



Notice of Annual Stockholders' Meeting

Notice is hereby given that the Annual Stockholders Meeting will be held on **Friday, June 27, 2025 at 8:30** in the morning.

The agenda for the said meeting shall be as follows:

1. Call to Order
2. Secretary's Proof of Due Notice of the Meeting and Determination of Quorum
3. Approval of the Minutes of the Stockholders' Meeting held on June 20, 2024
4. Management's Report
5. Ratification of Acts of the Board of Directors and Management During the Previous Year
6. Election of Directors (including Independent Directors)
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

A brief explanation of the agenda item which requires stockholders' approval is provided herein. The Information Statement, Management Report, SEC Form 17A will be uploaded to the Corporation's website <https://www.shakeysgroup.ph/> and PSE EDGE.

The record date for the determination of the shareholders entitled to vote at said meeting is on **May 9, 2025**.

Stockholders may attend the meeting and vote via remote communication only.

Stockholders should pre-register at this link:

<https://www.shakeysgroup.ph/ir/register> from **May 29, 2025 to June 3, 2025**.

Upon registration, Stockholders shall be asked to provide the information and upload the documents listed below (the file size should be no larger than 5MB):

A. For individual Stockholders:

1. Email address
2. First and Last Name
3. Address
4. Mobile Number
5. Current photograph of the Stockholder, with the face fully visible
6. Stock Certificate Number and number of shares held by the stockholder
7. Valid government-issued ID
8. For Stockholders with joint accounts: A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account

B. For corporate/organizational Stockholders:

1. Email address
2. Name of stockholder
3. Address

4. Mobile Number
5. Phone Number
6. Stock certificate number and number of shares held by the stockholder
7. Current photograph of the individual authorized to cast the vote for the account (the "Authorized Voter")
8. Valid government-issued ID of the Authorized Voter
9. A scanned copy of the Secretary's Certificate or other valid authorization in favor of the Authorized Voter

Stockholders who will join by proxy shall download, fill out and sign the proxy found in <https://www.shakeysgroup.ph/ir/register>. Deadline to submit proxy forms is **on June 17, 2025**.

All registrations shall be validated by the Corporate Secretary in coordination with the Stock Agent. Successful registrants will receive an electronic invitation via email with a complete guide on how to join the meeting and how to cast votes.

Only stockholders of record as of the close of business on **May 9, 2025** are entitled to notice and to vote at the meeting.

Sgd.
MARIA ROSARIO L. YBANEZ
Corporate Secretary

EXPLANATION OF AGENDA ITEMS

Proof of notice and determination of quorum

The Corporation has established a designated website in order to facilitate the registration of and voting in absentia by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication and votes by proxy shall be deemed present for purposes of quorum.

The Corporate Secretary will certify the date the notice of the meeting was published as required by the Securities and Exchange Commission Notice on Alternative Mode of Distributing and Providing Copies of the Notice, Information Statement, Management Report, SEC Form 17-A dated April 30, 2025.

The Corporate Secretary will further certify the existence of a quorum. For purposes of quorum, only the following Stockholders shall be counted as present:

- A. Stockholders who have registered and voted on the website for voting *in absentia* before the cut off time;
- B. Stockholders who have sent their proxies via registration on the website; or
- C. Stockholders who have sent their proxies via electronic mail to the Stock Transfer Agent by June 17, 2025.

A majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

The complete guidelines for voting in absentia are found on the Attached Appendix 1.

Approval of minutes of previous meeting

The minutes of the meeting held on June 20, 2024 are posted at the Corporation's website, <https://www.shakeysgroup.ph/>

Annual Management Report

The President and CEO, Mr. Vicente L. Gregorio, will deliver a report to the stockholders on the performance of the Corporation in 2024 and the outlook for 2025. The financial statements as of December 31, 2024 (FS) will be incorporated in the Information Statement.

Copies of the Management Report and SEC Form 17-A will be uploaded to the Corporation's Website at <https://www.shakeysgroup.ph/> and PSE EDGE under Shakey's Pizza Asia Ventures Inc. Company Disclosures.

Election of directors (including the independent directors)

Each stockholder entitled to vote may cast the votes to which the number of shares he owns entitles him, for as many persons as there are to be elected as directors, or he may give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of Directors to be elected. The nine nominees receiving the highest number of votes will be declared elected as directors of the Corporation.

Please refer to the attached Appendix 1 for the complete guidelines on voting. Please refer to the attached Appendices 4, 5, and 6 for the Independent Director Nominees' Certifications.

Election of external auditor and fixing of its remuneration

The profile of the external auditor will be provided in the Information Statement for examination by the stockholders.

A resolution for the election of the external auditor will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the voting stock present at the meeting.

Consideration of such other business as may properly come before the meeting

The Chairman will answer questions on matters concerning the Agenda, the Information Statement and the Management Report sent via the voting website.

PROXY

The undersigned stockholder of **SHAKEY'S PIZZA ASIA VENTURES INC.** (the "Corporation") hereby appoints the Chairman, Christopher Paulus Nicholas T. Po, as *attorney-in-fact* and *proxy*, to represent and vote all shares registered in his/her/its name at the annual meeting of stockholders of the Corporation on June 20, 2024 and at any of the adjournments thereof for the purpose of acting on the following matters:

- | | |
|--|---|
| 1. Approval of minutes of previous meeting
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain | 5. Election of SGV & Co. as the independent auditor and fixing of its remuneration
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain |
| 2. Annual Report
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain | 6. Amendment of Article V Section 5.03 and Article V Section 5.06 of the Amended By-laws of the Corporation
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain |
| 3. Ratification of the acts of the Board of Directors and Officers
<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain | 7. At his/her discretion, the proxy named above is authorized to vote upon such other matters as may properly come before the meeting
<input type="checkbox"/> Yes <input type="checkbox"/> No |

4. Election of Directors

No. of Votes

Christopher Paulus Nicholas
T. Po

Ricardo Gabriel T. Po

Teodoro Alexander T. Po

Leonardo Arthur T. Po

Vicente L. Gregorio

Lance Y. Gokongwei

PRINTED NAME OF STOCKHOLDER

NUMBER OF SHARES

Independent Directors:

Frances J. Yu

Regina Roberta L. Lorenzana

Kristine Romano

SIGNATURE OF STOCKHOLDER/
AUTHORIZED SIGNATORY

DATE

THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE **5:00PM ON June 17, 2025** via <https://www.shakeysgroup.ph/ir/register>. A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY THE CHAIRMAN.

NOTARIZATION OF THIS PROXY IS NOT REQUIRED.



CERTIFICATE

I, **MARIA ROSARIO L. YBANEZ**, of legal age, Filipino, with office address at the 7th Floor Centerpoint Building, Julia Vargas Avenue corner Garnet Road, Ortigas Center, Pasig City, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of Shakey's Pizza Asia Ventures Inc. (the "Corporation") with principal office address at 15Km East Service Road corner Marian Road 2, Barangay San Martin de Porres, Paranaque City.
2. There are no directors, independent directors or officers of the Corporation who are currently appointed in any government agency or is an employee of any government agency.

Sgd.

MARIA ROSARIO L. YBANEZ
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS
INFORMATION STATEMENT OF SHAKEY'S PIZZA ASIA VENTURES INC.
PURSUANT TO SECTION 20 OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
[**x**] Preliminary Information Statement
[] Definitive Information Statement
2. Name of Registrant as specified in its charter: **Shakey's Pizza Asia Ventures Inc.**
3. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number: **54666**
5. BIR Tax Identification Code: **000-163-396**
6. **15 Km East Service Rd., Brgy. San Martin De Porres, Parañaque City** **1700**
Address of principal office Postal Code
7. Registrant's telephone number, including area code: **(632) 8742-5397**
8. Date, time and place of the meeting of security holders

Date : June 27, 2025
Time : 8:30 AM

Via Remote communication
Stockholders should pre-register at this link:
<https://www.shakeysgroup.ph/ir/register> from **May 29, 2025 to June 3, 2025**
9. Approximate date on which the Information Statement is first published: **on or before May 27 and 28, 2025 through publication in two (2) newspapers of general circulation**
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock
Common Shares	1,683,760,178

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

Yes / No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

Main Board of The Philippine Stock Exchange, Inc., Common Shares

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A. GENERAL INFORMATION

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

(a) Date, Time, and Place of Meeting:

Date:	June 27, 2025
Time:	8:30 AM

(b) Online web addresses/URLs

- For participation by remote communication:
- <https://www.shakeysgroup.ph/ir/register>
- For voting *in absentia*:
- <https://www.shakeysgroup.ph/ir/register>

(c) Complete Mailing Address of Principal Office:

15 Km East Service Road corner Marian Road 2, Barangay San Martin De Porres,
Parañaque City 1700

Approximate date when the Information Statement is to be published: **May 27 and 28, 2025 through publication on the Corporation's website and two newspapers of general circulation.**

Item 2. *Dissenters' Right of Appraisal*

Under Section 80, Title X of the Revised Corporation Code of the Philippines ("Revised Corporation Code"), a stockholder shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

- (a) In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- (c) In case of merger or consolidation; and
- (d) In case of investment of corporate funds for any purpose other than the primary purpose of the Corporation.

No matters or actions that may give rise to a possible exercise by stockholders of their appraisal rights will be taken up at the meeting.

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

No director, nominee for election as director, associate of the nominee, or executive officer of the Corporation at any time since the beginning of the last fiscal year has had any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election to office.

None of the incumbent directors has informed the Corporation in writing of an intention to oppose any action to be taken by the Corporation at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. *Voting Securities and Principal Holders Thereof:*

(a) Voting Securities:

Number of Shares Outstanding as of March 31, 2025: 1,683,760,178 Common Shares
Number of Votes entitled: One (1) vote per share

(b) Record Date:

All stockholders of record at the close of business on May 9, 2025 are entitled to notice and to vote at the Annual Stockholders' Meeting.

(c) Election of Directors and Voting Rights

Each stockholder may vote such number of shares for as many persons as there are directors to be elected. To be clear, if there are nine (9) directors to be elected, each voting share is entitled to nine (9) votes. The stockholder may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many nominees as he shall see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.

See Appendix 1 on complete guidelines on voting.

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

(1) Security Ownership of Certain Record and Beneficial Owners

As of March 31, 2025, the following were owners of more than 5% of the Corporation's outstanding shares:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Number of Shares Held	% to Total Outstanding
Common	Century Pacific Group, Inc./7F Centerpoint Building, Julia Vargas Avenue, Ortigas Center, Pasig City/ Stockholder of Record	Ricardo Gabriel T. Po, Vice Chairman Christopher Paulus Nicholas T. Po, Chairman Teodoro Alexander T. Po, Vice Chairman Leonardo T. Po, Director	Filipino	1,074,069,388	63.78%*
Common	PCD Nominee Corp. (Non- Filipino) / The Enterprise Center, Ayala Avenue corner Paseo de Roxas,	Please see PDTC Report as of March 31, 2025 attached as Appendix 2.	Non-Filipino	150,404,771	8.9%

	Makati City / Stockholder of Record				
Common	PCD Nominee Corp. (Filipino) / The Enterprise Center, Ayala Avenue corner Paseo de Roxas, Makati City / Stockholder of Record	Please see PDTC Report as of March 31, 2025 attached as Appendix 2.	Filipino	638,235,144	37.90%

* Century Pacific Group, Inc. owns 836,445,141 shares of the Corporation in its own name and another 237,624,247 shares of the Corporation lodged under PCD Nominee Corp. (Filipino).

There are no voting trust shares or shares issued pursuant to a Voting Trust Agreement registered with the Corporation nor has there been any change in control of the Corporation. The Corporation is also not aware of any contractual arrangement or otherwise between its shareholders and/or third parties, which may result in change in control.

(2) Security Ownership of the Board of Directors and Senior Management

The following are the number of shares owned of record by the directors and key officers of the Corporation, and nominees for election as director as of March 31, 2025:

Title of Class	Name of Beneficial Owner	Citizenship	Amount and Beneficial Ownership	
			Direct shares	Indirect shares
Common	Ricardo Gabriel T. Po	Filipino	1	2,646,123
Common	Teodoro Alexander T. Po	Filipino	1	357,141,088
Common	Christopher Paulus Nicholas T. Po	Filipino	1	357,141,088
Common	Leonardo Arthur T. Po	Filipino	1	357,141,088
Common	Vicente L. Gregorio	Filipino	2,737,989	-
Common	Fernan Victor P. Lukban	Filipino	95,001	-
Common	Paulo L. Campos III	Filipino	1	89,000
Common	Frances J. Yu	Filipino	1	-
Common	Lance Y. Gokongwei	Filipino	100	-
Common	Jose Arnold T. Alvero	Filipino	75,555	-
Common	Alois Brielbeck	Filipino	359,600	-
Common	Kellda M. Centeno	Filipino	-	-
Common	Jorge Maria Q. Concepcion	American and Filipino	649,245	-
Common	Manuel T. Del Barrio	Filipino	210,342	-
Common	Darel G. Pallesco	Filipino	-	-
Common	Maria Elma C. Santos	Filipino	-	-
Common	Oliver Angelo C. Sicam	Filipino	56,300	-
Common	Yiow Leong Tan	Singaporean	-	-
Common	Gilbert L. Tolentino	Filipino	-	-
Common	Rommel Turbanos	Filipino	-	-
Common	Myrose April C. Victor	Filipino	5,000	-

Common	Maria Rosario L. Ybanez	Filipino	-	-
TOTAL			4,189,138	1,074,158,388

Item 5. *Directors and Executive Officers*

(1) Directors and Officers

The overall management and supervision of the Corporation is undertaken by the Corporation's Board of Directors. The Corporation's executive officers and management team cooperate with its Board by preparing appropriate information and documents concerning the Corporation's business operations, financial condition and results of operations for its review. Pursuant to the Corporation's amended articles of incorporation, the Corporation's board of directors shall consist of nine (9) members, of whom three (3) are independent directors.

The table below sets forth each member of the board of directors as of March 31, 2025:

Name	Age	Nationality	Position
Christopher Paulus Nicholas T. Po	53	Filipino	Chairman
Ricardo Gabriel T. Po	56	Filipino	Vice Chairman
Teodoro Alexander T. Po	54	Filipino	Vice Chairman
Leonardo Arthur T. Po	46	Filipino	Member
Paulo L. Campos III	41	Filipino	Independent Director
Vicente L. Gregorio	59	Filipino	Member
Lance Y. Gokongwei	58	Filipino	Director
Fernan Victor P. Lukban	64	Filipino	Independent Director
Frances J. Yu	55	Filipino	Independent Director

Christopher T. Po (first elected October 5, 2016) was re-elected as the Corporation's Chairman on June 20, 2024. He concurrently serves as the Executive Chairman of Century Pacific Food, Inc (CPFI) and as a Director of Arthaland Corporation (ALCO), a property developer listed on the PSE. He is an independent director of Maya Bank, Inc. and a director of AB Capital and Investment Corporation. Prior to those roles, he was Managing Director for Guggenheim Partners, a U.S. financial services firm where he was in charge of the firm's Hong Kong office. Previously, he was a Management Consultant at McKinsey & Company working with companies in the Asian region. He also worked as the Head of Corporate Planning for JG Summit Holdings, a Philippine-based conglomerate with interests in food, real estate, telecom, airlines and retail. He graduated in 1991 from the Wharton School and College of Engineering of the University of Pennsylvania with dual degrees in Economics (finance concentration) and applied science (system engineering). He holds a Master's Degree in Business Administration from the Harvard University Graduate School of Business Administration. He is a member of the Board of Trustees of the Ateneo de Manila University, serves as a Board member of the Child Protection Network as well as Asia Society Philippines, and is the President of the CPG-RSPo Foundation.

Ricardo Gabriel T. Po, Jr. (first elected October 5, 2016) was re-elected as the Corporation's Vice Chairman on June 20, 2024. He concurrently serves as Vice Chairman of Century Pacific Food, Inc. (CPFI) and as Vice Chairman of Arthaland Corporation (ALCO). He was the Executive Vice President and Chief Operations Officer of from 1990 to 2006 and became the Vice Chairman of its Board of Directors in 2006. He graduated magna cum laude from Boston University with a Bachelor of Science degree in Business Management in 1990. He also completed the Executive Education Program (Owner-President Management Program) at Harvard Business School in 2000.

Teodoro Alexander T. Po, (first elected October 5, 2016) was re-elected as the Corporation's Vice Chairman on June 20, 2024. He concurrently serves as Vice Chairman, President and Chief Executive Officer of Century Pacific Food, Inc. (CPFI). He is also a Member of the board of directors of CPG. Since 1990, he has held various positions in CPG. He graduated summa cum laude from Boston University with a Bachelor of Science degree in Manufacturing Engineering in 1990. He also completed the Executive Education Program (Owner-President Management Program) at Harvard Business School.

Leonardo Arthur T. Po, (first elected October 5, 2016) was re-elected as the Corporation's Director and Treasurer on June 20, 2024 and concurrently serves as the Director and Treasurer of Century Pacific Food, Inc. (CPFI) and President of Pacifica Homes Development Corporation (PHDC). He graduated magna cum laude from Boston University with a degree in Business Administration and has extensive and solid business development experience in consumer marketing, finance and operations of fast-moving consumer goods (FMCG), foodservice, quick-serve restaurants, and real estate development. He also completed the Executive Education Program (Owner-President Management Program) at Harvard Business School in November 2023.

Paulo L. Campos III, (first elected October 14, 2016) was re-elected as the Corporation's director on June 20, 2023. Mr. Campos is the Founding Managing General Partner of Kaya Founders, an early stage venture capital firm that invests in the next generation of high impact entrepreneurs in the Philippines and across Southeast Asia. The fund has over a billion pesos in assets under management and has made over 40 investments to date in startups ranging from e-commerce, logistics, healthcare, fintech, B2B SaaS, and a number of other technology sectors. Paulo is also the Co-Founder of ZALORA Philippines, having founded the company in late-2011 after seeing the opportunity to take advantage of the emerging e-commerce industry in the country. He was the CEO of the business for over a decade until late-2021 - including during the strategic investment by the Ayala group of companies in 2016 and the IPO of its parent company on the Frankfurt Stock Exchange in July 2019 - and currently serves on its Board of Directors. He also serves on the Board of Shakey's Pizza Asia Ventures Inc and on the Advisory Board of the social enterprise Generation HOPE, and he plays an active role in a number of other advocacies and socio-civic organizations promoting the economic development of the Philippines. Paulo holds an MBA from Harvard Business School and graduated *magna cum laude* from Princeton University with a degree from the Princeton School of Public and International Affairs.

Vicente L. Gregorio, (first elected October 5, 2016) was re-elected as the Corporation's director on June 20, 2024. Mr. Gregorio has also been the Corporation's President and Chief Executive Officer since March 2013. He has more than 30 of experience in the food business, previously serving as Operations Director in various food service companies prior to assuming the position of Executive Vice President and Chief Operations Officer of the Corporation in February 2003. He also currently serves as a member of the board of the Philippine Franchise Association, Cavallino, Inc., Don Bosco Technical College, Bosconian International Chamber of Commerce, and Plan Master Insurance and Financial Services, Inc. Mr. Vicente Gregorio graduated from Central Colleges of the Philippines with a degree in Bachelor of Science in Electrical Engineering and has earned units in the Business Administration Master's program of the Graduate School of Business at Ateneo de Manila University.

Lance Y. Gokongwei (first elected July 15, 2021) was re-elected as the Corporation's Director on June 20, 2024. Mr. Gokongwei is the President and Chief Executive Officer of JG Summit Holdings Inc., and the Chairman of Cebu Air, Inc., Universal Robina Corporation, and JG Summit Olefins Corporation. Effective February 1, 2025, he assumed the role of Chairman of Robinsons Land Corporation and, as of January 1, 2025, serves as a Board Adviser of Robinsons Retail Holdings, Inc. He is a Director and Vice Chairman of Manila Electric Company, Vice Chairman of Maxicare Corporation and a member of the Advisory Council of Bank of the Philippine Islands since April

2023. He is also a Director of RL Commercial REIT, Inc., Altus Property Ventures, Inc., Oriental Petroleum and Minerals Corporation, Singapore Land Group Limited, AB Capital and Investment Corporation, and SP New Energy Corporation. He is a Trustee and the Chairman of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.

Fernan Victor P. Lukban, (first elected October 14, 2016) was re-elected as the Corporation's Lead Independent Director on June 20, 2023. He concurrently serves as a Director of Central Azucarera de Tarlac, Inc. (CAT). He is a highly regarded consultant in family business, strategy, entrepreneurship, and governance. He is active in Base of the Pyramid initiatives all over the Philippines and helps professionalize Boards throughout the country. He holds undergraduate degrees in engineering (Industrial Management - Mechanical from De La Salle University, Manila) and graduate degrees in economics (MSc in Industrial Economics from the Center for Research & Communication, now University of Asia & the Pacific) and in business (MBA from IESE Barcelona, Spain). He spent much of his early professional years in academia, helping establish the University of Asia & the Pacific where he currently participates as a consultant, mentor, and guest lecturer. He is a founding fellow of the Institute of Corporate Directors.

Frances J. Yu, (first elected August 16, 2018) was re-elected as the Corporation's Independent Director on June 20, 2024. She concurrently serves as an Independent Director of Century Pacific Food, Inc. She was previously the Chief Retail Strategist of Mansmith and Fielders, Inc., the largest marketing and sales training company in the Philippines. Prior to this, she was the Vice President and Business Unit Head of Rustan's Supermarket and the Vice President and Head of Marketing Operations for Rustan's Supercenters, Inc. She founded FJY Consulting, Inc., a corporate marketing and management consulting company which she managed as President. She was also the Vice President and General Manager of a marketing research and consulting firm catering to the top 500 corporations in several sectors. From 2003 to 2005, she served as the Chairperson for the National Retail Conference and Stores Asia Expo (NRCE) Programs Committee of the Philippine Retailers Association. She graduated summa cum laude from Fordham University, New York with a Bachelor of Arts degree in English Literature. She graduated magna cum laude from Augustine Institute in Denver, with a Master's Degree in Theology.

The following table summarizes the directorships held by members of the Corporation's board of directors in companies listed in the PSE.

Name	Listed Corporation	Type of Directorship
Christopher Paulus Nicholas T. Po	Century Pacific Food, Inc. Arthaland Corporation	Executive Non-Executive
Ricardo Gabriel T. Po	Century Pacific Food, Inc. Arthaland Corporation IP E-Game Ventures Inc.	Non-Executive Non-Executive Non-Executive
Teodoro Alexander T. Po	Century Pacific Food, Inc.	Non-Executive
Leonardo Arthur T. Po	Century Pacific Food, Inc.	Executive
Vicente L. Gregorio	N/A	N/A
Lance Y. Gokongwei	JG Holdings Inc. Universal Robina Corp. Robinsons Retail Holdings, Inc. Robinsons Land Corporation Altus Property Ventures, Inc. Cebu Air, Inc. Manila Electric Company Oriental Petroleum and Minerals Corporation	Executive

Fernan Victor P. Lukban	Central Azucarera de Tarlac, Inc.	Non-Executive
Paulo L. Campos III	N/A	N/A
Frances J. Yu	Century Pacific Food, Inc.	Independent

The table below sets forth the key executive and corporate officers as of March 31, 2025:

Name	Age	Nationality	Position
Jose Arnold T. Alvero	62	Filipino	Chief Operating Officer and Business Unit Head of Potato Corner
Kiran Yadav Amin	53	Indian	Chief Technology Officer
Alois Brielbeck	64	German	General Manager (commissary)
Karina Kellda M. Centeno	40	Filipino	Group Director for Digital, Loyalty and Delivery
Jorge Maria Q. Concepcion	69	American and Filipino	Shakey's Chief Operating Officer
Manuel T. Del Barrio	61	Filipino	Vice-President and Chief Financial Officer
Charmaine Jodi R. Go	41	Filipino	Group Director for Marketing
Vicente L. Gregorio	59	Filipino	President and Chief Executive Officer
Darel G. Pallesco	39	Filipino	Chief Audit Executive
Leonardo Arthur T. Po	47	Filipino	Treasurer
Maria Elma C. Santos	49	Filipino	Chief Human Resources Officer
Oliver Angelo C. Sicam	46	Filipino	Shakey's General Manager
Gilbert L. Tolentino	54	Filipino	Corporate Business Development Head
Rommel M. Turbanos	54	Filipino	Peri Peri General Manager and Head of Emerging Business
Yiow L. Tan	51	Singaporean	Group Director for International
Myrose April C. Victor	40	Filipino	Investor Relations Head
Maria Rosario L. Ybanez	49	Filipino	Corporate Secretary

Jose Arnold T. Alvero was re-appointed as the Corporation's Chief Operating Officer and Business Unit Head of Potato Corner on June 20, 2024. He is a hospitality professional with more than 35 years of transnational experience in Hotel Operations, Restaurant General Management, Franchising, Business Development, Guest Service Management, and Strategic Planning. Prior to his new appointment, he was the Business Unit GM for Franchised Store Operations as well as Director for Franchise and Business Development where he led the store network expansion & growth of Shakey's Philippines outside of Metro Manila and developed the Franchise ACE program for its esteemed franchisees. Previous to that, he was Planning and Business Development Director of Shakey's Philippines wherein he strengthened the brand's Countrywide Development Plan and steered the Corporation's Business Development team. Before joining Shakey's Philippines, he was the Corporate Franchising and Channel Development Head of One Food Group and oversaw the development of the Tokyo Tokyo and Mister Donut franchising programs. Before that, he also served as Regional Business Unit (RBU) General Manager for both Company-Owned and Franchised stores for Mister Donut. He also had stints in Red Ribbon Bakeshop, Inc, McDonald's Philippines, The Palace Hotel, Beijing, and The Mandarin Oriental, Manila in various managerial capacities in Operations and Guest Services early in his career. Jose is a graduate of the University of the Philippines where he finished a B.S. Hotel and Restaurant degree, cum laude.

Kiran Yadav Amin was appointed as Chief Technology Officer on September 2, 2024. Mr. Amin brings unparalleled expertise in digital transformation, ERP systems, and IT infrastructure management. His leadership roles, most recently as Head of IT at Newtrends, International Corp., he has spearheaded innovative technology initiatives across manufacturing, retail, and luxury

goods sectors. Mr. Amin completed his MBA in Operations from ITM Kargar, India and graduated from Allahabad University, India with a degree in Bachelor of Science in Physics.

Alois Brielbeck, has been the General Manager of the Corporation's in-house Commissary since October 2005. He moved to the Philippines in February 2000 as the Chief Operating Officer for Culinary Systems Specialists Inc., a company involved in the production of bakery products to both local and export markets. He has held key positions in pastry kitchens in Hong Kong and Tokyo, Japan before moving to the Philippines. Mr. Alois Brielbeck is a fully-qualified Baker with a Baker Master Diploma from the Master School of Lochham in Munich, Germany.

Karina Kelda M. Centeno, was re-appointed as the Corporation's Group Director for Digital, Loyalty and Delivery on June 20, 2024. Ms. Centeno joined Shakey's in March 2020 as the Delivery Business Unit Head providing leadership in all aspects of the Shakey's Delivery Business Unit. Ms. Centeno served as Chief Operating Officer of Storm Technologies prior to joining SPAVI and has 15 years of leadership roles in various companies which includes Unilever Philippines. She was also the co-owner/co-founder of a Filipino restaurant group franchise where she plays a key role in the business expansion plans. Ms. Centeno graduated Magna cum laude with a bachelor's degree in Management at the Ateneo de Manila University.

Jorge Maria Q. Concepcion, was re-appointed as Shakey's Chief Operating Officer on June 20, 2024. He has been the Corporation's General Manager since his repatriation from the US in 2014. He previously held the position of Executive Vice-President & General Manager in Gallo Giro (a Mexican restaurant chain in California), Red Ribbon Bakeshop, Inc. (US and the Philippines) and Goldilocks Corp. of California. Before entering the foodservice retail industry, Mr. Concepcion started in the Branded Foods FMCG business where he worked for various Unilever Asia affiliates in the Philippines, Malaysia and Singapore in different capacities in marketing, sales, corporate planning and general management. He first repatriated to the Philippines in 1996 with the ConAgra joint-venture company, Hunts-URC. He then subsequently and concurrently headed URC-Dairy Product Division and URC-Food Service Division before eventually migrating to the US in 2006. He has a degree in Bachelor of Arts (Honors) in Mathematics from De La Salle University and has a Master of Science in Industrial Engineering and Operations Research from the University of the Philippines.

Manuel T. Del Barrio, was re-appointed Vice-President and Chief Financial Officer on June 20, 2024 and has been Vice-President and Chief Financial Officer since March 31, 2016. He concurrently holds the position of Chief Risk Officer and Compliance Officer of the Corporation. He was previously the Assistant Vice-President for Finance of Century Pacific Food, Inc. and The Pacific Meat Company, Inc. He previously worked as an Industrial Accounting Manager in TEMIC Telefunken Semiconductors, Inc. and held accounting positions in Hooven Philippines and Sanara, Inc. He has a degree in Bachelor of Science in Business Administration from the University of the East, and holds a Master in Business Administration (Regis Program) from the School of Business of the Ateneo de Manila University. He is a Certified Public Accountant and a Certified Management Accountant.

Charmaine Jodi R. Go, was appointed as the Group Marketing Director on September 2, 2024. Ms. Go has more than 12 years of Marketing Leadership experience in FMCG and most significant in Food Retail. Her core expertise lies in Strategic Marketing, Brand Management, Product Innovation and Marketing Program Execution. Her wide expertise spanned careers at Southeast East Asia Food Inc./NutriAsia, Inc., Fresh and Famous Foods Inc. as Senior Brand Manager for Brand and Retail, and Philippine Airlines, as Marketing Director. She holds a double degree Major: BA, Major in Psychology and BS, Major in Business Management and graduated with honors from De La Salle University.

Darel G. Pallesco, was re-appointed as the Corporation's Chief Audit Executive on June 20, 2024. He is the Corporation's Chief Audit Executive. Mr. Pallesco has been heading the Corporate Internal Audit since he joined the Corporation in 2014. He started his career with SGV & Co. in 2006 as an internal auditor and continued though it with multinational companies such as Johnson & Johnson, Philip Morris and Luen Thai where he primarily audited and contributed on facets of governance, risk management and internal controls. He earned his degree of Bachelor of Science in Accountancy from San Sebastian College-Recoletos in 2005, a Certified Public Accountant (CPA) and a Certified Internal Auditor (CIA).

Maria Elma C. Santos, was re-appointed as the Corporation's Chief Human Resources Officer June 20, 2024. She was the Corporation's General Manager for Peri Peri Business Unit. Ms. Santos was previously Shakey's Guest Engagement Director in 2015, and General Manager of Project Pie from 2016 to 2017. In mid of 2017, she became Shakey's Delivery Systems Head and headed the HR Division of Shakey's until mid-2019. She earned her Master's degree in Business Administration from the Ateneo-Regis Program.

Oliver Angelo C. Sicam was appointed as the Corporation's Group Director for Marketing on June 20, 2024. Mr. Sicam has built his expertise in Market Development, Brand and Category Strategy, Brand Communication & Innovation, Developing and Emerging Markets from various industries and geography. Before joining SPAVI, he pursued and deepened his experience in the social impact space, as the Managing Director of GenerationHope, Inc. wherein he oversees the Sales, Marketing, Operations, Accounting and HR functions. He was also the Marketing & Strategy Director for Plastic Credit Exchange, the 1st Global Non-profit Plastic Offset Program. Early in his career, he held various leadership roles in several industry leaders such as Unilever in the Philippines, UK, and Brazil, and multiple brands for Jollibee Foods Corporation.

Yiow Leong Tan, was appointed as the Corporation's Group Director for International on June 20, 2024. Mr. Tan has more than 25 years of transnational experience in Business Development, Market Development, and Investment & Asset Management. Before joining SPAVI, he was the Business Development Director – International Franchise for Minor Food Group where he spearheaded the growth of the Group's brand in the international market. Prior to that, he held various posts in Yum! Brands, Inc., a US Fortune 500 company that operates quick service restaurants including KFC, Pizza Hut and Taco Bell. His last post is Consultant for KFC Asia Development, where he led regional franchise teams to enable sustainable and profitable growth in the region. He also had stints in Metro Group AG, Focus Brands International, Capitaland Retail Limited, Shell Oil Company and Deutsche Bank AG in various managerial capacities early in his career. Mr. Tan is a graduate of where he finished a Bachelor of Science in Economics in London School of Economics and Political Science and earned a Master of Science in Economics in the same school.

Gilbert L. Tolentino, was re-appointed as the Corporation's Corporate Business Development Head on June 30, 2024. Mr. Tolentino has 33 years of experience in the food industry and has handled different departments like Operations, Training, Organization Development, Franchising, Business Development, and Technical Services. Previously the Group Training Manager for Pancake House, Dencio's, and Teriyaki Boy. Mr. Tolentino has been with CORPORATION for 15 years.

Rommel Turbanos, was appointed as the Corporation's Peri Peri General Manager and Head of Emerging Business on June 30, 2024. Mr. Turbanos joined Shakey's in 2021 as Director for Systems and Operations as he handles Supercard (Special Projects) and CBU Operations. He has been instrumental in improving labor cost and food cost, beautification of stores and service standards enhancement of Shakey's CBU. He also improved career development in CBU through the RSDP2 and RSDP3 Program. He served as the Vice President for Operations for Bistro Group

of Restaurant Concepts for nine (9) years prior to joining SPAVI and has thirty-five (35) years of leadership roles in various companies. He graduated with a Bachelor's Degree in BS Computer Engineering in AMA Computer College and attended International Correspondence School with a degree in Marketing Management.

Myrose April C. Victor, was appointed as the Corporation's Head of Investor Relations and Corporate Strategy and Planning Director on September 2, 2024. Ms. Victor has close to 20 years of work experience in the Finance and Accounting, Planning, Systems Implementation and General Management functions in various industries such as food retail, banking and energy. Prior to joining SPAVI, Ms. Victor was the Head of Finance for DOLE's Packaged Division, heading the functions of Finance Planning and Controllershship for the Philippines and Other Distributor Markets. Ms. Victor also held various roles on general and finance management, leading for transformation and turnaround projects for companies in the food, banking and energy industries. She graduated in 2005 from the University of the Philippines with a degree in BS Business Administration and Accountancy (mcl). Ms. Victor also completed her Global Master in Finance from the IE Business School in 2019.

Maria Rosario L. Ybanez, was re-elected as the Corporation's Corporate Secretary on June 20, 2023. She concurrently serves as the Legal Counsel and Compliance Officer of Century Pacific Food Inc.. Atty. Ybanez graduated with a Bachelor of Arts degree in Legal Management from the Ateneo de Manila University and obtained her J.D. from the Ateneo de Manila School of Law.

(2) Significant Employees

Other than the key executive and corporate officers indicated above, there are no other employees whose functions are expected to make a significant contribution to the business.

(3) Nomination of Directors

The Corporation's Corporate Governance Committee which acts as the Nomination Committee pre-screened and accepted the nominations for the following directors in accordance with the criteria provided in the SRC, the Corporation's Manual of Corporate Governance and the Corporation's By-Laws:

1. Ricardo Gabriel T. Po
2. Christopher Paulus Nicholas T. Po
3. Teodoro Alexander T. Po
4. Leonardo Arthur T. Po
5. Vicente L. Gregorio
6. Lance Y. Gokongwei
7. Frances J. Yu, Independent
8. Kristine Romano, Independent
9. Regina Roberta L. Lorenzana, Independent

Mses. Yu, Lorenzana and Romano and Mr. Gokongwei, were nominated by Christopher T. Po. Mses. Yu, Lorenzana and Romano and Mr. Gokongwei are neither related to Mr. Po nor to each other. Mses. Yu, Lorenzana and Romano's Certifications of Independent Director are attached as Appendices 4, 5 and 6 respectively.

Mses. Lorenzana and Romano are new nominees.

Kristine Romano is the former Managing Partner of the Philippine office of McKinsey & Company, where she has over two decades of management consulting experience. She has a track record of advising leading institutions in SE Asia towards transformational results, with a focus on finance-

and consumer-driven industries in the Philippines. Prior to leading the Philippines office of McKinsey, Ms. Romano's work centered on organizational transformation and governance among private and public institutions across Southeast Asia. Ms. Romano graduated from the University of the Philippines with a degree in BS Business Administration & Accountancy and completed her Master's in International Development at the Harvard Kennedy School of Government.

Regina Roberta L. Lorenzana is a member of the Board of Directors of BetterBrandLabs, Inc., the Founder of Nada Debajo S.L., and board director in other privately owned companies. Ms. Lorenzana is an experienced global executive, having held various senior leadership positions, including Global Vice President for Fabric & Fashion at Unilever PLC, Regional Vice President for Deodorants in Asia, Africa & the Middle East, Vice President for Personal Care at Unilever Philippines, and Marketing Director roles in Unilever Indonesia and China. She graduated from Ateneo de Manila University with a degree in BS Management Engineering and has completed executive programs in Sustainability Leadership at the University of Cambridge, Leading Global Brands at Harvard Business School, and several senior executive programs on technology, leadership, and purpose at Harvard Business School and INSEAD. She is a fellow at the International Women's Forum, and holds a certification in Corporate Governance from INSEAD.

Once elected, the directors will hold office upon election until the next annual election and until his/her successor is duly elected, unless he/she resigns, dies or is removed from office.

(4) Family Relationships

Mr. Christopher T. Po, Mr. Ricardo Gabriel T. Po, Mr. Teodoro Alexander T. Po and Mr. Leonardo Arthur T. Po are brothers. Aside from the foregoing, there are no family relationships between any Directors and any members of the Corporation's senior management as of March 31, 2025.

(5) Legal Proceedings

None of the directors and officers have been involved in any bankruptcy proceeding, nor have they been convicted by final judgment in any criminal proceeding, or been subject to any order, judgment, or decree of competent jurisdiction, permanent or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, or found in action by any court or administrative bodies to have violated a securities of commodities law, for the past five (5) years up to the latest date.

As of date of this report, the Corporation is not a party to any litigation or arbitration proceedings of material importance, which could be expected to have a material adverse effect on the Com Corporation pany or on the results of its operations. No litigation or claim of material importance is known to be pending or threatened against the Corporation or any of its properties.

(6) Certain Relationships and Related Transactions

The Corporation is a subsidiary of Century Pacific Group, Inc. (CPGI) and is a member of Century Pacific Group, Inc.'s Group of Companies (the Group). As of March 31, 2025, Century Pacific Group, Inc. holds 1,074,069,388 common shares of the outstanding shares of the Corporation.

The Corporation and its subsidiaries, in their ordinary course of business, engage in transactions with companies in the Group and other companies controlled by the Po Family.

The most significant of these transactions would include:

- a) 20-year lease agreement with CPGI on a property in Taguig City, Metro Manila where BMI's new corporate headquarters and commissary plant were constructed

- b) Purchase of raw materials from Century Pacific Food, Inc. (CNPFF)
- c) Sale of raw materials and toll packing, as well as purchase of raw materials from The Pacific Meat Company, Inc., also a subsidiary of CNPF

The Corporation's policy with respect to related party transactions is to ensure that these transactions are entered into on terms comparable to those available from unrelated third parties.

Further information on the Corporation's related party transactions, including detailed breakdowns of amounts receivable from and amounts payable to affiliated companies, can be found in the notes to the Corporation's financial statements.

