for the Group's creditors. A high ratio generally indicates greater risk being assumed by creditors. On the other hand, a low ratio indicates greater long-term financial safety.

Debt-to-Equity Ratio

Debt-to-Equity Ratio is derived by dividing total liabilities by total equity. The ratio indicates how leveraged the Group is. It compares the resources provided by creditors against the resources provided by the stockholders in running the business of the Group.

Solvency Ratio

Solvency Ratio is derived by dividing the sum of total comprehensive income, depreciation and amortizations by the sum of long-term and short-term liabilities. This ratio provides another measurement of how likely the Group will be able to continue meeting its debt obligation. The higher the ratio, the greater the Company's ability to continue meeting its debt obligations.

Known Trends

Please see other operational and financial information below.

Any Significant Elements of Income or Loss from Continuing Operations

Please see other operational and financial information below.

Material Off-Balance Sheet Items

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

Material Commitments for Capital Expenditures

As of December 31, 2019, there are no material commitment for capital expenditures other than in the ordinary course of business to improve power generation and distribution facilities. Funding comes from internally generated cash from operations.

Seasonal Aspects

The Group does not have any seasonal aspect that has a material effect on the financial condition or results of operations.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There are no changes in and disagreements with Accountants on accounting and financial disclosures.

External Audit Fees

For the annual review of the Parent Company's and Subsidiaries' financial statements and other assurance and related services, the audit fees were ₱1.4 million and ₱1.5 million in 2019 and 2018, respectively, exclusive of VAT and out-of-pocket expenses. The fees are inclusive of consultancy services on tax matters amounting to P0.2 million and P0.3 million in 2019 and 2018, respectively.

Engagement of external auditor's services is bid out among qualified auditing firms. For the audit of the Parent Company's and Subsidiaries' annual financial statements, award is endorsed by the Audit Committee, recommended by the Board to the shareholders and approved by the shareholders during its annual meeting. Award of other services are approved by the Audit Committee as endorsed by the Internal Audit Department.

Other Operational & Financial Information

In a move to contain the COVID-19 outbreak, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum directive to impose stringent social distancing measures in the National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six (6) months and imposed an enhanced community quarantine throughout the island of Luzon until April 12, 2020, which was subsequently extended to April 30, 2020 and further extended to May 15, 2020 for most parts of Luzon. On various dates after March 13, 2020, the respective local governments of Cebu, Bohol and Iloilo implemented similar quarantine measures through issuance of Executive Orders. These measures have caused disruptions to businesses and economic activities, and its impact on businesses continue to evolve.

The Group considers the events surrounding the outbreak as non-adjusting subsequent events, which do not impact its financial position and performance as of and for the year ended December 31, 2019. However, the outbreak could have a material impact on its 2020 financial results and even periods thereafter. Considering the evolving nature of this outbreak, the Group cannot determine at this time the impact to its financial position, performance and cash flows. The Group will continue to monitor the situation.

III. CONTROL & COMPENSATION INFORMATION

Directors and Executive Officers

Hereunder is the list of directors and executive officers of the Parent Company for 2019-2020 and their respective positions.

<u>Name</u>	<u>Nationality</u>	<u>Position with the Company</u>
Alfredo L. Henares ^{1,2}	Filipino	Chairman
Dennis T. Villareal ¹	Filipino	Director, President & CEO
Alberto P. Fenix, Jr. ¹	Filipino	Executive Director
Roberto F. de Ocampo ³	Filipino	Director (Independent)

(Forward)

<u>Name</u>	<u>Nationality</u>	<u>Position with the Company</u>
Enrique L. Benedicto ⁴	Filipino	Director (Independent)
Ramon Y. Sy ⁵	Filipino	Director (Independent)
Sergio R. Ortiz-Luis, Jr. ⁶	Filipino	Director (Independent)
Kim, Jung-In ⁷	Korean	Director
Kim, Taemin ⁷	Korean	Director
Yoon, Jong-Ryoon ⁷	Korean	Director
Kim, Yong-Uk ⁷	Korean	Director
Maria Luz L. Caminero ⁸	Filipino	SVP, Legal/Regulatory Affairs and Compliance Officer
Cesar O. Villegas ⁹	Filipino	SVP - Operations and Business Development
Jaime M. Balisacan ¹⁰	Filipino	SVP - Finance and Administration/ Treasurer
James Roy N. Villareal ¹¹	Filipino	Vice President
Remigio Michael A. Ancheta II ¹²	Filipino	Corporate Secretary
Mishelle Ann R. Rubio-Aguinaldo ¹³	Filipino	Asst. Corporate Secretary

¹ Directors and officers since incorporation on August 17, 1994.

² Mr. Alfredo L. Henares elected as Chairman on May 30, 2014 up to the present.

³ Director from November 25, 2002 up to the present.

⁴ Director from September 16, 2008 up to the present.

⁵ Director from Nov. 12, 1998 to Nov. 25, 2002 and from Feb. 15, 2006 up to the present.

⁶ Director from May 30, 2017 up to the present.

⁷ Director from April 4, 2019 up to the present.

⁸ SVP for Legal/Regulatory Affairs from Nov. 18, 2013 up to present; concurrent Corporate Secretary from Dec. 3, 2014 to Nov. 20, 2017; also designated as Compliance Officer since Nov. 21, 2017.

⁹ VP-Operations and Business Development effective Dec. 3, 2014; appointed as SVP effective April 3, 2018.

¹⁰ VP- Finance from Aug. 16, 1997 to April 2, 2018; appointed as SVP for Finance and Administration effective April 3, 2018; concurrent Treasurer from November 25, 2019 up to the present.

¹¹ Appointed as Assistant Vice President effective November 28, 2018; appointed as Vice President from May 30, 2019 up to the present.

¹² Corporate Secretary since November 20, 2017.

¹³ Assistant Corporate Secretary since April 3, 2018.

Unless otherwise provided by law, the powers, business and allocation of resources of the Parent Company are exercised, conducted and controlled by an eleven-member Board of Directors.

The Nomination Committee, created by the Board under its Manual of Corporate Governance, nominated the majority of the incumbent directors. The Nomination Committee further endorsed to the Board the Final List of Candidates for Independent Directors in the persons of Mr. Roberto F. de Ocampo, Mr. Enrique L. Benedicto, Mr. Ramon Y. Sy, and Mr. Sergio R. Ortiz-Luis, Jr. Mr. Dennis T. Villareal was the one who nominated the Independent Directors. Mr. Dennis T. Villareal is not related to Messrs. De Ocampo, Benedicto, Sy and Ortiz-Luis by consanguinity nor affinity. Neither is there a professional relationship between Mr. Dennis T. Villareal and Messrs. De Ocampo, Benedicto, Sy and Ortiz-Luis.

In compliance with the provisions of SRC Rule 38, the Board of Directors amended its By-laws on December 8, 2004 and March 11, 2005 to include a provision on the procedure and selection of Independent Directors.

Each Director has a term of office of one year and is eligible for re-election every year. Each Director beneficially owns at least one share of the capital stock of the Parent Company. The members receive such compensation as determined by the Board of Directors.

