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S.E.C. Registration Number

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(Company's Full Name)

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

DINA D.R. INTING

Contact Person

8709-2038 to 41

Company Telephone Number

1 2 3 1

Month Day
Fiscal Year

SEC FORM 20-IS
(Definitive)

FORM TYPE

Third Monday
of May

Month Day
Annual Meeting

Registration of
Securities
Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning



EMPERADOR INC.

7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, Bagumbayan, Quezon City, Metro Manila
Tel Nos. 87092038 to 41

NOTICE AND AGENDA OF THE ANNUAL MEETING OF STOCKHOLDERS

TO ALL STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Emperor Inc. (the "Company") will be held on **09 JUNE 2025** at **9:00 A.M.** to be conducted virtually, through the link <https://www.emperadorinc.com/asm2025> that can be accessed through the Company's website, with the following agenda:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting of Stockholders held on 24 June 2024 and the Special Stockholders Meeting held on 14 November 2024
4. Report of Management for Year 2024
5. Appointment of Independent Auditors
6. Ratification of Acts of the Board of Directors, Board Committees, and Officers
7. Amendment of the Company's Amended By-Laws
8. Election of Directors
9. Other matters
10. Adjournment

Stockholders of record as of **08 May 2025** will be entitled to notice of, and to vote at, the Annual Meeting.

As provided under Sections 23 and 57 of the Revised Corporation Code and Sections 5 and 7 of Article II and Section 7 of Article III of the Company's Amended By-laws, the Company will hold the Annual Meeting via remote communication, and allow the stockholders to cast their votes by remote communication or in *absentia*, or by proxy.

To participate in the Annual Meeting, stockholders must register from 9:00 AM of **09 May 2025** until 5:00 PM of **20 May 2025**. The procedure for participation via remote communication and in *absentia* are contained in the Information Statement.

Stockholders who wish to appoint proxies may submit proxy instruments until 5:00 PM of **20 May 2025** to the Office of the Corporate Secretary at the 7th Floor, 1880 Eastwood Avenue Building, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, or by email to corporatesecretary@emperadorinc.com. Validation of proxies shall be held until **27 May 2025**. A sample proxy form will be enclosed in the Information Statement for your convenience.

The Information Statement and other pertinent documents and information on the Annual Meeting are available through the Company's website. For any clarifications, please contact the Office of the Corporate Secretary via email at corporatesecretary@emperadorinc.com.

Quezon City, Metro Manila, Philippines, 05 May 2025.

ANNA MICHELLE T. LLOVIDO
Corporate Secretary

EXPLANATION OF AGENDA ITEMS

1. Call to Order

The Annual Meeting will be formally opened at approximately 9:00 o'clock in the morning.

2. Certification of Notice and Quorum

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

Pursuant to Sections 23 and 57 of the Revised Corporation Code and Sections 5 and 7 of Article II and Section 7 of Article III of the Company's Amended By-laws which allow voting *in absentia* by the stockholders, stockholders may register by submitting requirements via email at corporatesecretary@emperadorinc.com and vote *in absentia* on the matters for resolution at the meeting. A stockholder who votes *in absentia* as well as a stockholder participating by remote communication shall be deemed present for purposes of quorum.

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

3. Approval of the Minutes of the Annual Meeting of Stockholders held on 24 June 2024 and the Special Stockholders Meeting held on 14 November 2024

The minutes of the meeting held on 24 June 2024 and 14 November 2024 are available at the Company's website, <https://emperadorinc.com/wp-content/uploads/2025/03/Minutes-of-the-2024-Annual-Stockholders-Meeting-on-June-24-2024.pdf> and <https://emperadorinc.com/wp-content/uploads/2024/11/Minutes-of-the-2024-Special-Stockholders-Meeting-on-November-14-2024.pdf>, and are attached as Annexes B-1 and B2, respectively.

4. Report of Management for Year 2024

The performance of the Company in 2024 will be reported.

5. Appointment of Independent Auditors

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

6. Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management

The actions of the Board, its committees, and the Management were those taken since the annual stockholders' meeting on 24 June 2024 until 08 June 2025.

These include, among others, the internal procedures for participation in meetings and voting through remote communication or *in absentia*, the appointment of officers in the corporation, opening and maintenance of bank accounts and other bank transactions, approval and issuance of financial statements, acquisition of Destileria Los Danzantes S.A. de C.V. ("Los Danzantes"), through the Corporation's Mexican subsidiary Casa Pedro Domecq, appointment of proxies and nominees, designation of authorized contract signatories and representatives, appointment of attorneys-in-fact, approval of agreements, projects, investments, financing, and

treasury-related matters, matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange, activities in the ordinary course of business, and other similar activities of the Company. The acts of the officers were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business.

7. Amendment of the Company's Amended By-Laws

Stockholders' approval is being sought to amend Article II, Section 1; Article III (Committees) paragraphs D and E; and Article IV, Sections 1 and 2, of the Amended By-Laws in order to: (i) set the annual stockholders' meeting at a later date - on the last Wednesday of June of each year - to give the Company ample time to prepare and fully comply with the relevant regulations of the Securities and Exchange Commission concerning the conduct of the said meeting, (ii) create an Executive Committee that can timely address the day-to-day operational concerns of the Company, thereby allowing the Board of Directors to devote their time and attention to more pressing and important matters, and, (iii) formalize the position of 'Chairman Emeritus' as an honorary title conferred by the Board of Directors to a person who has rendered outstanding, exemplary, and unselfish contribution to the Corporation, and has served as Chairman of the Board of Directors of the Corporation for at least ten (10) years, and who shall act as a principal advisor of the Board and the management.

8. Election of Directors

Nominees for election of seven (7) members of the Board of Directors, including three (3) independent directors, will be submitted for election by the stockholders. The profiles of the nominees to the Board of Directors are provided in the Information Statement.

9. Other Matters

Other concerns or matters raised by stockholders will be discussed.

10. Adjournment

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

SAMPLE ONLY

PROXY

The undersigned shareholder(s) of **EMPERADOR INC.** (the "Company") hereby appoint/s _____ or in his absence, the Chairman of the Annual Shareholders' Meeting, as proxy of the undersigned shareholder(s) at the Annual Meeting of Shareholders scheduled on 09 June 2025 at 9:00 in the morning, via livestream access through the link available at the Company's website, and/or at any postponement or adjournment thereof, and/or any annual shareholders' meeting of the Company, which appointment shall not exceed five (5) years from date hereof.

The undersigned shareholder(s) hereby direct/s the said proxy to vote all shares on the agenda items set forth below as expressly indicated by marking the same with [✓] or [X]:

ITEM NO.	SUBJECT	ACTION		
		FOR	AGAINST	ABSTAIN
3	Approval of the Minutes of the Annual Meeting of Stockholders held on 24 June 2024 and the Special Stockholders Meeting held on 14 November 2024			
5	Appointment of Independent Auditors			
6	Ratification of Acts of the Board of Directors, Board Committees and Officers			
7	Amendment of the Company's Amended By-Laws			
8	Election of Directors			
	Katherine L. Tan			
	Winston S. Co			
	Kendrick Andrew L. Tan			
	Kevin Andrew L. Tan			
	Jose Rene Gregory D. Almendras – Independent Director			
	Jesli A. Lapus. – Independent Director			
	Ho Poh Wah (Jason Ho) – Independent Director			

PRINTED NAME OF SHAREHOLDER	SIGNATURE OF SHAREHOLDER/ AUTHORIZED SIGNATORY	NUMBER OF SHARES TO BE REPRESENTED	DATE
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This proxy should be received by the Corporate Secretary not later than 5:00 PM on **20 May 2025**.

This proxy when properly executed will be voted in the manner as directed herein by the shareholder. If no direction is made, the proxy will be voted for the election of all nominees and for the approval of all matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement.

A shareholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the shareholder attends the meeting in person and expressed his intention to vote in person.

This proxy does not need to be notarized. Partnerships, Corporations and Associations must attach certified resolutions thereof designating Proxy/Representative and Authorized Signatories.

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

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

1. Check the appropriate box:
☐ Preliminary Information Statement
☒ **Definitive Information Statement**
2. Name of Registrant as specified in its charter **EMPERADOR INC.**
3. **METRO MANILA, PHILIPPINES**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **A200117595**
5. BIR Tax Identification Code **214-815-715-000**
6. **7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark**
188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City
Address of principal office **1110**
Postal Code
7. Registrant's telephone number, including area code **(632) 87092038 to 40**
8. **09 June 2025, 9:00 AM**
by livestream access via https://www.emperadorinc.com/asm2025
Date, time and place of the meeting of security holders
9. Approximate date on which the Information Statement is first to be sent or given to security holders **08 May 2025**
11. 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 Outstanding or Amount of Debt Outstanding (as of 31 March 2025)
<u>Common</u>	<u>15,736,471,238</u>
<u>Treasury</u>	<u>505,919,938</u>
12. Are any or all of registrant's securities listed in a Stock Exchange?
Yes ☒ No ☐
If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
Philippine Stock Exchange Common Shares

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

1. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

Date & time: 09 June 2025, 9:00 AM

Place: by livestream access via <https://www.emperadorinc.com/asm2025>

Principal office: 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City

Approximate date on which the Information Statement is first to be sent or given: **08 May 2025**

The Company is not soliciting proxies. We are not asking for a proxy. Neither are you required to send us a proxy.

Item 2. Dissenters' Right of Appraisal

There are no matters to be acted upon or proposed corporate action in the agenda for the annual meeting of stockholders that may give rise to possible exercise by a dissenting stockholder of its appraisal rights under Title X of the Revised Corporation Code of the Philippines.

Any stockholder of the Company shall have the right to dissent and demand payment of the fair value of his shares in the following instances: (1) in case an 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; (2) 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 Code; (3) in case of merger or consolidation, and (4) in case of investment of corporate funds for any purpose other than the primary purpose of the Company;

The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the Company for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken, provided, that failure to make the demand within the 30-day period shall be deemed a waiver of the appraisal right. From the time of the demand for payment of the fair value of a stockholder's shares until either the abandonment of the corporate action involved or the purchase of the dissenting shares by the Company, all rights accruing to such shares shall be suspended in accordance with the provisions of the Code, except the right of such stockholder to receive payment of the fair value thereof, provided that if the dissenting stockholder is not paid the value of his shares within 30 days after the award, the voting and dividend rights shall immediately be restored. If the proposed corporate action is implemented or effected, the Company shall pay to such stockholder, upon surrender of the stock certificate(s) representing his shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If the fair value is not determined within sixty (60) days from the date the corporate action was approved by the stockholders, it will be determined and appraised by three (3) disinterested persons (one chosen by the Company, another chosen by the dissenting stockholder and the third by the two thus chosen). The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. *Provided*, that no payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment: *Provided*, further, that upon payment by the Company of the agreed or awarded price, the dissenting stockholder shall forthwith transfer his shares to the Company.

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

(a) No officer or director at any time since the beginning of the fiscal year, or nominee for election as director, or associate of any of these persons, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office.

(b) No director has informed the Company in writing of his/her intention to oppose any matter to be acted upon at the Annual Stockholders' Meeting (the "Meeting").

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Each of the 15,736,471,238 common shares outstanding as of 08 May 2025 shall be entitled to one vote with respect to all matters to be taken up during the Meeting.

(b) All stockholders of record as of 08 May 2025 are entitled to notice and to vote at the Meeting.

(c) Pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 06, Series of 2020 allowing voting through remote communication or in absentia, stockholders may now participate in the Annual Meeting by remote communication and cast their votes in absentia. A stockholder may cast his/her votes by remote communication or *in absentia* until 5:00 pm of 20 May 2025. A stockholder voting remotely or *in absentia* shall be deemed present for purposes of quorum. Please refer to **Annex "A"** on the Procedures and Requirements for Voting and Participation in the 2025 ASM for the complete information on voting via remote participation or voting in absentia, as well as on how to join the livestream for the Annual Meeting.

(d) All stockholders have cumulative voting rights in the election of the members of the board of directors of the Company. Cumulative voting entitles each stockholder to cumulate his 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 distribute them on the same principle among as many nominees as he shall see fit; provided that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

(e) Security ownership of certain record and beneficial owners and management

Security Ownership of Owners Holding More than Five Percent (5%) of Voting Securities as of 31 March 2025:

TITLE OF CLASS	NAME, ADDRESS OF RECORD OWNER AND RELATIONSHIP WITH ISSUER	NAME OF BENEFICIAL OWNER AND RELATIONSHIP WITH RECORD OWNER	CITIZENSHIP	NO. OF SHARES HELD	PERCENT
Common	Alliance Global Group, Inc. 7/F, 1880 Eastwood Avenue, Eastwood City CyberPark 188 E. Rodriguez, Jr. Avenue, Bagumbayan Quezon City Parent of the Issuer	Alliance Global Group, Inc. Alliance Global Group, Inc., ultimate parent ^a	Filipino	10,879,312,974 1,468,647,626	69.13% 9.33%
Common	PCD Nominee Corporation (Non-Filipino) G/F Makati Stock Exchange Bldg., 6767 Ayala Avenue, Makati City	Standard Chartered Bank ^b	Non-Filipino	2,786,490,442	17.71%

^aAGI beneficially owns 129,597,500 shares lodged with PCD Nominee Corporation (Filipino) and 1,339,050,126 lodged with PCD Nominee Corporation (Non-Filipino). The Board of Directors of AGI has voting and investment power over shares of stock held by AGI in Company. AGI authorized the Chairman of the Board of the Company, or in his absence, the Chairman of the Meeting, to vote shares of stock held by AGI in the Company.

^bStandard Chartered Bank - CDP's account with the Philippines custodian. AGI is beneficial owner of 1,339,050,126 shares or 8.51%; Arran Investment Private Limited ("AIPL") is beneficial owner of 1,495,667,038 common shares representing 9.50%. The Board of Directors of AIPL has voting and investment power over shares of stock held by AIPL in the Company.

Security ownership of management as of 31 March 2025:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
<i>Directors</i>				
Common	Andrew L. Tan	1 (direct)	Filipino	Nil
Common	Winston S. Co	1 (direct)	Filipino	Nil
Common	Kendrick Andrew L. Tan	1 (direct)	Filipino	Nil
Common	Kevin Andrew L. Tan	1 (direct)	Filipino	Nil
Common	Enrique M. Soriano III*	1 (direct)	Filipino	Nil
Common	Jesli A. Lapus	1 (direct)	Filipino	Nil
Common	Ho Poh Wah	1 (indirect)	Singaporean	Nil
<i>Other Executive Officers</i>				
Common	Winston S. Co	Same as above		
Common	Katherine L. Tan	1 (direct)	Filipino	Nil
Common	Kendrick Andrew L. Tan	Same as above		
Common	Dina D.R. Inting	0	Filipino	N/A
Common	Anna Michelle T. Llovido	0	Filipino	N/A
Common	Marydale C. Manato-Zoleta	0	Filipino	N/A
Common	Mary Grace P. Maralit	0	Filipino	N/A
Common	Kenneth V. Nerecina	0	Filipino	N/A

*Outgoing director

There are no indirect beneficial ownership of the named Directors and Officers, except for Mr. Ho Poh Wah as indicated above.

Voting trust holders of 5% or more - The Company is not aware of the existence of persons holding more than five percent (5%) of its common shares under a voting trust or similar agreement.

Change in control - The Company is not aware of any arrangement which may result in a significant change in control.

Item 5. Directors and Executive Officers

Incumbent

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

Name	Age	Citizenship	Position
Andrew L. Tan	75	Filipino	Chairman
Winston S. Co	67	Filipino	Director, President and CEO
Kendrick Andrew L. Tan	44	Filipino	Executive Director
Kevin Andrew L. Tan	45	Filipino	Director
Enrique M. Soriano III	57	Filipino	Lead Independent Director
Jesli A. Lapus	75	Filipino	Independent Director
Ho Poh Wah	62	Singaporean	Independent Director
Dina D.R. Inting	65	Filipino	Chief Financial Officer, Compliance Officer and Corporate Information Officer
Katherine L. Tan	73	Filipino	Treasurer
Anna Michelle T. Llovido	46	Filipino	Corporate Secretary
Marydale C. Manato-Zoleta	35	Filipino	Assistant Corporate Secretary
Mary Grace P. Maralit	44	Filipino	Chief Audit Officer and Chief Risk Officer
Kenneth V. Nerecina	55	Filipino	Investor Relations Officer

There are seven (7) members of the Company's Board of Directors, three (3) of whom are independent directors. All incumbent directors were elected during the Annual Meeting of the Board of Directors held on 24 June 2024 and will hold office for one (1) year and/or until their successors are elected and qualified.

Brief Background of the Directors and Officers

The overall management and supervision of the Company is undertaken by the Board of Directors ("Board"). Currently, the Board consists of seven members, of which three are independent directors. All of the directors were elected at the Company's annual stockholders meeting on 24 June 2024 and will hold office until their successors have been duly elected and qualified.

The table below sets forth each member of the Company's Board as of 31 March 2025:

Name	Age	Gender	Citizenship	Type/Position	Date First Elected
Andrew L. Tan	75	Male	Filipino	Non-exec/ Chairman	Aug 28, 2013
Winston S. Co	67	Male	Filipino	Executive Director	Aug 28, 2013
Kendrick Andrew L. Tan	44	Male	Filipino	Executive Director	Aug 28, 2013
Kevin Andrew L. Tan	45	Male	Filipino	Non-Exec Director	Oct 04, 2017
Enrique M. Soriano III	57	Male	Filipino	Independent Director	May 16, 2016
Jesli A. Lapus	75	Male	Filipino	Independent Director	May 17, 2021
Ho Poh Wah	62	Male	Singaporean	Independent Director	May 15, 2023

The table below sets forth the Company's lead independent director and executive officers as of 31 March 2025:

Name	Age	Gender	Citizenship	Position
Winston S. Co	67	Male	Filipino	President and Chief Executive Officer
Katherine L. Tan	73	Female	Filipino	Treasurer
Kendrick Andrew L. Tan	44	Male	Filipino	Executive Director
Enrique M. Soriano III	56	Male	Filipino	Lead Independent Director
Dina D.R. Inting	65	Female	Filipino	Chief Financial Officer, Compliance Officer, and Corporate Information Officer
Anna Michelle T. Llovido	46	Female	Filipino	Corporate Secretary
Marydale C. Manato-Zoleta	35	Female	Filipino	Assistant Corporate Secretary
Mary Grace P. Maralit	44	Female	Filipino	Chief Audit Officer and Chief Risk Officer
Kenneth V. Nerecina	55	Male	Filipino	Investor Relations Officer

Andrew L. Tan **Chairman of the Board**

Mr. Tan was first elected as Director and Chairman of the Board on August 28, 2013. He holds position in the following other listed companies:

Listed Company	Position	Date First Elected	Date Last Elected	No. of Term/ Years
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Alliance Global Group, Inc.	Chairman of the Board	Sep 2006	June 2024	18
	Chief Executive Officer	Sep 2006	Sep 2017	11
	Vice Chairman of the Board	Aug 2003	Sep 2006	3
Megaworld Corporation	Chairman and President	Aug 1989	June 2023	34
	Chairman	Aug 1989	May 2024	35
Global-Estate Resorts, Inc. (subsidiary of Megaworld)	Chairman	Jan 2011	July 2024	13
Empire East Land Holdings, Inc. (subsidiary of Megaworld)	Chairman	July 1994	June 2024	30

He is also the Chairman of Emperador Distillers, Inc. since its incorporation in 2003. He pioneered the live-work-play-learn model in the real estate development through the Megaworld Corporation's integrated township communities, fueling the growth of the business process outsourcing ("BPO") industry, food and beverage, and quick service restaurants industries. Mr. Tan is concurrently the Chairman of the Board and President of Progreen Agricorn, Inc., Zabana Rum Company, Inc., Megaworld Land, Inc., Megaworld Globus Asia, Inc., Manila Bayshore Property Holdings, Inc., Mactan Oceanview Properties and Holdings, Inc., Twin Lakes Corporation, Richmonde Hotel Group International Limited, The Bar Beverage, Inc. and Yorkshire Holdings, Inc. He is also the Chairman of Megaworld Newport Property Holdings, Inc., Alliance Global Group Cayman Islands, Inc., Alliance Global Brands, Inc., Suntrust Properties, Inc., Adams Properties, Inc., Cocos Vodka Distillers Philippines, Inc., Consolidated Distillers of the Far East, Inc., Megaworld Cayman Islands, Inc., Eastwood Cyber One Corporation, Gilmore Property Marketing Associates, Inc., Megaworld Central Properties, Inc., Raffles & Company, Inc., and Townsquare Development, Inc. He is the Chairman and Treasurer of The Andresons Group, Incorporated and sits in the boards of Travellers International Hotel Group, Inc., Alliance Global-Infracorp Development, Inc., Megaworld Cebu Properties, Inc., Fairways & Bluewater Resort Golf & Country Club, Inc., Anglo Watsons Glass, Inc., and Alcazar De Bana Holdings Company, Inc. He is also the Vice-Chairman and Treasurer of Golden Arches Development Corporation and Golden Arches Realty Corporation and a Director and Treasurer of Andresons Global, Inc. Mr. Tan graduated Magna Cum Laude from the University of the East with a degree of Bachelor of Science in Business Administration and was conferred Doctor of Philosophy in Humanities (Honoris Causa) in 2011 by the same university.

Winston S. Co
Director, President and CEO

Mr. Co was first elected as Director and President on 28 August 2013. He is also a Director and President of Emperador Distillers, Inc. since 2007 and Chairman of The World's Finest Liquor, Inc. ("TWFLI") since 2022. His field of expertise is in finance and marketing of consumer products. He is concurrently Chairman and President of New Town Land Partners, Inc.; Chairman of Anglo Watsons Glass, Inc.; Director and President of Cocos Vodka Distillers Philippines, Inc. and Alliance Global Brands, Inc., Director and Treasurer of Raffles & Company, Incorporated; Director of The Bar Beverage, Inc.; and Senior Vice President of The Andresons Group, Incorporated. Mr. Co is a Magna Cum Laude graduate of Jose Rizal College with a Bachelor of Science in Commerce.

Kendrick Andrew L. Tan
Director

Mr. Tan was first elected as Director on 28 August 2013. He is the Corporate Secretary and Executive Director of Emperor Distillers, Inc., and also its Vice President for New Product & Innovation and the Head for Research & Development. He is concurrently Chairman and President of Alcazar De Bana Holdings Company, Inc., Globaland Holdings, Inc., and Altavision Resources, Inc.; Director and President of The World's Finest Liquor, Inc., Director and Treasurer of Anglo Watsons Glass, Inc., and Le Bristol Holdings, Inc.; Trustee and Executive Director of Megaworld Foundation, Inc.; Director and Corporate Secretary of Progreen Agricorn, Inc., Emperor Brandy, Inc. and Newport World Resorts Properties, Inc.; Director of The Bar Beverage, Inc., Alliance Global Brands, Inc., The Andresons Group, Incorporated, Yorkshire Holdings, Inc., Andresons Global, Inc., Cocos Vodka Distillers Philippines, Inc. Consolidated Distillers of the Far East, Inc., New Town Land Partners, Inc., Raffles & Company, Incorporated, and Zabana Rum Company, Inc. Mr. Tan graduated from Southern New Hampshire University with a degree in Bachelor of Science in Accountancy.

Kevin Andrew L. Tan
Director

Mr. Tan, was elected as Director on 04 October 2017. He holds position in the following other listed companies:

Listed Company	Position	Date First Elected	Date Last Elected	No. of Term/Years
Alliance Global Group, Inc.	Chief Executive Officer	June 2018	June 2024	6
	President and CEO	June 2024	-	
	Vice Chairman	Sept 2018	June 2024	6
	Director	April 2012	June 2024	12
	Executive Director	Sept 2016	Sept 2017	1
Megaworld Corporation	Executive Vice President and Chief Strategy Officer	Nov 2018	June 2024	6
	Executive Director	October 2024	-	
MREIT, Inc.	President and CEO	Oct 2020	June 2024	4
Global-Estate Resorts, Inc.	Director	June 2014	July 2024	10
Empire East Land Holdings, Inc.	Director	June 2015	June 2024	9

Mr. Tan has over 11 years of experience in retail leasing, marketing and operations. Prior to being the Executive Director, Executive Vice President and Chief Strategy Officer of Megaworld Corporation where he is in charge of developing corporate strategies, expansion and new opportunities as well as investor and stakeholder relations, he was the head of the Commercial Division which markets and operates the Megaworld Lifestyle Malls, including Eastwood Mall and The Clubhouse at Corinthian Hills in Quezon City, Venice Piazza at McKinley Hill, Burgos Circle at Forbestown Center, and Uptown Mall, all in Fort Bonifacio, Newport Mall at Resorts World Manila in Pasay City, and Lucky Chinatown Mall in Binondo, Manila. He is the Chairman of Travellers International Hotel Group, Inc., Chairman and CEO of Agile Digital Ventures, Inc., Chairman and President of Alliance Global-Infracorp Development, Inc., Asia Finest Cuisine, Inc., and Newport World Resorts Properties, Inc., among others, Director and President of Townsquare Development, Inc., and Adams Properties, Inc.; Director and Corporate Secretary of Alliance Global Brands, Inc., ERA Real Estate, Inc., and Paseo Center Building Administration, Inc., Director and Treasurer of Consolidated Distillers of the Far East, Inc., Asiagroup Holdings, Inc., Eastin Holdings, Inc., Festivewalk Cinemas, Inc., and Uptown Cinemas, Inc., Chairman of Megaworld Foundation, Inc., and Director of Emperor Distillers, Inc., Anglo Watsons Glass, Inc., Yorkshire Holdings, Inc., The Bar Beverage, Inc., Emperor Brandy, Inc., New Town Land Partners, Inc., Eastwood Cyber One Corporation, Twin Lakes Corporation, Alcazar De Bana Holdings Company, Inc., Cocos Vodka Distillers Philippines, Inc., Zabana Rum Company, Inc., Luxury Global Malls, Inc., Choice Gourmet Banquet, Inc., Dew Dreams International, Inc., Global Estate Properties, Inc., and The

Andresons Group Incorporated, among others. He holds a degree in Bachelor of Arts Major in Humanities with Professional Certificate in Management from the University of Asia and the Pacific.

[Note: The tenure of an independent director is set to a cumulative term of nine years. Independent directors (IDs) who have served for nine years may continue as a non-independent director of the company. Reckoning of the cumulative nine-year term is from 2012, in connection with SEC Memorandum Circular No. 19, Series of 2016.]

Enrique M. Soriano III
Independent Director

Mr. Soriano was first elected as Independent Director of the Company on May 16, 2016. He also holds the following position in the following listed company:

Listed Company	Position	Date First Elected	Date Last Elected	No. of Term/Years
Alliance Global Group, Inc.	Independent Director	June 2022	June 2024 ³	32

He is also an Independent Director of MREIT Fund Managers, Inc., Travellers International Hotel Group, Inc., P.A. Properties and GGTT Realty Corporation. He is currently the Executive Director of the Wong + Bernstein Group, an Asia Pacific based Strategic Advisory Firm that specializes on Family Governance and Next Generation Leadership, and of Family in Business Strategic Coaching, Inc. He is also a Senior Fellow on Governance at the IPMI International Business School in Jakarta and a Member of the Singapore Institute of Directors. He also sits as a Director and/or Board advisor to 25 UHNW (ultra-high net worth families) in the ASEAN region. He is also a Columnist and Book Author.

He is a former World Bank/ International Finance Corporation Governance Consultant, Dean of Education at the Manual L. Quezon University, Senior Professor of Service and Global Marketing at the Ateneo Graduate School of Business, and Country President of Electronic Realty Associates (ERA Philippines.). His advocacy related to Real Estate Innovation, Strategic Management and Corporate Governance has made him a sought-after Senior Advisor to family- owned businesses in Asia and resource speaker in international conferences in the US, Canada, UK, ASEAN and Africa. Due to his strategic advocacies, he has been recognized and invited to lecture and deliver talks at dozens of universities in Asia and North America, notably Harvard University and University of San Francisco. He writes a business column in several Philippine newspapers, in the US and a couple of business magazines in the EU and the Middle East. He is currently finishing his third book on Family Governance and Succession following his bestselling book entitled “Ensuring the Family Business Legacy: Powerful Insights About Leadership and Succession.”

He holds a B.A. in History, minor in Economics degree from the University of the Philippines, an MBA from De La Salle University, Doctorate Units at the UP National College of Public Administration and has an Executive Diploma in Directorships at the Singapore Management University. He also pursued Post Graduate Education specializing on Behavioral Finance at Harvard Kennedy School of Government and at the National University of Singapore Business School focusing on Asian Family Businesses. He was conferred Certified Professional Marketer by the Marketing Institute of the Philippines in 2016.

Jesli A. Lapus
Independent Director

Dr. Lapus has served as Independent Director since May 2021. He holds position in the following other listed company:

Listed Company	Position	Date First Elected	Date Last Elected	No. of Term/ Years
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Alliance Global Group, Inc.	Independent Director	June 2021	June 2024	4
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Dr. Lapus is currently Chairman and Independent Director of STI Education Services Group, Inc. since 2013 and Chairman of LSERV Corporation since 2012. He is a Governor of Information and Technology Academy (iAcademy) since 2010, Independent Director of Philippine Life Financial Assurance Corporation since 2012, STI Education Systems Holdings, Inc. since 2013 and STI West Negros University, Inc. since 2022. He is a former Chairman of the Board of Investments, Philippine Exports Zone Authority, National Development Corporation, Export Development Council, Export Development Council, Micro, Medium and Small Enterprises Council (MSMED), Summer Institute of Linguistics (SIL) and Manila Tytana Colleges. He is a former Board Member of Metrobank, Land Bank of the Philippines, Philippine Airlines, Meralco, and Union Bank of the Philippines; former Governor/Trustee of the Asian Institute of Management, Management Association of the Philippines, and Bankers Association of the Philippines; and former Advisor of Philplans First, Inc.

As a top executive in the private sector, he has successfully managed celebrated firms and a universal bank in attaining industry leadership. As the youngest President and CEO of the Landbank of the Philippines at 42 years old, Lapus steered the bank from number 18 to become the 3rd biggest in the banking industry. As the first Filipino and the youngest Managing Director of the German multinational company Triumph International (Phils.), Inc. from 1979-1985, he led it to become the biggest manufacturing operation of its kind in the world making it a top Philippine exporter and employer. At 23, he was the Chief Finance Officer (CFO) of the Ramcar Group where he engineered mergers and acquisitions which established Ramcar as the undisputed market leader in the country. At age 20, he was Auditor-in-Charge and Management Consultant at SGV & Co., CPA's (1969-1973).

Dr. Lapus has the distinction of having served in the cabinets of three (3) Philippine Presidents in the following capacities: Secretary of the Department of Trade and Industry, Secretary of the Department of Education, President and CEO of The Land Bank of the Philippines, and Undersecretary of the Department of Agrarian Reform. He had been elected member of the Philippine Congress for three consecutive terms in 1998-2007 where he spearheaded many famous legislation such as the 2005 Fiscal Reform Measures (EVAT, Sin Taxes, Tax Amnesty and Attrition Law).

Dr. Lapus has been elected by the 180-country international organization, the United Nations Educational and Scientific Council (UNESCO) in Paris, France as a member of its Executive Board. He also served as the President of the South East Asian Ministers of Education Council (SEAMEO).

Dr. Lapus received his Doctor of Public Administration (Honoris Causa) from the Polytechnic University of the Philippines and his Master in Business Management from the Asian Institute of Management and is a Certified Public Accountant. He also pursued his Post Graduate Studies in Investment Appraisal and Management from Harvard University, USA; Management of Transfer of Technology from INSEAD, France; Project Management from BITS, Sweden; Personal Financial Planning from UCLA, USA; and Cursos Internacionales from the Universidad de Salamanca, Spain.

Ho Poh Wah Independent Director

Mr. Ho was elected as Independent Director on May 2023. He is an experienced Board Member and senior executive with years of experience as group chief human resources officer and global business leader in banking and finance industry. His areas of expertise are human capital strategy, business transformation, vision and mission advocacy, executive coaching, talent acquisition, corporate governance, risk management, shareholder relations, market alignment and regulatory compliance.

He is a Board Member of the Leap Philanthropy and Daughters of Tomorrow (DOT) since 2024. He was a Board member of the Institute of Human Resources Professionals from 2016 to 2022, OCBC Property Service Ltd. from 2020 to 2022 and MAS HR Industry Group Committee from 2021 to 2022. He was also the Group Chief Human Resources Officer (CHRO) from 2015 to 2022, Executive Vice President from 2015 to 2022, and Global Head – Asset and Liability Management from 2013 to 2014, of OCBC Bank Singapore. He also served as Treasurer of KBC Bank, Singapore from 1999 to 2012. Prior to these, he was also employed by Standard Chartered Bank, Volvo Group Treasury and Citibank.

Mr. Ho earned his Bachelor of Business Administration from the National University of Singapore and Master of Applied Finance from Macquarie University in Sydney, Australia.

Katherine L. Tan
Nominee for Director, Treasurer

Ms. Tan was first elected as Treasurer on 28 August 2013. She also served as Director since August 2013 until May 2023. She holds position in the following other listed companies:

Listed Company	Position	Date First Elected	Date Last Elected	No. of Term/Years
Alliance Global Group, Inc. (the parent company)	Director and Treasurer	Feb 2007	June 2024	17
Megaworld Corporation	Director	Aug 1989	June 2024	34
	Treasurer	Aug 1989	June 1995	6
MREIT, Inc.	Director	May 2021	June 2024	4

**Ms. Tan relinquished her position as Director of Megaworld Corporation on 07 October 2024.*

She is a Director and Treasurer of Emperador Distillers, Inc. since 2003, and of Alliance Global Brands, Inc., Yorkshire Holdings, Inc., Emperador Brandy, Inc., Progreen Agricorp, Inc., Cocos Vodka Distillers Philippines, Inc., Zabana Rum Company, Inc., Dew Dreams International, Inc., and The World's Finest Liquor, Inc. She is concurrently Chairman of Andresons Global, Inc. and Chairman and President of Choice Gourmet Banquet, Inc.; Director and President of The Andresons Group, Incorporated, Consolidated Distillers of the Far East, Inc., and Raffles & Company, Inc.; Director and Corporate Secretary of The Bar Beverage, Inc., and Director of Altavision Resources, Inc., Globaland Holdings, Inc., Le Bristol Holdings, Inc., Anglo Watsons Glass, Inc., Alcazar De Bana Holdings Company, Inc., Emperador International Limited, Kenrich Corporation, McKesterPik-Nik International Limited, Megaworld Cayman Islands, Inc., and Venezia Universal Limited. Mrs. Tan graduated from St. Scholastica's College with a degree in Nutrition.

Dina D.R. Inting
Chief Financial Officer, Corporate Information Officer and Compliance Officer

Ms. Inting was first elected as Compliance Officer and Corporate Information Officer on 28 August 2013. She holds position in the following other listed company:

Listed Company	Position	Date First Appointed/ Elected	Date Last Appoint/Elected	No. of Terms/Years
Alliance Global Group, Inc.	Chief Financial Officer (Principal Financial Officer)	January 1995	June 2024	30
	Compliance Officer	August 2005	June 2024	19
	Corporate Information Officer	August 2002	June 2024	22
	Chief Audit Executive	July 2024		

She is currently director of Progreen Agricorp, Inc. and Adams Properties, Inc. She gained an extensive experience in the fields of audit, comptrollership, treasury, finance, branch operations and personnel management from her previous employments in SGV & Co., Raffles & Company, Inc. and First Oceanic Property Management, Inc. She is a Cum Laude graduate of Bachelor of Science in Commerce major in Accounting, Honors Program, at the Philippine College of Commerce (Polytechnic University of the Philippines), holds a certificate in Organizational Development from the Ateneo de Manila University, and is a Certified Public Accountant.

Anna Michelle T. Llovido
Corporate Secretary

Ms. Llovido was first elected as Assistant Corporate Secretary on 20 May 2019 until her appointment as Corporate Secretary on April 30, 2020. She holds position in the following other listed company:

Listed Company	Position	Date First Elected	Date Last Elected	No. of Term/Years
Megaworld Corporation	Corporate Secretary	August 2014	June 2024	10

Ms. Llovido concurrently serves as Chief Counsel for Corporate Affairs and EPR Officer of Emperador Distillers, Inc. She is an experienced in-house counsel with 19 years of practice in mergers and acquisitions, financing, regulatory compliance, transactional contracts negotiation, data privacy, litigation, labor and intellectual property law. She is the data protection officer of Emperador Inc. and Emperador Distillers, Inc. and the Corporate Secretary of The World's Finest Liquor Inc.

Prior to her employment in Emperador Distillers, Inc., Ms. Llovido was a Manager at Reeves & Associates International Corporation and was charged with the management of its Philippine representative office. She also served as Legal Counsel to Transnational Diversified Group, Inc. from May 2008 to September 2009 where she serviced the legal requirements of over 30 companies engaged in total logistics, ship management, air and travel services, and information and communications technology. She was an Associate Lawyer at Tantoco Villanueva De Guzman & Llamas law offices from April 2006 to April 2008. Ms. Llovido obtained her juris doctor degree in 2004 and Hotel and Restaurant Management in 1999 from the University of Santo Tomas.

Marydale C. Manato-Zoleta
Assistant Corporate Secretary

Ms. Manato-Zoleta was first appointed as the Corporation's Assistant Corporate Secretary on May 15, 2023. In addition to this role, she concurrently serves as the Legal Counsel of Emperador Distillers, Inc. and as the Assistant Corporate Secretary and Data Protection Officer of The World's Finest Liquor Inc.

Prior to her employment in Emperador Distillers, Inc. she was the Data Protection Officer of Bank of Makati, Inc. and was responsible in ensuring the bank's compliance with data privacy laws. She also served as Senior Corporate Affairs Officer/Data Protection Officer of Anchor Land Holdings, Inc. from September 2019 to October 2021 and handled various regulatory compliance requirements, prepared, reviewed and negotiated contracts, rendered advisory opinions on day-to-day corporate and labor matters, drafted pleadings, and assisted in preparing cases for trial. She was a Junior Associate Lawyer at Dinsay Caguioa & Associates law offices from February 2018 to September 2019. She obtained her Juris Doctor degree in 2017 from the Pamantasan ng Lungsod ng Maynila and her undergraduate degree in Legal Management in 2011 from the San Beda College (now San Beda University).

Mary Grace P. Maralit
Chief Audit Officer and Chief Risk Officer

Ms. Maralit was first appointed as the Corporation's Chief Audit Executive and Chief Risk Officer on May 15, 2023. Ms. Maralit concurrently serves as Corporate Audit Director of Emperador Distillers, Inc. She joined Emperador Distillers, Inc. in 2013. She is a Certified Public Accountant with 19 years of finance and audit experience. Prior to her employment in Emperador Distillers, Inc., she was an Audit Manager at Ernst & Young, Ltd. and KPMG Laya Mananghaya. She graduated from Far Eastern University in 2003 with the degree of Bachelor of Science in Accountancy.

Kenneth V. Nerecina
Investor Relations Officer

Mr. Nerecina has been the Investor Relations Officer of Emperador Inc since 2013. Prior to that, he had years of experience as an equity analyst and head of equity research. Mr. Nerecina obtained his bachelor's degree in Mathematics in 1990 from the Ateneo de Manila University.

The Corporate Governance Committee and Independent Directors

SRC Rule 38 and the Company's Revised Manual on Corporate Governance provides that the nomination and election of independent directors shall be conducted in accordance with the following rules:

1. Nomination of independent directors shall be conducted by the Corporate Governance Committee prior to a stockholders' meeting. All recommendations shall be signed by nominating stockholders and shall bear the conformity of the nominees.
2. The Corporate Governance Committee shall pre-screen the nominees and prepare a final list of candidates.
3. The final list of candidates shall contain the business and/or professional experience of the nominees for independent directors, which list shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the Company is required to submit to the Commission. The name of the person or group of persons who recommended the nominees for independent directors shall be identified in such report including any relationship to the nominees.
4. Only nominees whose names appear in the final list of candidates shall be eligible for election as independent directors. No other nominations shall be entertained after the final list of candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.
5. The conduct of the election of independent directors shall be made in accordance with the standard election procedures of the Company in its By-laws, subject to pertinent laws, rules and regulations of the Commission.
6. It shall be the responsibility of the Chairman of the Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors. He shall ensure those independent directors are elected during the stockholders' meeting.
7. In case of failure of election for independent directors, the Chairman of the Meeting shall call a separate election during the same meeting to fill up the vacancy.

The Company complies with The Securities and Regulation Code and its Amended Implementing Rules and Regulations and with the Revised Manual on Corporate Governance and has at least two (2) independent directors in its Board of Directors, who are each independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in the Company. An independent director should have at least one (1) share of the Company's common stock, a college graduate or has been engaged or exposed to the business for at least five (5) years, and possesses integrity/probity and assiduousness. Pursuant to SEC Memorandum Circular 19, Series of 2016, the Board's independent directors should serve for a maximum cumulative term of nine years. After which, the independent director should be perpetually barred from re-election as such in the same company, but may continue to qualify for nomination and election as a non-independent director. In the instance that the company wants to retain an independent director who has served for nine years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual stockholders' meeting. Reckoning of the cumulative nine-year term is from 2012. Any term beyond nine years for an Independent Director is subjected to particularly rigorous review, taking into account the need for progressive change in the Board to ensure an appropriate balance of skills and experience. However, shareholders may, in exceptional cases, choose to re-elect an independent director who has served for nine years. In such instances, the Board must provide a meritorious justification for the re-election.

Nominees

Directors are elected annually by the stockholders at the annual stockholders' meeting to serve until the election and qualification of their successors. The Corporate Governance Committee composed of Enrique M. Soriano III as Chairman and Jesli A. Lapus and Ho Poh Wah as members accept nominees to the Board of Directors, including nominees for independent directors.

The Committee is responsible for screening and qualifying the list of nominees. The following is the complete and final list of nominees for members of the Board of Directors:

1. Katherine L. Tan
2. Winston S. Co
3. Kendrick Andrew L. Tan
4. Kevin Andrew L. Tan
5. Jesli A. Lapus - Independent Director
6. Ho Poh Wah (Jason Ho) – Independent Director
7. **Jose Rene Gregory D. Almendras** – Independent Director

JOSE RENE GREGORY D. ALMENDRAS

Nominee for Director (Incoming Independent Director)

Mr. Almendras, 65, Filipino, has vast experience in both the private and public sectors. He currently serves as a consultant at Ayala Corporation (AC). Previously, he held the position of Senior Managing Director and Head of the Public Affairs Group. Over more than two decades with the Ayala Group, he served as CEO of seven (7) companies and held various positions on the management committees of the holding companies.

He spent 13 years with the Citibank group where he started as a management trainee and landed his first CEO position as President of City Savings Bank of the Aboitiz Group at the age of 37. Mr. Almendras was Treasurer of Aboitiz Equity Ventures and Aboitiz and Company before President of City Savings Bank. In 2001, he was hired by Ayala Land to take over as CEO of Cebu Holdings Inc. and Cebu Property Ventures concurrently head of Ayala Land VisMin. He eventually occupied several other roles in Ayala Land as a member of the management committee prior to moving to Manila Water. In 2007, he was moved to Manila Water as COO to eventually take over as President from April 2009 to June 2010.

In 2011, the World Economic Forum recognized him and Manila Water Company as a Sustainability Champion while he was President thereof. During his stint as MWCI President and Chief Operating Officer, the company received multiple awards and was recognized as one of the Best Managed Companies in Asia, Best in Corporate Governance, one of the Greenest Companies in the Philippines and hailed as the world's Most Efficient Water Company.

As a public servant, he served in various high-level positions, namely, Secretary of Energy, Cabinet Secretary and Secretary of Foreign Affairs. In June 2016, Rene was awarded the Order of Lakandula, Rank of Gold Cross Bayani, a Presidential award and the highest honor given to a civilian by the Republic of the Philippines. The award was President Aquino's recognition of his exemplary service during his administration.

In 2024, he was the 76th President of the Management Association of the Philippines (MAP). He is a Board Member of the Center for Family Ministries of the Ateneo de Manila, and a Board Member of the Institute for Regional Security, a Regional Organization based at Deakin University in Canberra, Australia. Mr. Almendras has all the qualifications, which includes his qualifying share in the capital stock of the Company, and none of the disqualifications to serve as an independent director of the Company.

This year's nominees for directors include three (3) persons who qualify as independent directors. Mr. Kevin Andrew L. Tan nominated the incumbent Independent Director Mr. Jesli A. Lapus as Independent Director, while Mr. Winston S. Co nominated the incumbent Independent Director, Mr. Ho Poh Wah (Jason Ho), for another term. Dr. Andrew L. Tan nominated Jose Rene Gregory D. Almendras as an

Independent Director. The Directors who made the nominations are not related by consanguinity or affinity up to the fourth civil degree to nominees, Messrs. Lapus, Ho, and Almendras.