A summary of the Corporation's transactions and outstanding balances with related parties as at and for the period ended December 31, 2024 is set out below:

Category	Nature	Year	Amount/ Volume of transaction	Outstanding Balance		Terms	Conditions
				Receivable (see Note 9)	Payable (see Note 18)		
Century Pacific Group Inc. (CPGI, Ultimate Parent Company)							
Sales	Sale of goods at prices (normally on cost plus basis) mutually agreed upon by both parties	2024	₱7,766,842	₱3,082,080	₱1,385,087	30-day; non-interest bearing	Unsecured; not impaired
		2023	7,766,842	3,082,080	—		
		2022	8,489,353	3,082,080	—		
Companies with common members of BOD and stockholders as the Group							
The Pacific Meat Company Inc. (PMCI)							
Sales	Sale of goods at prices (normally on cost-plus basis) mutually agreed upon by both parties	2024	14,772,502	12,394,892		30-day; non-interest bearing	Unsecured; not impaired
		2023	8,587,176	5,400,644	—		
		2022	17,898,896	9,693,410	—		
Purchases	Purchase of raw materials and goods at agreed prices usually on a cost-plus basis	2024	177,074,571	—	122,114,155	30-day; non-interest bearing	Unsecured
		2023	241,786,131	—	142,402,642		
		2022	248,948,140	—	121,785,346		
DBE Project Inc. (DBE)							
Trade sales and service income	Sale of goods at prices (normally on cost-plus basis) mutually agreed upon by both parties	2024	—	1,962,435	298,043	30-day; non-interest bearing	Unsecured; not impaired
		2023	—	—	—		
		2022	—	2,778,786	—		
Purchases	Purchase of raw materials and goods at agreed prices usually on a cost-plus basis	2024	—	—	—	30-day; non-interest bearing	Unsecured
		2023	—	—	—		
		2022	—	—	293,488		

See note 19 of the 2024 Audited Financial Statement attached herein as Appendix 7.

The outstanding balances as of December 31, 2024 are as follows:

Amounts in Php	As of December 31, 2024
Due from related parties	21,214,586
Due to related parties	150,535,928

The Corporation or its related parties have no material transaction with parties that fall outside the definition "related parties" under SFA/IAS No. 24 that are not available for other, more clearly independent parties on an arm's length basis

Item 6. Compensation of Directors and Executive Officers

The levels of remuneration of the Corporation should be sufficient to be able to attract and retain the services of qualified and competent directors and officers. A portion of the remuneration of executive directors may be structured or be based on corporate and individual performance.

No director should participate in deciding on his remuneration.

The Corporation may, in exceptional cases, e.g., when the Corporation is under receivership or rehabilitation, regulate the payment of the compensation, allowances, fees and fringe benefits to its directors and officers.

(a) Summary Compensation Table

CEO and five other most highly compensated executive officers

Name	Principal Position	Year	Salary	Bonus	Other Compensation
Vicente L. Gregorio	President & CEO	2024	₱64,610,672		
Jorge Maria Q. Concepcion	Chief Operating Officer – Shakey’s				
Alois Brielbeck	General Manager – BMI				
Yiow L. Tan	Group Director - International				
Manuel T. Del Barrio	Vice President & CFO				
Jose Arnold T. Alvero	Chief Operating Officer and Business Unit Head of Potato Corner				

Name	Principal Position	Year	Salary	Bonus	Other Compensation
Vicente L. Gregorio	President & CEO	2023	₱61,491,590		
Alois Brielbeck	General Manager – BMI				
Jorge Maria Q. Concepcion	General Manager – Shakey’s				
Manuel T. Del Barrio	Vice President & CFO				
Jose Arnold T. Alvero	Chief Operating Officer and Business Unit Head of Potato Corner				
Gilbert L. Tolentino	Director – Company-Owned Store Operations				

Aggregate compensation paid to all Executive Officers and Directors

Name	Principal Position	Year	Salary	Bonus	Other Compensation
Aggregate compensation paid to all executive officers and directors as a group unnamed		2024	₱192,865,881		
		2023	₱182,055,912		

Compensation of Directors

Independent directors receive a per diem of *PhP66,667.00* for attendance in a board meeting, as well as for attendance in Committee meetings. Executive and Non-Independent

Directors do not receive compensation as directors. Please see below for a breakdown of director's compensation for the year 2024.

Name of Director	Fixed Remuneration	Variable Remuneration	Per Diem	Bonuses	Stock Options and/or other financial instruments	Others (Specify)
Non-independent Directors						
1. Christopher Paulus Nicholas T. Po	None					
2. Ricardo Gabriel T. Po						
3. Teodoro Alexander T. Po						
4. Leonardo Arthur T. Po						
5. Vicente L. Gregorio						
6. Lance Y. Gokongwei						
Independent Directors						
1. Fernan Victor P. Lukban	None	None	Php 66,667 *per quarter	None	None	Php 66,667 for Committee Meetings held on dates different from that of Regular Board Meetings
2. Frances J. Yu						
3. Paolo L. Campos III						

Each Independent director is entitled to receive *per diem* allowance for attending board and committee meetings. The Board approves all compensation and remuneration schemes for the senior officers of the Corporation. As provided by law, the total compensation of directors shall not exceed ten percent (10%) of the net income before income tax of the Corporation during the preceding year.

The above table contains the details of the compensation of directors and officers of the Corporation. Other than these fees, the non-executive directors do not receive any share options, profit sharing, bonus or other forms of emoluments.

The Corporation may grant to the directors any compensation other than *per diems* by the approval of the shareholders representing at least a majority of the outstanding capital stock.

(b) Corporate Governance Committee

In accordance with the Corporation's Manual on Good Corporate Governance, the functions of the Compensation Committee is under the Corporate Governance Committee. The members of the Corporate Governance Committee were as follows:

Name	Position
Paulo L. Campos III	Chairman
Ricardo Gabriel T. Po	Member
Fernan Victor P. Lukban	Member

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

There are no special employment contracts or other arrangements between the Corporation and its officers or directors, as well as special compensatory plans or arrangements, including payment to be received from the Corporation with respect to any named director or executive other than the compensation reflected herein.

(d) Warrants and Options Outstanding

There are no outstanding warrants or options held by any of the Corporation's officers or directors.

(e) Standard Arrangement and Other Arrangements

There are no standard arrangements for its Directors and Officers other than the remuneration herein stated.

Item 7. Independent Public Accountants

(a) External Auditor

SGV & Co., a member firm of Ernst & Young, independent auditors, has audited the Corporation's financial statements as at and for the year ended 2024. SGV & Co. has been the Corporation's Independent Public Accountants since 1975. Christine G. Vallejo is the current audit partner. The Corporation has not had any material disagreements on accounting and financial disclosures with its current external auditor for the same periods or any subsequent interim period. SGV & Co. has neither shareholdings in us nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities in us. SGV & Co. does not receive any direct or indirect interest in the Corporation or its securities (including options, warrants or rights thereto). The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

SGV & Co. has reviewed our pro forma adjustments and the application of those adjustments to the historical amounts in the pro forma condensed consolidated financial information as of December 31, 2024 in accordance with the Philippine Standard on Assurance Engagements 3000, *Assurance Engagements Other than Audits or Review of Historical Financial Information*, and the Philippines Securities and Exchange Commission Memorandum Circular No. 2, Series of 2008, *Guideline on Attestation of Pro Forma Financial Information*. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's assumptions, the pro forma adjustments and the application of those adjustments to historical financial information.

Accordingly, SGV & Co. does not express such opinion on the pro forma condensed consolidated financial information.

(b) Audit Fees

The following table sets out the aggregate fees billed for 2023 and 2024 for professional services rendered by SGV & Co.

Name of Auditor	Audit Fees		Non-Audit Fees	
	2024	2023	2024	2023
Sycip, Gorres, Velayo, & Co. (a member firm within Ernst & Young)	PhP8,806,144.00	PhP5,389,000.00	PhP300,000.00	PhP1,590,400.00

Audit and Audited-Related Fees refer to the professional services rendered by SGV & Co. for audit of the Corporation's annual financial statements and services that are normally provided in connection with statutory and regulatory filings for the said calendar year

(c) Audit Committee and Policies

In relation to the audit of the Corporation's annual financial statements, the Corporation's Corporate Governance Manual provides that the audit committee shall, among other activities (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of the Corporation; (ii) ensure that other non-audit work provided by the external auditors are not in conflict with their functions as external auditors; and (iii) ensure the compliance of the Corporation with acceptable auditing and accounting standards and regulations.

The audit committee, with respect to an external audit:

- Reviews the independent auditors audit plan — discusses scope, staffing, reliance upon management and the internal audit department, general audit approach, and coverage provided to any significant areas of concern that the audit committee may have.
- Reviews and confirms the independence of the external auditors on relationships by obtaining statements from the auditors on the relationships between the auditors and the Corporation, including non-audit services, and discussing the relationships with the auditors.
- Prior to publishing the year-end earnings, discusses the results of the audit with the independent auditors.
- On an annual basis, the audit committee reviews and discusses with the independent auditors all significant relationships they have with the Corporation that could impair the auditors' independence.
- On a regular basis, the audit committee meets separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

The Audit Committee reviews and approves the Interim and Annual Financial Statements before their submission to the Board, with particular focus on the following matters: (i) any change/s in accounting policies and practices, (ii) areas where a significant amount of judgment has been

exercised, (iii) significant adjustments resulting from the audit, (iv) going concern assumptions, (v) compliance with accounting standards and (vi) compliance with tax, legal and regulatory requirements. The Audit Committee also reviews the disposition of the recommendations in the External Auditor's management letter.

Item 8. *Compensation Plans*

The Corporation's By-Laws provide that directors shall receive per diems for their attendance at each meeting of the Board. Any compensation other than per diems may be allowed subject to the approval of stockholders at a regular or special meeting.

No matter relating to any compensation plan will be taken up during the meeting.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. *Authorization or Issuance of Securities Other than for Exchange*

There are no matters or actions to be taken up in the meeting with respect to authorization or issuance of securities.

Item 10. *Modification or Exchange of Securities*

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

Item 11. *Financial and Other Information*

The audited financial statements as of December 31, 2024 and other data related to the Corporation's financial information are attached hereto as Appendix 7.

Representatives of the Corporation's external auditor, SGV & Co., are expected to be present at the Annual Meeting, and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions from the stockholders. The Corporation has had no material disagreement with SGV & Co. on any matter of accounting principle or practices or disclosures in the Corporation's financial statements.

Item 12. *Mergers, Consolidations, Acquisitions and Similar Matters*

There are no matters or actions to be taken up in the meeting with respect to merger, consolidation, acquisition by, sale or liquidation of the Corporation.

Item 13. *Acquisition or Disposition of Property*

There are no matters or actions to be taken up in the meeting with respect to acquisition or disposition of any property by the Corporation.

Item 14. *Restatement of Accounts*

The accounting policies adopted are consistent with those of the previous financial year.

D. OTHER MATTERS

Item 15. *Action with Respect to Reports*

The approval of the following will be considered and acted upon at the meeting:

1. Minutes of the Annual Stockholders' Meeting held on June 20, 2024
2. Ratification of acts of the Board of Directors and Management
3. Election of Directors for the ensuing year
4. Appointment of external auditors
5. Report of the Chief Executive Officer and President
6. Appointment of external auditors

A detailed explanation of the matters requiring action from security holders during the meeting is provided in the Explanation of Agenda Items. Appended to this Information Statement as Appendix 8 is the minutes of the Annual Stockholders' Meeting of the Corporation held on June 20, 2024 which fully reflects the proceedings during the June 20, 2024 meeting.

For reference, we have likewise attached as Appendix 10 a schedule of the dates of the Board of Directors' meetings and the resolutions made during the said meetings. The report covering Directors' self-dealing until March 31, 2025 is attached herein as Appendix 11.

Item 16. *Matters Not Required to be Submitted*

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

Item 17. *Other Proposed Action*

Other than the matters indicated in the Notice and Agenda included in this Information Statement, there are no other actions proposes to be taken at the annual meeting.

Item 18. *Voting Procedures*

1. Manner of Voting

Method: Straight and Cumulative Voting

In all items for approval except election of directors, each share of stock entitles its registered owner to one vote.

In case of election of directors, each stockholder are entitled to cumulate their votes as discussed in Part B, Item 4(c) of this Information Statement.

There is no manner of voting prescribed in the By-Laws of the Corporation. Hence, voting may be done *viva voce*, by show of hands, or by balloting. During the last stockholders' meeting held on June 20, 2024, votes were cast by balloting and counted in the manner prescribed herein.

For this year's Annual Stockholders' Meeting, the Corporation has established a designated website in order to facilitate the registration of and voting in absentia by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication and votes by proxy shall be deemed present for purposes of quorum.

2. Vote required for approval

The vote of stockholders representing at least a majority of the issued and outstanding capital stock entitled to vote is required.

3. Methods of Counting Votes

Each share shall be counted as one (1) vote. Similar to the method applied during the last stockholders' meeting, the votes will be tabulated by the stock and transfer agent.

Please see Appendix 1 on the complete voting guidelines.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig City on APR 30 2025.

By: 
Maria Rosario L. Ybanez
Corporate Secretary

UNDERTAKING

The Company will post and make available for download the full version of this SEC Form 20-IS (Preliminary Information Statement), together with all its annexes including the 2024 consolidated audited financial statements of the Company and the First Quarter 17-Q on the company website <https://www.shakeysgroup.ph/> upon its approval by the Securities and Exchange Commission

Upon the written request of a stockholder, the Company undertakes to timely furnish such stockholder with a copy of the full version of this SEC Form 20-IS (Definitive Information Statement), the SEC Form 17-A and the First Quarter 17-Q free of charge. Such written request shall be directed to the Office of the Corporate Secretary, 15Km WOW Center, East Service Road corner Marian Road 2, Brgy. San Martin de Porres, Paranaque City or sent via email at SECAdmin SPAVI@shakeys.biz.

MANAGEMENT REPORT

BUSINESS OVERVIEW AND GENERAL INFORMATION

Business Overview

Shakey's Pizza Asia Ventures Inc. (SPAVI) or PIZZA, is the market leader in chained pizza full service restaurant, chained full service restaurant, and chained kiosks with 69.2%, 23.6%, and 14.4% market shares, respectively, based on 2024 and 2023 data from Euromonitor. SPAVI operated a total of 2,619 stores and kiosks - a mix of company-owned and franchise outlets in the Philippines and abroad during the same period.

The Corporation has 50 years of brand legacy in the Philippines. Originally an American brand established in 1954, Shakey's expanded into the Philippines in 1975, and has since become a household name to generations of Filipinos. The Corporation is a strong brand because of its unique products paired with excellent guest service. It is best known for its original thin crust pizza and iconic Chicken N' Mojos.

The Corporation owns the trademarks and licenses to operate the Shakey's brand in the Philippines. With this, the Corporation has full control over the management and execution of Shakey's Philippine operations. As the brand owner, the Corporation generates additional revenue from franchising while not having to pay royalty fees for the use of the Shakey's name. The Corporation also owns the rights and trademarks in Asia (except Malaysia and Japan), China, Middle East, Australia and Oceania. This gives the Corporation international expansion opportunities in the long-term. As of today, the Corporation operates stores in the Philippines, United Arab Emirates and Singapore.

The Corporation is able to serve the A, B and upper C income classes through its various sales channels. The Corporation's dine-in segment caters mostly to families and friends who want an affordable upgrade from the usual fast-food dining. At the same time, the Corporation also reaches its guests through its delivery segment. With the shift of consumer trends towards safety and convenience, the Corporation ensures that it continues to operate well-designed, comfortable, clean and guest-oriented stores, operate an efficient delivery system for guests, and expand its online sales platform to align itself with current market and consumption trends.

The Corporation is accessible nationwide through various store formats. These formats differ in size ranging from 120 sqm to 400 sqm. Smaller stores tend to need lower capital investment. This allows the Corporation flexibility to serve the demand of a specific market, while still achieving the desired profitability.

The Corporation has an in-house commissary that supplies proprietary raw materials and other baked products to its stores. With this vertical integration strategy, product quality is preserved and controlled while also enabling for higher sales margins.

Finally, the Corporation operates a simple business model that is cash generative and requires low upfront costs due to the simplicity of its products. This model enables high financial liquidity and an average payback period of 3 to 5 years. The Corporation also has a well-established franchised model with an industry-leading return on investment averaging 4 years.

In 2016, Century Pacific Group Inc. (CPGI) and the sovereign wealth fund of Singapore acquired majority ownership of the Corporation. CPGI is the parent Corporation of Century Pacific Food Inc. (CNPF), the largest manufacturer of canned food in the Philippines.

Subsequently, on December 15, 2016, the Corporation successfully listed on the Main Board of the Philippine Stock Exchange (PSE) with a total of 1,531,321,053 common shares at ₱11.26 per share.

In June 2019, the Corporation acquired *Peri-Peri Charcoal Chicken*, an emerging fast casual and full service restaurant brand in the Philippines. The acquisition includes assets and intellectual property relating to the Peri business, including its brand, trade name, and the various proprietary recipes used by the chain to make its trademark peri-peri chicken.

In August 2020, the Corporation entered into a master franchise agreement with Singapore-based Koufu Group Ltd to bring the *R&B milk tea* brand to the Philippines. R&B is one of the leading milk tea and bubble tea players in Singapore. It currently has more than 1,000 outlets worldwide, spanning across China, US, Singapore, Cambodia, Vietnam, Malaysia and Indonesia. Under the agreement, the Corporation shall be awarded the territorial rights to sell *R&B* milk tea, bubble tea, and other specialty tea drinks in the Philippines, through stand-alone store formats and co-branding in select *Shakey's* and *Peri-Peri Charcoal Chicken* outlets.

In December 2021, the Corporation entered into agreement to purchase assets and intellectual property relating to Potato Corner, with the Corporation assuming the management of the brand beginning March 2022. Potato Corner is one of the leading and most established food kiosk chains in the Philippines. Since its inception in 1992, the brand has built a vast network of over 1,000 outlets domestically and has a growing international footprint in Asia and beyond.

FACTORS AFFECTING RESULTS OF OPERATIONS

The Philippine food service industry is a highly competitive market with low barriers to entry. The Corporation competes directly and indirectly with both local and foreign full-service, casual dining and fast food stores that offer dine-in, delivery, and catering services nationwide. Failure to successfully compete and consistently outperform its peers may adversely affect its business and financial and operational results.

The Corporation's growth is partially dependent on the strength of its brand, recognized for its high-quality product offerings and world-class guest service, as well as excellent culture and warm ambience of its stores. Any damage to its brand reputation and negative publicity to its stores may have an impact on the business, results of operations, and its prospective plans.

The Corporation is reliant on its franchisees for the successful management and operations of its franchise stores. In addition, a portion of the company's revenue is derived from royalty and franchise payments. A failure by the franchisees to deliver what is expected of them may significantly harm the brand image and goodwill of the *Shakey's* brand, as well as adversely affect the business operations and results of operations of the Corporation.

The Corporation's growth is highly dependent on its ability to open new stores, maintain existing stores, and operate these stores in a profitable manner. Failure to successfully locate and secure suitable store locations in its target markets may delay the Corporation store openings and significantly affect its business and results of operations. In addition, the Corporation's expansion plans may be limited by unforeseen economic and market conditions that are beyond its control.

The Corporation relies on key third-party suppliers and its in-house commissary to supply key raw material requirements. A failure by these third-party suppliers to adhere to contractual obligations or a significant disruption in the supply chain and logistics can significantly affect its business operations.

The Corporation hires approximately 2,200 full-time employees, a portion of which are covered by a 5-year collective bargaining agreement renewed on October 15, 2021. Although the Corporation's operations have never been affected by any labor dispute in the past, it cannot assure that it will not experience labor unrest and activism in the future, which may affect its business, financial condition and result of operations.

The Corporation outsources a portion of its labor requirements from a third-party manpower service provider. Significant changes in labor laws and regulations, particularly in relation to the use of manpower service providers, may impact labor costs, as well as adversely affect the business operations and results on operations of the Corporation.

The Corporation relies on third-party service providers for certain services and the failure by these service providers to adhere and perform contractual obligations may adversely affect the business operations and results of operations of the Corporation.

The Corporation's profitability and operating margins are partially dependent on its ability to anticipate and react to changes in food and beverage costs. Any significant changes in raw materials costs that are not handled properly by the Corporation may affect its business and results of operations.

KEY VARIABLE AND OTHER QUALITATIVE AND QUANTITATIVE FACTORS

(i) Any known Trends, Events or Uncertainties (Material Impact on Liquidity and Sales)

Food service businesses are affected by changes in consumer tastes, international, national, regional and local economic conditions and demographic trends. For example, if prevailing health or dietary preferences cause consumers to avoid pizza and other products we offer in favor of foods that are perceived as more healthy, our business, financial condition and results of operations would be materially adversely affected. The timing of product launches, pricing and advertising efforts of competitors may also impact our sales of new menu items. In the past, we have introduced new products which were unsuccessful and there can be no guarantee that we will be able to introduce new menu items successfully in the future. If we cannot successfully introduce new menu offerings, our business, financial condition and results of operations could be materially and adversely affected.

Majority of company-owned and franchised stores are currently located in the Philippines. As a result, our operations are significantly impacted, and will continue to be significantly impacted, by macroeconomic conditions in the Philippines. Demand for, and prevailing prices of, our menu offerings are directly related to the strength of the Philippine economy and consumer confidence, including overall growth levels and the amount of business activity in the Philippines. Over the past several years, economic growth in the Philippines has led to an increase in personal disposable income, resulting in increased purchasing power and greater demand for consumer products. Any deterioration in the Philippine economy may adversely affect consumer sentiment and lead to a contraction in demand for our products.

As of the date of this disclosure and other than as disclosed, we are not aware of any other trends, events or uncertainties that would have had or that could reasonably be expected to have a material favorable or unfavorable impact on our revenues from continuing operations.

ii) Events that will trigger direct or contingent financial obligation that is material to the Corporation, including any default or acceleration of an obligation

The Corporation entered into a loan agreement with BDO Unibank on June 8, 2016, which in turn was used to finance the acquisition of majority control of the Shakey's Group from the Prieto Family.

There are a number of other covenants under the loan, including a restriction on the amendments of constitutive documents that will impact the ability of the Corporation to fulfill its obligations under the loan without the consent of the lender.

- (iii) All material off-balance sheet transactions, obligations including contingent obligations), and other relationships of the Corporation with unconsolidated entities or other persons created during the reporting period.

As of the date of this disclosure, the Corporation is not a financial guarantor of the obligations of any unconsolidated entity, and we were not a party to any off-balance sheet obligations or arrangement.

- (iv) Description of any material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures

The Corporation makes capital expenditures annually to support our business goals and objectives. As part of its strategy, we invest capital in developing and constructing new stores. The Corporation also invests in on-going maintenance of existing stores.

The Corporation has historically funded our capital expenditures primarily through internally generated funds derived from operating income.

- (v) Any Significant Elements of Income or Loss (from continuing operations) and Causes for Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item (5%)

Causes for material changes are explained in Management's Discussion and Analysis or Plan of Operation and Notes to the Consolidated Financial Statements.

- (vi) Seasonal Aspects that has Material Effect on the FS

The Corporation's net sales exhibits seasonal fluctuations, with our strongest sales levels historically occurring in the fourth quarter of the year boosted by celebrations during the holiday season. The Corporation takes advantage of stronger seasonal sales by implementing campaigns geared towards increasing average check per guest and launching marketing strategies to increase transaction count during seasons with lower sales levels.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FINANCIAL POSITION

31 December 2024 vs. 31 December 2023

	31 Dec 2024	31 Dec 2023	Change
Cash and cash equivalents	1,319,799,492	901,147,527	46%
Trade and other receivables	1,560,255,051	1,224,789,572	27%
Inventories	1,759,910,852	1,712,217,989	3%
Prepaid expenses and other current assets	630,309,536	635,187,293	-1%
Property and equipment	2,317,956,225	1,833,780,583	26%
Intangible assets	10,354,987,940	10,366,799,313	0%
Right-of-use asset	1,803,635,740	1,540,630,889	17%
Deferred input value-added tax	1,336,297	3,886,410	-66%
Deferred tax assets	206,391,374	100,394,721	106%
Rental and other non-current assets	420,939,042	309,113,712	36%
TOTAL ASSETS	20,375,521,549	18,627,948,009	9%
Accounts payable and other current liabilities	2,212,546,716	1,753,136,296	26%
Short-term loan	1,000,000,000	700,000,000	43%
Current portion of loan payable	47,819,494	47,876,004	0%
Current portion of unearned franchise fees	101,014,484	30,059,596	236%
Lease liability - current	293,913,746	275,584,146	7%
Income tax payable	141,506,728	142,150,319	0%
Noncurrent portion of loan payable	5,144,751,497	5,194,694,987	-1%
Dealers' deposit and other non-current liabilities	82,188,507	106,626,720	-23%
Unearned franchise fees	121,045,193	117,882,366	3%
Lease liability - non-current	1,827,842,338	1,555,254,353	18%
Accrued pension costs	152,214,080	117,600,878	29%
Deferred tax liabilities - net	396,952,983	627,872,928	-37%
Total Liabilities	11,521,795,766	10,668,738,593	8%
Capital stock	1,683,760,178	1,683,760,178	0%
Additional paid-in capital	2,451,116,470	2,451,116,470	0%
Retained earnings	4,645,088,555	3,788,433,048	23%
Other components of equity	73,760,580	35,899,720	105%
Total Equity	8,853,725,783	7,959,209,416	11%
TOTAL LIABILITIES AND EQUITY	20,375,521,549	18,627,948,009	9%

Shakey's Pizza Asia Ventures, Inc.'s total resources as of 31 December 2024 was at ₱20.38 billion, 9% higher than the 31 December 2023 level of ₱18.63 billion, due to the following:

46% Increase in Cash and cash equivalents

As of end 2024, cash and cash equivalents totaled ₱1.32 billion. Cash includes cash on hand and in banks while cash equivalents are short-term, highly liquid investments that are easily convertible to cash. Cash flow from operations generated ₱2.38 billion, offset by ₱1.12 billion net outflows on investing activities and ₱0.83 billion net outflows from financing activities.

27% Increase in Trade and other receivables

Trade and other receivables stood at ₱1.56 billion as of end 2024 compared to ₱1.22 million in end 2023. The increase is driven by the growth of the Corporation's business.

26% Increase in Property and equipment

Property and equipment stood at ₱2.32 billion as of end 2024 compared to ₱1.83 million in end 2023. The increase is driven by the Corporation's network expansion in 2024.

106% Increase in Deferred tax assets

The increase is driven by higher deductible expenses as a result of the increase in net operating loss carryover reported as part of deferred tax assets.

17% Increase in Right-of-use assets

The increase is driven by the Corporation's network expansion in 2024.

36% Increase in Rental deposits

The increase is driven by the Corporation's network expansion in 2024.

26% Increase in Accounts payable and other current liabilities

The increase is driven by higher trade payables as a result of the growth of the Corporation's business.

43% Increase in Short-term loans payable

The loans availed in 2024 refers to support for working capital requirements.

Increase in Lease liability

Total lease liability stood at ₱2.12 billion as of end 2024, with ₱294 million recognized as the current portion and ₱1.83 billion as the non-current. The total amount is higher compared to the total lease liability of ₱1.83 billion in 2023. The increase is driven by the Corporation's network expansion in 2024.

37% Decrease in Deferred tax liabilities

The increase is driven by higher deductible expenses as a result of the increase in net operating loss carryover reported as part of deferred tax liabilities.

23% Increase in Retained earnings

The increase in retained earnings is driven by the recognition of the Corporation's consolidated net income for 2024 of ₱1.19 billion, net of ₱336 million dividends declared for the year.

FINANCIAL POSITION
31 December 2023 vs. 31 December 2022

	31 Dec 2023	31 Dec 2022	Change
Cash and cash equivalents	901,147,527	989,578,790	-9%
Trade and other receivables	1,224,789,572	1,133,066,392	8%
Inventories	1,712,217,989	1,001,114,060	71%
Prepaid expenses and other current assets	635,187,293	730,884,353	-13%
Property and equipment	1,833,780,583	1,764,723,405	4%
Intangible assets	10,366,799,313	10,339,886,416	0%
Right-of-use asset	1,540,630,889	1,443,780,579	7%
Deferred input value-added tax	3,886,410	9,653,323	-60%
Deferred tax assets	100,394,721	25,566,418	293%
Rental deposits	309,113,712	270,164,541	14%
TOTAL ASSETS	18,627,948,009	17,708,418,277	5%
Accounts payable and other current liabilities	1,753,136,296	2,132,213,295	-18%
Short-term loan	700,000,000	500,000,000	40%
Current portion of loan payable	47,876,004	47,932,514	0%
Current portion of unearned franchise fees	30,059,596	13,445,337	124%
Lease liability - current	275,584,146	58,902,122	368%
Income tax payable	142,150,319	52,155,804	173%
Noncurrent portion of loan payable	5,194,694,987	5,242,625,440	-1%
Dealers' deposit and other non-current liabilities	106,626,720	146,635,403	-27%
Unearned franchise fees	117,882,366	61,226,844	93%
Lease liability - non-current	1,555,254,353	1,641,116,052	-5%
Accrued pension costs	117,600,878	86,599,794	36%
Deferred tax liabilities - net	627,872,928	679,788,566	-8%
Total Liabilities	10,668,738,593	10,662,641,171	0%
Capital stock	1,683,760,178	1,683,760,178	0%
Additional paid-in capital	2,451,116,470	2,451,116,470	0%
Retained earnings	3,788,433,048	2,877,362,495	32%
Other components of equity	35,899,720	33,537,963	7%
Total Equity	7,959,209,416	7,045,777,106	13%
TOTAL LIABILITIES AND EQUITY	18,627,948,009	17,708,418,277	5%

Shakey's Pizza Asia Ventures, Inc.'s total resources as of 31 December 2023 was at ₱18.63 billion, 5% higher than the 31 December 2022 level of ₱17.71 billion, due to the following:

9% Decrease in Cash and cash equivalents

As of end 2023, cash and cash equivalents totaled ₱901 million. Cash includes cash on hand and in banks while cash equivalents are short-term, highly liquid investments that are easily convertible to cash. Cash flow from operations generated ₱1.18 billion, offset by ₱0.55 billion net outflows on investing activities and ₱0.72 billion net outflows from financing activities.

8% Increase in Trade and other receivables

Trade and other receivables stood at ₱1.22 billion as of end 2023 compared to ₱1.13 billion in end 2022. The increase is driven by the growth of the Corporation's business.

71% Increase in Inventories

Inventories amounted to ₱1.71 billion as of end 2023 compared to ₱1.00 billion as of end 2022. The increase is driven by the growth of the Corporation's business, as well as efforts to build ample covers to ensure supply security.

290% Increase in Prepaid expenses and other current assets

Prepaid expenses and other current assets stood at ₱635 million as of end 2023 compared to ₱731 million in end 2022. The decrease is driven by lower advances to suppliers in 2023.

7% Increase in Right-of-use assets

The increase is driven by the Corporation's network expansion in 2023.

14% Increase in Rental deposits

The increase is driven by the Corporation's network expansion in 2023.

18% Decrease in Accounts payable and other current liabilities

The decrease is primarily driven by lower trade payables, which normalized in 2023 following heightened levels in the previous year.

40% Increase in Short-term loans payable

The loans availed in 2023 refers to support for working capital requirements.

Increase in Lease liability

Total lease liability stood at ₱1.83 billion as of end 2023, with ₱276 million recognized as the current portion and ₱1.55 billion as the non-current. The total amount is higher compared to the total lease liability of ₱1.70 billion in 2022. The increase is driven by the Corporation's network expansion in 2023.

173% Increase in Income tax payable

The increase is mainly driven by higher current income taxes as a result of the growth of the Corporation's business in 2023.

32% Increase in Retained earnings

The increase in retained earnings is driven by the recognition of the Corporation's consolidated net income for 2023 of ₱1.08 billion, net of ₱168 million dividends declared for the year.

FINANCIAL POSITION
31 December 2022 vs. 31 December 2021

	31 Dec 2022	31 Dec 2021	Change
Cash and cash equivalents	989,578,790	485,414,521	104%
Trade and other receivables	1,133,066,392	723,983,367	57%
Financial assets at FVTPL	-	300,000,000	-
Inventories	1,001,114,060	432,876,226	131%
Prepaid expenses and other current assets	730,884,353	187,556,789	290%
Property and equipment	1,764,723,405	1,373,563,312	28%
Intangible assets	10,339,886,416	7,034,324,209	47%
Right-of-use asset	1,443,780,579	1,231,516,139	17%
Deferred input value-added tax	9,653,323	28,234,552	-66%
Deferred tax assets	25,566,418	247,956,292	-90%
Rental and other non-current assets	270,164,541	589,287,521	-54%
TOTAL ASSETS	17,708,418,277	12,634,712,928	40%
Accounts payable and other current liabilities	2,132,213,295	968,634,979	120%
Short-term loan	500,000,000	-	-
Current portion of loan payable	47,932,514	47,986,963	0%
Current portion of unearned franchise fees	13,445,337	18,965,155	-29%
Lease liability - current	58,902,122	92,010,032	-36%
Income tax payable	52,155,804	1,557,290	3249%
Noncurrent portion of loan payable	5,242,625,440	3,692,570,991	42%
Dealers' deposit and other non-current liabilities	146,635,403	83,979,903	75%
Unearned franchise fees	61,226,844	63,232,658	-3%
Lease liability - non-current	1,641,116,052	1,388,726,488	18%
Accrued pension costs	86,599,794	96,260,947	-10%
Deferred tax liabilities - net	679,788,566	-	-
Total Liabilities	10,662,641,171	6,453,925,406	65%
Capital stock	1,683,760,178	1,683,760,178	0%
Additional paid-in capital	2,451,116,470	2,451,116,470	0%
Retained earnings	2,877,362,495	2,053,473,219	40%
Other components of equity	33,537,963	(7,562,345)	-543%
Total Equity	7,045,777,106	6,180,787,522	14%
TOTAL LIABILITIES AND EQUITY	17,708,418,277	12,634,712,928	40%

Shakey's Pizza Asia Ventures, Inc.'s total resources as of 31 December 2022 was at ₱17.71 billion, 40% higher than the 31 December 2021 level of ₱12.64 billion, due to the following:

104% Increase in Cash and Cash Equivalents

As of end 2022, cash and cash equivalents totaled ₱990 million. Cash includes cash on hand and in banks while cash equivalents are short-term, highly liquid investments that are easily convertible to cash. Cash flow from operations generated ₱1.62 billion, offset by ₱2.53 billion net outflows on investing activities and ₱1.42 billion net inflows from financing activities.

57% Increase in Trade and Other Receivables

Trade and other receivables stood at ₱1.13 billion as of end 2022 compared to ₱724 million in end 2021. The increase is driven by the growth of the Corporation's business both due to the recovery of existing businesses following the economic re-opening and due to the integration of the Potato Corner (PC) business starting 2022.

131% Increase in Inventories

Inventories amounted to ₱1.00 billion as of end 2022 compared to ₱433 million as of end 2021. The increase is driven by the growth of the Corporation's business both due to the recovery of existing businesses following the economic re-opening and due to the integration of the PC business starting 2022.

290% Increase in Prepaid expenses and other current assets

Prepaid expenses and other current assets stood at ₱731 million as of end 2022 compared to ₱188 million in end 2021. The increase is driven by the growth of the Corporation's business both due to the recovery of existing businesses following the economic re-opening and due to the integration of the PC business starting 2022.

28% Increase in Property and equipment

The increase reflects the net movements on property, plant and equipment from additions, depreciation and retirement.

47% Increase in Intangible assets

The increase reflects the trademarks and goodwill arising from the business acquisition in 2022.

17% Increase in Right-of-use assets

The increase is driven by the Corporation's store network expansion in 2022.

90% Decrease in Deferred tax assets

The decrease is driven by the adjustment on previously recognized deferred tax assets as a result of the 2020 net operating loss carryover.

54% Decrease in Rental and other non-current assets

The decrease is driven by funds set aside for investments which were realized in 2022.

120% Increase in Accounts payable and other current liabilities

The increase is driven by the growth of the Corporation's business both due to the recovery of existing businesses following the economic re-opening and due to the integration of the PC business starting 2022.

Addition of Short-term loans payable, 42% increase in Non-Current loan payable

The loans availed in 2022 refers to support for working capital, asset purchases and capital investment requirements.

Increase in Lease liability

Total lease liability stood at ₱1.70 billion as of end 2022, with ₱59 million recognized as the current portion and ₱1.64 billion as the non-current. The total amount is higher compared to the total lease liability of ₱1.48 billion in 2021. The increase is driven by the Corporation's store network expansion in 2022.

Recognition of Deferred tax liabilities

The increase is driven by the acquisition of the PC business in 2022.

40% Increase in Retained earnings

The increase in retained earnings is driven by the recognition of the Corporation's consolidated net income for 2022 of ₱874 million.

RESULTS OF OPERATIONS

31 December 2024 vs. 31 December 2023

	31 Dec 2024	31 Dec 2023	Change
Revenues	14,451,839,459	12,823,923,008	13%
Cost of sales	(10,772,481,080)	(9,673,051,933)	11%
Gross income	3,679,358,379	3,150,871,075	17%
General and administrative expenses	(2,053,903,608)	(1,570,509,929)	31%
Interest expense	(410,963,852)	(361,489,106)	14%
Other income, net	48,425,073	25,538,682	90%
Income before income tax	1,262,915,992	1,244,410,722	1%
Provision for (benefit from) income tax	69,508,449	164,964,152	-58%
Net income (loss)	1,193,407,543	1,079,446,570	11%
Total other comprehensive income	37,860,860	2,361,757	1503%
TOTAL COMPREHENSIVE INCOME	1,231,268,403	1,081,808,327	14%

Results of Operations for the year ended 31 December 2024 compared to the year ended 31 December 2023

13% Increase in Revenues

Consolidated net revenues, composed of sales from company-owned stores, franchise and royalty fees from franchisees, and revenues from wholly-owned subsidiaries, reached ₱14.45 billion in 2024, increasing by 13% from the reported net revenues of ₱12.82 billion in 2023. This revenue growth was supported by same-store sales growth (SSSG) of 4% and a 22% network expansion.

11% Increase in Costs of sales

In 2024, consolidated cost of sales increased by 11% to ₱10.77 billion from ₱9.67 billion in 2023. Consolidated cost of sales is mainly composed of raw material and packaging costs, direct labor costs, and store-related costs including rent and utilities.

21% Increase in Gross income

Consolidated gross profit amounted to ₱3.68 billion in 2024, higher by 17% from ₱3.15

billion in the previous year. This yielded a gross profit margin of 25%.

31% Increase in General and administrative expenses

2024 consolidated general and administrative expenses totaled ₱2.05 billion, representing an 14% cost-to-sales ratio. This is higher compared to 12% during the previous period due to brand, systems, and organizational investments made since the latter part of 2023.

11% Increase in Net income

2024 net income registered at ₱1.19 billion, 11% higher than the same period the year before, broadly in line with the Corporation's topline growth. The Corporation's net profit margin slightly contracted by 10 bps to 8.3%.