By resolution passed by the Board, the Directors may designate one or more committees which, to the extent provided by said resolution, shall have and may exercise any of the powers of the Board which may lawfully be delegated in the management of the business and affairs of the Parent Company.

The executive officers of the Company are elected or appointed by the Board of Directors. The Chairman of the Board and the President/Chief Executive Officer are elected from the members of the Board.

Profile of the Incumbent Board of Directors and Executive Officers

Alfredo L. Henares, Filipino, 66 years old, has been a Director of the Parent Company since 1994. On May 30, 2014, he was elected as Chairman and continues to serve as Chairman up to the present. He was previously the Parent Company's Treasurer, which is now being delegated to Mr. Jaime M. Balisacan. He is also currently the Chairman of the Board Executive Committee and a member of the Audit Committee. He is likewise the Treasurer and Director of the following corporations: Salcon Philippines, Inc., Salcon International, Inc., SPC Property and Development Corp., SPEC Properties Inc., Western Panay Hydropower Corp., SPC Electric Co. Inc. and SPC Light Co., Inc. He was a Director of Bohol Light Company, Inc. and Bohol Water Utilities, Inc. for about seven years prior to his appointment as Chairman of both companies effective May 2007. In the year 2015, he relinquished his Chairman position to Mr. Lim Chan Lok and went back to being a Director in Bohol Water Utilities, Inc. He is also the Chairman of SPC Island Power Corporation, SPC Malaya Power Corporation and KV Holdings, Inc. He is likewise the President of Progressive Broadcasting Corp., a Director of Isarog Pulp and Paper Co. Inc. and the Executive Vice President and Chief Financial Officer of KEPCO SPC Power Corporation. He graduated from Harvard Graduate School with an MBA degree and from the Ateneo de Manila University with a Bachelor's Degree in Business Management.

Dennis T. Villareal, Filipino, 78 years old, is the Founding President, Chief Executive Officer and a Director of the Parent Company. Currently, he is also a member of the Board Executive Committee and the Corporate Governance Committee. He is likewise the President and a Director of the following corporations: Salcon Philippines, Inc., Salcon International, Inc., SPC Island Power Corp., SPC Property and Development Corp., SPEC Properties, Inc., Mactan Electric Company, Inc., Bohol Light Co., Inc., Bohol Water Utilities, Inc.; Western Panay Hydropower Corp.; SPC Electric Co., Inc.; Rayfield Holdings, SPC Light Co., Inc., SPC Malaya Power Corporation; KV Holdings, Inc., Filipinas Palmoil Processing Inc., Filipinas Palmoil Plantations Inc., Filipinas Palmoil Properties, Inc., Isarog Pulp and Paper Co. Inc., Dentrade, Inc., JAD Holdings, Inc. and Intrepid Holdings, Inc. He is also the Vice Chairman and a Director of KEPCO SPC Power Corporation. In addition, he is the Vice-President and a Director of Dowell Packaging Corp.; Rowell Industrial Corp.; and Rowell Plastic Corp. He graduated from the University of Missouri with a Bachelor of Science Degree in Business Administration.

Alberto P. Fenix, Jr., Filipino, 75 years old, has been a Director of the Company since 1994. He has also been an Executive Director of the Parent Company since September 28, 2001 and a member of the Board Executive Committee since March 7, 2006. He is likewise a Director of SPC Electric Company, Inc. starting 2001; SPC Light Company, Inc. effective 2002, Bohol Light Company, Inc. effective May 2007, SPC Island Power Corporation effective November 2007, Western Panay Hydropower Corp. since 1997, SPC Malaya Power Corporation since September 2011 and KV Holdings, Inc. since December 13, 2010. In March 2009, he was appointed as Managing Director of SPC Island Power Corporation until his resignation on August 31, 2010 but remained as a Director up to the present. In addition, he is

currently the Chairman and President of Fenix Management and Capital, Inc., Independent Director of DM Wenceslao and Associates, Inc. and of VC Securities Corporation. He serves as Trustee of the Angeles University Foundation, and of the AUF Medical Center. His prior positions include directorships in National Steel Corp., Refractories Corporation of the Philippines, Inc., Pryce Corp., Pryce Gases, Inc., Philippine National Oil Corp., Victorias Milling Company, Inc., Newtech Pulp, Inc., and Ivoclar Vivadent, Inc. with the last two corporations where he was Founding President and CEO until his retirement. Dr. Fenix is a business leader, having been President in 1998 and 1999, and currently the Honorary President of the Philippine Chamber of Commerce and Industry (PCCI) and President of the Human Resources Development Foundation, Inc. He graduated with a Bachelor's Degree in Mathematics (cum laude) from the Ateneo de Manila University and Master's and Doctorate degrees in Industrial Management from the Sloan School of Management of the Massachusetts Institute of Technology.

Roberto F. de Ocampo, Filipino, 73 years old, has been an Independent Director of the Parent Company and Chairman of the Board Audit Committee since November 25, 2002. He was the Secretary of Finance (1994-1998) during the presidency of Fidel V. Ramos. As Secretary of Finance, he was concurrently a member of the Board of Governors of the World Bank Monetary Fund. He also served as Chairman and CEO of the Development Bank of the Philippines (1989 – 1994) and Chairman of the APEC Finance Ministers (1997). He was named “Asian Finance Minister of the Year” by the Euromoney and Asianmoney magazines in 1996 and 1997, respectively. He was conferred the Legion of Honor, the highest honor conferred on Filipino civilians, by the Republic of the Philippines in 1998 for his outstanding contributions to the country. He is/was Chairman of PAMI Global Bond Fund, Inc., Philam Bond Fund, Inc., Philam Dollar Bond Fund, Inc., Philam Fund, Inc.; Philam Managed Income Fund, Inc., Philam Strategic Growth Fund, Inc.(2014), Governance Commission for Government Owned or Controlled Corporations Multi-Sectoral Governance Council (2014) and Center for Philippine Futuristics Studies and Management, Inc. (2014). He is/was also Chairman and/or Board Member of several companies/organizations in the Philippines and abroad including, among others, Bankers' Association of the Philippines (2016), South Forbes City College (2016), Philippine Business for the Environment (2015), Philippine Veterans Bank (2013), Intervest Project, Inc. (2013), Libera International Advisory Board – London (2013), Global Reporting Initiative –Amsterdam (2013), DFNN International, Inc. (1999), Bankard, Inc.(2006), EEI Corporation (2005), Corporate Governance Institute of the Philippines (2004), Philippine Cancer Society (1998), Makati Business Club (2006), Foundation for Economic Freedom (2012), Philippine Quality & Productivity Movement, Inc. (2012), Investment & Capital Corporation of the Philippines (2011), Centennial Group (Washington), D.C. (1999), Renewable Energy Asia Fund – Berkeley Energy, UK (2008) and Pacific Gaming Investments Pte. Limited (2010). Dr. de Ocampo received his MBA from the University of Michigan, a post-graduate diploma from the London School of Economics and has been conferred three Doctorates (Honoris Causa).