The above disclosures on the business experience of the named directors, officers, and nominees, all cover the past five (5) years.

Disagreements with the Company

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' meeting because of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Significant Employees

While the Company values its workforce, the business of the Company is not highly dependent on the services of personnel outside of Senior Management.

Family Relationships

Chairman Andrew L. Tan is married to Treasurer Katherine L. Tan while their sons, Kendrick Andrew L. Tan and Kevin Andrew L. Tan, are also Directors. Kendrick is currently serving as director of Anglo Watsons Glass, Inc. and Executive Director and Corporate Secretary of EDI. Kevin is currently serving as Director of other listed companies: Alliance Global Group, Inc. (where he is the Vice-Chairman, CEO and President), MREIT, Inc. (where he is the President and CEO), Global-Estate Resorts, Inc. and Empire East Land Holdings, Inc. and Executive Director of Megaworld Corporation.

Involvement in Legal Proceedings

The Company is not aware of the occurrence during the past five (5) years up to the date hereof of any of the following events that are material to an evaluation of the ability or integrity of any director, any nominee for election as director, or executive officer:

1. Any bankruptcy petition filed by or against any business of a director, nominee for election as director, or executive officer who was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. Any conviction by final judgment in a criminal proceeding, domestic or foreign, or a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
3. Any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
4. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law of regulation, and the judgment has not been reversed, suspended, or vacated.

Certain Relationships and Related Transactions

The Company's policy with respect to related party transactions is to ensure that these are entered into on terms comparable to those available to unrelated third parties. All transactions involving related parties are conducted in strict adherence to the principle of arm's length dealings to ensure that the same are executed at fair market value, with the goal of ensuring fairness and the best interests of the Company's stakeholders, as well as preventing potential conflicts of interests.

Except for the material related party transactions described in the notes to the consolidated financial statements of the Company for the years 2024 to 2023 (*please see as filed in here*), there has been no

material transaction during the last two years, nor is there any material transaction currently proposed, to which the Company was or is to be a party, in which any director or executive officer, any nominee for election as director, stockholder of ten percent (10%) or more of the Company's voting shares, and any member of the immediate family (including spouse, parents, children, siblings, and in-laws) of any such director or officer or stockholder of ten percent (10%) or more of the Company's voting shares had or is to have a direct or indirect material interest.

Item 6. Compensation of Directors and Executive Officers

The following table identifies the Company's Chief Executive Officer and the four most highly compensated executive officers and summarize their aggregate annual compensation in the last two completed years and the estimated aggregate compensation for the ensuing year. Such compensation is received from EDI and none from the Company.

	Name and principal position	Year	Salary (P) '000	Bonus (P)	Other Annual Compensation
CEO	Winston S. Co, President				
A	Katherine L. Tan, Treasurer				
B	Kendrick Andrew L. Tan, Executive Director				
C	Glenn Manlapaz, Director for Asia and the Pacific				
D	Edwin Jaranilla, VP-Production				
	Total - President and four most highly compensated executive officer	2023 2024 2025 (estimate)	36,842 37,460 39,008		None None None

The following table identifies the compensation of each of the Board of Directors:

	Name of Director	Per Diem 2023 (P) '000	Per Diem 2024 (P) '000	Per Diem 2025 (P) '000 (estimate)
1	Andrew L. Tan, Chairman	75	150	75
2	Winston S. Co, Director	75	150	75
3	Kendrick Andrew L. Tan, Director	75	150	75
4	Kevin Andrew L. Tan, Director	75	150	75
5	Enrique M. Soriano III, Independent	1,060	1,000	1,000*
6	Jesli A. Lapus, Independent Director	1,060	1,000	1,000
7	Ho Poh Wah (Jason Ho)	1,000	1,000	1,000
8	Katherine L. Tan, Director	75	n/a	n/a
[1to8]	Total – Directors' Per Diem	3,495	3,600	3,300

**For his replacement.*

The Company's By-Laws stipulates that, except for reasonable per diem, directors, as such, are entitled to receive only such compensation as may be granted to them upon the recommendation of the Corporate Governance Committee and subsequent approval by vote of stockholders representing at least a majority of outstanding capital stock at a regular or special meeting of stockholders. In no case shall the total yearly compensation of directors, as such, exceed 10% of the net income before tax of the Corporation for the preceding year. In the last two completed years, directors received per diem only from the Company.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements

There are no employment contract between the Company and a named executive officer; and no compensatory plan or arrangement, including payments to be received from the Company, with respect to a named executive officer, that results or will result from the resignation, retirement or any other termination of such executive's employment with the Company and its subsidiaries or from a change-in-control of the Company or a change in the named executive officer's responsibilities following a

change-in-control and amount involved, including all periodic payments or installments, exceeds P2.5 million.

Warrants and Options Outstanding held by Directors or Officers

On December 15, 2014, stockholders representing more than 2/3 of the subscribed and outstanding capital stock of the Company approved an Employee Stock Option Plan (the "Plan") for qualified employees of the Company and its subsidiaries. On August 17, 2021, the BOD approved an Amended Plan which provided certain amendments. On March 26, 2024, the Securities and Exchange Commission confirmed that the issuance of One Hundred Seventy Million (177,000,000) common shares to eligible optionees is exempt from registration requirements pursuant to SRC Rule 10.2.

At a special meeting of stockholders on November 14, 2024, those holding at least 2/3 of the Company's voting shares approved and ratified the extension of the Amended Plan's validity and effectivity period for an additional period of three (3) years, from December 15, 2024 to December 14, 2027, under the existing terms and conditions.

Under the Plan, and Amended Plan, stock options may be granted within ten (10) years from the approval of the Plan by stockholders of the Company owning at least 2/3 of its outstanding capital stock. The exercise price shall be at most a 15% discount from the volume weighted average closing price ("VWAP") of the Company's common shares for the nine months immediately preceding the date of grant; and, for the first batch of options granted, the exercise price shall be at P7.00/share. The Company shall reserve up to 1,000,000,000 common shares representing 5% of the authorized capital stock for issuance pursuant to the Plan.

The Plan shall be administered by the Corporate Governance Committee of the Board, which shall determine the eligible participants of the Plan for a particular calendar year as well as the number of shares to be covered by each option so granted, taking into consideration their position and responsibilities, nature and value of their services and accomplishments, and their present and potential contribution to the success of the Company and subsidiaries, and such other factors as the Committee may deem relevant.

The purpose of the Plan is to enable qualified employees of the Company and subsidiaries to participate in the growth of the group, thereby encouraging long-term commitment and to encourage senior management to develop and train future leaders that will continue business growth and success of the group.

The stock options shall generally vest on the 60th birthday or the date of retirement of the option holder ("Option Holder" or "grantee") provided that the Option Holder has continuously served for 11 years after the Option Offer Date or 3 years for Option Holder who has continuously served for at least 20 years before the Option Offer Date, and may be exercised within 5 years from vesting date, subject to the terms and conditions of the Amended Plan.

On November 6, 2015, stock options were granted to qualified employees giving them the right to subscribe to a total of 118 million common shares of the Company at the exercise price of P7.00 per share, out of which a total of 9 million share options were cancelled as of December 31, 2022 due to resignations.

On March 15 and August 25, 2021, stock options were granted to qualified employees to subscribe to 20 million and 55 million common shares of the Company at an exercise price of P10.10 and P10.65 per share, respectively.

On February 11, 2022, stock options were granted to a qualified employee to subscribe to 5 million shares of the Company at an exercise price of P13.95 per share.

No stock options have been exercised as of December 31, 2024.

Item 7. Independent Public Accountants

Punongbayan & Araullo (“P&A”) is the recommended principal auditor for 2025. It audited the Company’s consolidated financial statements for the years 2013 to 2024. In compliance with Revised Securities Regulation Code Rule 68, Part I, 3(B)(ix), Rotation of External Auditors, which adopted the provisions on long association of external auditors (including partner rotation) with public-interest-entity audit client as prescribed in the Code of Ethics for Professional Accountants in the Philippines, and as adopted by the Company, the engagement partners are rotated or changed every [maximum] seven years (‘time-on’ period). To date, the engagement partners have been rotated on a shorter time-on period and none had served for seven years. For 2024 and 2023 audits, Mr. Ramilito L. Nañola is the lead engagement partner.

Representatives of Punongbayan & Araullo are expected to be present at the Meeting. 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.

External audit fees and services

The combined fees billed by P&A for the audit of the 2024 and 2023 annual financial statements of the Company and its subsidiaries, excluding out-of-pocket expenses, totaled P6.8 million and P6.3 million, respectively. The services are those normally provided in connection with statutory and regulatory filings or engagements.

Tax fees and all other fees

There were no separate tax fees and no other fees billed by P&A to EMI for the last two fiscal years.

Approval of services

The above services have been approved by the Audit Committee through the internal policies and procedures of approval. The incumbent Audit Committee is composed of Enrique M. Soriano III as Chairman and Jesli A. Lapus and Kevin Andrew L. Tan as members. Messrs. Soriano and Lapus are independent directors. The auditors’ appointments were endorsed to and approved by the Board of Directors, and then by the stockholders at the annual stockholders’ meetings.

Changes in and disagreements with accountants on accounting and financial disclosure

P&A issued an unqualified opinion on the consolidated financial statements. There are no disagreements with them on any matter of accounting principles or practices, financial statement disclosures, and auditing scope or procedure which, if not resolved would have caused the auditors to make reference thereto in its reports.

Information Incorporated by Reference

Financial Statements of the Company and its subsidiaries as of 31 December 2024 as well as the Management’s Discussion and Analysis of Operations and Financial Condition for the corresponding periods are included in the Company’s Management Report and are incorporated herein by reference.

C. OTHER MATTERS

Item 8. Action with Respect to Reports

The Minutes of the Annual Meeting of Stockholders held on 24 June 2024, attached herewith as Annex “B-1” and the Minutes of the Special Stockholders Meeting held on 14 November 2024, attached herewith as Annex “B-2” will be submitted to the stockholders for approval. The Minutes of Annual Meeting of Stockholders refer to the adoption of stockholder’s resolutions pertaining to the following matters: approval of Minutes of the Annual Stockholders’ Meeting held on 15 May 2023; appointment

of independent auditors; ratification of acts and resolutions of the Board of Directors, Board Committees, and Officers; and election of directors, while the Minutes of the Special Stockholders Meeting refer to the adoption of stockholder's resolutions pertaining to the following matters: (1) extension of the validity and effectivity period of the employee stock option plan, as amended, for an additional period of three (3) years or from 15 December 2024 to 14 December 2027, under the existing terms and conditions; (2) the amendment of the Corporation's By-Laws, particularly, the amendments to Article II, Sections 3 and 4; Article III (Board of Directors), Sections 2, 8 and 14; Article III (Committees) paragraphs A, C, D & E; and Article IV, Sections 1 and 5 of the Amended By-Laws, in order to: (i) comply with the provisions in the Revised Corporation Code, and other relevant rules and regulations and good corporate governance standards; (ii) to allow the holding of stockholders' meeting fully or partially through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission, and to allow stockholders in the Singapore Exchange to participate in meetings and consistent with prevailing practices by publicly-listed corporations; (iii) to formalize the sending of notices to be done via electronic and other efficient means; (iv) to transfer or merge the functions of the former Nomination Committee and Compensation and Remuneration Committee to the Corporate Governance Committee, consistent with the provisions of the Manual on Corporate Governance of the Corporation; (v) to correct the references to the appropriate committees pursuant to SEC Memorandum Circular 19, series of 2016 or the Code of Corporate Governance for Publicly Listed Companies; and, (vi) to provide distinction between elected and appointed positions and officers and the institutionalization of the position of the Assistant Corporate Secretary.

The approval or disapproval of the Minutes will constitute merely an approval or disapproval of the correctness of the minutes but will not constitute an approval or disapproval of the matters referred to in the Minutes.

Item 9. Amendment of Charter, By-Laws or Other Documents

The amendments of Article II, Section 1; Article III (Committees) paragraphs D and E; and Article IV, Sections 1 and 2, of the Amended By-Laws, which were approved by the Board of Directors on April 16, 2025, shall be submitted for the stockholders' consideration and approval at the Annual Stockholders' Meeting. The details regarding the amendment and the rationale thereof are provided below:

Existing	Proposed Amendment	Rationale for the Amendments
ARTICLE II – MEETING OF STOCKHOLDERS Section 1. <u>Regular Meetings.</u> – The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on the third Monday of May of each year or, if a legal holiday, on the day following.	ARTICLE II – MEETING OF STOCKHOLDERS Section 1. <u>Regular Meetings.</u> – The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on the <u>last Wednesday of June of each year</u> or, if a legal holiday, on the day following.	To set the annual stockholders' meeting at a later date - on the last Wednesday of June of each year - to give the Company ample time to prepare and fully comply with the relevant regulations of the Securities and Exchange Commission concerning the conduct of the said meeting.
ARTICLE III – COMMITTEES D. Other Committees The majority of all the members of the Board of Directors may, by resolution, create other committees that the Board may deem necessary in the management of the Corporation's affairs, with such powers and functions as may be delegated to	ARTICLE III – COMMITTEES <u>D. Executive Committee. The Board of Directors shall constitute an Executive Committee which shall be composed of not less than three (3) members of the Board of Directors to be appointed by the Board.</u> <u>The Executive Committee shall act</u>	To create an Executive Committee that can timely address the day-to-day operational concerns of the Company, thereby allowing the Board of Directors to devote their time and attention to more pressing and important matters.

<p>them by the Board. All such committees shall keep a record of their proceedings and report the same to the Board, whenever required. The Board shall have the power to appoint and remove the members of such committees and may at any time, with or without cause, dissolve any such committees.</p>	<p><u>by majority vote of all its members on matters within the competence of the Board of Directors, except with respect to the : (i) approval of any action for which shareholders' approval is also required; (ii) filling of vacancies in the Board; (iii) amendment or repeal of By-Laws or the adoption of new By-Laws; (iv) amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; and, (v) distribution of cash dividends to shareholders.</u></p> <p><u>E. Other Committees</u></p> <p>The majority of all the members of the Board of Directors may, by resolution, create other committees that the Board may deem necessary in the management of the Corporation's affairs, with such powers and functions as may be delegated to them by the Board. All such committees shall keep a record of their proceedings and report the same to the Board, whenever required. The Board shall have the power to appoint and remove the members of such committees and may at any time, with or without cause, dissolve any such committees.</p>	
<p>ARTICLE IV – OFFICERS Section 1. Election/Appointment. –</p> <p>Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, and the President, who shall both be members of the Board of Directors. The Board shall appoint one or more Vice- Presidents, the Treasurer, Corporate Secretary, and an Assistant Corporate Secretary at the said meeting.</p> <p>The Board may, from time to time, appoint such officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.</p>	<p>ARTICLE IV – OFFICERS Section 1. Election/Appointment. –</p> <p>Immediately after their election, the Board of Directors shall formally organize by <u>appointing the Chairman Emeritus;</u> and <u>electing the Chairman of the Board, and</u> the President, <u>the latter two</u> shall both be members of the Board of Directors. The Board shall appoint one or more Vice-Presidents, the Treasurer, Corporate Secretary and an Assistant Corporate Secretary at said meeting.</p> <p>The Board may, from time to time, appoint such officers as it may determine to be necessary or proper. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.</p>	<p><u>To formalize the position of 'Chairman Emeritus' as an honorary title conferred by the Board of Directors to a person who has rendered outstanding, exemplary, and unselfish contribution to the Corporation, and has served as Chairman of the Board of Directors of the Corporation for at least ten (10) years, and who shall act as a principal advisor of the Board and the management.</u></p>

<p>ARTICLE IV – OFFICERS</p> <p>Section 2. <u>Chairman of the Board.</u> - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.</p>	<p>ARTICLE IV – OFFICERS</p> <p>Section 2. <u>(A) Chairman Emeritus.</u> <u>The Board may confer the honorary title of Chairman Emeritus, who need not be a director, upon the recommendation of the Corporate Governance Committee to a person who has rendered outstanding, exemplary and unselfish contribution to the Corporation, and has served as Chairman of the Board of Directors of the Corporation for at least ten (10) years. The Chairman Emeritus may participate, without voting therein, in any and all meetings and deliberations of the Board of Directors. The Chairman Emeritus may likewise act as the principal advisor of the Board in the decision making and of management in directing the Corporation to attain and sustain its long-term goals. He shall hold office until he/she is relieved by the vote of at least two thirds (2/3) of the total membership of the Board of Directors.</u></p> <p><u>(B)</u> Chairman of the Board. - The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.</p>	<p>To formalize the position of ‘Chairman Emeritus’ as an honorary title conferred by the Board of Directors to a person who has rendered outstanding, exemplary, and unselfish contribution to the Corporation, and has served as Chairman of the Board of Directors of the Corporation for at least ten (10) years, and who shall act as a principal advisor of the Board and the management.</p>
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Item 10. Other Proposed Action

Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Officers

The stockholders will be asked to ratify all acts and resolutions of the Board of Directors, Board Committees, and of Management adopted and taken during the period up to the date of the Meeting. These include, among others, the internal procedures for participation in meetings and voting through remote communication or *in absentia*, the appointment of officers in the corporation, opening and maintenance of bank accounts and other bank transactions, approval of the acquisition of Destileria Los Danzantes S.A. de C.V. (“Los Danzantes”), through the Corporation’s Mexican subsidiary Casa Pedro Domecq, appointment of proxies and nominees, designation of authorized contract signatories and representatives, appointment of attorneys-in-fact, matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange, approval of agreements, projects, investments, financing, and treasury-related matters in the ordinary course of business of the Company,

and other similar activities of the Company. The acts of the officers were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business.

Item 11. Voting Procedures

Vote Required

In the election of directors, the seven (7) nominees garnering the highest number of votes will be elected as members of the board of directors, provided that there shall always be elected at least three (3) independent directors in the Company's board of directors.

For all the other matters proposed to be acted upon, the vote of a majority of the outstanding capital stock will be required for approval.

Method of Counting of Votes

Each holder of common share will be entitled to one (1) vote with respect to all matters to be taken up during the Meeting; provided, that in the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected or 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 further, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

There will be seven (7) persons to be elected to the Company's board of directors, including at least three (3) independent directors. In the event that the number of nominees to the board of directors exceeds the number of board seats, voting shall be done by ballot. However, if the number of nominees to the board of directors does not exceed the number of board seats, voting will be done by a show of hands. Election inspectors duly appointed during the meeting shall be responsible for counting the number of votes, subject to validation by representatives of Punongbayan & Araullo, the Company's external auditors.

The Company undertakes to provide without charge to a stockholder a copy of the Annual Report on SEC Form 17-A upon written request addressed to Ms. Dina D.R. Inting, Chief Financial Officer, Corporate Information Officer and Compliance Officer, at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: 05 May 2025

EMPERADOR INC.

By:



DINA D.R. INTING

Chief Financial Officer, Corporate Information
Officer and Compliance Officer

MANAGEMENT REPORT AS REQUIRED BY SRC RULE 20

1. BUSINESS

BUSINESS DEVELOPMENT

Overview

EMPERADOR INC. (“the Company” or “the Parent Company” or “EMI” or “Emperador”) is a holding company which operates an integrated global business of manufacturing, bottling and distributing distilled spirits and other alcoholic beverages from the Philippines, United Kingdom, Spain and Mexico through its subsidiaries. The Company was incorporated in the Philippines on November 26, 2001.¹

At present, EMI and its subsidiaries (collectively referred to as “the Group”) has a wide range of products in its portfolio across multiple price segments – from accessible to luxury – and an international reach to at least 116 countries. The Group’s brandy and Scotch Whisky portfolios include some of the oldest and best-recognized brands in the world, including brands with centuries-old legacies. The Group has acclaimed renown as the world’s largest brandy producer, leading the brandy segment in the Philippines and Spain, and the world’s fifth largest Scotch whisky producer².

Emperador has established its identity in the Philippine alcoholic beverages business as producer of high-quality liquor and innovative products – predominated by its own brand ‘Emperador Brandy’ which was introduced in 1990 through **Emperador Distillers, Inc.** (“EDI”), the Philippines’ largest liquor company and the world’s largest brandy producer³. This strong presence was further fortified by ensuing offshore acquisitions.

EMI has grown from a Philippine company to a global player with heritage brands under its portfolio. It has enriched its heritage through the acquisition of century-old businesses in Jerez, Spain (known as the world capital of sherry wine and home of the Brandy De Jerez) and in Scotland, United Kingdom (home of Scotch whisky), which themselves were acclaimed as being the first and oldest facility in Spain and the fifth largest Scotch whisky manufacturer in the world, respectively. These were immediately followed by the acquisition of popular brands and half-century-old business in Mexico that traced its roots in Jerez.

Currently, the Group is organized into two business segments –Brandy and Scotch Whisky.

The Company first listed its shares in the Philippine Stock Exchange, Inc. (“PSE”) on December 19, 2011. On July 14, 2022, the Company successfully listed on the Main Board of the Singapore Exchange Securities Trading Ltd. (“SGX-ST”) - the first PSE-primary listed company to conduct a secondary listing on a foreign exchange. This secondary listing marked the latest step in its ambitious plans for future international growth. The Company’s shares are currently trading in both exchanges under the symbol ‘EMI’.

The Group belongs under the umbrella of **Alliance Global Group, Inc.** (“AGI”), the ultimate holding company, a Philippine publicly-listed company trading under the symbol ‘AGI’. AGI is a conglomerate with diversified businesses in real estate development, food and beverage, quick-service restaurants, and leisure-tourism-entertainment. As of December 31, 2024, AGI directly holds 79.48% ownership interest in Emperador.

¹EMI was incorporated under the name of Touch Solutions, Inc. which was a shell company prior to AGI acquisition. On August 28, September 16 and September 27, 2013, the Board of Directors, stockholders and Philippine Securities and Exchange Commission (“SEC”) respectively approved the change in corporate name to ‘Emperador Inc.’.

²46th Scotch Whisky Industry Review 2023

³2024 International Wines and Spirits Record (“IWSR”) drinks market analysis, 2023 dataset.

Transformation

In 2013, the Company transformed into a holding company and increased its capitalization base to P20 billion.⁴ In a series of transactions in August and September 2013, AGI acquired majority control (88% ownership interest at that time) and the Company concurrently acquired 100% ownership in EDI from AGI. Consequently, the Company became a subsidiary of AGI and the immediate parent of EDI (see Note 24.1 to the Consolidated Financial Statements). This acquisition was accounted for as a reverse acquisition of a non-operating shell company⁵ wherein the legal subsidiary EDI is deemed as the acquirer and Company, which is the legal parent, is deemed as the acquired. The Company's consolidated financial statements, thus, became a continuation of EDI and its subsidiaries⁶. As of December 31, 2024, AGI directly holds 79.48% ownership interest in EMI.

International Expansion

On October 31, 2014, Emperador, through its indirect wholly-owned subsidiary, **Emperador UK Limited ("EUK")**, completed a deal signed on May 9, 2014, for the acquisition of the entire issued share capital of **Whyte and Mackay Group Limited ("WMG" or "Whyte and Mackay")** from United Spirits (Great Britain) Limited, an indirect wholly-owned subsidiary of United Spirits Limited ("USL"), at an enterprise value of £430 million.⁷

On December 4, 2014, with the completion of the Whyte and Mackay acquisition as a condition precedent to its entry, Singapore sovereign wealth fund **GIC Private Ltd. ("GIC")**, through its private equity arm, **Arran Investment Pte. Ltd. ("Arran")**, initially invested P17.6 billion in the Company split into 70%-equity and 30%-equity-linked securities ("**ELS**"), which is convertible to equity between 2 to 7 years. Through this initial investment, Arran acquired 7% ownership interest in EMI and AGI's interest was diluted to 81%. In 2017, additional new shares were issued to Arran in consideration for the three-year accrued interest on the ELS. On February 5, 2020, Arran partly converted a portion of its ELS into EMI shares ("Tranche 1 Shares") which EMI issued from its treasury. On December 3, 2021, Arran elected to exercise its conversion right in respect of the remaining balance of the ELS ("Tranche 2 Shares"). The Company was given an initial period until February 28, 2022 to issue the Tranche 2 Shares ("Conversion Period"). The Conversion Period went through a number of modifications, the latest of which is its extension up to August 12, 2025. While the Tranche 2 shares remain unissued, they shall continue to earn variable interest which is at same rate and terms as the Company's dividends to shareholders. As of December 31, 2024, Arran held 9.5% of EMI's outstanding shares.

On February 29, 2016, EMI, through its indirect wholly-owned subsidiary **Bodegas Fundador S.L.U. ("Bodegas Fundador")**, acquired Beam Suntory's Spanish brandy and sherry business in Jerez de la Frontera, the brandy capital of Spain. The purchase included the iconic brands of 'Fundador', the Philippines' best-selling premium imported brandy; 'Terry Centenario', Spain's number one selling brandy; 'Tres Cepas', the number one brandy in Equatorial Guinea; and 'Harveys', the number one selling sherry wine in the United Kingdom. It also included production facilities, ageing cellars, vineyards and blending and bottling facilities. The all-cash offer was agreed at a value of €275 million. The completion of the purchase marked the birth of the world's biggest brandy company, and a new era began not only for Emperador and Fundador but for the whole brandy and sherry industry in Spain.

On December 1, 2016, **Bodega Las Copas S.L. ("BLC")**, a joint-venture company of Grupo Emperador Spain S.A.U. ("**GES**") and **Gonzalez Byass, S.A. ("Gonzalez Byass")**, signed an agreement to acquire the Domecq brandy and wine trademarks and related assets from the Mexican and Spanish subsidiaries of Pernod Ricard S.A. plus the Domecq inventories. The transaction included the Domecq brand portfolio of Mexican brandies 'Don Pedro', 'Presidente' (the first Mexican brandy) and 'Azteca de Oro'; and 'Domecq' and 'Brandy Domecq' brands for Brazil and Colombia (collectively, "**Domecq brand**

⁴ On July 31, 2013 and September 5, 2013, the Philippine SEC approved the change in the Company's primary purpose to that of a holding company and the increase in its capitalization base to P20 billion, respectively.

⁵ In line with its transformation into a holding company, the Company disposed of its assets in April 2013.

⁶ Except for the capital structure which represents that of the Company. See 'EDI' under *Subsidiaries* here.

⁷ Emperador took the reins from the world's liquor giants - USL of India (the world's largest spirits company by volume) which was forced to put Whyte and Mackay up on sale because of UK anti-trust concerns, when London-based Diageo Plc (the world's leading premium drinks manufacturer) gained controlling interest in USL.

portfolio”) as well as the winery related to the production of Mexican wines in Ensenada, Mexico, together with the relevant inventories related to the Domecq brands in markets, including Spain, the US, Belgium and the Netherlands. On March 30, 2017, BLC, and the Mexican subsidiaries **Pedro Domecq S.A. de C.V.** and **Bodega Domecq S.A. de C.V.**, completed the sale transaction for €81 million.

On December 20, 2017, with the aim of streamlining the group’s structure and obtaining the greatest efficiency, GES and Gonzalez Byass approved the restructuring of BLC. This allowed the economic and organizational differentiation of the different lines of business by transferring the Domecq brand portfolio to a newly incorporated company, **Domecq Bodega Las Copas S.L. (“Domecq BLC”)**, effective September 1, 2017. The restructuring was implemented by means of, on the one hand, the partial spin-off of BLC, under which BLC transferred to Domecq BLC the majority stake in the Mexican company Pedro Domecq S.A. de C.V., and on the other hand, the acquisition by Domecq BLC of the majority stakes in two other Mexican companies, **Domecq Distribucion de Bebidas SA de CV (then known as Gonzalez Byass de Mexico S.A. de C.V.)** and Bodega Domecq S.A. de C.V., and of the Domecq brand portfolio worldwide. In 2019, Pedro Domecq S.A. de C.V. absorbed Bodega Domecq S.A. de CV, due to synergies of merging both companies. In 2021, Pedro Domecq, S.A. de C.V. merged with Domecq Distribución de Bebidas, S.A. de C.V. to maximize the synergies for both companies.

On June 4, 2022, BLC approved the split-off of its assets and liabilities related to the planting, cultivation and operation of vineyards, the production, ageing and manufacturing of wine, and the provision of vineyard planting and management services in favor of its fully owned subsidiary in Spain, **Viñedos del Río Tajo, S.L.U. (“Viñedos”)**. For its part, BLC keeps its activity regarding the distillation of wines and carries out the distribution of distilled wines through its fully owned Spanish subsidiary **Alcoholera de la Mancha Vinícola, S.A.U. (“Alcomasa”)**.

On January 30, 2025, Pedro Domecq S.A. de C.V. acquired 60% ownership over the shares of **Destilería Los Danzantes S.A. de C.V. (“Los Danzantes”)** for MXN 80 million. Los Danzantes is a pioneer in the mezcal industry and owns the brands 'Los Danzantes,' 'Alipús,' and 'Encantado.' Its production facilities are located in Oaxaca, Mexico.

SUBSIDIARIES

EDI

EDI, a wholly-owned subsidiary, is the leading brandy manufacturer and distributor in the Philippines⁸, and owns the leading brandy brand in the world⁹.

It was incorporated on June 6, 2003 and it acquired the brandy manufacturing assets and related brands led by ‘Emperador’ Brandy, from **Consolidated Distillers of the Far East, Inc. (“Condis”)** in January 2007. AGI subsequently acquired full ownership of EDI from **The Andresons Group, Inc. (“TAGI”)** and the Tan Family in February 2007. In the second half of 2013, AGI transferred its full ownership in EDI to EMI. This acquisition of EDI by EMI is accounted for similar to a reverse acquisition of a non-operating shell company, wherein the legal subsidiary, which is EDI, is deemed as the acquirer and the legal parent, which is the Company, is deemed as the acquired. Thus, Emperador’s consolidated financial statements prior to the acquisition date have been prepared as a continuation of the consolidated financial statements of EDI and its subsidiaries (collectively referred to as **“EDI Group”**), except for the capital structure which represent that of the Company.

Its flagship product is ‘Emperador Brandy’, the company’s first brandy label and launched in the Philippines in 1990. Since that time the ‘Emperador’ brand has become the number one local brandy in the Philippines and in the world based on volume¹⁰. Henceforth, the company continues to innovate its

⁸ Nielsen Retail Measurement as of December 31, 2024

⁹ Drinks International The Millionaires’ Club 2024 (dataset 2019-2023)

¹⁰ According to the 2020, 2021 2022 and 2023 IWSR data.

Emperador brand offerings. EDI introduced 'Emperador Light' in 2010 and 'Emperador Double Light' in 2019, in response to a growing market for alcoholic beverages with lower alcohol content. In March 2013, EDI began selling the 'Emperador Deluxe' brand which is being manufactured in Spain for export to Philippines. A couple of months earlier, the acquisition of Bodega San Bruno from one of the largest and oldest liquor and wine conglomerates in Spain allowed Emperador to own one of the world's best brandy stocks that are rare, high quality and aged for more than 40 years in Spain. In 2018, EDI takes on a promotional pair packaging of a mixer, 'Club Mix Lime Juice', a lime drink cordial, and 'Emperador Light' brandy that go perfectly well together as 'LimeLight' and 'GreenLight'. In 2019, 'Emperador Double Light', a lower alcohol premium drink made from imported Spanish brandies finely aged in sherry casks, was launched. Despite having lower alcohol content, the product is positioned for social enjoyment, rather than to boost intake. In the same year, EDI also introduced another pair packaging of a mixer using Club Mix Apple Tea cordial and Emperador Light or Double Light or The Bar. In 2022, EDI launched a line of innovative Emperador Premium Tower Cocktails at the on-trade channel expanding options on bar menus and offering a really exciting ingenuity of mixing a bottle of Emperador Light or Original with different flavors which drinkers can easily recreate at home.

EDI launched flavored vodka and gin beverages under 'The BaR' brand in April 2009. 'The BaR' became the first flavored vodka and gin products manufactured by a Philippine company. Different innovative variants were introduced in the following years to cater to changing consumers' preferences, growing young and social-media focused demographics and global trends.

EDI launched the ready-to-drink 'Smirnoff Mule', which is being manufactured and distributed under license from Diageo North America, Inc, in April 2015. A few months later, in October, EDI reintroduced 'Andy Player' whisky. 'Andy Player' is a popular drink in the '80s.

In 2015, EDI also began selling the Whyte and Mackay products locally. In March 2016, EDI assumed the distribution of 'Fundador' brandy in the Philippines. It was also in 2016 when EDI launched 'Tres Cepas Light', a new product of Bodegas Fundador at that time, into the Philippine market. In 2017, EDI started distributing Bodegas Fundador's 'Harveys Bristol Cream'.

In 2020, EDI launched 'So Nice' ultralight alcohol drink capitalizing on the strong Hallyu (Korean Wave) influence among Filipinos.

Since 2020, EDI has established a significant distribution footprint in at least sixty (60) countries. EDI continues to collaborate with distributors across these countries.

EDI also distributes Gallo wines and Pik-Nik shoestring-shaped potato snacks (a product of its affiliate in AGI group) as well as New York Club No. 1 Vodka (another product from the said affiliate).

It operates two manufacturing plants in Laguna. The main plant is being leased from its wholly-owned subsidiary **Tradewind Estates, Inc.** ("TEI" or "**Tradewind**") while the annex plant is owned by EDI. In 2020, EDI purchased several lots for its main warehouse in Cavite and completed construction in 2021.

EDI owns two distillery plants located in Balayan and Nasugbu, Batangas, both of which are being leased to and operated by its subsidiary **Progreen Agricorp, Inc.** ("**Progreen**").

Emperador International

Emperador International Ltd. ("**EIL**") is a business company incorporated in the British Virgin Islands on December 13, 2006. It is an investment and holding company which is the parent company of the Group's offshore subsidiaries. Its group is primarily responsible for the offshore investments and properties in Spain and United Kingdom. At present, voting rights to EIL is 84% and 16% directly held by EMI and EDI, respectively. Thus, it is 100% beneficially owned by EMI.

Emperador Spain

Emperador Asia Pte Ltd. (“EAsia”), a wholly-owned subsidiary of EIL, was incorporated in Singapore. It wholly owns **GES**, a public liability company in Spain, incorporated on September 28, 2011.

GES, is a wholly-owned subsidiary of EAsia, whose main activities are the production of wines, fortified wines, brandies and all types of alcoholic drinks, as well as the purchase and operation of any type of land and, in particular, vineyards. In 2013, it acquired **Bodega San Bruno, S.L.U. (“BSB”)**, a wholly-owned subsidiary, whose business activities involved the plantation, growing and operation of vineyards. BSB was incorporated on January 10, 2013.

The Spain group acquired vineyard estates in Toledo, called Daramezas and Bergonza, and in Madrid, called Monte Batres, in 2013-2014. And from hereon, the Spain group started growing.

In 2014, GES invested in **BLC**, a 50%-50% joint venture with Gonzalez Byass. Presently, BLC and its wholly-owned subsidiaries are engaged in the planting, cultivation and operation of vineyards, and the conversion and production of alcohol and spirits. The main industrial facilities are located at Jerez de la Frontera in Cadiz and Tomelloso in Ciudad Real.

Bodegas Fundador, a wholly-owned subsidiary of GES, incorporated on September 28, 2011 under its former name Brandy Emperador Spain, acquired the Spanish brandy and sherry business from Beam Suntory Inc. on February 29, 2016. The purchase includes Spain’s largest and oldest brandy cellars established in 1730 with sizeable brandy inventory aged more than 50 years; four iconic brands including ‘Fundador Brandy de Jerez’; production and bottling facilities, vineyards, distillery and winery facilities. Bodegas Fundador was consolidated starting March 2016. Bodegas Fundador’s wholly-owned subsidiary, **Harvey’s Cellars, S.L.U.** (formerly Destilados de la Mancha S.L.) held the Queen Elizabeth II Royal Warrant, granted as a mark of recognition to companies who have regularly supplied goods or services to the Royal Household.

On January 19, 2017, GES through **Complejo Bodeguero San Patricio, S.L.U. (“CBSP”)**, a wholly-owned subsidiary of GES at that time, incorporated on October 11, 2016, acquired the Grupo Garvey brands and associated inventories and casks and real estate properties. Bodegas Garvey, founded in 1780 by the Irish aristocrat William Garvey and based in Jerez de la Frontera, is one of the ancient brandy and sherry companies in Spain. In October 2020, the merger of CBSP (absorbed company) and Bodegas Fundador (surviving company) was registered, the effectivity retroacts to the start of the year, given the confluence of activities of both companies, in order to facilitate the use of common resources, a significant reduction and simplification of operating, administrative and structural costs, thus achieving greater competitiveness in business traffic.

On March 30, 2017, BLC, Pedro Domecq S.A. de C.V. and Bodega Domecq S.A. de C.V. completed the acquisition of the Domecq brand portfolio and related assets, which was signed on December 1, 2016. During the last quarter of 2017, the Domecq brandy portfolio and wine business were integrated into **Domecq BLC**.

Domecq BLC, a subsidiary of GES incorporated on December 20, 2017, holds the spun-off Domecq brandy and wine portfolio and related assets and was consolidated starting September 1, 2017. Its wholly-owned subsidiaries in Mexico, **Pedro Domecq SA de CV (“Pedro Domecq”)** and **Bodega Domecq SA de CV** (the latter was absorbed by Pedro Domecq in 2019) were incorporated on March 15, 2017 while **Domecq Distribucion de Bebidas SA de CV** (corporate name changed from **Gonzales Byass de Mexico SA de CV** in 2018) (absorbed by Pedro Domecq in 2021) was incorporated on October 2, 2001. The first is involved in the manufacturing, bottling and selling of spirits, the second was involved in business management which is now being done by the first, while the third was into the distribution and sale of foods and beverages, which at the time of the merger was mainly for Pedro Domecq. Pedro Domecq is the surviving subsidiary at end-2021.

Grupo Emperador Gestion, S.L.U., a wholly-owned subsidiary of GES, was incorporated on October 11, 2016, with a share capital of €3,000. It provides consulting, management and administration services to the Spain group.

Stillman Spirits, S.L.U., a wholly-owned subsidiary of GES, was incorporated on March 20, 2019, with a share capital of €3,000. It imports UK products into Europe, following UK's exit from the European Union. It manages The Dalmore Boutique in Madrid (Spain), a recently opened exclusive boutique, including a retail area, which hosts some of the most exclusive whiskies in the world. Additionally, a Whisky Lounge for tastings will soon be launched, where 66 VIP clients and their close guests can enjoy their Dalmore whiskies. The boutique officially opened in October 2024 with a formal programme hosted by Master Distiller Richard Paterson OBE. During the event, he presented special whiskies to British Ambassador to Spain, Sir Alexander Ellis.

Emperador Europe

Emperador Europe SARL ("EES"), a wholly-owned subsidiary of EIL, is a private limited liability company incorporated in Luxembourg in September 2014. The objective of the company is the holding of participations in any form whatsoever and all other forms of investments.

Emperador Holdings (GB) Limited ("EHGB" or "EGB"), the ultimate UK parent undertaking and controlling entity, is a wholly-owned subsidiary of EIL. EGB is a private company incorporated under the laws of England and Wales on June 19, 2014. It operates as an investment and holding company and wholly owns EUK. As of December 31, 2024, its authorized called-up share capital totaled 1 thousand shares at £1 per share, all of which were allotted and fully paid up by EIL.

Emperador UK Limited ("EUK"), a subsidiary of EGB, is a private limited company incorporated in Scotland on May 6, 2014. It is the immediate parent of WMG. As of December 31, 2024, it has authorized called up share capital of 1,250 shares at £1 per share, all of which were allotted and fully paid up.

Whyte and Mackay Group Limited ("WMG") is the smallest consolidating group under EGB. WMG was incorporated on August 7, 2001, in Scotland. It wholly owns **Whyte and Mackay Global Limited ("WM Global")** which was incorporated on December 4, 2018 in Scotland. The main trading entity is WM Global's wholly owned subsidiary, **Whyte and Mackay Limited ("WML")**, which was incorporated on January 20, 1927 in Scotland. WML's principal activity is the production, marketing and distribution of distilled potable alcoholic drinks which include Scotch whisky, vodka, liqueurs and other alcoholic drinks.

WM Global also wholly owns **Whyte and Mackay Warehousing Ltd. ("WMW")**, incorporated in Scotland, and **Whyte and Mackay Americas Ltd, LLC ("WMA")**, incorporated in the United States of America. WMW's principal activity is the warehousing and blending of bulk whisky for related and third-party customers while WMA, a direct subsidiary of WML, was formed to handle Whyte and Mackay's business portfolio in US market. In 2022, WML acquired **St Vincent Street (446) Limited**, the landlord of its bottling premises at Grangemouth. There are also forty-six dormant companies within WMG Group that are retained for branding purposes.

Whyte and Mackay is the fifth largest producer of Scotch whisky in the world by capacity¹¹ with a history of 175 years and ownership of some of the most iconic Scotch brands in the industry, including British luxury brands 'The Dalmore Single Highland Malt', 'Jura Single Malt', 'Tamnavulin Single Malt', 'Fettercairn Single Malt' and 'Whyte & Mackay Blended Scotch Whisky. The products are distributed in approximately 116 countries across the world¹² including a strong presence in the global travel retail space. Some of these products are now being distributed in the Philippines by EDI.

¹¹ 46th Scotch Whisky Industry Review, 2023

¹² WMG Internal Data 5 Year View.

Philippine Subsidiaries

Anglo Watsons Glass, Inc. ("AWGI"), a wholly-owned subsidiary of EDI, was incorporated in the Philippines on July 22, 1999. EDI acquired AWGI from its previous owner, AGI, in 2012. AWGI's business is the manufacture of flint glass containers.

AWGI operates a glass manufacturing plant at the Canlubang Industrial Estate in Canlubang, Laguna, Philippines which runs on a 24-hour shift. The manufacturing plant is being leased from AGI. AWGI currently services mostly the Group's bottling requirements.

The Bar Beverage, Inc., a wholly-owned subsidiary of EDI, was incorporated in the Philippines on August 11, 2008 for the purpose of engaging primarily in the manufacturing, processing, importing and/or exporting, buying, selling, acquiring, holding or otherwise dealing in, any and all kinds of alcoholic beverage products, flavorings, essences, beverages, soft drinks, foodstuffs, goods, wares, merchandise and/or commodities of the same or similar kind as well as products, natural or artificial, of the Philippines or elsewhere.

Tradewind, a wholly-owned subsidiary of EDI, was incorporated in the Philippines on September 22, 2000. EDI acquired TEI from its previous owner, Alliance Global Brands, Inc. (a wholly-owned subsidiary of AGI), in March 2016. TEI owns and leases to EDI a manufacturing complex in Sta. Rosa, Laguna which serves as EDI's main plant. On July 4, 2018, TEI acquired controlling interest in **Boozylife Inc. ("Boozy")**, a local e-commerce company engaged in the on-demand delivery of alcoholic and non-alcoholic beverages.

Alcazar De Bana Holdings Company, Inc. ("Alcazar"), a wholly-owned subsidiary of EDI, was incorporated in the Philippines on July 20, 2016. It currently wholly owns **Progreen**, a domestic corporation whose primary purpose is to engage in the production, distillation, distribution and trading of alcohol and all types of ethyl alcohol; raw materials including molasses, sugarcane and other agricultural products; alcohol co-products, by-products or end-products; and, in connection thereof, to conduct renewable energy activity; as well as alcoholic beverages, wines, liquors, among others. Progreen operates the two domestic distillery plants in Batangas that it leases from EDI. Progreen started its commercial operations in November 2016. It wholly owns **South Point Science Park, Inc.**, a domestic corporation incorporated to engage in management and maintenance of office, commercial, industrial and institutional developments in a science park, which is engaged in port operations. Another wholly-owned subsidiary of Progreen is **Ocean One Transport, Inc.**, which was incorporated for the purpose of engaging in ocean, coastwise and inland commerce, and generally in the carriage of freight, goods, cargo in bulk, passengers, mail and personal effects by water between various ports and to engage generally in waterborne commerce.

The World's Finest Liquor Inc. ("TWFLI"), a wholly-owned subsidiary of EDI, was incorporated in the Philippines on May 17, 2022 to engage in, among others, the business of retailing, merchandising, marketing, warehousing, trading, e-commerce or otherwise dealing with all kinds of products, services, goods, chattels, wares, merchandise and commodities of all kinds, including but not limited to alcoholic and non-alcoholic beverages. TWFLI operates sixteen (16) retail stores including The Dalmore Flagship store, Brandy Museum, Fundador Café, McKinley and Davao Whisky Parks, and The World's Finest Liquor stores in various airports, malls and hotels in the Philippines.