RESULTS OF OPERATIONS

31 December 2023 vs. 31 December 2022

	31 Dec 2023	31 Dec 2022	Change
Revenues	12,823,923,008	10,142,024,578	26%
Cost of sales	(9,673,051,933)	(7,546,508,401)	28%
Gross income	3,150,871,075	2,595,516,177	21%
General and administrative expenses	(1,570,509,929)	(1,222,810,270)	28%
Interest expense	(361,489,106)	(323,971,110)	12%
Other income, net	25,538,682	49,680,141	-49%
Income before income tax	1,244,410,722	1,098,414,938	13%
Provision for (benefit from) income tax	164,964,152	224,012,857	-26%
Net income (loss)	1,079,446,570	874,402,081	23%
Total other comprehensive income	2,361,757	41,100,308	-94%
TOTAL COMPREHENSIVE INCOME	1,081,808,327	915,502,389	18%

Results of Operations for the year ended 31 December 2023 compared to the year ended 31 December 2022

26% Increase in Revenues

Consolidated net revenues, composed of sales from company-owned stores, franchise and royalty fees from franchisees, and revenues from wholly-owned subsidiaries, reached ₱12.82 billion in 2023, increasing by 26% from the reported net revenues of ₱10.14 billion in 2022. Amidst a challenging macroeconomic environment, this revenue growth was supported by same-store sales growth (SSSG) of 13% and a 20% network expansion.

28% Increase in Costs of sales

In 2023, consolidated cost of sales increased by 28% to ₱9.67 billion from ₱7.55 billion in 2022. Consolidated cost of sales is mainly composed of raw material and packaging costs, direct labor costs, and store-related costs including rent and utilities.

21% Increase in Gross income

Consolidated gross profit amounted to ₱3.15 billion in 2023, higher by 21% from ₱2.60 billion in the previous year. This yielded a gross profit margin of 25%.

28% Increase in General and administrative expenses

2023 consolidated general and administrative expenses totaled ₱1.57 billion,

representing an 12% cost-to-sales ratio. This is in line compared to 12% during the same period in 2022.

23% Increase in Net income

2023 net income registered at ₱1.08 billion, 23% higher than the same period the year before, primarily driven by the Corporation's topline growth. The Corporation's net profit margin slightly contracted by 20 bps to 8.4%.

RESULTS OF OPERATIONS

31 December 2022 vs. 31 December 2021

	31 Dec 2022	31 Dec 2021	Change
Revenues	10,142,024,578	5,480,427,588	85%
Cost of sales	(7,546,508,401)	(4,206,711,163)	79%
Gross income	2,595,516,177	1,273,716,425	104%
General and administrative expenses	(1,222,810,270)	(837,345,396)	46%
Interest expense	(323,971,110)	(292,179,579)	11%
Other income, net	49,680,141	86,488,120	-43%
Income before income tax	1,098,414,938	230,679,570	376%
Provision for (benefit from) income tax	224,012,857	107,699,412	108%
Net income (loss)	874,402,081	122,980,158	611%
Total other comprehensive income	41,100,308	57,117,787	-28%
TOTAL COMPREHENSIVE INCOME	915,502,389	180,097,945	408%

Results of Operations for the year ended 31 December 2022 compared to the year ended 31 December 2021

85% Increase in Revenues

Consolidated net revenues, composed of sales from company-owned stores, franchise and royalty fees from franchisees, and revenues from wholly-owned subsidiaries, reached ₱10.14 billion in 2022, increasing by 85% from the reported net revenues of ₱5.48 billion in 2021. This was mainly driven by dine-in recovery due to the economic reopening and the group's store network expansion, boosted by the addition of PC operations starting March 2022.

79% Increase in Costs of sales

In 2022, consolidated cost of sales increased by 79% to ₱7.55 billion from ₱4.22 billion in 2021. Consolidated cost of sales is mainly composed of raw material and packaging costs, direct labor costs, and store-related costs including rent and utilities.

104% Increase in Gross income

Consolidated gross profit amounted to ₱2.60 billion in 2022, higher by 104% from ₱1.27 billion in the previous year. This yielded a gross profit margin of 26%.

46% Increase in General and administrative expenses

2022 consolidated general and administrative expenses totaled ₱1.22 billion, representing an 12% cost-to-sales ratio. This is lower compared to 15% during the same period in 2021.

11% Increase in Interest expense

Interest expense of ₱324 million was recorded for the twelve months ending December 31, 2022, higher than 11% compared to the 2021 figure of ₱292 million. This was mainly driven by the increase in long-term loans payable in 2022.

43% Decrease in Other income

Other income is composed mainly of other income from franchisees, service income, provisions and gains and losses from store retirement. Other income totaled ₱49 million as of end 2022. This is 43% lower than the ₱86 million reported in 2021 as during the prior period, gains from reversal of long outstanding liabilities and gains from recovery of receivables were recognized.

611% Increase in Net income

Overall, the robust topline, combined with efficient operations, led to a net income of ₱874 million, 611% higher than the same period the year before. The Corporation's net profit margin likewise expanded by 640 bps to 8.6%.

FINANCIAL RATIOS

	31 Dec 2024	31 Dec 2023	31 Dec 2022
Gross Profit Margin <i>Gross Profit / Net Revenue</i>	25.5%	24.6%	25.6%
Before Tax Return on Sales <i>Net Profit Before Tax / Net Revenue</i>	8.7%	9.7%	10.8%
Return on Equity <i>Net Income / Average Equity</i>	14.3%	14.4%	15.2%
Net Gearing Ratio <i>(Interest-bearing liabilities - Cash) / Total Equity</i>	0.55x	0.63x	0.68x
Current Ratio <i>Total Current Assets / Total Current Liabilities</i>	1.39x	1.52x	1.37x

FINANCIAL STABILITY INDICATORS

As of December 31, 2024

Ratio	Formula	Current Year	Prior Year
Current ratio	<div>Total Current Assets 5,270,274,931</div> <div>Divide by: Total Current Liabilities 3,796,801,168</div> <div>Current Ratio 1.39</div>	1.39x	1.52x
Quick/Acid test ratio	<div>Total Current Assets 5,270,274,931</div> <div>Less: Inventories (1,759,910,852)</div> <div>Prepayments and other Current Assets (630,309,536)</div> <div>Quick assets 2,880,054,543</div> <div>Divide by: Total Current Liabilities 3,796,801,168</div> <div>Quick/Acid test ratio 0.76</div>	0.76x	0.72x
Debt-to-equity ratio	<div>Total Liabilities 11,919,252,682</div> <div>Divide by: Total Equity 8,853,725,783</div> <div>Debt-to-equity ratio 1.35</div>	1.35x	1.34x
Gearing ratio	<div>Interest bearing liabilities 6,192,570,991</div> <div>Divided by: Total Equity 8,853,725,783</div> <div>Gearing ratio 0.70</div>	0.7x	0.75x
Net Gearing ratio	<div>Interest bearing liabilities 6,192,570,991</div> <div>Minus: Cash 1,319,799,492</div> <div>Net 4,872,771,499</div> <div>Divide by: Total Equity 8,853,725,783</div> <div>Net Gearing Ratio 0.55</div>	0.55x	0.63x
Asset-to-equity ratio	<div>Total Assets 20,772,978,465</div> <div>Divide by: Total Equity 8,853,725,783</div> <div>Asset-to-equity ratio 2.35</div>	2.35x	2.34x
Interest rate coverage ratio	<div>EBIT 1,671,950,878</div> <div>Divide by: Interest Expenses 410,963,852</div> <div>Interest rate coverage ratio 4.07</div>	4.07x	4.44x
Working capital turnover	<div>Net Sales 14,451,839,459</div> <div>Divide by: Working capital</div> <div>Current Assets 5,270,274,931</div> <div>Less: Current Liabilities (3,796,801,168)</div> <div>Working Capital 1,473,473,763</div> <div>Working Capital Turnover 9.81</div>	9.81x	8.41x
Return on equity	<div>Net Income 1,193,407,543</div> <div>Divide by: Total Equity 8,853,725,783</div> <div>Return on equity 13.48%</div>	13.48%	13.56%
Return on assets	<div>Net Income 1,193,407,543</div> <div>Divide by: Total Assets 20,772,978,465</div> <div>Return on assets 5.74%</div>	5.74%	5.79%
Earnings per share	<div>Net Income 1,193,407,543</div> <div>Average No. of shares 1,683,760,178</div> <div>Earnings per share 0.71</div>	0.71	0.64

MARKET INFORMATION

a) Market Information

The Corporation's common shares are traded in the Main Board of The Philippine Stock Exchange, Inc. ("PSE"). The common shares were listed on December 15, 2016.

The following table shows the high and low prices (in pesos per common share) of the Corporation's shares in the PSE for each quarter within the last 2 years:

Period	High	Low
1st Quarter of 2023	8.70	7.26
2nd Quarter of 2023	9.10	8.20
3rd Quarter of 2023	9.80	8.80
4th Quarter of 2023	9.82	9.15
January 1, 2023 to December 31, 2023	9.82	7.26
1st Quarter of 2024	10.72	9.77
2nd Quarter of 2024	10.24	9.40
3rd Quarter of 2024	9.74	9.20
4th Quarter of 2024	9.53	7.86
January 1, 2024 to December 31, 2024	10.72	7.86
January 1, 2025 to March 31, 2025	8.40	6.62

Source: Daily Quotation Reports of the Philippine Stock Exchange

The market capitalization of the Corporation's common shares as of end of 2024, based on the closing price of ₱7.99 per share was ₱13,453,243,822. The market capitalization of the Corporation's common shares as of March 31, 2025, based on the closing price of ₱7.00 per share was ₱11,786,321,246.

b) Holders

Total shares outstanding as of March 31, 2025, is 1,683,760,178 with a par value of ₱1.00.

The number of shareholders of record as of March 31, 2025, was 40. The shareholders as of the same date are as follows:

Name of Shareholder	Number of Shares	% Ownership
Century Pacific Group, Inc.	1,074,069,388	63.78%*
PCD Nominee Corp. (Non-Filipino)	138,643,336	8.23%
PCD Nominee Corp. (Filipino)	656,014,901	38.96%
Century Pacific Group, Inc.	40,000,000	2.37%
Ma. Luisa P. Lovina	13,766,511	0.81%
Leopoldo M. Prieto III	6,882,542	0.40%
Jamille P. Torres	3,706,257	0.22%
Panda Development Corporation	3,314,264	0.19%
Jamille M. P. Torres	3,176,285	0.18%
Ma. Consuelo P. Guerrero	2,923,808	0.17%
Ma. Pilar P. Lorenzo	2,923,808	0.17%
Ma. Cristina P. Moraza	2,923,808	0.17%

Name of Shareholder	Number of Shares	% Ownership
Carlos M. Prieto	2,923,808	0.17%
Eduardo M. Prieto	2,923,808	0.17%
Rosario Anne R. Prieto	2,811,823	0.16%
L.L.P. Enterprises, Inc.	2,808,968	0.16%
Ma. Ines P. Borromeo	1,943,056	0.11%
Ramon Antonio Lluch Prieto Jr. or Pacita Maria Teodora O. Prieto	788,473	0.04%
Daniela Ariane Lluch Prieto	788,472	0.04%
Gabriela Maxine Lluch Prieto	788,472	0.04%
Carousel Holdings, Inc.	50,000	-
Python Rock Enterprises Inc.	11,100	-
Alma Bella Pil Alberastine	2,000	-
Percival Byron Salazar Bueser	2,000	-
Veronica Aguilar Pedrasa	2,000	-
Leopoldo H. Prieto, Jr.	1,427	-
Dondi Ron R. Limgenco	1,111	-
Christine F. Herrera	1,000	-
Gabrielle Claudia F. Herrera	1,000	-
John T. Lao	1,000	-
Teresa P. Marcelino	1,000	-
Celina F. Lucero	400	-
Owen Nathaniel S Au ITF; Li Marcus Au	110	-
Victor Co and/or Alian Co	100	-
Shareholders' Association of the Philippines Inc.	100	-
Jesus San Luis Vlencia	100	-
Gerardo L. Salgado	8	-
Joselito T. Bautista	1	-
Paulo L. Campos III	1	-
Botschaft N. Cheng or Sevilla Ngo	1	-
Fernan Victor P. Lukban	1	-

* Century Pacific Group, Inc. owns 836,445,141 shares of the Corporation in its own name and another 237,624,247 shares of the Corporation lodged under PCD Nominee Corp. (Filipino).

c) Dividends

Last April 15, 2024, the Corporation declared regular cash dividends amounting to Twenty Centavos (Php0.20) per share on all shares of common stock issued and outstanding to stockholders of record as of May 15, 2024 payable on May 31, 2024.

There are no outstanding dividends payable as of March 31, 2025.

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

The Corporation did not issue any stocks to its employees as of March 31, 2025.

There has been no recent sales of unregistered or exempt securities including recent issuance of securities constituting an exempt transaction.

COMPLIANCE TO CORPORATE GOVERNANCE

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The role of the Board is to provide leadership and strategic guidance for the Corporation. It oversees management's implementation of its initiatives to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives. The Board ensures compliance with the Corporation's long-term best interests of its shareholders and other stakeholders.

The Board is composed of nine (9) directors with collective working knowledge, experience or expertise that is relevant to the Corporation's industry. Majority of the Board sit as non-executive directors with three (3) as Independent Directors. The Lead Independent Director is Mr. Fernan Victor P. Lukban.

Composition of the Board of Directors

Name	Position
Christopher Paulus Nicholas T. Po	Chairman/Non-Executive
Ricardo Gabriel T. Po	Vice Chairman/Non-Executive
Teodoro Alexander T. Po	Vice Chairman /Non-Executive
Leonardo Arthur T. Po	Treasurer and Member/Non-Executive
Paulo L. Campos III	Independent Director
Vicente L. Gregorio	Member/ Executive Director
Lance Y. Gokongwei	Director/Non-Executive
Fernan Victor P. Lukban	Lead Independent Director
Frances J. Yu	Independent Director

Name	Educational Background	Companies	Position
Christopher Paulus Nicholas T. Po	Dual degrees in Economics (finance concentration) and applied science (system engineering) from Wharton School and College of Engineering of the University of Pennsylvania Master's Degree in Business Administration from the Harvard University Graduate School of Business Administration	Century Pacific Food, Inc. Arthaland Corporation Maya Bank, Inc. Ateneo de Manila University Child Protection Network Asia Society Philippines CPG-RSPo Foundation	Chairman Director Independent Director Member of the Board of Trustees Board Member Board Member President
Ricardo Gabriel T. Po	Bachelor of Science degree in Business Management (magna cum laude) at Boston University Executive Education Program (Owner-President	Century Pacific Food, Inc. Arthaland Corporation	Vice Chairman Vice Chairman

	Management Program) at Harvard Business School		
Teodoro Alexander T. Po	Bachelor of Science degree in Manufacturing Engineering (summa cum laude) at Boston University Executive Education Program (Owner-President Management Program) at Harvard Business School	Century Pacific Food, Inc	Vice Chairman
Leonardo Arthur T. Po	Business Administration (magna cum laude) at Boston University Executive Education Program (Owner-President Management Program) at Harvard Business School	Century Pacific Food, Inc. Pacifica Homes Development Corporation	Director and Treasurer President
Paulo L. Campos III	Princeton University with a degree from the Princeton School of Public and International Affairs (magna cum laude) Master's Degree in Business Administration from Harvard Business School	Kaya Founders	Founding Managing General Partner
Vicente L. Gregorio	Bachelor of Science in Electrical Engineering at Central Colleges of the Philippines Master's Degree in Business Administration Ateneo de Manila University.	Philippine Franchise Association Cavallino, Inc. Don Bosco Technical College Bosconian International Chamber of Commerce Plan Master Insurance and Financial Services, Inc.	Board Member Board Member Board Member Board Member Board Member
Lance Y. Gokongwei	Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania	JG Summit Holdings Inc. Cebu Air, Inc. Universal Robina Corporation JG Summit Olefins Corporation Robinsons Land Corporation Robinsons Retail Holdings, Inc. Manila Electric Company Maxicare Corporation Bank of the Philippine Islands RL Commercial REIT, Inc. Altus Property Ventures, Inc. Oriental Petroleum Minerals Corporation	President and CEO Chairman Chairman Chairman Chairman Board Adviser Director and Vice Chairman Vice Chairman Member of the Advisory Council Director Director Director Director

		Singapore Land Group Limited AB Capital and Investment Corporation SP New Energy Corporation Gokongwei Brothers Foundation, Inc.	Director Director Director Chairman and Trustee
Fernan Victor P. Lukban	Undergraduate degrees in engineering (Industrial Management - Mechanical from De La Salle University, Manila) Graduate degrees in economics (MSc in Industrial Economics from the Center for Research & Communication, now University of Asia & the Pacific) and in business (MBA from IESE Barcelona, Spain)	Central Azucarera de Tarlac, Inc.	Director
Frances J. Yu	Bachelor of Arts degree in English Literature from Fordham University, New York (summa cum laude) Master's Degree in Theology from Augustine Institute in Denver (magna cum laude)	Century Pacific Food, Inc.	Independent Director

Board Committees

Audit Committee

The members of the Audit committee are:

Fernan Victor P. Lukban – Chairman – Independent Director
Ricardo Gabriel T. Po
Paulo L. Campos, III – Independent Director

The committee is composed of three (3) non-executive director, the majority of whom, including the Chairman, is independent. All of the members have relevant background, knowledge, skills, and experience in the areas of auditing and finance. The Chairman is not the Chairman of any other committee.

The purpose of the Audit Committee (the “Committee”) is to enhance the oversight capability of the Board over the Shakey’s Pizza Asia Ventures Inc.’s (the “Corporation”) financial reporting process, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.

It is responsible for overseeing senior management in establishing and maintaining an adequate, effective and efficient internal control framework. The Audit Committee ensures that systems and processes are designed to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of assets. The Audit Committee meets quarterly. The Committee met on the following dates during 2024:

DATE OF MEETING	ATTENDANCE
April 4, 2024	Present: Fernan Victor P. Lukban – Chairman – Independent Director Ricardo Gabriel T. Po Paulo L. Campos, III – Independent Director Absent: None
May 6, 2024	Present: Fernan Victor P. Lukban – Chairman – Independent Director Ricardo Gabriel T. Po Paulo L. Campos, III – Independent Director Absent: None
August 5, 2024	Present: Fernan Victor P. Lukban – Chairman – Independent Director Ricardo Gabriel T. Po Paulo L. Campos, III – Independent Director Absent: None
November 8, 2024	Present: Fernan Victor P. Lukban – Chairman – Independent Director Ricardo Gabriel T. Po Paulo L. Campos, III – Independent Director Absent: None

Corporate Governance and Sustainability Committee

The members of the Corporate Governance and Sustainability Committee are:

Paulo L. Campos, III – Chairman – Independent Director
Fernan Victor P. Lukban – Independent Director
Frances J. Yu – Independent Director

The Committee is composed of three (3) Directors, all of whom are Independent Directors.

The Committee is tasked in ensuring compliance with and proper observance of corporate governance principles and practices. It assists the Board of Directors of the Corporation in the performance of its corporate governance responsibilities, including the functions of a Nomination and Remuneration Committee.

The Committee also provides oversight of the Corporation's strategies, opportunities, and risks concerning material sustainability issues to ensure progress in these areas and to advise management on process and performance improvements in order to achieve targets. The

Committee meets at least twice a year. For the year 2024, the Committee met on February 22, 2024 and November 21, 2024.

DATE OF MEETING	ATTENDANCE
February 22, 2024	Present: Paulo L. Campos, III – Chairman – Independent Director Fernan Victor P. Lukban – Independent Director Frances J. Yu – Independent Director Absent: None
November 21, 2024	Present: Paulo L. Campos, III – Chairman – Independent Director Fernan Victor P. Lukban – Independent Director Frances J. Yu – Independent Director Absent: None

Board Risk Oversight Committee

The members of the Board Risk Oversight Committee are:

Frances J. Yu – Chairman – Independent Director
Fernan Victor P. Lukban – Independent Director
Lance Y. Gokongwei

The BROOC is composed of three (3) members the majority of whom are Independent Directors, including the Chairperson. The Chairperson does not sit as the Chair of any other Board committee.

The Board Risk Oversight Committee (the “Committee”) is responsible for the oversight of the Enterprise Risk Management (“ERM”) system of the Corporation to ensure its functionality and effectiveness. The Committee met on August 22, 2024.

DATE OF MEETING	ATTENDANCE
August 22, 2024	Present: Frances J. Yu – Chairman – Independent Director Fernan Victor P. Lukban – Independent Director Lance Y. Gokongwei Absent: None

Related Party Transaction Committee

The Related Party Transaction Committee (“RPT”) is composed of the following members:

Paulo L. Campos, III – Chairman – Independent Director
Fernan Victor P. Lukban – Independent Director
Ricardo Gabriel T. Po

The RPT Committee is composed of three (3) non-executive directors, two of whom are Independent Directors of the Corporation, including the Chairman. The purpose of the Related

Party Transactions Committee (the “Committee”) is to ensure that terms and conditions of all RPTs must be equivalent to those that prevail in arm’s length transactions and shall be subject to appropriate corporate approvals and actions of the corporation and of related parties, with the best interest of the investing public and the Corporation in mind. Any related-party transactions entered into by the Corporation, or its affiliates shall be in accordance with applicable law, rules and regulations and the Policy.

DATE OF MEETING	ATTENDANCE
February 22, 2024	Present: Paulo L. Campos, III – Chairman – Independent Director Fernan Victor P. Lukban – Independent Director Ricardo Gabriel T. Po Absent: None
November 21, 2024	Present: Paulo L. Campos, III – Chairman – Independent Director Fernan Victor P. Lukban – Independent Director Ricardo Gabriel T. Po Absent: None

Board Diversity

The Corporation recognizes the benefits of having a diverse board and sees diversity as an essential element in supporting its continued growth and the attainment of its strategic objectives. The board aims to make good use of the differences in gender, age, cultural, educational background, ethnicity, professional experience, skills, and knowledge of its directors.

The membership of the Board is a combination of executive and non-executive directors (which include independent directors) in order that no director or small group of directors can dominate the decision-making process. The non-executive directors should possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board.

Board	Female	Male
Executive	0	1
Non-Executive	0	5
Independent	1	2

Board Meetings and Director Attendance

All Board Meetings are scheduled at the start of the fiscal year and notices thereof are given to all Directors and Key Officers. Directors attend regular and special board meetings in person. Board members take part in active discussions during Board meetings. There were 20 meetings held in 2024 which were attended by all member of the Board Directors.

DATE OF MEETING	ATTENDANCE
January 15, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po

	Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
February 15, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
February 22, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
March 14, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
April 15, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu

	<p>ABSENT: None</p>
April 18, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
May 3, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
May 10, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
June 20, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
June 20, 2024	<p>PRESENT: Christopher T. Po</p>

	Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
June 20, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
July 17, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
August 1, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
August 22, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban

	Paulo L. Campos III Frances J. Yu ABSENT: None
September 2, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
September 27, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
October 1, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None
October 30, 2024	PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu ABSENT: None

November 15, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
November 19, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: Leonardo Arthur T. Po</p>
November 21, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
December 2, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>

Board Training and Continuing Education

Corporate Governance Training

All directors attend an annual four (4) hour continuing training program involving courses on corporate governance and matters relevant to the Corporation, including audit, internal controls, risk management, sustainability and strategy.

Roster of Corporate Governance Training Sessions for the years 2023 and 2024

	Directors/Officers	Program	Program Facilitator
2023	Christopher Paulus Nicholas T. Po Teodoro Alexander T. Po Ricardo Gabriel T. Po Vicente L. Gregorio Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu Manuel T. del Barrio Jorge Maria Q. Concepcion Darel G. Pallesco Myrose April C. Victor Jenifer Mae V. San Juan Maria Rosario L. Ybanez	1. Disruptive Strategy (2 hours) 2. Operationalizing Shared Prosperity Towards Our Dream Philippines (2 hours)	Institute of Corporate Directors
2024	Teodoro Alexander T. Po Ricardo Gabriel T. Po Leonardo Arthur T. Po Vicente L. Gregorio Paulo L. Campos III Frances J. Yu Manuel T. del Barrio Darel G. Pallesco Jenifer Mae V. San Juan Maria Rosario L. Ybanez	1. Strengthening of Internal Controls with the Three Lines of Defense Fighting Fraud through Data Analysis and Whistleblowing: Anti-Bribery and Anti-corruption (2 hours) 2. Effectively Cascading the Company Strategic Plan (2 hours)	Institute of Corporate Directors

First Time Directors Training and Orientation

The Corporation has an established orientation program for every new director to ensure of their practical understanding of business in general, and of Shakey's in particular. All first time directors attend an eight (8) hour orientation program covering SEC-mandated topics on corporate governance and an introduction to the Corporation's business, Articles of Incorporation, and Code of Conduct. In 2017 and 2019, first time directors attended the 8 hour Introduction to Corporate Governance Training provided by the Institute of Corporate Directors.

Board Assessment

The Corporation has implemented a Board Performance Assessment with the following Criteria and Process of evaluation:

The assessment criteria include the structure, efficiency, and effectiveness of the Board, participation and engagement of each member of the Board, contribution of each member

director to their respective Committees, and the performance of management. The criteria also reflects the specific duties, responsibilities and accountabilities of each party assessed as provided in the Corporation's By-Laws, Manual on Corporate Governance, Board Committee Charters and governing policies.

The following rating system shall be used by the directors in accomplishing the self-rating form:

SA – Strongly Agree
A – Agree
N – Neither Agree Nor Disagree
D – Disagree
SD – Strongly Disagree

The form also allows the director to provide comments and suggestions to further enrich the assessment process. For further clarification on this policy and the performance assessment exercise, the Board may address their queries to the Compliance Officer.

Board Nomination

The Corporate Governance Committee has the responsibility to assess and make recommendations based on merit, suitable candidates to the Board. The Procedure and Criteria for each board

Procedure	Process Adopted	Criteria
Selection/Appointment		
(i) Executive Directors (ii) Non-Executive Directors (iii) Independent Directors	<p>Nomination is conducted by the Corporate Governance Committee, which functions as the Nomination Committee, prior to a stockholders' meeting pursuant to the provisions of SRC Rule 38.</p> <p>All nominations for directors to be elected by the stockholders of the Corporation shall be submitted in writing to the Corporate Secretary prior to the date of the regular or special meeting of stockholders for the election of directors.</p> <p>The directors shall be elected from among the stockholders annually during the annual meeting of stockholders.</p>	<p>In addition to the qualifications for membership in the Board provided in the Revised Corporation Code, the SRC, and other relevant laws, the Board may provide for additional qualifications which include, among others, the following:</p> <p>(i) College education or equivalent academic degree (ii) Practical understanding of the business of the Corporation; (iii) Membership in good standing in relevant industry, business or professional organization; (iv) Previous business experience.</p> <p>In addition to the above stated qualifications, Independent Directors are selected in accordance with the rules provided under SRC Rule 38 of the Amended IRR of the SRC.</p> <p>No stockholder convicted by final judgment of an offense punishable</p>

		by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines, committed within five years prior to the date of election shall qualify as a director.
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Succession Planning

Board ensures and adopts an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in shareholders' value. The Board works with the Corporation's Human Resources Management group in developing programs and policies on retirement age and benefits, and employee development and training to ensure the smooth transition and continuity of critical roles.

Remuneration

The Board Charter vests on the Board the responsibility to approve the remuneration packages and policies for corporate officers and employees. The Corporation compensates employees based on Corporation and individual performance. Employee performance is assessed on the basis of:

- (1) actual vs. desired results, and
- (2) how results were delivered in the light of corporate core values. Therefore, the achievement of financial and nonfinancial measures is reflected in performance assessment.

Related Party Transactions

The Corporation has a groupwide policy governing related party transactions which includes the appropriate thresholds, review and approval parameters which guarantee fairness and transparency of the transactions.

Under the Corporation's Policy on Material Related Party Transactions, all individual RPTs shall be reviewed and approved by at least two-thirds (2/3) vote of the Board of Directors with a majority of the independent directors voting to approve the RPT. In case that a majority of the independent directors' vote is not secured, the RPT may be ratified by the vote of stockholders representing at least two thirds (2/3) of the outstanding capital stock.

The names of all related parties, degree of relationship, nature and value for each material/significant RPT are disclosed by the Corporation in its Consolidated Financial Statements.

In addition, all RPTs are (1) covered by individual agreements ensuring that they are arms-length and (2) disclosed regularly to shareholders, the SEC, and the PSE.

Risk Management and Internal Control System

Risk Management covers systematic measures which include reviews, checks and balances, methods and procedures.

The Board of Directors is ultimately responsible for the oversight of the Corporation's risk management processes and internal controls that involve identifying, measuring, analyzing, monitoring and controlling risks. The Board of Directors has created the board level Audit

Committee to spearhead the managing and monitoring of risks. The adequacy of the internal controls is reviewed quarterly by the Internal Audit team which directly reports to the Audit Committee.

Business Conduct and Ethics

Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the Corporation.

All Employees of the Corporation, Directors and Key Officers are required to abide by the Code of Business Conduct and Ethics. The Corporation thru its Human Resource Department implements and monitors the implementation of the Code thru policies.

Conflict of Interest

The Corporation requires directors, officers and employees to annually disclose their interests arising from transactions with the Corporation and related corporations, or any other matter and/relationships which may arise to conflict of interests.

Insider Trading Policy

The Corporation has an Insider Trading Policy prohibits Directors and key officers from purchasing or selling the Corporation's securities five (5) days prior and three (3) days after the disclosure of any Structured or Unstructured containing material information.

Policy on Use of Corporation Funds and Approval of Contracts

Fund disbursements are strictly governed by the Corporation's Approval Authority Limits (AAL) Policy. The AAL likewise outlines the officers authorized to approve contracts. All fund disbursements are supported by contracts, invoices or purchase orders without which, funds are not disbursed.

Whistle Blower Policy

The Corporation has a whistle blower policy that provides an avenue for employees to report misconduct of fellow employees, including their superiors, while protecting the employee's identity and welfare.

The Human Resources Department validates any written complaint it receives. After prima facie evidence is established, involved persons are required to fill a Notice to Explain/Charge sheet. Hearings and investigations are undertaken by a panel which will make its own finding and recommendation to the appropriate authority.

IT Security

The Corporation has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.

The Corporation has a Technology Advisory Group which reports to management on matters relating to the role of technology in executing the business strategy of the Corporation. The Technology Advisory Group is composed of seven (7) members, three (3) of which are qualified external advisors/consultants.

The following are the key areas where the Group provides advice:

1. The Corporation's Information Technology (IT) Systems and Procurement.
2. The Corporation's IT and digital Roadmap, planning and strategy. Areas including IT infrastructure, Supercard program, project management and emerging technology trends among others.
3. The Corporation's performance indicators around IT and digital.
4. Relevant guidelines or policies involving IT and digital processes and transaction

PROTECTING THE RIGHTS OF AND EQUITABLE TREATMENT OF SHAREHOLDERS

Right to Vote and Right to Receive Notices and Attend Meetings

Shareholders have the right to notices, attend meetings and vote on corporate matters, including the election of directors, amendments to the articles of incorporation, adoption/amendment of bylaws, and other major corporate actions.

Annual Stockholders' Meeting

The Corporation's By-Laws mandates the conduct of its Annual Stockholders' Meeting on the 20th day of June of each year. Notices of the Annual Stockholders' Meeting are distributed to the Shareholders by publication in the business section of two (2) newspapers of general circulation, in print and online format, for two (2) consecutive days prior to the conduct of the annual meeting. Shareholders are provided the opportunity to participate either by remote communication or in person as authorized by the By-Laws. The Agenda includes the following:

1. Approval of the Minutes of the previous meeting
2. Report of the President
3. Approval and Ratification of all acts and proceedings of the Board of Directors, the Board Committees and management during their respective term of offices.
4. Election of Directors
5. Appointment of External Auditor

The Corporation's By-Laws further provides under its Section 5.06 the right of each Shareholder to vote at all meetings the number of shares registered in their respective names, either in person or by proxy.

Stockholders who executed proxies were asked to submit their proxy forms to the weblink provided for remote submission of proxies on or before June 7, 2024. Thereafter, the proxies are validated and the votes were tabulated by the Corporate Secretary and verified by the external auditor. Stockholders who opted to vote in person were given forms to fill-in before the meeting.

For the year 2024, all items of the agenda for the 2024 ASM were approved. The voting results are as follows:

Agenda	Voting Results		
	For	Against	Abstain
Call to Order	98.11%	0.00%	0.32%
Secretary's Proof of Due Notice of the Meeting and Determination of Quorum	98.11%	0.00%	0.32%

Approval of the Minutes of the Stockholders' Meeting held on June 20, 2023	100.00%	0.00%	0.00%
Management's Report	100.00%	0.00%	0.00%
Approval and Ratification of all Acts of the Board of Directors, Board Committees and Management for the year 2023	100.00%	0.00%	0.00%
Election of Board of Directors			
<i>Ricardo Gabriel T. Po</i>	99.68%	0.32%	0.00%
<i>Christopher Paulus Nicholas T. Po</i>	100.00%	0.00%	0.00%
<i>Teodoro Alexander T. Po</i>	100.00%	0.00%	0.00%
<i>Leonardo Arthur T. Po</i>	100.00%	0.00%	0.00%
<i>Vicente L. Gregorio</i>	100.00%	0.00%	0.00%
<i>Lance Y. Gokongwei</i>	98.43%	0.05%	0.00%
<i>Fernan Viktor P. Lukban (Independent)</i>	100.00%	0.00%	0.00%
<i>Paulo L. Campos, III (independent)</i>	100.00%	0.00%	0.00%
<i>Frances J. Yu (Independent)</i>	100.00%	0.00%	0.00%
Appointment of External Auditor	100.00%	0.00%	0.00%
Amendment of Amended By-Laws	100.00%	0.00%	0.00%
Other Matters	96.71%	2.20%	0.00%
Adjournment	100.00%	0.00%	0.00%

During the meeting, stockholders were likewise given the opportunity to ask questions from the Board of Directors after each agenda item except Call to Order, Proof of Notice of the Meeting and Determination of Quorum, and Adjournment. The questions asked and answers given during the meeting is recorded in the minutes for the 2024 Annual Stockholders' Meeting attached herein as Appendix 8.

The following directors and officers were present during the 2024 ASM:

Mr. Christopher Paulus Nicholas T. Po	- Chairman
Mr. Ricardo Gabriel T. Po	- Vice Chairman
Mr. Teodoro Alexander T. Po	- Vice Chairman
Mr. Leonardo Arthur T. Po	- Director and Treasurer
Mr. Vicente L. Gregorio	- President and CEO
Mr. Lance Y. Gokongwei	- Director
Mr. Paulo L. Campos, III	- Independent Director
Mr. Fernan Victor P. Lukban	- Independent Director
Ms. Frances J. Yu	- Independent Director
Manuel T. Del Barrio	- Chief Financial Officer, Compliance Officer, Chief Risk Officer and Chief Information Officer
Jorge Maria Q. Concepcion	- Shakey's General Manager
Jose Arnold T. Alvero	- Chief Operating Officer and Business Unit Head of Potato Corner
Alois Brielbeck	- BMI General Manager
Maria Elma C. Santos	- Peri Peri General Manager
Gilbert Tolentino	- Shakey's Company-Owned Business Unit Director and R&B General Manager
Rommel Turbanos	- Peri Peri General Manager
Darel G. Pallesco	- Corporate Internal Audit Manager
Oliver Angelo C. Sicam	- Group Director for Marketing

Yiow Leong Tan	- Group Director for International
Kellda M. Centeno	- Group Director for Digital, Loyalty and Delivery
Myrose April C. Victor	- Investor Relations Head
Atty. Maria Rosario L. Ybanez	- Corporate Secretary

The stockholders who attended the 2024 ASM represented a total of 1,339,371,985 common shares, constituting 79.55% of the total outstanding capital stock of the Corporation as of record date May 2, 2024.

Right to Dividends

Last April 15, 2024, the Corporation declared regular cash dividends amounting to Twenty Centavos (PhP0.20) per share on all shares of common stock issued and outstanding to stockholders of record as of May 15, 2024 payable on May 31, 2024.

Right to Receive Information

The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a Corporation's financial condition, results and business operations.

The Corporation's Investor Relations team present information on performance results, business progress, industry trends, impact of external factors, and regulations to shareholders, analysts, investors, and media every quarter during the Investors Earnings Call and Briefing and Teleconference, as well as Media Briefing. The Medium of Communication are the following:

- Company disclosures filed with the Securities and Exchange Commission and the Philippine Stock Exchange
- Print (e.g. broadsheets, brochures)
- Written notices
- Corporate website
- Briefing sessions for analysts
- Investor conferences and non-deal roadshows
- One-on-one meetings with investors, bankers, and creditors
- Onshore and offshore investor conferences
- Conference calls on quarterly financial results
- Regular engagement with brokers and analysts
- Non-deal roadshows to key financial market centers
- Press releases
- Selected manufacturing site visits
- Regulatory and formal reporting requirements
- Use of corporate website

Reports distributed and made available to shareholders and other stockholders can be found in the PSE Edge website and in the Company website. A summary of the Corporation's disclosures is attached to this Information Statement as Appendix 12.

ROLE OF STAKEHOLDERS

Employees

Employee Safety and Health

A healthy and safe working environment is a prerequisite to the well-being of our workforce and paramount to the success of our operations. The Corporation is committed to creating decent and safe working conditions whether in the corporate workplace or on our store and warehouse floors to protect our employees and workers from injury and health risks. We fulfill this through our Occupational Safety and Health (OSH) Program and Policies, in full compliance with RA 11058 and the Department of Labor and Employment (DOLE)'s standards.

Our Health and Safety Committee manages our OSH program. This includes orientation and regular training, support for work permits for at-risk establishments, and provision of select protective equipment. Work-related hazards are regularly identified and assessed for severity and frequency and given appropriate control systems to prevent these safety risks. Any disabling injury whether permanent, temporary, or resulting in fatalities are reported to DOLE and submitted with required supporting documents to be processed.

In accordance with RA 11058, the Corporation also has put the following OSH policies in place to ensure a safe, productive, and supportive workplace:

1. Company Commitment on Occupational Safety and Health Promotion of a Drug-Free Workplace
2. Mental Health Services in the Workplace
3. Prevention and Control of HIV-AIDS
4. Prevention and Control of Tuberculosis
5. Prevention and Control of Hepatitis B
6. Composition and Duties of Health and Safety Committee

Employee Training

The Corporation invests on Employee training and development as described below:

Shakey's Company Wide Training Programs and Courses	Description
Training Programs	
Comprehensive Onboarding Program	Onboarding program for newly hired employees that covers company orientation and philosophies, product knowledge, guest service, duties and responsibilities, safety and security guidelines, and cashiering
Management Development Program	Develops Manager Trainees in restaurant operations
Restaurant Train the Trainer Workshop	Transforms employees both at the restaurant operations and Corporate Support Office (CSO) into credible and effective trainers who can cascade company goals, philosophies, means, and standards to employees
New Store Opening Training	Equips core teams of opening stores with technical capabilities required for store operations

Restaurant Staff Development Program	Trains restaurant staff in the technical and leadership competencies necessary for Shift Management positions through leadership training, certification, and dual specialization sessions
Training Courses	
Operations Training Courses	Upskills Store Operations employees with technical and leadership competencies that will enable them to perform their jobs successfully
Corporate Support Office Training Courses	Reinforces company goals, philosophies, means, and standards among our CSO employees while also offering learning opportunities to enhance their skill set and improve attitude and habits

Customers and Guests

The Corporation has a robust Guest Engagement program in place. Through our Guest Engagement department, we connect and engage with our guests through an integrated feedback management system that has enabled us to respond to feedback and attend to concerns with the utmost expediency. Guests are able to course their feedback through various channels such as our store staff, WeCare email, Electronic Guest Comment Card, Shakey's delivery hotline, Shakey's website, Shakey's mobile application, Facebook, Twitter, and Instagram.