Enrique L. Benedicto, Filipino, 78 years old, was appointed as Independent Director of the Parent Company on September 16, 2008 and continue to serve as such up to the present. Currently, he is also a member of the Corporate Governance Committee. He is Chairman of the following companies: Enrison Holdings, Inc., Enrison land, Inc., Mabuhay Filcement, Inc., Benedict Ventures, Inc. and Berben Wood Industries, Inc. He is likewise the Vice Chairman of Bernardo Benedicto Foundation, Inc. Previously, he was either the Chairman or President of the following: Consular Corps of the Philippines - Cebu Chapter, Philippine Foundation, Inc., Cebu Jaycee Foundation and Cebu Jaycee Senate. He was also a Vice Chairman of the Cebu Investment Promotion Center and Trustee of the Cebu Chamber of Commerce & Industry, Inc. He was Honorary Consul of the Royal Consulate of Belgium from 1986 to 2017 and recipient of the following prestigious awards: Entrepreneur of the Year award (Grand Chamber Award) given by the Cebu Chamber of Commerce on June 28, 2013, “Officer in the Order of Leopold II” award conferred by His Majesty Baudowin King of the Belgians, Most Outstanding Cebuano Citizen presented during the 54th Cebu City's Charter day celebration, Great Cebuano Award conferred by the Province of Cebu, Mandaue Chamber of Commerce and Industry, Inc., Kapisanan Ng Mga Broadcaster ng Pilipinas

(KBP) and Sugbuanong Kumintaristang Nagpakabana (SUKNA), Most Outstanding Alumnus conferred by the University of San Jose-Recoletos, Recognition Award for Outstanding Achievements by the Cebu City Government and Recognition Award as a Member of the Board of Trustees for Ten Consecutive Years of the Cebu Investment Promotions Center. Mr. Benedicto has a Bachelor of Science in Commerce degree from the University of San Jose Recoletos.

Ramon Y. Sy, Filipino, 88 years old, was a Director of the Parent Company from November 12, 1998 to November 25, 2002 and reelected from February 15, 2006 up to the present. He was also appointed as Independent Director on May 30, 2017 and continue to serve as such up to the present. Currently, he is also a member of the Board Audit Committee and Corporate Governance Committee. He is presently the Vice Chairman and Director of Asia United Bank. He is the Chairman of Ramsy Corporation, Travelman, Inc., Xcell Property Ventures, Inc. and Apex Mining Co., Inc. He is a Trustee of St. Luke's Medical Center and St. Luke's Medical School. He is a director of Philippine Equity, Maxicare Health Care Corporation, Asian Alliance Holding and Development Corp. and Asian Alliance Investment Corporation. He is likewise the President and a Director of Monte Oro Resources and Energy, Inc. He used to be the President of the Bankers Association of the Philippines, President and Chief Executive Officer of International Exchange Bank, Chairman and Chief Executive Officer of United Coconut Planters Bank and various companies associated with the coconut industry including CIIF Management Company, Inc., Chairman of Asean Fund Limited; President of Megalink, Inc, Director of ANSCOR Insurance Brokerage Corporation and San Miguel Corporation, Country Manager of Bank of America; and President of BA-Finance Corporation. He earned his MBA degree at the University of the Philippines and his Bachelor of Science in Commerce degree at the Far Eastern University.

Sergio R. Ortiz-Luis, Jr., Filipino, 76 years old, was appointed as Independent Director of the Parent Company on May 30, 2017 and continue to serve as such up to the present. Currently, he is also the Chairman of the Board Corporate Governance Committee and a member of the Board Audit Committee. He is Chairman of Country Garden Agri-Tourism Development, Inc., Manila Waterfront City and Philippine International Airways. He is Honorary Chairman/Treasurer of the Philippine Chamber of Commerce and Industry, President and CEO of Philippine Exporters Confederations, Inc., Honorary Chairman and Past President of Employers Confederation of the Philippines, Chairman of the National Center for Mediation, Vice Chairman/Independent Director of VC Securities Corporation, Director and Past President of Philippine Foundation, Inc., Founding Director of International Chamber of Commerce of the Philippines, Vice Chairman of Alliance Global, Inc., Honorary Chairman of Integrated Concepts & Solutions, Inc., Trustee and Treasurer of Human Resources Development Foundation. He is likewise a Director of Drug Abuse Resistance Education (DARE) Phil., Waterfront Philippines, Inc., The Wellex Group, Manila Exposition Complex, Inc., Lasaltech Academy, Philippine Estate Corporation, B.A. Securities, Rural Bank of Baguio, Acesite Hotel Philippines, Inc., Forum Pacific, Inc., Jolliville Holdings Corporation, Philippine H2O Ventures Corp. and LikeCash Asia & the Pacific Corporation. He is the President of Asia Pacific Chinese Media, Inc. His government affiliation includes being Vice Chairman of Export Development Council, Commissioner of Patrol 117, BPLS Champion of National Competitiveness Council, Member of the Industry Development Council and Private Sector Representative to the Philippine Bamboo Council. His civic organization affiliation includes being the Chairman of Rotary Club of Green Meadows Foundation, the Past President of Rotary Club Green Meadows Quezon City RI District 3780, a Senator of the Philippine Jaycee Senate, a Captain of the Philippine Coastguard Auxiliary, the Director/Treasurer of PILAK Foundation and the Vice Chairman of JARDELI Club Foundation. He is also the Honorary Consul General of the Consulate of Romania in the Philippines, Treasurer of the consular Corps of the Philippines and Honorary Adviser of the International Association of Educators for Work Peace. He was a recipient of various awards like the Business Leadership Award by the Business News Magazine, ICCP Global Excellence Award, ORAS Award, Presidential Merit Award Medal, Udirang Ama, Most Outstanding Pasigueño, Most Outstanding Citizen of Nueva Ecija in the field of Business and International Peace Award for Economic Development to

name a few. He graduated from De La Salle University with a degree of Bachelor of Arts and Bachelor of Science in Business Administration. He also took his masteral degrees in Business Administration; PhD in Humanities. and PhD in Business Technology at De La Salle University, Central Luzon University and Eulogio “Amang” Rodriguez Institute of Science and Technology, respectively

Kim, Jung-In, Korean, 58 years old, was elected to the Parent Company’s Board and appointed as member of the Board’s Executive Committee on April 4, 2019 to replace Mr. Go, Jae-Han who was recalled to KEPCO’s main office in South Korea for a new assignment. He joined KEPCO in January 1989 and became the General Manager of Kimpo District Office. He was also a Director/Manager of KEPCO’s Treasury Department and became Vice President of the same department in 2012. He also served as Director/Manager of Overseas Project Development Department, Vice President for Overseas Energy New Business Development Department, Vice President of Euro-America, Africa Business Department, Vice President/Head of Global Business Planning Department and later became President of KEPCO Ilijan Corporation in the Philippines. He graduated at Kyungpook University, Korea in February 1984 with a Bachelor’s Degree in Public Administration.