JOINT VENTURE

BLC is a corporation owned 50% by GES and 50% by Gonzales Byass. In February 2014, with the aim of improving and strengthening its worldwide presence and positioning on the wines and spirits' markets, GES entered into a business collaboration scheme with Gonzalez Byass, with the acquisition by GES of a 50% stake in BLC, with the remaining 50% in the hands of Gonzalez Byass. Later that year, BLC incorporated two fully-owned subsidiaries - **Alcomasa**, focused on the exportation of the distilled wine and **Viñedos**, devoted to the planting and farming of several vineyards in Toledo, Spain.

DESCRIPTION OF BUSINESS

Our Philippine Business

Prior to the introduction of Emperor Brandy in 1990, the **Philippine spirits industry** was dominated by longstanding and well-established gin and rum manufacturers. Through dynamic marketing and by establishing a reputation for product quality, EDI created demand for brandy in the Philippine spirits market following the launch of **Emperador Brandy**, which has remained as the market leader among the local brandy brands in terms of sales volume since 1990. EDI remains a leader in the national sales volume among the top three domestic spirit manufacturers. Currently, 'Emperador' is the leading Philippine brand in the brandy segment.¹³ EDI produces/distributes brandy products that had 97.5% share of the domestic brandy market in terms of sales volume, and 56.0% volume share in terms of total brandy segment in the Philippines (includes imported brandy).¹⁴

EDI keeps on innovating its product offerings with creative flavors and packaging to suit the discriminating taste of drinkers, especially the youthful ones who are generally seeking variety and sensory experiences. In particular, in 2010, the first light brandy, '**Emperador Light**', was introduced to capture the taste preferences of Filipino consumers, and in 2019, a smooth and fruity "lighter" drink '**Emperador Double Light**', the "*Doble Swabe, Doble Sarap*" drink, was launched for the younger and lighter drinkers. In 2018, EDI added excitement by pairing Emperor with Club Mix Lime Cordial, dubbed as 'LimeLight' and 'GreenLight', and in 2019 with Club Mix Apple Cordial, which it called 'Apple of My Light'. In 2022, with the gradual resumption of economic activities in first quarter, Emperor geared up for the 'revenge travel' - making up for the lost time and opportunities missed because of the pandemic – as it embarked on a "Travel Light with EMPI LIGHT" campaign encouraging consumers to leave behind worries and fears and instead make things in life 'Light', fun and enjoyable with Emperor Light. A line of innovative **Premium Tower Cocktails** at the on-trade channel was also launched, expanding options on bar menus and offering a really exciting ingenuity of mixing a bottle of Emperor Light or Original with different flavors which drinkers can easily recreate at home. Since its nationwide launched in August 2022, **Emperador Premium Cocktails** immediately gained encouraging feedbacks and strong following, with "*Empi Honey Lemon*", "*Empi Lychee*" and "*Empi Cosmo*" - a mix of berries, among the favorites. And to further dominate the drinking consumption during the holiday season, a line of **Festive Cocktails** was launched with "*Merri Berri*" and "*Forever Fresh*" - *our take on the popular-mojito drink* has now become another Emperor hit at the on-premise accounts.

In 2023, Emperor elevates its *Tagumpay* brand story to the next generation as it launched "*Angat sa Tagumpay*" advertising campaign and "*Sakto sa Bulsa*" advertising and below-the-line campaign, as it expanded availability of its banner brand Emperor Original "**Lapad -375ml bottle**" in the smaller pack segment nationwide, with Daniel "DJ" Padilla as brand ambassador to inspire the younger generation to continue to celebrate their journey of successes, big or small.

In second quarter of 2023, Emperor introduced another product bundle "**EMPI + CHASER**", a new and enjoyable way of drinking Emperor with CHASER Sparkling Apple Iced Tea drink that delivers an exciting fizz that provides a cool and refreshing sensation as a chaser after drinking your favorite shot of Emperor. The available promo bundle in selected supermarkets and groceries is provided with free Chaser for trial and as an added value to consumers.

In fourth quarter of 2023, Emperor released digitally an online video of DJ Padilla's proud Pinoy moment as he visited the largest vineyard of Emperor in Toledo, Spain. "Salud! - From DJ" as he made known to all about how the best-selling brandy is made from natural-high quality grapes using modern state-of-the art technology and highly automated electronic system that is untouched by human hands. DJ proudly ensures that every Emperor bottle delivered is blended and bottled with the highest quality and gold-standard, living up to being a World-Class Brandy.

¹³ Based in part on data reported by NielsenIQ through its Retail Measurement for Wines & Spirits Category for the period ending December 2024, for the Philippines. (Copyright © 2025. Nielsen Consumer LLC)

¹⁴ Ibid.

In 2024, Emperador launched a new thematic campaign for Emperador Double Light with a catchy & danceable jingle for the Generation Z consumers, reinforcing the *Doble Swabe*, *Doble Sarap* drink. This represents a fresh and young approach to connect with a new generation of drinkers. To add fun & excitement, a series of digital promotions for the *barkadas* – ‘Win A Doble Vespa’ and ‘Doble Saya Sa Boracay’ were implemented which gained significant engagements online. In another effort to engage young consumers, Emperador hosted its inaugural HRM Students Cocktail Competition online, awarding P100,000 worth of scholarships to the 10 grand prize-winning students nationwide, along with an additional P100,000 scholarship for their schools. The competition highlighted the versatility of Emperador, showcasing its potential as cocktail drink. The student winners serve as brand ambassadors who will play a significant role in promoting Emperador. To celebrate Father’s Day in June, EDL launched its annual ‘Buy for 1 Dad, Free 1 for Me’ promo. This was supported by a digital video titled “*Empi Tayo, Papa!*” which humorously and lightheartedly highlights the bond between father and son. To conclude the year, Double Light released a digital video titled “Charades,” which captured the festive spirit of holiday celebrations with friends. The video highlighted the fun and laughter shared during holiday get-togethers, showcasing Emperador as the drink of choice for joyful moments.

With the increasing number of drinkers who were drinking multiple types of alcoholic beverages, EDI’s ‘The BaR’ brand was born in 2009. The BaR is the first flavored vodka, gin and tequila beverages to be produced by a Philippine company. In 2018, ‘The BaR Premium Gin’ line came out in three variants infused with flavors and botanicals imported from Spain. The most exciting variant is the Pink Gin because of its very millennial pink color, a trend that is fast gaining popularity globally. In 2020, EDI introduced ‘The Bar Fruity Mix’ and ‘So Nice’ ultralight alcohol drink that capitalize on the strong Hallyu (Korean Wave) influence among Filipinos.

With the introduction of ‘Emperador Deluxe’ in 2013, EDI is the first to bring an imported liquor brand produced entirely in Spain that focuses on the Philippine market. And with the purchase of Bodegas Fundador in Spain, EDI took over the Philippine distribution of ‘Fundador Brandy’, the Philippine best-selling imported premium brandy, beginning March 2016 and launched locally ‘Tres Cepas Light’ in December 2016, ‘Tres Cepas VS’ and ‘Harveys’ in 2017, ‘Fundador Double Light’ in 2018; and Fundador Super Special during the last quarter of 2023.

EDI continues premiumization of its product portfolio with the introduction of the higher-priced single-malt and blended Scotch whisky products in the local market. In October 2015, ‘Andy Player Black Blended Whisky’ was launched, with the aim of cultivating a whisky-drinking culture in the local market. Currently, the Philippine whisky sector is so small and Emperador believes, whisky can bring new business.

EDI has extensive nationwide distribution network that provides it with a distinct competitive advantage. Its distribution network is operated through sales offices and distribution outlets throughout the Philippines. In addition, EDI employs its own sales and distribution force and vehicles fleet. EDI employs a majority of its sales force in-house that enables EDI to work closely with its customers and develop strong relationships with them. It continually seeks ways to expand the reach of its distribution network.

Our Scotch Whisky Business

The **Scotch Whisky industry** is a homegrown industry that dates back to the 15th Century in Scotland and has long been considered a cornerstone of the UK economy. Scotch whisky is the world’s number one internationally traded spirit¹⁵. In 2022, the value of Scotch whisky exports grew 37% to reach £6.2 billion for the first time, up £1.68 billion compared to 2021 and £1.28 billion compared to pre-pandemic 2019. In 2023, the value of Scotch whisky exports slid 9.5% to £5.6 billion. In 2024, it fell further 3.7% to £5.4 billion, yet it was up 10% on 2019 level, amid turbulent global trading conditions. Exports by volume in 2024, however, went up 3.9% on 2023, and up 7% on 2019 figures, which, the industry said, reflected the changing trends in global consumer preference and challenging trading environment.¹⁶

¹⁵ Scotch Whisky Association. (n.d.). Scotch Whisky Export Figures: 2024, see in <https://www.scotch-whisky.org.uk/industry-insights/international-trade>.

¹⁶ Scotch Whisky Association article dated February 13, 2025, see in www.scotch-whisky.org.uk/newroom/2024-export-figures/.

The Whyte and Mackay business traces its history to the docks of Glasgow, Scotland in 1844. By the late 19th century, Glasgow was famous for its shipbuilding, pioneering its craft all over the world. It was at this time that James Whyte and Charles Mackay began to marry the best whiskies of Scotland with the intention of creating the smoothest and most distinctive blend of Scotch Whisky. In 1960, The Dalmore distillery, which has been producing exceptional single malt whisky since 1839, was acquired; and by 1965 'Whyte & Mackay' became the fifth most popular brand in Scotland. This achievement was followed by a successful redoubling of efforts in the export markets. Whyte and Mackay is considered the fifth largest maker of Scotch whisky in the world and owns some of the most iconic Scotch brands in the industry. The products are sold in at least 116 countries mainly in Europe, Asia and North America, with presence in the global travel retail space.

Whyte and Mackay is headquartered in Glasgow and has significant malt and grain production capability from its four malt distilleries and one large grain distillery. It also owns a bottling facility with a capacity of 7 million cases per annum. In 2019, Whyte and Mackay was again awarded with the International Wine and Spirits Competition ("IWSC") Scotch Producer of the Year; it also received the same award in 2017 highlighting the extremely high-quality for which the company is renowned.

Whyte and Mackay was recognized with seven nods from World Drink Awards and Icons of Whisky 2024, including Communicator of the Year (Scotland) as a consequence of The Dalmore's Cask Curation Programme, and Production Team of the Year (Global) in respect of Jura Distillery's 60th Anniversary Year. In Global Travel Retail at Drinks International Travel Retail Awards, Whyte and Mackay were commended with Double Gold – Luxury Launch of the Year – for The Dalmore Cask Curation, and Double Gold – Travel Retail Exclusive of the Year for Jura Islanders' Expression 3. That release went on to be crowned Ultimate Champion.

The Dalmore enjoyed success with recognition by International Spirits Challenge for The 18 and The 25 Year Old. The Dalmore Vintage 2009 was commended as Top 10 Whisky of The Year, by Master of Malt. The Dalmore Luminary No. 2 was featured as Top Spirits Launch, by Spirits Business.

Fettercairn achieved success with International Spirits Challenge, as the new collection launched. The 16 and The 18 Year Old both achieved Gold.

Jura was commended including 10, 14, 21 and Winter Cask achieving Gold at International Spirits Challenge. Recent innovation and Asia exclusive – Jura 12 Year Old Sherry Cask – won Gold, and the new innovation in 2024 Jura Perspective No.1 and 15 Year Old Sherry Cask were category winners at World Drink Awards. New to World brand Woodsman, which is building momentum in the UK, was rewarded for the first consumer campaign, with Category Winner, at Marketing Society Awards.

Finally, Tamnavulin was a six-time-gold-winner in 2024, at International Spirits Challenge. In total, the portfolio achieved 36 recognitions by industry-leading bodies, endorsing these brands for their quality.

In fact, the leading authority on the category: Ingvar Ronde's Single Malt Whisky Yearbook stated:

'It has now been ten years since the Philippine company Emperador took over Whyte & Mackay from United Spirits. Summing up the last decade they seem to have been an excellent custodian of a classic Scotch Whisky company founded in 1844.

Emperador was founded 135 years later and is today the largest producer of brandy in the world. Actually, the term custodian is not entirely appropriate as they have transformed Whyte & Mackay and some of the brands quite dramatically'¹⁷

¹⁷ Ingvar Ronde, *Single Malt Whisky Year Book* 2025.

The Scotch Whisky Industry as a whole experienced trading headwinds in almost every market around the world in 2024, and WMG was similarly affected, with sales declining in several major markets compared to 2023. Internationally, Travel Retail remained a driver of growth for the business. In domestic markets, consumer shopping behavior continues to reset post-pandemic. In addition, having built up inventories in response to supply chain challenges during the pandemic, retailers, wholesalers and distributors continued to reduce their inventories further impacting sales.

Industry media cite indicators of softening consumer demand in China, which has been an important source of growth for WMG, particularly within the luxury consumer segment. In the home market of the UK, Jura and Tamnavulin continue to lead category growth, with Jura remaining the No 1 Single Malt Brand (volume and value), and Tamnavulin No.2 (volume) as of January 2025¹⁸ despite the UK being an increasingly competitive market place.

The WMG portfolio is led by 'The Dalmore', its luxurious brand, which was the major growth driver as the brand continued to excel at the apex of the Single Malt category, and building presence within the broader luxury consumer goods category. The Dalmore has achieved sustained momentum, as the fastest growing Single Malt in the Top 20 by value, plus +17.7% in value 2018-23.¹⁹

The year 2024 saw exceptional rare releases entering the market to inspire consumers with the technical expertise and creative flair that are intrinsic to the brand. The Cask Curation Port Edition celebrated the exclusive relationship between The Dalmore and the finest winemakers of Portugal – Symington Family Estates, and their Graham's Port brand. Strictly limited to 150 sets, the second release in the four-year series drove excitement in domestic, export and global travel markets.

The now annual releases of The 18 and The 21 garner attention, as exceptional Single Malts, and a reflection of the whisky-making artistry for which The Dalmore is renowned. Each whisky is crafted harnessing the potential in extremely rare sherry casks exclusively available to The Dalmore, from esteemed bodega Gonzalez Byass. In the Global Travel channel, The 28 was released and activated in strategic airport hubs. The Dalmore Portfolio Series, born from the brand's industry leading partnership with Scotland's design museum, V&A Dundee, demonstrated ingenuity and creativity, through a collaboration with a local Scottish artist, Fraser Gray, who created the stunning presentation for three whiskies exclusive to Global Travel.

These three exquisite whiskies included a 2009 Vintage Sherry Cask Finish, a 2007 Amarone and Port Finish and a 2000 Vintage Calvados Finish, each designed to captivate the whisky connoisseur. Meanwhile, in domestic markets, the 2024 release of The Dalmore Vintages offered two expressions for connoisseurs, highlighting the rare and unusual casks matured at The Dalmore Distillery.

In 2024, The Dalmore advanced its digital transformation with renewed brand website and associated technology investment. A new Direct to Consumer facility was developed and launched in the UK, aimed at enhancing direct consumer engagement. This augments the direct sales channel in the UK, establishing a direct line of communication with consumers. Likewise, The Dalmore now operates three boutiques, providing exclusive environments for direct consumer engagement, located in Madrid, Spain; Phnom Penh, Cambodia; and Manila, Philippines. In 2024, the new Distillery Select series was launched and made available exclusively via the three boutiques and the brand website.

Regional activations continue to bring the brand to life with creative executions that celebrate both the brand and the new releases. In London, The Dalmore sponsored Frieze; in New York, The Dalmore partnered with boutique tailors. In Sydney and Dubai, The Dalmore established lighthouse accounts in key influential on-trade premises, activating a number of whiskies with signature serves and featured cocktails. Meanwhile, at China's first whisky museum – located beside the world's largest duty-free store in Hainan – The Dalmore was proudly displayed, featuring iconic releases such as The Dalmore Decades, including the oldest expression released by The Dalmore to date.

¹⁸Based in part on data reported by Nielsen IQ through its Retail Measurement for the Malt Whisky Category for the 52 week period ending 4th January 2025, for the UK'. (Copyright © 2025. Nielsen Consumer LLC)

¹⁹ IWSR drinks market analysis, 2023 dataset.

In 2024, The Dalmore launched the second release in the acclaimed Luminary Series. This release featured an exceptional rare whisky, presented in bespoke decanter and glass sculpture, alongside a collectible limited edition whisky available in domestic markets. The series was born from the partnership with V&A Dundee, Scotland's design museum, which brokered a partnership with luminary architect Melodie Leung of Zaha Hadid Studio – the world-renowned architecture practice. Leung collaborated with Gregg Glass and Richard Paterson OBE, The Dalmore's Master Whisky Makers, to create a whisky reminiscent of her childhood memories. The Rare was sold at Sotheby's, with proceeds to V&A Dundee to support their mission of championing creative talent.

The pinnacle campaign for The Dalmore in 2024, Luminary No.2, saw activation worldwide. Leung presented the sculpture and whisky to an esteemed audience of media and industry professionals in Los Angeles, alongside The Dalmore's Kieran Healey-Ryder. Regional activations took place in China, Taiwan, Dubai and Sydney. In Scotland, the campaign launched with a prestigious celebration at V&A Dundee, featuring an immersive exhibit that unveiled the sculpture and offered guests an experience of the whisky, whilst celebrating the three luminaries: Leung, Glass and Paterson.

The Dalmore's Ludo Ducrocq and Craig Swindell offered an intimate tasting of the new whisky, whilst a select media audience were offered an exclusive panel discussion, hosted by Yoko Choy, Editor of Wallpaper Magazine China, with Leung, Glass and Paterson. The campaign was amplified with an integrated consumer campaign and activations in-store and in-outlet. This marked the latest evolution of consumer marketing for The Dalmore and reflective of the brands position at the apex of the category.

Jura Single Malt Whisky is the No. 1 Single Malt Whisky in the UK (volume and value). It is the third fastest growing Single Malt in the Top 20, plus 20% versus 2019²⁰. The signature series now features a new portfolio of Jura Bourbon, which built distribution in 2024. The domestic range includes 12 Year Old, Sevenwood, 18 Year Old and 21 Year Old. In addition, a series of new product innovation 'cask editions' offer shoppers easy to navigate, accessible propositions that help recruit consumers to the brand and category. That range has led the brand to enjoy success with mainstream consumers particularly in chain retail channel. In Asia, the regional exclusives 12 Year Old Sherry Cask and 15 Year Old Sherry Cask continue to build distribution with local launch events in China.

In 2024, Jura launched a series of Distillery Exclusives, including a limited-edition release to mark the annual whisky festival on the island. In addition, the brand took a strategic step to release a new product innovation to appeal to whisky enthusiasts in the specialist retail channel, while staying true to the brand's role in recruiting consumers to the category. Jura Perspective No.1, was created by whisky maker Joe Ricketts, as a nod to a fan favorite, and a fresh perspective on the signature style of Jura whisky. The launch received positive responses from both trade and by consumers, who were quick to leave positive reviews on social media. Perspective No.1 became a key driver for Jura as it grew its footprint in the specialist liquor / spirits store channel, which is an important place for brand discovery for enthusiast consumers.

In Global Travel, the acclaimed series Islanders' Expression launched its No.3 series, featuring a new collaboration with respected island photographer Konrad Borkowski. The campaign came to life on shelves with striking packaging and in key locations with standout in-store advertising and digital displays. The campaign's success was highlighted by winning the Travel Retail Exclusive of the Year at the Drinks International Travel Retail Awards.

Tamnavulin – the signature Speyside Single Malt whisky, continues to enjoy success. It is now the fastest growing Single Malt in the Top 20, up +32% in 2023 compared to 2019.

This classic Speyside Single Malt has gained market share across all the regions of the world where it has been launched, and enjoyed particular success in the UK and Europe with new products. Special cask finish releases have supported the core range of Double Cask and Sherry Cask, securing shelf space at competitive price points and driving recruitment through a broad offer of flavour-led expressions. As a recognized player in the category, Tamnavulin offers several cask edition releases which are offered selectively, subject to secured distribution for Double Cask and Sherry Cask.

²⁰ IWSR drinks market analysis, 2023 dataset.

In 2024, Tamnavulin launched the Port Cask. This new product innovation, from whisky maker Kirsty Hodge, was produced in striking blue packaging, with a focus initially in the UK and Sweden. In Sweden, Master Whisky Maker Dr. Kirstie McCallum unveiled the new release, which became the Number 1 expression in Sweden – a key Single Malt market - by September 2024²¹.

'Fettercairn' a Highland Single Malt Distillery has achieved recognition admired by both the industry and whisky consumers, as WMG builds concentrated distribution in key geographies. Fettercairn, a scarce whisky with rich provenance and distinctive style, is an ultra-premium brand, positioned between The Dalmore and Jura.

Acknowledged as a 'hidden gem' discovery brand, WMG invested in restaging the proposition in 2018. Fettercairn launched limited edition expressions alongside a permanent collection of 12, 28, 40 and 50 Year Olds, as well as the new Fettercairn 18 Year Old in 2022, which won industry 2022-23 Production Innovation of the Year (Spirits Business), and led to our Master Whisky Maker being crowned 2023 Worldwide Distiller of the Year (Icons of Whisky), converting the commendation made for Scotland in 2022. Fettercairn 18 Scottish Oak, led three Limited Edition releases in 2023, created to drive excitement with curious whisky lovers.

In 2023, Fettercairn entered the worldwide Top 50 Single Malt Brands for the first time²². From 2020 to 2023, it has doubled its sales value.

The year 2024 marked the 200th anniversary of Fettercairn, a moment for investment in product innovation, trade, and consumer marketing. WMG partnered with famed cabinet maker John Galvin to create a stunning piece of furniture to house a landmark collection – Fettercairn 200th Collection. This set featured six rare and very rare whiskies in bespoke bottles and copper stoppers. Each whisky was specially selected to mark key milestones in the distillery's history, showcasing the imagination intrinsic to the whisky-making that takes place at Fettercairn. A very rare 60 Year Old was paired with the rarest whisky in the collection – a 3 Year Old, marked as exceptional for its finish in Scottish Oak. This finish is atypical for the industry and a product of the innovative Scottish Oak Programme that was founded at Fettercairn. Ten sets were made available to domestic markets.

Fettercairn is a scarce, boutique distillery, with limited availability, reflective of the capacity of the distillery. Until 2024, the core collection was limited to a permanent 12 Year Old, accompanied by annual releases and limited editions, alongside a collection of aged and rare expressions. In August 2024, Fettercairn launched a new permanent collection, now lead by the 16 Year Old, 12 Year Old, and the annual release of the 18 Year Old. In Global Travel, the accompanying collection featured a 14 Year Old and 17 Year Old, as well as the 18 Year Old. This architecture is designed to aid consumer recruitment, as the brand seeks to capitalize on future growth opportunities.

The strategic Single Malt brands are supported by a portfolio of contemporary whisky brands, 'Whyte and Mackay' enjoyed another exceptional year – a stand out performer - in the highly competitive UK blended whisky market - as it continued to gain share across the critical Grocery and Convenience channels. 'John Barr' sustained momentum internationally with a particular focus on the US and chain liquor stores, which represents potential source of growth for the long-term. 'Woodsmen' launched in 208, is a key growth driver in the UK Grocery and Convenience, and launched its first consumer campaign in 2023 to industry acclaim. In 2024, it received recognition with a category award from the Marketing Society Scotland Awards.

²¹ *Systembolaget, a government-owned chain of liquor stores in Sweden.*

²² *IWSR drinks market analysis, 2023 dataset.*

Our Spanish Brandy Business

In the extreme south of the Iberian Peninsula, between the Atlantic Ocean and the rivers Guadalquivir and Guadalete, lies the **Marco de Jerez**. More than 7,000 hectares of vineyards that for centuries have been the cradle of the wines and brandies of Jerez, jewels of universal oenology.

Jerez is known as the world capital of sherry wine. It has been a center of viniculture since winemaking was introduced to Spain by the Phoenicians in 1100 BC. The Moors conquered the region in 711 and introduced distillation which led to the development of brandy and fortified wine. Sherry became very popular in Great Britain. **Brandy de Jerez** is a brandy that is produced only in the region of Marco de Jerez, a small area that has a unique climate in terms of sun, wind, humidity and earth that enhance the production and ageing of our brandys and sherrys in the west side of Andalusia, Spain. The name brandy is derived from the Dutch word “brandewijn” which means burnt wine while the term “holanda” is derived from Holland where most of exports went. Brandy de Jerez is produced by distilling wine, and generally contains 35-60% alcohol per volume. The creation of brand names for Brandy de Jerez occurred during the nineteenth century on the initiative of Sherry firms who were pioneers in the sale of brands which exist today, not only in Spain but in other countries worldwide.

Founded in the year 1730, Bodegas Fundador is the oldest brandy and sherry company in Spain. Bodegas Fundador started with wine cellars that produced exceptional sherry wines for all over the world. In 1778, it expanded its vineyards by acquiring the historic Macharnudo Castle of the Macharnudo District in Jerez, home of ‘El Majuelo’ – a 268-hectare vineyard where the best quality of vines can be found. ‘El Majuelo’ has a special micro-climate that is the heart and the footstone for ‘Fundador Brandy’. ‘Fundador Brandy’ was born in 1874 when Pedro Domecq aged exceptional quality holandas through the traditional criadera and solera system in sherry-soaked American oak barrels discovering a golden liquid with an incredible aroma. ‘Fundador’ was the pioneer of “Brandy de Jerez” and has grown, over the centuries, to be Spain’s most recognized and largest export brandy. The versatility and size of Bodegas Fundador encompass a large and varied spectrum of well-known products aside from ‘Fundador Brandy’. Bodegas Fundador also produces other brandies such as ‘Terry Centenario’, Spain’s top-selling brandy, and ‘Tres Cepas’, Guinea’s best-selling brandy, as well as ‘Harveys’, the number 1 sherry in the world.

Taking age-old traditions to contemporary markets worldwide, Bodegas Fundador through its vineyards and cellars in Jerez, Spain and its distillery in Tomelloso, Spain, produce around 2 million nine-liter cases yearly for different markets around the world. In 2005, they were recognized as the best winery of the year, and in 2017 and 2019, the best fortified wine producer of the year, both by the IWSC. The year 2019 has been another highlight year for Bodegas Fundador as it continues to reap awards. ‘Fundador Supremo 18YO’ was recognized as the “Best Brandy in the World”, while ‘Harveys Oloroso VORS’ garnered the Best Sherry accolade, from IWSC for 2019. Bodegas Fundador has been nominated in 2020 and 2023 for the best brandy producing winery in the world by the IWSC, the annual wine and spirits competition founded in 1969 by German winemaker Anton Massel.

Bodegas Fundador further solidified its position as a global leader in the brandy and sherry categories throughout 2024. The year was marked by significant strides in international expansion and strong performance across key markets. These results underscore our unwavering commitment to building brands that resonate with an increasingly global consumer base while upholding the exceptional quality and heritage that define our products.

Fundador has successfully launched the ‘Fundador Sherry Cask’ in the main countries since 2022, leveraging the unique value of its Sherry Cask. This product range enhances the brand’s premium image within the brandy segment with a contemporary liquid capable of satisfying the most demanding palates. Additionally, Fundador completed the redesign of the Classic range with the adaptation of the new ‘Doble Madera (Solera Reserva)’ and ‘Triple Madera (Solera Gran Reserva)’, both of which have been launch in key markets, further expanding the DO de Jerez scale. This redesign contributes to creating a coherent image under the umbrella of Sherry Cask. ‘Fundador Sherry Cask’, continues to make advancements in the market, forming new partners and expanding distribution, generating brand visibility and word of mouth marketing.

In Spain, Bodegas Fundador continued to solidify its leadership in the Brandy de Jerez category. Fundador Supremo, the brand's premium offering, achieved remarkable growth with a 60% increase in sell-out performance for physical cases, despite still having small volume bases. This represents significant contributions in value. The Fundador Sherry Cask Classic Collection also experienced significant momentum, with a 29% volume growth driven by Varma's strong distribution efforts, resulting in a 37% increase in depletions. New on-premise listings for Fundador Sherry Cask Solera, Doble Madera, and Supremo further expanded the brand's market presence. Meanwhile, Terry Centenario reinforced its market dominance by securing a pivotal listing agreement with Lidl for 2025. Since 2018, Terry Centenario has remained the best-performing brandy spirit in Spain, improving its performance by 19% year-over-year.

In the United Kingdom, the premiumization strategy of Fundador continued to yield positive results. The brand saw a 10% growth in value within the brandy category, supported by a 17% increase in sell-in performance and a 6% rise in depletions. The Sherry Cask Collection gained a 3.3% increase in market share, highlighting its relevance in the evolving premium spirits landscape. Harveys Bristol Cream also performed admirably, achieving a 1.4 percentage point increase in market share and outperforming market trends, despite broader category challenges.

The United States demonstrated accelerated momentum for Bodegas Fundador's brands. Harveys recorded a +21% surge in depletions in the second half of 2024, complemented by a 14% increase in sell-in for Harveys Bristol Cream. Fundador achieved a 60% increase in sell-in volumes and a 17% rise in depletions by year-end, solidifying its growing presence in this key market.

Italy showcased resilience in a challenging environment, with Fundador achieving a 29% volume increase in the modern off-trade segment and a 59% growth in sell-in by October 2024. Despite a declining overall category, Fundador's market share reached 1.0%. The Velier partnership successfully maintained flat sales while the category contracted by 5.2%.

Mexico delivered sustained growth across key categories. Fundador achieved a 5.2% growth in market share since 2018 and a 6% increase in sell-in for 2024. Terry Centenario continued its strong trajectory, experiencing a 14.9% market share growth since 2018 and a 4% increase in sell-in this year. CPD depletions for Terry grew by 14% year-to-date, reinforcing its leadership in the region.

Partnerships with Truebell and Holiday Marine in Middle East drove substantial growth. Fundador Sherry Cask achieved a 60% volume increase, while Fundador Light grew by 50%. Holiday Marine's introduction of Super Special (23.5% ABV) tripled Fundador Sherry Cask volumes compared to the previous year, with sales reaching 10.7K 9L cases in its inaugural year.

2024 Highlights of Bodegas Fundador's Excellence

In 2024, Bodegas Fundador continued to demonstrate its leadership in the premium brandy and sherry sector, with several prestigious awards underscoring the quality of its products. Harveys Very Old Amontillado V.O.R.S. received a gold medal for the fourth consecutive year at the International Wine Challenge (IWC), further solidifying its exceptional quality. Additionally, Harveys Very Old Oloroso V.O.R.S. was awarded a gold medal in 2024, maintaining its reputation among the best.

Bodegas Fundador's premium range garnered significant recognition at the International Wines and Spirits Competition (IWSC). Fundador Supremo 15 YO Amontillado and Fundador Sherry Cask Double Madera both won gold medals in 2024, confirming the high standards of its brandies.

At the San Francisco World Spirits Competition (SFWSC), one of the most prestigious spirits competitions globally, Fundador Sherry Cask Solera, Fundador Triple Madera Solera Gran Reserva, and Fundador Supremo 18 YO Oloroso were all awarded Double Gold Medals in 2024. Furthermore, Fundador Double Madera Solera Reserva, Fundador Supremo 15 YO Amontillado, and Fundador Supremo 30 YO Palo Cortado received gold medals, further underscoring the excellence of Bodegas Fundador's portfolio.

In the China Wine & Spirit Awards (CWSA), Bodegas Fundador achieved remarkable success, with Fundador Supremo 15 YO Amontillado, Fundador Supremo 18 YO Oloroso, and Fundador Supremo 30 YO Palo Cortado each earning gold medals. Notably, Fundador Supremo 15 YO Amontillado was awarded a Double Gold Medal.

The 2024 accolades reflect our relentless pursuit of excellence, with each award reinforcing the reputation of Bodegas Fundador as one of the finest producers of premium brandy and sherry worldwide.

Bodegas Fundador operates as a global leader in the brandy and sherry industry. The company's brandy and wine business is further fortified by the Domecq trademarks that fall under Spain and Mexico and have commercial reach to South America, particularly Brazil and Colombia, and the USA. The group generates more than 72% of its revenues from Spain, the Philippines and Mexico, with the remaining revenue coming from other European, American and African markets. Strategic growth will be driven by brand-led initiatives, complemented by private label business support.

To improve and strengthen its worldwide presence and positioning on the wines and spirits' markets, GES, in 2014, entered into a business collaboration scheme with Gonzalez Byass, with the acquisition by GES of a 50% stake in BLC, with the remaining 50% in the hands of Gonzalez Byass, and later that year with the incorporation of two fully owned subsidiaries of BLC, Alcoholera de la Mancha Vinícola, S.A.U. ("**Alcomasa**"), focused on the exportation of distilled wines and Viñedos, devoted to the planting and farming of several vineyards in Toledo.

In 2017, once again a business collaboration with Gonzales Byass took place with the formation of a new company joint venture equally owned by GES and Gonzalez Byass, Domecq BLC, who manages the business related to the Pedro Domecq brand portfolio, and three (now two) Mexican subsidiaries called Pedro Domecq S.A. de C.V., Bodega Domecq S.A. de C.V. (absorbed in 2019 by Pedro Domecq S.A. de C.V.,) and Domecq Distribucion de Bebidas SA de CV (known as Gonzalez Byass de Mexico at that time and absorbed by Pedro Domecq, S.A. de C.V. in 2021).

In 2024, Fundador commemorated its 150 years of history with memorable celebrations that highlighted its rich heritage and forward-looking vision. Additionally, a commemorative limited-edition bottle for the 150th anniversary was launched and presented at exclusive events.

For those interested in learning more about Fundador's legacy, a 150th-anniversary book was also launched, covering the entire history of Fundador from its inception in 1874 to the present day. This celebration not only honored 150 years of excellence but also invited new generations to discover and enjoy Fundador's rich heritage.

PRODUCTS / New Products

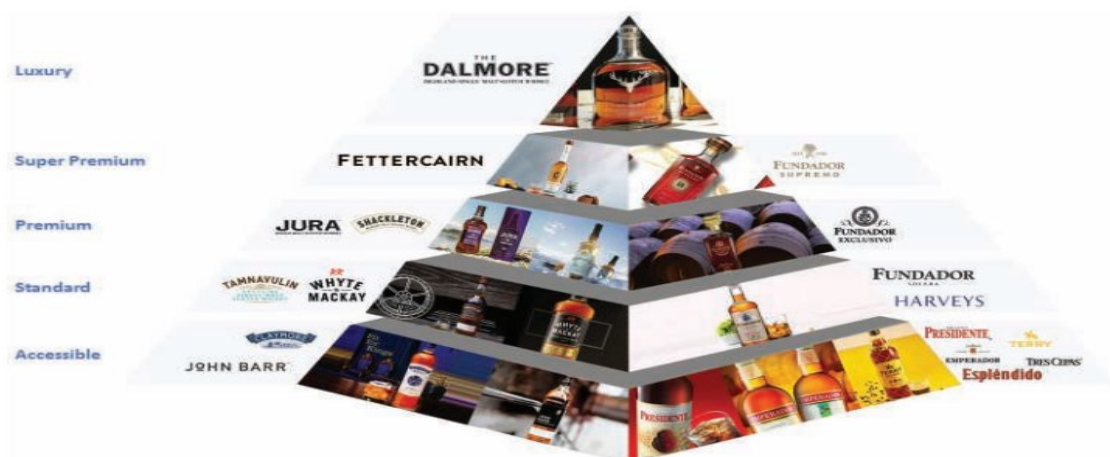
The Emperador group's brand portfolio is well diversified and extends across a broad range of price points within both the Scotch whisky and brandy segments, from accessible and standard brands such as John Barr, Tamnavulin, Emperador and Presidente, to premium and super premium labels such as Fettercairn, Fundador Exclusivo and Supremo, and up to the luxury segment with The Dalmore, as shown in picture below (or succeeding page as the case may be)..

Vendors may sell the products at higher or lower prices than EDI's suggested retail prices, depending on outlet margin requirements and their operating costs. The Government does not regulate the price of alcoholic beverages in the Philippines. However, manufacturers of alcoholic beverages in the Philippines are required to pay an excise tax on alcohol production based on the percentage of alcohol contained in the beverage and net retail price.

The Group manufactures its own brands.

PRODUCTS / New Products

The Group manufactures its own brands:



Our Philippine Portfolio

'Emperador Brandy', the first brandy label, was launched in 1990 in the Philippines and is currently the leading local brandy in the country. In 2010, 'Emperador Light' was introduced in response to a growing market for alcoholic beverages with lower alcohol content and targeted at younger alcoholic beverage consumers. 'Emperador Light Spanish Edition' was launched in 2023 in UAE. In March 2013, EDI introduced 'Emperador Deluxe Spanish Edition', a premium brandy imported from Spain that is created specifically to appeal to the Philippine palate. The sin tax regime on liquor, which started on January 1, 2013, leveled the playing field for imported liquors and provided a prime opportunity to introduce 'Emperador Deluxe' to the Philippine market. In June 2019, a lighter variant was introduced, the 'Emperador Double Light' for that '*dobleng saya, dobleng tagumpay*' feeling. This lower alcohol, lower calories smooth fruity drink targets the younger generation of drinkers who are growing more mindful about health and wellness trends. From time to time, Emperador offers innovative products to add excitement in consumers' drinking. In August 2021, 'Emperador Coffee Brandy' was launched bringing more fun to coffee and more enjoyment to brandy for that '*sarap maka-feel good*' feeling. In 2022, newly improved **Emperador Original** with a 58.72 proof was introduced offering the classic depth, richness, body, and strength for one's mouth feel but still within the smoothness range preferred by Filipinos. Currently, it has the strongest alcohol content in the Emperador portfolio. In second quarter of 2023, **Chaser Sparkling Apple Iced Tea** was launched as the perfect pair to the favorite Emperador. It highlights how versatile Emperador is enjoyed by Filipinos whether neat, on ice, mixed or with a chaser.

In 2019, 'Emperador Brandy' won the silver medal in the Distilled San Diego Spirits Competition, while 'Emperador Light' won the bronze medal. At the 2016 International Review of Spirits, organized by Beverage Testing Institute in Chicago, **Emperador Solera Brandy** won the silver award (highly-recommended), with added special recognition as "Best Buy", by garnering 89 points while 'Emperador Light' received the bronze award (recommended) with 83 points. The "Best Buy" recognition is an added excellence award given only to the spirits or wines that provide uncommon value. 'Emperador' is the only Filipino brandy to be included as one of the best brandies in the world with 'Solera' and 'Emperador Light'.

The premium and imported lines, 'Emperador Deluxe Special Reserve' and 'Emperador Grand Supreme' are retail store exclusives.

'Andy Player Whisky', a popular drink in the '80s, was revived in October 2015. The whisky blend has a unique character, rich aroma and complex taste which include orange marmalade and maple syrup. 'Andy Player Extra Smooth Whisky', was launched in August 2024. With an ABV of just 25.5%, Andy Player Extra Smooth serves as an excellent entry drink to the world of whisky. It is currently making

waves in the Visayas and Mindanao regions, targeting Gen Z drinkers who prefer a light and smooth beverage .

'**The BaR**' was initially launched in 2009. 'The BaR' is marketed as a ready-to-serve flavored alcoholic beverage with low alcohol content. In the third quarter of 2012, EDI introduced 'The BaR' cocktails line primarily targeted at younger alcoholic beverage consumers and female customers. In mid-September 2018, '**The BaR Premium Gin**', infused with botanicals from Spain that gives it a delicious burst of flavor not found in local gin products, was launched. This world-class premium gin line comes in three variants: **Pink** with flavors of mixed berries, **Lime Gin** infused with lime flavors, and **Premium Dry** infused with imported botanicals. The Bar Premium Gin is not only far better but also different. It is dubbed as 'the gin for the new generation'. In August 2020, '**The Bar Fruity Mix**' was launched as more young Filipino drinkers appreciate light alcoholic beverages, while recognizing the strong Hallyu (Korean Wave) influence as an opportunity to relate to these young drinkers. 'The Bar Fruity Mix' is a fruit-forward and ultra light alcohol that comes in two flavors – Pink Grapefruit and Green Grape .

'**So Nice**' is an ultralight alcohol that gives consumers a refreshing and flavorful drinking experience. This clear, colorless, distilled spirit is available in three variants – green grape, grapefruit and original. It was launched in November 2020 catering to Filipino youth who prefer a lighter drink at an affordable price.

'**The New York Club No. 1 Vodka**' is an extremely smooth vodka produced and bottled in the USA. Evoking the vibrancy of New York City's nightlife, this vodka is so crisp, so clean, so smooth. It is distilled six times from the finest ingredients for that extra smoothness, and filtered to perfection, making a versatile drink for every occasion.

'**Smirnoff Mule**', is the number one ready-to-drink beverage in the category. A full-flavored blend of Smirnoff Vodka, ginger beer, and lime, Smirnoff Mule delivers a refreshingly smooth taste with a bold kick at 6% ABV. Smirnoff Mule is being manufactured and distributed by EDI under a licensing agreement with Diageo North America, Inc. To date, Smirnoff Mule is the number one product in the ready-to-drink category²³.

'**Charles & James Light**' was introduced to the Philippine market in August 2022. Imported from Scotland under Whyte and Mackay, Charles & James is a Light Blended Spirit that is distilled and aged in oak barrels and expertly crafted for exceptional richness. It is smooth and light at 25% ABV, specifically made for the Filipino palate. Charles and James Light is the stepping stone to the world of whisky. It is the country's fastest-growing imported whisky.²⁴

'**Zabana Philippine Rum**' is an award-winning brand of rums created by Filipino master blenders from the purest sugarcane sourced across the country. Its rums range from entry level (Zabana 8 and Blanco), mid-level (Zabana XO and White), premium (Zabana Small Batch Tropical Spiced Rum, Sherry Oak Cask, and 1997), to ultra-premium (Zabana Single Barrel). Over the years, these rums have accumulated a number of recognition from award-giving bodies such as Cathay Pacific Hong Kong International Wine & Spirit Competition, International Spirits Challenge, Monde Selection, and SIP Awards. In 2024, the brand was renamed **Cazabana**.

EDI also imports and distributes the Group's products from the distilleries in Spain and Scotland. In 2015, EDI introduced its Scotch Whisky variants in the local market. It also began distributing 'Fundador Brandy', the Philippine best-selling imported premium brandy, in March 2016 and launched locally 'Tres Cepas Light' in December 2016. EDI also started distributing 'Harveys Bristol Cream' and '**Fundador Double Light**' in 2017.

EDI also distributes '**Pik-Nik**' brand shoestring potato snacks and **Ernest and Julio Gallo wines**. The 'Pik-Nik' brand is owned by AGI Group.

²³ *NeilsenIQ, 2024 dataset.*

²⁴ *Ibid.*

Our Scotch Whisky Portfolio

Scotch whisky is Scotland's leading indigenous product and is now established as the leading international spirit drink, making it one of Britain's most important exports. It is a distilled spirit made (distilled and matured) in Scotland using *only* cereals, water and yeast. Most whiskies mature far longer than the legal minimum of three years, and the maturation period varies for different whiskies. The age statement on a bottle reflects the amount of time the youngest whisky in that bottle has spent maturing in a cask.

Whyte and Mackay has built on its foundations as a leader in the Scotch Whisky industry.

The award-winning whisky maker's collection now features three **Single Malt Scotch** brands with real momentum in their respective segments, ranked in the top twenty worldwide, by industry authority The IWSR. Fettercairn, is the 4th strategic international brand in the portfolio, which is a scarce ultra premium proposition establishing its reputation as a hidden gem of Single Malt.

Looking in the near-term; The Dalmore is the fastest growing Top 10 Single Malt Brand 2018 – 2013 (+17.7% 18-23). Fettercairn has entered the worldwide Top 50 Single Malt Brands and doubled its sales value since 2020, Jura – The UK's Number 1 Single Malt – is the 3rd fastest growing brand in the Top 20 (+20% versus 2019), whilst Tamnavulin is now the fastest growing brand in the Top 20 (19-23, +23%) and Number 2 in the UK (volume). WMG is living by its mission to be a driving force in whisky, renowned for building brands that stand out.