Suppliers

Supply Chain Credibility

Instituted in 2021, Corporation's Supplier Code of Conduct and Ethics (SCOCE) outlines the Corporation's stance on responsible sourcing and supply chain sustainability and the corresponding requirements we expect our suppliers, manufacturers, and service providers to uphold.

The SCOCE covers our standards on:

- Human rights (child labor, forced labor and human trafficking, nondiscrimination, harassment, working hours, wages, and benefits)
- Health, safety, and quality
- Business ethics (business integrity, no gift policy, fair competition, privacy and intellectual property, conflict of interest)
- Environmental compliance with applicable laws and regulations
- Management systems

100% of current suppliers signed and acknowledged the SCOCE as a requirement to work with the Corporation.

Community

Corporate Social Responsibility – Job Creation and Livelihood Support

We create livelihood opportunities and encourage decent working environments for our core businesses as well as our partners, vendors and suppliers. Our Supplier Code of Conduct and Ethics (SCOCE) is key to our ability to create positive impact while expanding our locus of positive influence.

Total number of jobs supported across the Corporation's value chain in 2024: 20,725

The Corporation contributes to the national economy by supporting 20,725 jobs (2023: 18,187). This figure includes company-owned restaurant and corporate support employees and workers, as well as those whose jobs are indirectly supported through our business relationships such as our franchised staff, store riders, participants from our inclusive hiring programs, call center agents, and maintenance and utilities staff.

Environmental Compliance

Water Consumption Reduction

Water is essential to our business operations, from general cleaning and sanitation at stores to the cooking process. We monitor, measure, and analyze our water usage to continuously improve our resource efficiency, ensure the cleanliness and safety of our operations, and mitigate our environmental impact. This is especially important for the Corporation as we operate in high water stress areas, such as Metro Manila.

Water withdrawal and intensity	2022	2023*	2024
Water withdrawal (CBM)	781,688	1,236,342	1,360,906
Water intensity** (CBM/PHP Million)	55.49	66.32	62.61

**2023 data has been restated due to the identification of an error in the rate used for calculating water withdrawal for a certain area in one of the business units.*

***Water intensity is calculated as water withdrawn divided by total systemwide sales in PHP. This metric means that for every million Pesos of sales generated in 2024, the Corporation withdrew 62.61 cubic meters of water, decreasing by 6% as systemwide sales grew by a faster rate compared to water withdrawn.*

We invest in technology to reduce our water use, for example by installing automatic low-flow hand washing machines, and engage our stakeholders to use our water resources responsibly.

All wastewater discharged from all the Corporation's facilities adheres to minimum standards established by the Department of Environment and Natural Resources (DENR) Administrative Order (DAO) 2021-19, the City Environment & Natural Resources Office (CENRO), the Municipal Environment & Natural Resources Office (MENRO), and Laguna Lake Development Authority (LLDA).

In 2024, 46 of standalone Shakey's stores utilized onsite sewage treatment plants to treat effluents from their operations before discharging (2023: 46).

Energy Consumption Reduction

Energy fuels our operations, powering our stores, offices, warehouses, equipment, and vehicles, which primarily rely on electricity, gasoline, and LPG. We are committed to minimizing energy use by implementing efficiency measures and promoting behavioral changes. Our approach includes investing in technology like thermal insulation and inverter-type cold storage to conserve energy.

We encourage our staff to actively participate in energy-saving efforts, such as turning off lights when not needed. While we have greater oversight over company-owned locations, we share our

energy- saving strategies with leased spaces and franchisees, aiming to broadly reduce our energy footprint.

Energy	2022	2023	2024
Total energy consumption (GJ)	97,958,127	66,685,428	67,602,210
Non-renewable	97,958,127	66,685,428	67,602,210
Energy intensity* (GJ/PHP Million)	6,954	3,577	3,110

**Energy intensity is calculated as total energy consumption divided by total systemwide sales in PHP. This metric means that for every million Pesos of sales in 2024, the Corporation consumed 3,110 gigajoules of energy, decreasing by 13% as systemwide sales grew by a faster rate compared to energy consumption.*

Environmental Impact Management

Managing our resources responsibly goes hand-in-hand with managing and mitigating our negative impacts on the environment and doing our part in tackling climate change.

Greenhouse Gas Emission Reduction

Our senior leadership team and Board of Directors are jointly responsible for assessing the impacts and developing the appropriate mitigation and adaptation strategies to reduce our carbon emissions and manage climate-related risks.

Effective responses to climate change rely on credible strategies to transition towards a low carbon economy. The Corporation strives to increase the uptake of renewable energy in our operations. We are exploring mixed energy sources, such as solar panel installations at the corporate head office, free-standing stores, and commissaries, and use of solar powered water heaters.

GHG Emissions & GHG Intensity of the Corporation (Scopes 1 & 2)*

Emission	2022	2023	2024
Scope 1 (tonnes CO ₂ e)	6,170,473	4,190,375	4,246,799
Scope 2 (tonnes CO ₂ e)	57,055	55,387	59,644
Emission intensity (tCO ₂ e/Php Million)**	198	228	198

**Standards used for the computation are based on the GHG Protocol Corporate Protocol and Reporting Standard. Location-based grid emission factors are based on the Philippine Department of Energy. The gasses reported include carbon dioxide, methane, and nitrous oxide.*

***Emission intensity is calculated as total GHG emissions divided by total systemwide sales in PHP. This metric means that for every million pesos of sales in 2024, the Corporation emits 198 tons CO₂e of greenhouse gasses, decreasing by 13% as systemwide sales grew by a faster rate compared to emissions.*

Landfill Waste Reduction

Our waste action plan targets significant reduction in plastic and food waste, the predominant types of waste in the Food and Beverage sector.

Waste generated from our operations	2022	2023	2024
Total waste (kg)	164,690	208,991	641,784
<i>Diverted</i>	<i>36</i>	<i>48,106</i>	<i>489,333</i>
<i>Directed</i>	<i>164,654</i>	<i>160,885</i>	<i>152,451</i>

**Significant increase in the amount of total waste this year is due to the inclusion of hazardous wastes diverted from disposal such as cooking oil and grease in the reported data. Previous years disclosed non-hazardous wastes only.*

We implement waste segregation measures, wherever possible, within our stores and across our corporate offices. At our headquarters, we have installed five centralized “Stop Before You Drop” trash bins labeled with different waste types and a materials recovery facility (MRF) to reinforce proper separation of recyclables through behavioral change among our corporate support office employees.

Waste from customer packaging

Materials	2022	2023	2024
Materials used (mt)	26,292	47,540	48,897
Renewable materials (%)	98%	97%	96%
Non-renewable materials (%)	2%	3%	4%

Our customer packaging significantly contributed to 2022 plastic waste. To address this, we’re assessing and minimizing its environmental impact throughout its lifecycle, from production to disposal. In 2024, we continued to use primarily timber-based materials, like cardboard for pizza boxes and paper for takeout containers.

While sourcing sustainable packaging is a step forward, we face a greater hurdle in the Philippines due to underdeveloped waste management systems, with the urgent task of keeping these materials out of landfills and recycling them effectively. The post-consumer waste challenge is complex, as it falls outside our direct control. Nonetheless, we are dedicated to reducing the environmental footprint of our packaging along our entire value chain. In the interim, we are committed to offsetting our usage of non-biodegradable plastic packaging through our Plastic Footprint Reduction program.

Plastic Footprint Reduction

The Corporation actively pursues a robust strategy to address our plastic footprint resulting from post-consumer waste. Recognizing that some plastic use is currently unavoidable, we have taken concrete action by partnering with the Plastic Credit Exchange (PCX). Our partnership with the Plastic Credit Exchange (PCX) enables us to work towards reducing our plastic footprint for our brands that rely on flexible packaging. We operationalize this commitment by purchasing plastic credits, similar to the carbon offset model, which funds the collection, recycling, or co-processing of a volume of plastic waste equivalent to our packaging output.

January 2024 marked our fifth year of committing to Plastic Footprint Reduction.

The Corporation actively engages in plastic waste management through the PCX program, which ensures the removal and repurposing of plastics equivalent to our usage into new products or energy, aiding in coal replacement.

In 2024, we purchased 92 metric tons of plastic credit to partially offset our plastic packaging procured for the year. Recognizing that offsetting our plastic footprint is an interim step, we are committed to continuously exploring sustainable solutions to minimize plastic use.

To uphold the integrity of our plastic offsets, PCX mandates third-party audits by Isla Lipana & Co. (PricewaterhouseCoopers). The audit validates the Corporation's plastic footprint, supporting PCX in certifying the Net Zero Plastic Waste status of our brands. It also verifies the Corporation's plastic footprints against our annual packaging usage, confirming that a proportionate amount of plastic waste has been responsibly recycled or co-processed. We began the audit in earnest in 2023 and acquired certification in 2024. This rigorous process, detailed in the PCX credit registry, not only enhances our plastic management but also aligns the Corporation with the Extended Producer Responsibility Act of 2022.

Appendix 1

Registration and Procedure for voting *In Absentia* and Participation via Remote Communication

**2025 ANNUAL STOCKHOLDERS' MEETING OF
SHAKEY'S PIZZA ASIA VENTURES INC.**

**REGISTRATION AND PROCEDURE FOR
VOTING *IN ABSENTIA*
AND
PARTICIPATION VIA REMOTE COMMUNICATION**

I. VOTING *IN ABSENTIA*

Shakey's Pizza Asia Ventures, Inc. (the "Corporation") has established a designated website in order to facilitate the registration of and voting *in absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code.

Stockholders as of May 9, 2025 (the "Stockholder/s") may register at the following web address: <https://www.shakeysgroup.ph/ir/register>. Registration shall be open from **May 29, 2025 to June 3, 2025**.

1. Upon registration, Stockholders shall be asked to provide the information and upload the documents listed below (the file size should be no larger than 5MB):
 - A. For individual Stockholders:
 - i. Email address
 - ii. First and Last Name
 - iii. Address
 - iv. Mobile Number
 - v. Current photograph of the Stockholder, with the face fully visible
 - vi. Stock certificate number and number of shares held by the stockholder
 - vii. Valid government-issued ID
 - viii. For Stockholders with joint accounts: A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account
 - B. For corporate/organizational Stockholders:
 - i. Email address
 - ii. Name of Stockholder
 - iii. Address
 - iv. Mobile Number
 - v. Phone Number
 - vi. Stock certificate number and number of shares held by the stockholder
 - vii. Current photograph of the individual authorized to cast the vote for the account (the "Authorized Voter")
 - viii. Valid government-issued ID of the Authorized Voter
 - ix. A scanned copy of the Secretary's Certificate or other valid authorization in favor of the Authorized Voter
2. Registration shall be validated by the Office of the Corporate Secretary in coordination with the Stock Transfer Agent of the Corporation. Once the Stockholder has been successfully validated, a username and password shall be generated for the Stockholder, which shall be sent to the email address indicated by the Stockholder on the registration form.
3. The registered Stockholder may then proceed to log in on the voting website using the username and password provided and cast their votes. All items in the agenda for approval shall be shown one at a time and the registered Stockholder may vote Yes, No, or Abstain. The vote is considered cast for all the registered Stockholder's shares.
4. Once voting on all the agenda items is finished, the registered Stockholder shall be shown a summary of votes cast. The Stockholder can then proceed to submit the accomplished ballot by clicking the 'Submit' button. Before submission, the website will prompt the Stockholder to confirm the submission of the ballot.

5. Voting shall be open from **June 4, 2025, 12:01 a.m. to June 17, 2025, 11:59 p.m.**
6. The Office of the Corporate Secretary shall tabulate all votes cast *in absentia* together with the votes cast by proxy, and an independent third party will validate the results.
7. Stockholders who register and vote on the website for voting *in absentia* are hereby deemed to have given their consent to the collection, use, storing, disclosure, transfer, sharing and general processing of their personal data by the Corporation and by any other relevant third party for the purpose of electronic voting *in absentia* for the Annual Stockholders' Meeting and for all other purposes for which the Stockholder can cast his/her/its vote as a stockholder of the Corporation.

II. PARTICIPATION VIA REMOTE COMMUNICATION

1. Stockholders may attend the meeting on June 27, 2025 at 8:30 a.m. via the livestreaming link sent to the email address indicated by the Stockholder on the registration form. The livestream shall be broadcast via Zoom, which may be accessed either on the web browser or on the Zoom app. Those who wish to view the livestream may join the stream anonymously.
2. For purposes of quorum, only the following Stockholders shall be counted as present:
 - A. Stockholders who have registered and voted on the website for voting *in absentia* before the cut off time;
 - B. Stockholders who have sent their proxies via registration on the website; or
 - C. Stockholders who have sent their proxies via electronic mail to the Stock Transfer Agent by June 17, 2025.

Questions and comments on the items in the Agenda, Information Statement and Management Report may be sent through the voting website. Questions or comments received on or before June 20, 2025 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.

Appendix 2

PDTC Report As of March 31, 2025

PIZZA0000000_03312025
OUTSTANDING BALANCES FOR SPECIFIC COMPANY
March 31, 2025
PIZZA0000000

BPNAME	QUANTITY
UPCC SECURITIES CORP.	29,100
A & A SECURITIES, INC.	23,050,619
ABACUS SECURITIES CORPORATION	330,567
PHILSTOCKS FINANCIAL INC	1,478,113
A. T. DE CASTRO SECURITIES CORP.	576,800
ALPHA SECURITIES CORP.	87,000
AP SECURITIES INCORPORATED	464,600
ANSALDO, GODINEZ & CO., INC.	32,200
AB CAPITAL SECURITIES, INC.	314,671,071
SARANGANI SECURITIES, INC.	11,600
SB EQUITIES, INC.	634,100
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	2,000
ASIASEC EQUITIES, INC.	111,400
ASTRA SECURITIES CORPORATION	30,000
CHINA BANK SECURITIES CORPORATION	311,500
BELSON SECURITIES, INC.	55,000
BENJAMIN CO CA & CO., INC.	600
BPI SECURITIES CORPORATION	10,772,212
CAMPOS, LANUZA & COMPANY, INC.	399,600
SINCERE SECURITIES CORPORATION	60,100
CENTURY SECURITIES CORPORATION	27,000
CTS GLOBAL EQUITY GROUP, INC.	3,100
LUNA SECURITIES, INC.	2,500
TRITON SECURITIES CORP.	43,100
IGC SECURITIES INC.	46,400
CUALOPING SECURITIES CORPORATION	30,000
DAVID GO SECURITIES CORP.	882,400
DIVERSIFIED SECURITIES, INC.	197,100
E. CHUA CHIACO SECURITIES, INC.	86,600
EAST WEST CAPITAL CORPORATION	10,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	215,200
EQUITIWORLD SECURITIES, INC.	86,200
EVERGREEN STOCK BROKERAGE & SEC., INC.	162,913
FIRST ORIENT SECURITIES, INC.	35,900
FIRST INTEGRATED CAPITAL SECURITIES, INC.	9,000
F. YAP SECURITIES, INC.	83,300
AURORA SECURITIES, INC.	47,600
GLOBALINKS SECURITIES & STOCKS, INC.	24,467

JSG SECURITIES, INC.	83,200
GOLDSTAR SECURITIES, INC.	5,000
GUILD SECURITIES, INC.	9,100
HDI SECURITIES, INC.	133,300
H. E. BENNETT SECURITIES, INC.	2,000
I. B. GIMENEZ SECURITIES, INC.	3,000
INVESTORS SECURITIES, INC,	56,300
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	11,500
INTRA-INVEST SECURITIES, INC.	45,800
VALUE QUEST SECURITIES CORPORATION	109,900
STRATEGIC EQUITIES CORP.	11,000
LARRGO SECURITIES CO., INC.	10,000
LOPEZ, LOCSIN, LEDESMA & CO., INC.	17,500
LUCKY SECURITIES, INC.	5,000
LUYS SECURITIES COMPANY, INC.	16,200
MANDARIN SECURITIES CORPORATION	14,100,911
COL Financial Group, Inc.	12,522,389
DA MARKET SECURITIES, INC.	47,000
MERCANTILE SECURITIES CORP.	5,000
MERIDIAN SECURITIES, INC.	56,300
MDR SECURITIES, INC.	15,800
REGIS PARTNERS, INC.	20,601,816
MOUNT PEAK SECURITIES, INC.	1,000
NEW WORLD SECURITIES CO., INC.	125,900
OPTIMUM SECURITIES CORPORATION	167,100
RCBC SECURITIES, INC.	257,600
PAN ASIA SECURITIES CORP.	3,000
PAPA SECURITIES CORPORATION	20,445,462
MAYBANK SECURITIES, INC.	2,872,902
PLATINUM SECURITIES, INC.	15,000
PNB SECURITIES, INC.	51,500
PREMIUM SECURITIES, INC.	29,000
SALISBURY SECURITIES CORPORATION	210,638
QUALITY INVESTMENTS & SECURITIES CORPORATION	312,000
R & L INVESTMENTS, INC.	1,333
ALAKOR SECURITIES CORPORATION	20,000
R. COYIUTO SECURITIES, INC.	159,900
REGINA CAPITAL DEVELOPMENT CORPORATION	104,800
R. NUBLA SECURITIES, INC.	36,000
AAA SOUTHEAST EQUITIES, INCORPORATED	15,600
R. S. LIM & CO., INC.	6,000
RTG & COMPANY, INC.	73,400
S.J. ROXAS & CO., INC.	1,398,800
SECURITIES SPECIALISTS, INC.	99,600

FIDELITY SECURITIES, INC.	4,500
SUMMIT SECURITIES, INC.	767,100
STANDARD SECURITIES CORPORATION	135,000
TANSENGCO & CO., INC.	167,000
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	80,100
TOWER SECURITIES, INC.	6,456,200
APEX PHILIPPINES EQUITIES CORPORATION	17,000
DRAGONFI SECURITIES, INC.	21,743
LANDBANK SECURITIES, INC.	51,500
UOB KAY HIAN SECURITIES (PHILS.), INC.	4,349,700
VENTURE SECURITIES, INC.	21,700
FIRST METRO SECURITIES BROKERAGE CORP.	10,297,803
WEALTH SECURITIES, INC.	995,535
WESTLINK GLOBAL EQUITIES, INC.	26,600
BERNAD SECURITIES, INC.	140,700
YAO & ZIALCITA, INC.	80,000
YU & COMPANY, INC.	123,600
BDO SECURITIES CORPORATION	5,935,053
EAGLE EQUITIES, INC.	32,000
SOLAR SECURITIES, INC.	243,200
G.D. TAN & COMPANY, INC.	196,100
PHILIPPINE EQUITY PARTNERS, INC.	152,456,264
UNICAPITAL SECURITIES INC.	407,515
SunSecurities, Inc.	33,500
TIMSON SECURITIES, INC.	25,300
STANDARD CHARTERED BANK	79,016,962
CITIBANK N.A.	53,185,810
DEUTSCHE BANK MANILA-CLIENTS A/C	5,220,009
THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS' ACCT.	9,556,100
BANK OF COMMERCE - TRUST SERVICES GROUP	124,000
AB CAPITAL & INVESTMENT CORP. - TRUST & INVESTMENT DIV.	1,116,100
MBTC - TRUST BANKING GROUP	3,473,920
GOVERNMENT SERVICE INSURANCE SYSTEM	25,536,110
DEUTSCHE BANK MANILA-CLIENTS A/C	4,920,200
PNB TRUST BANKING GROUP	63,000
STERLING BANK OF ASIA TRUST GROUP	5,800
TOTAL LODGED SHARES	794,658,237

Appendix 3

BDO Report As of March 31, 2025

STOCKHOLDER'S NAME	OUTSTANDING & ISSUED SHARES (FULLY PAID)	OUTSTANDING & ISSUED SHARES (PARTIALLY PAID)	TOTAL HOLDINGS (SUBSCRIBED)	PERCENTAGE TO TOTAL
CENTURY PACIFIC GROUP, INC.	796,445,141	0	796,445,141	47.302
PCD NOMINEE CORP. (FILIPINO)	656,014,901	0	656,014,901	38.961
PCD NOMINEE CORP. (NON-FILIPINO)	138,643,336	0	138,643,336	8.234
CENTURY PACIFIC GROUP INC.	40,000,000	0	40,000,000	2.376
MA. LUISA P. LOVINA	13,766,511	0	13,766,511	0.818
LEOPOLDO M. PRIETO III	6,882,542	0	6,882,542	0.409
JAMILLE P. TORRES	3,706,257	0	3,706,257	0.220
PANDA DEVELOPMENT CORPORATION	3,314,264	0	3,314,264	0.197
JAMILLE M. P. TORRES	3,176,285	0	3,176,285	0.189
MA. CONSUELO P. GUERRERO	2,923,808	0	2,923,808	0.174
MA. PILAR P. LORENZO	2,923,808	0	2,923,808	0.174
MA. CRISTINA P. MORAZA	2,923,808	0	2,923,808	0.174
CARLOS M. PRIETO	2,923,808	0	2,923,808	0.174
EDUARDO M. PRIETO	2,923,808	0	2,923,808	0.174
L.L.P. ENTERPRISES, INC.	2,808,968	0	2,808,968	0.167
MA. INES P. BORROMEIO	1,943,056	0	1,943,056	0.115
RAMON ANTONIO LLUCH PRIETO JR. OR PACITA MARIA TEODORA O. PRIETO	788,473	0	788,473	0.047
DANIELA ARIANE LLUCH PRIETO	788,472	0	788,472	0.047
GABRIELA MAXINE LLUCH PRIETO	788,472	0	788,472	0.047
CAROUSEL HOLDINGS, INC.	50,000	0	50,000	0.003
PYTHON ROCK ENTERPRISES INC	11,100	0	11,100	0.001
ALMA BELLA PIL ALBERASTINE	2,000	0	2,000	0.000
PERCIVAL BYRON SALAZAR BUESER	2,000	0	2,000	0.000
VERONICA AGUILAR PEDRASA	2,000	0	2,000	0.000
LEOPOLDO H. PRIETO, JR.	1,427	0	1,427	0.000
DONDI RON R. LIMGENCO	1,111	0	1,111	0.000
CHRISTINE F. HERRERA	1,000	0	1,000	0.000
GABRIELLE CLAUDIA F. HERRERA	1,000	0	1,000	0.000
JOHN T. LAO	1,000	0	1,000	0.000
TERESA P. MARCELINO	1,000	0	1,000	0.000
CELINA F. LUCERO	400	0	400	0.000
OWEN NATHANIEL S AU ITF: LI MARCUS AU	110	0	110	0.000
VICTOR CO AND/OR ALIAN CO	100	0	100	0.000
SHAREHOLDERS' ASSOCIATION OF THE PHILIPPINES, INC.	100	0	100	0.000
JESUS SAN LUIS VALENCIA	100	0	100	0.000
GERARDO L. SALGADO	8	0	8	0.000
JOSELITO T. BAUTISTA	1	0	1	0.000
PAULO L. CAMPOS III	1	0	1	0.000
BOTSCHAFT N. CHENG OR SEVILA NGO	1	0	1	0.000
FERNAN VICTOR P. LUKBAN	1	0	1	0.000
GRAND TOTAL (40)	1,683,760,178	0	1,683,760,178	

THIS IS A COMPUTER GENERATED REPORT AND IF ISSUED WITHOUT ALTERATION, DOES NOT REQUIRE ANY SIGNATURE.

Appendix 4

**Certificate of Independent
Director of
Frances J. Yu**

CERTIFICATION OF INDEPENDENT DIRECTOR

I, Frances J. Yu Filipino, of legal age and a resident of 4223 South Joya, Rockwell Center, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

- 1. I am a nominee for Independent Director of Shakey's Pizza Asia Ventures Inc and have been an Independent Director since August 16, 2018.
- 2. I am affiliated with the following companies or organizations (including Government- Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
Century Pacific Food, Inc.	Independent Director	2019 to present

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

Done, this _____ day of APR 30 2025, at PASIG CITY.


FRANCES J. YU
Affiant

Subscribed and sworn to before me this _____ day of APR 30 2025 at PASIG CITY,
affiant personally appeared before me and exhibited to me her TIN ID with no. 152-911-191.

Doc. No. 44;
Page No. 10;
Book No. 1;
Series of 2025.


ATTY. ANA KRISTINA R. ENDAYA
Notary Public for Pasig City
Roll No. 72700

Appointment No. 184 (2025-2026); expires on 31 December 2026
7th Floor, Centerpoint Building Julia Vargas corner
Garnet Street Ortigas Business Center, Pasig City
IBP No. 495231 dated 02 January 2025; Pasig City
PTR No. AA-3040513 dated 07 January 2025; Pasig City
MCLE Compliance No. VII-0018073 valid until 14 April 2028

"DOCUMENTARY STAMP TAX PAID"
25391035 APR 30 2025
(SERIAL NUMBER) (DATE OF PAYMENT)

Appendix 5

**Certificate of Independent
Director of
Regina Roberta L. Lorenzana**

CERTIFICATION OF INDEPENDENT DIRECTOR

I, Regina Roberta L. Lorenzana, Filipino, of legal age and a resident of 218 Recoletos Street, Urdaneta Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

- 1. I am a nominee for Independent Director of Shakey’s Pizza Asia Ventures Inc. and have been its Independent Director since March 2025.
- 2. I am affiliated with the following companies or organizations (including Government- Owned and Controlled Corporations):

Company/Organization	Position/ Relationship	Period of Service
Century Pacific Food, Inc.	Independent Director	2021 to present
BetterBrandLabs, Inc.	Chief Energist/Board Member	2021 to present
Nada Debajo S.L.	Founder/Administrator	2020 to present
LaEsquina Blumentritt Inc.	Director	2023 to present

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

Done, this _____ day of APR 30 2025, at PASIG CITY.

REGINA ROBERTA L. LORENZANA
Affiant

Subscribed and sworn to before me this _____ day of APR 30 2025 at PASIG CITY, affiant personally appeared before me and exhibited to me his TIN ID with no. 139-326-395.

Doc. No. 95;
Page No. 10;
Book No. 1;
Series of 2025.

Kue
ATTY. ANA KRISTINA R. ENDAYA
Notary Public for Pasig City
Roll No. 72700
Appointment No. 184 (2025-2026); expires on 31 December 2026
7th Floor, Centerpoint Building Julia Vargas corner
Gamet Street Ortigas Business Center, Pasig City
IBP No. 495231 dated 02 January 2025; Pasig City
PTR No. AA-3040513 dated 07 January 2025; Pasig City
MCLE Compliance No. VII-0018073 valid until 14 April 2028

"DOCUMENTARY STAMP TAX PAID"
25391036 APR 30 2025
(SERIAL NUMBER) (DATE OF PAYMENT)

Appendix 6

**Certificate of Independent
Director of
Kristine Romano**

CERTIFICATION OF INDEPENDENT DIRECTOR

I, Kristine Romano, Filipino, of legal age and a resident of 104 Aguirre St., Legazpi Village, Makati City, Philippines, after having been duly sworn to in accordance with law do hereby declare that:

- 1. I am a nominee for Independent Director of Shakey’s Pizza Asia Ventures Inc. and have been its Independent Director since March 2025.
- 2. I am affiliated with the following companies or organizations (including Government- Owned and Controlled Corporations):

Company/Organization	Position/ Relationship	Period of Service
McKinsey & Co.	Partner	2004 - 2025
University of the Philippines	Part-time Lecturer	2019

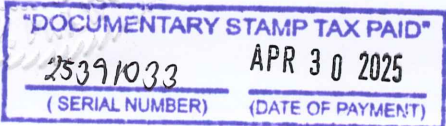
- 3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Shakey’s Pizza Asia Ventures Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
- 4. I am not related to any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


Done, this _____ day of APR 30 2025, at PASIG CITY.


KRISTINE ROMANO
Affiant

Subscribed and sworn to before me this _____ day of APR 30 2025 at PASIG CITY, affiant personally appeared before me and exhibited to me her _____.

Doc. No. 52;
Page No. 10;
Book No. 1;
Series of 2025.




ATTY. ANA KRISTINA R. ENDAYA
Notary Public for Pasig City
Roll No. 72700
Appointment No. 184 (2025-2026); expires on 31 December 2026
7th Floor, Centerpoint Building Julia Vargas corner
Gamet Street Ortigas Business Center, Pasig City
IBP No. 495231 dated 02 January 2025; Pasig City
PTR No. AA-3040513 dated 07 January 2025; Pasig City
MCLE Compliance No. VII-0018073 valid until 14 April 2028

Appendix 7

Audit Financial Statements As of December 31, 2024



STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

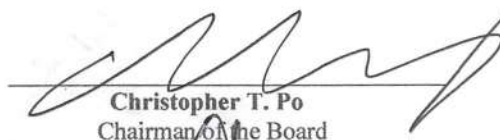
The management of Shakey's Pizza Asia Ventures, Inc. and Subsidiaries (the Group) is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein as at December 31, 2024 and 2023, and each of the three years in the period ended December 31, 2024, in accordance with the Philippine Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

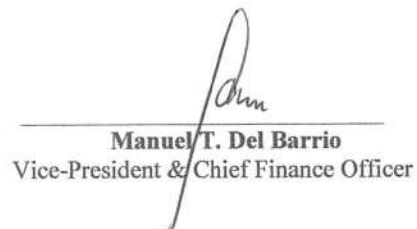
The Board of Directors is responsible for overseeing the Company's financial reporting process.

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

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


Christopher T. Po
Chairman of the Board


Vicente L. Gregorio
President & Chief Executive Officer


Manuel T. Del Barrio
Vice-President & Chief Finance Officer

Signed this ____ day of April, 2025.

SHAKEY'S PIZZA ASIA VENTURES INC.
Km. 15 East Service Road corner Marian Road 2, San Martin De Porres,
Parañaque City



Page 2 of Statement of Management's
Responsibility for Consolidated Financial Statements

REPUBLIC OF THE PHILIPPINES

)
) s.s.

QUEZON CITY

SUBSCRIBE AND SWORN to before me this **APR 28 2025** affiant(s) exhibiting to me the
Passport Numbers, as follows:

Name	Passport No.	Date Issue	Place of Issue
Christopher T. Po	P8631182A	Sept. 6, 2018	DFA Manila
Vicente L. Gregorio	P4438672B	Jan. 18, 2020	DFA NCR South
Manuel T. Del Barrio	P5309094B	Jul. 10, 2020	DFA Manila

Doc. No. 29
Page No. 6
Book No. Lx
Series of 2025.

Concepcion P. Villaren
Notary Public
Notary Public for Quezon City
ADM. Matter No. NP-021(2024-2025)
Until December 31, 2025
Roll No. 30457 / 05-09-1980
IBP No. 461667-2024-2025
PTR No. 6989624/01-02-25
MCLE No. VII-0006994/09-21-2021
TIN No. 131-942-754

COVER SHEET

for AUDITED FINANCIAL STATEMENTS

SEC Registration Number

						5	4	6	6	6
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COMPANY NAME

S	H	A	K	E	Y	'	S		P	I	Z	Z	A		A	S	I	A		V	E	N	T	U	R	E	S		I	
N	C	.		A	N	D		S	U	B	S	I	D	I	A	R	I	E	S											

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

1	5	K	m		E	a	s	t		S	e	r	v	i	c	e		R	o	a	d		c	o	r	n	e	r	
M	a	r	i	a	n		R	o	a	d		2	,		B	a	r	a	n	g	a	y		S	a	n		M	a
r	t	i	n		d	e		P	o	r	r	e	s	,		P	a	r	a	ñ	a	q	u	e		C	i	t	y
	1	7	0	0																									

Form Type

A	C	F	S
---	---	---	---

Department requiring the report

C	R	M	D
---	---	---	---

Secondary License Type, If Applicable

N	A		
---	---	--	--

COMPANY INFORMATION

Company's Email Address

shakeyspizza.ph

Company's Telephone Number

(02)8839-0011

Mobile Number

NA

No. of Stockholders

43

Annual Meeting (Month / Day)

June 20

Fiscal Year (Month / Day)

December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Manuel Del Barrio

Email Address

mtdelbarrio@shakeys.biz

Telephone Number/s

(02)8839-0011

Mobile Number

NA

CONTACT PERSON's ADDRESS

15Km East Service Road corner Marian Road 2, Barangay San Martin de Porres, Parañaque City 1700

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



INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Shakey's Pizza Asia Ventures Inc.
15Km East Service Road corner Marian Road 2
Barangay San Martin de Porres, Parañaque City 1700

Opinion

We have audited the consolidated financial statements of Shakey's Pizza Asia Ventures Inc. and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, 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, 2024, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2024 in accordance with Philippine Financial Reporting Standards (PFRSs) Accounting Standards.

Basis for Opinion

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

Key Audit Matters

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

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



Recoverability of Goodwill and Trademarks with Indefinite Useful Life

Under PFRS Accounting Standards, the Group is required to annually test for impairment the amount of goodwill and trademarks with indefinite useful life. As of December 31, 2024, the Group's goodwill, which are attributable to the Potato Corner, Bakemasters and Peri-Peri businesses, amounting to ₱1.3 billion, and trademarks with indefinite useful life attributable to Shakey's, Potato Corner and Peri-Peri, amounting to ₱8.8 billion, are significant to the consolidated financial statements. In addition, management's assessment process requires significant judgment and is based on assumptions which are subject to higher level of estimation uncertainty, specifically revenue growth rate, gross margin, operating margin, capital expenditures, discount rate and long-term revenue growth rate.

The Group's disclosures about goodwill and trademarks with indefinite useful life are included in Notes 5 and 14 to the consolidated financial statements.

Audit response

We obtained an understanding of the management's assessment process for evaluating the impairment of goodwill and trademarks with indefinite useful life. We involved our internal specialist in evaluating the methodologies and the assumptions used. We compared the key assumptions used, such as revenue growth rate against the historical performance of the cash generating units and other relevant external data. We tested the parameters used in the determination of the discount rate against market data. We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is most sensitive, specifically those that have the most significant effect on the determination of the recoverable amount of goodwill and trademarks with indefinite useful life.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 17-A for the year ended December 31, 2024, but does not include the consolidated financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report, and the SEC Form 20-IS (Definitive Information Statement) and Annual Report for the year ended December 31, 2024, which are expected to be made available to us after that date.

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.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



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 Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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



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

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

The engagement partner on the audit resulting in this independent auditor's report is Christine G. Vallejo.

SYCIP GORRES VELAYO & CO.

Christine G. Vallejo

Christine G. Vallejo

Partner

CPA Certificate No. 99857

Tax Identification No. 206-384-906

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-105-2022, November 7, 2022, valid until November 6, 2025

PTR No. 10465397, January 2, 2025, Makati City

April 28, 2025



SHAKEY'S PIZZA ASIA VENTURES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2024	2023
ASSETS		
Current Assets		
Cash (Notes 8 and 31)	₱1,319,799,492	₱901,147,527
Trade and other receivables (Notes 9, 19 and 31)	1,560,255,051	1,224,789,572
Inventories (Note 10)	1,759,910,852	1,712,217,989
Prepaid expenses and other current assets (Note 11)	630,309,536	635,187,293
Total Current Assets	5,270,274,931	4,473,342,381
Noncurrent Assets		
Property and equipment (Note 13)	2,317,956,225	1,833,780,583
Intangible assets (Notes 6 and 14)	10,354,987,940	10,366,799,313
Right-of-use assets (Note 15)	1,803,635,740	1,540,630,889
Deferred input value-added tax	1,336,297	3,886,410
Deferred tax assets - net (Note 30)	206,391,374	100,394,721
Rental deposits and other noncurrent assets (Notes 16, 31 and 32)	420,939,042	309,113,712
Total Noncurrent Assets	15,105,246,618	14,154,605,628
TOTAL ASSETS	₱20,375,521,549	₱18,627,948,009
LIABILITIES AND EQUITY		
Current Liabilities		
Short-term loans payable (Notes 17)	₱1,000,000,000	₱700,000,000
Income tax payable	141,506,728	142,150,319
Accounts payable and other current liabilities (Notes 18, 19 and 31)	2,212,546,716	1,753,136,296
Current portion of:		
Long-term loans payable (Notes 20 and 31)	47,819,494	47,876,004
Lease liabilities (Note 15)	293,913,746	275,584,146
Contract liabilities (Note 22)	101,014,484	30,059,596
Total Current Liabilities	3,796,801,168	2,948,806,361
Noncurrent Liabilities		
Noncurrent current portion of:		
Long-term loans payable (Notes 20 and 31)	5,144,751,497	5,194,694,987
Lease liabilities (Note 15)	1,827,842,338	1,555,254,353
Contract liabilities (Note 22)	121,045,193	117,882,366
Accrued pension costs (Note 27)	152,214,080	117,600,878
Deferred tax liabilities - net (Note 30)	396,952,983	627,872,928
Dealers' deposits and other noncurrent liabilities (Note 32)	82,188,507	106,626,720
Total Noncurrent Liabilities	7,724,994,598	7,719,932,232
Total Liabilities	11,521,795,766	10,668,738,593
Equity		
Capital stock (Note 21)	1,683,760,178	1,683,760,178
Additional paid-in capital (Note 21)	2,451,116,470	2,451,116,470
Retained earnings (Note 21)	4,645,088,555	3,788,433,048
Other components of equity	73,760,580	35,899,720
Total Equity	8,853,725,783	7,959,209,416
TOTAL LIABILITIES AND EQUITY	₱20,375,521,549	₱18,627,948,009

See accompanying Notes to Consolidated Financial Statements.



SHAKEY'S PIZZA ASIA VENTURES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2024	2023	2022
REVENUE FROM CONTRACTS WITH CUSTOMERS (Notes 22)	₱14,451,839,459	₱12,823,923,008	₱10,142,024,578
COST OF SALES (Notes 23)	(10,772,481,080)	(9,673,051,933)	(7,546,508,401)
GROSS INCOME	3,679,358,379	3,150,871,075	2,595,516,177
GENERAL AND ADMINISTRATIVE EXPENSES (Note 24)	(2,053,903,608)	(1,570,509,929)	(1,222,810,270)
INTEREST EXPENSE (Note 28)	(410,963,852)	(361,489,106)	(323,971,110)
INTEREST INCOME (Note 8)	1,928,966	464,950	504,742
OTHER INCOME - Net (Note 29)	46,496,107	25,073,732	49,175,399
INCOME BEFORE INCOME TAX	1,262,915,992	1,244,410,722	1,098,414,938
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 30)			
Current	411,147,231	291,971,466	140,130,584
Deferred	(341,638,782)	(127,007,314)	83,882,273
	69,508,449	164,964,152	224,012,857
NET INCOME	1,193,407,543	1,079,446,570	874,402,081
OTHER COMPREHENSIVE INCOME			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Actuarial gain on defined benefit obligation – net of tax (Note 27)	6,002,303	2,361,757	41,100,238
Unrealized gain on increase in fair value of financial assets at FVOCI - net of tax	16,865,327	–	–
Translation gain from foreign subsidiaries	14,993,230	–	–
	37,860,860	2,361,757	41,100,308
TOTAL COMPREHENSIVE INCOME	₱1,231,268,403	₱1,081,808,327	₱915,502,389
Basic/Diluted Earnings Per Share (Note 35)	₱0.71	₱0.64	₱0.52

See accompanying Notes to Consolidated Financial Statements.