Kim, Taemin, Korean, 47 years old, was elected to the Parent Company’s Board on April 4, 2019. He joined KEPCO in 1996 and later became Senior Manager of KEPCO’s Sacheon Branch Office. He was also appointed in KEPCO as Contract Manager of Amman Asia Electric Power Co. in Jordan, Senior Manager of Global Business Development Department and General Manager of Global Business Management Department, Project/Risk Management Team. He graduated from Daegu University, Korean in 1997 with a Bachelor’s Degree in Chemistry Education. He earned his MBA from Alto University, Finland in 2007.

Yoon, Jong-Ryoon, Korean, 53 years old, was elected to the Parent Company’s. He is also currently the President of KEPCO SPC Power Corporation. He was previously a Senior Manager of Kepco Philippines, Planning Department and a General Manager of Procurement Department, Kepco HQ. He graduated in 1992 with a Bachelor’s Degree in Economics at Korea University. In 2017, he completed his Public Leadership Course at Seoul University

Kim, Yong-Uk, Korean, 48 years old, was elected to the Parent Company’s Board and appointed as member of the Board’s Executive Committee on April 4, 2019 to replace Ahn, Soon-Chan who was recalled to KEPCO’s main office in South Korea for a new assignment. He is also currently a member of the Audit Committee and Corporate Governance Committee. He was previously a Senior Manager of KEPCO Philippines, Senior Manager of KEPCO’s UAER Nuclear Project Department, General Manager of KEPCO’s Kyeongsan Regional Office and General Manager of KEPCO’s Overseas Business Department. He graduated in 1997 with a Bachelor’s Degree in Management at Kyungpook National University. He earned his UMBA at Helsinki School of Business in 2007.

Maria Luz L. Caminero, Filipino, 57 years old, was appointed Senior Vice President for Legal/Regulatory Affairs of the Parent Company on November 18, 2013 and continues to serve as such up to the present. Atty. Caminero was also appointed as Corporate Secretary from December 3, 2014 to November 20, 2017. She was also designated as Compliance Officer on November 20, 2017 up to the present. She has practiced law for twenty-five (25) years. Her present practice focuses on energy law, particularly in the power industry in the Philippines. From 2003-October 2013, she was the Vice-President and General Counsel of the Power Sector Assets and Liabilities Management Corporation (PSALM). During her ten-year stint in PSALM, she was designated as Acting President from April-June 2010 and thereafter appointed as Officer in charge from June-September 15 of the same year. Prior to her work at PSALM, she was the Chief Corporate Attorney for National Power Corporation (NPC) in the Tax Counseling Corporate Affairs and Government Relations Department and Litigation Department, Office of the General Counsel. She also served as legal adviser to the Office of the NPC President during

the terms of two NPC presidents. In the transition period in anticipation of the implementation of the EPIRA, she was capbadged and assigned to TRANSCO to work on transmission business transactions. Atty Caminero worked for NPC from 1995-2003, although eventually detailed to work for PSALM in 2001-2003. Atty. Caminero also worked with the Judiciary for a period of six years. She was the Head Lawyer (Court Attorney V) of the Office of Associate Justice Florida Ruth P. Romero, Supreme Court from 1991-1995. Earlier, she worked in the Office of Associate Justice Fidel P. Purisima, Court of Appeals, as Court Attorney V from 1989 -1991. As an underbar, she worked with the Office of Senator Santanina T. Rasul in the latter part of 1988 -1989.

Cesar O. Villegas, Filipino, 58 years old, was appointed as Senior Vice President for Operations and Business Development on April 3, 2018. He joined the SPC Group on February 2, 2010 as Senior Manager for Business Development/Technical Assistant to the President and later as Vice President for Business Development and Commercial Operation effective December 3, 2014. Before joining the SPC Group, he was a Technical Manager of Ultrawaters, Inc. (a water treatment company), Electrical Engineer at Rudell & Associates, Project Manager at Pangea Green Energy Phils. Inc., Operations Manager and Operations Shift Manager at Enron Power Philippines, Planning & Scheduling Chief, Instrumentations Engineer and Control Switchboard Engineer with National Power Corporation and Plant Electrical Engineer at Coco-Chemicals Philippines. He obtained his Bachelor of Science in Electrical Engineering degree from the Mapua Institute of Technology. He is a Registered Electrical Engineer.

Jaime M. Balisacan, Filipino, 65 years old, has been the Senior Vice President for Finance and Administration since April 3, 2018 and concurrent Treasurer from November 25, 2019 up to the present to replace Alfredo L. Henares. He joined the SPC Group on August 16, 1997 as Vice President for Finance of the Parent Company. He also renders financial services to certain subsidiaries in the SPC Group. Before joining the SPC Group, he was the Controller of Toledo Power Company from July 1994 to August 1997. He also worked as Financial Services Director/Specialist with Atlas Consolidated Mining and Development Corporation (ACMDC) from March 1989 to June 1994. He likewise served ACMDC in other capacities as Inventory Control Superintendent – Materials Management Division, Group Head/Inventory Accountant, Accounting Supervisor and Audit Clerk – Comptrollers Division. Mr. Balisacan is a Certified Public Accountant. He graduated from the Divine Word College of Laoag, Laoag City with a degree in Bachelor of Science in Commerce, Major in Accounting.

James Roy N. Villareal, Filipino, 30 years old, was appointed as Assistant Vice President on November 28, 2018 and as Vice President from May 30, 2019 up to the present. He was connected with Seawood Resources, Inc. as Senior Analyst. He was an intern at Ernst & Young, LLP, Assurance Services Department in Beijing, China, One Bank Talent Development Program of Credit Suisse AG in Hongkong, and Bank of Singapore Finance Department in Singapore. He was also a Management Trainee with Asian Agri Group in Sumatra, Indonesia and a Cadet Assistant Manager with Samling Plantation Group, Sdn Bhd in Sarawak, Malaysia. He graduated from the University of Illinois at Urbana-Champaign with a degree of Bachelor of Science in Finance

Remigio Michael A. Ancheta II, Filipino, 47 years old, was appointed/elected as Corporate Secretary of the Parent Company on November 20, 2017. He also serves as the Corporate Secretary of SPC Island Power Corporation, Cebu Naga Power Corporation, Bohol Light Company, Inc., Bohol Water Utilities, Inc., SPC Malaya Power Corporation, SPC Light Company, Inc., SPC Electric Company, Inc., Salcon International, Inc., Salcon Philippines, Inc., and other corporations. He is the Managing Partner of Ancheta & Associates Attorneys-at-Law and he practices various areas of law, including energy, water, public utilities, property, commercial law, intellectual property law, civil, criminal, and administrative laws, and appellate practice. He actively litigates before regular courts and quasi-judicial bodies in many parts of the country. He is a Professorial Lecturer on Civil Law subjects at the College of Law of the Lyceum of the Philippines University (LPU) in Makati City. He was also a Professorial Lecturer at the

De La Salle University and Far Eastern University Institute of Law in Makati City. He served as a legal consultant to the Department of Environment and Natural Resources. He was appointed as Special Counsel by the Ethics Committee of the Whole of the Senate of the Republic of the Philippines. He was an associate lawyer of Carpio Villaraza & Cruz (CVC) Law Offices and, thereafter, an associate lawyer of the Litigation Department of the Angara Abello Concepcion Regala & Cruz (ACCRA) Law Offices, where his performance was rated Excellent. He was a Founding and Managing Partner of Ubano Ancheta Sianghio & Lozada Law Offices. He obtained his Juris Doctor, with Second Honors and ranked seventh, from the School of Law of the Ateneo de Manila University. He has a degree in AB Economics and has M.A. Education units from the Ateneo de Manila University.