'The Dalmore' continues to enjoy exceptional performance, a 'Masterpiece of Malt'. **The Dalmore 'Decades'** concluded in first quarter of 2022, having featured a once-in-a-lifetime collection of whiskies celebrating whisky making artistry across six decades. The campaign broke records for Sotheby's Asia, achieving \$1.1M at auction. The collection secured prestigious features in Paris, Los Angeles, London, Taipei and Shanghai. The Dalmore 'Decades' set a new standard in luxury spirits marketing, with a boutique in Hainan, elite performance on Tmall and Whyte and Mackay's first Non-Fungible Tokens (NFTs) partnership. In 2022 The Dalmore launched **The Luminary Collection**, a partnership with renowned Japanese architect Kengo Kuma and design institution V&A Dundee – Scotland's first design museum. The innovative product harnessed Japanese and Scottish Oak Casks, to mature the rare 48 Year Old whisky, as a tribute to the two luminaries behind the project Kengo Kuma and Richard Paterson OBE. A collectible Limited Edition was developed by their proteges Master Whisky Maker Gregg Glass and Maurizio Mauciolla, which sold at pace in global outlets. In 2024, Luminary No.2 was launched, featuring Melodie Leung as the luminary partner. This edition includes a stunning glass sculpture that encapsulates the movement of the spirit within the stills at the Distillery. The **Cask Curation Series** was also launched as a celebration of the technical expertise within the curation of exquisite rare casks that is at the heart of the whisky making artistry for which The Dalmore is renowned. **Edition 2: Port Edition** celebrated the exclusive relationship with Portugal's finest winemakers, Symington Family Estates – and their Graham's Port. In Global Travel, The Dalmore launched the **Portfolio Series** – a stunning presentation of three whiskies created in collaboration with an artist, and a further initiative of the landmark partnership with V&A Dundee, Scotland's design museum .

The Dalmore Master Whisky Maker Mr Gregg Glass, was awarded the honour of Distiller of the Year, Scotland, by the prestigious Icons of Whisky Awards 2023 (Awarded December 2022). The Dalmore was recognized by Icons of Whisky, with a number of commendations, including Communicator of the Year resultant from Cask Curation. The launch was awarded luxury launch of the year, for Global Travel Retail too.

The Dalmore's Richard Paterson, was awarded as Officer of the Order of the British Empire (OBE) by Queen Elizabeth II celebrating his visionary contribution to the industry over the past five decades. The "Most Excellent Order of the British Empire" is an order of British Chivalry created in 1917 by King George V. Titles in the Order are awarded to members of the public for significant contributions in their field of work (Scotch Whisky Industry).

WMG offers Single Malt and Blended Scotch whiskies, liqueurs and vodkas, under the following key brands:

'The Dalmore Single Malt Scotch Whisky' sits at the apex of the category in which it competes. It is positioned as a luxury brand, at the pinnacle of the luxury spirits category, and broadening its presence within the luxury consumer goods category.

The Dalmore's powerful stag emblem is built on a heritage that is rooted in the saving of King Alexander III of Scotland from being gored by a raging stag with a single arrow in 1263 by an ancestor of Mackenzie clan. The grateful king granted him the right to bear a stag's head in his coat of arms and so every bottle of The Dalmore is adorned with this noble emblem: a stag's head with twelve points to its antlers, signifying 'royalty'. The Mackenzie family ran the Dalmore distillery from the mid 1800's until Whyte and Mackay took over. It is considered the most revered single malt whisky in the world.

The Dalmore Principal Collection consists of eight expressions (12 Year Old, 12 Year Old Sherry Cask, 15 Year Old, 18 Year Old, 21 Year Old, King Alexander III, Cigar Malt, Port Wood Reserve) as well as 14 Year Old which is a US market exclusive.

Our **Global Travel Retail range** comprises nine expressions (King Alexander III Travel Retail, 20 Year Old, 28 Year Old, Trio, Quartet and Quintet and three expressions within the Voyage of Time Collection which is a Taiwan duty free exclusive only).

Our **Rare & Prestige range** has five expressions (25 Year Old, 30 Year Old, 35 Year Old, 40 Year Old & 45 Year Old). In addition to these, we have Limited Editions which are a feature of this scarce and precious Single Malt, and include Cask Curation, the Portfolio Series and the Luminary Series.

The Dalmore has cultivated a peerless catalogue of **ultra-rare releases**, which continue to be admired for their whisky making artistry and iconic moments in Single Malt history. Notable collections include **'The Dalmore Constellation Collection'**, a rare ensemble of unique vintage single malts from the Highland distillery, and **'The Dalmore Decades'**, a once-in-a-lifetime collection of whiskies. 'The Dalmore' is renowned for rare editions that have sold for industry redefining prices, including the most expensive bottle ever sold in a retail store. Its reputation is further reinforced by features in contemporary media as a highly revered brand, including a feature in Guy Ritchie's 'The Gentlemen' (Netflix, 2024).

A hallmark of a luxury, **The Dalmore's Private Client** proposition offers bespoke services to a select group of consumers worldwide. The Private Client experience delivers exceptional whiskies, meticulously tailored to each client's preferences. In 2024, The Dalmore Cask Curation was offered through the Private Client service, as the first public proposition that was offered through retail outlets, and for the first time, to Private Clients.

As an established international brand, The Dalmore continues to invest in inspiring and engaging consumers. The brand's position as a masterpiece of malt and its purpose to realise potential form the foundation of a renewed strategy rolled out to markets in 2024. The Royal Stag emblem serve as the masthead for creative executions designed to recruit luxury consumers.

'The Dalmore Quintessence' is the first and only single malt whisky in the world with five red wine cask finish. Master Distiller Richard Paterson travelled to California to hand select the five different casks in which this exceptional whisky would be matured; Zinfandel, Pinot Noir, Syrah, Merlot and Cabernet Sauvignon, each bringing their individual nuances to create a totally unique single malt.

'The Dalmore Distillery Select' launched in 2024 as a collection of three limited edition whiskies available exclusively via The Dalmore website, and boutiques.

'The Dalmore Portfolio Series' is a collection of three limited edition whiskies, designed for global travelers. Each offer a red wine finish, and are an example of the multi cask curation, for which The Dalmore has become renowned. The series is presented in vibrant packaging created in creation with a leading emerging artist, selected by partner V&A Dundee – Scotland's design museum. In 2024 the

series unveiled its inaugural edition, in partnership with artist Fraser Gray.

'The Dalmore Vintages' are a celebration of the whisky making artistry for which The Dalmore has become renowned. Each November the master whisky makers reacquaint themselves with the rare cask laid down to mature at the Distillery. The Vintages are a celebration of those casks that are unusual, and offer a different expression of The Dalmore's house style. In 2024, two editions were released to domestic markets.

'The Dalmore Luminary Series' is a four-year series that celebrates the worlds of whisky and architectural design. Each release is a collaboration with a luminary, leading light, in architecture, alongside The Dalmore's master whisky makers. Each edition is led by a very rare piece sold at auction with renowned auction house, Sotheby's. The first edition featured Kengo Kumo of Japan. The second edition featured Melodie Leung of Zaha Hadid Architects. An accompanying Limited Edition 'collectible' is produced by the Luminaries and made available to domestic markets and global travel.

'Jura Single Malt Scotch Whisky' is a premium Scotch whisky that is considered an accessible single malt whisky. It is produced at the only distillery on the Isle of Jura, a very remote island off the west coast of Scotland. This brand is built upon building shared connection, with a creative platform that encapsulates this whisky made by a tiny Scottish island community 'More Than A Whisky'.

'Jura Sherry Cask – 12 and 15' is an Asian exclusive, which launched in Taiwan in 2023, and built distribution in China in 2024. Casks are hand selected from Jerez for the very best Sherry casks. A full finish in our Oloroso Sherry combines well with our Jura Spirit and account for 75% of the balanced flavour of our 'Jura Sherry Cask'. It is rich, fruity, and vibrant - with notes of chocolate, almond, and ripe plum. In 2024, Jura 15 Sherry Cask Edition launched as the second in the range, exclusively to Asia markets.

'Jura 12 Years' boasts a rich depth of flavour. The 12 Year Old is the key brand in the Jura signature series. Matured in American white oak ex-bourbon barrels for 12 years and finished in Oloroso Sherry casks from Jerez, Spain. This 12 Year Old offers refined, succulent tropical aromas of chocolate, walnut, and citrus fruit.

'Jura 14 Year Old Rye Cask' is a 2022 release from Jura Whisky and celebrates Jura's bright community spirit; a close-knit group of around 212 warm and welcoming individuals, inspired by life on their island and all those who have a hand in making it. Matured in American White Oak ex-bourbon barrels, this spirit was then further matured in hand selected American rye whisky barrels to add depth and complexity with layered spice, aromatic, herbal and floral characteristics. The rye casks add distinctive layers of cinnamon, vibrant vanilla, cacao and warm honey flavours.

'Tamnavulin Single Malt Scotch whisky' was launched in 2016, initially in the UK. The Tamnavulin Distillery was built in 1966 and was acquired by WMG in 1993. 'Tamnavulin' is the epitome of a Speyside malt; rich, smooth, elegant and refreshing. Tamnavulin is the Gaelic translation for 'Mill on the Hill,' named in part after the 16th century woollen mill which sits on the site of the distillery. This Speyside is double cask. Matured in American Oak Barrels and finished in Amoroso Oloroso Sherry casks for a rich, full-bodied, sweet and mellow taste. EDI started distributing this product in the Philippines in 2018.

'Tamnavulin Single Malt Scotch Whisky Vintage Collection' rare range with expressions from the years 2000, 1979, 1973 and 1970, together with a new Tempranillo finish was launched in 2018 and are exclusively available in Asia.

'Tamnavulin Sherry Cask Edition' is matured in American Oak Barrels and enhanced by a finesse in three different sherry casks. This classic revelation from the Speyside Valley is marked with notes of vanilla pod, glazed nectarines, and hints of sticky toffee pudding.

'Tamnavulin White Wine Cask Edition' showcases the distinctive orchard fruit character of the Speyside distillery, which complements the flavours enhanced by the white wine finish. In line with

Tamnavulin's tradition of double matured whiskies, this expression began its life in American White Oak barrels, before undergoing its second maturation in Sauvignon Blanc white wine casks.

Tamnavulin Port Cask Edition was released in 2024 offering notes of ruby and fruits. This new product innovation was aimed at the chain retail channel.

Fettercairn launched a new permanent collection of whiskies in 2024, reflecting the investment and availability of casks at key age-statements. The coming of age of stocks enables the brand to invest in a core range to replace the limited editions that were released in short runs 2018-2023. The domestic range features a 12 Year Old, 18 Year Old Scottish Oak, and is led by Fettercairn 16 Year Old. A differentiated range for Travel Retail, which is an important growth driver for the brand, features 14 Year Old, 17 Year Old and the 25 Year Old.

'Fettercairn 24 Year Old' showcases the tropical house style as it evolves in time. A significant age statement it encapsulates how the distinctive character of this whisky develops in 24 years, with intricate flavours of Madagascan vanilla and red liquorice alongside the rich tropical fruits with a sweet, spiced finish.

'Fettercairn Very Rare 50 Year Old' was released in extremely limited volumes, and bespoke crafted presentation case. Distilled in 1966 it offers antique notes of vanilla, pear and nectarine.

Fettercairn 200th Anniversary Collection was created in 2024 to mark the 200th Anniversary of the Distillery, and features six rare and very rare whiskies. Each whisky was selected to commemorate significant milestones in the distillery's history. The set was presented in a hand-crafted case of Scottish Oak, produced by famed cabinet maker John Galvin. The collection is strictly limited to 10 sets, for the domestic markets.

'Whyte and Mackay Blended Scotch Whisky' is produced using a unique triple maturation process that ensures a smoother, richer taste. In 2019, a new innovative product, **'Whyte and Mackay Light'**, was launched in the UK to allow consumers to enjoy a great whisky taste whilst consuming lower units of alcohol. At 21.5% ABV, this product is a first in the UK and it received widespread acclaim for quality and for the important messaging it represents. This new lighter spirit drink has been enriched by sweet Sherry casks and freshly emptied Bourbon barrels and tastes great – smooth with a subtle hint of smoke and perfectly enjoyed straight over ice, or with your favorite mixer.

'Woodsman Blended Scotch Whisky' was launched in 2018 as a more contemporary proposition for younger consumers. It was designed to work well with mixers and with its modern bottle design it has attracted new consumers into the Blended Scotch market. Woodsman invested in consumer marketing in 2022 with a creative targeted to recruit consumers from Bourbon and affordable Blended Whisky. The campaign was awarded Best Brand Partnership (Radio X) 2022.

'Shackleton' is a new Blended Malt brand launched in 2017. It was inspired by a 1907 whisky which was extracted after 100 years under ice. A conservation team carefully extracted crates of whisky left behind by renowned polar explorer Sir Ernest Shackleton. Whyte and Mackay master blender Richard Paterson carefully selected 20 of the finest highland malts to recreate the antique whisky supplied to the British Antarctic Expedition. It has hints of vanilla, ginger and licorice on the nose, with a taste of demirara sugar, manuka honey and dried pineapples, and a whisper of bonfire smoke in the finish.

John Barr, Cluny and Claymore are all blended Scotch whiskies, a combination of malt whiskies and grain whiskies from a number of different distilleries.

'Glayva', a liqueur made from a blend of aged Scotch whiskies, a selected range of spices, Mediterranean tangerines, cinnamon, almonds and honey. It has a deep golden colour and a distinctive flavor. In 2022 Glayva launched a new consumer campaign in the UK, driving consumer recruitment by putting the award-winning flavour proposition front and centre.

'Invergordon' is a new brand launched in 2024. It is a single grain whisky produced at Whyte & Mackay's whisky production facility in North Scotland. The brand was designed to be distinctive in the

broader whisky/ey category and offered three aged statements: 14, 18 and 21 Year Old. It is currently available exclusively in the USA, where it has secured national distribution.

Our Spanish Portfolio

From **Bodegas Fundador**, the following iconic brands manufactured and distributed from Spain are under EMI Group beginning March 1, 2016:

'Fundador' is a Brandy de Jerez, the brandy capital of Spain. Fundador means the 'founder', as it was the first Spanish brandy to be marketed, this happened in 1874 by Pedro Domecq Loustau. It is sold in over 70 countries worldwide, and the no. 1 imported premium brandy in the Philippines. The brand has an excellent range ending with the high premium brand **'Fundador Exclusivo'** and Sherry Cask Collection – The Fundador Supremo'.

'Fundador Supremo' is a Solera Gran Reserva Collection aged in our Sherry Cask, unique in the world and which has belonged to our winery for centuries. A unique creation which represents a true innovation within the category of Brandy de Jerez. The 'Sherry Cask Collection' by Fundador Supremo reveals the depth of the most luxurious flavours provided by time in wood, thus creating an Ultra-Premium category Brandy.

The ageing in Sherry Casks, unique in the world and of very high value, which have contained very old Oloroso, Amontillado or Pedro Ximénez, give the brand the exclusivity and originality it deserves. In 2023, the Fundador Supremo 30 YO Palo Cortado was launched to the market with only 30 bottles. It has been positioned at the top of the range due to its rarity. Fundador Supremo 30 YO Palo Cortado aged in casks that have previously contained a 30-year-old Palo Cortado wine. Of all sherry wines, Palo Cortado is the most famous and mysterious. Its uniqueness and exquisiteness have reached such an extent that it has been the subject of several documentaries that try to understand its origin and complexity. Palo Cortado is a type of fortified wine. What makes palo cortado special and unique are its nuances, as it is a generous wine with body, but with aromatic delicacy, freshness and a sharp touch that surprises everyone who tastes it. The name Palo Cortado comes from the way wine is catalogued in the wineries. In the past, the palomino grape was used to obtain fino wine, and when it was poured into the bota (the name given to the barrel in Jerez), it was marked with a chalk line to indicate that the next fino was fermenting there. However, if over time the wine lost its "velo de flor", a layer of yeast on the surface of the wine, it could no longer be protected from oxygen and, therefore, another type of fortified wine was obtained from that must. The moment the foreman realized this, he would take the chalk and draw another line on the first one, making the drawing of a cut stick. This is how this generous wine came to be called palo cortado. A rarity that transmits all of its intensity to the brandies aged in their casks.

'Fundador Light' is currently the best-selling 'Fundador' in the Philippines, having a balanced and clean aroma with a fragrance of wood seasoned sherry and a smooth light taste of brandy from our cellars in Jerez.

'Fundador Double Light' is an exceptional spirit from sherry casks in our cellars in Jerez. It guarantees double smoothness and double satisfaction in every bottle with a lower alcohol by volume of 25.8% compared to 28% of 'Fundador Light'. It is the ultimate expression of 'Fundador Light' with a different concept. It has more ageing profile and character that is an effect of the double casks.

'Fundador Double Wood' is a Brandy de Jerez Solera Reserve, inspired in the brandies originally crafted in the 19th century, where the prolonged aging makes the holandas acquire the most important and unique characteristics of wood.

'Fundador Triple Wood' is a Brandy de Jerez Solera Gran Reserve obtained through a very long ageing process that triples the standards of brandy production. A unique expression that reveals the depth of the elements contributed by the wood to a powerful bouquet from the long periods of aging.

'Fundador Sherry Cask' is a Sherry Cask Solera and Solera Reserva, which is the classic Fundador version's update. After almost 40 years, its image and liquid were refreshed in 2021 through a simultaneous launch in Spain, UK, Italy, México and USA, whose result is Brandy perfect to drink neat

or mix with Cola or any other beverage. Aged in Sherry Casks that have previously contained Sherry wine, this Brandy is the combination of experience and innovation that has the credibility to reinvent the Brandy category.

“Fundador Super Special” is the most affordable Fundador variant in a 1-liter bottle that has the same world-class Fundador taste profile that consumers look for and adore. It also has the lightest alcohol-by-volume content within Fundador's portfolio at 23.5% making it very easy to drink, and perfect for day-to-day small or big occasions.

‘Terry Centenario’ is the largest brandy in Spain. Centenario means centenary, and it evokes the change to the twentieth century when the Terry family started producing brandies in its bodegas in Puerto de Santa María. It is a premium and distinguished brand with the iconic net and the unique logo of the Terry Horse. ‘Terry Centenario’ is the leading brand of the Brandy Category in Spain, with 25,5% market share, surpassing the combined market shares of its two main competitors²⁵.

‘Terry White’, a new expression, a new category, a new Classic “White Brandy” was born in 2017 to renew the brandy category in Spain by shaking the market through a modern concept of a white spirit. Through mixology platform, this disruptive concept was launched to a fashionable position for a spirit drink for a future halo of Brandy de Jerez.

‘Tres Cepas’ is a market leader in Equatorial Guinea. In the beginning, Domecq had three brands, Una Cepa (One vine), Dos Cepas (Two vines) and Tres Cepas (Three vines), that were in increasing order of quality and age. It is a premium brand result of a special selection of wines distilled aged in sherry oak casks by the traditional Criadera and Solera system. In 1902, the brand Tres Cepas was launched in the market and started to be a successful brand. The year 2016 saw the renaissance of the brand in the Philippines, and a special expression of **‘Tres Cepas Light’**, with a different concept and bottle, was launched in December at a very affordable introductory price. Tres Cepas Spirit is a delicate selection of wines distilled carefully aged in Bodegas Fundador's wineries in Jerez, smooth with mineral notes and beautiful amber tone. In 2017, **‘Tres Cepas VS’** was launched. It is an ultimate expression, as the master blended carefully tasted the oldest soleras and selected barrels with special characters and notes to make a unique blend for this Very Special Tres Cepas.

‘Harveys’ is the number 1 selling Sherry Wine in the world and the leader in the UK. For many years, Bodegas Fundador was honored to hold the prestigious Royal Warrant of Appointment in the United Kingdom, a distinction that allowed its sherry wines to be served at Buckingham Palace and recognized it as the only Spanish company supplying the Royal Household. This unique recognition, granted since 1895, reinforced the brand's commitment to quality and excellence.

After the passing of Her Majesty Queen Elizabeth II, Bodegas Fundador continues to benefit from the grace period granted by the Royal Warrant as per the Royal Household's terms. We take great pride in our longstanding relationship with the British Royal Family and appreciate the opportunities it has given us to highlight the finest of Spanish tradition.

This brand was registered in Bristol by the Harvey family in 1886 and was the first cream Sherry to be marketed. **‘Harveys Bristol Cream’** is a unique blend of sherries combining the character and body of aged olorosos with the aroma and finesse of finos and amontillados. A proprietary blend of three sherry types: Fino, Amontillado and Oloroso, all created from the Palomino grape. “Everyday's A Holiday” with Harveys Bristol Cream®, taken alone or with fruit or used as ingredient to desserts and baking.

‘Vermut Marinero by Garvey’ was launched in Spain in 2021, entering a new unexplored category. This product proposal is very different from other competitors: a red vermouth with a touch of Atlantic salt, elaborated from the most selected sherry wines and characterized by a smoothness and a flavour resulting from the Palomino Fino grape macerated with seaweed. A product totally unique and 100% suited for the aperitif moment.

²⁵ Based in part of the data reported by NIQ for the Total Brandy category for September 2024, for Total Spain Off and On-Trade. Copyright © 2024 NielsenIQ Spain.

Our Mexican Portfolio

From the **Domecq brands of brandies and wines** come these Mexican brandies, which are also distributed in USA. In Brazil, 'Domecq Brandy' is a strong brand which covers all market in Brazil. The arrival of the Spanish brandy powerhouse, Casa Pedro Domecq, in 1947 changed the brandy landscape in Mexico. The company put the country's forgotten vineyards to work and began capitalizing on Mexico's thirst for inexpensive spirits. It launched Brandy Presidente in 1958. By the 1980s, brandy, not tequila, became Mexico's favorite drink after beer. Marketing played a role in brandy's success as it was marketed as an aspirational drink, a drink with noble Spanish heritage.

'**Presidente**' was the first Mexican brandy, launched in 1958. It is produced from a blend of the best grapes of the Hermosillo region of Mexico. Presidente is the leading imported brandy based on sales volume in US in 2023²⁶, coming from second position in 2022²⁷.

'**Presidente Light**' was brought in from Spain and launched in the Philippines in 2022. Presidente Light Brandy boasts of notes of caramel, toffee, dried raisins, orange marmalade with a very subtle hint of chocolate. A light brandy that is very smooth on the palate.

'**Don Pedro**' has been more than 50 years in the market, launched during the 1960s. Its name celebrates the company's founder, Don Pedro Domecq.

'**Azteca De Oro**' has been more than 36 years in the market. These brands are also distributed in USA. In Brazil, 'Domecq Brandy' is a strong brand which covers all market in Brazil.

MARKETING, SALES AND DISTRIBUTION

The Group's products are distributed in at least 116 countries globally. Promotion strategy depends upon the brand and considers price, communication, and promotional activities.

EDI products are marketed, sold and distributed in the Philippines through its extensive nationwide distribution network that provides it with a distinct competitive advantage. In particular, EDI's grassroots selling and marketing network covers the plethora of hole-in-the-wall or mom-&-pop stores in the country. Marketing has also expanded outside the traditional platforms to reach into the digital space platform. EDI local products are now available in at least 60 countries outside the Philippines.

Bodegas Fundador operates as a global brandy and sherry company. The global brandy and wine business is further fortified by the Domecq trademarks that fall under Spain and Mexico and have commercial reach to South America, particularly Brazil and Colombia, and USA.

Whyte and Mackay's overriding objective is to operate as a global branded drinks company which delivers sustainable rates of growth and returns that increase overall shareholder value. The Group operates in the UK and increasingly in international markets including the Travel Retail sector. Whyte and Mackay continue to invest across the business for future growth. It maintains a strong level of Strategic Marketing support across its expanding brand portfolio and increased its commercial resources in key disciplines and geographies. Moreover, Whyte and Mackay invested in the assets of the business to improve efficiency and flexibility and has continued to invest in barrels, ensuring its spirit quality remains at the highest levels.

The Company attributes its leading position to: (i) strong brand equity gained through brand building; (ii) targeted marketing; and (iii) local distribution network and, now a global reach.

²⁶ From an article published on February 25, 2025 in www.statista.com/statistics/986273/leading-imported-brandy-brands/us/

²⁷ From an article dated July 29, 2022 in www.trendhunter.com/trends/brandy-presidente

Brand Equity and Promotion

The Company believes that branding is a critical factor in a consumer's choice of beverage. Active brand promotion and advertising are essential tools to build image and market share, and establish consumer brand loyalty. EDI continually increases its market share by promoting its brands as distinct and unique with the objective to convey its unique and enduring message to promote its image and products. Marketing strategies focus on emphasizing 'Emperador Brandy's premium value image to consumers as well as the taglines: "*Sa Totoong Tagumpay*" ("*To true success*"), "*Gawin Mong Light*" ("*Make It Light*"), "*Tagumpay Araw-araw*" ("*Reward Every Day*"), "*Doble Swabe, Doble Sarap*" ("*Double the Smoothness and Double the Character*") and "*Sarap maka-Feel Good*" ("*Good Vibes*"). EDI markets its brandies as a drink for the celebration of life successes through values of diligence, perseverance and responsibility. Its labeling includes a lion and a bullfighter wherein the lion symbolizes power and success while the bullfighter symbolizes grace and superiority. Emperador Deluxe carries the imagery of luxury and class. It is marketed as an affordable luxury for everyday consumption.

In 2018, Emperador Light celebrated its success with the 'Galing ng Pilipino' thematic campaign that paid tribute to the enduring spirit of every Filipino and the qualities that make the Filipino truly a cut above the rest: *Magaling. Ibang Klase ang Talino. May sipag na angat sa iba*. The campaign was anchored on an original song entitled "*Ating Tagumpay*," and endorsed by one of the country's biggest celebrities. The song encouraged Filipinos to celebrate everyday milestones and to continue doing great things, the lyrics of which were even posted and has taken over EDSA Billboards during its launch. The campaign ran up to mid-2019.

In 2020 which was a time with so much uncertainty, the formidable 'Emperador Light' has stepped up and took a proactive stance utilizing purposeful platforms to spark hope and positivity and encourage everyone to celebrate life, that life will always continue to give us everyday moments—no matter how small or simple they may be—that are worth celebrating. As the lockdown eased, a jingle-based thematic campaign "*Mag-Celebrate Tayo Muli*" was released on television, radio airwaves and online platforms. The powerful and inspiring part of the song goes "*Ilang selebrayon na ang ating nalampasan. Pero heto tayo nagkakaisa pa rin, panatag ang loob na ito'y lilipas din. Magcelebrate din tayo ng sama-sama*". This Emperador spirit of hope and good cheer went viral online as more people from social media were inspired to create their cover song of the jingle while many were enamored by the hopeful message of the campaign. In 2023, Emperador elevates its *Tagumpay* brand story to the next generation as it launched "*Angat sa Tagumpay*" advertising campaign and "*Sakto sa Bulsa*" advertising and below-the-line campaign, as it expanded availability of its banner brand. In 2024, Emperador launched a new thematic campaign for 'Emperador Double Light' with a catchy & danceable jingle for the Generation Z consumers, reinforcing the "*Doble Swabe, Doble Sarap*" drink. This represents a fresh and young approach to connect with a new generation of drinkers.

The versatility and size of Bodegas Fundador encompasses a large and varied spectrum of well-known products, allowing it to take age old tradition to contemporary markets. 'Fundador', which means "Founder", is the first and original Spanish brandy. It is aged through the Criadera and Solera System in American Oak casks, previously seasoned with sherry and distilled alcohol. Legend tells that Pedro Domecq Lustau received an order of 500 barrels containing "Holanda". At the moment of the payment, the order was not attended and the "Hollandas" were stored back in barrels that had previously contained sherry. After more than five years, it was discovered that the liquid's color had changed into a golden amber one and that it had gained in aroma due to the time spent in the barrels that had previously contained sherry. Out of this chance, and after improving the distillation and aging processes, the first Spanish brandy 'FUNDADOR' was born in 1874.

'Terry Centenario' is most important Spanish brandy, a symbolic legacy of its heritage. Terry Bodegas and Brandies currently enjoy great prestige and recognition at both an international and national level. With their yellow mesh and Carthusian horses emblem, 'Terry Centenario' and 'Terry 1900' are unmistakable symbols of the most traditional Brandy producers in the Jerez triangle. Centenario means centenary, and it evokes the change to the twentieth century when the Terry family started producing brandies in its bodegas in Puerto de Santa María. It is a premium and distinguished brand with the iconic net and the unique logo of the Terry Horse. A new expression and a new Classic White Brandy is created in 'Terry White', to renew the brandy category in Spain by shaking the market through a

modern concept of a white spirit. Through mixology platform, 'Terry White' is launched in this disruptive concept to a fashionable position for a spirit drink for a future halo of Brandy de Jerez.

After many years, Terry Centenario updated its image by entering the market with a more premium label in lighter and more elegant tones for both Spirit and Brandy, but retaining its hallmarks such as the logo Terry Horse and the color red. This change of image has already been implemented in Mexico and the USA and will soon be launched in Spain.

'Tres Cepas' is a particular brandy that was known as "One Vine" ("una cepa"), "Two Vines" ("dos cepas") and "Three Vines" ("tres cepas") that were increasing in quality, character and age. It is a premium brand result of a special selection of wines distilled aged in sherry oak casks by the traditional Criadera and Solera system.

'Harveys' is one of the largest wineries in Jerez and 'Harveys Bristol Cream' is its most famous brand worldwide. 'Harveys' was founded in 1796 in Bristol (England) by the merchant William Perry, who stored wines mainly imported from Spain and Portugal in some ancient cellars dating from the 13th century. In 1822 John Harvey joined the company as an apprentice and took control; to give it its current name; in 1871. Harveys Bristol Cream is the result of a meticulous selection comprised of 30 wines aged in American oak casks using the traditional system of soleras and criaderas.

It is the most sold brand of Jerez wine in the world, available in more than 70 countries and a market leader in the United Kingdom, USA and Canada. It is also the unique Spanish company supplying to Her Majesty The Queen Elizabeth II of England since 1895.

Very Old Rare Sherry (VORS) are the pinnacle of the sherry range; the most luxurious expressions, certified by Jerez's Regulating Council to be over 30 years old, a distinction only given to Amontillado, Palo Cortado, and Pedro Ximénez.

Domecq brands are marketed by associating them with Mexican identity and emphasizing them with social history.

The key brands in Whyte and Mackay are well defined. The Dalmore Single Malt Scotch Whisky is a brand of supreme quality that is positioned at the apex of the category in which it competes. Truly a luxury brand, The Dalmore's stag iconography is built on a heritage that is rooted in the saving of King Alexander III of Scotland from a raging stag in 1263 by an ancestor of the Mackenzie clan. The grateful king granted him the right to bear a stag's head in his coat of arms and so every bottle of The Dalmore is adorned with this noble emblem: a stag's head with twelve points to its antlers, signifying 'royalty'.

For the past 180 years, The Dalmore has been a masterpiece in the making. The brand celebrates the illustrious moments in its continuing history as it unveiled a once-in-a-lifetime selection of six exceptional single malt whiskies that tell the story of The Dalmore's relentless pursuit of excellence through six decades—The Dalmore Decades, the campaign for which concluded in first quarter of 2021. The Dalmore Decades No.6 Collection was auctioned by Sotheby's in Hong Kong last October 2021 and was sold for a record-breaking amount of US\$ 1.12 million especially setting the pace for the luxury spirits category. In 2022, the Dalmore and V&A Dundee partnered to create 'The Luminary' Series in World-First Collaboration. In the same year, The Dalmore also launched two Limited Editions – Vintage 2003 and Vintage 2007 which have seen two further vintage releases each year since.

Jura Single Malt Scotch Whisky' is a premium Scotch whisky that is smooth, bright, and vibrant – just like the islanders who made it. The beachside distillery is located in the heart of a tiny island community of only 212 residents. Jura is reflective of the community that crafts exceptional whisky. It is "*more than a whisky*" - the banner that encapsulates the very special nature of this island single malt.

In 2022 Jura launched a landmark Islanders' Expression, a celebration of the creative spirit of the islanders. Acclaimed environmental artist Amy Dunnachie, resident on Jura, collaborated to create a Limited Edition, available exclusively in Global Travel Retail.

'Tamnavulin Single Malt Scotch whisky' is the epitome of a Speyside malt; rich, smooth, elegant and refreshing with a sherry finish. Tamnavulin is the Gaelic translation for 'Mill on the Hill,' named in part after the 16th century woollen mill which sits on the site of the distillery.

'Fettercairn' is a highland malt with the main brand symbol being the unicorn. This brand launched a new permanent domestic and accompanying travel range in 2024, to mark its 200th anniversary.

Fettercairn Distillery unveiled an exciting new project in 2021 to replant an ancient forest as it sets its sights on producing its own single estate Scottish oak matured malt whiskies. With over 13,000 sessile *Quercus petraea* and *Quercus robur* oak saplings planted next to the Distillery, the Fettercairn Forest is part of a wider commitment by Whyte & Mackay to develop a sustainable future for responsibly sourced Scottish oak for each Distillery. The Distillery laid down whiskies in responsibly sourced, native Scottish Oak. In 2022 the Scottish Oak Programme won the acclaimed Industry Production Innovation of the Year (Spirits Business), with its first commercial proposition: Fettercairn 18 Scottish Oak. Reflecting commitments to the local environment, and new unexpected journeys in flavour-led whisky making Fettercairn 18 is an annual release Limited Edition, and enjoyed commercial success on launch. It led to the Master Whisky Maker being crowned Distiller of the Year, Scotland 2023 (Icons of Whisky).

Fettercairn Distillery has unveiled the third and fourth releases in its hugely popular and sought-after Warehouse 2 Collection, an inspired small batch series created to celebrate the hidden gems within its 14 dunnage warehouses and to showcase their commitment to enlightened whisky making.

'Whyte & Mackay Blended Scotch whisky' brand has had new packaging introduced and launched a new communication campaign to reinforce its unique Triple Maturation process that delivers a smoother, richer taste which have both been well received. Whyte & Mackay Blended Scotch whisky continues to invest in consumer communication to drive consumer awareness in the UK, where it is the No. 2 Blended Scotch Whisky brand.²⁸

Targeted Marketing

To maximize market penetration, EDI supports both traditional advertising and marketing as well as proprietary market research tools. It uses multiple consumer research agencies and methodologies to assess consumer insight, trend, behavior and preferences, and markets its products accordingly. The brands are also marketed through an integrated 360-degree marketing campaign including the traditional above-the-line media, such as television and radio commercials, print and digital advertisements, including social media initiatives for Facebook and Twitter, below-the-line promotions, such as influencers, local events, tastings, fairs, and sponsorships. In addition, management supports creativity and innovation in product marketing by encouraging managers to take ownership of strategic geographic areas. Its creative consumer research has qualitative and quantitative aspects and includes face-to-face interviews and information gathering exercises with consumers at local neighborhood events and gatherings.

The Scotch single malts are marketed internationally designed to reinforce the brands' core positioning, talking to a well-defined consumer target in each market.

Globally, the portfolio quickly adapted to the pandemic by shifting marketing activities online and developing series of campaigns focusing on engaging and connecting with consumers in the digital space. The brands held a series of online tastings, virtual distillery tours, and partnerships with e-commerce websites.

The flagship brands of Bodegas Fundador: 'Fundador', 'Tres Cepas' and 'Terry' brandies are marketed internationally using a combination of digital communication and activation, as well as more traditional ways of retail activations and marketing on site. Communication is driven to focus on the key positioning of the brands and the well-defined target consumers. On the other hand, 'Harveys' is marketed internationally adapting the range of products to the characteristics of each national market, using a combination of digital and traditional marketing approaches, focusing on the different core positioning of each range, that have specific target consumers.

²⁸ Based in part on data reported by Nielsen IQ through its Retail Measurement for the Blended Whisky Category for the 52 week period ending 4th January 2025, for the UK'. (Copyright © 2025. Nielsen Consumer LLC).

Sales and Distribution Network

The Company has an extensive sales and distribution network which is one of its key strengths that will continue to drive its future growth. Products are sold through general trade, modern trade, on-premise, self-owned stores and online platforms.

EDI has a nationwide distribution network operated through sales offices and distribution outlets strategically located in the country, which supply national and regional customers, hypermarkets, supermarkets, wholesalers, traders, grocery outlets, convenient stores, and local neighborhood small sari-sari stores. It continually seeks ways to expand the reach of its distribution network, especially in the fast-growing regions of Mindanao and the Visayas. It employs its own sales and distribution force and vehicles fleet for direct delivery service. It uses direct sales vehicles such as cash vans to cover sari-sari stores across the country. Cash vans sell the brands directly to these small retailers on a cash-only basis, where the average transaction is for two cases. Other accounts get credit terms which vary from the standard 30 days to 60 days for key accounts.

The Company believes that the day-to-day interaction its sales team has with its trade partners is essential to maintaining product availability as well as access to its consumers.

EDI builds its on-premise sales operations to expand its market to hotels and restaurant businesses in the Philippines, given the expansion of its pouring brands and world class brands. Even with the end of the COVID-19 pandemic, EDI has continued to adapt to the changes in purchasing behavior by making its products available on various e-commerce channels such as Lazada, Shopee and Panda Mart, among others.

The Company has a standard volume-based pricing model that is applied evenly across all customer segments and discounts are offered on large volume transactions.

Emperador local brands have established international distribution to at least 60 countries.

The WMG business has a strong, international Route to Market. In UK, a dedicated sales team covers all trade channels and customers. It also has a dedicated Global Travel Retail team which manages its brands in a channel where WMG have a strong presence and that is critical for single malt whisky equity building and sales. In other markets Whyte and Mackay has established a network of distribution partners that represent the brands in each territory. The goal is to develop long term partnerships with a strong local distributor in every market, with selection based on strength and commitment in the channels offering the greatest opportunity in each market. In 2016, Whyte and Mackay appointed E&J Gallo as their exclusive importer into the USA for certain key brands. In 2024, The Dalmore launched a Direct To Consumer channel via www.TheDalmore.com with a specially curated range to drive direct consumer engagement, as an additional channel to the direct Route to Market in the UK.

The Dalmore opened its first flagship store in the Philippines in Uptown Bonifacio, an exclusive retail store that houses some of the rarest and most expensive whisky collection in the Philippines. The Keeper's Lounge, a by-invite only lounge within the store, is also open to its VVIPs to enjoy their 'Dalmore' bottles along with their guests. The Dalmore also extended its flagship store and opened the Cigar Lounge. The Dalmore Cigar Lounge curates the 'Dalmore' classics: the King Alexander III (the only single malt in the world with six different finishes — spirits matured in ex-bourbon casks, Matusalem oloroso sherry butts, Madeira barrels, Marsala casks, Port pipes and Cabernet Sauvignon wine barriques); the Quintessence (with five wine finishes: Zinfandel, Merlot, Cabernet Sauvignon, Syrah and Pinot Noir); and The Dalmore 25. One can pair The Dalmore Cigar Malt Reserve with Cuban cigars (Cohiba Robusto, Cohiba Esplendidos, Hoyo de Monterrey Epicure No. 1, Montecristo No. 2, Partagas Serie E No. 2, and Romeo Y Julieta Short Churchill) which are also available at the lounge. The Dalmore has subsequently launched flagship stores at the luxurious Rosewood Hotel in Cambodia and at Caleido in Madrid's financial district. These exclusive locations feature a programme of in-store events designed to engage consumers, media and VVIPs.

Bodegas Fundador has a small team that sells to distributors around the world. It partners with the best players in the distribution market, having long term agreements with country and regional wine and spirit distributors in place.

In 2016, EDI took over the distribution of Fundador in the Philippines, while Whyte and Mackay took over the distribution in UK and Canada. This combination assures a deep sell-out market presence around the world.

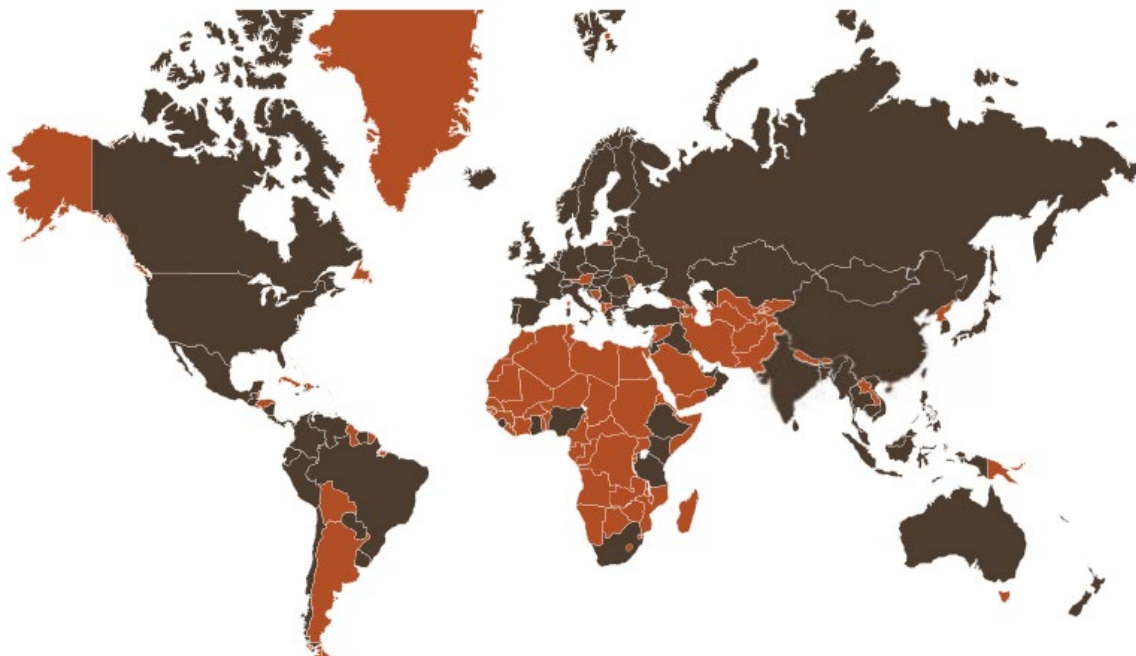
In 2018, the first Fundador Café was created in the Philippines which is located at Venice Grand Canal at McKinley Hill. It offers hot and cold drinks and blended ones infused with Fundador products and sweets with Harvey Bristol Cream variances.

In January 2022, Asia's first-ever brandy museum opened its doors in Iloilo City. It is an immersive museum where visitors will have a unique journey of senses through a faithful recreation of the Fundador bodega in Spain. The tour is capped at the museum cafe where guests can enjoy the barista's take on popular beverages spiked with Emperador Coffee Brandy.

In 2024, the world's largest duty-free store, Hainan – China – created a landmark whisky museum. WMG's The Dalmore is proudly featured alongside examples of its peerless catalogue of rare releases.

In December 2022, the first outdoor liquor park of its kind in Asia opened in McKinley West in Taguig City, near Forbes Park. The 4,000sqm McKinley Whisky Park is bringing a whole new whisky experience to patrons through a curated selection of whisky products and concoctions, along with a wide array of food choices, games, and entertainment that could be enjoyed in an open-air setting. The Davao Whisky Park was subsequently opened to offer consumers in the South the same excitement and luxurious experience enjoyed by its patrons in Manila.

The map below shows the Emperador group's global reach



COMPETITION

The Group competes against established spirits companies. The principal competitive factors with respect to the Company's products include brand equity, product range and quality, price, ability to

source raw materials, distribution capabilities and responsiveness to consumer preferences, with varying emphasis on these factors depending on the market and the product. Our ability to strengthen the selling power and premium image of our brands and differentiate ourselves from our competitors affects our sales and profit margins. The Group believes it has a track record of proven strength on these areas.

The Philippine brandy market is dominated by 'Emperador' and 'Fundador', and 'Alfonso Brandy' which is being imported/distributed by Montosco Inc. With respect to gin, rum and other alcohol products, there are other local gin and rum companies that also produce ready-to-serve alcoholic beverages as well as imported labels. The whisky segment in the Philippines is not well tapped at present, and the Company aims to grow this segment.

The Company believes that its products are strongly positioned within their respective markets, as measured by market share and brand recognition. The Company believes its 'Emperador' brand is a status brand in the Philippines, and is associated with a certain level of success and sophistication that its potential customers aspire to. The Company believes that its range of well-established and highly recognized brands present significant barriers to new competitors, and are particularly important to its ability to both attract and maintain consumers.

The Fundador brands face strong competition in the Spanish market and internationally in the brandy and sherry businesses, among which are Osborne and Torres. In response, Fundador is strengthening its focus on **international expansion** as a strategic leverage to build more global brands.

By aligning our efforts with the evolving preferences of an increasingly global consumer base, we aim to enhance our market presence and position Fundador as a leader in premium beverages worldwide. EMI management remains committed to monitoring market dynamics and competitor strategies to ensure we maintain and expand our competitive edge.

WMG, on the other hand, competes in the UK market and internationally. Competitors use brand strength together with price and product range to compete. The major Scotch whisky brand owners are Diageo, Pernod Ricard, William Grant, Edrington and Bacardi who are all materially larger than WMG. Nevertheless, WMG can compete as it has differentiated brands in a fragmented Malt whisky market and its Blended Scotch brands are competitively priced. WMG management monitors market prices on an on-going basis and takes steps to safeguard the overall competitive position.