SHAKEY'S PIZZA ASIA VENTURES INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

	Capital Stock (Note 21)	Additional Paid-in Capital (Note 21)	Retained Earnings (Note 21)	Other Components of Equity (Note 27)	Total
Balances at January 1, 2024	₱1,683,760,178	₱2,451,116,470	₱3,788,433,048	₱35,899,720	₱7,959,209,416
Total comprehensive income	—	—	1,193,407,543	37,860,860	1,231,268,403
Cash dividends (Note 21)	—	—	(336,752,036)	—	(336,752,036)
Balances at December 31, 2024	₱1,683,760,178	₱2,451,116,470	₱4,645,088,555	₱73,760,580	₱8,853,725,783
Balances at January 1, 2023	₱1,683,760,178	₱2,451,116,470	₱2,877,362,495	₱33,537,963	₱7,045,777,106
Total comprehensive income	—	—	1,079,446,570	2,361,757	1,081,808,327
Cash dividends (Note 21)	—	—	(168,376,017)	—	(168,376,017)
Balances at December 31, 2023	₱1,683,760,178	₱2,451,116,470	₱3,788,433,048	₱35,899,720	₱7,959,209,416
Balances at January 1, 2022	₱1,683,760,178	₱2,451,116,470	₱2,053,473,219	(₱7,562,345)	₱6,180,787,522
Total comprehensive income	—	—	874,402,081	41,100,308	915,502,389
Cash dividends (Note 21)	—	—	(50,512,805)	—	(50,512,805)
Balances at December 31, 2022	₱1,683,760,178	₱2,451,116,470	₱2,877,362,495	₱33,537,963	₱7,045,777,106

See accompanying Notes to Consolidated Financial Statements.



SHAKEY'S PIZZA ASIA VENTURES INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FL FLOWS

	Years Ended December 31		
	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱1,262,915,992	₱1,244,410,722	₱1,098,414,938
Adjustments for:			
Depreciation and amortization (Note 7 and 26)	923,747,392	757,777,196	636,955,383
Interest expense (Note 7 and 28)	410,963,852	361,489,106	323,971,110
Movement in pension costs	37,853,599	34,234,887	45,080,393
Provision for (reversal of) legal and other contingencies – net (Note 34)	12,361,296	–	11,394,323
Loss (gain) on:			
Disposal of property and equipment (Note 29)	7,865,551	(1,228,757)	(67,336)
Pre-terminations of leases (Note 29)	(8,132,638)	1,226,148	(18,323,273)
Interest income from accretion (Notes 29 and 36)	–	(1,692,305)	(2,000,871)
Interest income from cash in bank (Notes 7)	(1,928,966)	(464,950)	(504,742)
Net unrealized foreign exchange loss (gain)	(1,646,993)	261,300	(2,212,953)
Fair value gain on financial assets at fair value through profit or loss (FVPL) (Note 29)	–	–	(404,374)
Income before working capital changes	2,643,999,085	2,396,013,347	2,092,302,598
Decrease (increase) in:			
Trade and other receivables	(335,465,479)	(91,723,180)	(394,319,393)
Inventories	(47,692,863)	(711,103,929)	(529,209,482)
Prepaid expenses and other current assets	4,877,757	95,697,060	(559,077,900)
Deferred input value-added tax	2,550,113	5,766,913	18,581,229
Increase (decrease) in:			
Contract liabilities (Note 36)	70,291,818	67,084,402	(10,737,004)
Accounts payable and other current liabilities	447,049,124	(379,076,999)	1,066,501,374
Cash generated from operations	2,785,609,555	1,382,657,614	1,684,041,422
Income taxes paid	(411,790,822)	(201,976,951)	(72,929,249)
Interest received	1,928,966	464,950	504,742
Net cash provided by operating activities	2,375,747,699	1,181,145,613	1,611,616,915
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of:			
Property and equipment (Note 13)	(984,930,889)	(448,155,633)	(632,094,612)
Software (Note 14)	(15,221,520)	(52,909,939)	(56,556,757)
Franchise right (Note 14)	–	–	(2,884,236)
Subsidiaries (Note 6)	–	–	(2,581,801,955)
Proceeds from:			
Disposal of property and equipment	21,464,264	27,577,982	181,013
Redemption of financial assets at FVPL (Note 32)	–	–	300,404,374
Collection (payment) of rental deposits (Note 36)	(111,825,330)	(37,256,866)	362,919,338
Increase (decrease) in dealers' deposits and other noncurrent liabilities	(24,438,213)	(40,008,683)	62,655,500
Cash acquired from business combination (Note 6)	–	–	20,503,549
Net cash used in investing activities	(1,114,951,688)	(550,753,139)	(2,526,673,786)

(Forward)



	Years Ended December 31		
	2024	2023	2022
CASH FLOWS FROM FINANCING ACTIVITIES			
(Note 35)			
Proceeds from availment of:			
Short-term loans (Note 17)	₱300,000,000	₱700,000,000	₱500,000,000
Long-term loans (Note 20)	—	—	1,600,000,000
Payments of:			
Short-term loans (Note 17)	—	(500,000,000)	—
Lease liabilities (Note 15)	(473,742,119)	(461,980,269)	(360,864,550)
Interest	(283,296,884)	(238,206,151)	(221,614,458)
Dividends (Note 21)	(336,752,036)	(168,376,017)	(50,512,805)
Long-term loans (Note 20)	(50,000,000)	(50,000,000)	(50,000,000)
Net cash provided by (used in) financing activities	(843,791,039)	(718,562,437)	1,417,008,187
NET INCREASE (DECREASE) IN CASH	417,004,972	(88,169,963)	501,951,316
EFFECT OF EXCHANGE RATE CHANGES ON CASH	1,646,993	(261,300)	2,212,953
CASH AT BEGINNING OF YEAR (Note 8)	901,147,527	989,578,790	485,414,521
CASH AT END OF YEAR (Note 8)	₱1,319,799,492	₱901,147,527	₱989,578,790

See accompanying Notes to Consolidated Financial Statements.



SHAKEY'S PIZZA ASIA VENTURES INC. AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. General Information

Corporate Information

Shakey's Pizza Asia Ventures Inc., doing business under the name and style of Shakey's (SPAVI or the Parent Company), was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on February 14, 1974. The Parent Company and its subsidiaries (collectively referred to as "the Group") are involved primarily in the development, operations and franchising of fast casual restaurants under the trade names "Shakey's", "Peri-Peri" and "Potato Corner".

On December 15, 2016, the common shares of the Parent Company were listed and traded in the Philippine Stock Exchange (PSE) under the trading name "PIZZA".

The registered office address of the Parent Company is 15Km East Service Road corner Marian Road 2, Barangay San Martin de Porres, Parañaque City 1700.

Approval and Authorization for the Issuance of the Consolidated Financial Statements

The consolidated financial statements were approved and authorized for issuance by the Board of Directors (BOD) on April 28, 2025.

2. Basis of Preparation and Consolidation, and Statement of Compliance

Basis of Preparation

The consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value through other comprehensive income (FVOCI) and financial assets at fair value through profit or loss (FVPL) which are carried at fair value. The consolidated financial statements are presented in Philippine peso, which is the Group's functional currency.

Statement of Compliance

The consolidated financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs) Accounting Standards.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its wholly owned subsidiaries as at December 31. The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using uniform accounting policies for like transactions and other events with similar circumstances.

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

	Principal Activities	Place of Incorporation	Percentage of Ownership (%)
Bakemasters, Inc. (BMI)	Manufacturer of pizza dough and pastries	Philippines	100%
PC International Limited (PCIL)	Restaurant business	Singapore	100%
Shakey's International Limited (SIL)	Trademark	Hong Kong	100%
Shakey's Seacrest Incorporated (SSI)	Trademark	Philippines	100%
Shakey's Pizza Regional Foods Limited (SPRFL)	Trademark	Hong Kong	100%
Shakey's Pizza Commerce Inc. (SPCI)	Trading of goods	Philippines	100%
Wow Brand Holdings, Inc. (WBHI)	Restaurant business	Philippines	100%
Shanghai Miaomiao Shu Catering Co. LTD (MSCCL)	Restaurant business	China	100%
	Trademark	British Virgin Islands	100%
Queensview International Limited (QIL)*			

*QIL is in the process of liquidation in 2024



3. Changes in Accounting Policies and Disclosures

The Group's accounting policies are consistent with those of the previous financial year, except for the adoption of new standards effective in 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have an impact on the consolidated financial statements of the Group.

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*

The amendments clarify:

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

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

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

- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

Standards Issued but Not Yet Effective

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

Effective beginning on or after January 1, 2025

- Amendments to PAS 21, *Lack of exchangeability*

Effective beginning on or after January 1, 2026

- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Annual Improvements to PFRS Accounting Standards—Volume 11
 - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
 - Amendments to PFRS 7, *Gain or Loss on Derecognition*
 - Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities and Transaction Price*
 - Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
 - Amendments to PAS 7, *Cost Method*



Effective beginning on or after January 1, 2027

- PFRS 17, *Insurance Contracts*
- PFRS 18, *Presentation and Disclosure in Financial Statements*
- PFRS 19, *Subsidiaries without Public Accountability*

Deferred effectivity

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

4. Material Accounting and Financial Reporting Policies

Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Parent Company and all subsidiaries it controls as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024.

The Parent Company's subsidiaries including its ownership interest for each entity is disclosed in Note 2.

Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects whether to measure the noncontrolling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss included under "Remeasurement gain (loss) arising from business combination."

Goodwill is initially measured at cost where cost is the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss and included under "other income (expenses)."

Following initial recognition, goodwill is measured at cost less any accumulated impairment loss. Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For purposes of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units (CGUs), or groups of CGUs, that are expected to benefit from the



synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Each unit or group of units to which the goodwill is allocated should:

- represent the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- not be larger than an operating segment determined in accordance with PFRS 8, *Operating Segments*.

Where goodwill forms part of a CGU (or group of CGUs) and part of the operation within the unit that is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in these circumstances is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

Financial Instruments

Financial Assets

With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at amortized cost at its fair value plus transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under PFRS 15, *Revenue from Contracts with Customers*.

The Group's financial assets at amortized cost are subsequently measured using the effective interest (EIR) method. The Group applies the simplified approach in measuring expected credit losses (ECL) for trade receivables which uses a lifetime expected loss allowance for all trade receivables. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. To calculate the ECL, the Group uses its historical experience, external indicators and forward-looking information using a provision matrix. The Group also assesses impairment of trade receivables on a collective basis as they possess shared credit risk characteristics and have been grouped based on the days past due. Meanwhile, impairment of other financial assets is assessed based on potential liquidity of counterparties based on available financial information.

- a.) *Financial assets at amortized cost.* The Group's financial assets are classified as financial assets at amortized cost. The Group's cash, trade and other receivables and rental and other deposits included in "Rental deposits" in the consolidated statement of financial position (see Notes 8, 9 and 16) are included in this category. For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The Group considers a financial asset in default when contractual payments are 360 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering contractual cash flows.



b.) *Financial assets designated at FVOCI.* Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income (OCI). Equity instruments designated at FVOCI are not subject to impairment assessment.

The Company's investment in club shares are classified as equity instruments designated at FVOCI.

Financial liabilities

The Group's financial liabilities are classified as loans and borrowing and payables. This category includes short-term and long-term loans payable, accounts payable and other current liabilities (excluding statutory liabilities), lease liabilities (see Notes 15, 17, 18 and 20), and dealers' deposits and other noncurrent liabilities. These are recognized initially at fair value, net of directly attributable transaction costs, and subsequently measured at amortized cost. A financial liability is derecognized when the obligation under the liability is discharged or canceled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the Group's profit or loss.

Prepayment Option

If the Group revises its estimates of payments or receipts, the Group shall adjust the carrying amount of the financial asset or financial liability (or group of financial instruments) to reflect actual and revised estimated cash flows. The entity recalculates the carrying amount by computing the present value of estimated future cash flows at the financial instrument's original effective interest rate or, when applicable, the revised effective interest rate calculated. The adjustment is recognized in the consolidated statement of comprehensive income as income or expense.

Inventories

Inventories are valued at the lower of cost and net realizable value (NRV). Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- | | |
|-------------------------------|---|
| Finished goods | - determined using the moving average method, cost includes direct materials and labor and a proportion of manufacturing overhead costs based on normal operating capacity but excluding borrowing costs. |
| Raw materials and merchandise | - determined using the moving average method. |

NRV of finished goods is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale. NRV of raw materials and merchandise is the current replacement cost.

Property and Equipment

Property and equipment are stated at cost, excluding the costs of day-to-day servicing, less accumulated depreciation, amortization and any impairment in value.



Depreciation and amortization commence once the assets are available for use. Depreciation and amortization are computed using the straight-line basis over the following estimated useful lives of the property and equipment:

Category	Number of year(s)
Building	15-20
Leasehold improvements	2-10
Furniture, fixtures and equipment	2-10
Machinery and equipment	2-3
Transportation equipment	2-7
Shop and maintenance tools	3-10
Glassware and utensils	2

The useful lives and depreciation and amortization method are reviewed at each reporting date, and adjusted prospectively, if appropriate.

Construction in progress is stated at cost. This includes cost of construction and other direct costs related to the asset being constructed. Construction in progress is transferred to the related property and equipment when the construction or installation and related activities necessary to prepare the property and equipment for their intended use have been completed, and the property and equipment are ready for use. Construction in progress is not depreciated until such time as the relevant assets are completed and put into operational use.

Intangible Assets

The cost of intangible assets acquired in a business combination such as trademarks is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Following initial recognition, intangible assets are carried at cost less any accumulated amortization in the case of intangible assets with finite lives, and any accumulated impairment losses.

Intangible assets with finite lives such as software and franchise right are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. The amortization expense on intangible assets with finite lives is recognized in the statement of comprehensive income in the expense category that is consistent with the function of the intangible assets.

Amortization commences once the assets are available for use. Amortization is computed using the straight-line basis over the following estimated useful lives of the intangible assets with finite life:

Category	Number of year(s)
Software	10-15
Franchise	7

Intangible assets with indefinite useful lives, such as goodwill and trademarks, are tested for impairment annually or more frequently if an indication of impairment exists either individually or at the CGU level. Such intangibles are not amortized. Intangible assets with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis. Trademarks are assessed to have indefinite useful life because it has no expiry as to usage.

An intangible asset is derecognized upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of comprehensive income.



Impairment of Nonfinancial Assets

The Group's property and equipment, right-of-use assets, intangible assets with definite useful lives and other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Goodwill and trademarks with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

Dealers' Deposits

Dealers' deposits are initially recognized at fair value. The discount is recognized as deferred credits and amortized over the estimated remaining term of the deposits using the effective interest method.

Revenue from Contracts with Customers

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group assesses its revenue arrangements against specific criteria to determine if it is acting as a principal or as an agent. The Group has concluded that it is acting as principal in its revenue arrangements. The following specific recognition criteria must also be met before revenue is recognized:

Restaurant Sales. Revenue from restaurant sales is recognized at a point in time which is when the related orders are served.

Sale of goods. Revenue from sales of goods consists of revenue from sale of raw materials and merchandise. Transaction price of merchandise sales, which excludes discounts, returns, rebates and sales taxes, is normally received and recorded at a point in time.

Franchise Revenue. Initial franchise fee is recognized on a straight-line basis over the term of the franchise agreement, which ranges from 5 to 10 years. The transaction price for franchise agreement is discounted, using the rate that would be reflected in a separate financing transaction between the Group and its customers at contract inception, to take into consideration the significant financing component. In instances where a significant financing component has been identified from its contracts with customers, this is recognized as interest expense in the consolidated statement of comprehensive income.

Other franchise revenues consisting of royalty fees and various reimbursements from franchisees are recognized when earned. It also consists of reimbursements of system-wide advertising and promoting costs from franchisees which are recognized upon performance of service.

Interest Income. Revenue is recognized at a point in time which is as the interest accrues, using the EIR that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Contract Balances

Trade Receivables. A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).



Contract Liabilities. A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs under the contract.

Further, the Group has a loyalty points program which allows customers to accumulate points that can be applied to customer purchases depending on the actual usage within the next financial year. The liability is recognized when the customer avails of the Group's services using the loyalty card. Loyalty points are recognized as revenue upon actual usage or expiration whichever comes first.

Cost and Expenses Recognition

Cost and expenses are decreases in economic benefits during the accounting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decrease in equity, other than those relating to distributions to equity participants. Costs of sales and general and administrative expenses are recognized in net income in the consolidated statement of comprehensive income in the period these are incurred.

Leases

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

Right-of-use assets. The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term, which is between 2 to 25 years.

Right-of-use assets are subject to impairment. Refer to the accounting policies section on impairment of non-financial assets.

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

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities



is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets. The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the leases of low-value assets recognition exemption to leases of office equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Lease Modification. Lease modification is defined as a change in the scope of a lease, or the consideration for a lease, that was not part of the original terms and conditions of the lease (for example, adding or terminating the right to use one or more underlying assets, or extending or shortening the contractual lease term).

A lessee shall account for a lease modification as a separate lease if both:

- The modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- The consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, at the effective date of the lease modification a lessee shall:

- Allocate the consideration in the modified contract;
- Determine the lease term of the modified lease; and
- Remeasure the lease liability by discounting the revised lease payments using a revised discount rate. The revised discount rate is determined as the interest rate implicit in the lease for the remainder of the lease term, if that rate can be readily determined, of the lessee's incremental borrowing rate at the effective date of the modification, if the interest rate implicit in the lease cannot be readily determined. The lessee shall account for the remeasurement of the lease liability by:
 - Decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease for lease modifications that decrease the scope of the lease. The lessee shall recognize in profit or loss any gain or loss relating to partial or full termination of the lease.
 - Making corresponding adjustment to the right-of-use asset for all other lease modifications.

Pension

The Group has a funded, noncontributory defined benefit retirement plan covering substantially all of its qualified employees. The plan requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Defined benefit plan. The Group classifies its retirement benefit as defined benefit plans. Under the defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period.



Retirement benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Remeasurement.

Service costs which include current service costs, past service costs, and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset.

Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

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

Plan assets are assets that are held by a long-term employee benefit fund. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).

Actuarial valuations are made with sufficient regularity that the amounts recognized in the consolidated financial statements do not differ materially from the amounts that would be determined at reporting date.

Foreign Currency-denominated Transactions

Foreign currency-denominated transactions are recorded in Philippine peso using the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated using the closing exchange rate at reporting date. Exchange rate differences arising on the settlement and restatement of monetary items at rates different from those at which they were initially recorded are recognized in net income in the consolidated statement of comprehensive income in the year such differences arise. Nonmonetary items denominated in foreign currencies are measured on a historical cost basis and translated using the exchange rate at the date of transaction.

Income Tax

Current Tax. Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the tax authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date. The Group's current tax expense is calculated using 25% regular corporate income tax (RCIT) rate in 2024 and 2023 or 2% and 1.5% minimum corporate income tax (MCIT) rate in 2024 and 2023, respectively, whichever is higher. BMI, SSI and SPCI use Optional Standard Deduction (OSD), while the Parent Company and the remaining subsidiaries incorporated in the Philippines use itemized deductions in the computation of their respective taxable income.



Deferred income tax

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

Deferred tax liabilities are recognized for all taxable temporary differences except: (1) when the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or (2) in respect of taxable temporary differences associated with investment in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the reversal will not occur in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences and carryforward benefits of unused excess of minimum corporate income tax ("MCIT") over regular corporate income tax ("RCIT") and unused net operating loss carry-over ("NOLCO") to the extent that it is probable that taxable income will be available against which the deductible temporary differences and the carryforward benefits of unused tax credits and unused tax losses can be utilized except: (1) when the deferred income tax asset relating to deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or (2) in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each financial reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each financial reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognized outside profit or loss is recognized in correlation to the underlying transaction either in other comprehensive income (OCI) or directly in equity.

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

Value-added Tax (VAT)

Revenues, expenses and assets are recognized net of the amount of sales tax except:

- where the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of tax included.



The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables in the consolidated statement of financial position.

Deferred Input VAT

Deferred input VAT pertains to input VAT on accumulated purchases of property, plant and equipment for each month amounting to ₱1.00 million or more. This is amortized over five (5) years or the life of the property and equipment, whichever is shorter, in accordance with the Bureau of Internal Revenue (BIR) regulation.

Segment Reporting

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each representing a strategic business unit that offers different products. Financial information on business segments is presented in Note 7 to the consolidated financial statements.

Provisions

Provisions arising from present obligation are recognized in profit or loss when the timing and amount of settlement can be reliably measured.

5. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgments

In the process of applying the Group's accounting policies, management has made judgments which have significant effect on the amounts recognized in the consolidated financial statements and accompanying notes. The judgments are based upon management's evaluation of relevant facts and circumstances as at the date of the consolidated financial statements.

Right to Access - Performance Obligation Satisfied Over Time. The Group determines whether it provides a dealer/franchisee with either:

- a right to access the Group's intellectual property through a "Trademark Licensing and Franchise Agreement" throughout the term of the franchise agreement for which revenue is recognized over the term of the franchise agreement, or
- a right to use the Group's intellectual property through a "Trademark Licensing and Franchise Agreement" as it exists at the point in time the franchise license is granted for which revenue is recognized at the point in time the franchisee can first use and benefit from the franchise license.

In assessing whether the nature of the Group's promise in granting a "Trademark Licensing and Franchise Agreement" is to provide a right to access the Group's intellectual property (i.e., franchise license), the Group considers whether all the following criteria are met:

- the franchise agreement requires, or the franchisee reasonably expects that the Group will undertake activities that will significantly affect the franchise license to which the franchisee has rights (e.g., advertisements, promotions, campaigns, etc.);
- the rights granted by the franchise license directly expose the franchisee to any positive or negative effects of the Group's activities;



- those activities do not result in the transfer of a good or service to the franchisee as those activities occur.

The Group determined that it has met all of the criteria mentioned above and concluded that it provides its franchisees with a right to access the Group's franchise license throughout the term of the franchise agreement. Accordingly, revenue from granting franchise license is recognized over the term of the franchise agreement.

Principal versus Agent Consideration. The Parent Company's agreement with the franchisee includes the right to charge the franchisee its share in the Parent Company's system-wide advertising and promoting efforts as well as fees for the Parent Company's administration of various advertisements, network and media placements. The Parent Company determined that it is acting as principal for the system-wide advertising because it is the Parent Company who retains the right to direct the service provider of the advertisements, network and media placements, and has the discretion on how to price the advertising and promoting fee charges. The Parent Company considers both the legal form and the substance of its agreement to determine each party's respective roles in the agreement.

Determination of lease term of contracts with renewal and termination options - Group as a Lessee. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customization to the leased asset).

As at December 31, 2024 and 2023, the Group's right-of-use assets amounted to ₱1,803.6 million and ₱1,540.6 million, respectively, and the Group's lease liabilities as at those dates amounted to ₱2,121.8 million and ₱1,830.8 million, respectively. In 2024, 2023 and 2022, the Group recognized amortization of right-of use assets amounting to ₱431.5 million, ₱379.8 million and ₱155.8 million, respectively. Interest expense on lease liabilities recognized amounted to ₱123.8 million, ₱111.6 million, ₱102.8 million, respectively (see Notes 15 and 28).

Acquisition of Potato Corner (PC) Business. On March 5, 2022, the Group entered into various purchase agreements (the "Agreements") with Cinco Group for the assets and intellectual property related to the PC business both domestically and internationally. The agreements also include purchase of 100% shares in PCIL and QIL (collectively "the PC offshore entities"). The agreements were considered as comprising linked transactions and accounted for as one business combination at the Group's consolidated financial statements (see Note 6).

Estimates and Assumptions

The key estimates and assumptions concerning the future and other key sources of estimation uncertainty at reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.



Leases - Estimating the incremental borrowing rate. The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liability. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

As at December 31, 2024 and 2023, the Group's lease liabilities amounted to ₱2,121.8 million and ₱1,830.8 million, respectively (see Note 15).

Determination of Fair Value of Financial Instruments. Where the fair value of financial assets and liabilities recorded in the consolidated statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The fair values of financial assets and financial liabilities are disclosed in Note 32.

Impairment of Trade and Other Receivables and Rental deposits and other noncurrent assets. The Group uses a provision matrix to calculate ECLs for its trade and other receivables and rental and other deposits. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historical observed default rates, forward-looking information, and ECLs is a significant estimate. The amount of ECL is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of the customer's actual default in the future. The information about the ECLs on the Group's receivables is disclosed in Note 9.

There have been no significant changes in estimation techniques or significant assumptions made during the reporting period.

The carrying value of trade and other receivables amounted to ₱1,560.3 million and ₱1,224.8 million as at December 31, 2024 and 2023, respectively (see Note 9). Allowance for ECL amounted to ₱13.7 million as of December 31, 2024 and ₱9.8 million as of December 31, 2023. Provision for ECL was recognized amounting to ₱3.9 million in 2024, ₱5.6 million in 2023 and ₱3.1 million in 2022. Reversal of allowance for ECL amounted to nil in 2024, ₱5.0 million in 2023 and nil in 2022 (see Notes 9).



The carrying value of Rental deposits and other noncurrent assets amounted to ₱420.9 million and ₱309.1 million as at December 31, 2024 and 2023, respectively (see Note 16). Allowance for unrecoverable rental deposits and other noncurrent assets amounted to ₱3.3 million as at December 31, 2024 and 2023. No provision for unrecoverable deposits was recognized in 2024, 2023 and 2022 (see Note 16).

Evaluation of Net Realizable Value of Inventories. The Group writes down the cost of inventories whenever net realizable value of inventories becomes lower than cost due to damage, physical deterioration, obsolescence. The lower of cost and net realizable value of inventories is reviewed at each reporting date. Inventory items identified to be obsolete and unusable are also written off and charged as expense in net income in the consolidated statement of comprehensive income.

The provision for (reversal of) inventory obsolescence in 2024 amounted to nil, ₱0.51 million and nil in 2024, 2023 and 2022, respectively. The carrying values of inventories amounted to ₱1,759.9 million as of December 31, 2024 and ₱1,712.2 million as of December 31, 2023, net of allowance for inventory obsolescence of ₱4.84 million as at December 31, 2024 and 2023, respectively (see Note 10)..

Determination of Impairment of Nonfinancial Assets. Impairment review is performed when certain impairment indicators are present.

Determining the value in use of property and equipment, which requires the determination of future cash flows expected to be generated from the continued use and ultimate disposition of such assets, requires the Group to make estimates and assumptions that can materially affect the consolidated financial statements.

Based on the assessment of management, the Group's nonfinancial assets do not have any indication of impairment as at December 31, 2024 and 2023. No impairment loss was recognized in 2024, 2023 and 2022. The carrying values of the Group's nonfinancial assets follow:

	2024	2023
Property and equipment (see Note 13)	₱2,317,956,225	₱1,833,780,583
Software (see Note 14)	256,864,190	267,554,247
Franchise (see Note 14)	4,182,376	5,303,692
Right-of-use assets (see Note 15)	1,803,635,740	1,540,630,889
	₱4,382,638,531	₱3,647,269,411

Recoverability of Goodwill and Trademarks with Indefinite Useful Life. The Group performs recoverability testing annually or more frequently when there are indications of impairment for goodwill and trademarks with indefinite useful life. Goodwill acquired through business combination has been allocated to one CGU which is also the operating entity acquired through business combination and to which the goodwill relates. Recoverability testing requires an estimation of the value-in-use or fair value less cost of disposal of the CGU to which goodwill and trademarks with indefinite useful life are allocated. Estimating the recoverable amount of the CGU involves significant assumptions about the future results of the business such as revenue growth rate, gross margin, operating margin, capital expenditures, discount rate and long-term revenue growth rate. which were applied to cash flow forecasts. The cash flow forecasts were based on financial budgets approved by senior management covering a five-year period.



The impairment of goodwill and trademark is determined by comparing: (a) the carrying amount of the cash-generating unit; and (b) the present value of the annual projected cash flows for five years and the present value of the terminal value computed under the discounted cash flow method.

The key assumptions used in the impairment test of goodwill and trademarks with indefinite useful life are as follows:

a. Gross Revenue

On the average, gross revenue of the CGU over the next five years were projected to grow in line with the economy or with nominal Gross Domestic Product. This assumes that the market share of the subsidiaries in their respective industries will be flat on the assumption that the industries also grow at par with the economy. Historically, the business growth had a direct correlation with economic growth. A 5.8% perpetuity growth rate was assumed at the end of the five-year forecast period for Shakey's, Bakemasters, and Peri-Peri while a 2% perpetuity growth rate was used for Potato Corner.

b. Operating Expenses

On the average, operating expenses were projected to increase in relation to revenue growth.

c. Gross Margins

Increased efficiencies over the next five years are expected to result in margin improvements.

d. Discount Rate

The discount rate used to arrive at the present value of future cash flows was the Group's Weighted Average Cost of Capital (WACC). WACC was based on the appropriate weights of debt and equity, which were multiplied with the assumed costs of debt and equity. The pre-tax discount rates applied to the cash flow projections range from 11.4% to 13.7% in 2024 and 11.0% to 14.0% in 2023.

The carrying amount of goodwill and trademarks with indefinite useful life as at December 31, 2024 and 2023 are as follows:

	2024	2023
Goodwill (see Note 14)	₱1,324,852,131	₱1,324,852,131
Trademarks (see Note 14)	8,769,089,243	8,769,089,243
	₱10,093,941,374	₱10,093,941,374

The recoverable amounts of the CGUs to which the goodwill and trademarks with indefinite useful lives are allocated are greater than their carrying amounts. No impairment loss was recognized on goodwill and trademarks with indefinite useful life for the years ended December 31, 2024, 2023 and 2022.

Determination of Pension Costs. The cost of defined benefit pension plans and present value of the pension obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Accrued pension cost amounted to ₱152.2 million and ₱117.6 million as at December 31, 2024 and 2023, respectively, (see Note 27).



The discount rate is derived by discounting all expected benefit payments using interest rates of government bonds that correspond to the timing of benefit payments, after which, a single discount rate is computed considering the aggregate amount of all discounted values.

The mortality rate is based on publicly available mortality tables in the Philippines and is modified accordingly with estimates of mortality improvements. Future salary and pension increases are based on expected future inflation rates in the Philippines.

Further details about the assumptions used are provided in Note 27.

Recoverability of Deferred Tax Assets. The Group performs an annual evaluation of the realizability of deferred tax assets in determining the portion of deferred tax assets which should be recognized. The Group's assessment on the recognition of deferred tax assets on deductible temporary differences is based on the forecasted taxable income of the following period. This forecast is based on the Group's past results and future expectations on revenue and expenses. The Group computes for deferred tax using the 25% corporate tax rate except for its subsidiaries BMI, SPCI and SSI which compute for deferred tax using the OSD effective tax rate of 15%.

Deferred tax assets recognized amounted to ₱1,010.99 million and ₱645.68 million as at December 31, 2024 and 2023, respectively (see Note 30).

Evaluation of Claims Under Legal and Other Contingencies. The Group is involved in certain legal actions and claims. The Group's estimate of the probable costs for the resolution of possible legal actions and claims has been developed in consultation with outside legal counsel handling the Group's defense in these matters and is based upon thorough analysis of potential results. Management believes that the ultimate liability or loss recorded in the consolidated financial statements with respect to such obligations, claims and disputes is adequate (see Notes 29 and 34).

Estimating fair values for the purchase price allocation related to Acquisition of PC business. The Group acquired PC business on March 5, 2022. The fair value of the net assets of the investee company was determined using a combination of discounted cash flows, which assumed expected future earnings stream attributable to the identified income-generating asset discounted using weighted average cost of capital and fair value less cost to sell valuation method. The Group estimated the cash flows based on average life of the identified assets.

6. Business Combination

Acquisition of Potato Corner (PC) Business

On March 5, 2022, the Group entered into various purchase agreements (the "Agreements") with Cinco Group for the assets and intellectual property related to the PC business. The acquisition also involved owning and operating all company-owned stores, as well as serving as brand-owner and franchisor of stores being operated by franchisees both domestically and internationally. The agreements also include purchase of 100% shares in the PC offshore entities. The agreements were considered as a comprising linked transactions and accounted as one business combination at the Group's consolidated financial statements.

Potato Corner is a food franchise known for its flavored French fries.

In December 2022, the Group and the seller made amendments in the agreements dated March 5, 2022. As a result of the amendments, the value in exchange for the fair value of the net assets acquired related to the transaction amounted to ₱2,603.9 million. The purchase price consideration has been allocated based on relative fair values at date of acquisition. The fair value of



the identifiable net assets acquired amounted to ₱2,540.0 million at date of acquisition. The current assets acquired are composed of cash, receivables, prepayments, and inventories with fair values amounting to ₱20.5 million, ₱14.5 million, ₱0.9 million and ₱39.0 million, respectively at date of acquisition. The noncurrent assets acquired composed of property and equipment, security deposits, and trademarks with fair values amounting to ₱78.0 million, ₱42.0 million and ₱3,208.8 million, respectively at date of acquisition. The liabilities assumed composed of accounts payable and other current liabilities amounting to ₱61.5 million at date of acquisition. The carrying values of the assets and liabilities assumed is the same with its fair value at date of acquisition except for the trademarks with carrying amount of ₱2,467.4 million at date of acquisition. The purchase price allocation resulted to goodwill, trademarks and deferred tax liability amounting to ₱60.7 million, ₱3,208.8 million and ₱802.2 million, respectively.

The fair value of property and equipment was measured using the replacement cost method while the fair value of the trademark was measured using the income approach. The revenue growth and discount rates used to measure the fair value of trademark are 2% and 11%, respectively.

As of December 31, 2022, the fair values of the assets acquired assumed have been finalized; no changes from the initial recognition were recognized by the Group.

The goodwill of ₱60.9 million reflects the expected growth in the Group's business and Group management attributes the goodwill to achieving synergies and economies of scale arising from its common processes in its existing operations and contracts with suppliers and other partners to improve cost and efficiency. The goodwill is not deductible for tax purposes.

Had acquisition taken place on January 1, 2022, the consolidated statement of comprehensive income of the Group would have included revenues from contracts with franchisees and customers of ₱10,349.9 million and net profit of ₱921.0 million for the year ended December 31, 2022.

The revenue from contracts with customer and net income included in the consolidated statement of comprehensive income for the year ended December 31, 2022, contributed by the acquisition of PC amounted to ₱1,919.4 million and ₱303.3 million, respectively.

7. Segment Information

Segment information is prepared on the following bases:

Business Segments

For management purposes, the Group is organized into three business activities - Restaurant sales, franchise and royalty fees and commissary sales. This segmentation is the basis upon which the Group reports its primary segment information.

- Restaurant sales comprise revenues from restaurant activities and sale of merchandise and equipment to franchisees.
- Franchise and royalty fees represents payment of sub-dealers for use of the Shakey's brand.
- Commissary sales comprise third party sales other than aforementioned activities..

Inter-segment Transactions

Segment revenue, segment expenses and operating results include transfers among business segments. The transfers are accounted for at competitive market prices charged to unrelated customers for similar services. Such transfers are eliminated upon consolidation.



The Group's chief operating decision maker monitors operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit and loss in the consolidated financial statements.

On a consolidated basis, the Group's performance is evaluated based on consolidated net income for the year, EBITDA and EBITDA margin. EBITDA margin pertains to EBITDA divided by gross revenues.

EBITDA and EBITDA margin are non-PFRSs measures.

The following table shows the reconciliation of the consolidated EBITDA to consolidated net income:

	Years Ended December 31		
	2024	2023	2022
Consolidated EBITDA	₱2,595,698,270	₱2,363,212,074	₱2,058,836,689
Depreciation and amortization (Note 26)	(923,747,392)	(757,777,196)	(636,955,383)
Provision for income tax (Note 30)	(69,508,449)	(164,964,152)	(224,012,857)
Interest expense (Note 28)	(410,963,852)	(361,489,106)	(323,971,110)
Interest income (Note 8)	1,928,966	464,950	504,742
Consolidated net income	₱1,193,407,543	₱1,079,446,570	₱874,402,081



Business Segment Data

The following tables present revenue and income information and certain assets and liabilities information regarding business segments for each of the three years in the period ended December 31:

	Restaurant			Franchise and Royalty Fees			Commissary and Others			Eliminations			Consolidated		
	2024	2023	2022	2024	2023	2022	2024	2023	2022	2024	2023	2022	2024	2023	2022
Revenue from contracts with customers	P19,361,307,849	P18,560,242,446	P12,009,059,163	P1,057,813,676	P773,256,366	P723,803,089	P670,955,537	P646,991,634	P517,245,262	(P6,638,237,603)	(P7,156,567,438)	(P3,108,082,936)	P14,451,839,459	P12,823,923,008	P10,142,024,578
Net income (loss)	P2,414,934,682	P1,942,165,701	P752,854,428	P756,972,874	P570,351,859	P579,770,208	P91,095,450	P74,658,791	P54,355,160	(P2,069,595,463)	(P1,507,729,781)	(P512,577,715)	P1,193,407,543	P1,079,446,570	P874,402,081
Interest expense	395,770,229	352,747,060	312,287,074	7,141,052	540,161	3,642,826	8,052,571	8,201,885	8,041,210	—	—	—	410,963,852	361,489,106	323,971,110
Interest income	(1,895,881)	(339,693)	(271,268)	(3,666)	(66,378)	(5,781)	(29,419)	(58,879)	(227,693)	—	—	—	(1,928,966)	(464,950)	(504,742)
Income tax	242,138,520	(28,073,756)	64,817,471	(192,828,912)	176,293,599	145,017,283	20,198,841	16,744,309	14,178,103	—	—	—	69,508,449	164,964,152	224,012,857
Depreciation and amortization	888,251,229	725,335,718	603,231,555	—	—	—	35,491,164	32,441,478	32,569,233	—	—	1,154,595	923,742,392	757,777,196	636,955,383
EBITDA	P3,939,198,779	P2,991,835,030	P1,732,919,260	P571,281,348	P747,119,241	P728,424,536	P154,808,607	P131,987,584	P108,916,013	(P2,069,595,463)	(P1,507,729,781)	(P511,423,120)	P2,595,693,270	P2,363,212,074	P2,058,836,689
EBITDA Margin													17.96%	16.7%	20.3%
Assets and Liabilities															
Operating assets	P30,063,736,678	P23,106,258,726	P20,178,457,308	P3,528,804,189	P3,380,311,963	P3,566,668,451	P567,754,047	P668,343,836	P703,041,886	(P13,991,164,739)	(P8,627,361,237)	(P6,765,315,786)	P20,169,130,175	18,527,553,288	P17,682,851,859
Deferred tax assets - net	213,981,277	100,111,915	25,566,418	—	—	—	3,565,665	3,647,797	—	(11,155,568)	(3,364,991)	—	206,391,374	100,394,721	25,566,418
Total assets	P30,277,717,955	P23,206,370,641	P20,204,023,726	P3,528,804,189	P3,380,311,963	P3,566,668,451	P571,319,712	P671,991,633	P703,041,886	(P14,002,320,307)	(P8,630,726,228)	(P6,765,315,786)	P20,375,521,549	P18,627,948,009	P17,708,418,277
Operating liabilities	P14,983,575,475	P9,431,706,869	P9,266,733,516	P2,236,971,896	P2,106,628,434	P463,038,268	P224,669,986	P266,902,774	P231,468,528	(P12,512,945,565)	(P7,706,943,403)	(P5,768,945,661)	P4,932,271,792	P4,098,294,674	P4,192,294,651
Interest-bearing loans and borrowings	6,192,570,991	5,942,570,991	5,790,557,954	—	—	—	—	—	—	—	—	—	6,192,570,991	5,942,570,991	5,790,557,954
Deferred tax liabilities-net	—	—	—	—	—	—	—	—	—	396,952,983	627,872,928	679,788,566	396,952,983	627,872,928	679,788,566
Total liabilities	P21,176,146,466	P15,374,277,860	P15,057,291,470	P2,236,971,896	P2,106,628,434	P463,038,268	P224,669,986	P266,902,774	P231,468,528	(P12,115,992,582)	(P7,079,070,475)	(P5,089,157,095)	P11,521,795,766	P10,668,738,593	P10,662,641,171



Restaurant sales are attributable to revenues from the general public, which are generated through the Group's store outlets while franchise and royalty fees and commissary and others are derived from various franchisees of the Group's trade names. Consequently, the Group has no concentrations of revenues from a single customer or franchisee in 2024 and 2023.