Mishelle Ann R. Rubio-Aguinaldo, Filipino, 31 years old, was appointed/elected as Assistant Corporate Secretary on April 3, 2018. She is presently a Senior Associate of Ancheta & Associates Attorneys-at-Law. She worked as Executive Assistant to the Chief Executive Officer of CAPP and Archipelago Group of Companies and Toyota Alabang, Inc. She was also a Special Investigator II at the Food and Drug Administration. She graduated at the Top Ten of her class at San Beda Alabang School of Law and a degree in BA Political Science at the University of the Philippines.

The disclosed business experience of the above Directors and Officers is for at least the last five years, unless otherwise indicated in their profiles.

Family Relationships

Mr. Dennis Villareal is the father of Mr. James Roy N. Villareal. Other than this, no officers or directors are related within the fourth degree of consanguinity.

Involvement in Certain Legal Proceedings

None of the Directors and Officers were involved in the past five years in any insolvency or bankruptcy proceeding. Neither have they been convicted by final judgment in any criminal proceeding, nor been subject to any order, judgment or decree of competent jurisdiction, permanently enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities, or banking activities, nor found in action by any court or administrative body to have violated a securities or commodity law.

Qualification and Election of Directors

The Parent Company has 11 directors. Under the Corporation Code, each director must be a stockholder of record at the time of election. The directors are elected by a plurality of votes at the annual meeting of the Parent Company each year. At each election of directors, every stockholder has the right to vote, in person or by proxy, the number of shares owned by such stockholder for as many persons as there are directors to be elected or to cumulate such stockholder's votes by giving one candidate as many votes as the number of such directors multiplied by the number of such stockholder's share, or by distributing such votes on the same principle to any number of candidates. Directors so elected hold office until the expiration of their respective terms and until the election and qualification of their respective successors.

Dependence on Certain Key Personnel

Dennis T. Villareal, the Parent Company's President and Chief Executive Officer, has contributed significantly to the overall success of the Group. The loss of his services could, therefore, have an adverse impact on the future performance of the Group.

There is no significant employee or personnel who is not an executive officer but is expected to make a significant contribution to the business of the Group.

Compensation of Directors and Executive Officers

1. Terms and Conditions of Employment Contract, Compensation Plan:

Except for the President and the Executive Director, the Parent Company's other Senior Officers are also regular employees and are similarly remunerated with a compensation package equivalent to thirteen (13) months salary per annum. They also receive whatever year-end gratuity pay the Board extends to the managerial, supervisory, and technical employees of the Parent Company. These terms and conditions are included in the employment contract between the Parent Company and its Senior Officers.

The members of the Board of Directors are elected for a term of one year. They receive annual remuneration in director's fees, in addition to compensation of P25,000.00 per director on a per board or committee meeting participation. Moreover, members of the Board of Directors who perform executive functions are paid additional remuneration.

The aggregate compensation paid or incurred during the last three years and estimated to be paid in the ensuing year to the Parent Company's President and CEO, Executive Director, and four (4) most highly compensated Senior Officers are as follows:

Name & Principal Position	Year	Salary (Pesos)	Bonus (Pesos)	Total
President/CEO, Executive Director, and four (4) most highly compensated Senior Officers	Projected 2020	31,889,237	3,178,790	35,068,027
	Actual 2019	28,647,257	2,841,705	31,488,962
	Actual 2018	29,341,364	2,620,000	31,961,364
	Actual 2017	27,815,087	2,423,900	30,238,987
All Directors and Senior Officers as a group unnamed	Projected 2020	38,317,015	3,178,790	41,495,805
	Actual 2019	35,275,035	2,841,705	38,116,740
	Actual 2018	35,113,586	2,620,000	37,733,586
	Actual 2017	33,306,263	2,423,900	35,730,164

The highest ranked Senior Officers included in the foregoing compensation table are the following:

Mr. Dennis T. Villareal - President and CEO/Director.

Dr. Alberto P. Fenix, Jr. - Executive Director/Director.

Atty. Maria Luz L. Caminero - SVP, Legal/Regulatory Affairs and Compliance Officer.

Mr. Cesar O. Villegas – SVP, Operations and Business Development.

Mr. Jaime M. Balisacan – SVP, Finance and Administration/Treasurer effective Nov. 25, 2019.

Mr. James Roy N. Villareal – Vice President.

In 2019, the incumbent non-executive directors and independent directors of the Parent Company received remuneration in annual director's fees and compensation on a per meeting participation as follows:

Director	Amount
Alfredo L. Henares	₱865,000
Roberto F. de Ocampo	640,000
Enrique L. Benedicto	665,000
Ramon Y. Sy	615,000
Sergio R. Ortiz-Luiz, Jr.	690,000
Kim, Jung-In	455,000
Kim, Taemin	387,500
Yoon, Jong-Ryoon	480,000
Kim, Yong-Uk	580,000
Total	₱5,377,500

2. Other than what is provided under applicable labor laws, there are no compensatory plans or arrangements with executive officers entitling them to receive any sum of money as a result of their resignation, retirement or any other termination of employment, or from a change in control of the Parent Company, or a change in the executive officers' responsibilities following a change in control of the Parent Company. There are no warrants or options outstanding in favor of directors and officers of the Parent Company.

Persons Known to the Registrant to be Directly or Indirectly the Record or Beneficial Owner of More Than 5% of Any Class of the Registrant's Voting Securities

As of March 31, 2020, the following stockholders beneficially own more than 5% of the Parent Company's common shares:

Title of Class	Name and Address of Record Owner and Relationship with the Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number Of Shares	Percent of Class
Common	KEPCO Philippines Holdings, Inc. ¹ 18 th Floor, Citibank Center 8741 Paseo de Roxas, Makati City (Stockholder) ³	KEPCO Philippines Corp. Mr. Kim, Jung-Ju, President & CEO	Korean	568,098,822	37.96%
Common	Intrepid Holdings, Inc. ² 7 th Floor, Citibank Center 8741 Paseo de Roxas, Makati City (Stockholder) ³	Intrepid Holdings, Inc. Mr. Dennis T. Villareal, President	Filipino	321,905,611	21.52%

Common	JAD Holdings, Inc. ² 7 th Floor, Citibank Center 8741 Paseo de Roxas, Makati City (Stockholder) ³	JAD Holdings, Inc. Mr. Dennis T. Villareal , President	Filipino	293,201,397	19.59%
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¹ Mr. Kim, Jung-Ju shall exercise the voting power of KEPCO Philippines Holdings, Inc.

² Mr. Dennis T. Villareal shall exercise the voting power for JAD Holdings, Inc. and Intrepid Holdings, Inc.