SOURCES AND AVAILABILITY OF RAW MATERIALS

The principal raw materials for the manufacture of the alcoholic beverage products are grapes from the Group's vineyards and from various suppliers, wine, grain and malts, distilled neutral spirit, brandy distillates (made from grapes), and water. It also requires a regular supply of glass bottles and packaging materials. Raw materials are sourced from subsidiaries and third-party suppliers. All of the water for blending in our Philippine operations is sourced from two deep wells located in the Santa Rosa, Laguna manufacturing facility. The facilities in Laguna are located on top of one of the best fresh water supplies in the Philippines. There is also a filtration system for the water it uses at its Laguna facilities.

EDI sources its bottles from AWGI, which produces a majority of the new glass bottles while the rest are imported or sourced using recycled returned bottles. EDI sources final packing materials such as carton boxes and closures from at least three different suppliers. AWGI canvasses suppliers once a year to seek the most competitive prices for its raw materials. While terms for different suppliers vary, AWGI generally orders raw materials to meet its projected supply requirements for one year and prices are subject to review on an annual basis. For imported raw materials, new purchase orders for supplies are generally sought two months prior to the expiration of existing purchase orders. For raw materials sourced in the Philippines, orders are finalized one month before existing orders terminate. The number of suppliers for major raw materials varies based on their capabilities and compliance. In addition, major raw materials' suppliers typically maintain a warehouse in close proximity to the plant to cover possible delays in shipments and to prevent delivery interruptions.

For production facilities in Scotland, the UK is the major source of cereals and dry goods such as bottles, labels, closures and cartons while casks are sourced from USA (previously used for bourbon maturation) and from Spain (previously used for sherry maturation).

For production facilities in Spain, grapes come from own vineyards and from third parties as needed. For Mexico, grapes are sourced from various suppliers and *aguardientes* from Spain, Chile, Argentina and Australia.

The Group has not experienced and does not anticipate any significant difficulty in obtaining adequate supplies of raw materials and dry goods at satisfactory prices under its supply arrangements. There have been recent disruptions in global supply chains that extended lead times but these do not have material adverse impact on operations. AWGI is able to manufacture enough glass bottles to meet the Company's requirements. Whyte and Mackay and Bodegas Fundador have long-term relationships with their suppliers to meet the current business requirements or source new providers.

DEPENDENCE ON A SINGLE OR FEW CUSTOMERS

The Company is not dependent upon a single customer or a few customers, the loss of any or more of which would have a material adverse effect on the Company and its subsidiaries taken as a whole. There is also no single customer that accounts for, or based upon existing orders will account for, more than 10% of the total Group sales taken as a whole.

TRANSACTIONS WITH AND/OR DEPENDENCE ON RELATED PARTIES

The Group has transactions with related parties such as AGI, subsidiaries, key management and other related parties under common ownership. These transactions generally comprise:

- Purchase of raw materials – EDI imports raw materials and finished goods through Andresons Global, Inc., a company beneficially owned by the Tan family. EDI also imports from Alcoholera dela Mancha Vinicola, SL, a wholly owned subsidiary of BLC. These purchases are typically payable within 30 days.
- Leases of Properties -
 - EDI has a lease contract with its wholly-owned subsidiary TEI covering certain manufacturing facilities including, among others, production building, storage tanks for raw materials and a water treatment area. EDI paid TEI a refundable security deposit.
 - EDI and its subsidiaries leases properties from Megaworld Corporation, a subsidiary of AGI, and its subsidiaries and for which they paid corresponding refundable security deposits, as follows: (i) EDI and AWGI for their head office spaces from MREIT Inc.); (ii) EDI, AWGI and Progreen for lease parking spaces and TWFLI its retail stores from Megaworld Corporation, and (iii) EDI for a warehouse from Empire East Landholdings, Inc.
 - EDI's subsidiary, AWGI, leases the glass manufacturing plant from AGI.
 - EDI leases out its distillery plants to Progreen.
- Management services – EDI has a management agreement with Great American Foods, Inc. ("GAFI"), a related party under common ownership and the manufacturer of PikNik, in relation to the rendering of management and administration services to GAFI.
- Sale of finished goods – These sales are done arms' length in the normal course of business and settled through cash within three to six months.

- Advances – EDI grants advances to officers and employees as well as to related parties. AGI also makes advances for offshore investment purposes. These advances are generally unsecured, and payable upon demand in cash.

For a more detailed discussion of related party transactions concerning the Group, see Note 23 to the Group's audited consolidated financial statements filed with this report.

INTERESTED PERSON TRANSACTIONS

In view of the secondary listing of the Company with the Singapore Exchange Securities Trading Limited ("SGX-ST") the Company adopts Interested Person Transactions Policy ("IPT Policy") to comply with Chapter 9 of the listing manual of the SGX-ST ("SGX Listing Manual"), relating to Interested Person Transactions ("IPTs").²⁹

Pursuant to said policy, the Company must disclose the aggregate value of IPTs entered into during the financial year under review in its annual report. The Company is required to maintain a list of interested persons (which will be reviewed by a senior finance staff of the Company on a quarterly basis and updated as necessary) and will disclose the list to the relevant staff of the Group to enable the identification of the interested persons on a quarterly basis or as and when there are updates. Additionally, a register will be maintained to record all IPTs (incorporating the basis, amount and nature, on which they are entered into). The Related Party Transaction Committee will review all IPTs on at least a quarterly basis to ensure that the transactions are on arm's length commercial terms and are not prejudicial to the Company and minority Shareholders. The annual internal audit plan will also incorporate a review of all IPTs entered into. The Related Party Transaction Committee will review internal audit reports to ascertain that the guidelines and procedures established to monitor IPTs have been complied with.

The aggregate value of IPTs entered into the Company in 2024 (the financial year under review), excluding transactions less than SG\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual, is as follows:

During the financial year December 31, 2024, the following IPTs were entered into by the Group:

²⁹ EMI is subject to limited regulatory oversight by the SGX-ST. Under the Listing Manual, as a foreign issuer with a secondary listing on the SGX-ST, EMI is generally not be required to comply with the provisions of the SGX-ST Listing Manual, except for Chapter 9 on Interested Person Transactions, Chapter 10 on Significant Transactions and Chapter 13 on Trading Halt, Suspension and Delisting. *Please see SGX Group website for a copy of the Rulebook at sgx.com.*

Name of Interested Person	Nature of Relationship	Aggregate value of all IPTs during the financial year under review (excluding transaction less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) PHP millions	Aggregate value of all IPTs conducted under shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual (excluding transactions less than \$100,00) PHP millions
Transactions with Associates of Dr. Tan	Dr. Tan is our Chairman, Director and ultimate controlling shareholder	28	Not applicable
<i>Purchase of Services</i>		21	Not applicable
Andresons Global, Inc.		21	Not applicable
			-
<i>Sale of Finished Goods</i>		7	Not applicable
Andresons Global, Inc.		7	Not applicable
Transactions with AGI subsidiaries & associates	Alliance Global Group, Inc. ("AGI") is a controlling shareholder of the Company and an Associate of Dr. Andrew L. Tan.	818	Not applicable
<i>Sale of Services</i>		34	- Not applicable
Great American Foods, Inc.		34	Not applicable
			-
<i>Sale of Finished Goods</i>		114	Not applicable
Megaworld Corporation & Subsidiaries		77	Not applicable
Travellers International Hotel Group, Inc. & Subsidiaries		37	Not applicable
<i>Purchase of Finished Goods</i>		529	Not applicable
Great American Foods, Inc.		529	Not applicable
<i>Lease Transactions</i>		141	Not applicable
Megaworld Corporation and Subsidiaries (MREIT, Inc. and Empire East)		113	Not applicable
Alliance Global Group, Inc.		28	Not applicable

Total Interested Person
Transactions

846

Not applicable

INTELLECTUAL PROPERTY

EDI owns registered trademarks, which are of material importance to the success of its business since they have the effect of developing brand identification and maintaining consumer loyalty. EDI's principal trademark is 'Emperador', which it purchased from Condis in 2007, in addition to associated patents, copyrights and goodwill and bottle designs for its brandy products. Its trademark for 'Emperador' has a fresh period of ten years expiring in 2025 after its renewal in 2015 with the Philippine Intellectual Property Office ("**Philippine IPO**"). It also registered the trademark for 'The BaR' flavored alcoholic beverage products in 2008, while the trademark for 'Emperador Deluxe' was registered with the Philippine IPO in 2015 for a period of ten years. The new Andy Player trademark is registered in 2015 for a period of ten years.

EDI trademarks for its brands, 'Emperador' brandy, 'Andy Player', 'The Bar' and 'Zabana', are also registered in more than 30 countries, including the European Union, USA, Canada, Australia, Japan, Vietnam, Taiwan, Hong Kong, Indonesia, Singapore, Laos, Cambodia, and Myanmar.

Whyte and Mackay owns approximately 800 trademarks worldwide, which include trademarks for its products: 'The Dalmore', 'Isle of Jura', 'Whyte & Mackay', 'Shackleton', 'Tamnavulin', 'Glayva', 'Claymore', 'John Barr' and 'Cluny' brands.

GES owns 9 registered trademarks in Spain and BFSL around 850 registered trademarks worldwide for its brands 'Fundador', 'Tres Cepas', 'Terry Centenario' and 'Harveys'. On January 19, 2017, GES acquired trademarks of well-known brands 'San Patricio', a dry Fino Sherry, and 'Espléndido' brandy.

In 2017, DBLC acquired trademarks in two main geographies, Mexico and Spain. Registered in Mexico are trademarks for brandies 'Presidente', 'Don Pedro' and 'Azteca de Oro', wines and canes in Mexico and brandies in USA; and in Spain are trademarks for brandies 'Brandy Domecq' and 'Don Pedro' in Brazil and Colombia and sherry wine in Benelux.

Trademarks are typically renewed every 10 to 20 years cycles, depending on the validity term of the particular trademark.

REGULATORY AND ENVIRONMENTAL MATTERS

Philippine local government legislations require a license to sell alcoholic beverages and prohibit the sale of alcoholic beverages to persons under 18 years of age or within a certain distance from schools and churches.

Advertising and marketing of alcoholic beverages are regulated by the **Ad Standards Council ("ASC")**, the advertising industry body in-charge of screening and regulating content of advertising materials across all medium. The Company strictly follows the alcohol advertisement regulations issued by the ASC, in advertising its products in all platforms. The Company ensures that its communications target only those of legal drinking age and advocates to its consumers that the Company's high-quality products should be enjoyed responsibly.

Approvals from the **Food and Drug Administration ("FDA")** are required before the Company can manufacture a new product. In addition, all new products must be registered with the BIR prior to production.

The Company is in compliance, and not aware of any material deviation, with all applicable regulatory, environmental, health and safety regulations. All the products are registered and approved by FDA. The Company monitors compliance of all stages of its production process with pertinent hygiene

practices to ensure the high quality of its finished products. The Biñan Laguna production plant has been issued with a Good Manufacturing Practice (“GMP”) certificate from the FDA on June 2, 2021(valid until October 3, 2025), while the Santa Rosa Laguna production plant received its GMP certificate on April 19, 2022 (valid until June 6, 2026).

WMG has an environmental policy which commits it to ensure that its activities are conducted in ways which comply with the law and, so far as is reasonably and commercially practicable, do not harm the environment. Its five distilleries and associated warehouses are extensively regulated under Customs and Excise licenses and regulations, Environmental Agency regulations on water abstractions, effluent discharges, air emissions and Health and Safety legislation.

Whyte and Mackay is in compliance, and not aware of any material deviation, with all applicable regulatory, environmental, health and safety regulations.

Bodegas Fundador has a firm commitment to guarantee the transformation and care of our planet based on respect for a sustainable economy, a lasting environment and a fair society. These principles are part of our Corporate Social Responsibility policy where, among other objectives, we intend to satisfy the needs of all our stakeholders such as shareholders, employees, customers, the environment, administrations, suppliers, etc., as the fundamental basis of our own process of transformation and, at the same time, collaborating to create a fairer and more sustainable environment and society.

Our commitment to the planet, the environment and society is solid and determined, as reflected in our own strategic plan, management systems, values, objectives and corporate policies, as well as most importantly: the participation, involvement and efforts of all the employees of Bodegas Fundador.

Bodegas Fundador is aware that its raw materials come from nature and its processes can result in environmental impacts on soil, water and air. Its activities would not be feasible without the support of the environment in which it operates and therefore consider it necessary to preserve the environment for its business to be viable long term. By that, it is its main interest to take care and respect the environment as one of the pillars of its business culture.

Bodegas Fundador builds this business culture through management systems that constitute the unifying axis from which it articulates a process of continuous improvement in key business aspects: the safety and health of employees, with the standard ISO 45001, quality of products with the standard ISO 9001, and the environment with the standard ISO 14001, corporate social responsibility, with IQnet SR10, food safety with three of the most demanding standards in the industry, FSSC 22000, IFS and BRC food safety management systems, providing consumers assurance that our products are made under the strictest of quality controls that guarantee safety, accumulating more than 20 years of experience in these standards.

In 2011, Bodegas Fundador began the implementation of its own Lean Management program. It was incorporated into Bodegas Fundador operations, a model of management born in Japanese automation industry, whose results have been such that the model has finished transcending the barriers of this industry to other sectors of activity with equally successful outcome. Through the implementation of Lean program, it gets continuous and sustainable improvement in (among others) aspects such as safety and health, quality, the environment, the commitment of employees, team work or the efficiency of the processes, which synergize with other management systems mentioned above.

ENVIRONMENTAL MATTERS IN THE PHILIPPINES

The operations of the businesses of the Company are subject to various laws, rules and regulations that have been promulgated for the protection of the environment.

Philippine Environmental Impact Statement System

The Philippine Environmental Impact Statement System (the “**EISS Law**”) established under **Presidential Decree No. 1586**, which is implemented by the DENR, is the general regulatory framework for any project or undertaking that is either (i) classified as environmentally critical or (ii) is situated in an environmentally critical area. The DENR, through its regional offices or through the

Environmental Management Bureau (“**EMB**”), determines whether a project is environmentally critical or located in an environmentally critical area and processes all applications for an ECC.

The law requires an entity that will undertake any such declared environmentally critical project or operate in any such declared environmentally critical area to submit an EIS which is a comprehensive study of the significant impacts of a project on the environment. The EIS serves as an application for the issuance of an ECC, if the proposed project is environmentally critical or situated in an environmentally critical area; or for the issuance of a Certificate of Non-Coverage, if otherwise. An ECC is a Government certification that, among others: (i) the proposed project or undertaking will not cause significant negative environmental impact; (ii) the proponent has complied with all the requirements of the EISS Law in connection with the project; and (iii) the proponent is committed to implement its approved Environmental Management Plan (“**EMMP**”) in the EIS. The EMMP details the prevention, mitigation, compensation, contingency and monitoring measures to enhance positive impacts and minimise negative impacts and risks of a proposed project or undertaking.

Project proponents that prepare an EIS are required to establish an Environmental Guarantee Fund when the ECC is issued for projects determined by the DENR to pose a significant public risk to life, health, property and the environment or where the project requires rehabilitation or restoration. The Environmental Guarantee Fund is intended to meet any damage caused by such a project as well as any rehabilitation and restoration measures. Project proponents are also required to establish an EMF when an ECC is eventually issued. The EMF is to support the activities of the team monitoring the project proponent’s compliance with ECC conditions, EMMP and applicable laws, rules and regulations.

The Clean Water Act

Republic Act No. 9275 or the Clean Water Act and its implementing rules and regulations provide for water quality standards and regulations for the prevention, control, and abatement of pollution of the water resources of the country. The Clean Water Act requires owners or operators of facilities that discharge regulated effluents (such as wastewater from manufacturing plants or other commercial facilities) to secure a discharge permit from the DENR which authorises the owners and operators to discharge waste and/or pollutants of specified concentration and volumes from their facilities into a body of water or land resource for a specified period of time.

The discharge permit specifies the quantity and quality of effluents that the holder of the permit is allowed to discharge as well as the validity of the permit. The discharge permit is valid for a maximum period of five years from the date of its issuance, renewable for five-year periods thereafter. The Department may, however, renew the discharge permit and keep it valid for a longer period if the applicant has adopted waste minimisation and waste treatment technologies, consistent with incentives currently provided, and has been paying the permit fees on time. The DENR, together with other Government agencies and the different local Government units, is tasked with implementing the Clean Water Act and with identifying existing sources of water pollutants, as well as strictly monitoring pollution sources which are not in compliance with the effluent standards provided in the law.

The Water Code

Presidential Decree No. 1067, or “The Water Code of the Philippines”, requires a water permit for the appropriation or use of natural bodies of water. Use or appropriation of water includes, among others, the utilisation of water in factories, industrial plants and mines, including the use of water as an ingredient of a finished product. Appropriation of water without a water permit, when one is required, is subject to the imposition of the corresponding penalties imposed by the Water Code and its implementing rules and regulations.

The Clean Air Act

Pursuant to **Republic Act No. 8749** or the Clean Air Act of 1999 and its implementing rules and regulations, enterprises that operate or utilise air pollution sources are required to obtain a Permit to Operate from the DENR with respect to the construction or the use of air pollutants. Said permit shall cover emission limitations for the regulated air pollutants to help maintain and attain the ambient air quality standards. A permit duly issued shall be valid for the period specified therein but not beyond one year from the date of issuance unless sooner suspended or revoked. It may be renewed by filing an application for renewal at least thirty days before the expiration date and upon payment of the required fees and compliance with requirements. The issuance of the permit does not, however, relieve the

permittee from complying with the requirements of the Clean Air Act and its implementing rules and regulations.

Other Environmental Laws

Other regulatory environmental laws and regulations applicable to the businesses of the Company include the following:

- **Republic Act No. 6969** or the **Toxic Substances and Hazardous and Nuclear Wastes Control Act of 1990**, which regulates, restricts or prohibits the (i) importation, manufacture, processing, handling, storage, transportation, sale, distribution, use and disposal of chemical substances and mixtures that present unreasonable risk or injury to health or the environment, and (ii) entry as well as transit into the Philippines, or the keeping or storage and disposal of hazardous wastes which include by-products, side-products, process residue, contaminated plant or equipment or other substances from manufacturing operations. Under this law, before any new chemical substance or mixture can be manufactured, processed or imported for the first time, the manufacturer, processor, or importer shall first submit information pertaining to the: (i) name of chemical substance or mixture; (ii) its chemical identity and molecular structure; (iii) proposed categories of use; (iv) estimate of the amount to be manufactured, processed or imported; (v) processing and disposal thereof; and (vi) any test data related to health and environmental effects which the manufacturer, processor or importer has. The said law is implemented by the DENR.
- **Republic Act No. 9003** or the **Ecological Solid Waste Management Act of 2000**, which provides for the proper management of solid waste which includes discarded commercial waste and non-hazardous institutional and industrial waste. The said law prohibits, among others, the transporting and dumping of collected solid wastes in areas other than prescribed centres and facilities. The National Solid Waste Management Commission, together with other Government agencies and the different local Government units, are responsible for the implementation and enforcement of the said law.
- **Republic Act No. 11898** or the **Extended Producer Responsibility (EPR) Act of 2022** lapsed into law on July 23, 2022, and amended Republic Act No. 9003 or the Ecological Solid Waste Management Act of 2000. It is an Act institutionalizing the extended producer responsibility on plastic packaging waste. Through EPR, “obliged enterprises,” or through their Producer Responsibility Organizations, will have to recover or offset their generated plastic product footprint by 20 percent (20%) in 2023 to 80 percent (80%) by 2028. The EPR Law covers plastic packaging such as single or multi-layered plastics such as sachets, rigid plastic packaging products like food and drink containers, single use plastic bags, and polystyrene. Penalties for the non-compliance of EPR duties range from P5 million to P20 million, or “twice the cost of recovery and diversion of the footprint or its shortfall, whichever is higher”.
- **Republic Act No. 4850** or the law creating the **LLDA** was issued to promote and accelerate the balanced growth of the Laguna de Bay Region. The LLDA is mandated to manage and protect the environmentally critical Laguna de Bay Region. It is empowered to pass upon and approve or disapprove all plans, programmes, and projects proposed by local government offices or agencies within the region, public corporations, and private persons or enterprises where such plans, programmes, and projects are related to the development of the region. The jurisdiction and scope of authority of the LLDA comprises the towns of Rizal and Laguna Provinces, the towns of Silang, General Mariano Alvarez, Carmona, Tagaytay City in Cavite, Lucban, Quezon, City of Tanauan, the towns of Sto. Tomas and Malvar in Batangas, Cities of Marikina, Pasig, Taguig, Muntinlupa, Pasay, Caloocan and Quezon, and the town of Pateros in Metro Manila. Accordingly, any person, natural and juridical, with existing and/or new development projects and activities within these areas is required to secure an LLDA clearance, which is issued upon submission of an application and the supporting financial documents.
- **Presidential Decree No. 856** or the Code on Sanitation of the Philippines (the “**Sanitation Code**”), which provides for sanitary and structural requirements in connection with the operation of certain establishments such as industrial and food establishments. Food establishment is defined as any establishment where food or drinks are manufactured,

processed stored, sold, or served. Under the Sanitation Code, which is implemented by the Philippine Department of Health, no person, firm, corporation, or entity shall operate a food establishment without first obtaining a sanitary permit. The permit shall be valid for one year, and shall be renewed every year.

The following are the **significant applicable laws and regulations**, to all of which the Group is compliant:

PHILIPPINE REGULATIONS

Foods, Drugs and Cosmetics Act

Republic Act No. 3720 ("**R.A. No. 3720**"), known as the "Food, Drug, and Cosmetic Act", was passed into law on June 22, 1963. Executive Order 175, series of 1987 later amended the title of the law to read, "*An Act To Ensure the Safety and Purity of Foods and Cosmetics, and the Purity, Safety, Efficacy and Quality of Drugs and Devices Being Made Available to the Public, Vesting the Bureau of Food and Drugs with Authority to Administer and Enforce the Laws Pertaining thereto, and for Other Purposes*". R.A. No. 3720 was further amended in 2009 by Republic Act No. ("**R.A. No. 9711**") or "The Food and Drug Administration (FDA) Act of 2009". R.A. No. 3720 was enacted as part of the government's policy of ensuring that safe and good quality of food is available to the people of the Philippines and to regulate the production, sale and trade of food in such a way as to protect the health of the people. **R.A. No. 3720, as amended**, establishes standards and quality measures in relation to the manufacturing and branding of food products to ensure the safe supply thereof to and within the Philippines.

The FDA under the DOH administers and enforces R.A. No. 3720, as amended, among other laws on safety and good quality of food. The FDA requires both a licence to manufacture food products, as well as individual certificates of registration for each product to be manufactured or sold in the Philippines.

R.A. No. 3720, as amended, defines "food" as any processed substance which is intended for human consumption and includes drink for man, beverages, chewing gum and any substances which have been used as an ingredient in the manufacture, preparation or treatment of food. Due to the nature of the business and operations of EDI, it is required to obtain a licence from the FDA.

R.A. No. 3720 covers both locally manufactured and imported products and establishes standards as well as quality measures for food. A comprehensive enforcement framework was set up, which is deemed as necessary to ensure a pure and safe supply of food in the country.

R.A. No. 3720 prohibits, among others, (i) the manufacture, importation, exportation, sale, offering for sale, distribution or transfer, non-consumer use, promotion, advertisement or sponsorship of food products which are adulterated or misbranded or which, although requiring registration pursuant to R.A. No. 3720, are not registered with the FDA; and (ii) the manufacture, importation, exportation, transfer or distribution of any food product by any person or entity without a licence to operate from the FDA. Any person found in violation of any of the provisions of R.A. No. 3720 shall be subject to administrative penalties or imprisonment or both. Furthermore, the FDA has the authority to seize such food products found in violation of R.A. No. 3720 as well as ban, recall and withdraw any food product found to be grossly deceptive, unsafe, or injurious to the consuming public.

Republic Act No. 11032 ("**R.A. No. 11032**"), known as "Ease of Doing Business and Efficient Government Service Delivery Act of 2018" may impact on the amount of time it takes to acquire Licences to Operate, Certificates of Product Registration, and any other permits and registrations relevant to the business which it will receive from the FDA. This law streamlines the systems and procedures of government services and prescribes processing time of three working days for simple transactions, seven working days for complex transactions, and 20 working days for highly technical applications. The maximum period set by this law for all government agencies is 20 working days for "applications or requests involving activities which pose danger to public health, public safety, public morals, public policy, and highly technical application" with one extension allowed, if the same is provided for in the citizen's charter of the relevant government agency.

FDA Rules and Regulations

Under Department of Health Administrative Order No. 0029-14 or the Rules and Regulations on the Licensing of Food Establishments and Registration of Processed Food, all food establishments are required to obtain a Licence to Operate (“**LTO**”) from the FDA. An LTO and other requirements specified in the Food Safety Act and its implementing rules and regulations are necessary for establishments engaged in the manufacturing, importation, exportation, sale, offer for sale, distribution, transfer, use, testing, promotion, advertisement, and/or sponsorship of alcoholic beverages. An initial LTO is valid for a period of two years, while a renewed licence is valid for five years. The FDA also requires a Certificate of Product Registration (“**CPR**”) for the distribution, supply, sale, offer for sale, or use of processed food products. A CPR covering a particular health product constitutes prima facie evidence of the registrant’s marketing authority for said health product in connection with the activities permitted pursuant to the registrant’s LTO.

The FDA has introduced a new schedule of fees and charges under Administrative Order No. 2024-0016. These updated fees, effective January 12, 2025, were published on December 28, 2024. Applications submitted on or after January 12, 2025, will follow the new fee structure, while those submitted before this date will adhere to the previous rates. The revised fees are designed to cover the regulatory costs of regulating health products, establishments, and facilities to ensure consumer safety and public health. This includes fees for licensing, product registration, and other regulatory services.

The operation of a food business without the proper authorisation from the FDA is prohibited and punishable with a fine. The closure of the establishment may also be imposed as a penalty upon the finding of a commission of a prohibited act.

In addition, the FDA issues authorisation based on the risk categorisation of food establishments and food products. It also conducts post-market surveillance and product monitoring based on the risks presented by the food products. In this regard, the FDA follows a classification list based on the Codex Alimentarius General Standard of Food Additives and the United Nations Food and Agriculture Organization Risk Categories, wherein processed food products are classified according to microbiological risk: (a) Low Risk Food — foods that are unlikely to contain pathogenic microorganisms and will not normally support their growth because of food characteristics, and foods that are unlikely to contain harmful chemicals; (b) Medium Risk Food — foods that may contain pathogenic microorganisms but will not normally support their growth because of food characteristics; or food that is unlikely to contain pathogenic microorganisms because of food type or processing but may support the formation of toxins or the growth of pathogenic microorganisms; and (c) High Risk Food — foods that may contain pathogenic microorganisms and will support the formation of toxins or the growth of pathogenic microorganisms, and foods that may contain harmful chemicals. Alcoholic beverages are classified as Low Risk Foods.

The Food Safety Act

Republic Act No. 10611 otherwise known as the Food Safety Act of 2013 (“**Food Safety Act**”) aims to protect the public from food-borne and water borne illnesses and unsanitary, unwholesome, misbranded or adulterated foods; enhance industry and consumer confidence in the food regulatory system; and achieve economic growth and development by promoting fair trade practices and sound regulatory foundation for domestic and international trade. The same law created the Food Safety Regulation Coordinating Board responsible for monitoring and coordinating the performance and implementation of the mandates of the Department of Agriculture (“**DA**”), the DOH, the Department of Interior and Local Government and the local government units in food safety regulation.

Under the Food Safety Act, the DOH and DA set the mandatory food safety standards. Foods imported into the country must come from countries with an equivalent food safety regulatory system and shall comply with international agreements to which the Philippines is a party.

Food business operators are primarily responsible in ensuring that the food satisfies the requirements of food laws relevant to their activities in the food supply chain and that control systems are in place to prevent, eliminate or reduce risks to consumers. Non-compliance with the provisions of the Food Safety Act may result in the imposition of fine and a suspension of the appropriate authorisation, as warranted.

Consumer Act of the Philippines

Republic Act No. 7394, known as the Consumer Act of the Philippines (the “**Consumer Act**”), the provisions of which are principally enforced by the DTI, seeks to: (a) protect consumers against hazards to health and safety, (b) protect consumers against deceptive, unfair and unconscionable sales acts and practices; (c) provide information and education to facilitate sound choice and the proper exercise of rights by the consumer; (d) provide adequate rights and means of redress; and (e) involve consumer representatives in the formulation of social and economic policies.

This law imposes rules to regulate such matters as: (a) consumer product quality and safety; (b) the production, sale, distribution and advertisement of food, drugs, cosmetics and devices as well as substances hazardous to the consumer’s health and safety; (c) fair and honest consumer transactions and consumer protection against deceptive, unfair and unconscionable sales acts or practices; (d) practices relative to the use of weights and measures; (e) consumer product and service warranties; (f) compulsory labelling and fair packaging; (g) liabilities for defective products and services; (h) consumer protection against false, deceptive and misleading advertisements and fraudulent sales promotion practices; and (i) consumer credit transactions.

The Consumer Act establishes quality and safety standards with respect to the composition, contents, packaging, labelling and advertisement of products and prohibits the manufacture for sale, offer for sale, distribution, or importation of products which are not in conformity with applicable consumer product quality or safety standards promulgated thereunder. Like Republic Act No. 8762, the Consumer Act also prohibits the manufacture, importation, exportation, sale, offering for sale, distribution or transfer of food products which are adulterated or mislabelled. In connection therewith, the Consumer Act provides for minimum labelling and packaging requirements for food products to enable consumers to obtain accurate information as to the nature, quality, and quantity of the contents of food products available to the general public. The Consumer Act likewise prohibits false, deceptive, or misleading advertisements and sales promotions and deceptive sales and acts and practices in connection with food products. Any person who violates the provisions of the Consumer Act shall be subject to administrative fines or imprisonment or both at the discretion of the court. Should the offence be committed by a juridical person, the chairman of the board of directors, the president, general manager, or the partners and/or the persons directly responsible therefor shall be penalised. Under the Consumer Act, the DOH also has the authority to order the recall, ban, or seizure from public sale or distribution of food products found to be injurious, unsafe or dangerous to the general public.

The Consumer Act provides for the following minimum labelling requirements for consumer products sold in the Philippines: (a) the correct and registered trade name or brand name; (b) the duly registered trademark; (c) the duly registered business name; (d) the address of the manufacturer, importer, and repacker of the consumer product in the Philippines; (e) the general make or active ingredients; (f) the net quantity of contents, in terms of weight, measure or numerical count rounded off to at least the nearest tenths in the metric system; (g) the country of manufacture, if imported; and (h) if a consumer product is manufactured, refilled or repacked under license from a principal, the label shall so state the fact.

The DTI is tasked with implementing the Consumer Act with respect to labels and packaging of consumer products other than food products, and regulates product labeling, proper and correct description of goods, product labels with foreign characters/languages, data/information on product contents and origins and other similar matters. With respect to the packaging and repackaging of food products, such activities are regulated by the DOH and the FDA. Establishments engaged in these activities are required to comply with, among others, the current guidelines promulgated by the DOH on good manufacturing practice in manufacturing, packing, repacking, or holding food.

The Intellectual Property Code

To encourage the transfer and dissemination of technology, prevent or control practices and conditions that may in particular cases constitute an abuse of intellectual property rights having an adverse effect on competition and trade, all technology transfer arrangements shall comply with the provisions of **Republic Act No. 8293**, or the Intellectual Property Code of the Philippines. Technology transfer arrangements refer to contracts or agreements involving the transfer of systematic knowledge for the manufacture of a product, the application of a process, or rendering of a service including management contracts; and the transfer, assignment or licensing of all forms of intellectual property rights.

The law provides for several prohibited clauses in the technology transfer agreement which, on its face, may be considered to have an adverse effect on competition and trade. These include, among others, provisions such as: a) those which impose upon the licensee the obligation to acquire from a specific source capital goods, intermediate products, raw materials, and other technologies, or of permanently employing personnel indicated by the licensor; b) those pursuant to which the licensor reserves the right to fix the sale or resale prices of the products manufactured on the basis of the licence; c) those that contain restrictions regarding the volume and structure of production; and d) those which prevent the licensee from adapting the imported technology to local conditions, or introducing innovation to it, as long as it does not impair the quality standards prescribed by the licensor.

The law also provides for several mandatory provisions, to wit:

(1) That the laws of the Philippines shall govern the interpretation of the same and in the event of litigation, the venue shall be the proper court in the place where the licensee has its principal office;

(2) Continued access to improvements in techniques and processes related to the technology shall be made available during the period of the technology transfer arrangement;

(3) In the event the technology transfer arrangement shall provide for arbitration, the Procedure of Arbitration of the Arbitration Law of the Philippines or the Arbitration Rules of the United Nations Commission on International Trade Law or the Rules of Conciliation and Arbitration of the International Chamber of Commerce shall apply and the venue of arbitration shall be the Philippines or any neutral country; and

(4) The Philippine taxes on all payments relating to the technology transfer arrangement shall be borne by the licensor.

Technology transfer arrangements that conform to the foregoing need not be registered with the Documentation, Information and Technology Transfer Bureau. Non-conformance, however, shall automatically render the technology transfer arrangement unenforceable, unless said technology transfer arrangement is approved and registered with the Documentation, Information and Technology Transfer Bureau in exceptional or meritorious cases where substantial benefits will accrue to the economy, such as high technology content, increase in foreign exchange earnings, employment generation, regional dispersal of industries and/or substitution with or use of local raw materials, or in the case of Board of Investments, registered companies with pioneer status.

Data Privacy Act

RA No. 10173, otherwise known as the Data Privacy Act of 2012 or DPA, was signed into law on August 15, 2012, to govern the processing of all types of personal information (*i.e.* personal, sensitive, and privileged information) in the hands of the government or private natural or juridical person through the use of Information and Communications System or ICT, which refers to a system for generating, sending, receiving, storing or otherwise processing electronic data messages or electronic documents and includes the computer system or other similar device by or which data is recorded, transmitted or stored and any procedure related to the recording, transmission or storage of electronic data, electronic message, or electronic document. While the law expressly provides that it does not apply to certain types of information, including those necessary for banks and other financial institutions under the jurisdiction of BSP to comply with the AMLA and other applicable laws, the said law applies to all other personal information obtained by banks for other purposes.

It mandated the creation of a National Privacy Commission, which shall administer and implement the provisions of the DPA and ensure compliance of the Philippines with international standards set for data protection. The Philippines recognizes the need to protect the fundamental human right of privacy and of communication, while ensuring free flow of information to promote innovation and growth. It also identifies the vital role of information and communications technology in nation building and its inherent obligation to ensure that personal information in ICT in the government and in the private sector are secured and protected.

The DPA seeks to protect the confidentiality of “personal information”, which is defined as “any information, whether recorded in material form or not, from which the identity of an individual is apparent or can be reasonably and directly ascertained by the entity holding the information, or when put together

with other information would directly and certainly identify an individual". The law provides for certain rights of a data subject or an individual whose personal information is being processed. The law imposes certain obligations on "personal information controllers" and "personal information processors". It also provides for penal and monetary sanctions for violations of its provisions.

Intended to protect the privacy of individuals, the DPA mandates companies to inform the individuals about how their personal information are collected and processed. It also ensures that all personal information must be (a) collected and processed with lawful basis, which includes consent, and only for reasons that are specified, legitimate, and reasonable; (b) handled properly, ensuring its accuracy and retention only for as long as reasonably needed; and (c) discarded properly to avoid access by unauthorized third parties.

The DPA IRR took effect on September 9, 2016, mandating all Philippines companies to comply with the following: (a) appointment of a Data Protection Officer; (b) conduct of a privacy impact assessment; (c) adoption of a privacy management program and privacy policy; (d) implement privacy and data protection measures; and (e) establish a breach reporting procedure. The DPA IRR, furthermore provides the only instances when data sharing is allowed, to wit: (a) data sharing is authorized by law, provided that there are adequate safeguards for data privacy and security, and processing adheres to principles of transparency, legitimate purpose and proportionality; (b) in the private sector, data sharing for commercial purposes is allowed upon (i) consent of data subject, and (ii) when covered by a data sharing agreement; (c) data collected from parties other than the data subject for purpose of research shall be allowed when the personal data is publicly available; and (d) data sharing among government agencies for purposes of public function or provision of a public service shall be covered by a data sharing agreement.

On December 5, 2022, the NPC issued Circular No. 2022-04, establishing the registration framework for Data Protection Officers (DPOs) and Data Processing Systems (DPS). Under this Circular, personal information controllers (PICs) and personal information processors (PIPs) operating in the Philippines must register with the NPC if they meet any of the specified conditions for registration. The Circular takes effect on January 11, 2023. All covered PICs and PIPs are required to complete their registration within 180 days of the effectivity date, or by July 10, 2023, through the NPC's online registration system (NPCRS).

Philippine Competition Act

Republic Act. No. 10667, or the Philippine Competition Act ("**PCA**"), is the primary competition policy of the Philippines. This is the first anti-trust statute in the Philippines and it provides the competition framework in the Philippines. The PCA

was enacted to provide free and fair competition in trade, industry and all commercial economic activities. To implement its objectives, the PCA provides for the creation of a Philippine Competition Commission (the "**PCC**"), an independent quasi-judicial agency with powers to conduct investigations, issue subpoenas, conduct administrative proceedings, and impose administrative fines and penalties. To conduct a search and seizure, the PCC must apply for a warrant with the relevant court. It aims to enhance economic efficiency and promote free and fair competition in trade, industry and all commercial economic activities.

The PCA prohibits and imposes sanctions on:

(1) anti-competitive agreements between or among competitors, which restrict competition as to price, or other terms of trade and those fixing price at an auction or in any form of bidding including cover bidding, bid suppression, bid rotation and market allocation and other analogous practices of bid manipulation; and those which have the object or effect of substantially preventing, restricting or lessening competition;

(2) practices which are regarded as abuse of dominant position, by engaging in conduct that would substantially prevent, restrict or lessen competition; and

(3) merger or acquisitions which substantially prevent, restrict or lessen competition in the relevant market or in the market for goods or services, or breach the thresholds provided in the Implementing Rules and Regulations (“**IRR**”) without notice to the PCC.

The PCA provides for mandatory notification to the PCC when notification thresholds are met. Prior to Republic Act No. 11494 also known as the Bayanihan to Recover as One Act (“**Bayanihan 2 Act**”), when the value of a transaction exceeds ₱2.4 billion, and where the size of the ultimate parent entity of either party exceeds ₱6 billion, then such transaction must be notified to the PCC. Notification is also mandatory for joint venture transactions if either (a) the aggregate value of the assets that will be combined in the Philippines or contributed into the proposed joint venture exceeds ₱2.4 billion; or (b) the gross revenues generated in the Philippines by the assets to be combined in the Philippines or contributed into the proposed joint venture exceed ₱2.4 billion.

Under the PCA and the IRR, a transaction that meets the thresholds and does not comply with the notification requirements and waiting periods shall be considered void and will subject the parties to an administrative fine of 1% to 5% of the value of the transaction. Criminal penalties for entities that enter into these defined anti-competitive agreements include: (i) a fine of not less than ₱50 million but not more than ₱250 million; and (ii) imprisonment for two to seven years for directors and management personnel who knowingly and willfully participate in such criminal offences. Administrative fines of ₱100 million to ₱250 million may be imposed on entities found violating prohibitions against anti-competitive agreements and abuse of dominant position. Treble damages may be imposed by the **PCC** or the courts, as the case may be, where the violation involves the trade or movement of basic necessities and prime commodities.

Section 4(eee) of Republic Act No. 11494 or the Bayanihan 2 Act exempts from compulsory notification all mergers and acquisitions with transaction values below ₱50 billion if entered into within two years from the effectivity of Bayanihan 2 Act, or from 15 September 2020.

Under the PCC Resolution No. 22-2020 adopting the rules implementing Section 4 (eee) of the Bayanihan 2 Act, mergers and acquisitions shall still be subject to compulsory notification when: (a) both the transaction value and the size of the ultimate parent entity of either party is at least ₱50 billion; and (b) the transaction is entered into prior to the effectivity of the Bayanihan 2 Act and exceeds the thresholds applicable.

Additionally, the Bayanihan 2 Act suspends PCC’s power to *motu proprio* review mergers and acquisitions for one year from the effectivity of the law. However, transactions entered into prior to the effectivity of the Bayanihan 2 Act which has not yet been reviewed by the PCC; and transactions pending review by the PCC prior to the effectivity of the Bayanihan 2 Act shall not be covered by the exemption from the PCC’s power to review transactions *motu proprio*. Further, mergers and acquisitions entered into during the effectivity of the Bayanihan 2 Act may still be reviewed by the PCC *motu proprio* after one year from the effectivity of the law.

Any voluntary notification shall constitute a waiver to the exemption from review.

In March 1, 2024, the PCC, under Commission Resolution No. 01-2024 adjusted the merger notification thresholds for the Size of Party to those exceeding ₱7.8 billion and for the Size of Transaction the and those exceeding ₱3.2 billion. These thresholds also apply to joint venture transactions.

EMI, as a leading player in the Philippine alcohol industry, takes into account the provisions of RA 10667 and its implementing rules and regulations and ensures that its business decisions and operations are within the parameters set forth by the Philippine Competition Act and that its business objectives are aligned with the constitutional goals for the national economy.

Retail Trade Liberalization Act

On 10 December 2021, President Rodrigo Duterte signed into law **Republic Act (RA) No. 11595**, otherwise known as An Act amending Republic Act No. 8762 or the Retail Trade Liberalization Act of 2000 or RTLA which took effect on 21 January 2022. On 9 March 2022, the Department of Trade and Industry (“**DTI**”), in coordination with National Economic and Development Authority (“**NEDA**”) and the Securities and Exchange Commission (“**SEC**”), issued the Implementing Rules and Regulations (IRR)

to RA 11595. The new law lowers the required paid-up capital for foreign retail enterprises and eases restrictions on foreign retailers to engage in retail trade in the country. Foreign retailer means a foreign national, partnership, association, or corporation of which more than forty percent (40%) of the capital stock outstanding and entitled to vote is owned and held by such foreign national, engaged in retail trade.

Some of the salient provisions introduced by RA 11595 are:

- It removed the categories under the RTLA and lowered the minimum paid-up capital requirements for foreign retailers. The minimum paid-up capital required of a foreign retailer is Twenty-Five Million Pesos (Php25,000,000.00). Further, the foreign retailer's country of origin must provide reciprocity to Filipinos.
- For foreign retailers having more than one (1) physical store, the new law decreased the minimum investment per store to Ten Million Pesos (Php10,000,000.00)
- Foreign retailers that prequalified prior to the effectivity of the new law whose foreign ownership exceeds eighty percent (80%) are no longer required to publicly offer thirty percent (30%) of their shares of stocks in the Philippines.
- Foreign retailers should determine the nonavailability of a competent, able, and willing Filipino citizen before engaging the services of a foreign national. Foreign retailers are also encouraged to have a stock inventory of products that are made in the Philippines.

Occupational Safety and Health Standards Law

Republic Act No. 11058 or the Occupational Safety and Health Standards Law was signed into law on August 17, 2018. It mandates employers, contractors or subcontractors and any person who manages, controls or supervises the work, to furnish the workers a place of employment free from hazardous conditions that are causing or are likely to cause death, illness or physical harm to the workers. It also requires to give complete job safety instructions or orientation and to inform the workers of all hazards associated with their work, health risks involved or to which they are exposed, preventive measures to eliminate or minimize the risks and steps to be taken in cases of emergency. An employer, contractor or subcontractor who willfully fails or refuses to comply with the Occupational Safety and Health Standards shall be administratively liable for a fine. Further, the liability of the employer, project owner, general contractor, contractor or subcontractor, if any, and any person who manages, controls or supervises the work, shall be solidary.

Other Regulations Particular to the Alcoholic Beverage Industry

Presidential Decree No. 1619

The law prohibits the sale of volatile substances that induce intoxication, including alcoholic beverages, to minors without the consent of their parents or guardians. For alcoholic beverages that contain at least 30% alcohol (or 60 proof), it is entirely prohibited to sell to minors. Any person found in violation of the law may be punished by imprisonment and fine.