As of December 31, 2024 and 2023, the Group's international operations are considered to be not material in relation to the consolidated financial statements.

The following are the percentage of total assets and revenues in 2024, 2023 and 2022, of the consolidated assets and revenues, respectively, of the Group:

	Years Ended December 31		Years Ended December 31		
	Total Assets		Revenue		
	2024	2023	2024	2023	2022
Shakey's International Limited (SIL)	0.00%	0.01%	0.02%	0.00%	0.03%
Shakey's Pizza Regional Foods Limited (SPRFL)	0.00%	0.00%	0.02%	0.31%	0.08%
PC International Limited (PCIL)	0.99%	0.70%	1.67%	0.00%	1.29%
Queensview International Limited* (QIL)	0.01%	9.17%	0.00%	0.00%	0.00%
Shanghai Miaomiao Shu Catering Co. LTD (SMSCCL)	1.91%	0.32%	2.01%	0.00%	—

8. Cash

	2024	2023
Cash on hand	₱125,488,014	₱79,685,940
Cash in banks	1,194,311,478	821,461,587
	₱1,319,799,492	₱901,147,527

Cash in banks earn interest at the respective bank deposit rates. Interest income on cash amounted to ₱1.9 million, ₱0.5 million and ₱0.5 million for the years ended December 31, 2024, 2023 and 2022 respectively.

9. Trade and Other Receivables

Below are the terms and conditions of the financial assets:

	2024	2023
Trade:		
Franchisees	₱670,262,787	₱416,906,032
Third parties	564,620,395	509,558,342
Royalty receivable	79,199,179	70,328,154
Related parties (see Note 19)	21,214,586	18,458,583
Nontrade:		
National Advertising Fund (NAF)	43,210,801	51,829,287
Franchisees	71,820,924	61,680,414
Employees	33,674,196	23,383,344
Others:		
Dividend receivable	18,940,254	69,640,768
Stores	71,030,069	12,844,086
	1,573,973,191	1,234,629,010
Less allowance for ECL	(13,718,140)	(9,839,438)
	₱1,560,255,051	₱1,224,789,572



- Trade receivables are non-interest bearing and are normally collectible within 10 days.
- Receivable from franchisees pertains to receivables for transactions other than sale of goods such as management fees, freight and gas expenses and are non-interest bearing and generally have 30 to 45 days' term.
- Receivable from NAF pertains to reimbursable advertising and promotion expenses from franchisees which will be applied on future franchisee remittances.
- Royalty receivable is being collected from dealers on the 20th day of the following month.
- Receivables from employees, which represent mainly salary loans, are interest-free and are being collected through salary deduction for a period ranging from 6 months to 1 year.
- Other receivables consist mainly of receivables from cooperatives and freight charges which are non-interest bearing and generally have 30 to 45 days' term.
- For terms and conditions of related party receivables, refer to Note 19.

The movements of allowance for ECL are as follows:

	2024			2023		
	Trade and Others	Receivables from Employees	Total	Trade and Others	Receivables from Employees	Total
Balance at beginning of year	₱7,825,160	₱2,014,278	₱9,839,438	₱8,020,079	₱1,245,567	₱9,265,646
Provision (see Note 24)	3,878,702	–	3,878,702	3,575,124	2,041,548	5,616,672
Reversals (see Note 24)	–	–	–	(3,770,043)	(1,272,837)	(5,042,880)
Balance at year-end	₱11,703,862	₱2,014,278	₱13,718,140	₱7,825,160	₱2,014,278	₱9,839,438

For the years ended December 31, 2024, 2023 and 2022, the Group used the simplified provision matrix approach in estimating the ECL on trade and other receivables.

10. Inventories

	2024	2023
At cost:		
Finished goods	₱18,698,220	₱11,450,454
Raw materials - food	35,443,589	63,168,734
Raw materials - packaging	26,994,424	5,806,245
At NRV-		
Merchandise	1,678,774,619	1,631,792,556
	₱1,759,910,852	₱1,712,217,989

The cost of the merchandise inventories carried at NRV amounted to ₱1,759.9 million and ₱1,712.2 million as at December 31, 2024 and 2023, respectively.

The cost of merchandise and materials charged to cost of sales in the consolidated statements of comprehensive income amounted to ₱5,902.3 million in 2024 and ₱5,647.9 million in 2023 (see Note 23).

Allowance for inventory obsolescence amounted to ₱4.8 million as at December 31, 2024 and 2023.

Provision for inventory obsolescence amounted to nil, ₱0.5 and nil in 2024, 2023 and 2022, respectively.



11. Prepaid Expenses and Other Current Assets

	2024	2023
Advances to suppliers	₱353,073,156	₱473,193,172
Prepaid expenses	131,622,574	71,111,034
Prepaid taxes	99,021,443	90,883,087
Input Vat	46,592,363	–
	₱630,309,536	₱635,187,293

Advances to suppliers represent payments for items purchased or goods yet to be delivered or services to be rendered.

Prepaid expenses pertain to advance payments for insurance, dues, rent and subscription and are amortized monthly over a period of one year.

12. Financial Assets at FVPL

The Group's investments in financial assets at FVPL consisted of UITF, which have no holding period and were callable any time by the Issuer. The remaining balance amounting to ₱300.0 million was fully redeemed in 2022. Fair value gain on financial assets at FVPL included in "Other income" in the years 2024, 2023 and 2022 consolidated financial statements amounted to ₱2.1 million, nil and ₱0.4 million (see Note 29), respectively.



13. Property and Equipment

	Building	Leasehold Improvements	Furniture, Fixtures and Equipment	Machinery and Equipment	Transportation Equipment	Cost of Shops and Maintenance Tools	Glassware and Utensils	Construction in-progress	Total
Cost									
Balance at December 31, 2022	₱264,977,352	₱1,647,293,440	₱1,428,884,616	₱236,418,036	₱37,895,667	₱38,678,600	₱37,330,448	₱225,384,737	₱3,916,862,896
Additions	—	225,937,419	162,101,104	30,638,451	8,221,037	12,290,228	8,967,393	—	448,155,632
Disposals	(15,680,772)	(34,900,814)	(5,458,238)	(6,564,234)	(1,691,269)	(436,539)	(1,359,871)	—	(66,091,737)
Reclassification	—	87,529,089	89,824,836	—	—	5,619,558	—	(182,973,483)	—
Balance at December 31, 2023	249,296,580	1,925,859,134	1,675,352,318	260,492,253	44,425,435	56,151,847	44,937,970	42,411,254	4,298,926,791
Additions		512,344,376	312,466,910	64,011,882	18,430,678	66,387,944	9,694,204	1,594,895	984,930,889
Disposals	(2,616,785)	(67,632,100)	(41,296,573)	—	(1,691,269)	(4,157,082)	(886,655)	(20,651,890)	(138,932,354)
Reclassification	—	(4,201,357)	—	—	—	—	—	—	(4,201,357)
Balance at December 31, 2024	246,679,795	2,366,370,053	1,946,522,655	324,504,135	61,164,844	118,382,709	53,745,519	23,354,259	5,140,723,969
Accumulated Depreciation									
Balance at December 31, 2022	₱83,361,948	₱910,396,230	₱938,671,837	₱144,195,704	₱19,373,321	₱31,222,918	₱24,917,533	₱—	₱2,152,139,491
Depreciation (see Notes 23, 24 and 26)	15,031,953	135,975,178	150,331,872	17,574,144	4,212,795	13,050,768	16,572,520	—	352,749,230
Disposals	(7,840,386)	(19,116,067)	(5,094,158)	(6,334,947)	—	(157,091)	(1,199,864)	—	(39,742,513)
Balance at December 31, 2023	90,553,515	1,027,255,341	1,083,909,551	155,434,901	23,586,116	44,116,595	40,290,189	—	2,465,146,208
Depreciation (see Notes 23, 24 and 26)	22,831,813	229,319,476	153,743,947	19,941,758	5,177,836	25,621,528	8,580,242	—	465,216,600
Reclassification	—	2,007,472	—	—	—	—	—	—	2,007,472
Disposals	(4,233,049)	(58,887,176)	(42,238,169)	—	—	(3,517,491)	(726,651)	—	(109,602,536)
Balance at December 31, 2024	109,152,279	1,199,695,113	1,195,415,329	175,376,659	28,763,952	66,220,632	48,143,780	—	2,822,767,744
Net Book Value									
Balance at December 31, 2023	₱158,743,065	₱898,603,793	₱591,442,767	₱105,057,352	₱20,839,319	₱12,035,252	₱4,647,781	₱42,411,254	₱1,833,780,583
Balance at December 31, 2024	₱137,527,516	₱1,166,674,940	₱751,107,326	₱149,127,476	₱32,400,892	₱52,162,077	₱5,601,739	₱23,354,259	₱2,317,956,225

There are no idle assets as at December 31, 2024 and 2023. The Group has no property and equipment that is used as collateral for existing loans payable.



14. Intangible Assets

The Group's intangible assets consist of:

	2024	2023
Goodwill (see Note 6)	₱1,324,852,131	₱1,324,852,131
Trademarks (see Note 6)	8,769,089,243	8,769,089,243
Software	256,864,190	267,554,247
Franchise	4,182,376	5,303,692
	₱10,354,987,940	₱10,366,799,313

In 2016, goodwill amounting to ₱1,078.6 million was recognized in connection with the acquisition of BMI while trademarks amounting to ₱4,987.1 million related to the pizza business was recognized and treated as acquisition of assets based on relevant accounting standards since such transaction did not qualify as an acquisition of a business.

On August 24, 2020, the Group entered into a master franchise agreement for a consideration of ₱5.0 million (\$0.1 million) with Supertea (Int) Pte. Ltd. (Supertea), whereby Supertea granted the Group the following:

- the exclusive right and license to develop and operate the Business, provide the services and sell the products, from the R&B Tea Outlets;
- the exclusive right and license, subject to the fulfillment of certain conditions, to grant franchisees for R&B Tea Outlet to third parties (Sub-Franchisees) by entering into sub-franchise agreements in the form approved and/or provided by Supertea in writing; and
- the non-exclusive right and license to use the Intellectual Property strictly in connection with the aforesaid.

The license does not include the right to sell, provide or distribute any products or services through channels other than the R&B Outlets, or selected outlets as set out in the master franchise agreement.

The master franchise agreement is effective from August 20, 2020 and continue for the initial term of seven (7) years, unless otherwise terminated or renewed.

On November 17, 2021, the Group executed a deed of assignment with DBE Project, Inc. acquiring the Project Pie Design Build Eat trademark for a consideration of ₱1.2 million.

On April 2, 2019, SPAVI and I-Foods, Inc. (IFI) entered into a purchase agreement (the "Agreement") for the rights, title and interest to the Peri-Peri (P2) Business, including the properties, assets, and rights which are related to or are used in the P2 Business.

Peri-Peri business is a casual and full-service restaurant brand in the Philippines. The restaurant offers variety of food and sauces such as peri-peri chicken, pizza and pasta.

On June 1, 2019 (the acquisition date), SPAVI and WBHI, a newly incorporated subsidiary, executed a deed of assignment, wherein SPAVI, assigned, transferred and conveyed all its rights under the Agreement, except with respect to SPAVI's rights under the Agreement pertaining to Trademarks, Know-How and Confidential Information, and Intellectual Properties (collectively, the "Intangible Assets") of the P2 Business, to WBHI. Subsequently, WBHI and IFI executed a deed of absolute sale of assets wherein I-Foods sold, transferred and conveyed to WBHI the title, rights, material and physical possession of, and interest in, the assets related to the P2 Business for ₱212.3 million. On the



same date, as part of the acquisition of the P2 business, SPAVI acquired 100% ownership of AWIL, which is the owner of the intangible assets relevant to the P2 Business for ₱562.2 million.

Total consideration for the acquisition of the P2 business amounted to ₱774.5 million, such transaction was accounted for as an acquisition of a business and additional goodwill and trademarks amounting to ₱185.5 million and ₱562.2 million, respectively, were recorded as at the date of acquisition. The fair value of the identifiable assets acquired, excluding trademark, amounted to ₱26.8 million.

On March 5, 2022, the Group acquired the PC business. The business acquisition resulted to additional goodwill, trademarks and deferred tax liability amounting to ₱60.7 million, ₱3,208.8 million and ₱802.2 million, respectively (see Note 5).

The details of the Group's intangible assets with finite life are as follows:

	Software	Franchise
Cost		
Balance at December 31, 2022	₱319,875,206	₱7,849,213
Additions	52,909,939	—
Balance at December 31, 2023	372,785,145	7,849,213
Additions	15,221,520	—
Balance at December 31, 2024	388,006,665	7,849,213
Accumulated Amortization		
Balance at December 31, 2022	70,446,491	1,595,885
Amortization (see Note 26)	34,784,407	949,636
Balance at December 31, 2023	105,230,898	2,545,521
Amortization (see Note 26)	25,911,577	1,121,316
Balance at December 31, 2024	131,142,475	3,666,837
Net Book Value		
Balance at December 31, 2024	₱256,864,190	₱4,182,376
Balance at December 31, 2023	₱267,554,247	₱5,303,692

The average remaining useful lives of software and franchise is 8 years and 5 years, respectively, as of December 31, 2024.

15. Right-of-Use Assets and Lease Liabilities

Group as a lessee

The Group has lease contracts for land and building for the use of its office spaces and stores. Lease contracts of office spaces usually have terms of 20 to 25 years while leases of stores usually have terms of 3 to 15 years.

The Group also has certain leases of stores with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.



The rollforward analysis of right-of-use assets follows:

	2024	2023
Cost		
Balance at beginning of year	₱2,767,508,242	₱2,376,814,694
Additions	735,358,017	482,493,291
Pre-terminations	(318,176,799)	(91,799,743)
Balance at end of year	₱3,184,689,460	₱2,767,508,242
Accumulated Amortization		
Balance at beginning of year	1,226,877,353	933,034,115
Amortization (see Notes 23, 24 and 26)	431,497,900	379,801,415
Pre-terminations	(277,321,533)	(85,958,177)
Balance at end of year	₱1,381,053,720	₱1,226,877,353
Net Book Value	₱1,803,635,740	₱1,540,630,889

The rollforward analysis of lease liabilities follows:

	2024	2023
Balance at beginning of year	₱1,830,838,499	₱1,700,018,174
Additions	689,806,537	485,848,399
Interest expense (see Note 28)	123,841,072	111,567,612
Payments	(473,742,119)	(461,980,269)
Pre-terminations	(48,987,905)	(4,615,417)
Balance at end of year	2,121,756,084	1,830,838,499
Current portion of lease liabilities	293,913,746	275,584,146
Lease liabilities – non-current portion	₱1,827,842,338	₱1,555,254,353

The Group has lease contracts for stores that contain variable payments based on the gross sales. The following provides information on the Group's variable lease payments, including the magnitude in relation to fixed payments:

As at December 31, 2024			
	Fixed Payments	Variable Payments	Total
Fixed	₱204,569,551	₱—	₱204,569,551
Variable rent with minimum payment	175,489,577	87,544,898	263,034,475
Variable rent only	—	7,333,957	7,333,957
	₱380,059,128	₱94,878,855	₱474,937,983

Shown below is the maturity analysis of the undiscounted future lease payments:

	2024	2023
1 year	₱589,572,083	₱352,714,066
more than 1 years to 2 years	475,490,034	305,708,932
more than 2 years to 3 years	371,721,783	269,378,506
more than 3 years to 4 years	312,473,685	246,411,328
more than 5 years	1,335,882,032	1,331,472,556

Rent expense on short-term leases and leases of low-value assets amounted to ₱489.6 million, ₱379.56 million and ₱246.5 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Notes 23 and 24).



16. Rental Deposits and Other Noncurrent Assets

	2024	2023
Rental deposits	₱382,879,505	₱312,411,005
Financial assets at FVOCI	26,000,000	—
Others	15,356,830	—
	424,236,335	312,411,005
Less: Allowance for unrecoverable rental deposits and other noncurrent assets	(3,297,293)	(3,297,293)
	₱420,939,042	₱309,113,712

The Group's rental deposits are refundable at the end of the lease term which range from 3 years to 15 years. The excess of the principal amount of the deposit over its fair value is accounted for as right-of-use asset and amortized over the lease term on a straight-line basis while interest on the deposit is accounted for using the effective interest rate method.

The Group uses a provision matrix to calculate ECLs for rental deposit and other noncurrent assets. No provision was recognized in 2024, 2023 and 2022.

The accretion income from rental deposits amounted to nil, ₱1.7 million and ₱2.0 million in 2024, 2023 and 2022, respectively (see Note 29).

As at December 31, 2024, the Group's Financial assets at FVOCI pertain to investments in golf club shares. The changes in the fair value of these investments are recognized under "Unrealized gain on increase in fair value of financial assets at FVOCI" in the consolidated statements of comprehensive income and shown as part of "Other components of equity" in the consolidated statements of financial position.

Others pertain to deposits to suppliers that will be refundable at the end of the contract agreement which range from 3 years to 5 years.

17. Short-term Loans Payable

	2024	2023
Balance at beginning of year	₱700,000,000	₱500,000,000
Additions	300,000,000	700,000,000
Payments	—	(500,000,000)
Balance at end of year	₱1,000,000,000	₱700,000,000

In 2022, the Parent Company availed of a short-term loan from the Bank of the Philippine Islands amounting to ₱500.0 million with a 2.30% effective interest rate per annum.

In 2023, The Parent Company utilized multiple short-term loans from Bank of the Philippines Islands, totaling to ₱700 million, with annual interest rates ranging from 5.58% to 6.25%.

In 2024, the outstanding loan of ₱700 million was rolled over, extending its maturity date until February 2025. Additionally, in 2024, the Parent company availed another ₱300 million short-term loan from Bank of the Philippines with an annual interest rate of 5.7%. The additional loan will mature in May 2025.



Interest expense pertaining to short-term loans amounting to 44.3 million, ₱25.5 million and ₱9.5 million were recognized for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 28).

18. Accounts Payable and Other Current Liabilities

	2024	2023
Trade:		
Suppliers	₱1,113,279,905	₱881,714,386
Related parties (see Note 19)	150,535,928	151,700,266
Nontrade-		
Suppliers	248,303,761	210,275,125
Accrued expenses:		
Suppliers	378,641,401	129,998,023
Customers loyalty	43,636,958	36,030,849
Utilities	39,460,850	31,533,587
Salaries and wages	76,928,151	17,479,254
Others	161,759,762	294,404,806
	₱2,212,546,716	₱1,753,136,296

Below are the terms and conditions of the financial liabilities:

- Trade payables are non-interest bearing and are normally settled in 30 to 90 days' term.
- Nontrade payables consist mainly of reimbursable expenses to officers and employees, payable to contractors and employment agencies which are normally settled in 30 to 90 days' term.
- Accrued expenses, which consist mainly of accrual of rent expense of stores, utilities, employee benefits and incentives, freight, commissions and storage costs are normally settled in 30 to 90 days' term.
- Customers loyalty pertain to accumulated points which are generally applied to customer purchases within the next financial year. Revenue is recognized upon actual usage or expiration whichever comes first.
- Other payables are normally settled in 15 to 45 days' term.
- For terms and conditions related party payables, refer to Note 19.

Other payables consist of the following:

	2024	2023
Withholding tax payable	₱35,159,660	₱47,839,290
Customers' deposits	23,412,766	51,781,697
Output VAT	71,306,989	140,029,064
Retention payable	18,491,714	19,004,028
Fun certificates payable	6,333,130	12,885,728
SSS, Philhealth and Pag-ibig payables	2,275,363	501,067
Advertising fund payable	—	13,428,658
Others	4,780,140	8,935,274
	₱161,759,762	₱294,404,806



19. Related Party Transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. This includes: (a) individuals owning, directly or indirectly through one or more intermediaries, control, or are controlled by, or under common control with, the Group; (b) associates; and (c) individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual.

Approval requirements and limits on the amount and extent of related party transactions

Material related party transactions (MRPT) refers to any related party transactions, either individually, or in aggregate over a twelve (12)-month period with the same related party, amounting to ten percent (10%) or higher of the Group's total consolidated assets based on its latest audited consolidated financial statements.

All individual MRPT shall be approved by at least two-thirds (2/3) vote of the BOD, with at least a majority of the Independent Directors voting to approve the MRPT. In case that a majority of the Independent Directors' vote is not secured, the MRPT may be ratified by the vote of the stockholders representing at least two thirds (2/3) of the outstanding capital stock.

Aggregate RPT transactions within a 12-month period that meets or breaches the materiality threshold shall require the same BOD approval mentioned above.

Outstanding balances at year-end are unsecured and settlement occurs in cash throughout the financial year. There have been no guarantees provided or received for any related party receivables or payables. For the years ended December 31, 2024 and 2023, the Group has not recorded any impairment of receivables on amounts owed by the related parties. The assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.



In the normal course of business, the Group has significant transactions with the following companies which have common members of BOD and stockholders as the Group:

Category	Nature	Year	Amount/ Volume of transaction	Outstanding Balance		Terms	Conditions
				Receivable (see Note 9)	Payable (see Note 18)		
Century Pacific Group Inc. (CPGI, Ultimate Parent Company)							
Sales	Sale of goods at prices (normally on cost plus basis) mutually agreed upon by both parties	2024	₱7,766,842	₱3,082,080	₱1,385,087	30-day; non-interest bearing	Unsecured; not impaired
		2023	7,766,842	3,082,080	—		
		2022	8,489,353	3,082,080	—		
Companies with common members of BOD and stockholders as the Group							
The Pacific Meat Company Inc. (PMCI)							
Sales	Sale of goods at prices (normally on cost-plus basis) mutually agreed upon by both parties	2024	14,772,502	12,394,892		30-day; non-interest bearing	Unsecured; not impaired
		2023	8,587,176	5,400,644	—		
		2022	17,898,896	9,693,410	—		
Purchases	Purchase of raw materials and goods at agreed prices usually on a cost-plus basis	2024	177,074,571	—	122,114,155	30-day; non-interest bearing	Unsecured
		2023	241,786,131	—	142,402,642		
		2022	248,948,140	—	121,785,346		
DBE Project Inc. (DBE)							
Trade sales and service income	Sale of goods at prices (normally on cost-plus basis) mutually agreed upon by both parties	2024	—	1,962,435	298,043	30-day; non-interest bearing	Unsecured; not impaired
		2023	—	—	—		
		2022	—	2,778,786	—		
Purchases	Purchase of raw materials and goods at agreed prices usually on a cost-plus basis	2024	—	—	—	30-day; non-interest bearing	Unsecured
		2023	—	—	—		
		2022	—	—	293,488		

(Forward)



Category	Nature	Year	Amount/ Volume of transaction	Outstanding Balance		Terms	Conditions
				Receivable (see Note 9)	Payable (see Note 18)		
Century Pacific Food, Inc. (CPFI)							
Sales	Sale of goods at prices (normally on cost-plus basis) mutually agreed upon by both parties	2024	₱25,436,328	₱3,775,179	₱—	30-day; non-interest bearing	Unsecured; not impaired
		2023	26,857,813	9,975,859	—		
		2022	20,536,620	9,359,643	—		
Purchases	Purchase of raw materials and goods at agreed prices usually on a cost-plus basis	2024	44,105,908	—	26,738,643	30-day; non-interest bearing	Unsecured
		2023	15,232,070	—	9,297,624		
		2022	29,380,586	—	4,969,147		
		2024	₱269,156,151	₱21,214,586	₱150,535,928		
		2023	₱186,692,131	₱18,458,583	₱151,700,266		



Compensation of Key Management Personnel

The salaries and pension costs of key management personnel in 2024, 2023 and 2022 are as follows:

	2024	2023	2022
Salaries	₱59,286,376	₱57,244,846	₱35,588,200
Pension costs	37,664,788	33,624,605	16,863,962
	₱96,951,164	₱90,869,451	₱52,452,162

There are no other short-term and long-term benefits given to the key management personnel.

20. Long-term Loans Payable

Long-term facility loans:

BDO Unibank, Inc. (BDO) Loan

On June 8, 2016, the Group entered into an Omnibus Loan and Security Agreement (OLSA) with BDO (the Lender) and SAFHI. The lender provided a term loan facility in the principal amount of ₱5,000.0 million. The loan is payable within 10 years to commence on the 12th month following the availment date. Payments shall be made in 18 consecutive semi-annual installments of ₱25.0 million and a final payment of ₱4,550.0 million.

The loan's interest is to be fixed at the higher of 5-year PDST-R2 plus a spread of 0.75% or 4.5% floor rate for the first 5 years, to be repriced at the last 5 years. Management has assessed that the interest rate floor on the loan is an embedded derivative which is not for bifurcation since the market rate approximates the floor rate at the transaction date.

The loan facility also contains a prepayment provision which allows the Group to make optional prepayment in the amount calculated by the lender comprising (i) the outstanding principal amount of the Loan to be prepaid, and (ii) any accrued interest on the principal amount of the Loan being prepaid computed as of the date of prepayment. The prepayment option was assessed as closely related to the loan and thus, was not bifurcated.

On December 22, 2016, the Group notified BDO of its intention to prepay the loan amounting to ₱1,000.0 million. The exercise of the prepayment option resulted in the revision of estimated future payments and change in the carrying amount of the financial liability. On January 3, 2017, the Group prepaid portion of the loan amounting to ₱1,000.0 million and the corresponding break funding fee and prepayment penalty amounting to ₱21.4 million.

As long as any portion of the loan is outstanding and until payment in full of all amounts payable by the Group under the loan documents are made, the Group is required to comply with certain affirmative covenants, unless the Lender shall otherwise give its consent in writing:

- a. Ensure that at all times its obligations will constitute its secured, direct, unconditional and unsubordinated obligations, and any of its residual obligation not satisfied out of the proceeds of the Collateral shall rank and will rank at all times at least in priority of payment and in all other respects with all its unsecured obligations, save for such obligations in respect of which a statutory preference is established solely by operation of law.



- b. The net proceeds from the loan shall be used for the purpose of refinancing the bridge loan.
- c. Financial covenant during the term of the Term Loan:
 - i. its Debt Service Coverage Ratio is at least 1.2x. Debt Service Coverage Ratio is as of the date of determination, the ratio of EBITDA less regular dividends and advances to shareholders over Debt Service. For purposes hereof, “EBITDA” means operating profit before interest, taxes, depreciation and amortization, each item determined in accordance with PFRSs, and the term “Debt Service” means the aggregate amount of the succeeding year’s principal amortization for the Loan, interest, fees and other financial charges made or due in respect thereof payable by the Borrower, provided that one (1) year prior to the maturity of the Loan, “Debt Service Coverage Ratio” shall mean the ratio of sum of the beginning cash balance and EBITDA less regular dividends and advances to shareholders over Debt Service;
 - ii. its Debt to Equity Ratio does not exceed 5.0x within the first two years from the Borrowing under the Term Loan and 4.0x thereafter.

The foregoing financial covenant shall be tested every six months based on annual audited or unaudited semi-annual consolidated financial statements. On January 27, 2017, the OLSA was amended to include June 30, 2017 as the commencement date for the testing of the financial covenant ratios.

- d. Within the period required, open and establish the Debt Service Reserve Account (DSRA); and ensure that the funds deposited in the DSRA is at all times maintained in accordance with the agreement. As at December 31, 2024 and 2023, the balances of DSRA have been applied to the loan balance.
- e. Prior to the assignment or transfer of any trade names, copyrights, trademarks, patents and other intellectual property rights or licenses currently held by the Group or any wholly owned subsidiary of the Group, the Group shall pledge in favor of the Lender, under the terms and conditions of the Pledge under the Omnibus loan and security Agreement, all the outstanding shares of the Group in such wholly-owned subsidiary.

As at December 31, 2024 and 2023, the Group is in compliance with the aforementioned affirmative covenants.

Bank of the Philippines Islands (BPI) Loan

On February 24, 2022, the Group entered into a loan agreement with Bank of the Philippines Islands (the Lender). The Lender provided a principal amount of ₱1,600.0 million, payable in ten (10) years from March 2, 2022 (the value date). The loan has an effective interest rate of 4.3% payable monthly until paid in full.

The loan agreement also contains a prepayment provision which allows the Group to make optional prepayments in the amount of ₱320.0 million on March 2, 2025, ₱8.0 million on March 2, 2026, and a final payment of ₱1,232.0 million on maturity date.

The Group is not subject to any loan covenants from BPI loan.



The breakdown of the loans follows:

	2024	2023
BDO loan - principal	₱3,597,934,622	₱3,647,932,514
Less unamortized debt issue costs	5,363,631	5,361,523
BDO loan - net of unamortized debt issue costs	3,592,570,991	3,642,570,991
BPI loan	1,600,000,000	1,600,000,000
	5,192,570,991	5,242,570,991
Less current portion of loan payable	47,819,494	47,876,004
Noncurrent portion	₱5,144,751,497	₱5,194,694,987

Interest expense amounting to ₱231.6 million, ₱212.9 million and ₱205.9 million were recognized for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 28).

21. Equity

Capital Stock

Authorized capital stock

The authorized capital stock of the Parent Company is 2,000,000,000 shares at ₱1 par value in 2024 and 2023.

Issued and outstanding

	2024		2023	
	No. of shares	Amount	No. of shares	Amount
Balance at beginning and end of year	1,683,760,178	₱1,683,760,178	1,683,760,178	₱1,683,760,178

Below is the Parent Company's track record of the registration of securities:

Date of SEC Order Rendered Effective or Permit to Sell	Event	Authorized Capital Stock	Issued Shares	Issue Price
	Registered and Listed Shares (Original Shares)	2,000,000,000	1,179,321,053	₱1.00
December 1, 2016	Initial Public Offering (IPO)			
	Primary	2,000,000,000	104,000,000	11.26
	Secondary	2,000,000,000	202,000,000	11.26
	Over-allotment Option	2,000,000,000	46,000,000	11.26
August 6, 2021	Issuance	2,000,000,000	152,439,025	7.93
August 9, 2021	Issuance	2,000,000,000	100	8.20

The issued and outstanding shares are held by 43 and 41 equity holders as at December 31, 2024 and 2023, respectively.



Retained Earnings

Details of cash dividends declared in 2024 and 2023 are as follows:

Date of Declaration	Dividend		Record Date
	Rate (per share)	Amount	
June 20, 2022	₱0.03	₱50,512,805	July 4, 2022
June 20, 2023	0.10	168,376,017	July 31, 2023
April 15, 2024	0.20	336,752,036	May 15, 2024

There are no outstanding dividends payable as at December 31, 2024 and 2023. Cash dividend declared and paid amounted to ₱336.7 million in 2024 and ₱168.4 million in 2023.

Undistributed earnings of the subsidiaries included in the Group's retained earnings amounting to ₱186.1 million and ₱200.4 million as at December 31, 2024 and 2023, respectively, are not available for dividend declaration by the Parent Company until these are declared by the investee companies.

APIC

Amount received in excess of the par values of the shares issued amounting to ₱2,451.1 million were recognized as "APIC" as at December 31, 2024 and 2023, respectively.

22. Revenue from Contracts with Customers

Set out below is the disaggregation of the Group's revenue from contracts with customers for the years ended December 31, 2024, 2023 and 2022:

	2024	2023	2022
Revenue source:			
Restaurant sales	₱9,290,515,561	₱8,362,853,329	₱7,206,297,269
Sale of goods	4,356,640,655	3,973,643,491	2,535,590,654
Royalty and franchise fees (see Note 33)	804,683,243	487,426,188	400,136,655
	₱14,451,839,459	₱12,823,923,008	₱10,142,024,578
Timing of recognition:			
Goods transferred at a point in time	₱14,378,229,392	₱12,787,539,880	₱10,123,187,575
Services rendered over time	73,610,067	36,383,128	18,837,003
	₱14,451,839,459	₱12,823,923,008	₱10,142,024,578

Contract liabilities

Below are the details of contract liabilities arising from initial franchise as at December 31, 2024 and 2023:

	2024	2023
Initial franchise fee	₱197,506,244	₱147,941,962
Less current portion	76,461,051	30,059,596
Noncurrent portion	₱121,045,193	₱117,882,366



In 2024, the Group received advances from customers amounting ₱24.6 million. This was included as part of the current portion of contract liabilities in the consolidated statements of financial position as at December 31, 2024.

Movements of contract liabilities arising from initial franchise fees as at and for the years ended December 31, 2024 and 2023 are as follows:

	2024	2023
Balance as at January 1	₱147,941,962	₱74,672,181
Amortization of initial franchise fees	(76,905,430)	(36,383,128)
Initial franchise fees received	122,643,815	103,467,530
Accretion of interest expense (see Note 28)	3,825,897	6,185,379
Balance as at December 31	₱197,506,244	₱147,941,962

As at December 31, 2024, the amounts of initial franchise fees allocated to remaining performance obligations, its accretion of interest expense in the succeeding years, and contract liabilities arising from initial franchise fees are as follows:

	Unamortized initial franchise fees	Accretion of interest expense	Contract liabilities from initial franchise fees
Within one year	₱76,461,051	₱10,176,509	₱86,637,560
More than one year	121,045,193	16,351,998	₱137,397,191
	₱197,506,244	₱26,528,507	₱224,034,751

23. Cost of Sales

	2024	2023	2022
Inventory costs (see Note 10)	₱5,902,337,311	₱5,647,952,421	₱4,469,334,367
Salaries, wages and benefits	1,199,356,019	1,091,124,256	854,700,420
Depreciation and amortization (see Note 26)	833,025,086	704,774,502	612,500,834
Utilities	605,327,830	551,091,000	436,806,339
Rent (see Note 15)	489,607,278	377,231,414	246,132,289
Outside services	472,236,030	359,083,804	250,487,337
Supplies	242,830,276	232,788,578	157,112,346
Delivery call fees	194,754,839	165,473,535	176,298,984
Gas expenses	161,966,247	157,882,862	133,789,783
Repairs and maintenance	129,853,587	99,458,417	57,686,408
Card charges	41,397,447	34,800,157	30,957,572
Pension costs (see Note 27)	14,546,479	16,310,101	21,322,594
Dues and subscription	13,094,939	10,341,176	4,005,890
Commissary costs	5,146,686	7,752,977	4,822,778
Seminar and training	11,379	—	12,095,750
Others	466,989,647	216,986,733	78,454,710
	₱10,772,481,080	₱9,673,051,933	₱7,546,508,401



24. General and Administrative Expenses

	2024	2023	2022
Salaries, wages and benefits	₱631,810,038	₱488,318,840	₱358,176,906
Advertising and promotions	361,813,771	369,757,505	283,890,781
Outside services	301,016,015	175,088,981	170,715,480
Taxes and licenses	222,740,758	135,846,838	98,087,732
Depreciation and amortization (see Note 26)	90,722,306	53,002,695	24,454,549
Transportation and travel	81,303,861	68,176,409	47,674,426
Supplies	78,491,297	38,575,244	34,735,283
Promotions	46,327,588	29,947,903	15,791,640
Utilities	34,498,723	20,835,170	19,878,150
Pension costs (see Note 27)	29,879,028	21,041,870	31,087,098
Gas expenses	13,942,213	12,651,603	15,207,420
Senior citizen discount	13,838,723	15,536,713	10,717,139
Dues and subscriptions	13,705,136	11,935,932	809,884
Start-up costs	13,478,756	11,218,446	18,961,866
Card charges	11,572,475	10,016,590	6,438,226
Repairs and maintenance	10,179,212	3,472,138	3,472,341
Professional fees	9,008,098	22,495,862	3,929,849
Royalty	3,476,462	7,829,969	4,358,479
Provision for ECL - net (see Note 9)	3,878,702	573,792	3,146,639
Insurance	4,161,986	7,351,833	6,228,656
Directors' fees	1,088,108	1,652,632	1,378,947
Rent (see Note 15)	—	2,324,887	368,136
Others	76,970,352	62,858,077	63,300,643
	₱2,053,903,608	₱1,570,509,929	₱1,222,810,270

25. Personnel Expenses

	2024	2023	2022
Salaries, wages, bonuses, and allowances:			
Cost of sales (see Note 23)	₱1,169,195,810	₱1,058,983,492	₱834,621,934
General and administrative expenses (see Note 24)	611,702,841	449,192,968	329,261,032
SSS, Pag-ibig, Medicare and other contributions:			
Cost of sales (see Note 23)	30,160,209	32,080,237	20,078,486
General and administrative expenses (see Note 24)	20,107,197	39,125,872	28,915,874
Pension costs:			
Cost of sales (see Notes 23 and 26)	14,546,479	16,310,101	21,322,593
General and administrative expenses (see Notes 24 and 26)	29,879,028	21,041,870	31,087,098
	₱1,875,591,564	₱1,616,734,540	₱1,265,287,017



26. Depreciation and Amortization

	2024	2023	2022
Property and equipment:			
Cost of sales (see Note 23)	₱401,527,186	₱323,010,907	₱372,179,083
General and administrative expenses (see Note 24)	63,689,414	29,738,323	23,745,266
Right-of-use assets:			
Cost of sales (see Note 23)	431,497,900	369,293,924	218,810,877
Software -			
Cost of sales (see Note 23)	–	12,469,671	–
General and administrative expenses (see Note 24)	25,911,577	22,314,736	21,510,874
Franchise -			
General and administrative expenses (see Note 24)	1,121,315	949,635	709,283
	₱923,747,392	₱757,777,196	₱636,955,383

27. Pension Costs

The Group has a funded, noncontributory defined benefit pension plan covering substantially all of its qualified employees. The benefits are based on years of service and percentage of compensation during the last year of employment. Based on the Group's retirement plan, employees who completed at least five (5) years of service qualify in the early retirement plan of the Group. Current service cost and interest cost were computed using the financial assumptions at the beginning of the year reflecting the benefits offered under the plan amendment. Any changes in that effect, excluding amount in net interest, are recognized in OCI.

The following tables summarize the components of net pension costs in the consolidated statements of comprehensive income in 2024 and 2023 and accrued pension costs in the consolidated statements of financial position as at December 31, 2024 and 2023. The latest actuarial valuation is as at December 31, 2024.