³ The above record owners are purely stockholders.

Security Ownership of Management

The following Directors/Management personnel own shares in the Company as of March 31, 2020:

Title of Class	Name of Beneficial Owner	Citizenship	Number of Shares and Nature of Ownership	Percent of Ownership
Common	Dennis T. Villareal	Filipino	6,425,501(d)	0.43 %
Common	Alfredo L. Henares	Filipino	1 (d)	n.m.
Common	Alberto P. Fenix, Jr.	Filipino	855,933 (d)	0.06
Common	Ramon Y. Sy.	Filipino	2 (d)	n.m.
Common	Roberto F. de Ocampo	Filipino	1 (d)	n.m.
Common	Enrique L. Benedicto	Filipino	1 (d)	n.m.
Common	Kim, Jung-In	Korean	1 (d)	n.m.
Common	Yoon, Jong-Ryoon	Korean	1 (d)	n.m.
Common	Kim, Taemin	Korean	1 (d)	n.m.
Common	Sergio R. Ortiz-Luis, Jr.	Filipino	1 (d)	n.m.
Common	Kim, Yong-Uk	Korean	1 (d)	n.m.
Common	Jaime M. Balisacan	Filipino	51,000 (d)	n.m.
Common	Maria Luz L. Caminero	Filipino	137, 098	0.01
Common	Cesar O. Villegas	Filipino	685, 492	0.05
(Forward)				

Title of Class	Name of Beneficial Owner	Citizenship	Number of Shares and Nature of Ownership	Percent of Ownership
Common	James Roy N. Villareal	Filipino	274,196 (d)	0.02.
Common	Remigio Michael A. Ancheta II	Filipino	0	0
Directors and Management personnel as a Group			8,429,230	0.56%

d-direct

n.m.- not material

The above company directors and officers shall hold office for one (1) year until their successors are duly elected and qualified. Such other officers may, from time to time, be appointed by the Board of Directors and shall hold office for such period as the Board of Directors may determine.

Voting Trust Holder/s

The Parent Company is not aware of any existing voting trust agreement involving Parent Company shares.

Change in Control

There are no arrangements that may result in a change in control of the Parent Company during the period covered by this report.

IV. CORPORATE GOVERNANCE

Pursuant to Memorandum Circular No. 15, Series of 2017 issued by the Securities and Exchange Commission (SEC) and SEC Notice dated April 20, 2020, the Parent Company's 2019 Integrated Annual Corporate Governance Report (I-ACGR) will be filed with the SEC on or before July 30, 2020. The Parent Company 2019 IACGR will also be available in the Parent Company's website at www.spcpowergroup.com.

V. SUSTAINABILITY REPORT

As prescribed under Memorandum Circular No. 4, Series of 2019 issued by the Securities and Exchange Commission (SEC), the 2019 Sustainability Report of the Parent Company and its Subsidiaries is attached to this Annual Report as Exhibit 3.

VI. EXHIBITS & SCHEDULES

Exhibits

Exhibit 1- Consolidated Financial Statements of the Parent Company and its Subsidiaries (audited) which comprise the consolidated statements of financial position as at December 31, 2019 and 2018;

and consolidated statements of comprehensive income; consolidated statements of changes in stockholders' equity; consolidated statements of cash flows for each of the three years in the period ended December 31, 2019 and notes to consolidated financial statements.

Exhibit 2- Financial Statements of the Parent Company (audited) which comprise the Parent Company statements of financial position as at December 31, 2019 and 2018; and Parent Company statements of comprehensive income; Parent Company statements of changes in stockholders' equity; Parent Company statements of cash flows for each of the three years in the period ended December 31, 2019; and notes to Parent Company financial statements.

Exhibit 3- 2019 Sustainability Report.

Reports on SEC Form 17-C

The following reports on SEC Form 17-C were filed with SEC/PSE from April 1, 2019 to March 31, 2020:

	Nature/Subject Matter of Disclosure	Date Filed (with SEC)
1.	Submission of report on the resignation of Messrs. Go, Jae-Han; Shin, Dong-Woo; Ahn, Soon-Chan; and Guillermo P. Dabbay, Jr. from the SPC Board and the subsequent election of Messrs. Kim, Jung-In; Kim, Taemin; Yoon, Jong-Ryoon; and Kim, Yong-Uk as their replacement. Submission of report on the approval by the Board of the holding of the Corporation's Annual Stockholders Meeting to May 30, 2019. Submission of report on the declaration of cash dividends in the amount of ₱0.40 per share, for stockholders of record as of April 23, 2019, payable on April 30, 2019.	April 5, 2019
2.	Submission of report on the List of Top 100 stockholders of the Corporation as of May 31, 2019 prepared by Metrobank, our transfer agent.	April 15, 2019
3.	Submission of report on the List of SPC Power Corporation's stockholders and their stockholdings as of May 7, 2019 prepared by Metrobank, our transfer agent.	May 08, 2019
4.	Submission of amended report on the List of SPC Power Corporation's stockholders and their stockholdings as of May 7, 2019 prepared by Metrobank, our transfer agent.	May 14, 2019
5.	Submission of report on SPC Power Corporation's List of stockholders and their stockholdings as of April 30, 2019 prepared by Metrobank, our transfer agent.	May 17, 2019
6.	Submission of report on the Highlights of the Corporation's Annual Stockholders Meeting held on May 30, 2019 in Cebu City: a) Approval of the Minutes of the Annual Stockholders' meeting of May 28, 2018;	May 31, 2019