FDA Circular No. 2019-006

Pursuant to the provisions of the Food Safety Act, the FDA issued FDA Circular No. 2019-006 on the Guidelines on Commercial Display, Selling, Promotion, and Advertising of Alcoholic Beverages and Beverages that Contain Alcohol, providing for the following guidelines:

- (1) All alcoholic beverages, regardless of type of packaging, shall only be displayed in designated conspicuous area in all convenience stores, supermarkets, hypermarkets, groceries and other food retailing stores with prominent signage "ALCOHOLIC BEVERAGES". Other beverages with alcohol regardless of level of alcohol content like alcopop (flavoured beverage with alcohol content) shall likewise be displayed in this same designated area. These beverages shall not be displayed together with other products like juice drinks and must not be accessible to children;
- (2) Owners or operators of sari-sari stores which may not have enough space to designate an area for alcoholic beverages and other beverages with alcohol content shall be responsible to ensure that subject beverages as mentioned in Item no. (2) above are not sold to minors (below 18 years old);
and
- (3) Promotional and advertising materials on alcoholic beverages and beverages with alcohol

content (regardless of amount) shall clearly state or inform consumers that such beverages contain alcohol, and therefore not to be promoted and advertised to be sold to and consumed by minors. Packaging and labelling materials shall not be appealing to children.

Sanctions and penalties over violations of any of the provisions of this FDA Circular shall follow the Food Safety Act and its implementing rules and regulations.

Excise Tax Law

The Company's alcohol products are subject to excise taxes which are currently substantially pass on to consumers and form part of the sales prices.

Excise taxes apply to alcohol products such as distilled spirits, wines and fermented liquors, which are manufactured or produced in the Philippines for domestic sales or consumption or for any other disposition, including imported items. The excise tax imposed by law is in addition to Value Added Tax ("VAT").

Spirits or distilled spirits are substances known as ethyl alcohol, ethanol or spirits of wine, including all dilutions, purifications and mixtures thereof, from whatever source, by whatever process produced, and includes whisky, brandy, rum, gin and vodka, and other similar products or mixtures. *Proof spirits* are liquors containing one-half of their volume of alcohol with a specific gravity of 0.7939 at 15°C. A *proof litre* is a litre of proof spirits.

On 22 January 2020, Republic Act No. 11467 (R.A. No. 11467), which amended certain provisions of the Philippine Tax Code including the provisions on excise taxes on alcohol products, was signed into law. Pursuant to R.A. No. 11467, excise taxes on distilled spirits shall be levied, assessed and collected as follows:

1. Effective on January 1, 2020:
 - An ad valorem tax equivalent to 22.0% of the net retail price (excluding the excise tax and VAT) per proof; and
 - In addition to the ad valorem tax, a specific tax of ₱42.00 per proof liter.
2. Effective on January 1, 2021:
 - An ad valorem tax equivalent to 22.0% of the net retail price (excluding the excise tax and VAT) per proof; and
 - In addition to the ad valorem tax, a specific tax of ₱47.00 per proof liter.
3. Effective January 1, 2022: -
 - An ad valorem tax equivalent to 22.0% of the net retail price (excluding the excise tax and VAT) per proof; and
 - In addition to the ad valorem tax, a specific tax of ₱52.00 per proof liter.
4. Effective January 1, 2023 -
 - An ad valorem tax equivalent to 22.0% of the net retail price (excluding the excise tax and VAT) per proof; and
 - In addition to the ad valorem tax, a specific tax of ₱59.00 per proof liter.
5. Effective January 1, 2024 -
 - An ad valorem tax equivalent to 22.0% of the net retail price (excluding the excise tax and VAT) per proof; and
 - In addition to the ad valorem tax, a specific tax of ₱66.00 per proof liter.
6. Effective January 1, 2025, the specific tax of ₱66.00 per proof liter shall be increased by six percent (6%) every year thereafter, while the ad valorem tax shall remain the same.

Medicinal preparations, flavoring extracts, and all other preparations, except toilet preparations, of which, excluding water, distilled spirits form the chief ingredient, are subject to the same tax as the chief ingredient.

The tax shall be proportionally increased for any strength of the spirits taxed over proof spirits, and the tax shall attach to this substance as soon as it is in existence as such, whether it be subsequently separated as pure or impure spirits, or transformed into any other substance either in the process of original production or by any subsequent process.

The net retail price shall mean the price at which the distilled spirits is sold on retail in at least five (5) major supermarkets in Metro Manila, excluding the amount intended to cover the applicable excise tax and the value-added tax. For distilled spirits which are marketed outside Metro Manila, the net retail price shall mean the price at which the distilled spirits is sold in at least five (5) major supermarkets in the region excluding the amount intended to cover the applicable excise tax and the value-added tax. This shall initially be provided by the manufacturer through a sworn statement and shall be validated by the Bureau of Internal Revenue (BIR) through a price survey. The net retail price shall be determined by the BIR through a biannual price survey under oath.

The suggested net retail price means the net retail price (excluding excise tax and value-added tax) at which locally manufactured or imported distilled spirits are intended by the manufacturer or importer to be sold in major supermarkets or retail outlets in Metro Manila for those marketed nationwide, and in other regions, for those with regional markets. At the end of three months from the product launch, the BIR will validate the suggested net retail price of the new brand against the net retail price and determine the correct tax on a newly introduced distilled spirits. After the end of nine months from such validation, the BIR shall revalidate the initially validated net retail price against the net retail price as of the time of revalidation in order to finally determine the correct tax on a newly introduced distilled spirits.

Understatement of the suggested net retail price by as much as 15.0% of the actual net retail price results in the manufacturer's or importer's liability for additional excise tax equivalent to the tax due and the difference between the understated suggested net retail price and the actual net retail price.

Wines are levied, assessed and collected an excise tax of P50 per liter effective January 1, 2020, increasing by 6% every year thereafter. [Previously, specific tax rate increased by 4% every year from January 1, 2014.]

Manufacturers and importers of distilled spirits and wines, within 30 days from the effectivity of R.A. No. 11467 and within the first five days of every third month thereafter, submit to the BIR a sworn statement of the volume of sales and removals for each particular brand of distilled spirits sold at their establishment for the three-month period immediately preceding.

Any manufacturer or importer who misdeclares or misrepresents in the sworn statement any pertinent data or information shall, upon final findings by the BIR that the violation was committed, be penalized by a summary cancellation or withdrawal of the permit to engage in business as a manufacturer or importer of distilled spirits or wines. Any corporation, association or partnership liable for any of the acts or omissions in violation of the provision on excise tax for distilled spirits or wines will be fined treble the amount of deficiency taxes, surcharges and interest which may be assessed. Any person liable for, or who wilfully aids or abets a personally liable for, any of the acts or omissions prohibited under the excise tax laws will be criminally liable and penalized under the National Internal Revenue Code of 1997, as amended (the "Philippine Tax Code"). Non- nationals will be deported immediately after serving the sentence.

Excise Tax on Sweetened Beverages

Republic Act 10963 or the Tax Reform for Acceleration and Inclusion ("TRAIN") Law, which amends certain provisions in the Philippine Tax Code, took effect on January 1, 2018. Section 150-B of the Philippine Tax Code, as amended, imposes the following excise taxes on sweetened beverages effective January 1, 2018: (a) a tax of ₱6 per litre on sweetened beverages using purely caloric sweeteners, and purely non-caloric sweeteners, or a mix of caloric and non-caloric sweeteners; provided, that this tax rate shall not apply to sweetened beverages using high fructose corn syrup and sweetened beverages using purely coconut sap sugar and purely steviol glycosides; and (b) a tax of ₱12.00 per litre on sweetened beverages using purely high fructose corn syrup or in combination with

any caloric or non-caloric sweetener.

On July 25, 2018, the BIR issued Revenue Regulations (RR) No. 20-2018, which seeks to implement the new taxes on sugar-sweetened beverages. Under RR 20-2018, sweetened beverages were defined as “non-alcoholic beverages of any constitution (liquid, powder, or concentrates) that are pre-packaged and sealed in accordance with the Food and Drug Administration standards that contain caloric and/or non-caloric sweeteners added by the manufacturers.”

The particular products covered by the new excise tax were the following: sweetened juice drinks; sweetened tea; all carbonated beverages; flavored water; energy and sports drinks; other powdered drinks not classified as milk, juice, tea, and coffee; cereal and grain beverages; as well as other non-alcoholic beverages that contain added sugar, while products using purely coconut sap sugar and purely steviol glycosides were exempt from the excise tax, as long as these “comply with specifications as stated in the Philippine National Standard/Bureau of Agricultural and Fisheries Products Standards 76:2010 ICS 67.180 or latest updated standards.

The Company’s sweetened non-alcoholic products, Club Mix Lime Juice and Club Mix Apple Tea, are covered.

Philippine BIR Issuances

To implement R.A. No. 10351, the BIR issued Revenue Regulation (“RR”) No. 17-2012 on December 26, 2012. Among others, RR No. 17-2012 provides that for purposes of tax classification, alcohol or tobacco products, whether imported or domestically manufactured in the Philippines, shall be taxed according to their individual brand name (whether or not with prefix or suffix), color and/or design of label (such as logo, font, picturegram, and the like), manner and/or form of packaging or size of container of the product. RR No. 17-2012 also provides that all cigarettes whether packed by hand or packed by machine shall only be packed in twenties (20s), and through other packaging combinations which shall result to not more than 20 sticks of cigarettes: provided, that, in case of cigarettes packed in not more than 20 sticks, whether in five sticks, 10 sticks and other packaging combinations below 20 sticks, the net retail price of each individual package of 5s, 10s, etc. shall be the basis of imposing the tax rate prescribed under R.A. No. 10351.

The BIR also issued RMC No. 3-2013 on January 9, 2013, which clarified that “ethyl alcohol, ethanol, or spirits of wine, including all dilutions, purifications and mixtures thereof” were separate and distinct distilled spirits from “whisky, brandy, rum, gin and vodka.” Consequently, both groups of distilled spirits should be subject to separate and distinct excise taxes. However, on February 15, 2013, the BIR issued RMC No. 18-2013, which amended RMC No. 3-2013 insofar as ethyl alcohol is concerned. RMC 18-2013 provides as follows:

The importation of ethyl alcohol or ethanol intended for re-sale or for the manufacture of compounded liquors shall be subject to excise tax unless the importer thereof is a holder of a Permit to Operate as importer of ethyl alcohol or ethanol or as a manufacturer of compounded liquors, as the case may be, duly issued by the BIR and has posted a surety bond, in addition to the importer’s bond prescribed under Section 160 of the Philippine Tax Code;

In case of domestic sale of ethyl alcohol or ethanol by duly registered manufacturers thereof, otherwise known as distilleries, the sale and delivery of ethyl alcohol or ethanol directly to manufacturers of compounded liquors shall be subject to excise tax, unless a surety bond shall be posted by the distillery, in addition to the manufacturer’s bond prescribed under Section 160 of the Philippine Tax Code. Moreover, the sale and delivery of ethyl alcohol or ethanol without the payment of the excise tax to be used as raw material in the manufacture of compounded liquors shall not be allowed unless the buyer thereof is a holder of a Permit to Operate as manufacturer of compounded liquors duly issued by the BIR;

The removal of ethyl alcohol or ethanol from distilleries for purposes of rectification shall be conditionally tax-exempt and the excise tax due on the rectified alcohol shall be paid by the rectifier pursuant to the provisions of Section 137 of the Philippine Tax Code and its implementing rules and regulations. In case the rectifier shall remove and deliver the rectified alcohol to manufacturers of compounded liquors,

such removal shall not be subject to excise tax provided that a surety bond in an amount similar to that provided for distilleries shall have been posted by the rectifier;

The duly registered importer of ethyl alcohol or ethanol intended for resale shall be liable to the excise tax on sale and delivery thereof to persons or entity other than to manufacturers of compounded liquors;

All existing manufacturers of compounded liquors are now liable to pay the excise tax on every removal of compounded liquors from its place of production pursuant to R.A. No. 10351, and are required to post an initial manufacturer's bond prescribed under Section 160 of the Philippine Tax Code equivalent to the excise due on the total volume of compounded liquors that have been actually removed from the place of production in the immediately previous year of operation;

With respect to the tolling, bottling and other sub-contracting agreements prescribed under Section 21 of R.R. No. 03-2006, the owner of the alcohol products shall be the person liable to pay the excise tax before removal thereof from the place of production of the toller or sub-contractor; and

The excise tax that has already been paid on ethyl alcohol or ethanol pursuant to RMC No. 3-2013 shall not be entitled to tax credit/refund or shall not be deducted from the total excise tax due on compounded liquors.

Biofuels Act

In 2007, the Philippine enacted Republic Act No. 9367, entitled "An Act to Direct the Use of Biofuels, Establishing for this Purpose, The Biofuel Program, Appropriating Funds Therefor, and For Other Purposes", otherwise known as the Biofuels Act of 2006, which provides for the mandatory use of biofuels. RA 9367 mandates that there shall be a minimum 1% biodiesel blend and 5% bioethanol blend by volume in all diesel and gasoline fuels, being distributed and sold in the country, provided that the biodiesel and bioethanol blends conform to the standards set forth under the Philippine National Standards. In order to encourage investments in the biofuels industry, the government, in addition to applicable incentives and benefits under the existing laws, rules and regulations, provided for an incentive scheme which includes 0% specific tax on local and imported biofuels component per liter of volume, VAT exemption on the sale of raw material used in the production of biofuels, exemption from wastewater charges for water effluents for the production of biofuels and potential financial assistance from government financial institutions.

At present, the government, through the Sugar Regulatory Administration, Department of Energy, BIR and Bureau of Customs, is working hand in hand with the private sector to further develop the biofuels industry, with the vision of producing enough biofuels for local and international distribution.

Revised Corporation Code

Republic Act No. 11232 or the Revised Corporation Code ("**Revised Corporation Code**") was signed into law on February 20, 2019 and became effective on March 8, 2019. Among the salient features of the Revised Corporation Code are:

- corporations are granted perpetual existence, unless the articles of incorporation provide otherwise. Perpetual existence shall also benefit corporations whose certificates of incorporation were issued before the effectivity of the Code, unless a corporation, upon a vote of majority of the stockholders of the outstanding capital stock notifies the Philippine SEC that it elects to retain its specific corporate term under its current Articles of Incorporation;
- the Code allows the creation of a "One Person Corporation" ("**OPC**"), which is a corporation composed of a single stockholder, provided that, only a natural person, trust or an estate may form such. No minimum authorized capital stock is also required for an **OPC**, unless provided for under special laws;
- material contracts between the Corporation and its own directors, trustees, officers, or their spouses and relatives within the fourth civil degree of consanguinity or affinity must be approved by at least two-thirds of the entire membership of the Board, with at least a majority of the independent directors voting to approve the same;
- the right of stockholders to vote in the election of directors or trustees, or in shareholders meetings, may now be done through remote communication or *in absentia* if authorized by the

corporate by-laws. However, as to corporations vested with public interest, these votes are deemed available, even if not expressly stated in the corporate by-laws. The shareholders who participate through remote communication or *in absentia* are deemed present for purposes of quorum. When attendance, participation and voting are allowed by remote communication or *in absentia*, the notice of meetings to the stockholders must state the requirements and procedures to be followed when a stockholder or member elects either option; and

- in case of transfer of shares of listed companies, the Commission may require that these corporations whose securities are traded in trading markets and which can reasonably demonstrate their capability to do so, to issue their securities or shares of stock in uncertificated or scripless form in accordance with the Rules of the Commission.

The Revised Corporation Code refers to the Philippine Competition Act in case of covered transactions under said law involving the sale, lease, exchange, mortgage, pledge, or disposition of properties or assets; increase or decrease in the capital stock, incurring creating or increasing bonded indebtedness; or mergers or consolidations covered by the Philippine Competition Act thresholds.

UK REGULATIONS

Scotch Whisky Regulations 2009

The Scotch Whisky Regulations 2009 ("SWR") came into force on November 23, 2009, replacing the Scotch Whisky Act 1988 and the Scotch Whisky Order 1990. Whereas the previous legislation had only governed the way in which Scotch Whisky must be produced, the SWR also set out rules on how Scotch Whiskies must be labelled, packaged and advertised, as well as requiring Single Malt Scotch Whisky to be bottled in Scotland, labelled for retail sale, from November 23, 2012. The SWR make clear that Scotch Whisky must be wholly matured in Scotland (i.e. it may not be matured in any country other than Scotland). They also require that all maturation must take place in an excise warehouse or in another permitted place regulated by Her Majesty's Revenue and Customs ("HMRC"). HMRC is appointed by the SWR as the competent authority for verification of Scotch Whisky.

Permitted place is defined in Regulation 4 of the SWR and includes any place to which spirits in an excise warehouse are moved for:

- Re-warehousing in another excise warehouse;
- Such temporary purposes and periods as HMRC allow;
- Scientific research and testing;
- Storage at other premises where under the Customs and Excise Acts goods of the same class or description may be kept without payment of excise duty; and
- Such other purpose as HMRC may permit.

It is only if all maturation of Scotch Whisky takes place under some form of HMRC control that they will be able to certify that the spirit is Scotch Whisky and, if any age is claimed, that the Scotch Whisky has been matured in the permitted size of oak casks for the period claimed.

The SWR also provide that the only type of whisky that may be manufactured in Scotland is Scotch Whisky. This is to prevent the existence of two "grades" of whisky in Scotland - one "Scotch Whisky" and the other "Whisky – product of Scotland". This is to ensure protection of "Scotch Whisky" as a distinctive product.

Regulation 3(2) defines five categories of Scotch Whisky. The relevant category description must appear clearly and prominently on every bottle of Scotch Whisky sold:

1. Single Malt Scotch Whisky – A Scotch Whisky distilled at a single distillery (i) from water and malted barley without the addition of any other cereals, and (ii) by batch distillation in pot stills. From 23 November 2012, Single Malt Scotch Whisky must be bottled in Scotland.
2. Single Grain Scotch Whisky - A Scotch Whisky distilled at a single distillery (i) from water and malted barley with or without whole grains of other malted or unmalted cereals, and (ii) which does not comply with the definition of Single Malt Scotch Whisky.
3. Blended Scotch Whisky - A blend of one or more Single Malt Scotch Whiskies with one or more Single Grain Scotch Whiskies.

4. Blended Malt Scotch Whisky - A blend of Single Malt Scotch Whiskies, which have been distilled at more than one distillery.
5. Blended Grain Scotch Whisky - A blend of Single Grain Scotch Whiskies, which have been distilled at more than one distillery.

Regulation 8 of the SWR makes it compulsory for every Scotch Whisky to bear on the front of the bottle and on any individual packaging the category to which the Scotch Whisky belongs. The category must appear as prominently as other description of the Scotch Whisky.

It is an offence to promote a Scotch Whisky as belonging to a category to which it does not belong. Regulation 6 of the SWR makes it illegal to label, package, sell or advertise any drink as "Scotch Whisky" or "Scotch" in such a way as to suggest indirectly that the drink is Scotch Whisky when it does not qualify as such.

Regulation 7 of the SWR also makes it illegal to export any type of Scotch Whisky in an oak or other wooden cask. It is permitted to continue to export Scotch Whisky in bulk using inert containers such as appropriate plastic drums or steel containers.

However, Regulation 7 of the SWR also makes it illegal for Single Malt Scotch Whisky to be exported from Scotland other than in a bottle labelled for retail sale.

SWR provided added legal protection for the traditional regional names with Scotch Whisky production, i.e., 'Highland', 'Lowland', 'Speyside', 'Campbeltown', and 'Islay'. These names can only appear on whiskies wholly distilled in those regions. A distillery name must not be used as a brand name on any Scotch Whisky which has not been wholly distilled in the named distillery. Labelling must not by any other means mislead consumers as to where the Scotch Whisky has been distilled. It is permissible to use other Scottish locality or regional names provided the Scotch Whisky has been entirely distilled in that place.

The SWR maintains the long standing rule on the use of age statements, i.e. the only age which may be stated is the age of the youngest Scotch Whisky in the product. When distillation or vintage year will be used, then only one year may be mentioned together with the year of bottling or age statement which must appear in the same field of vision as the year of distillation or vintage, and all of the whisky in the product must have been distilled in that vintage year.

There are a range of enforcement measures available for breach of the SWR from warning notices to criminal prosecutions. Provisions are also included for civil enforcement by interested parties.

Excise duty

Prior to August 1, 2023, total duty and excise tax payment made up about 70% of the average price of a bottle of whisky, at a rate of £28.74 per litre of pure alcohol, and so the Spirit Duty you paid on a 1 litre bottle of 40% ABV is 40% of £28.74, or £11.50.

Effective August 1, 2023, in the Spring Budget of March 2023, the Chancellor increased the duty rate on spirits by 10.1%, the biggest hike in more than 40 years³⁰, to £31.64 per litre of pure alcohol, meaning that of the £15.22 average price of a bottle of Scotch Whisky, £11.40 is collected in taxation through duty and 20% VAT³¹. The tax burden on the averaged priced bottle of Scotch Whisky has risen from 70% to 75%.

In the Autumn Budget of October 2024, the Chancellor announced a further increase of 3.65% effective February 1, 2025 with duty per litre of alcohol for all products over 22% ABV being £32.79, and the tax burden to consumers at least £12 per bottle.

³⁰ Source: Scotch Whisky Association's newsroom, articles dated March 15, 2023, March 3, 2024, and January 10, 2025

³¹ VAT is applied to the price including duty on duty-paid sales to UK customers only. There is no VAT charged to customers outside the UK.

The Scottish Government has implemented a minimum price per unit of alcohol on product sold in Scotland. In April 2024, the Scottish Parliament voted to keep minimum unit pricing and increase the minimum unit price from 50p to 65p per unit.³³

USA Tariffs

On October 18, 2019, the U.S. began to impose additional tariffs on certain products imported from the European Union (including the UK). In particular, Single Malt Scotch Whisky imported into the U.S. had to pay an import tariff in addition to the existing ones of 25% ad valorem, that is, 25% of the value of the product declared in customs.

The U.S. suspended tariffs on UK goods, including Single Malt Scotch whisky, for four months starting March 4, 2021. In June 2021, a UK-U.S. deal on future aerospace subsidies was agreed which suspended the 25% tariff on single malt Scotch Whisky for a further five years.

On April 2, 2025, U.S. President Trump, announced two new types of tariffs – a sweeping 10% tariffs on all imports, and the reciprocal tariffs on more than 60 trade partner-countries with USA (based on US trade deficit and their exports). European Union's imports to USA would face a reciprocal tariff of 20% while UK-made products would face a 10% import duty.³⁴ If imposed, whilst WMG would work with importers and distributors to minimize disruption, it would have an impact on its financial results in case this is not passed on fully to customers.

Commercial and Cooperation Agreement between the European Union and the European Atomic Energy Community, on the one side, and the United Kingdom of Great Britain and Northern Ireland, on the other side

The EU and the UK signed a commercial and cooperation agreement on December 24, 2020 (the “**Commercial and Cooperation Agreement**”), in force on 1 January 2021, in order to regulate their relationships due to the Brexit, with regard to trade of goods and services, digital trade, intellectual property, public procurement, aviation and road transport, energy, fishing, coordination of social security, judicial cooperation and police in criminal matters, thematic cooperation and participation in European Union programmes.

As of January 1, 2021, the UK leaves has now left the Single Market and the Customs Union of the EU.

As a result, it no longer benefits from the principle of the free movement of goods. Even with the new agreement in place, companies will face new trade barriers, which will lead to increased costs, new controls and will require adjustments to integrate supply chains from the EU and UK.

Both Parties have agreed to create an ambitious free trade area without tariffs or quotas applied to products, with regulatory and customs cooperation mechanisms, as well as provisions to guarantee a level playing field for open and fair competition, as part of a larger partnership economical.

The provisions set out in the Commercial and Cooperation Agreement do not govern trade of goods between the EU and Northern Ireland, since these will be governed by the Protocol on Ireland and Northern Ireland included in the Exit Agreement of the UK (“**Brexit**”).

In particular with regard to any pending applications for registered trademarks in the EU, as a result of Brexit, no corresponding UK rights will be automatically created from EU trademark applications, so it will be necessary to file a UK application.

³³On May 1, 2018, Scotland became the first country to implement minimum unit pricing for alcoholic drinks aimed to curb alcohol-related harms. Article updated September 30, 2024 in www.mygov.scot/minimum-unit-pricing

³⁴KDKA News, April 8, 2025. www.cbsnews.com/Pittsburgh/news/trump-tariffs-europe-wine-scotch-whisky- Also, Money Watch updated April 3, 2025. www.cbsnews.com/news/which-products-most-affected-tariffs/

UK Competition Act 1998

Our Company's activities in the UK are subject to the provisions of the Competition Act 1998 ("**CA 98**").

Consistent with the competition/antitrust laws of many other countries, the CA 98 prohibits:

- agreements between undertakings that have the object or effect of restricting competition; and
- the abuse of a dominant market position.

The CA 98 applies throughout the UK, including Scotland.

The prohibitions under the CA 98 are broadly the same as those that apply under European Union ("**EU**") competition law. As a result of Brexit, EU competition law no longer applies in the UK. However, the UK has retained into UK competition law various EU "block exemptions". These include the Vertical Agreements Block Exemption, which applies to distribution and other vertical agreements. The Vertical Agreements Block Exemption expired on 31 May 2022 and the UK's principal competition authority, the Competition and Markets Authority ("**CMA**"), consulted on how competition law should apply to vertical agreements after that date. The Competition Act 1998 (Vertical Agreements Block Exemption) Order 2022 ("**VABEO**") came into force on 1 June 2022. Whilst the 2022 Vertical Block Exemption Regulation in the EU and the VABEO have similar concepts and provisions there is some divergence. Companies operating in both the UK and the EU will have to comply with both the VABEO and the EU regulations. The VABEO expires on 1 June 2028, six years earlier than the EU regulation, in order that the UK government can review and action market developments in that time. There could therefore be more divergence in the future which could cause compliance challenges for parties operating in both the EU and the UK.

Digital Markets, Competition and Consumers Act 2024

The Digital Markets, Competition and Consumers Act 2024 ("**DMCC Act**") came into force in 2024 to strengthen the enforcement of consumer protection law and introduce new consumer rights.

The DMCC Act will be relevant to WML to the extent it offers products directly to consumers, given its consumer protection focus. The DMCC Act amends and updates the list of commercial practices which are considered unfair in all circumstances, including falsely stating a product will only be available for a limited time and using content to promote a product where it has paid for the promotion without making that clear to the consumer. The DMCC Act includes new regulations related to subscription contracts but since we do not offer subscriptions to any consumers and there is no contemplation of us doing so in the future, many of the provisions are not relevant.

The DMCC Act enhances the CMA's enforcement powers by giving the CMA direct enforcement powers against businesses who do not comply with consumer protection law without requiring a court order including issuing directions and fines. The CMA can now impose penalties of up to 5% of the business's global annual turnover or £150,000 (whichever is higher) for a breach of an undertaking or 1% of a business's global turnover or £30,000 for providing false or misleading information to the CMA.

Additionally, the DMCC Act increases the threshold for a target's UK turnover from £70 million to £100 million as well as expanding the CMA's merger review powers. There is a new threshold for merger review where one party has (i) an existing 33% (or more) share of supply of goods or services in the UK and (ii) UK turnover exceeding £350 million, and another party has a "UK nexus" (it is registered in or carries on activities in the UK or supplies goods/services to UK customers). Previously, both the buyer and target must have overlapping UK activities or the target must have had substantial UK operations. This change expands the CMA's jurisdiction over transactions between non-competitors.

Advertising

Advertising and marketing in the UK is subject to the **Advertising Codes of Practice**, which comprises the UK Code of Non-broadcast Advertising and Direct & Promotional Marketing, the rule book for non-broadcast advertisements, and The UK Code of Broadcast Advertising. The Advertising Codes of Practice applies to all advertisements (including teleshopping, content on self-promotional television

channels, television text and interactive TV ads) and program sponsorship credits on radio and television services licensed by Ofcom.

WML is also bound by specific rules contained within the Advertising Codes of Practice that relate directly to marketing communications for alcoholic drinks (that is drinks with a strength above 0.5% ABV). The spirit, not just the letter, of the codes apply with the general principle being that marketing communications for alcoholic drinks should not be targeted at people under 18 and should not imply, condone, or encourage immoderate, irresponsible or anti-social drinking.

Breaching of the Advertising Codes of Practice can lead to a public adjudication by the regulator, the Advertising Standards Authority, as well as the removal or amendment of material and other trade related sanctions. In extreme circumstances, serious breaches can lead to referral to Trading Standards, the local authority departments within the UK that enforce consumer protection legislation.

WML also subscribes to voluntary codes that relate to social responsibility and self-regulation in the alcohol industry, including Drinkaware (an independent charity working to reduce alcohol misuse and harm in the UK by helping consumers make healthy choices about their drinking) and the Portman Group (a voluntary code membership that promotes good practice and compliance with labelling and advertising of alcohol) and the Scottish Alcohol Industry Partnership, a vehicle for industry partners to work together to support, devise and deliver initiatives that promote responsible consumption and tackle harmful drinking.

SPANISH REGULATIONS

Brandy de Jerez Regulations

The Andalusian Regional Department of Agriculture, Fisheries and Rural Development has approved the **Order dated October 26, 2023**, which contains the new Terms of Reference for the Geographical Indication of “Brandy de Jerez”, amended by the Order of March 26, 2024, replacing the former Order dated June 28, 2018. This regulation contains the technical specifications of the products, compliance with which, must be verified to enable use of the protected name. On the other hand, the new Operational Regulation of the Regulatory Board of “Brandy de Jerez” has been approved by an **Order dated February 16, 2018** issued by the Andalusian Regional Department of Agriculture, Fisheries and Rural Development, replacing the former Order dated June 13, 2005.

The Geographic Indication “Brandy de Jerez” is protected in the European Union, in accordance with its registration as a protected geographical indication, as per regulation (EU) no. 2019 /787 relating to the definition, description, presentation, labelling and protection of the geographic indication of spirit drinks.

The following EU Regulations amending Regulation (EU) 2019/787 have been adopted in 2021:

COMMISSION DELEGATED REGULATION (EU) 2021/1334 of May 27, 2021 amending Regulation (EU) 2019/787 of the European Parliament and of the Council as regards allusions to legal names of spirit drinks or geographical indications for spirit drinks in the description, presentation and labelling of other spirit drinks

COMMISSION DELEGATED REGULATION (EU) 2021/1335 of May 27, 2021 amending Regulation (EU) 2019/787 of the European Parliament and of the Council as regards the labelling of spirit drinks resulting from the combination of a spirit drink with one or more foodstuffs.

COMMISSION DELEGATED REGULATION (EU) 2021/1465 of July 6, 2021 amending Regulation (EU) 2019/787 of the European Parliament and of the Council as regards the definition of allusions to legal names of spirit drinks or geographical indications for spirit drinks and their use in the description, presentation and labelling of spirit drinks other than the spirit drinks to which allusion is made.

The following EU Regulations amending Regulation (EU) 2019/787 have been adopted in 2022:

COMMISSION DELEGATED REGULATION (EU) 2022/1303 of 25 April 2022 amending Regulation (EU) 2019/787 of the European Parliament and of the Council as regards the definition of and requirements for ethyl alcohol of agricultural origin.

In order to be considered a Brandy de Jerez, it must be made according to the methods set down by the Regulating Council. The area of production and ageing of Brandy de Jerez must be exclusively within the Sherry triangle, which is defined by the boundaries of Jerez de la Frontera, Sanlúcar de Barrameda and El Puerto de Santa María, and bottling must be carried out exclusively in the wineries that are registered and authorized by the Regulating Council. Its production process is based on the solera system (suelo or floor) in oak butts previously seasoned with sherry. Different types of sherry give the brandy a different flavor. The traditional ageing system of criaderas (nurseries) and soleras (suelo or floor) must be used.

In Jerez, it is possible to use wine spirits of a higher degree of alcoholic content provided that the distillate or holandas does not exceed a maximum of the 50% of the alcoholic content of the finished product. The holandas must always represent 50% minimum of the final brandy.

Brandy de Jerez can be classified into three categories as per its period of ageing:

1. Brandy de Jerez Solera – ageing for more than six months expressed in UBEs (Basic Ageing Unit)
2. Brandy de Jerez Solera Reserva - ageing for more than one year expressed in UBEs.
3. Brandy de Jerez Gran Reserva - ageing for more than three years expressed in UBEs.

Spanish Royal Decree 164/2014, of March 14, which establishes complementary rules for the production, designation, presentation and labeling of certain spirits.

Sherry Regulations

The Andalusian Regional Department of Agriculture, Fisheries, and Rural Development has approved the Order dated February 20, 2024, which contains the new specifications for the Protected Designation of Origin "Jerez-Xérès-Sherry." This regulation contains the technical specifications of the products, whose compliance must be verified in order to use the protected name.

The Protected Designation of Origin Jerez-Xérès-Sherry is protected in the European Union, in accordance with its registration as a Protected Designation of Origin, as per regulation (EU) no 1308/2013 relating to establishing a common organisation of the markets in agricultural products.

This Regulation (EU) 1308/2013 was amended in 2024 by: Regulation (EU) 2024/1143 of the European Parliament and the Council, dated April 11, 2024, regarding geographical indications for wines, spirits, and agricultural products, as well as guaranteed traditional specialties and optional quality terms for agricultural products, which amends Regulations (EU) No. 1308/2013, (EU) 2019/787, and (EU) 2019/1753, and repeals Regulation (EU) No. 1151/2012.

The Delegated Regulation (EU) 2019/33 of the Commission, of October 17, 2018, which completes Regulation (EU) No. 1308/2013 of the European Parliament and the Council, regulates applications for protection of appellations of origin, geographical indications and traditional terms of the wine sector, the opposition procedure, restrictions on use, amendments to the specifications, cancellation of protection, as well as labeling and presentation.

The Delegated Regulation (UE) 2019/934 of March 12, 2019 complements Regulation (EU) No 1308/2013 of the European Parliament and of the Council regarding cultivation areas where alcohol content can be increased, authorized oenological practices and restrictions on the production and preservation of vine products, the minimum alcohol percentage for by-products and their disposal, and publication of OIV files.

On December 8, 2023, the new European wine labelling regulation comes into force in accordance with Regulation (EU) 2021/2117 which amends the CMO (Regulation (EU) 1308/2013). It establishes as

compulsory mentions the nutritional information on the physical and electronic label (except for the energy value, which must always be on the physical label) and the list of allergens, which must always be on the physical label.

Spanish excise duty

Total duty and excise tax payment made up about 60% of the average price of a bottle of brandy (which are in the range of more than 36° alcoholic degrees). For Spirits (less than 36° alcoholic degrees), taxes represent about 50% of the average price of a bottle. For Sherry Wines, we are in two ranges again, less than 15° alcoholic degrees on 20% of the final prices and higher on 23% of a final price of a bottle of Sherry Wine. These ratios were updated at the end of 2016 by the Spanish Government, at a 5% increase from 2015.

The regulations governing special taxes are Law 38/1992, of December 28, on Special Taxes and Royal Decree 1165/1995, of July 7, which approves the Regulation on Special Taxes.

By order HAC / 998 of September 23, 2019, the Spanish Ministry of Finance has modified the accounting of products subject to Special Manufacturing Taxes, whose entry into force was on January 1, 2020 with extension until December 31, 2020. On December 26, 2024, Order HAC/1505/2024 was published, which amends Order HAC/998/2019, regulating the obligation to keep accounting entries for products subject to Excise Duties. This amendment establishes that, for the first half of 2025, accounting entries may be made in accordance with the regulations in force until December 31, 2024.

On the other hand, Order HAC/626 of July 6, 2020, has modified the Order HAC / 1271 of December 9, 2019, has approved the rules of development of the provisions of article 26 of the Regulation of Special Taxes, approved by Royal Decree 1165/1995, of July 7, on the new fiscal seals planned for derived beverages (Brandy and Spirits), whose entry into force has been on January 1, 2020.

Finally, Royal Decree 399/2021, of June 8 amends in its First Final Provision the Regulation on Excise Duties, approved by Royal Decree 1165/1995, of July 7. The first paragraph of letter a) of section 2 and section 11 are amended, and section 12 and the last paragraph of section 13 of article 26 of the Regulation of Excise Duties, approved by Royal Decree 1165/1995 are repealed: Placement of the seals in any visible place on the container in such a way that they cannot be reused and allowing the reading of the electronic security code that they incorporate, as well as the request for the electronic cancellation of the security codes for the deactivation of tax marks.

Amendment of the Food Chain Law

In 2021 the Spanish Food Chain Law has been amended by Law 16/2021 of December 14, in order to include the provisions of an EU Directive on unfair commercial practices in relations between companies in the agricultural and food supply chain. Among others, it requires from now onwards that the agreed price of the sale of products always covers production costs, to sign written contracts with regard to commercial transactions of more than 2,500 euros, broadens the catalog of prohibited unfair commercial practices and reinforces the sanctioning procedure.

Spanish Competition Act

Spanish Act 15/2007, of 3 July on the Defense of Competition ("**Spanish Competition Act**") and its regulation approved by Royal Decree 261/2008 of 22 February provides competition rules in Spain.

Royal Decree-Law 5/2023 introduced some changes to Spanish Act 15/2007. The amendments were mainly of a proceeding type.

Spanish Competition Act prohibits agreements between undertakings that have the object or effect of restricting competition and the abuse of a dominant market position which are consistent with the competition provisions included in Article 101, 102 et seq. of the Treaty on the Functioning of the European Union ("**TFEU**"). In particular, Article 1 of the Spanish Act 15/2007, of 3 July, on Defense of Competition has the same purpose than the article 101 of the TFEU, precluding all the agreements and concerted practices between undertakings, whether "horizontal" (between parties operating at the same level of the economy, often actual or potential competitors) or "vertical" (between parties operating at different levels), which may affect trade and which have as their object or effect the prevention, restriction or distortion of competition within the Spanish market.

Agreements, decisions or concerted practices that are contrary to Article 1 of the Spanish Competition Act or Article 101 TFEU are illegal and void (unless an exemption applies).

In this regard, an agreement can be individually exempt from the general prohibition if it: (i) contributes to improving the production, commercialization, and distribution of goods and services, or to promoting technical or economic progress; (ii) allows consumers a fair share of benefits; (iii) does not impose on the undertakings concerned restrictions which are not indispensable to the attainment of these objectives; and (iv) does not provide the parties with the possibility of eliminating competition in respect of a substantial part of the products or services.

The Spanish Competition Act also introduces a leniency program in Spain, from which those companies that participate in a cartel can benefit.

As regards vertical agreements, in order to avoid the prohibition of such legal provision, and without prejudice of the singular application of the criteria of Article 1, paragraph 3 (equivalent to Article 101.3 TFEU), it is directly applicable the Block Exemption Regulation on Vertical restraints ("**BER**") approved by the Commission Regulation – 2022/720 of 10 May, on the application of Article 101(3) of the Treaty on the Functioning of the European Union to categories of vertical agreements and concerted practices.

Block Exemption applies to restrict sales by wholesalers to end users and to allow wholesalers to sell to certain end users in that territory. to agreements (i) where both parties, the supplier and the buyer, meet the market share threshold of 30%; and (ii) that do not contain hardcore restrictions. As a general rule, the following constitute hardcore restrictions: prices fixing (except for recommendation prices), restrictions on passive sales (with some exceptions for selective distribution); restrictions on active sales (unless they concern the operation of an exclusive distribution system); restrictions of cross supplies; restrictions on components sales as spare parts to end-users. As regards territory restrictions, on the one hand, they are permitted in selective and exclusive distribution, on the other hand, suppliers are allowed.

Likewise, Spanish Competition Act sets out a merger control regime which is comparable in most respect to the Regulation (EC) no 139/2004 on the control of concentrations between undertakings ("**EUMR**"). In particular, each of them requires prior regulatory approval with respect to any concentration between undertakings that "*may potentially restrict competition*" (i.e. if certain turnover/market share thresholds are met).

As provided by both, Spanish Competition Act and EUMR, an economic concentration requires prior clearance by the relevant competition authority if the concentration "*may potentially restrict competition*" and, in particular, this requirement is deemed to be met if the concentration exceeds certain thresholds.

Pursuant to Spanish Competition Act, there are two alternative thresholds:

- Aggregate turnover of the Parties (as defined in paragraph 8(i)(a) above) in Spain exceeds €240 million in the last financial year, provided that each of at least two of such undertakings obtain in Spain a turnover exceeding €60 million; or
- The concentration results in an acquisition or increase of the Parties' market share of at least 30% in the relevant market, except where the aggregate turnover in Spain does not exceed €10 million and provided that the Parties do not have, in aggregate or separately, a market share of at least 50% in any of the affected markets.

Provisions of TFEU and EUMR are directly applied in Spain as it is a member state of the EU. Finally, Article 3 of the Spanish Competition Act prohibits acts of unfair competition that affect public interest by distorting free competition.

Furthermore, the main Spanish trade practice rules are contained in the Act 7/1996 of 15 January, on Retail Trade Organization, and the Act 3/1991 of 10 January, on Unfair Competition, both amended by Act 29/2009 of 30 December, on implementation the Directive 2005/29/EC ("**Spanish Unfair Competition Act**").

Regardless the different types of unfair competition practices set forth by the Spanish Unfair Competition Act (i.e. confusion, discredit, comparative acts, imitation, etc.), in general any of the parties would have carried out an unfair practice if it had executed “*any conduct objectively contrary to the demands of good faith and fair dealing*”, provided that: on the one hand, the conduct had been contrary to professional diligence; and on the other hand, the conduct had possessed the capacity to significantly or potentially distort the economic behaviour of the average member of the group targeted by the practice.

Advertising

The advertising activity in Spain is subject to a wide range of regulations, both at national and regional level. In particular, the alcoholic beverages industry is one of the most regulated sectors in terms of advertising, along with tobacco and underage advertising, aimed to protect public health, in an attempt to address the abuse of alcoholic beverages by promoting moderate and responsible consumption. Consequently, advertising alcoholic beverages has greater limitations when it comes to conducting advertising campaigns through the existing available media platforms.

The Spanish alcohol related advertising regulation applicable to all the Spanish territory are the following: (a) Law 34/1988, of November 11, 1988, on General Advertising (“**General Advertising Law**”); and (b) Law 13/2022, of 7 July 2022, on General Audio-visual Communication (“**General Audio-visual Communication Law**”).

Both General Advertising Law and General Audio-Visual Communication Law include provisions for the purposes of (a) preventing the advertising of alcoholic beverages over 20° alcoholic degrees by television or where the sale or consumption of such alcoholic beverages is not allowed; (b) allowing the advertising of alcoholic beverages of 20° or under 20° alcoholic degrees by television only during the time between 8:30 p.m. and 6 a.m. of the following day; and (c) preventing the advertising of alcoholic beverages under 20° alcoholic degrees by any advertising media platform when it is directed at minors, encourages immoderate consumption or associates consumption with improved physical performance, social success or health.

Any breach of the General Audio-visual Communication Law may result in fines depending on whether the relevant breach is deemed minor, serious or very serious. Likewise, pursuant to the General Advertising Law certain third parties will be entitled to claim, among others, the cessation of the advertising allegedly deemed as unlawful and also damages arising therefrom in case of willful misconduct.

In 2024, Spain introduced a preliminary draft law aimed at further regulating alcohol advertising to protect minors and reduce consumption. The law includes restrictions on alcohol advertising targeting minors, prohibiting such ads in public spaces near schools and centers for minors. It also limits alcohol advertising in audiovisual media, allowing it only for beverages under 20° and during specific hours (8:30 PM to 5:00 AM). Additionally, the National Commission on Markets and Competition (CNMC) has recommended clarifications to align the law with audiovisual and telecommunications regulations.

OTHER REGULATIONS

GDPR

The EU General Data Protection Regulation (“GDPR”) replaces the Data Protection Directive 95/46/EC and is designed to: harmonize data privacy laws across Europe; protect and empower all European Union (EU) citizens data privacy; and reshape the way organizations across the region approach data privacy.

The GDPR was approved and adopted by the EU Parliament in April 2016. The regulation took effect after a two-year transition period and came into force on May 25, 2018. The GDPR not only applies to organizations located within the EU but also applies to organizations located outside of the EU if they offer goods or services to, or monitor the behavior of, EU data subjects. It applies to all companies processing and holding the personal data of data subjects residing in the EU, regardless of the

company's location. Organizations can be fined up to 4% of annual global turnover for breaching GDPR or €20 Million for the most serious infringements.

Whyte and Mackay and Bodegas Fundador have put policies in place, consistent with GDPR requirements, well before the deadline of May 25, 2018, and these continue to be reviewed regularly.

In Spain, the Protection of Personal Data and the Guarantee of Digital Rights, which realigns the Spanish legal regime with the GDPR. The Company's Spanish group ensured that the company policy in place are consistent with the organic law and data protection audits are made every year.

In the UK, the **Data Protection Act 2018** realigns the UK legal regime with the GDPR and ensures that the UK continues to be compliant with GDPR post-Brexit.

RESEARCH AND DEVELOPMENT

The Group develops new products and regularly seeks to expand its existing product lines. The Group researches new processes and tests new equipment to maintain and improve the quality of its beverages. EDI has a research and development team who conducts extensive research and development for new products, line extensions for existing products and for improved production, quality control and packaging, as well as consumer preferences, habits and trends.