	2024	2023	2022
Pension costs:			
Current service cost	₱37,263,665	₱31,186,128	₱40,276,683
Net interest cost	7,161,843	6,165,843	12,133,009
	₱44,425,508	₱37,351,971	₱52,409,692

	2024	2023
Accrued pension costs:		
Present value of benefit obligation (PVBO)	₱316,595,772	₱276,109,298
Fair value of plan assets (FVPA)	(164,381,692)	(158,508,420)
	₱152,214,080	₱117,600,878



Movements in the PVBO are as follows:

	2024	2023
Balance at beginning of year	₱276,109,297	₱242,014,435
Current service cost	37,263,665	31,186,128
Interest cost	16,807,952	17,229,422
Net actuarial gain	(9,494,318)	(7,189,103)
Benefits paid from plan assets	(4,090,824)	(7,131,584)
Balance at end of year	₱316,595,772	₱276,109,298

Movements in the FVPA are as follows:

	2024	2023
Balance at beginning of year	₱158,508,419	₱155,414,641
Interest income	9,646,109	11,063,579
Contributions	1,882,243	3,117,083
Net actuarial loss	(272,661)	(3,532,920)
Remeasurement - plan asset	(1,291,594)	(422,380)
Benefits paid from plan assets	(4,090,824)	(7,131,583)
Balance at end of year	₱164,381,692	₱158,508,420

Movements in the accrued pension costs are as follows:

	2024	2023
Balance at beginning of year	₱117,600,878	₱86,599,794
Pension costs	44,425,508	37,351,971
Contributions	(1,882,243)	(3,117,083)
Benefits paid	(4,689,666)	-
Actuarial loss gain	(3,240,397)	(3,233,804)
Balance at end of year	₱152,214,080	₱117,600,878

Amounts recognized in OCI are as follows:

	2024	2023	2022
Actuarial gain (loss) - PVBO	₱8,202,724	₱7,189,103	₱61,589,972
Actuarial gain (loss) - FVPA	(272,661)	(3,955,299)	(6,848,426)
Deferred income tax	(1,927,760)	(872,047)	(13,641,238)
	₱6,002,303	₱2,361,757	₱41,100,308

The details of the market value of the Group's plan assets are shown below:

	2024	2023
Investments:		
Government securities	₱107,207,951	₱83,173,235
Stocks	33,654,076	33,038,811
Deposit in banks	151,935	2,710,421
Money market investment in trust funds	-	23,115,975
Other securities	22,128,621	15,484,979
Total investments	163,142,583	157,523,421
(Forward)		



	2024	2023
Other assets:		
Interest receivable	₱1,316,075	₱1,065,785
Receivable	—	—
Total other assets	1,316,075	1,065,785
Total assets	164,458,658	158,589,206
Fees payable	(76,966)	(80,787)
Net asset value	₱164,381,692	₱158,508,419

The plan assets were invested in fixed income securities and equity investments. All equity and debt instruments held have quoted prices in active market. Investment activities entered by the plan asset/liability matching strategy during the year consist of, but is not limited to, buying and selling of securities. All investments are considered as high grade based on its performance in the market.

The management performs an Asset-Liability Matching Study (ALM) annually. The overall investment policy and strategy of the Group's defined benefit plans is guided by the objective of achieving an investment return which, together with contributions, ensures that there will be sufficient assets to pay pension benefits as they fall due while also mitigating the various risk of the plans.

The principal assumptions used in determining retirement benefit costs as at January 1 were as follows:

	2024	2023	2022
Discount rates at beginning of year	6.11%	7.12%	4.99%
Rate of compensation increase	4.00%	5.00%	5.00%

The discount rates and salary increase rates used in determining the retirement benefit obligation as of December 31, 2024 are 6.11% and 4.00%, respectively.

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation assuming all other assumptions were held constant:

	2024		2023	
	Increase (decrease)	Amount	Increase (decrease)	Amount
Discount rates	0.50% (0.50%)	(₱7,832,216) 9,586,039	0.50% (0.50%)	(₱7,061,739) 8,592,252
Salary increase rate	1.00% (1.00%)	21,256,137 (14,511,315)	1.00% (1.00%)	19,190,433 (13,040,420)

Shown below is the maturity profile of the undiscounted benefit payments as of December 31, 2024 and 2023:

	2024	2023
1 year and less	₱27,283,187	₱23,965,824
more than 1 years to 5 years	18,583,829	16,936,881
more than 5 years to 10 years	119,689,076	89,731,104
more than 10 years to 15 years	162,462,112	183,899,013
more than 15 years to 20 years	480,912,513	344,346,520
more than 20 years	7,003,770,596	6,691,846,058



The Group expects to contribute ₱57.5 million to the Fund in 2025.

The plan contributions are based on the actuarial present value of accumulated plan benefits and fair value of plan assets are determined using an independent actuarial valuation. The net defined benefit cost and the contributions to the plan are specifically identifiable, such that, the Group's PVBO pertains only to the benefit of the Group's employees and the FVPA, pertains only to the contributions made by the Group. The Group shall contribute to the Fund such amounts as shall be required, under actuarial principles, to provide the benefits and the expenses incident to the operation and administration of the Fund.

The Most recent actuarial valuation of plan assets and the present value of the defined benefit obligation was carried out by an independent actuary for the year ended December 31, 2024.

28. Interest Expense

	2024	2023	2022
Long-term loans payables (see Note 20)	₱231,603,423	₱212,864,549	₱205,879,581
Lease liabilities (see Note 15)	123,841,072	111,567,612	102,828,224
Short-term loans payable (see Note 17)	44,250,278	25,510,044	9,548,194
Contract liabilities (see Note 22)	3,825,897	6,185,379	3,642,826
Debt issue cost	7,443,182	5,361,522	2,067,486
Others	—	—	4,799
	₱410,963,852	₱361,489,106	₱323,971,110

29. Other Income (Charges)

	2024	2023	2022
Service fee and expired loyalty fund points - net	₱2,927,395	₱23,871,145	₱19,689,335
Gain (loss) on:			
Disposal of inventories	(1,147,954)	(8,471,354)	(2,630,006)
Disposal of property and equipment	(7,865,551)	1,228,757	67,336
Pre-termination of leases (see Note 15)	8,132,638	(1,226,148)	18,323,273
Other income from franchisees	4,466,592	5,410,483	7,040,034
Unrealized foreign exchange gain (loss)	(1,336,679)	(2,887,382)	10,146,394
Accretion income from rental deposits (see Note 16)	—	1,692,305	2,000,871
Fair value gain on financial assets at FVPL (see Note 12)	—	—	404,374
Suppliers' rebates	40,196,950	6,223,669	—
Others - net	1,122,716	(767,743)	(5,866,212)
	₱46,496,107	₱25,073,732	₱49,175,399



Other income from franchisees pertains mostly to cash overages, fees charged by the Group to its franchisees for the new module of the point-of-sale machines, rental income and incentives given by a supplier for high volume purchases.

30. Income Taxes

The details of the Group's net deferred tax assets are as follows:

	2024	2023
Deferred tax assets:		
Lease liabilities	₱135,438,855	₱149,148,044
NOLCO	183,865,329	88,107,648
MCIT	6,245,300	—
Accrued pension costs	1,864,761	2,502,491
Loyalty points	1,734,389	1,254,062
Unamortized past service cost	518,130	506,576
Accrued bonus and other expense	273,826	149,523
Allowance for expected credit losses	652,646	652,646
	330,593,236	242,320,990
Deferred tax liabilities:		
Right-of-use-asset	124,201,862	141,926,269
Pension asset	—	—
	124,201,862	141,926,269
	₱206,391,374	₱100,394,721

The details of the Group's net deferred tax liabilities as of December 31, 2024 are as follows:

	2024	2023
Deferred tax assets:		
Lease liabilities	₱330,227,942	₱284,297,017
Accrued pension costs	36,797,514	28,405,025
Contract liabilities	34,593,940	28,053,584
MCIT	42,406,225	22,142,778
Difference in depreciation due to adoption of lease standard	20,315,454	18,379,806
NOLCO	198,783,083	11,346,647
Accrued bonus and other expenses	8,439,261	3,452,272
Loyalty points	2,613,860	2,542,031
Unamortized past service cost	575,726	1,215,518
Provision for tax assessment	928,315	—
Allowance for:		
Inventory obsolescence	1,190,628	1,190,628
Expected credit losses	2,341,792	1,372,116
Unrecoverable deposits	824,323	824,323
Unrealized foreign exchange loss	364,227	135,006
	680,402,290	403,356,751

(Forward)



	2024	2023
Deferred tax liabilities:		
Excess of fair value over cost of net identifiable assets acquired in business combination (see Note 6)	₱805,565,467	₱805,565,467
Right-of-use assets	267,473,191	₱224,323,832
Debt issuance cost	1,340,381	1,340,380
Financial Assets at FVOCI	2,976,234	—
	1,077,355,273	1,031,229,679
	(₱396,952,983)	(₱627,872,928)

Deferred taxes were not provided for undistributed earnings of subsidiaries in retained earnings position that are not taxable upon distribution or when the Parent Company has control over the distribution of such earnings in the foreseeable future, as these maybe earmarked for reinvestment in foreign projects or for other reasons.

The deferred tax assets were measured using the appropriate corporate income tax rate on the year these are expected to be reversed. The Group computes for deferred tax using the 25% tax rate except for its subsidiaries, namely BMI, SPCI and SSI, which compute for deferred tax using the OSD effective tax rate of 15%.

On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(b) of “Bayanihan to Recover As One Act” which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

The Group has incurred NOLCO in taxable year 2020 which can be claimed as deduction from the regular taxable income for the next five (5) consecutive taxable years pursuant to the Bayanihan to Recover As One Act, as follows:

Year Incurred	Availment Period	Amount	Applied in Previous Year/s	Expired	Applied in Current Year	Unapplied
2020	2021-2025	₱569,472,013	₱203,932,152	₱—	₱303,544,146	₱61,995,715
2022	2023-2025	21,072,622	—	—	—	21,072,622
2023	2024-2026	314,748,843	—	—	—	314,748,843
2024	2025-2027	1,132,776,468	—	—	—	1,132,776,468
		₱2,038,069,946	₱203,932,152	₱—	₱303,544,146	₱1,530,593,648

The MCIT that can be applied against future RCIT is as follows:

MCIT						
Year Incurred	Availment Period	Amount	Applied in Previous Year/s	Expired	Applied in Current Year	Unapplied
2020	2021-2023	₱12,149,016	₱—	₱—	₱12,149,016	₱—
2021	2022-2024	8,396,745	—	—	8,396,745	—
2023	2024-2026	22,142,778	—	—	—	22,142,778
2024	2025-2027	24,162,754	—	—	—	24,162,754
		₱66,851,293	₱—	₱—	₱20,545,761	₱46,305,532



The provision for current income tax represents RCIT, MCIT and final withholding taxes on royalty and franchise fees which are as follows:

	2024	2023	2022
RCIT	₱385,846,477	₱266,526,100	₱139,882,917
MCIT	24,162,754	22,142,778	–
Final withholding taxes	1,138,000	3,302,588	247,667
	₱411,147,231	₱291,971,466	₱140,130,584

The reconciliation between the provision for income tax computed at statutory income tax rate and the provision for (benefit from) income tax as shown in the consolidated statements of comprehensive income is as follows:

	2024	2023	2022
Provision for (benefit from) income tax computed at statutory income tax rate of 25% in 2024, 2023 and 30% in 2022	₱315,728,998	₱311,102,681	₱274,603,734
Tax effects of:			
Application of OSD	(257,978,502)	(178,348,879)	(70,519,749)
Nondeductible expenses	33,848,615	50,482,452	156,655,363
Nontaxable:			
Other income	(17,575,218)	(15,716,527)	–
Amortization of franchise fees	(3,495,307)	–	(3,495,276)
Interest accretion	–	(34,148)	(93,627)
Dividend income	–	–	(127,547,786)
Income subject to final tax:			
Interest income	(1,020,137)	(2,274,513)	(373,587)
Fair value gain on financial assets at FVPL	–	–	(101,094)
Other income subject to 25%	–	(246,914)	(5,115,121)
Provision for income tax	₱69,508,449	₱164,964,152	₱224,012,857

31. Financial Risks Management Objectives and Policies

The Group's principal financial instruments comprise cash, trade and other receivables and short-term and long-term loans payable. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as rental deposit, accounts payable and other current liabilities, and dealers' deposits arising directly from operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The BOD reviews and approves policies for managing each of these risks and they are summarized below:

Interest Rate Risk. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to market risk for changes in interest rates relates primarily to its short-term and long-term loans with floating interest rates.



The following table demonstrates the sensitivity of the Group's income before income tax through the impact on floating rate borrowings in 2024 and 2023 to a reasonably possible change in interest rates, with all other variables held constant.

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

	2024	2023
Increased by 1%	₱60,833,333	₱57,257,639
Decreased by 1 %	(60,833,333)	(57,257,639)

Credit Risk. Credit risk is the risk that the Group will incur a loss because its customers or counterparties failed to discharge their contractual obligations. The Group manages and controls credit risk by trading only with recognized, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The table below shows the maximum exposure to credit risk for the Group's financial assets, without taking account of any collateral and other credit enhancements:

	2024	2023
Cash*	₱1,194,311,478	₱821,461,587
Trade and other receivables	1,560,255,051	1,224,789,572
Rental deposits and other noncurrent assets	398,236,335	312,411,004
Financial assets at FVOCI	26,000,000	—
Total credit risk exposure	₱3,178,802,864	₱2,358,662,163

*Excluding cash on hand.

An aging analysis of financial assets per class are as follows:

	2024					
	Neither Past Due nor Impaired	Past Due but not Impaired			Expected Credit Loss	Total
		1-180 Days	Over 360 days	Subtotal		
Cash*	₱1,194,311,478	₱—	₱—	₱—	₱—	₱1,194,311,478
Trade and other receivables	1,192,452,224	356,893,179	10,909,648	367,802,827	13,718,140	1,573,973,191
Rental deposits and other noncurrent assets	314,139,484	—	80,799,558	80,799,558	3,297,293	398,236,335
Financial assets at FVOCI	26,000,000	—	—	—	—	26,000,000
	₱2,726,903,186	356,893,179	₱91,709,206	₱ 448,602,385	₱17,015,433	₱3,192,521,004

*Excluding cash on hand.

	2023					
	Neither Past Due nor Impaired	Past Due but not Impaired			Expected Credit Loss	Total
		1-180 Days	Over 360 days	Subtotal		
Cash*	₱821,461,587	₱—	₱—	₱—	₱—	₱821,461,587
Trade and other receivables	1,087,463,927	131,650,542	5,675,103	137,325,645	9,839,438	1,234,629,010
Rental deposits and other noncurrent assets	245,867,460	—	63,246,252	63,246,252	3,297,293	312,411,005
	₱2,154,792,974	₱131,650,542	₱68,921,355	₱200,571,896	₱13,136,731	₱2,368,501,602

*Excluding cash on hand.



A financial asset is considered past due when a counterparty has failed to make a payment when contractually due. “Past due but not impaired” financial assets are items with history of frequent default. Nevertheless, the amounts due are still collectible. Lastly, “Impaired” items are those that are long outstanding and have been specifically identified as impaired.

The table below shows the credit quality of the Group’s neither past due nor impaired financial assets based on their historical experience with the corresponding debtors:

	2024			
	Stage 1	Stage 2	Stage 3	Total
Cash*	₱1,194,311,478	₱—	₱—	₱1,194,311,478
Trade and other receivables:	309,371,151	459,139,069	791,744,831	1,560,255,051
Rental deposits and other noncurrent assets	15,356,830	—	379,582,212	394,939,042
Financial assets at FVOCI	26,000,000	—	—	26,000,000
	₱1,545,039,459	₱459,139,069	₱1,171,327,043	₱3,175,505,571

*Excluding cash on hand.

	2023			
	Stage 1	Stage 2	Stage 3	Total
Cash*	₱821,461,587	₱—	₱—	₱821,461,587
Trade and other receivables:	718,669,587	379,066,378	127,053,607	1,224,789,572
Rental deposits and other noncurrent assets	—	—	309,113,712	309,113,712
	₱1,540,131,174	₱379,066,378	₱436,167,319	₱2,355,364,871

*Excluding cash on hand.

Financial assets classified as “stage 1” are those cash transacted with reputable local banks and financial assets with no history of default on the agreed contract terms while “stage 2” includes those financial assets being collected on due dates with an effort of collection. Financial instruments classified as “stage 3” are those financial assets with little history of default on the agreed terms of the contract.

Liquidity Risk. Liquidity risk arises from the possibility that the Group may encounter difficulties in raising funds to meet or settle its obligations at a reasonable price.

The Group’s objective is to maintain a balance between continuity of funding and flexibility through the use of advances to related parties. The Group maintains sufficient cash to finance its operations.

The Group manages its liquidity risk by maintaining strength and quality on financial position where debt-to-equity ratio is at a manageable level. The Group also maintains a financial strategy that the scheduled debts are within the Group’s ability to generate cash from its business operations.

The table below summarizes the maturity profile of the Group’s financial liabilities based on contractual undiscounted payments. The table also analyses the maturity profile of the Group’s financial assets in order to provide a complete view of the Group’s contractual commitments and liquidity.

	2024					
	Due and Demandable	< 90 Days	91–180 Days	181–365 Days	Over 365 Days	Total
Cash	₱1,319,799,492	₱—	₱—	₱—	₱—	₱1,319,799,492
Trade and other receivables	1,192,452,225	270,626,363	66,946,969	5,601,706	24,627,788	1,560,255,051
Rental deposits and other noncurrent assets	314,139,484	—	—	—	80,799,558	394,939,042
Financial assets at FVOCI	26,000,000	—	—	—	—	26,000,000
	2,852,391,201	270,626,363	66,946,969	5,601,706	105,427,346	3,300,993,585

(Forward)



2024						
	Due and Demandable	< 90 Days	91–180 Days	181–365 Days	Over 365 Days	Total
Short-term loans**	P–	P–	P–	P1,015,328,142	P–	P1,015,328,142
Accounts payable and other current liabilities:						
Trade payables	–	1,263,815,833	–	–	–	1,263,815,833
Nontrade payables	–	301,027,152	–	–	–	301,027,152
Accrued expenses	–	538,667,360	–	–	–	538,667,360
Other payables*	–	53,017,751	–	–	–	53,017,751
Dealers' deposit and other noncurrent payables	–	–	–	–	82,188,507	82,188,507
Long-term loans payable**	–	–	–	–	5,897,225,843	5,897,225,843
Lease liabilities	–	–	–	589,572,083	2,495,567,534	3,085,139,617
	–	2,156,528,096	–	1,604,900,225	8,474,981,884	12,236,410,205
Liquidity gap	P2,852,391,201	(P1,885,901,733)	P66,946,969	(P1,599,298,519)	(P8,369,554,538)	(P8,935,416,620)

*Excluding statutory payables.

**Including future interest payments.

2023						
	Due and Demandable	< 90 Days	91–180 Days	181–365 Days	Over 365 Days	Total
Cash	P901,147,527	P–	P–	P–	P–	P901,147,527
Trade and other receivables	1,087,463,926	111,310,770	10,500,334	6,879,438	8,635,104	1,224,789,572
Rental deposits and other noncurrent assets	245,867,461	–	–	–	63,246,251	309,113,712
	2,234,478,914	111,310,770	10,500,334	6,879,438	71,881,355	2,435,050,811
Short-term loans**	–	403,005,464	–	–	–	403,005,464
Accounts payable and other current liabilities:						
Trade payables	–	1,033,414,652	–	–	–	1,033,414,652
Nontrade payables	–	210,275,125	–	–	–	210,275,125
Accrued expenses	–	215,041,713	–	–	–	215,041,713
Other payables*	–	106,035,385	–	–	–	106,035,385
Dealers' deposit and other noncurrent payables	–	–	–	–	106,626,720	106,626,720
Long-term loans payable**	–	–	–	–	6,177,682,127	6,177,682,127
Lease liabilities	–	–	–	352,714,066	2,152,971,322	2,505,685,388
	413,980,440	1,967,722,339	–	352,714,066	8,437,280,169	10,757,766,574
Liquidity gap	P1,820,498,474	(P1,856,461,569)	P10,500,334	(P345,834,628)	(P8,365,398,814)	(P8,322,715,763)

*Excluding statutory payables.

**Including future interest payments.

Capital Management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern, so that it can to provide returns to stockholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group adjusts the dividend payment to stockholders, return capital to stockholders or issue new shares.

The Group's debt-to-equity ratio is as follows:

	2024	2023
Total liabilities	P11,521,795,766	P10,668,738,593
Total equity	8,853,725,783	7,959,209,416
	1.30:1	1.34:1

32. Fair Value Information

Fair value is defined as the amount at which the financial instruments could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in forced or liquidation sale.



Financial Instruments Whose Carrying Amounts Approximate Fair Value. Management has determined that the carrying amounts of cash, financial assets at FVPL, trade and other receivables and accounts payable and other current liabilities, based on their notional amounts, reasonably approximates their fair values because these are mostly short-term in nature or are repriced frequently.

Other Financial Instruments. Set out below is a comparison by category of carrying amounts and estimated fair values of the Group's financial instruments other than those described above:

As at December 31, 2024				
	Date of Valuation	Carrying Value	Fair Value	
			Level 1 Quoted	Level 2 Significant Observable Input
Assets for which fair values are disclosed -				
Rental deposits and other noncurrent assets	December 31, 2024	₱420,939,042	₱—	₱313,094,209
		₱420,930,042	₱—	₱313,094,209
Liabilities for which fair values are disclosed:				
Long-term loans payable	December 31, 2024	₱5,192,570,991	₱—	₱4,437,875,060
Dealers' deposits and other noncurrent liabilities	December 31, 2024	82,188,507	—	61,131,763
		₱5,274,759,498	₱—	₱4,499,006,823
As at December 31, 2023				
	Date of Valuation	Carrying Value	Fair Value	
			Level 1 Quoted	Level 2 Significant Observable Input
Assets for which fair values are disclosed -				
Rental deposits and other noncurrent assets	December 31, 2023	₱309,113,712	₱—	₱218,671,858
		₱309,113,712	₱—	₱218,671,858
Liabilities for which fair values are disclosed:				
Long-term loans payable	December 31, 2023	₱5,242,570,991	₱—	₱4,387,924,006
Dealers' deposits and other noncurrent liabilities	December 31, 2023	106,626,720	—	104,355,571
		₱5,349,197,711	₱—	₱4,492,279,577

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

Rental Deposits. The fair values were obtained by discounting the instruments' expected cash flows using interest rates of 1.59% to 8.56% as at December 31, 2024 and of 1.65% to 8.56% as at December 31, 2023.

Long-term loans Payable. The fair value of loan payable which was discounted using prevailing market rate of 5.99% and 4.18% as at December 31, 2024 and 2023, respectively, approximates the carrying value since these bear interest at current market rates. Fair value category is Level 2, significant observable inputs.

Dealers' Deposits. The fair values were obtained by discounting the instruments' expected cash flows using interest rates of 6.10% and 4.92% as at December 31, 2024 and 2023, respectively.



As at December 31, 2024 and 2023, there were no transfers between Level 1 and 2 fair value measurements.

33. Commitments

Trademark Licensing and Franchise Agreements

The Group has existing Trademark Licensing and Franchise Agreements with independent franchisees to operate restaurant outlets under the “Shakey’s”, “Peri-Peri” and “Potato Corner” brand name, method, concept and trade name. In consideration thereof, the franchisees agree to pay continuing franchise fees equivalent to a certain percentage of the franchisees’ net sales.

The franchisees also pay management fees for various services, including maintenance services, rendered by the Group.

The Group recognized royalty and franchise fees amounting to ₱804.7 million in 2024, ₱487.4 million in 2023 and ₱400.1 million in 2022 (see Note 22). Royalty receivables as at December 31, 2024 and 2023 amounted ₱79.2 million and ₱176.9 million, respectively (see Note 9).

34. Provisions

The Group’s outstanding provisions pertain to provisions made in 2024 amounting to ₱12.36 million (see Note 29). These consist mainly of provisions for legal actions and claims and other contingencies which are normal to the Group’s business. These include estimates, settlement amounts, and other costs of claims made against the Group. As allowed by PAS 37, the Group does not provide further information on these provisions and contingencies in order not to impair the outcome of the litigations, claims and disputes.

35. Earnings per Share (EPS)

Basic earnings (loss) per share (EPS) is computed based on the weighted average number of issued and outstanding common shares during each year. Diluted EPS is computed as if the potential common share or instrument that may entitle the holder to common share were exercised as of the beginning of the year. When there are no potential common shares or other instruments that may entitle the holder to common shares, diluted EPS, is the same as the basic EPS.

There are no dilutive financial instruments as of December 31, 2024 and 2023, hence, diluted EPS is the same as the basic EPS.

The Group’s EPS were computed as follows:

	2024	2023	2022
(a) Net income	₱1,193,407,543	₱1,079,446,570	₱874,402,081
(b) Weighted average number of shares outstanding	1,683,760,178	1,683,760,178	1,683,760,178
Basic/diluted EPS (a/b)	₱0.71	₱0.64	₱0.52



36. Notes to Consolidated Statements of Cash Flows

The following are the noncash activities for the years ended December 31, 2024 and 2023.

	2024			
	January 1	Net cash flows	Noncash changes	December 31
Rental deposits and other noncurrent assets (a)	₱309,113,712	₱111,825,330	₱-	₱420,939,042
Long-term loans payable (b)	5,942,570,991	250,000,000	-	6,192,570,991
Contract liabilities (c)	147,941,962	70,291,818	3,825,897	222,059,677

	2023			
	January 1	Net cash flows	Noncash changes	December 31
Rental deposits and other noncurrent assets (a)	₱270,164,541	₱37,256,866	₱1,692,305	₱309,113,712
Long-term loans payable (b)	5,790,557,954	150,000,000	2,013,037	5,942,570,991
Contract liabilities (c)	74,672,181	67,084,402	6,185,379	147,941,962

Details of the noncash changes are as follows:

- Pertains to accretion of interest expense and interest income on long-term rental deposits included in “Rental deposits and other noncurrent assets” and long-term dealer’s deposits included in “Dealer’s deposits and other noncurrent liabilities”, respectively.
- Pertains to amortization of debt issuance cost during the year amounting to ₱5.4 million and ₱5.4 million in 2024 and 2023, respectively.
- Pertains to the accretion of the significant financing component of contract liabilities during the year amounting to ₱5.6 million and ₱6.2 million in 2024 and 2023, respectively.

The changes in the Group’s liabilities arising from financing activities are as follows:

	2024						
	January 1	Additions	Proceeds	Payments	Interest expense	Other movements	December 31
Lease liabilities*	₱1,830,838,499	₱689,806,537	₱-	(₱473,742,119)	₱123,841,072	(₱48,987,905)	₱2,121,756,084
Loans payable	5,942,570,991	-	300,000,000	(50,000,000)	-	-	6,192,570,991
Dividends	-	336,752,036	-	(336,752,036)	-	-	-
Accrued interest**	-	-	-	(283,296,884)	410,963,852	(127,666,968)	-
Total liabilities from financing activities	₱7,773,409,490	₱1,026,558,573	₱300,000,000	(₱1,143,791,039)	₱534,804,924	(₱176,654,873)	₱8,314,327,075

	2023						
	January 1	Additions	Proceeds	Payments	Interest expense	Other movements	December 31
Lease liabilities*	₱1,700,018,174	₱482,385,920	₱-	(₱461,980,269)	₱115,030,091	(₱4,615,417)	₱1,830,838,499
Loans payable	5,790,557,954	-	700,000,000	(550,000,000)	-	2,013,037	5,942,570,991
Dividends	-	168,376,017	-	(168,376,017)	-	-	-
Accrued interest**	-	-	-	(238,206,151)	361,489,106	(123,282,955)	-
Total liabilities from financing activities	₱7,490,576,128	₱650,761,937	₱700,000,000	(₱1,418,562,437)	₱476,519,197	(₱125,885,335)	₱7,773,409,490

*Other movements pertain to the gain on lease concession and derecognition of lease liability

**Other movements pertain to interest accretion for PFRS 15



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Shakey's Pizza Asia Ventures Inc.
15Km East Service Road corner Marian Road 2
Barangay San Martin de Porres, Parañaque City 1700

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Shakey's Pizza Asia Ventures Inc. and its subsidiaries (the Group) as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024, included in this Form 17-A, and have issued our report thereon dated April 28, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Consolidated Financial Statements and Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state in all material respects, the information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Christine G. Vallejo

Christine G. Vallejo

Partner

CPA Certificate No. 99857

Tax Identification No. 206-384-906

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-105-2022, November 7, 2022, valid until November 6, 2025

PTR No. 10465397, January 2, 2025, Makati City

April 28, 2025



**INDEPENDENT AUDITOR'S REPORT ON
SUPPLEMENTARY SCHEDULE ON
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

The Stockholders and the Board of Directors
Shakey's Pizza Asia Ventures Inc.
15Km East Service Road corner Marian Road 2
Barangay San Martin de Porres, Parañaque City 1700

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Shakey's Pizza Asia Ventures Inc. and its subsidiaries (the Group) as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated April 25, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRSs) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRSs Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Christine G. Vallejo

Christine G. Vallejo

Partner

CPA Certificate No. 99857

Tax Identification No. 206-384-906

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

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PTR No. 10465397, January 2, 2025, Makati City

April 28, 2025



SHAKEY'S PIZZA ASIA VENTURES, INC.
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Map of Relationships of the Companies within the Group

SHAKEY'S PIZZA ASIA VENTURES, INC.
Schedule A. Financial Assets
December 31, 2024

Name of Issuing Entity and Association of each Issue	Number of Shares or Principal Amount of Bonds and Notes	Amount Shown in the Balance Sheet	Value Based on Market Quotations at Balance Sheet Date	Income Received and Accrued
Alabang Country Club	1	26,000,000	26,000,000	-
	1	26,000,000	26,000,000	-

SHAKEY'S PIZZA ASIA VENTURES, INC.

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)

December 31, 2024

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Deductions			Current	Non Current	Balance at End of Period
			Amount Collected	Amount Reclassified	Amount Written-Off			
DBE Project Inc. (DBE)	-	-	-	-	-	-	-	-
Century Pacific Group Inc. (CPGI)	3,082,080	7,766,842	7,766,842	-	-	3,082,080	-	3,082,080
Century Pacific Food Inc. (CPFI)	9,975,859	25,436,328	31,637,009			3,775,178		3,775,178
The Pacific Meat Company Inc. (PMCI)	5,400,644	14,772,502	7,778,254			12,394,892		12,394,892
Receivables from employees	23,383,344	10,290,852				33,674,196		33,674,196
	P 41,841,927	P 58,266,524	P 47,182,105	-	P -	P 52,926,346	P -	P 52,926,346

**This consists of various small amount of receivable per employee.*

SHAKEY'S PIZZA ASIA VENTURES, INC.

Schedule C. Accounts Receivable from Related Parties which are eliminated during the consolidation of financial statements
December 31, 2024

Name and Designation of Debtor	Balance at Beginning of Period	Additions	Deductions		Current	Non Current	Balance at End of Period
			Amount Collected	Amount Written-Off			
Shakey's Seacrest Inc. (SSI)	P 59,291,131	P 167,330,067	42,051,730	P -	P 184,569,468	P -	P 184,569,468
Shakey's International Ltd. (SIL)	59,844,611	4,897,418	415,543	-	64,326,486	-	64,326,486
Shakeys Pizza Commerce Inc (SPCI)	2,470,310,327	2,715,406,760	432,237,669	-	4,753,479,418	-	4,753,479,418
Bakemasters, Inc. (BMI)	1,838,987		1,527,648	-	311,339	-	311,339
Wow Brand Holdings, Inc. (WBHI)	177,619,260	198,945,757	20,924,809		355,640,208	-	355,640,208
	P 2,768,904,316	P 3,086,580,002	P 497,157,399	P -	P 5,358,326,919	P -	P 5,358,326,919

SHAKEY'S PIZZA ASIA VENTURES, INC.
Schedule D. Intangible Assets - Other Assets
December 31, 2024

Description	Beginning Balance	Additions At Cost	Deductions		Other Changes- Additions (Deductions)	Ending Balance
			Charged to Costs and Expenses	Charged to Other Accounts		
Goodwill	1,324,852,131	-	-	-	-	1,324,852,131
Trademarks	8,769,089,243	-	-	-	-	8,769,089,243
Softwares- net	267,554,247	15,221,520	25,911,577	-	-	256,864,190
Franchise Rights- net	5,303,694		1,121,318	-	-	4,182,376
	10,366,799,315	15,221,520	27,032,895	-	-	10,354,987,940

SHAKEY'S PIZZA ASIA VENTURES, INC.

Schedule E. Long-Term Debt
December 31, 2024

Title of Issue and Type of Obligation	Amount Authorized by Indenture	Amount shown under Caption "Current Portion of Long-Term Debt" in related Balance Sheet	Amount shown under Caption "Long-Term Debt" in related Balance Sheet
Omnibus Loan and Security Agreement- 0 BDO Unibank Inc.	₱ 3,597,934,622	₱ 50,000,000	₱ 3,547,934,622
BPI Loan	1,600,000,000	-	1,600,000,000
Unamortized debt issue costs	(5,363,631)	(2,180,506)	(3,183,125)
	₱ 5,192,570,991	₱ 47,819,494	₱ 5,144,751,497

SHAKEY'S PIZZA ASIA VENTURES, INC.

Schedule F.

Indebtedness to Related Parties (Long-Term Loans from Related Companies)

December 31, 2024

Name of Related Party	Balance at Beginning of Period	Balance at End of Period
Not applicable: The Company has no indebtedness to related parties as at December 31, 2024.		
	P -	P -

SHAKEY'S PIZZA ASIA VENTURES, INC.
Schedule G. Guarantees of Securities of Other Issuers
December 31, 2024

Name of Issuing Entity of Securities Guaranteed by the Company for which Statement is Filed	Title of Issue of Each Class of Securities Guaranteed	Total Amount Guaranteed and Outstanding	Amount Owned by the Company for which Statement is Filed	Nature of Guarantee
Not applicable: The Company has no guarantees of securities of other issuers as at December 31, 2024.				
		P	-	P
			-	

SHAKEY'S PIZZA ASIA VENTURES, INC.
Schedule H. Capital Stock
December 31, 2024

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding	Number of Shares Reserved for Options, Warrants, Conversions, and Other Rights	Number of Shares Held By		
				Affiliates	Directors, Officers and Employees	Others
Common Shares	2,000,000,000	1,683,760,178	-	1,294,529,898	4,209,400	385,020,880

SHAKEY'S PIZZA ASIA VENTURES INC.
CONSOLIDATED COMPANY STATEMENTS OF FINANCIAL POSITION

	2024	2023
ASSETS		
Current Assets		
Cash and Cash Equivalents	1,319,799,492	901,147,527
Trade and other receivables	1,560,255,051	1,224,789,572
Inventories	1,759,910,852	1,712,217,989
Prepaid and other current assets	630,309,536	635,187,293
Total Current Assets	5,270,274,931	4,473,342,381
Noncurrent Assets		
Property and equipment - net	2,317,956,225	1,833,780,583
Intangible Assets	10,354,987,940	10,366,799,313
Right-of-use Assets	1,803,635,740	1,540,630,889
Deferred input value-added tax	1,336,297	3,886,410
Deferred tax assets - net	206,391,374	100,394,721
Rental deposits and other noncurrent assets	420,939,042	309,113,712
Total Noncurrent Assets	15,105,246,618	14,154,605,628
TOTAL ASSETS	20,375,521,549	18,627,948,009
LIABILITIES AND EQUITY		
Current Liabilities		
Short-term loans payable	1,000,000,000	700,000,000
Accounts payable and other current liabilities	141,506,728	142,150,319
Income tax payable	2,212,546,716	1,753,136,296
Current portion of:		
Long-term loans payable	47,819,494	47,876,004
Lease liabilities	293,913,746	275,584,146
Contract liabilities	101,014,484	30,059,596
Total Current Liabilities	3,796,801,168	2,948,806,361
Noncurrent Liabilities		
Noncurrent portion of:		
Long-term loans payable	5,144,751,497	5,194,694,987
Lease liabilities	1,827,842,338	1,555,254,353
Contract liabilities	121,045,193	117,882,366
Accrued pension costs	152,214,080	117,600,878
Deferred tax liabilities - net	396,952,983	627,872,928
Dealer's deposits and other noncurrent liabilities	82,188,507	106,626,720
Total Noncurrent Liabilities	7,724,994,598	7,719,932,232
Total Liabilities	11,521,795,766	10,668,738,593
Equity		
Capital stock	1,683,760,178	1,683,760,178
Additional Paid In Capital	2,451,116,470	2,451,116,470
Retained Earnings	4,645,088,555	3,788,433,048
Other components of equity	73,760,580	35,899,720
Total Equity	8,853,725,783	7,959,209,416
	20,375,521,549	18,627,948,009

SHAKEY'S PIZZA ASIA VENTURES INC.
CONSOLIDATED COMPANY STATEMENTS OF COMPREHENSIVE INCOME

	2024	2023
REVENUES FROM CONTRACTS WITH CUSTOMER	14,451,839,459	12,823,923,008
COSTS OF SALES	(10,772,481,080)	(9,673,051,933)
GROSS INCOME	3,679,358,379	3,150,871,075
GENERAL AND ADMINISTRATIVE EXPENSES	(2,053,903,608)	(1,570,509,929)
INTEREST EXPENSES	(410,963,852)	(361,489,106)
INTEREST INCOME	1,928,966	464,950
OTHER INCOME - Net	46,496,107	25,073,732
INCOME BEFORE INCOME TAX	1,262,915,992	1,244,410,722
PROVISION FOR (BENEFIT FROM) INCOME TAX		
Current	(411,147,231)	(291,971,466)
Deferred	341,638,782	127,007,314
	(69,508,449)	(164,964,152)
NET INCOME	1,193,407,543	1,079,446,570
OTHER COMPREHENSIVE INCOME (LOSS)		
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods (net of tax) -		
Actuarial gain on defined benefit obligation	6,002,303	2,361,757
Unrealized gain on increase in fair value of financial assets at FVOCI	16,865,327	-
Translation gain	14,993,230	-
TOTAL OTHER COMPREHENSIVE INCOME	37,860,860	2,361,757
TOTAL COMPREHENSIVE INCOME	1,231,268,403	1,081,808,327
Basic/Diluted Earnings Per Share	0.71	0.64

Reconciliation of Retained Earnings Available for Dividend Declaration

For the reporting period ended December 31, 2024

Shakey's Pizza Asia Ventures Inc.15Km East Service Road corner Marian Road 2 Barangay San Martin de Porres,
Parañaque City 1700

Unappropriated Retained Earnings, beginning of reporting period	₱3,428,668,056
Add: Category A: Items that are directly credited to Unappropriated Retained Earnings	
Reversal of Retained Earnings Appropriation/s	-
Effect of restatements or prior-period adjustments	-
Others (describe nature)	-
Less: Category A: Items that are directly debited to Unappropriated Retained Earnings	
Dividend declaration during the reporting period	336,752,034
Retained Earnings appropriated during the reporting period	-
Effect of restatements or prior-period adjustments	-
Others (describe nature)	-
Unappropriated Retained Earnings, as adjusted	3,091,916,022
Add/Less: Net Income (loss) for the current year	1,486,885,017
Less: Category C.1: Unrealized income recognized in the profit or loss during the reporting period (net of tax)	
Equity in net income of associate/joint venture, net of dividends declared	-
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	-
Unrealized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-
Unrealized fair value gain of Investment Property	-
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	-
Sub-total	-
Less: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	-
Realized fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-
Realized fair value gain of Investment Property	-
Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS (describe nature)	-
Sub-total	-

Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)	
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	-
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-
Reversal of previously recorded fair value gain of Investment Property	-
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded (describe nature)	-
Sub-total	-
Adjusted Net Income/Loss	4,578,801,039
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)	
Depreciation on revaluation increment (after tax)	-
Sub-total	-
Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP	
Amortization of the effect of reporting relief	-
Total amount of reporting relief granted during the year	-
Others (describe nature)	-
Sub-total	-
Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution	
Net movement of treasury shares (except for reacquisition of redeemable shares)	-
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	(16,865,327)
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	(235,068,596)
Adjustment due to deviation from PFRS/GAAP - gain (loss)	-
Others – Remeasurement of retirement benefit obligation, net of tax	-
Sub-total	(251,302,521)
Total Retained Earnings, end of the reporting period available for dividend	₱4,326,867,116

SHAKEY'S PIZZA ASIA VENTURES INC.
FINANCIAL SOUNDNESS INDICATORS-FINANCIAL INDICATOR
As of December 31, 2024

Ratio	Formula	Current Year	Prior Year
Current ratio	<div> <div>Total Current Assets5,270,274,931</div> <div>Divide by: Total Current Liabilities3,796,801,168</div> <div>Current Ratio1.39</div> </div>	1.39x	1.52x
Quick/Acid test ratio	<div> <div>Total Current Assets5,270,274,931</div> <div>Less: Inventories(1,759,910,852)</div> <div>Prepayments and other Current Assets(630,309,536)</div> <div>Quick assets2,880,054,543</div> <div>Divide by: Total Current Liabilities3,796,801,168</div> <div>Quick/Acid test ratio0.76</div> </div>	0.76x	0.72x
Debt-to-equity ratio	<div> <div>Total Liabilities11,521,795,766</div> <div>Divide by: Total Equity8,853,725,783</div> <div>Debt-to-equity ratio1.30</div> </div>	1.3x	1.34x
Gearing ratio	<div> <div>Interest bearing liabilities6,192,570,991</div> <div>Divided by: Total Equity8,853,725,783</div> <div>Gearing ratio0.70</div> </div>	0.7x	0.75x
Net Gearing ratio	<div> <div>Interest bearing liabilities6,192,570,991</div> <div>Minus: Cash1,319,799,492</div> <div>Net4,872,771,499</div> <div>Divide by: Total Equity8,853,725,783</div> <div>Net Gearing Ratio0.55</div> </div>	0.55x	0.63x
Asset-to-equity ratio	<div> <div>Total Assets20,375,521,549</div> <div>Divide by: Total Equity8,853,725,783</div> <div>Asset-to-equity ratio2.30</div> </div>	2.3x	2.34x
Interest rate coverage ratio	<div> <div>EBIT1,671,950,878</div> <div>Divide by: Interest Expenses410,963,852</div> <div>Interest rate coverage ratio4.07</div> </div>	4.07x	4.44x
Working capital turnover	<div> <div>Net Sales14,451,839,459</div> <div>Divide by: Working capital</div> <div>Current Assets5,270,274,931</div> <div>Less: Current Liabilities(3,796,801,168)</div> <div>Working Capital1,473,473,763</div> <div>Working Capital Turnover9.81</div> </div>	9.81x	8.41x
Return on equity	<div> <div>Net Income1,193,407,543</div> <div>Divide by: Total Equity8,853,725,783</div> <div>Return on equity13.48%</div> </div>	13.48%	13.56%
Return on assets	<div> <div>Net Income1,193,407,543</div> <div>Divide by: Total Assets20,375,521,549</div> <div>Return on assets5.86%</div> </div>	5.86%	5.79%
Earnings per share	<div> <div>Net Income1,193,407,543</div> <div>Average No. of shares1,683,760,178</div> <div>Earnings per share0.71</div> </div>	0.71	0.64

SHAKEY'S PIZZA ASIA VENTURES INC. AND SUBSIDIARIES

SUPPLEMENTARY SCHEDULE OF EXTERNAL AUDITOR

FEE-RELATED INFORMATION

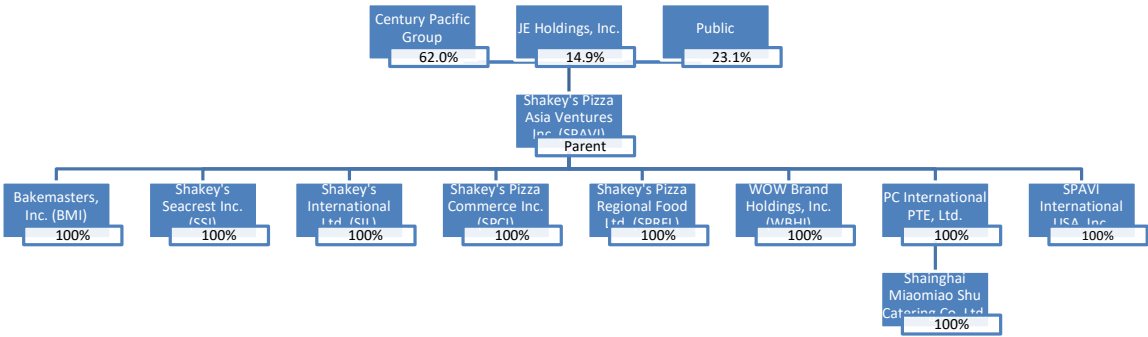
December 31, 2024 and 2023

	Years Ended December 31	
	2024	2023
Total Audit Fees (Section 2.1a)	₱4,350,000	₱3,120,000
Non-audit services fees:		
Tax services	300,000	-
All other services	-	1,590,400
Total Non-audit fees (Section 2.1b)	300,000	1,590,400
Total Audit and Non-audit fees	4,650,000	4,710,400

Audit and Non-audit fees of other related entities (Section 2.1c)

	Years Ended December 31	
	2024	2023
Audit fees	₱2,560,000	₱2,269,000
Non-audit services fees	-	-
Total Audit and Non-audit fees	₱2,560,000	₱2,269,000

SHAKEY'S PIZZA ASIA VENTURES INC.
CONGLOMERATE MAP
AS OF DECEMBER 31, 2024



[EXT] Your BIR AFS eSubmission uploads were received

From eafs@bir.gov.ph <eafs@bir.gov.ph>

Date Tue 4/29/2025 8:38 AM

To Tax Section <taxsection@shakeys.biz>

Cc MPPINON@SHAKEY.BIZ <MPPINON@SHAKEY.BIZ>

Hi SHAKEY'S PIZZA ASIA VENTURES INC,

Valid file

- EAFS000163396AFSTY122024.pdf

Invalid file

- <None>

Transaction Code: **AFS-0-2PVMRRTW0QYQSVNYTQ4XQVYPT0LHKJJ5B**

Submission Date/Time: **Apr 29, 2025 08:38 AM**

Company TIN: **000-163-396**

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- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

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Appendix 8

ASM Minutes June 20, 2024

**MINUTES
OF THE
ANNUAL MEETING OF STOCKHOLDERS OF
SHAKEY'S PIZZA ASIA VENTURES INC.
(via remote communication)
Monday, June 20, 2024, AT 8:30 O'CLOCK IN THE MORNING**

Number of shares held by shareholders:

Present in Person or Represented by Proxy, and Participant Brokers	-	1,339,371,985
Number of Total Outstanding Shares Preferred and Common	-	1,683,760,178
Percentage of the Total Shares Represented By Proxies and In Person	-	79.55%

Incumbent Directors Present:

Mr. Christopher T. Po	Chairman
Mr. Ricardo Gabriel T. Po	Vice Chairman
Mr. Teodoro Alexander T. Po	Vice Chairman
Mr. Vicente L. Gregorio	President and CEO
Mr. Leonardo Arthur T. Po	Treasurer
Mr. Lance Y. Gokongwei	Director
Mr. Fernan Victor P. Lukban	Independent Director
Mr. Paulo L. Campos III	Independent Director
Ms. Frances J. Yu	Independent Director

Also Present:

Maria Pilar P. Lorenzo	Consultant of the Board
Leopoldo P. Prieto, Jr.	
Manuel T. Del Barrio	Chief Financial Officer, Compliance Officer, Chief Risk Officer and Chief Information Officer
Adrian Foo Qijing	GIC Private Limited Representative
Weihan Wong	GIC Private Limited Representative
Jorge Maria Q. Concepcion	Shakey's Chief Operating Officer
Jose Arnold T. Alvero	Chief Operating Officer and Business Unit Head of Potato Corner
Alois Brielbeck	BMI General Manager
Rommel Turbanos	Peri Peri General Manager

Gilbert Tolentino
Maria Elma C. Santos

Darel G. Pallesco
Yiow Leong Tan
Oliver Angelo C. Sicam
Karina Kellda M. Centeno
Myrose April C. Victor
Maria Rosario L. Ybanez

Corporate Business Development Head
Peri Peri General Manager and Chief Human
Resources Officer
Corporate Internal Audit Manager
Group Director for International
Group Director for Marketing
Group Director for Digital, Loyalty and Delivery
Investor Relations Head
Corporate Secretary

I. Call to Order

The Chairperson, Mr. Christopher T. Po, called the meeting to order and presided over the meeting.

II. Proof of Notice and Determination of Existence of Quorum

The Corporate Secretary, Atty. Maria Rosario L. Ybanez, certified that (a) notices for the annual stockholders' meeting together with the agenda and the Definitive Information Statement of the Corporation were disclosed via PSE EDGE and posted on the Corporation's website on May 20, 2024 and were published in two (2) newspapers of general circulation on May 23 and 24, 2024, and (b) based on the record of attendance, present for the meeting were stockholders, in person or by proxy, holding a total of 1,339,371,985 common shares representing 79.55% of the total outstanding voting shares of the Corporation as of record date of May 2, 2024. The Corporate Secretary therefore certified that there was a quorum for the transaction of business and proceeded to record the minutes of the proceedings.

III. Approval of Minutes of the Annual Stockholders' Meeting held on June 20, 2023

The next item was the approval of the minutes of the Annual Stockholders' Meeting held on June 20, 2023. A copy of the minutes was posted on the Corporation's website soon after the adjournment of last year's Annual Stockholders' Meeting. Copies of the minutes were also included in the Definitive Information Statement disclosed via PSE EDGE and uploaded to the Corporation's website.

The Corporate Secretary then presented the results of voting for the approval of the minutes:

	Number of Shares	Percentage
In Favor	1,339,371,985	100%
Against	0	0
Abstain	0	0

With the above votes in favor, the minutes of the Annual Stockholders' Meeting held on June 20, 2023 were approved.

IV. Management's Report and 2023 Audit Financial Statements

The Chairman proceeded to the next item in the agenda which was the approval of the Management's Report and Audited Financial Statements for 2023. The financial statements of the Corporation were appended to the Definitive Information Statement.

The President then presented the Report on Operations for 2023.

REPORT ON OPERATIONS FOR 2023

The President reported that the Company's systemwide sales reached a record high 18.6 billion, posting a growth rate of 32% versus 2022. The increase in sales was also supported by the Group's store network expansion program. In 2023, the Company opened 369 new stores and outlets, a 20% delta from the previous year to culminate the period a total of 2,141 units in the global network. Net Income also increased up to 23%, jumping to 1.1 billion. This is SPAVI's first time to surpass the Php 1B profit mark.

BRANDS:

1. Shakey's is the core legacy brand, which holds the top spot as the country's #1 full-service chain restaurant and full-service pizza chain restaurant. Shakey's provides scale to the Group and helps generate synergies across the value chain.
2. Potato Corner, which was acquired in 2022, has become a significant growth driver for the Company. It stands as the leading kiosk brand in the country and boasts a strong global presence thanks to the universal appeal of its flavored fries. Through Potato Corner's extensive network of franchise partners, the Company also support SMEs and promote entrepreneurship worldwide.
3. Peri Peri Charcoal Chicken and Sauce Bar was acquired in 2019 and immediately became the fastest growing charcoal chicken concepts, playing in the roast chicken space and poses as a strong challenger in the market. This brand enhances the presence in a promising category, and see numerous opportunities to expand Peri-Peri's footprint both within Metro Manila and beyond.
4. R&B Milktea and Project Pie, are the emerging brands and the Company is still incubating these brands to accelerate the growth and continue to future-proof the business.

In 2023, the Company focused on several key initiatives. From the refreshed store designs and renovations to provide better guest experiences and create a more inviting atmosphere for the customers to introduction of innovative products like flavored mojos, which delight the customers and create synergies across the brand portfolio.

The Company also doubled-down on the Shakey's Supercard, one of largest loyalty programs in the food industry with over 2 million active users.

STORES:

The Company have been able to unlock synergies, especially in business development. Last year, we built the first Wow! Flagship Complex on Mindanao Avenue, housing Shakey's, Potato Corner, Peri-Peri, and R&B Milk Tea. This complex offers guests a diverse and cohesive experience. The Company also launched redesigned stores that are bigger and more modern, ensuring a superior guest experience with every visit. The Company also expanded their footprint by increasing the presence within the country and exploring international shores. In 2023, 60 stores were built in international markets.

PEOPLE:

The Company rolled-out an advanced Human Resource Information System (HRIS), a platform that is crucial for improving the efficiency, accuracy, and effectiveness of HR processes and also implemented a new digital platform designed to enhance the training and development programs in partnership with LinkedIn.

ESG:

SPAVI, in partnership with the Public Employment Service Office of various local government units, provided job opportunities to senior citizens and differently-abled individuals.

The Company also continued its flagship program, "Love 'Em Down", in partnership with the Down Syndrome Association of the Philippines. This initiative provides livelihoods to individuals with Down Syndrome, creating a fun and welcoming environment and offering them valuable learning opportunities.

In collaboration with the Department of Labor and Employment (DOLE), The Company hosted the Student and Out-of-School Youth Job Caravan under the Special Program for Employment of Students (SPES) in June 2023. Through this platform, the Company was able to provide employment opportunities to students and out-of-school youth, reflecting its commitment to promoting quality of life through inclusive hiring practices.

At the same time, through the partnership with the Plastic Credit Exchange, PCX, the Company actively engage in plastic waste management through the PCX program, which ensures the removal and repurposing of plastics equivalent to the usage into new products or energy, aiding in coal replacement. In 2023, SPAVI purchased 140 metric tons of plastic credit to offset the plastic packaging procured for the year, in compliance with the Extended Producer Responsibility Act.

To continue the Company's advocacy for sports development, SPAVI promoted initiatives like the Shakey's Super League, the biggest intercollegiate all-girls volleyball tournament in the country. This initiative not only fosters the growth of sports but also empowers young women to excel in athletics, leadership, and teamwork, aligning with the commitment to supporting diverse and inclusive opportunities for all.

At this point, the President thanked the management team, and the women and men behind Shakey's. Much gratitude was given to the customers and partners who have worked alongside the team and became conduits to deliver the Company's mission. A special mention to the board was also made, for the guidance they have given to Shakey's. Lastly, gratitude was given to the shareholders for the confidence and support it has given the Company through the years.

At the end of the presentation, the Corporate Secretary presented the results of voting for the approval of the Management's Report and the 2023 Audited Financial Statements of the Corporation:

	Number of Shares	Percentage
In Favor	1,339,371,985	100%
Against	0	0
Abstain	0	0

With the above votes in favor, the Management's Report and 2023 Audited Financial Statements of the Corporation were approved.

V. Approval and Ratification of All Acts of the Board of Directors, Board Committees, and Management for the year 2023.

The Chairman of the Meeting then proceeded to the next item on the agenda which was the ratification of all acts, transactions and contracts entered into as well as resolutions made and adopted by the Board of Directors and its duly constituted committees and of the Management of the Company from January to December 2023, as reflected in the minutes of the meetings of the Board of Directors, and its duly constituted committees and of the Management for the period.

The Corporate Secretary presented the results of voting for the ratification of the acts of the Board of Directors, Board Committees, and Management for the previous year:

	Number of Shares	Percentage
In Favor	1,339,371,985	100%
Against	0	0
Abstain	0	0

With the above votes in favor, all acts of the Board of Directors, Board Committees, and Management for 2023 were ratified.

VI. Election of the Board of Directors

The Chairman of the Meeting announced as the next item in the agenda the election of members of the Board of Directors of the Corporation for 2024 to 2025.

Atty. Maria Rosario L. Ybanez, reported that there were nine (9) persons nominated to, and qualified for, the Board. She confirmed that the Nominations Committee had determined

that the following had all the qualifications and none of the disqualifications to be directors of the Corporation for 2024 to 2025:

1. Mr. Christopher T. Po
2. Mr. Ricardo Gabriel T. Po
3. Mr. Teodoro Alexander T. Po
4. Mr. Leonardo Arthur T. Po
5. Mr. Vicente L. Gregorio
6. Mr. Lance Y. Gokongwei

Independent Directors:

1. Mr. Fernan Victor P. Lukban
2. Mr. Paulo L. Campos III
3. Ms. Frances J. Yu

Below are the results of the ballots:

Director	No of Votes
Ricardo Gabriel T. Po	1,335,044,086
Christopher T. Po	1,339,371,985
Teodoro Alexander T. Po	1,339,371,985
Leonardo Arthur T. Po	1,339,371,985
Vicente L. Gregorio	1,339,371,985
Lance Y. Gokongwei	1,318,346,625
Fernan Victor P. Lukban	1,339,371,985
Paulo L. Campos III	1,339,371,985
Frances J. Yu	1,339,371,985

Given the nine (9) individuals nominated to and qualified for the Board and the votes they received as shown above, all nine (9) individuals were duly elected to the Board of Directors of the Corporation for the year 2024 to 2025.

The newly elected members of the Board of Directors were welcomed with an applause.

VII. External Auditor

The Chairman of the Meeting then announced that the next item in the agenda would be the appointment of the external auditor for the year 2024-2025. The current external auditor, Sycip Gorres Velayo & Co., is being recommended for re-appointment as external auditor.

The Chairman gave those present the opportunity to object or ask questions but none was raised on the appointment of Sycip Gorres Velayo & Co. as the Corporation's external auditor.

The Corporate Secretary presented the results of voting for the appointment of the Corporation's External Auditor for 2024 to 2025:

	Number of Shares	Percentage
In Favor	1,339,371,985	100%
Against	0	0
Abstain	0	0

With the above votes in favor, Sycip Gorres Velayo & Co. was appointed as the External Auditor of the Corporation for 2024 to 2025.

VIII. Approval of the Amendment of the Amended By-laws to (i) Adjust the Notice Period and (ii) Formally Authorize Stockholders to Vote Through Remote Communication or In Absentia in accordance with the Revised Corporation Code

The next item in the agenda was the approval of the amendment of the Corporation's By-Laws. The first amendment was an amendment to Section 5.03 of Article V of the By-laws to adjust the notice period for the conduct of stockholders' meetings from ten (10) days to twenty (21) days, as shown below:

Section 5.03. Notice of Meetings - Notices for the meetings shall be sent by the Secretary by personal delivery, by mail or electronic message at least **twenty-one (21) days** for regular and special meetings, **or such number of days as may be required under relevant rules and regulations**, prior to the date of the meeting, **to** each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose for which the meeting is called.

The Second amendment was an amendment to Section 5.06 of Article V of the By-Laws to formally authorize the stockholders to vote through remote communication or in absentia in accordance with the Revised Corporation Code, and the concomitant approval to file the application for amendment of the Amended By-Laws with the SEC to reflect such changes. The mentioned proposed amendment on this section is as follows:

Section 5.06. Voting – The stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly appointed as herein provided. The vote at election of Directors shall be by ballot unless all the stockholders, present in person or by proxy, shall agree to a viva voce vote.

Stockholders may also vote via remote communication or in absentia, in which case they shall be deemed present for purposes of quorum. Provided, however, that the votes are received by the Secretary before the Corporation finishes the tally of votes.

The Corporate Secretary presented the results of voting for the approval of both amendments and the filing of the application therefor:

	Number of Shares	Percentage
In Favor	1,339,371,985	100%
Against	0	0
Abstain	0	0

With the above votes in favor, both amendments and the filing of the application therefor were approved. The Executive Chairman thereafter directed the Corporate Secretary to process the amendment with the SEC.

IX. Other Matters

The Chairman proceeded to the question-and-answer portion of the meeting. The Corporate Secretary read the questions, which were answered by the Chairman and President.

The first question was about how the foodservice industry is shaping up so far in 2024. Mr. Vicente L. Gregorio responded that the Food and Beverage industry is currently highly promotional, low-price brands such as Potato Corner does better in the country's current inflationary environment. He added that the Company will continue to invest in brands, store environment, execution, experience and invest in the people and to continue with the live up with the mission in WOWing everyone, everywhere, every day. This will allow the Company to continue to navigate through the dynamic situations and conditions and allow to achieve long term sustainable and healthy growth. The shift to multi-brand portfolio gives the Company enough advantage and optimism to sustain the growth the company for the year.

The next question was about the Company's outlook on the Group's performance for full year 2024. Mr. Gregorio responded that the company is still on track and is expected to perform better in Q2 while the Company have invested strategic measurements in the organization to prepare for the growth needs, and the sales margins is expected to improve over the next half of the year. More stores will also open and expected store footprint will expand to 400 stores. Investments will also continue throughout the year with the expansion in the international markets in Q2.

The last question is the Company's plans to add more brands to PIZZA's current portfolio. Mr. Gregorio answered that the Company is not actively in search of new brands since the Company is currently trying to reach the full potential of the current existing brands but will remain open to opportunities in acquiring new brands.

Mr. Chairman also added that the team believes that the Company have enough to grow double-digit in the future with its current portfolio but if the opportunities align with the current acquisition criteria, the Company is open for negotiations.

The Chairman inquired if there is any other matter which may be properly taken up by the stockholders in the meeting, and the Corporate Secretary stated that there are no other matters for stockholders' approval.

X. Adjournment

There being no further business to transact, and upon motion duly made and seconded, the meeting was adjourned.

DocuSigned by:



MARIA ROSARIO L. YBANEZ
Corporate Secretary

ATTESTED:

DocuSigned by:



CHRISTOPHER T. PO
Chairman

Appendix 9

Schedule of Board and Committee Meetings for 2024

Schedule of Board Meetings for 2024:

DATE OF MEETING	RESOLUTIONS
January 15, 2024	Amendment of Secretary's Certificate dated May 15, 2023 regarding Authorized Representatives to transact with Various Government Agencies; Authorized Representatives to represent the Corporation at the Mediation Proceedings for the Matter Entitled "PD Enterprises Pty Ltd & Darshankumar Bhartbhai Sejal vs. Shakey's Pizza Asia Ventures Inc (Formerly Potato Corner Global Limited)"; Authorized Representatives for transactions with Bureau Of Internal Revenue ("BIR") for the Processing Of BIR Form 1902; Authorized Signatory And Representative With Matters Regarding Intellectual Property; Amendment of Secretary's Certificate dated October 5, 2021 Regarding Authorized Signatories for Lease and Sublease Agreements and Notice of Termination; Approval of the Amendment Retirement Plan Rules and Regulations ("Plan") and Appointment Of BPI Asset Management and Trust Corporation as the Designated Trustee for the Plan; Authorized Signatories for the Transfer of Ownership of Vehicle
February 15, 2024	Authorized Representative to participate in the Bidding conducted by the City of Pasay; Authorized Representatives for the Application of an Insurance with the Mercantile Insurance Co. Inc.
February 22, 2024	2023 Financial Performance and 2024 Budget; Declaration of Cash Dividend Proposal
March 14, 2024	Authorized Representative to receive check for the payment for the Supply and Delivery of Meals and Snacks for Light Rail Transit Authority ("LRTA") Trainings And Seminars; Authorized Signatories for the Transfer of Ownership of Vehicle
April 15, 2024	Approval on the Release of Financial Statements
April 18, 2024	Authorized Representative to participate in the bidding conducted by the Department of Social Welfare And Development for projects dated April 29 and May 29, 2024; Authorized Representative to participate in the bidding conducted by the Department of Social Welfare And Development for projects dated April 30 And May 30, 2024; Authorized Representative to participate in the bidding conducted by the Department of Social Welfare And Development for GRS Semestral Meeting; Authorized Representative to participate in the bidding conducted by the Department of Social Welfare And Development for various projects of the agency; Authorized Signatory For The Transfer Of Ownership Of Vehicle; Authorized Representative to participate in the bidding conducted by the Department of Social Welfare And Development for various projects of the agency
May 3, 2024	Authorized representative to participate in the bidding conducted by the City Government of Las Pinas Department of Social Welfare and Development For Its 2nd Quarterly Meeting Of KALIPI Federation Officers and KALIPI Chapter President; authorized representative to participate in the bidding conducted by the City Government of Las Pinas – CSWDO for the social pension for indigent Senior Citizen Payout Project
May 10, 2024	Authorized signatories for transactions with the Corporation's Stock Transfer Agent; authorized representative to participate in the bidding conducted by the Light Rail Transit Authority ("LRTA") for its Opening Ceremony

June 20, 2024	Regular Meeting of the Board, Approval of Minutes of the Annual Stockholders' Meeting held on June 20, 2023, President's Report on Operations, Approval and Ratification of All Acts of the Board of Directors, Board Committees, and Management for the year 2023; Election of the Board of Directors, Appointment of External Auditor
July 17, 2024	Authorized signatories for opening of Corporate Credit Card Account with Bank Of The Philippine Islands (BPI); Closure and Cessation of Business Operations of R&B Store In SM Tuguegarao
August 1, 2024	Authorized signatory to sign the memorandum of agreement with the City Government of Pasig City for the corporation's project "Project Able"; opening and maintaining of account with DBS Private Bank Singapore; Authorized Representatives For Transactions With Light Rail Transit Authority ("LRTA"); authorized representatives for transactions with BDO UNIBANK, INC. – Araneta Center – Alimall Ii Branch
August 22, 2024	YTD May 2024 Financial Report, Balance of the Year Outlook; Shakey's Business Updates; Potato Corner Business Updates
September 2, 2024	Authorized signatories and representatives to transact with various government agencies; appointment of members of the Management Negotiating Panel; authorized representative to participate in the bidding conducted by the City Hall of Cabuyao for its Parents and Teachers Appreciation Day; authorized signatory for transactions with G-XCHANGE, INC.; amendment to the secretary's certificate dated January 15, 2024 regarding the authorized signatories to enter into a contract of lease, contract of sub-lease and notice of termination for R&B Tea Brand; authorized representative to participate in the bidding conducted by the Municipal Office of San Mateo for the State Of Municipal Address; authorized signatory for the sale of Shakey's Store with Red Maple Leaf Co. (REMACO) Inc.; authorized representative to participate in the bidding conducted by the Tourism Infrastructure And Enterprise Zone Authority ("TIEZA") for the 124th Philippine Civil Service Anniversary
September 27, 2024	Approval of the incorporation of SPAVI International USA, INC.
October 1, 2024	Authorized signatory and representative for transactions with Department of Environment And Natural Resources ("DENR") and Laguna Lake Development Authority ("LLDA"); authorized signatory and representative for transactions with the Hongkong and Shanghai Banking Corporation Limited ("HSBC"); authorized representative to participate in the bidding conducted by the Navotas City Hall for its Christmas Party; authorized representative to participate in the bidding conducted by the Olongapo City Hall for its Annual Thanksgiving Party; authorized signatory to enter into an Indemnification Agreement with Frank Shaikh, Mabuhay Investments, PC TX Grapevine Mills, LLC, and MAF Capital Group, LLC
October 30, 2024	Authorized representatives to represent the company in all criminal, civil, administrative and all other actions filed and/or to be filed against Lira Longcob Beguia and Marluck Chua A.K.A. MC Chua
November 15, 2024	Amendment to the Secretary's Certificate dated September 2, 2024 regarding the authorized signatories and representatives to transact with various government agencies; amendment to the Secretary's Certificate dated September 2, 2024 regarding the approval of the Amended Retirement Plan

	Rules And Regulations; authorized signatory for the sale of Shakey's store with Excellent People's Multi-Purpose Cooperative
November 19, 2024	Authorized representative to participate in the bidding conducted by the Local Government Unit of Barangay Carmona, Makati City for its Business Organization (BCBO) meeting; Authorized representative to participate in the bidding conducted by the Local Government Unit of Barangay San Antonio, Makati City for its Environmental Awareness Program-Plants And Trees Care And Beautification Maintenance Seminar; Authorized representative to participate in the bidding conducted by the Municipal Government Of San Mateo, Rizal for its project entitled Ending Violence Against Women & Establishing Men Opposing Violence Everywhere ("MOVE"); Authorized representative to participate in the bidding conducted by the East Avenue Medical Center for its Christmas Party; authorized signatory and representative to secure the Corporation's business permit with the Business Permit And Licensing Office – City of Meycauayan (BPLO – City of Meycauayan)
November 21, 2024	YTD October 2024 Financial Report; Shakey's Business Updates; Potato Corner Domestic Business Update
December 2, 2024	Authorized representative to transact with the Batangas II Electric Cooperative Inc. ("BATELEC") for the subscription and application to the termination of services and the cash advance refund; Authorized representative to participate in the bidding conducted by the Local Government Oo Barangay Bel-Air, Makati City for its Handog Saya For Househelp; authorized representative to transact with the Business Permit And Licensing Department ("BPLD") of the Quezon City Government for the application to change the information of the Shakey's Don Antonio Branch; Authorized representative to participate in the bidding conducted by the Local Government Unit Of Makati City for the Makati Lingkod Bayan Caravan 2024; Authorized representative to participate in the bidding conducted by the Department Of Agriculture Region IV-a for its project entitled "joys of public service"; Authorized representative to participate in the bidding conducted by the Department Of Information And Communications Technology for its year 2024 year-end presentation of accomplishment reports by bureau/services and regional offices; Authorized representative to participate in the bidding conducted by the Department Of Information And Communications technology for its year 2024 year-end presentation of accomplishment reports by bureau/services and regional offices; Authorized representative to participate in the bidding conducted by the Home Development Mutual Fund for its 44th Anniversary; Authorized representative to participate in the bidding conducted by the Light Rail Transit Authority for its 2024 Year-End Assessment Forum; Authorized representative to participate in the bidding conducted by the Makati High School FOR ITS in-service training for teachers; amendment of the secretary's certificate dated August 1, 2024 regarding the authorized signatory to sign The Memorandum Of Agreement with the City Government Of Pasig City for the corporation's project "Project Able"; Authorized representative to participate in the bidding conducted by the Muntinlupa National High School for its project entitled "Celebrating Of Milestone In Academic Research & Sports"; Authorized representative to participate in the bidding conducted by the Quirino Memorial Medical Center FOR ITS Christmas Party ; Authorized representative to participate in the bidding

	for various projects to be conducted by the Light Rail Transit Authority ; authorized representative to transact with the BF Federation Of Homeowner Assoc. Inc. ("BFFHAI") for the application for permit for the repairs and renewal of business permit of Shakey's BF Aguirre Branch ; authorized representative to transact with the Albay Electric Cooperative Inc. and Legazpi City Water District for the processing of transfer of ownership of Shakey's Pili Branch; authorized signatory for the sale of Shakey's Store with Sunrise Pizza Food Inc.; authorized signatory for the sale of Shakey's store with Euforia Foods Inc.
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Schedule of Audit Committee Meetings for 2024

DATE OF MEETING	RESOLUTIONS
April 4, 2024	Presentation of external audit for the 2023 audit; Presentation of FY2023 Financial Performance, CAPEX Review; Internal Audit Updates
May 6, 2024	Restatement of FY2023 Financial Statements; Presentation of 1Q2024 Unaudited Financial Performance
August 5, 2024	Presentation of 1H2024 Unaudited Financial Performance; Cybersecurity Updates; Internal Audit Updates
November 8, 2024	Presentation of the 2024 External Audit Plan; Presentation of Q32024 Unaudited Financial Performance; Internal Audit Updates

Schedule of Corporate Governance Committee Meetings for 2024

DATE OF MEETING	RESOLUTIONS
February 22, 2024	Results of the Board of Directors' Self-Assessment Survey
November 21, 2024	Presentation of Areas of Assessment in accordance with the Annual Corporate Governance Scorecard Report given by the Institute of Corporate Directors; Circulation of Board of Directors' Self-Assessment Survey

Schedule of Related Party Transactions Committee Meetings for 2024

DATE OF MEETING	RESOLUTIONS
February 22, 2024	Review of Related Party Transactions for FY 2023
November 21, 2024	Review of Related Party Transactions for YTD 2024

Schedule of the Risk Oversight Committee Meeting for 2024

DATE OF MEETING	RESOLUTIONS
August 22, 2024	Discussion of SPAVI Risk Charter

**Board of Directors and
Committee Meetings
Attendance for 2024**

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Attendance in Board of Directors' Meetings

DATE OF MEETING	ATTENDANCE
January 15, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
February 15, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
February 22, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
March 14, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p>

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	<p>ABSENT: None</p>
April 15, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
April 18, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
May 3, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
May 10, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p>

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	None
June 20, 2024	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>None</p>
June 20, 2024	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>None</p>
June 20, 2024	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>None</p>
July 17, 2024	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>None</p>

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August 1, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
August 22, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
September 2, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
September 27, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>

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October 1, 2024	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>None</p>
October 30, 2024	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>None</p>
November 15, 2024	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>None</p>
November 19, 2024	<p>PRESENT:</p> <p>Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT:</p> <p>Leonardo Arthur T. Po</p>
November 21, 2024	<p>PRESENT:</p> <p>Christopher T. Po</p>

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	<p>Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>
December 2, 2024	<p>PRESENT: Christopher T. Po Ricardo Gabriel T. Po Teodoro Alexander T. Po Leonardo Arthur T. Po Lance Y. Gokongwei Fernan Victor P. Lukban Paulo L. Campos III Frances J. Yu</p> <p>ABSENT: None</p>

Appendix 10

Attendance in Audit Committee Meetings

DATE OF MEETING	ATTENDANCE
April 4, 2024	Present: FERNAN VICTOR P. LUKBAN PAULO L. CAMPOS, III RICARDO GABRIEL T. PO Absent: None
May 6, 2024	Present: FERNAN VICTOR P. LUKBAN PAULO L. CAMPOS, III RICARDO GABRIEL T. PO Absent: None
August 5, 2024	Present: FERNAN VICTOR P. LUKBAN PAULO L. CAMPOS, III RICARDO GABRIEL T. PO Absent: None
November 8, 2024	Present: FERNAN VICTOR P. LUKBAN PAULO L. CAMPOS, III RICARDO GABRIEL T. PO Absent: None

Appendix 10

Attendance in Board Risk Committee Meetings

DATE OF MEETING	ATTENDANCE
August 22, 2024	Present: FRANCES J. YU FERNAN VICTOR P. LUKBAN LANCE Y. GOKONGWEI Absent: None

Appendix 10

Attendance in Corporate Governance Committee Meetings

DATE OF MEETING	ATTENDANCE
February 22, 2024	Present: PAULO L. CAMPOS, III FERNAN VICTOR P. LUKBAN RICARDO GABRIEL T, PO Absent: None
November 21, 2024	Present: PAULO L. CAMPOS, III FERNAN VICTOR P. LUKBAN RICARDO GABRIEL T. PO Absent: None

Appendix 10

Attendance in Related Party Transactions Committee Meetings

DATE OF MEETING	ATTENDANCE
February 22, 2024	Present: PAULO L. CAMPOS, III FERNAN VICTOR P. LUKBAN FRANCES J. YU Absent: None
November 21, 2024	Present: PAULO L. CAMPOS, III FERNAN VICTOR P. LUKBAN FRANCES J. YU Absent: None

Appendix 11

List of SEC Form 23-B (Director Disclosure on Self-dealings)

List of 23-B:

Reporting Person	Shares Bought / (Sold)	Date
Oliver Angelo C. Sicam	1,000	January 15, 2024
Oliver Angelo C. Sicam	4,200	January 19, 2024
Vicente L. Gregorio	3,000	February 01, 2024
Vicente L. Gregorio	2,000	February 26, 2024
Vicente L. Gregorio	10,000	March 1, 2024
Oliver Angelo C. Sicam	21,100	September 2, 2024
Vicente L. Gregorio	10,000	September 11, 2024
Vicente L. Gregorio	200	September 25, 2024
Vicente L. Gregorio	10,200	September 26, 2024
Vicente L. Gregorio	15,000	November 20, 2024
Vicente L. Gregorio	15,600	November 22, 2024
Vicente L. Gregorio	20,000	January 14, 2025
Vicente L. Gregorio	25,000	February 24, 2025
Oliver Angelo C. Sicam	30,000	March 7, 2025
Century Pacific Group, Inc.	14,167,027	March 7, 2025
Century Pacific Group, Inc.	14,886,800	March 11, 2025

Appendix 12

List of Disclosures (SEC Form 17-C)

Reports on SEC Form 17-C:

Date	Subject of Report
January 10, 2024	Change in Designation of Rommel Turbanos from Peri Peri General Manager and Head of Emerging Business to Peri Peri General Manager
March 27, 2024	Notice of Annual Stockholders' Meeting
April 15, 2024	Declaration of regular cash dividends
April 15, 2024	Press Release: Shakey's Pizza Delivers 32% Systemwide Sales Growth and 23% Net Income Growth Amidst Inflationary Pressures
April 15, 2024	Annual Report (SEC Form 17-A)
April 17, 2024	Amendment to the Annual Report (SEC Form 17-A)
April 22, 2024	Amendment to the Annual Report (SEC Form 17-A)
May 02, 2024	Amendment to the Notice of Annual Stockholders' Meeting
May 06, 2024	Approval of the Board of Directors to the amendment to the By-Laws
May 15, 2024	Press Release: Shakey's Pizza Sustains Double-digit Rise in 1Q24 Systemwide Sales, Ramps Up Investments in Expansion and Growth
May 30, 2024	Integrated Annual Corporate Governance Report for the year 2023
June 20, 2024	Results of the Annual Stockholders Meeting
June 20, 2024	Results of the Organizational Meeting of the Board of Directors
June 20, 2024	Approval of the Shareholders to the amendment to the By-Laws
August 14, 2024	Press Release: Shakey's Pizza Achieves 14% Systemwide Sales Growth Amid Soft Consumer Environment Opens 210 new units in 1H 2024
August 15, 2024	Promotion of Oliver Angelo C. Sicam from Group Marketing Director to Shakey's General Manager
August 15, 2024	Appointment of Charmaine Jodi Go as Group Marketing Director
September 02, 2024	Appointment of Kieran Yadav Amin as the Chief Technology Officer
September 02, 2024	Change in designation of Myrose April C. Victor from Head of Investor Relations to Head of Investor Relations and Corporate Strategy and Planning Director
September 19, 2024	Press Release: Potato Corner Hits the 2000 Store Milestone
September 30, 2024	Incorporation of Subsidiary in the United States of America
October 10, 2024	Press Release: Century Pacific Group Companies, CNPF and PIZZA, Recognized for Good Corporate Governance at the 2024 Golden Arrow Awards
November 12, 2024	Press Release: Shakey's Pizza Accelerates in the Third Quarter of 2024; 3Q24 Systemwide Sales Improve 16% Year-on-year with New Stores and Better Same-Store Sales
February 18, 2025	Resignation of Rommel M. Turbanos as General Manager - Peri Peri
February 18, 2025	Appointment of Dino Francisco as General Manager - Peri Peri
March 12, 2025	Clarification of News Report with Business Mirror
March 20, 2025	Press Release: 50 Years of Growth, Evolution, and Pizza
March 21, 2025	Clarification of News Report with BusinessWorld
March 24, 2025	Notice of Annual Stockholders' Meeting