<p>b) Presentation of the Report of Management; c) Approval of Directors' Fees for calendar year ended December 31, 2018; d) Ratification of past actions taken by the Board of Directors and Officers as of December 31, 2018; e) Election of the Board of Directors: Dennis T. Villareal Alfredo L. Henares Alberto P. Fenix, Jr. Kim, Jung-In Kim, Taemin Yoon, Jong-Ryoon Kim, Yong-Uk Roberto F. de Ocampo - (independent director) Enrique L. Benedicto - (independent director) Ramon Y. Sy - (independent director) Sergio R. Ortiz-Luiz, Jr.- (independent director) f) Appointment of Sycip Gorres Velayo & Co. as external auditors for the CY 2019;</p> <p>Submission of report on the highlights of the Organizational Meeting of the Board of Directors:</p> <p>a) Approval of the minutes of the April 14, 2019 regular meeting of the Board. b) Election of the following board committees and officers of the Corporation for Calendar Year 2019-2020</p> <p><u>Executive Committee:</u></p> <p>Chairman : Alfredo L. Henares Members : Dennis T. Villareal Alberto P. Fenix, Jr. Kim, Jung-In Kim, Yong-Uk</p> <p><u>Audit Committee</u></p> <p>Chairman : Roberto F. de Ocampo Members : Alfredo L. Henares Kim, Yong-Uk Ramon Y. Sy Sergio R. Ortiz-Luis, Jr.</p> <p><u>Corporate Governance Committee</u></p> <p>Chairman : Sergio R. Ortiz-Luis, Jr. Members : Dennis T. Villareal Ramon Y. Sy Enrique L. Benedicto Kim, Yong-Uk</p>	
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	<p><u>Officers:</u></p> <p>Alfredo L. Henares - Chairman of the Board Dennis T. Villareal - President and CEO Alberto P. Fenix, Jr. - Executive Director Maria Luz L. Caminero - Senior Vice President for Legal and Regulatory Affairs/Compliance Officer Cesar O. Villegas - Senior Vice President for Business Development and Commercial Operations Jaime M. Balisacan - Senior Vice President for Finance and Administration James Roy N. Villareral – Vice President Remigio Michael A. Ancheta II – Corporate Secretary Mishelle Anne R. Rubio-Aguinaldo – Assistant Corporate Secretary</p>	
7.	Submission of report on the List of Top 100 SPC Power Corporation stockholders as of June 30, 2019 prepared by Metrobank, our transfer agent.	July 10, 2019
8.	Submission of Report on the List of Top 100 SPC Power Corporation stockholders as of September 30, 2019 prepared by Metrobank, our transfer agent.	October 11, 2019
9.	Submission of report on SPC Power Corporation’s policy on Material Related Party Transactions.	October 28, 2019
10.	Submission of Report on the resignation of Mr. Alfredo L. Henares as Treasurer of the Corporation and the subsequent election of Mr. Jaime M. Balisacan as his replacement. Submission of report on the declaration of cash dividend in the amount of ₱0.70 per share for stockholders of record as of December 10, 2019, payable on December 17, 2019.	November 26, 2019
11.	Submission of Report on the List of SPC Power Corporation’s Stockholders and their stockholdings as of December 10, 2019 prepared by Metrobank, our transfer agent.	December 16, 2019
12.	Submission of Report on the List of SPC Power Corporation’s Top 100 Stockholders as of December 31, 2019 prepared by Metrobank, our transfer agent.	January 09, 2020
13.	Submission of report on the Certification of Record of Attendance of SPC Power Corporation directors for calendar year 2019.	January 10, 2020
14.	Submission of Certification of Independent Directors (Enrique L. Benedicto and Roberto F. de Ocampo).	January 24, 2020
15.	Submission of Certification of Independent Directors (Ramon Y. Sy and Sergio R. Ortiz-Luis, Jr.).	January 30, 2020
16.	Submission of report on the various measures being undertaken by the Corporation to contain the outbreak of coronavirus disease 2019 (COVID-19).	March 16, 2020

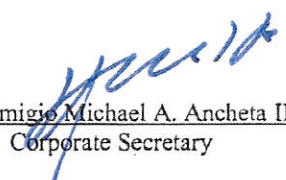
SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 177 of the Revised Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on May __, 2020.


Alfredo L. Henares
 Chairman, Board of Directors


Jaime M. Balisacan
 Senior Vice President/Treasurer


Dennis T. Villareal
 Director, President & CEO

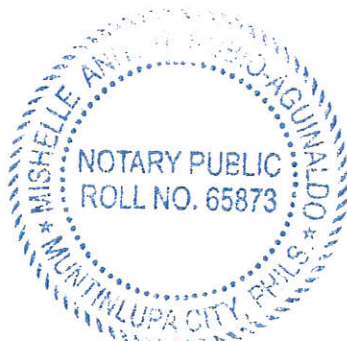

Remigio Michael A. Ancheta II
 Corporate Secretary


MAY 12 2020

SUBSCRIBED AND SWORN to before me this ___ day of May 2020, affiants exhibiting to me their Passports/Residence Certificate, as follows:

<u>Names</u>	<u>Phil. Passport / Residence Certificate</u>	<u>Date of Issue</u>	<u>Place of Issue</u>
Dennis T. Villareal	P8767960A	Sept. 17, 2018	DFA Manila
Alfredo L. Henares	EC6872847	February 29, 2016	DFA NCR East
Jaime M. Balisacan	11008909	January 14, 2020	Cebu City
Remigio Michael A. Ancheta II	P1875411A	February 7, 2017	DFA NCR South

Doc No. 153 ;
 Page No. 37 ;
 Book No. 1 ;
 Series of 2020.




MISHELLE ANNE R. RUBIO-AGUINALDO
 Notary Public for Muntinlupa City
 Appointment No. NC 19-040
 Valid Until 31 December 2020
 Unit 5B Unioil Center Bldg., Acacia Ave.
 Madrigal Business Park, Ayala Alabang
 Muntinlupa City 1780
 Roll of Attorneys No. 65873
 PTR No. MCF 3734669; 01.06.20; Muntinlupa
 IBP Lifetime Roll No. 014910; PPLM
 MCLE Compliance No. VI-0023488; 14 April 2022

COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A	S	0	9	4	0	0	2	3	6	5
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COMPANY NAME

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

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

7	t	h		F	l	o	o	r	,		C	e	b	u		H	o	l	d	i	n	g	s		C	e	n	t	e	
r	,		A	r	c	h	b	i	s	h	o	p		R	e	y	e	s		A	v	e	n	u	e	,	C	e		
b	u		B	u	s	i	n	e	s	s		P	a	r	k	,		C	e	b	u		C	i	t	y				

Form Type

A	A	C	F	S
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Department requiring the report

C	R	M	D
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Secondary License Type, If Applicable

N	/	A
---	---	---

COMPANY INFORMATION

Company's Email Address

www.spcpowergroup.com

Company's Telephone Number

(032) 232-0377

Mobile Number

N/A

No. of Stockholders

775

Annual Meeting (Month / Day)

06/25

Fiscal Year (Month / Day)

12/31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Jaime M. Balisacan

Email Address

jmbalisacan@spcpower.com

Telephone Number/s

(032) 232-0377

Mobile Number

(0917) 3231469

CONTACT PERSON'S ADDRESS

7th Floor, Cebu Holdings Center, Archbishop Reyes Avenue, Cebu Business Park, Cebu 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.



**SPC POWER CORPORATION AND SUBSIDIARIES
INDEX TO THE CONSOLIDATED FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULES
SEC FORM 17-A**

	<u>Page</u>
CONSOLIDATED FINANCIAL STATEMENTS	
Statement of Management’s Responsibility for Financial Statements	2
Independent Auditor’s Report	3–8
Consolidated Statements of Financial Position as at December 31, 2019 and 2018	9–10
Consolidated Statements of Comprehensive Income for the years ended December 31, 2019, 2018 and 2017	11
Consolidated Statements of Changes in Equity for the years ended December 31, 2019, 2018 and 2017	12
Consolidated Statements of Cash Flows for the years ended December 31, 2019, 2018 and 2017	13–14
Notes to Consolidated Financial Statements	1–73
SUPPLEMENTARY SCHEDULES	
Independent Auditor’s Report on Supplementary Schedules:	1
A. Financial Assets	2
B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related parties)	3
C. Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	4
D. Long-Term Debt	5
E. Indebtedness to Related Parties	6
F. Guarantees of Securities of Other Issuers	7
G. Capital Stock	8
Schedule of Retained Earnings Available for Dividend Declaration	9
Independent Auditor’s Report on Components of Financial Soundness Indicators	10
Schedule of Financial Soundness Indicators	11–12
Map of the Relationships of the Companies within the Group	13