Likewise, WMG is committed to research and development activities in order to secure its position as one of the market leaders in the production, marketing and distribution of Scotch whisky, vodka, liqueurs and other alcoholic drinks.

Bodegas Fundador is deeply engaged on new product development worldwide succeeding in making its products adapt to specific market preferences.

While research and development is important to the Group, the amounts spent on research and development activities in percentage to total revenues in each of the last three years are minimal.

EMPLOYEES

The following table sets out the full-time employees of the Company as of December 31, 2024. The Group intends to hire additional employees if the present workforce becomes inadequate to handle operations.

EDI Group (Philippines)	2,038
Whyte and Mackay (Scotland)	742
GES (Spain)	257
Domecq BLC (Mexico)	131
TOTAL	3,168

AWGI has a renewed five-year collective bargaining agreement with its production employees covering the period up to January 15, 2030, while Progreen entered into a five-year collective bargaining agreement with its rank-and-file employees assigned in the Balayan production plant covering the period up to October 31, 2025. In December 2023, Progreen's management and union successfully concluded the re-negotiation of the economic provisions of the CBA. The two-year re-negotiated CBA is effective beginning January 6, 2024 up to January 5, 2026. The employees also agree to follow certain grievance procedures and to refrain from strikes during the term of the agreement.

Whyte and Mackay have a Joint Negotiation Committee with both UNITE and GMB trade unions. This Joint Negotiation Committee covers wages and benefits for all operational/operator employees. The previous agreement ended in December 2023 and after negotiations in 2024, a new two-year agreement was reached.

Bodegas Fundador, along with the rest of the companies in the Jerez region, has a Collective Labor Agreement with the members of the union board and employees. In October 2022, an agreement was

reached for a new Collective Labor Agreement 2021-23. Negotiations for another agreement, valid for the coming years, began in early 2024 and will continue throughout 2025. The result of the negotiations is expected to obtain an agreement that provides stability and improvements to the sector.

The Group gives full and fair consideration to the employment of disabled persons and women for suitable jobs, as well as their training, career development and promotion within the Group.

Whyte and Mackay experienced some limited industrial action as part of the 2024 negotiations. Management believes that the Group's relationship with its employees in general is satisfactory.

Financial Statements

The audited consolidated financial statements, together with Statement of Management's Responsibility and Auditors' Report, and supplementary schedules are attached and filed herewith.

The consolidated financial statements have been prepared in compliance with the Philippine Financial Reporting Standards ('PFRS'), 'on the historical cost basis except for the measurement of certain financial assets and liabilities. The preparation of the consolidated financial statements in compliance with PFRS requires management to make judgments, estimates and assumptions that affect the amounts reported in the financial statements and related notes. The estimation and judgments are based upon management's evaluation of relevant facts and circumstances of the financial statements. Actual results may ultimately vary from those estimates.

MANAGEMENT'S DISCUSSION AND ANALYSIS

This section must be read in conjunction with the audited financial statements of the Group, including the related notes thereto.

KEY PERFORMANCE INDICATORS

- Revenue growth – measures the percentage change in revenues over a designated period of time
- Net profit growth – measures the percentage change in net profit over a designated period of time.
- Gross profit margin ("GPR" or "GPM") – computed as percentage of gross profit [which is sales less cost of sales] to sales – gives indication of pricing, cost structure and production efficiency.
- Net profit rate ("NPR" or "NPM") – computed as percentage of net profit to revenues - measures the operating efficiency and success of maintaining satisfactory control of costs.
- Return on assets [or capital employed] ("ROA") – the ratio of net profit to total assets - measures the degree of efficiency in the use of resources to generate net income
- Current ratio – computed as current assets divided by current liabilities – measures the ability of the business to meet its current obligations. To measure immediate liquidity, quick assets [cash, marketable securities, accounts receivables] is divided by current liabilities.

In Million Pesos	% growth yoy						
	2024	2023	2022	2021	2024	2023	2022
Revenues and other income	₱ 61, 646	₱ 65,644	₱ 62,767	₱ 55,936	-6.1	4.6	12.2
Gross profit	₱ 18,784	₱ 21,153	₱ 19,130	₱ 20,037	-11.2	10.6	-4.5
Net profit ["NP"]	₱ 6,485	₱ 8,944	₱ 10,212	₱ 10,148	-27.5	-12.4	0.6
Net profit to owners ["NPO"]	₱ 6,322	₱ 8,706	₱ 10,061	₱ 9,971	-27.4	-13.5	0.9
EBITDA	₱ 11,394	₱ 13,768	₱ 13,807	₱ 15,225	-17.2	-0.3	-9.3
Interest expense	₱ 1,711	₱ 1,372	₱ 610	₱ 782.7	24.7	124.8	-22
Interest cover	6.66	10.03	22.62	19.45			
Total assets	₱ 159, 527	₱ 148,709	₱141,211	₱128,516	7.3	5.3	9.9
Total current assets	₱ 82,301	₱79,459	₱ 78,356	₱ 65,907	3.6	1.4	19.2
Quick assets	₱ 30,483	₱29,966	₱36,176	₱29,683	1.7	-17.2	21.9

In Million Pesos	% growth yoy						
	2024	2023	2022	2021	2024	2023	2022
Total current liabilities	₱ 20,184	₱ 23,351	₱ 28,350	₱ 23,523	-13.6	-17.6	20.5
GPR %	30.9	32.8	31.5	36.5			
NPR %	10.5	13.6	16.3	18.1			
NPOR %	10.3	13.3	16.0	17.8			
ROA %	4.1	6.0	7.2	7.9			
Current ratio	4.1x	3.4x	2.8x	2.8x			
Quick ratio	1.5x	1.3x	1.3x	1.3x			

RESULTS OF OPERATIONS FOR TWO COMPARATIVE PERIODS FOR LAST THREE YEARS

The Group experienced softening of demand for its products and inflationary crunch in its profits over the last three years, reflective of domestic and global economic conditions that have impacted the global beverage alcohol industry and the global economy in general.

The **global economy**³⁵ has been trading on soft growth trajectory. As the Covid-19 pandemic³⁶ came to an end, the last three years have been marked by high inflation that pressed on consumer spending^{37,38}, and by supply chain disruptions, not only as an aftermath of the pandemic but not least from geopolitical tensions³⁹. Under these conditions, the **global beverage alcohol industry** faced weakening demand during the last three years. While inflation has recently calmed in most markets, high living costs still persist that affected consumers' disposable income. The last three years have been characterized by shifts in beverage alcohol drinkers' consumption patterns, purchasing platforms and market dynamics. The global total beverage alcohol ("TBA") numbers showed further declines over the last three years⁴⁰ as moderation and downtrading continue to permeate the markets.

The Group's global business operated in the above backdrop and maneuvered similar challenges, remaining resilient due to its diversified product portfolio, which covers numerous price points, and its wide distribution reach in over 100 global markets. The Group maintains its financial strength and business stability, upholding its commitment to sustainability, long-term value creation and market expansion.

³⁵ From a steep 6.4% recovery in 2021, the world's full year GDP eased to 3.2% in 2022, 2.8% in 2023 and 3.2% in 2024. Full year GDP growth rates in those years were respectively reported at 5.7%, 7.6%, 5.6% and 5.6% in the Philippines; 8.6%, 4.8%, 0.4% and 1.1% in UK; 6.3%, 3.5%, 0.4% and 0.9% in EU; 6.4%, 5.8%, 2.5% and 3.2% in Spain; and 6.1%, 2.5%, 2.9% and 2.8% in USA. Source: *tradingeconomics.com*

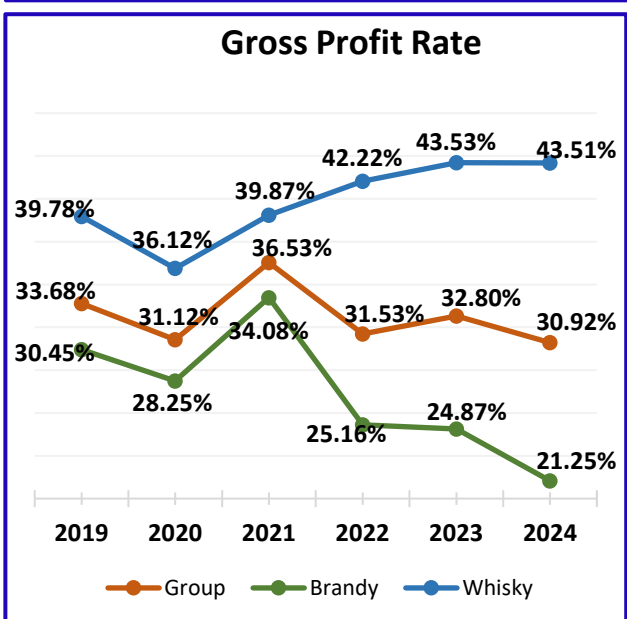
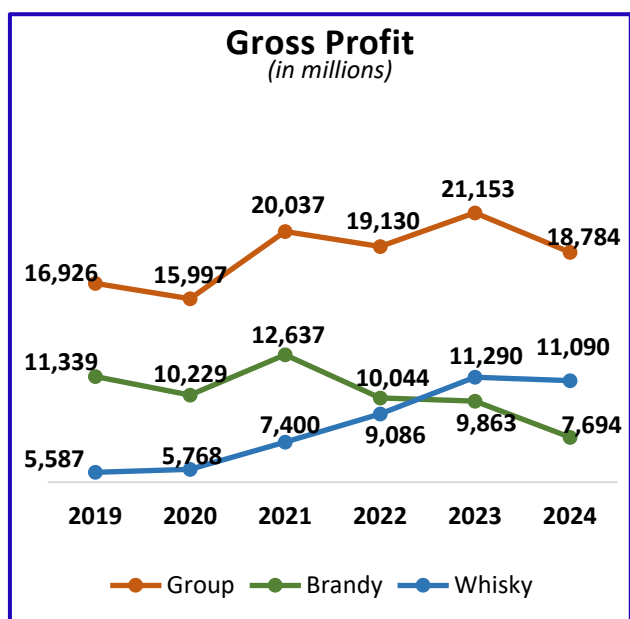
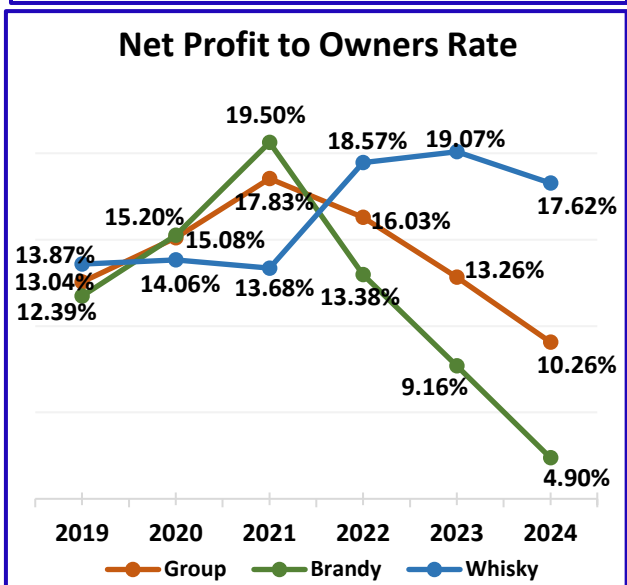
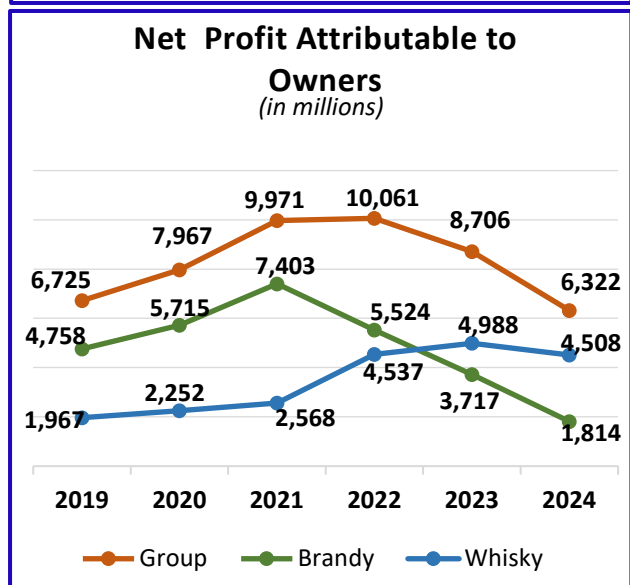
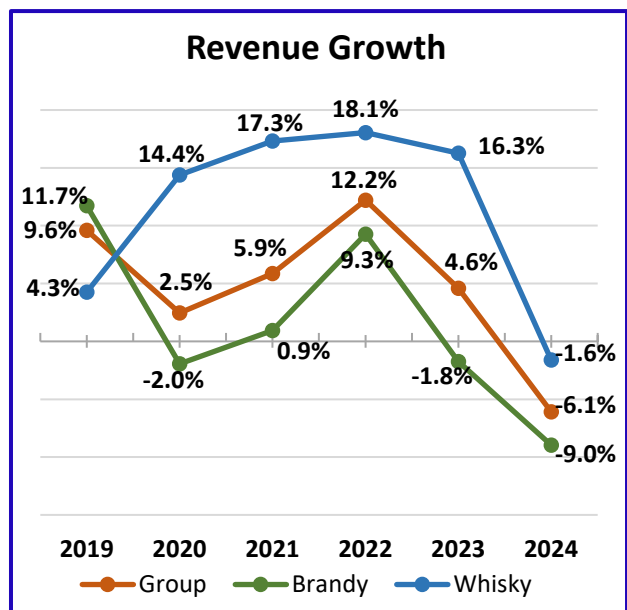
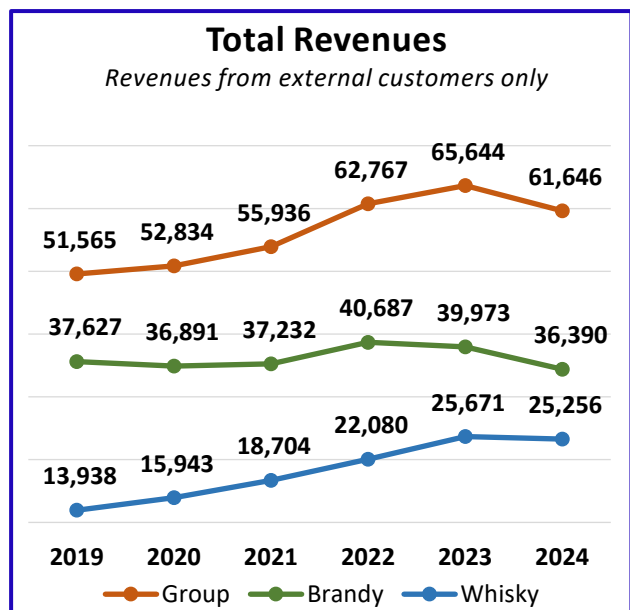
³⁶ As the pandemic situation improved due to vaccination, economic activities and travel resumed. The Philippine state of calamity ended on December 31, 2022. On May 5, 2023, WHO declared that COVID-19 pandemic is no longer a global health emergency, yet warning that the danger of the pandemic remains. In the Philippines, the state of public health emergency was lifted on July 22, 2023 throughout the country.

³⁷ The world food price index started rising in 2021, reaching 160.2 index points in March 2022, hovering above 155 points in the next couple of months, before easing to 117.6 points in January 2024, and settling at 126.9-127.7-127.4 index points in last three months of 2024, still way above pre-pandemic level of below 100 index points. Source: *tradingeconomics.com*

³⁸ Inflation rates for most economies started rising in 2021 and reached their highest peaks about mid-2022 to early months of 2023 before easing to still high levels. Source: *tradingeconomics.com*.

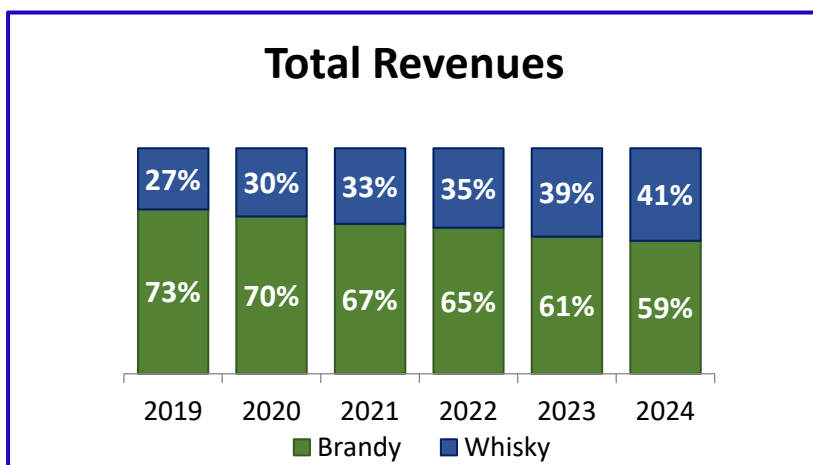
³⁹ Russia's unprovoked invasion of Ukraine in February 2022 has caused disruptions in global supply chains and in availability of key commodities resulting in rising inflation and interest rates. The war of Hamas-led Gaza and Israel conflict fought since October 2023 has sparked an ongoing Middle Eastern crisis, including a "major maritime chokehold".

⁴⁰ The global TBA volume declined -1% in 2023 and -1% in 2024 while value increased +2% in 2023. The 2024 TBA volume was -2% lower than pre-pandemic 2019. Total spirits volumes were comparatively flat in 2023, and declined -3% in 2024 and by -1% excluding national spirits. Super-premium-plus spirits, excluding national spirits volumes, comparatively declined by more than -3% in 2024 and by -2% in 2023. Source: *the iwsr.com/insight*



In Million Pesos	2024	2023	2022	2021	YoY 2024	YoY %	YoY 2023	YoY %	YoY 2022	YoY %
Revenue and other income	61,646	65,644	62,767	55,936	(3,998)	(6.1%)	2,877	4.6%	6,831	12.2
Brandy	36,390	39,973	40,687	37,232	(3,584)	(9.0%)	(714)	(1.8)	3,455	9.3
Whisky	25,256	25,671	22,080	18,704	(414)	(1.6%)	3,591	16.3	3,376	18.1
Gross profit ["GP"]	18,784	21,153	19,130	20,037	(2,369)	(11.2%)	2,023	10.6	(907)	(4.5)
Brandy	7,694	9,863	10,044	12,637	(2,169)	(22.0%)	(181)	(1.8)	(2,593)	(20.5)
Whisky	11,090	11,290	9,086	7,400	(200)	(1.8%)	2,204	24.3	1,686	22.8
NP before tax	8,118	10,941	11,710	12,895	(2,823)	(25.8%)	(769)	(6.6)	(1,185)	(9.2)
Brandy	2,559	4,955	6,568	8,894	(2,396)	(48.4%)	(1,614)	(24.6)	(2,326)	(26.2)
Whisky	5,559	5,986	5,142	4,001	(427)	(7.1%)	845	16.4	1,141	28.5
Tax expense	1,633	1,997	1,498	2,747	(364)	(18.2%)	499	33.3	(1,248)	(45.4)
Brandy	582	999	893	1,314	(417)	(41.8%)	106	11.8	(421)	(32.0)
Whisky	1,051	998	605	1,433	53	5.3%	393	65.0	(828)	(57.8)
NP	6,485	8,944	10,212	10,148	(2,458)	(27.5%)	(1,268)	(12.4)	63	0.6
Brandy	1,977	3,956	5,675	7,580	(1,978)	(50.0%)	(1,719)	(30.3)	(1,906)	(25.1)
Whisky	4,508	4,988	4,537	2,568	(480)	(9.6%)	452	10.0	1,969	76.7
NP to owners ["NPO"]	6,322	8,706	10,061	9,971	(2,384)	(27.4%)	(1,355)	(13.5)	90	0.9
Brandy	1,814	3,717	5,524	7,403	(1,904)	(51.2%)	(1,807)	(32.7)	(1,879)	(25.4)
Whisky	4,508	4,988	4,537	2,568	(480)	(9.6%)	452	10.0	1,969	76.7
EBITDA	11,394	13,768	13,807	15,225	(2,374)	(17.2%)	(39)	(0.3)	(1,418)	(9.3)
Brandy	4,889	7,279	8,090	10,713	(2,390)	(32.8%)	(811)	(10.0)	(2,623)	(24.5)
Whisky	6,505	6,489	5,716	4,512	16	0.2%	773	13.5	1,205	26.7
GP rate ["GPR"]	30.92%	32.80%	31.53%	36.53%						
Brandy	21.25%	24.87%	25.16%	34.08%						
Whisky	43.51%	43.53%	42.22%	39.87%						
NP rate ["NPR"]	10.52%	13.62%	16.27%	18.14%						
Brandy	5.34%	9.75%	13.74%	19.97%						
Whisky	17.62%	19.07%	20.40%	13.68%						
NPO rate ["NPOR"]	10.26%	13.26%	16.03%	17.83%						
Brandy	4.90%	9.16%	13.38%	19.50%						
Whisky	17.62%	19.07%	20.40%	13.68%						
EBITDA margin	18.48%	20.97%	22.00%	27.22%						
Brandy	13.21%	17.94%	19.59%	28.22%						
Whisky	25.42%	24.81%	25.71%	24.04%						

Notes: Numbers may not add up due to rounding. ¹Segment Revenues are from external customers only. ²GPR is GP over Sales.



The Group is presented into two segments: Scotch Whisky (representing the UK operations) and Brandy (representing the Philippine, Spanish and Mexican operations and all the rest).

Brandy Segment										
In Million Pesos	2024	2023	2022	2021	YoY 2024	YoY %	YoY 2023	YoY %	YoY 2022	YoY %
REVENUES AND OTHER INCOME- External	36,390	39,973	40,687	37,232	(3,584)	(9.0)	(714)	(1.8)	3,455	9.3
Intersegment	630	600	609	730	30	5.0	(8)	(1.4)	(122)	(16.7)
Total	37,020	40,573	41,296	37,962	(3,554)	(8.8)	(722)	(1.7)	3,333	8.8
Cost of Goods Sold - External	28,190	29,301	29,717	24,378	(1,111)	(3.8)	(416)	(1.4)	5,340	21.9
Intersegment	331	486	157	64	(156)	(32.0)	330	210.5	92	143.8
Total	28,521	29,787	29,874	24,442	(1,267)	(4.3)	(86)	(0.3)	5,432	22.2
Gross Profit ["GP"]	7,694	9,863	10,044	12,637	(2,169)	(22.0)	(181)	(1.8)	(2,593)	(20.5)
Other operating expenses	4,808	4,578	4,472	3,621	230	5.0	105	2.4	851	23.5
Selling and distribution expense	3,144	3,158	3,147	2,546	(14)	(0.4)	11	0.4	601	23.6
General and administrative expense	1,664	1,420	1,325	1,075	244	17.2	94	7.1	250	23.3
Interest and other charges	1,132	1,253	382	1,005	(122)	(9.7)	872	228.8	(624)	(62.1)
NP before tax	2,559	4,955	6,568	8,894	(2,396)	(48.4)	(1,614)	(24.6)	(2,326)	(26.2)
Tax expense	582	999	893	1,314	(417)	(41.8)	106	11.8	(421)	(32.0)
NP	1,977	3,956	5,675	7,580	(1,978)	(50.0)	(1,719)	(30.3)	(1,906)	(25.1)
NPO	1,814	3,717	5,524	7,403	(1,904)	(51.2)	(1,807)	(32.7)	(1,879)	(25.4)
EBITDA	4,889	7,279	8,090	10,713	(2,390)	(32.8)	(811)	(10.0)	(2,623)	(24.5)
GPR	21.25%	24.87%	25.16%	34.08%						
NPOR	4.90%	9.16%	13.38%	19.50%						
EBITDA Margin	13.21%	17.94%	19.59%	28.22%						
Scotch Whisky Segment										
In Million Pesos	2024	2023	2022	2021	YoY 2024	YoY %	YoY 2023	YoY %	YoY 2022	YoY %
REVENUES AND OTHER INCOME- External	25,256	25,671	22,080	18,704	(414)	(1.6)	3,591	16.3	3,376	18.1
Intersegment	331	486	157	64	(156)	(32.0)	330	210.5	92	143.8
Total	25,587	26,157	22,237	18,768	(570)	(2.2)	3,920	17.6	3,468	18.5
Cost of Goods Sold - External	13,769	14,045	11,824	10,431	(276)	(2.0)	2,221	18.8	1,393	13.4
Intersegment	630	600	609	730	30	5.0	(8)	(1.4)	(122)	(16.7)
Total	14,399	14,645	12,433	11,161	(246)	(1.7)	2,213	17.8	1,271	11.4
Gross Profit ["GP"]	11,090	11,290	9,086	7,400	(200)	(1.8)	2,204	24.3	1,686	22.8
Other operating expenses	5,044	5,202	4,364	3,425	(159)	(3.1)	839	19.2	939	27.4
Selling and distribution expense	4,008	3,600	3,058	2,294	408	11.3	542	17.7	764	33.3
General and administrative expense	1,036	1,602	1,306	1,131	(567)	(35.4)	297	22.7	175	15.5
Interest and other charges	585	323	298	181	263	81.4	24	8.1	117	64.5
NP before tax	5,559	5,986	5,142	4,001	(427)	(7.1)	845	16.4	1,141	28.5
Tax expense	1,051	998	605	1,433	53	5.3	393	65.0	(828)	(57.8)
NP	4,508	4,988	4,537	2,568	(480)	(9.6)	452	10.0	1,969	76.7
NPO	4,508	4,988	4,537	2,568	(480)	(9.6)	452	10.0	1,969	76.7
EBITDA	6,505	6,489	5,716	4,512	16	0.2	773	13.5	1,205	26.7
GPR	43.51%	43.53%	42.22%	39.87%						
NPOR	17.62%	19.07%	20.40%	13.68%						
EBITDA Margin	25.42%	24.81%	25.71%	24.04%						

Year Ended December 31, 2024 Compared with Year Ended December 31, 2023

The Group ended the year 2024 with revenues and other income -6% behind year-on-year ("YoY"), mainly attributed to weakness in consumer demand driven by high living costs resulting in consumers' shift to more affordable product options and moderation. Sales from EMEA (Europe, Middle East and

Africa) had grown during the year while sales from Latin America were at about same level as last year. While the Group managed to keep consolidated gross profit rate ("GPR") above 30% of sales, amid the global rise in prices of inputs and product mix impact, GP amount lagged -11% YoY. Operating expenses were at about +0.7% uptick YoY while interest and other charges jumped +9% YoY, due to higher interest on higher principal base this year. Net profit ("NP") and net profit to owners ("NPO") were posted at P6.5 billion and P6.3 billion, respectively, shrinking -27% YoY. NP rate ("NPR") and NPO rate ("NPOR") were registered at 11% and 10% respectively. EBITDA slid to 18% this year from 21% a year ago, mainly from low GP. The Group continues to pursue its strategic long-term CPI strategy – Contemporize offering, Premiumize portfolio and Internationalize business - while adapting to the current trends, which is made possible by its wide range of aging liquid stockholdings

The **Brandy segment**⁴¹ turned over revenues and other income from its external customers of P36.4 billion which was a -9% fall YoY. Persisting high living costs resulted in consumers' discretionary spending towards affordable alternatives and moderation, causing the general softening in the domestic and international markets. Nevertheless, Bodegas Fundador expanded sales in Spain and USA this year while it was tough for Emperador Brandy on the domestic front. GPR reached 21% versus 25% a year ago, or a -22% drop in value YoY, due to high cost of inputs, product-sales mix, and, to a modest extent, the Peso to Euro currency weakness. With increased operating expenses (+5%) largely on advertising and promotions, lower other charges (-10%) due to lower interest expense, and reduced tax expense (-42%) due to lower taxable base, the segment realized NP and NPO of P2.0 billion and P1.8 billion, respectively, with both NPR and NPOR hitting 5%. EBITDA rate reached 13% this year versus 18% last year.

The **Scotch Whisky segment**⁴² turned over revenues and other income from external customers of P25.3 billion, slightly down -2% YoY due to the global market slowdown attributed to moderation and downtrading. Sales of single malt whiskies took a dip while bulk sales pushed revenues up during the year. Sales in EMEA, Latin America, India and the Global Travel Retail rose from last year. GPR remained at 43.5% for both comparable years as the segment managed its costs. Operating expenses went down -3% YoY, in spite of increased spending on advertising and promotions and salaries and benefits which was tempered by the release of excess onerous lease provision during the year. Interest expense surged +2.6 times YoY due to additional loans drawn during the year and higher interest rates. Tax expense climbed +5% due to higher taxable base and rate⁴³. As a result of all these, the segment realized NP and NPO of P4.5 billion during the year, lagging -10% YoY, with NPR and NPOR of 18% versus 19% a year ago. EBITDA rate stayed at 25% for both comparable years, with this year's rate improved by 61bps.

Revenues and Other Income

Total revenues and other income dropped -6% (-P4.0 billion) YoY to P61.6 billion in 2024 as compared to P65.6 billion in 2023 as external sales revenues declined due to soft demand for the Group's products in both segments.

In Million Pesos	2024	2023	2022	2021	YoY 2024	YoY %	YoY 2023	YoY %	YoY 2022	YoY %
Other Income	903	1,145	2,096	1,091	(242)	(21.2)	(951)	(45.4)	1,005	92.1
Brandy	804	923	1,378	884	(119)	(12.8)	(455)	(33.0)	494	55.8
Whisky	98	222	718	207	(124)	(55.7)	(496)	(69.1)	511	247.1

⁴¹ See related discussions in Our Philippine Business and Our Spanish Brandy Business under Description of Business in this Report.

⁴² See related discussions in Our Scotch Whisky Business under Description of Business in this Report.

⁴³ Corporation tax rates increased from 19% to 25% effective April 1, 2023, by Royal Assent received on June 10, 2021.

Other income contracted -21% (-P0.2 billion) to P0.9 billion mainly due to lower interest income and lower share in net income of BLC reported this year.

Costs and Expenses

Total costs and expenses went down marginally -2% (-P1.2 billion) to P53.5 billion in 2024 from P54.7 billion in 2023, mainly due to lower costs of sales because of lower sales in both segments.

Cost of Goods Sold

Costs decreased -3% (-P1.4 billion) to P42.0 billion from P43.3 billion a year ago, slightly slower than the decline in sales.

Gross Profit

Gross profit rate on consolidated level eased at 31% in 2024 from 33% in 2023, as the Group managed costs overall. The GPRs of the Brandy and Scotch Whisky segments were respectively posted at 21% and 44% in 2024 as compared to 25% and 44% in 2023 due to rising costs and product mix.

Other operating expenses

Other operating expenses barely increased 0.7% (+P0.1 billion) YoY to P9.9 billion from P9.8 billion as the increase in selling and distribution expenses was mitigated by the decrease in general and administrative expenses. Increases were seen in advertising and promotions (+P0.6 billion), salaries and employee benefits (+P0.03 billion) and taxes and licenses (+P0.1 billion) during the year.

In Million Pesos	2024	2023	2022	2021	YoY 2024	YoY %	YoY 2023	YoY %	YoY 2022	YoY %
Selling and distribution	7,152	6,758	6,205	4,840	394	5.8	553	8.9	1,365	28.2
Brandy	3,144	3,158	3,147	2,546	(14)	(0.4)	11	0.4	601	23.6
Whisky	4,008	3,600	3,058	2,294	408	11.3	542	17.7	764	33.3
General and Administrative	2,700	3,022	2,631	4,840	(323)	(10.7)	391	14.9	425	19.3
Brandy	1,664	1,420	1,325	1,075	244	17.2	94	7.1	250	23.3
Whisky	1,036	1,602	1,306	1,131	(567)	(35.4)	297	22.7	175	15.5
Total Operating Expenses	9,851	9,780	8,836	7,046	71	0.7	944	10.7	1,791	25.4

Selling and distribution expenses increased 6% (+P0.4 billion) from a year ago, mainly from Scotch Whisky segment's increased spending 11% YoY (+P0.4 billion), particularly on advertising and promotions and salaries and employees' benefits. Brandy segment just maintained its level of spending same as last year, in spite of increased spending on local advertising and promotions and taxes and licenses.

General and administrative expenses decreased -11% (-P0.3 billion) from a year ago, from drop in Scotch Whisky segment's expenses as reduced by climb in Brandy segment's expenses, particularly in salaries and employee benefits. There was also a reversal of onerous lease provision included under general and administrative expenses that reduced Scotch Whisky segment's expenses.

Interest and Other charges

Interest and other charges had gone up 9% (+P0.1 billion) YoY to P1.7 billion from P1.6 billion because of high interest costs this year and unrealized foreign exchange losses last year (gains in 2024). *Interest expense* shot up 25% (+P0.3 billion) mainly due to interest hikes in SONIA and additional loans while *Other charges* decreased -97% (P0.2 billion) from unrealized foreign exchange losses last year which turned around this year.

In Million Pesos	2024	2023	2022	2021	YoY 2024	YoY %	YoY 2023	YoY %	YoY 2022	YoY %
Interest expense	1,711	1,372	611	783	338	24.6	762	124.8	(172)	(22.0)
Brandy	1,126	1,210	358	597	(85)	(7.0)	853	238.6	(239)	(40.1)
Whisky	585	162	253	186	423	261.5	(91)	(36.0)	67	36.1
In Million Pesos	2024	2023	2022	2021	YoY 2024	YoY %	YoY 2023	YoY %	YoY 2022	YoY %
Other Charges	6	203	69	404	(197)	(96.9)	134	194.7	(335)	(82.9)
Brandy	6	43	24	409	(37)	(85.4)	19	81.2	(385)	(94.2)

Whisky	-	161	45	(5)	(161)	(100.0)	115	253.9	50	(1104.7)
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Profit before Tax

As a result of the foregoing, profit before tax slid -26 YoY to P8.1 billion from P10.9 billion a year ago.

Tax Expense

Tax expense deescalated -18% (-P0.4 billion) to P1.6 billion from P2.0 billion a year ago due to lower taxable income from Brandy segment lessened by higher taxable income from Scotch Whisky segment. New corporation tax in UK took effect in April 2023.

In Million Pesos	2024	2023	2022	2021	YoY 2024	YoY %	YoY 2023	YoY %	YoY 2022	YoY %
Tax Expense	1,633	1,997	1,498	2,747	(364)	(18.2)	499	33.3	(1,248)	(45.4)
Brandy	582	999	893	1,314	(417)	(41.8)	106	11.8	(421)	(32.0)
Whisky	1,051	998	605	1,433	53	5.3	393	65.0	(828)	(57.8)

Net Profit

As a result of the foregoing, NP and NPO this year both declined -27% YoY to P6.5 billion and P6.3 billion, respectively. NP to non-controlling interest likewise decreased (-P0.1 billion) due to lower NP in Mexican subsidiaries.

EBITDA

EBITDA, which is computed as profit before interest expense, tax, depreciation and amortization, stood at P11.4 billion, down -17% YoY, showing margin of 18% this year versus 21% a year ago.

Year Ended December 31, 2023 Compared With Year Ended December 31, 2022

The Group ended the year 2023 with revenues and other income growing 5% YoY to record-high of P65.6 billion, driven by the sustained performance of its international business, owing to strong sales of its single-malt Scotch whisky. GPR improved to 33% from 32% a year ago. Higher spends on advertising and promotions, interest, and income tax weighed down heavily on the bottom lines, resulting in NP and NPO of P8.9 billion and P8.7 billion, respectively, behind -12% and -13% from a year ago. NPR and NPOR were registered at 14% and 13% respectively. The Group continues to pursue its strategic long-term CPI strategy – Contemporize offering, Premiumize portfolio and Internationalize business.

The **Brandy segment** maintained its revenues and other income from external customers at P40.0 billion from its global operations in Philippines, Spain and Mexico, yet lagging behind -2% YoY. Consumers' discretionary spending, as a result of inflation, caused general softening in spirits market globally. Nevertheless, GPR was maintained at 25%, same as in 2022. With increased operating expenses, interest and income tax expense, the segment realized NP and NPO of P4.0 billion and P3.7 billion, respectively, with NPR and NPOR of 10% and 9%, as compared to 14% and 13% a year ago.

The **Scotch Whisky segment** grew revenues and other income from external customers to P25.7 billion, up 16% YoY, driven by the single malt whiskies which continued to rank among the fastest growing single malts worldwide. Scotch Whisky sold strongly particularly in Asia, North America and travel retail. Supply chain challenges continued to affect the segment's markets yet demand remained high as GPR reached almost 44%. With increased operating expenses, largely on strategic marketing spending, and higher tax expense⁴⁴, the segment realized NP of P5.0 billion for NPR of 19%, as compared to 20% a year ago.

⁴⁴ Corporation tax rates increased from 19% to 25% effective April 1, 2023, by Royal Assent received on June 10, 2021.

Revenues and Other Income

Total revenues and other income grew 5% (+P2.9 billion) YoY to P65.6 billion in 2023 as compared to P62.8 billion in 2022 as external revenues from Scotch Whisky segment grew by 16% (+P3.6 billion) while Brandy segment slid 2% (-P0.7 billion). 'Emperador', 'Fundador' and 'El Presidente' remained to be the Group's top selling Philippine, Spanish and Mexican brands, respectively while single malts 'The Dalmore', 'Jura' and 'Tamnavulin' were the Group's top selling Scotch Whisky brands during the current year.

In Million Pesos	2023	2022	2021	2020	YoY 2023	YoY %	YoY 2022	YoY %	YoY 2021	YoY %
Other Income	1,145	2,096	1,091	1,439	(951)	(45.4)	1,005	92.1%	(348)	(24.2%)
Brandy	923	1,378	884	1,394	(455)	(33.0)	494	55.8%	(510)	(36.6%)
Whisky	222	718	207	45	(496)	(69.1)	511	247.1%	162	357.6%

Other income contracted 45% (-P1.0 billion) to P1.1 billion mainly due to unrealized foreign exchange gains reported last year (nil in 2023).

Costs and Expenses

Total costs and expenses went up 7% (+P3.6 billion) to P54.7 billion in 2023 from P51.1 billion in 2022, due to higher costs of sales, interest and operating expenses in both segments.

Cost of Goods Sold

Costs increased 4% (+P1.8 billion) to P43.3 billion from P41.5 billion a year ago, slightly slower than the growth in sales.

Gross Profit

Gross profit rate on consolidated level stood at 33% in 2023, an improvement from 32% in 2022, as the Group managed costs overall. The GPRs of the Brandy and Scotch Whisky segments were respectively posted at 25% and 44% in 2023 as compared to 25% and 42% in 2022.

Other operating expenses

Other operating expenses expanded 11% (+P0.9 billion) YoY to P9.8 billion from P8.8 billion due to increased business activities in global markets, which were prominent in increases in advertising and promotions (+P0.3 billion) and salaries and employee benefits (+P0.4 billion).

In Million Pesos	2023	2022	2021	2020	YoY 2023	YoY %	YoY 2022	YoY %	YoY 2021	YoY %
Selling and distribution	6,758	6,205	4,840	5,263	553	8.9	1,365	28.2	(423)	(8.0)
Brandy	3,158	3,147	2,546	3,321	11	0.4	601	23.6	(775)	(23.3)
Whisky	3,600	3,058	2,294	1,942	542	17.7	764	33.3	352	18.1
General and Administrative	3,022	2,631	4,840	2,108	391	14.9	425	19.3	97	4.6
Brandy	1,420	1,325	1,075	1,111	94	7.1	250	23.3	(36)	(3.2)
Whisky	1,602	1,306	1,131	997	297	22.7	175	15.5	133	13.4
Total Operating Expenses	9,780	8,836	7,046	7,371	944	10.7	1,791	25.4	(326)	(4.4)

Selling and distribution expenses increased 9% (+P0.6 billion) from a year ago, mainly from Scotch Whisky segment. Brandy segment just maintained its level of spending same as last year while Scotch Whisky segment increased spending 18% (+P0.5 billion) YoY, particularly on advertising and promotions and salaries and employee benefits.

General and administrative expenses increased 15% (+P0.4 billion) from a year ago. Brandy segment's expenses grew 7% (+P0.1 billion) YoY and Scotch Whisky segment's expenses grew 23% (+P0.3 billion), particularly on their salaries and employee benefits and depreciation.

Interest and Other charges

Interest and other charges had gone up 132% (+P0.9 billion) YoY to P1.6 billion from P0.7 billion because of high interest costs and unrealized foreign exchange losses this year (gains in 2022).

Interest expense shot up 125% (+P0.8billion) due to interest hikes in Euribor and SONIA while *Other charges* increased 195% (+P0.1 billion) from unrealized foreign exchange losses during the year.

In Million Pesos	2023	2022	2021	2020	YoY 2023	YoY %	YoY 2022	YoY %	YoY 2021	YoY %
Interest expense	1,372	611	783	549	762	124.8	(172)	(22.0)	234	42.6
Brandy	1,210	358	597	441	853	238.6	(239)	(40.1)	156	35.3
Whisky	162	253	186	108	(91)	(36.0)	67	36.1	78	72.1
In Million Pesos	2023	2022	2021	2020	YoY 2023	YoY %	YoY 2022	YoY %	YoY 2021	YoY %
Other Charges	203	69	404	80	134	194.7	(335)	(82.9)	324	407.4%
Brandy	43	24	409	(28)	19	81.2	(385)	(94.2)	437	(1545.2)
Whisky	161	45	(5)	108	115	253.9	50	(1104.7)	(108)	(100.0)

Profit before Tax

As a result of the foregoing, profit before tax slid 7% YoY to P10.9 billion from P11.7 billion a year ago.

Tax Expense

Tax expense escalated 33% (+P0.5 billion) to P2.0 billion from P1.5 billion a year ago due to higher corporation tax in UK that took effect in April 2023, and higher taxable income this year.

In Million Pesos	2023	2022	2021	2020	YoY 2023	YoY %	YoY 2022	YoY %	YoY 2021	YoY %
Tax Expense	1,997	1,498	2,747	1,399	499	33.3	(1,248)	(45.4)	1,348	96.3
Brandy	999	893	1,314	992	106	11.8	(421)	(32.0)	321	32.4
Whisky	998	605	1,433	407	393	65.0	(828)	(57.8)	1,026	252.4

Net Profit

As a result of the foregoing, NP and NPO this year declined 12% and 13%, respectively, to P8.9 billion and P8.7 billion, respectively. NP to non-controlling interest increased (+P0.1 billion) due to higher NP in Mexican subsidiaries.

EBITDA

EBITDA, which is computed as profit before interest expense, tax, depreciation and amortization, stood at P13.8 billion, same as last year's level, showing margin of 21% this year versus 22% a year ago.

Year Ended December 31, 2022 Compared With Year Ended December 31, 2021

The Group ended the year 2022 with revenues and other income growing 12% year-on-year ("YoY") to record-high of P62.8 billion, driven by the strong demand for the Group's diversified Scotch whisky and brandy products internationally. With higher-than-expected inflations, supply chain disruptions, logistics issues and increased advertising, strategic marketing and promotional spending, the Group realized a marginal increase of 1% year-on-year in both net profit ("NP") and net profit to owners ("NPO") reaching P10.2 billion and P10.1 billion, respectively. The Group kept its gross profit rate ("GPR") level at 32% with NPR and NPOR at 16%.

The **Brandy segment** grew its revenues and other income from external customers by 9% YoY to P40.7 billion, attributable to a strong fourth quarter growth of 11% YoY and 54% quarter-on-quarter ("QoQ"). The easement of pandemic restrictions and resumption of travel from the second quarter helped improve sales results which remained strong in the Philippines, Mexico, Spain and North America. Higher costs, however, dampened the segment's GPR to 25%. With increased operating expenses and reduced tax expense, the segment realized NP and NPO of P5.7 billion and P5.5 billion, respectively, with NP rate ("NPR") and NPO rate ("NPOR") of 14% and 13%, respectively, as compared to profit rates of 20% of 2021.

The **Scotch Whisky segment** grew revenues and other income from external customers by 18% YoY to P22.1 billion, propelled by the high-margin single malt whiskies across most of its markets worldwide particularly in Europe, Asia and North America, following the easing of pandemic restrictions in most regions and opening of global travel retail trade. Supply chain challenges affected the segment's markets yet demand remained high as GPR reached 42%. With increased operating expenses, largely promotional spends, and lower tax expense, the segment realized NP of P4.5 billion for NPR of 20% in 2022, as compared to 14% a year ago.

Revenues and Other Income

Total revenues and other income grew 12% (+P6.8 billion) year-on-year to P62.8 billion in 2022 as compared to P55.9 billion in 2021 as external revenues from Scotch Whisky segment and from Brandy segment grew by 18% (+P3.4 billion) and 9% (+P3.5 billion), respectively. 'Emperador', 'Fundador' and 'El Presidente' remained to be the Group's top selling Philippine, Spanish and Mexican brands, respectively while single malts 'The Dalmore', 'Jura' and 'Tamnavulin' were the Group's top selling Scotch Whisky brands during the current year.