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Mindanao Avenue corner
Biliran Road
Cebu Business Park
Cebu City
6000 Cebu, Philippines

Tel: (032) 266 2947 to 49
Fax: (032) 266 2313
ey.com.ph

BOA/PRC Reg. No. 0001
October 4, 2013, valid until August 24, 2021
SEC Accreditation No. 0012-FR-5 (Group A),
November 6, 2018, valid until November 5, 2021

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and the Stockholders
SPC Power Corporation
7th Floor, Cebu Holdings Center
Archbishop Reyes Avenue, Cebu Business Park
Cebu City

Opinion

We have audited the consolidated financial statements of SPC Power Corporation and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2019 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

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

Key Audit Matters

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



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

Revenue recognition from distribution of power

The Group's revenue from the distribution of power arises from its service contracts to a large number of customers consisting of commercial, residential, government institutions and other customers located within the Group's franchise area. Revenues from distribution of power amounted to ₱1,194.1 million, representing 43% of the total revenue in 2019. This matter is significant to our audit because the revenue recognized depends on the completeness of the electric consumption captured based on meter readings over the franchise area, as obtained on various meter reading dates; the propriety of the rates, computed and applied based on the Energy Regulatory Commission (ERC)-approved formulae, which vary depending on the types of customers; and the reliability of the billing system in processing transactions. Disclosures related to this matter are provided in Notes 3 and 23 to the consolidated financial statements.

Audit response

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

Accounting for investments in significant associates

The Group owns 40% both of KEPCO SPC Power Corporation (KSPC) and Mactan Electric Company, Inc. (MECO). As discussed in Note 10 to the consolidated financial statements, the Group's investments in these associates are accounted for under the equity method. As of December 31, 2019, the investments in these associates amounted to ₱5.9 billion (representing 54% of the Group's consolidated total assets), and the Group's equity in net earnings from these associates for the year then ended amounted to ₱1.3 billion (representing 73% of the Group's consolidated net income). The accounting for these investments is significant to our audit because of the substantial amount of the Group's investments and equity in net earnings from these associates. Further, the Group's share in the net earnings of MECO is significantly affected by MECO's revenue recognition arising from its service contracts to various customers located within its franchise area. The recognition of such revenue depends on the completeness of the electric consumption captured based on meter readings conducted on various dates over the franchise area; the propriety of the rates, computed and applied based on the ERC-approved formulae, which vary depending on the types of customers; and the reliability of the billing system in processing transactions. MECO is audited by other auditors.



Audit response

We obtained an understanding of the Group's process in recognizing the equity in net earnings of associates, including the understanding of its business transactions. We obtained the financial information of KSPC and MECO and recomputed the Group's equity in net earnings for the year ended December 31, 2019. In addition, our audit procedures included, among others, coordinating and instructing the other auditors to perform an audit on the relevant financial information of MECO for the purpose of the Group's consolidated financial statements. We discussed the risk assessment and audit strategy of the other auditors, as well as any significant developments in MECO.

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

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2019, 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, 2019 are expected to be made available to us after the date of this auditor's report.

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

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

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

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



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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.



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

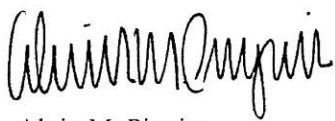
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Alvin M. Pinpin.

SYCIP GORRES VELAYO & CO.



Alvin M. Pinpin

Partner

CPA Certificate No. 94303

SEC Accreditation No. 0781-AR-3 (Group A),

April 3, 2018, valid until April 2, 2021

Tax Identification No. 198-819-157

BIR Accreditation No. 08-001998-70-2018,

February 26, 2018, valid until February 25, 2021

PTR No. 8125280, January 7, 2020, Makati City

May 7, 2020



SPC POWER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2019	2018
ASSETS		
Current Assets		
Cash and cash equivalents (Note 6)	₱3,227,403,650	₱2,937,042,859
Trade and other receivables (Notes 7 and 29)	417,223,875	436,639,425
Due from related parties (Note 5)	1,673,605	16,810,651
Materials and supplies (Note 8)	378,365,129	350,071,594
Prepayments and other current assets (Notes 9 and 29)	81,543,758	94,295,423
Total Current Assets	4,106,210,017	3,834,859,952
Noncurrent Assets Held for Sale (Note 11)	–	18,213,000
Noncurrent Assets		
Investments in associates (Note 10)	5,949,330,471	6,036,937,436
Property, plant and equipment (Note 11)	793,752,516	781,201,721
Deferred income tax assets - net (Note 25)	31,196,068	27,349,369
Net pension asset (Note 17)	–	1,407,927
Other noncurrent assets (Notes 12 and 29)	215,213,331	244,615,594
Total Noncurrent Assets	6,989,492,386	7,091,512,047
TOTAL ASSETS	₱11,095,702,403	₱10,944,584,999
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Notes 14 and 29)	₱486,047,993	₱489,984,581
Due to related parties (Note 5)	605,080	586,700
Income tax payable	33,237,796	31,951,991
Current portion of lease liabilities (Note 30)	5,356,648	–
Dividends payable (Note 18)	–	849,987
Total Current Liabilities	525,247,517	523,373,259
Liabilities Directly Associated with Noncurrent Assets Held for Sale (Notes 11 and 16)	–	2,234,000
Noncurrent Liabilities		
Customers' deposits (Note 15)	149,096,391	132,093,513
Asset retirement obligation (ARO) (Note 16)	81,430,397	60,975,535
Net pension liabilities (Note 17)	26,430,161	18,472,143
Lease liabilities - net of current portion (Note 30)	5,130,633	–
Other noncurrent liability (Note 29)	145,967,292	182,765,769
Total Noncurrent Liabilities	408,054,874	394,306,960
Total Liabilities	933,302,391	919,914,219

(Forward)



	December 31	
	2019	2018
Equity Attributable to Equity Holders of the Parent		
Capital stock - ₱1 par value (Note 18)		
Authorized - 2,000,000,000 shares		
Issued - 1,569,491,900 shares	₱1,569,491,900	₱1,569,491,900
Additional paid-in capital	86,810,752	86,810,752
Retained earnings (Note 18):		
Appropriated for future expansion projects	2,800,000,000	1,500,000,000
Unappropriated	5,677,177,016	6,841,355,868
Other comprehensive income:		
Remeasurement of employee benefits	298,265	5,779,181
Net unrealized valuation gains on financial asset at fair value through other comprehensive income (FVOCI) (Note 12)	5,650,000	4,850,000
Share in remeasurement of employee benefits of associates	(2,154,261)	898,119
Treasury stock at cost - 72,940,097 shares	(131,008,174)	(131,008,174)
Equity attributable to equity holders of the Parent	10,006,265,498	9,878,177,646
Equity attributable to Non-controlling Interests (Note 18)	156,134,514	146,493,134
Total Equity	10,162,400,012	10,024,670,780
TOTAL LIABILITIES AND EQUITY	₱11,095,702,403	₱10,944,584,999

See accompanying Notes to Consolidated Financial Statements.