In Million Pesos	2022	2021	YoY 2022	YoY %	2020	YoY 2021	YoY %
Other Income	2,096	1,091	1,005	92.1%	1,439	(348)	(24.2%)
Brandy	1,378	884	494	55.8%	1,394	(510)	(36.6%)
Whisky	718	207	511	247.1%	45	162	357.6%

Other income shot up 92% (+P1.0 billion) to P2.1 billion mainly due to higher unrealized foreign exchange gains and other operating income during the year.

Costs and Expenses

Total costs and expenses went up 19% (+P8.01 billion) to P51.1 billion in 2022 from P43.0 billion in 2021, due to higher costs of sales and increased operating expenses in both segments.

Cost of Goods Sold

Costs jumped 19% (+P6.7 billion) to P41.5 billion from P34.8 billion a year ago, mainly due higher sales and inflationary pressures.

Gross Profit

Gross profit rate on consolidated level was at 32% in 2022 as compared to 36% in 2021. This is largely attributed to cost-of-goods-sold growth (+19%) outpacing sales growth (+11%), which is largely attributed to inflationary pressures of rising costs. The GPRs of the Brandy and Scotch Whisky segments were respectively posted at 25% and 42% in 2022 as compared to 34% and 40% in 2021.

Other operating expenses

Other operating expenses expanded 25% (+P1.8 billion) to P8.8 billion from P7.0 billion due to increased business activities in global markets, including resumption of on-premise and face-to-face activities, and travel, following the opening of economies and loosening of pandemic restrictions. Advertising and promotions (+P1.0 billion), professional fees and other services (+P0.2 billion), transportation and travel (+P0.2 billion) and impairment loss on inventory (+P0.2 billion) went up YoY.

In Million Pesos	2022	2021	YoY 2022	YoY %	2020	YoY 2021	YoY %
Selling and distribution	6,205	4,840	1,365	28.2%	5,263	(423)	(8.0%)
Brandy	3,147	2,546	601	23.6%	3,321	(775)	(23.3%)
Whisky	3,058	2,294	764	33.3%	1,942	352	18.1%
General and Administrative	2,631	4,840	425	19.3%	2,108	97	4.6%
Brandy	1,325	1,075	250	23.3%	1,111	(36)	(3.2%)
Whisky	1,306	1,131	175	15.5%	997	133	13.4%
Total Operating Expenses	8,836	7,046	1,791	25.4%	7,371	(326)	(4.4%)

Selling and distribution expenses increased 28% (+P1.4 billion) from a year ago. Brandy segment spent 24% higher (+P0.6 billion) and Scotch Whisky segment 33% (+P0.8 billion) YoY, particularly on

advertising and promotions, other services and travel and transportation for both segments. Salaries and employee benefits in Scotch Whisky segment also increased from last year.

General and administrative expenses increased 19% (+P0.4 billion) from a year ago. Brandy segment's expenses grew 23% (+P0.2 billion) YoY and Scotch Whisky segment's expenses grew 16% (+P0.2 billion), particularly on their professional fees and outside services, and transportation and travel expenses. There is also an impairment recognized on certain Scotch Whisky inventory during the year.

Interest and Other charges

Interest and other charges decreased 43% (-P0.5 billion) to P0.7 billion from P1.2 billion because there was no variable interest paid on the ELS this year [note: the Company was not able to declare dividends in 2022] and the unrealized foreign exchange losses in 2021 (gains in 2022).

Interest expense declined 22% (-P0.2 billion) due to variable interest on ELS in 2021 (nil in 2022) while *Other charges* decreased 83% (-P0.3 billion) from unrealized foreign exchange losses of last year.

In Million Pesos	2022	2021	YoY 2022	YoY %	2020	YoY 2021	YoY %
Interest expense	611	783	(172)	(22.0%)	549	234	42.6%
Brandy	358	597	(239)	(40.1%)	441	156	35.3%
Whisky	253	186	67	36.1%	108	78	72.1%
In Million Pesos	2022	2021	YoY 2022	YoY %	2020	YoY 2021	YoY %
Other Charges	69	404	(335)	(82.9%)	80	324	407.4%
Brandy	24	409	(385)	(94.2%)	(28)	437	(1545.2%)
Whisky	45	(5)	50	(1104.7%)	108	(108)	(100.0%)

Profit before Tax

As a result of the foregoing, profit before tax slid 9% YoY to P11.7 billion from P12.9 billion a year ago.

Tax Expense

Tax expense deescalated 45% (-P1.2 billion) to P1.5 billion from P2.7 billion a year ago due to lower taxable income this year and the deferred tax adjustment last year, which was triggered by the Royal Assent increasing corporation tax in UK effective April 1, 2023.

In Million Pesos	2022	2021	YoY 2022	YoY %	2020	YoY 2021	YoY %
Tax Expense	1,498	2,747	(1,248)	(45.4%)	1,399	1,348	96.3%
Brandy	893	1,314	(421)	(32.0%)	992	321	32.4%
Whisky	605	1,433	(828)	(57.8%)	407	1,026	252.4%

Net Profit

As a result of the foregoing, NP and NPO this year increased 1% to P10.2 billion and P10.1 billion, respectively.

EBITDA

EBITDA, which is computed as profit before interest expense, tax, depreciation and amortization, went down 9% (-P1.4 billion) to P13.8 billion from P15.2 billion a year ago, showing respective margins of 22% and 27%, due to lower tax and interest expenses this year.

FINANCIAL CONDITION

December 31, 2024 and 2023

Total assets amounted to P159.5 billion as at December 31, 2024, up 7% (+P10.8 billion) from P148.7 billion as at December 31, 2023. The Group is strongly liquid with current assets exceeding current

liabilities 4.1 times by end-2024, higher than the 3.4 times by end-2023. Quick assets were 1.5 times of current liabilities by end-2024.

Cash and cash equivalents shrank -7% (-P0.8 billion) mainly due to dividends paid (-P3.9 billion), acquisitions of property, plant and equipment (-P7.5 billion) and loan and interest repayments (-P2.7 billion) that ate up net cash flows from operating activities (+P5.3 billion) and were mitigated by additional loan drawdowns during the year (+P7.9 billion).

Trade and other receivables went up 6% (+P1.1 billion) due to increase in trade receivables (+P4.2 billion) caused by high sales nearing the Christmas season. Meanwhile, advances to suppliers went down (-P2.7 billion) as these were applied to payables. Advances to officers and employees also saw a reduction (-P0.3 billion) from liquidation as their purpose got completed.

Financial assets at fair value through profit or loss of P0.4 billion at the beginning of the year rose to P0.5 billion at the end of the year as a result of marked-to-market valuation and translation adjustment.

Inventories increased 5% (+P2.3 billion) primarily due to laying down of liquid holding for future sales (especially, long aging for Scotch Whisky). Finished goods and raw materials decreased as the Group reduced on volume of stockholdings. Meanwhile, packaging materials were up due to higher holdings as a result of slowdown in production and the introduction of new products.

Property, plant and equipment escalated 20% (+P6.7 billion) mainly from capital expenditures for machinery and equipment (+P4.5 billion), buildings (+P2.0 billion) and office furniture and fixtures (+P0.2 billion). Capital expenditures were regularly made to expand operations and efficiency as well as upgrade and improve manufacturing facilities and equipment. In 2024, about 79% of capital expenditures were in UK because of the ongoing expansion relating to Scotch Whisky business.

Retirement benefit assets surged 82% (+P0.2 billion) due to changes in financial assumptions and foreign exchange adjustments.

Deferred tax assets swelled 86% (+P0.2 billion) due to movements of timing differences.

Other non-current assets ballooned 60% (+P0.1 billion) due to increase in advances to suppliers and refundable security deposits.

Current Interest-bearing loans shrank -25% (-P0.2 billion) while non-current portion expanded 31% (+P7.7 billion), for net expansion of +P7.5 billion, due to drawdowns in Scotland loan facility and changes in translation of Euro and GBP loans, as reduced by loan repayments during the year. There is no loan in the Philippines in both comparable periods.

Trade and other payables downscaled -13% (-P2.6 billion), mainly due to timing of purchases for production and construction (+P2.3 billion) and accruals of expenses (-P4.3 billion).

Lease liabilities were accounts brought about by the adoption of PFRS 16-Leases beginning January 1, 2019. The current and non-current portions amounted to P0.2 billion and P0.8 billion, respectively, at end of 2024, up 42% (+P0.1 billion) and 89% (+P0.4 billion), respectively, primarily due to new leases, translation adjustments and interest amortization and reduced by lease payments, termination and modification.

Income tax payable was slashed -18% (-P0.5 billion) primarily from lower taxable income of the Group at current year-end.

Provisions refer to the amounts provided by WMG for leased properties located in Scotland. Provisions depleted 41% (-P0.1 billion) mainly from utilizations during the year together with the reversal of unutilized amounts, i.e. no longer required.

Deferred tax liabilities increased 22% (+P0.9 billion) due to movements in timing differences.

Equity attributable to owners of the parent company increased by 6% (+P5.5 billion) mainly from net profit (+P6.3 billion) realized during the year, additional legal reserves (+P0.5 billion) and translation adjustments (+P2.3 billion), as reduced by dividends (-P3.9 billion).

Accumulated translation adjustments refer to the difference resulting in the translation of the foreign subsidiaries' financial statements to Philippine pesos. Monetary assets and liabilities are translated at the closing rate and income and expenses at average exchange rates. The accumulated balance of the account is reflective of the depreciation in the value of Philippine peso and/or foreign currencies.

Treasury shares pertain to the acquisition cost of the shares that have been brought back from the market pursuant to the Company's buyback program. The account also included shares held by a subsidiary. There were no transactions during 2024.

Share options pertain to the options granted to qualified employees of the Group pursuant to an approved employee share option plan. The increment of 21% (+P66 million) was a result of recognition of additional share options expense less forfeited options under the employee share option plan during the year.

Revaluation reserves increased by P0.1 billion due to actuarial revaluation on retirement benefit obligations booked by WMG.

Other reserves include legal reserves that represent the statutory requirements in Luxembourg which comprise of net wealth tax reserve and capital reserve at year-end.

Non-controlling interest decreased -24% (-P0.4 billion) mainly from net profit share (-P0.4 billion) realized by minority owners in DBLC, a foreign subsidiary consolidated by end-2017, and in Boozy, a local company consolidated starting in 2018.

December 31, 2023 and 2022

Total assets amounted to P148.7 billion as at December 31, 2023, up 5% (+P7.5 billion) from P141.2 billion as at December 31, 2022. The Group is strongly liquid with current assets exceeding current liabilities 3.4 times by end-2024 which is higher than the 2.7 times by end-2023.

Cash and cash equivalents in 2023 were depleted 17% (-P2.2 billion) mainly due to payment of dividends (P4.7 billion) and acquisitions of property, plant and equipment (P4.8 billion) that ate up net cash flows from operating activities.

Trade and other receivables went down 18% (-P4.1 billion) due to decreases in trade receivables (-P1.5 billion), advances to suppliers (-P2.2 billion) and advances to officers and employees (-P0.3 billion).

Financial assets at fair value through profit or loss of P0.3 billion at the beginning of the 2023 rose to P0.4 billion at the end of 2023 due to changes in marked-to-market valuation and translation adjustment.

Inventories swelled 18% (+P7.1 billion) primarily from the continuous laying of Scotch whisky liquids for ageing (under work-in-process) and advanced production to ensure continuity of dispatch.

Prepayments and other current assets soared 61% (+P1.2 billion) due mostly to timing of prepayments for overhead and general expenses (+P0.2 billion), taxes (+P0.8 billion) and deferred input vat (+P0.2 billion) at the end of 2023.

Property, plant and equipment ballooned 17% (+P5.0 billion) mainly from capital expenditures for machinery and equipment (+P2.7 billion), buildings (+P0.8 billion) and land (+P0.6 billion). Capital expenditures were regularly made to expand operations and efficiency as well as upgrade and improve manufacturing facilities and equipment. In 2023, about 80% of capital expenditures were in UK because of the ongoing expansion of Dalmore Distillery and at Invergordon site. The non-current assets

classified as held for sale (+P1.0 billion) were also reclassified back to this account by the end of the year.

Investment in a joint venture increased 7% (+P0.2 billion) due to share in NP and translation gain adjustment recorded during the year.

Retirement benefit assets fell 52% (-P0.3 billion) due to changes in financial assumptions and foreign exchange adjustments.

Deferred tax assets surged 139% (+P0.1 billion) due to movements of timing differences.

Current Interest-bearing loans depleted -77% (-P3.0 billion) while the non-current portion climbed +26% (+P5.1 billion), for combined increase of P2.2 billion, due to additional drawdown of UK bank loan which was reduced by foreign exchange translation adjustment.

Trade and other payables decreased 11% (-P2.4 billion), mainly due to timing of purchases for production (-P6.0 billion) and expense accruals (+P2.6 billion), and utilization of output vat (+P0.8 billion).

Lease liabilities were accounts brought about by the adoption of PFRS 16-Leases beginning January 1, 2019. The current and non-current portions amounted to P0.2 billion and P0.4 billion, respectively, at end of 2023, down 22% (-P0.05 billion) and up 16% (+P0.1 billion), respectively, primarily due to translation adjustments.

Income tax payable increased 19% (+P0.4 billion) primarily from higher income taxes by the Group at end-2023.

Provisions refer to the amounts provided by WMG for leased properties located in Scotland. Provisions went up 21% (+P0.05 billion) mainly from additional provisions for dilapidations and onerous lease, net of utilisations.

Equity attributable to owners of the parent company increased by 7% (+P6.5 billion) mainly from net profit (+P8.7 billion) realized during the year, additional legal reserves (+P0.4 billion) and translation adjustments (+P2.5 billion), as reduced by dividends (-P4.7 billion) and revaluation reserves (-P0.2 billion)

Accumulated translation adjustments refer to the difference resulting in the translation of the foreign subsidiaries' financial statements to Philippine pesos. Monetary assets and liabilities are translated at the closing rate and income and expenses at average exchange rates. The accumulated balance of the account is reflective of the depreciation in the value of Philippine peso and/or foreign currencies.

Treasury shares pertain to the acquisition cost of the shares that have been brought back from the market pursuant to the Company's buyback program. The account also included shares held by a subsidiary.

Share options pertain to the options granted to qualified employees of the Group pursuant to an approved employee share option plan. The increment of 22% (+P58 million) was a result of recognition of additional share options expense under the employee share option plan during the year.

Revaluation reserves were reduced by P0.2 billion due to actuarial revaluation on retirement benefit obligations booked by WMG.

Other reserves include legal reserves that represent the statutory requirements in Luxembourg which comprise of net wealth tax reserve and capital reserve at year-end.

Non-controlling interest increased 24% (+P0.3 billion) mainly from net profit share (+P0.3 billion) realized by minority owners in DBLC, a foreign subsidiary consolidated by end-2017 and in Boozy, a local company consolidated starting in 2018.

December 31, 2022 and 2021

Total assets amounted to P141.2 billion as at December 31, 2022, up 10% (+P12.7 billion) from P128.5 billion as at December 31, 2021. The Group is strongly liquid with current assets exceeding current liabilities 2.8 times by the end of the current year.

Cash and cash equivalents increased 36% (+P3.4 billion) mainly from higher net cash from operating activities than net cash used in financing and investing activities, driven by the increase in net profit and in trade and other payables.

Trade and other receivables went up 14% (+P2.8 billion) due to increase in trade receivables (+P1.6 billion) from fourth quarter sales and advances to suppliers (+P0.9 billion).

Financial assets at fair value through profit or loss of P0.003 billion at the beginning of the year rose to P0.3 billion at the end of the year due to marketable securities held for trading acquired during the year.

Inventories expanded 16% (+5.3 billion) primarily from the continuous laying of Scotch whisky liquids for ageing (under work-in-process) and advanced production to ensure continuity of dispatch and purchases of raw materials and packaging materials to ensure continuity and availability of supply.

Prepayments and other current assets climbed 54% (+P0.7 billion) due mostly to timing of prepayments for overhead and general expenses (+P0.7 billion), taxes (+P0.1 billion) while and deferred input vat fell (-P0.2 billion) at the end of 2022.

Property, plant and equipment increased 5% (+P1.4 billion) mainly from capital expenditures for machinery and equipment (+P1.4 billion) and buildings (+P1.7 billion), which included a bottling hall property in UK. Capital expenditures were regularly made to expand operations and efficiency as well as upgrade and improve manufacturing facilities and equipment. In 2022, about 70% of capital expenditures were in UK.

Investment in a joint venture decreased 6% (-P0.2 billion) due to dividend received and translation gain adjustment recorded during the year.

Retirement benefit assets fell 45% (-P0.4 billion) due to changes in financial assumptions and foreign exchange adjustments.

Deferred tax assets decreased 35% (-P0.05 billion) due to movements of timing differences.

Other non-current assets went down 87% (-P0.7 billion) due to reversal of property mortgage receivable upon acquisition of the subject property and reduction in refundable security deposits.

Current Interest-bearing loans climbed 13% (+P0.4 billion) and the non-current portion fell 7% (-P1.5 billion), for combined decrease of P1.04 billion, due to net repayment of bank loans.

Trade and other payables increased 24% (+P4.2 billion), mainly due to timing of purchases for production (+P2.6 billion) and expense accruals (+P1.9 billion), reduced by utilization of output vat (-P0.5 billion).

Lease liabilities were accounts brought about by the adoption of PFRS 16-Leases beginning January 1, 2019. The current and non-current portions amounted to P0.2 billion and P0.4 billion, respectively, at end of 2022, up 3% (+P0.005 billion) and down 57% (-P0.5 billion), respectively, primarily due to reclassifications of current portion and reversal relating to an acquired leased property during the year. [See Notes 9.3 and 2.16(a) to the Consolidated Financial Statements]

Income tax payable increased 6% (+P0.1 billion) primarily from higher income taxes by the Group at current year-end.

Provisions refer to the amounts provided by WMG for leased properties located in Scotland. Provisions went down 38% (-P0.2 billion) mainly due to release of provision for dilapidations on the acquired bottling hall property [see Notes 17, 2.14 and 3.2(k) to the Consolidated Financial Statements]

Equity attributable to owners of the parent company increased by 12% (+P9.7 billion) mainly from net profit (+P10.1 billion) realized during the year and additional legal reserves (+P0.3 billion) as reduced by translation adjustments (-P0.4 billion) and revaluation reserves (-P0.3 billion)

Accumulated translation adjustments refer to the difference resulting in the translation of the foreign subsidiaries' financial statements to Philippine pesos. Monetary assets and liabilities are translated at the closing rate and income and expenses at average exchange rates. The accumulated balance of the account is reflective of the depreciation in the value of Philippine peso and/or foreign currencies.

Treasury shares pertain to the acquisition cost of the shares that have been brought back from the market pursuant to the Company's buyback program. The account also included shares held by a subsidiary.

Share options pertain to the options granted to qualified employees of the Group pursuant to an approved employee share option plan. The increment of 42% (+P76 million) was a result of recognition of additional share options expense during the year both from existing and additional employee granted under the employee share option plan during the year.

Revaluation reserves were depleted by P0.3 billion due to actuarial revaluation on retirement benefit obligations booked by WMG.

Other reserves include legal reserves that represent the statutory requirements in Luxembourg which comprise of net wealth tax reserve and capital reserve at year-end.

Non-controlling interest increased 20% (+P0.2 billion) mainly from net profit share (+P0.2 billion) realized by minority owners in DBLC, a foreign subsidiary consolidated by end-2017 and in Boozy, a local company consolidated starting in 2018.

LIQUIDITY AND CAPITAL RESOURCES

The Group sources funds principally from operations and loans and borrowings. The Company expects to meet its working capital requirements for the ensuing year primarily from available funds at year-end plus cash flows from operations. It may also from time to time seek other sources of funding, if necessary, which may include debt or equity financings, depending on its financing needs and market conditions.

PROSPECTS FOR THE FUTURE

The Group's renowned brandy and whisky products sold all over the world are the catalyst for continued growth and put the Group in best position, with its high-quality aged inventory, for premiumization and innovation opportunities, as well as to adapt to trends and consumer appetite.

OTHER MATTERS

Except for what have been noted:

There were no other known material events subsequent to the end of the year that would have a material impact in the current year being reported.

There are no other known trends or demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Group's liquidity increasing or decreasing in any material

way. The Group does not have nor anticipate having any cash flow or liquidity problems. The Group is not in default or breach of any note, lease or other indebtedness or financing arrangement requiring it to make payments.

There are no other known events that will trigger direct or contingent financial obligation that is currently considered material to the Group, including any default or acceleration of an obligation. There are no other material off-balance sheet transactions, arrangements, obligations, and other relationships with unconsolidated entities or other persons created during the reporting period.

There are no other known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations. There are also no known events that will cause material change in the relationship between costs and revenues.

There are no other significant elements of income or loss that did not arise from continuing operations.

There were no other material issuances, repurchases or repayments of debt and equity securities.

The business has no seasonal aspects that had a material effect on the financial condition and results of operations of the Group.

Market Price and Dividends on Common Shares

The common shares of the Company are traded on the Philippine Stock Exchange ("PSE") under the symbol of EMI. The Company's common stock was first listed on the PSE on December 19, 2011. The closing price of the said shares on **30 April 2025, the latest practicable trading date, is Php13.06.**

The following table sets out, for the periods indicated, the high and low sales price for the Company's common shares as reported on the PSE:

Year		First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2022	High	25.05	21.50	21.80	20.80
	Low	12.20	13.88	17.08	19.10
2023	High	21.40	21.85	21.70	21.10
	Low	20.00	20.60	20.60	20.60
2024	High	21.15	19.30	19.00	18.86
	Low	16.18	18.04	18.42	17.70
2025	High	18.20			
	Low	11.26			

Shareholders

As of March 31, 2025, the Company had 29 shareholders of record holding 15,736,471,238 common shares. The Top 20 shareholders of the Company as of March 31, 2025 are as follows:

	SHAREHOLDER	NO. OF SHARES SUBSCRIBED	TYPE OF SHARES	% OF OWNERSHIP
1	Alliance Global Group, Inc.	12,347,960,600 ¹	Common	78.47
2	PCD Nominee Corporation (Non- Filipino)	1,647,259,947 ²	Common	10.47
3	PCD Nominee Corporation (Filipino)	1,741,087,314 ³	Common	11.06

¹ AGI includes 129,597,500 shares lodged with PCD Nominee Corporation (Filipino) and 1,339,050,126 lodged with PCD Nominee Corporation (Non-Filipino).

² Excludes 1,339,050,126 beneficially owned by AGI, which is added to AGI above.

³ Excludes 129,597,500 beneficially owned by AGI, which is added to AGI above.

4	John T. Lao	60,000	Common	-nil-
5	Eric U. Lim	40,000	Common	-nil-
6	Marjorie Anne Lim Lee	30,000	Common	-nil-
7	Edwin U. Lim	30,000	Common	-nil-
8	Dondi Ron R. Limgenco	1,111	Common	-nil-
9	Stephen G. Soliven	1,000	Common	-nil-
10	Demetrio D. Mateo	500	Common	-nil-
11	Bartholomew Dybuncio Young	200	Common	-nil-
12	Christine F. Herrera	100	Common	-nil-
13	Francis J. Ricamora	100	Common	-nil-
14	Julius Victor Emmanuel D. Sanvictores	100	Common	-nil-
15	Joseph A. Sy &/or Evangeline T. Sy	100	Common	-nil-
16	Jesus San Luis Valencia	100	Common	-nil-
17	Owen Nathaniel S Au ITF: Li Marcus Au	50	Common	-nil-
18	Joselito T. Bautista	9	Common	-nil-
19	Winston S. Co	1	Common	-nil-
20	Jesli A. Lapus	1	Common	-nil-
	Others	5	Common	-nil-
	TOTAL	15,736,471,238	Common	100.00%

Dividend Policy

Under Philippine law, a corporation can only declare dividends to the extent that it has unrestricted retained earnings that represent the undistributed earnings of the corporation which have not been allocated for any managerial, contractual or legal purposes and which are free for distribution to the shareholders as dividends. If declared by the corporation's board of directors, a corporation may pay dividends in cash, by the distribution of property, by the issuance of shares or by a combination of the three, as the board of directors shall determine and subject to the approval of the SEC, as may be required by law. A cash dividend declaration does not require any further approval from shareholders. Stock dividends may be declared and paid with the approval of shareholders representing at least two-thirds of the issued and outstanding stock voting at a shareholders' meeting duly called for the purpose. The board of directors may not declare dividends which will impair its capital.

For the two most recent years, the Company declared a cash dividend per share of P0.24 on 01 April 2024, and a cash dividend per share of P0.29 on 30 March 2023. On January 15, 2025, the Company declared a cash dividend per share of P0.19.

The Company may declare dividends when there are unrestricted earnings available, but any such declaration will take into consideration a number of factors including restrictions that may be imposed by current and prospective financial covenants, projected levels of operating results of its businesses/subsidiaries, working capital needs and long-term capital expenditures of its businesses/subsidiaries; and regulatory requirements on dividend payments, among others. Pursuant to the provision in the Corporation Code of the Philippines, the Company can purchase or acquire its own shares provided that it has unrestricted retained earnings to cover the shares to be purchased or acquired.

The Company has declared approximately 40% of the preceding year's consolidated net profit as dividends in the past three years.

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

On February 5, 2020, the Company issued 253,275,862 shares from its treasury shares to Arran, as conversion of P1,836,250,000.00 portion of the ELS. (See Note 15 to the Consolidated Financial Statements)

Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

P&A issued an unqualified opinion on the consolidated financial statements. There are no disagreements with them on any matter of accounting principles or practices, financial statement disclosures, and auditing scope or procedure which, if not resolved would have caused the auditors to make reference thereto in its reports.

Discussion on Section 49 of the Revised Corporation Code

In compliance with Section 49 of the Revised Corporation Code, a copy of the Minutes of the previous annual stockholders' meeting is attached herein as Annex "B-1", as well as the Special Stockholders Meeting, attached herein as Annex "B-2".

The attendance of the directors at the meetings of the Board of Directors for the year 2024 is as follows:

Name	No. of Meetings held during the year	No. of Meetings Attended	%
Andrew L. Tan	14	14	100%
Winston S. Co	14	14	100%
Kendrick Andrew L. Tan	14	14	100%
Kevin Andrew L. Tan	14	14	100%
Ho Poh Wah	14	14	100%
Enrique M. Soriano III	14	14	100%
Jesli A. Lapus	14	14	100%

The attendance of the members of the Audit Committee at Audit Committee meetings for the year 2024 is as follows:

Name	Designation	Meetings Attended	Percentage
Enrique M. Soriano III	Chairman	5	100%
Jesli A. Lapus	Member	5	100%
Kevin Andrew L. Tan	Member	3	60%

The attendance of the members of the Corporate Governance Committee at Corporate Governance Committee meetings for the year 2024 is as follows:

Name	Designation	Meetings Attended	Percentage
Enrique M. Soriano III	Chairman	2	100%
Jesli A. Lapus	Member	2	100%
Ho Poh Wah	Member	2	100%

The Company adopts a policy of full disclosure with regard to related party transactions. All terms and conditions of related party transactions are reported to the Board of Directors. The Company ensures that the transactions are entered on terms comparable to those available from unrelated third parties. Disclosure of relationship or association is required to be made before entering into transaction. No participation in the approval of the transaction. None of the Corporation's directors and officers have entered into self-dealing and related party transactions with or involving the Corporation in 2024.

Discussion on Compliance with Leading Practice on Corporate Governance

The Company remains focused on ensuring the adoption of systems and practices of good corporate governance in enhancing value for its shareholders.

The Company's By-laws require it to have two independent directors in its Board of Directors while the Revised Manual of Corporate Governance (the "Manual") requires that there must be at least two (2) independent directors voting in the Audit Committee, Corporate Governance Committee, Board Risk Oversight Committee, and Related Party Transaction Committee. To date, the Company has elected three independent directors, Enrique M. Soriano III, Jesli A. Lapus, and Ho Poh Wah.

To measure the level of compliance with the Manual, the Company has established an evaluation system consisting of a self-rating assessment and performance system by management and submission of certifications on the Company's compliance with the provisions of the Manual. Furthermore, to ensure adherence to the adopted leading practices on good corporate governance, the Company has designated a Compliance Officer reporting directly to the Chairman of the Board.

There are no material deviations to date from the Corporation's Manual. The Board adopted policies for corporate governance pursuant to the SEC Memorandum Circular No. 19, Series of 2016 on the Code of Corporate Governance for Publicly-Listed Companies.

The Company undertakes to provide without charge to a stockholder a copy of the Annual Report on SEC Form 17-A upon written request addressed to Ms. Dina D.R. Inting, Chief Financial Officer, Corporate Information Officer and Compliance Officer, at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines.

Request for Exemptive Relief

On 02 May 2025, the Company formally submitted a request for exemptive relief from the requirement to submit the SEC Form 17-Q Quarterly Report for the quarter ended 31 March 2025, along with this Information Statement. Due to the untimely delays in consolidating the Company's annual and quarterly financial statements and notes thereto, as well as the Company auditors' expressed inability to finalize their report within statutory deadlines, the Company finds it unfeasible to complete the required filing at this time.

To ensure timely access to relevant materials for the Annual Stockholders' Meeting, the Company respectfully seeks permission to distribute the Definitive Information Statement, including only its Audited Consolidated Financial Statements for the period ended 31 December 2024. The Company undertakes to post its SEC Form 17-Q Quarterly Report for the quarter ended 31 March 2025 on its website, <https://www.emperadorinc.com> on or before 20 May 2025.

Once available, a copy of the interim financial statements and management discussion for the period ended 31 March 2025 may be requested in writing, addressed to Ms. Dina D.R. Inting, Chief Financial Officer, Corporate Information Officer and Compliance Officer, at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines.

ANNEX “A”

EMPERADOR INC.

Procedures and Requirements for Voting and Participation in the 2025 Annual Stockholders’ Meeting

Pursuant to the Amended By-Laws of Emperador Inc. (the “Company”), notice is hereby given that the 2025 Annual Stockholders’ Meeting (ASM) of the Company will be held on 09 June 2025 at 9:00 in the morning, in a fully virtual format via <https://www.emperadorinc.com/asm2025>. Hence, stockholders may only attend the meeting by remote communication, and cast their votes by electronic voting *in absentia*.

Only stockholders of record as of 08 May 2025 are entitled to participate and vote in the 2025 ASM.

The Company has adopted the following procedures and requirements to enable its stockholders to participate and vote in the 2025 ASM.

I. ONLINE REGISTRATION STEPS AND REQUIREMENTS

- A. Stockholders may register from 9:00 AM of 09 May 2025 until 5:00 PM of 20 May 2025 to signify his/her/its intention to participate in the 2025 ASM by remote communication. The registration steps and requirements are available the Company’s website: <https://www.emperadorinc.com/asm2025>.
- B. To register, stockholders shall submit the following requirements to the Office of the Corporate Secretary via email at corporatesecretary@emperadorinc.com.

B.1 For Individual Stockholders –

- (i) Scanned copy of stock certificate issued in the name of the individual stockholder;
- (ii) Valid email address and active contact number;
- (iii) Duly signed Consent to Process Personal Information form by the Individual Stockholder; and
- (iv) Scanned copy of valid government-issued identification card showing photo, personal details and signature

B.2 For Stockholders with Joint Accounts –

- (i) Authorization letter signed by all stockholders indicating the name of the person authorized to cast the votes;
- (ii) Scanned copy of stock certificate issued in the name of the joint stockholders;
- (iii) Valid email address and active contact number of the authorized stockholder;
- (iv) Duly signed Consent to Process Personal Information form by the authorized stockholder; and
- (v) Scanned copy of valid government-issued identification card of the authorized stockholder showing photo, personal details and signature.

B.3 For Stockholders under PCD Participant/Brokers Account or holding ‘Scripless Shares’-

- (i) Stockholders should coordinate with their broker and request for the full account name and reference number or account number they provided the Company;
- (ii) Broker’s Certification on the stockholder’s number of shareholdings;
- (iii) Duly signed Consent to Process Personal Information form by the authorized stockholder;
- (iv) Valid email address and active contact number of the stockholder; and

- (v) Scanned copy of valid government-issued identification card of stockholder showing photo, personal details and signature.

B.4 For Corporate Stockholders –

- (i) Secretary's Certificate attesting to the authority of the representative to vote the shares on behalf of the corporate stockholder;
 - (ii) Scanned copy of stock certificate issued in the name of the corporate stockholder;
 - (iii) Duly signed Consent to Process Personal Information form by the authorized representative;
 - (iv) Valid email address and active contact number of authorized representative; and
 - (v) Valid government-issued identification card of authorized representative showing photo, personal details and signature.
- C. The documents submitted will then be verified by the Office of the Corporate Secretary. The validation process will be completed by the Company no later than five (5) business days from the stockholder's receipt of an email from the Company acknowledging receipt of the stockholder's registration documents. Once validated, the stockholder will receive an email that his/her/its account has been verified and shall provide instructions for the stockholder's access to the Company's electronic voting and to access the ASM livestreaming link.

II. **ELECTRONIC VOTING IN ABSENTIA**

- A. Duly registered stockholders have the option to vote for the matters contained in the agenda for the 2025 ASM through electronic voting *in absentia*. The deadline for registration is 5:00 PM of **20 May 2025**. Beyond this date, stockholders may no longer avail of the option to electronically vote *in absentia*.
- B. After verification, the Company shall send a ballot to the registered stockholder through his/her/its e-mail address which shall contain all the agenda items for approval as indicated in the Notice of Meeting and the registered stockholder may vote as follows:
- (1) For items other than Election of Directors, the registered stockholder has the option to vote: In Favor of, Against, or Abstain. The vote is considered cast for all the registered stockholder's shares.
 - (2) For the Election of Directors, the registered stockholder may vote for all nominees, not vote for any of the nominees, or vote for some nominees only, in such number of shares as preferred by the stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected. The total number of votes the stockholder is allowed to cast shall be based on the number of shares he/she or it owns.
 - (3) Once voting on the agenda items is finished, the stockholder can proceed to submit the accomplished ballot via email to corporatesecretary@emperadorinc.com.
 - (4) After the ballot has been submitted, the stockholder may no longer change his/her vote. The stockholder will receive a confirmation email that his/her/its vote has been recorded.
- C. Thereafter, the Office of the Corporate Secretary, through election inspectors appointed for the meeting, shall tabulate all valid and confirmed votes cast through electronic voting, together with the votes through proxies, subject to validation by representatives of the Company's external auditors.
- D. Registered stockholders shall have until 5:00 PM of **20 May 2025** to cast their votes *in absentia*. Stockholders will not be allowed to cast votes during the livestream of the 2025 ASM.

III. VOTING BY PROXY

A. For individual stockholders holding certificated shares of the Company – Download the proxy form that is available at <https://www.emperadorinc.com/asm2025>.

B. For stockholders holding 'scripless' shares, or shares held under a PCD Participant/Broker – Download the proxy form that is available at <https://www.emperadorinc.com/asm2025>. Stockholders are advised to coordinate with their brokers first for the execution of this type of proxy.

C. For corporate stockholders - Download the proxy form that is available at <https://www.emperadorinc.com/asm2025>. A copy of the duly signed and notarized Secretary's Certificate must be submitted together with the proxy form. For reference, a sample Secretary's Certificate is also available at <https://www.emperadorinc.com/asm2025>.

D. General Instructions on Voting by Proxy:

- (1) Download and fill up the appropriate proxy form. Follow the instructions on how to cumulate or allocate votes in the election of directors.
- (2) Send the scanned copy of the duly executed proxy form via email to corporatesecretary@emperadorinc.com or submit the original proxy form to the Office of the Corporate Secretary at the 7th Floor, 1880 Eastwood Ave., Eastwood City CyberPark, E. Rodriguez Jr. Ave., Bagumbayan, Quezon City.
- (3) Deadline for the submission of proxies is at 5:00 PM of **20 May 2025**.
- (4) Validation of proxies will be on **27 May 2025**.
- (5) If a stockholder avails of the option to cast his/her vote electronically *in absentia* and also issues proxy votes with differing instructions, the duly accomplished ballots sent through e-mail shall replace the proxy votes issued by the stockholder.

IV. PARTICIPATION BY REMOTE COMMUNICATION

- A. Only duly registered stockholders will be included in determining the existence of a quorum.
- B. Duly registered stockholders may send their questions and/or comments prior to the ASM through email at corporatesecretary@emperadorinc.com. The deadline for submitting questions shall be at 5:00 PM of 20 May 2025.
- C. The proceedings during the 2025 ASM will be recorded.

For any clarifications, please contact the Office of the Corporate Secretary via email at corporatesecretary@emperadorinc.com.

V. DATA PRIVACY

Stockholder's data will be collected, stored, processed and used exclusively for the purposes of processing and verifying the stockholders' electronic registration and votes for the Annual Stockholders' Meeting. In order to meet privacy obligations under the Data Privacy Act of 2012, Stockholder's registrations and votes will be stored in accordance with the statutory retention periods. Please visit <https://emperadorinc.com/privacy-policy/> to know more about the Company's Privacy Policy.

**MINUTES OF THE ANNUAL MEETING OF STOCKHOLDERS
OF EMPERADOR INC.**

held on 24 June 2024

Conducted virtually via <https://emperadorinc.com/asm2024/>

Total Number of Outstanding and Voting Shares as of Record Date	Total Number of Shares Present:	Percentage of Total
15,736,471,238	13,809,239,303	87.75%
Directors Present:		
Andrew L. Tan	- Chairman	
Winston S. Co	- President and CEO	
Kendrick Andrew L. Tan	- Executive Director - Board Risk Oversight Committee Member	
Kevin Andrew L. Tan	- Director - Audit Committee Member	
Enrique M. Soriano III	- Lead Independent Director - Audit Committee Chairman - Corporate Governance Committee Chairman - Board Risk Oversight Committee Member - Related Party Transaction Committee Chairman	
Jesli A. Lapus	- Independent Director - Audit Committee Member - Corporate Governance Committee Member - Board Risk Oversight Committee Chairman - Related Party Transaction Committee Member	
Ho Poh Wah	- Independent Director - Corporate Governance Committee Member - Related Party Transaction Committee Member	
Officers Present:		
Katherine L. Tan	Treasurer	
Dina D.R. Inting	Chief Financial Officer, Corporate Information Officer and Compliance Officer	
Anna Michelle T. Llovido	Corporate Secretary	
Marydale C. Manato-Zoleta	Assistant Corporate Secretary	
Mary Grace P. Maralit	Chief Audit Officer and Chief Risk Officer	
Kenneth V. Nerecina	Investor Relations Officer	

I. CALL TO ORDER

The Chairman of Emperador, Inc. (the "Corporation"), Dr. Andrew L. Tan, called the Annual Stockholders' Meeting (the "Annual Meeting") to order at 9:02 a.m. He then asked the President and CEO, Mr. Winston S. Co, to preside over the Annual Meeting. The Corporate Secretary, Atty. Anna Michelle T. Llovido, recorded the proceedings of the Annual Meeting.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that all stockholders of record as of 22 May 2024, have been notified pursuant to the Corporation's By-Laws and applicable Securities and Exchange Commission (SEC) Circulars. Copies of the Notice of the Annual Meeting, the Agenda, and the Definitive Information Statement were made available through the Corporation's website, the

Philippine Stock Exchange (PSE) Electronic Disclosure Generation Technology or PSE EDGE, and the Singapore Exchange. Notice of the Annual Meeting were also published in the business section of The Philippine Star and The Manila Times on 01 June and 02 June 2024, both in print and online. She further certified that there existed a quorum for the transaction of business for the Annual Meeting, there being present in person or represented by proxy, stockholders holding 87.75% of the entire subscribed and outstanding capital stock of the Corporation.

Upon being requested by the Presiding Officer to explain the rules for participation and voting in the meeting, the Corporate Secretary stated that only stockholders who have successfully registered may participate in the Annual Meeting. Moreover, she explained the Procedures for Registration, Voting and Participation in the Annual Meeting were contained in the Definitive Information Statement and implemented as follows: (i) stockholders signifying their intention to participate by remote communication have registered by submitting the requirements by email to the Corporate Secretary; (ii) stockholders who have registered have sent their questions and/or comments prior to the Annual Meeting via email at corporatesecretary@emperadorinc.com until 5:00 p.m. of June 14, 2024. Some questions or comments received would be taken up after the election of directors; (iii) the resolutions proposed to be adopted at the Annual Meeting will be shown on the screen; (iv) stockholders who have duly registered to participate by remote communication have casted their votes by proxy or in absentia by sending their accomplished ballots by email to the Corporate Secretary until 5:00 p.m. of June 14, 2024; and (v) the Office of the Corporate Secretary has tabulated all valid and confirmed votes cast through electronic voting, together with the votes through proxies, and the voting results will be announced during the Annual Meeting and reflected in the minutes of the meeting.

III. APPROVAL OF MINUTES OF THE PREVIOUS ANNUAL MEETING OF STOCKHOLDERS HELD ON 15 MAY 2023

The Presiding Officer informed the stockholders that the next item on the agenda is the reading and approval of the Minutes of the Annual Meeting of the Stockholders held on 15 May 2023, and informed the stockholders that the copy of the Minutes of the 2023 Annual Meeting have been made available through the Corporation's website.

The Corporate Secretary then presented the proposed resolution and announced that 100% of the voting shares represented in the Annual Meeting have voted in favor of the approval of the Minutes. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, to approve the Minutes of the Annual Stockholders’ Meeting held on 15 May 2023.”

As tabulated by the Office of the Corporate Secretary, the final votes for the adoption of the foregoing resolution providing for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Shares Voted	13,808,945,790	-	293,513
% of Outstanding Shares Present	100%	-	0.00%

IV. REPORT OF MANAGEMENT AND CHAIRMAN’S MESSAGE

The Presiding Officer then turned the floor over to the Chairman, Dr. Andrew L. Tan, who delivered the following message:

Dear Stakeholders,

Emperador has maintained its momentum of success. We have remained steadfast in fulfilling our strategic initiatives and expansion plans.

The year 2023 witnessed exceptional sales and operational performance, mirroring our vision to bring world-class products to the Philippines and to the rest of the world. We

achieved record revenues of Php 65.6 billion, another milestone as we push forward in our mission to provide the best products to consumers globally.

In 2023, Emperador encountered challenges brought about by inflationary pressures, a slowdown in consumption, and geopolitical tensions. While these external factors had unmistakable effects on our operations, we were able to produce profits of Php 8.7 billion. Our resilience stems from having a strong portfolio of products serving diversified markets, as well as meeting customer demand for our world-class products.

Emperador looks ahead with optimism. We will engage in continuous improvement, not just in operational excellence but also in our Environmental, Social, and Governance (ESG) initiatives. We will continue to invest in projects that advance our long-term sustainability objectives, improving our business practices while prioritizing the welfare of the communities we serve. Emperador places a strong emphasis on environmental stewardship, focusing on the reduction of non-renewable energy usage and the management of greenhouse gas emissions to minimize our ecological footprint and safeguard the environment.

At Emperador, we advocate for social progress and shared prosperity in the communities where we operate. Through a range of impactful initiatives, we invest in the health and livelihood of these communities, recognizing that their well-being is integral to our success. From organizing health and educational programs to supporting local businesses, we strive to make a positive difference in the lives of those around us.

Equally important to us is the well-being of our employees. We prioritize cultivating a supportive work environment that values their growth and development. By offering comprehensive training opportunities and health benefits, we not only enhance productivity but also foster talent retention, enabling us to maintain a competitive edge in the market. Our commitment to both our workforce and the communities we serve is at the heart of everything we do at Emperador.

To our valued stakeholders, we extend our heartfelt gratitude for your unwavering support and trust over the years. We are dedicated to continue upholding the highest standards and strive to be a company you would be proud to be affiliated with. The customers, employees, suppliers, partners, and shareholders of Emperador are our motivation, guiding force, and the reason for our success. Hand in hand, we eagerly anticipate sharing more successes with you in the years to come.

As we look to the future, we remain committed to sustaining our momentum for long-term growth and success. We look forward to delivering a stellar performance, embracing new opportunities, and sharing even more remarkable feats with you. Together, we will go beyond boundaries and elevate spirits worldwide.

Thank you.

After the Chairman's Message, the Presiding Officer turned over the floor to Mr. Kenneth Nerecina, Investor Relations Officer, for the presentation of the company's financial highlights for the year 2023 and the first quarter of 2024.

V. APPOINTMENT OF INDEPENDENT AUDITORS

The Presiding Officer informed the stockholders that the Board of Directors, upon recommendation of the Audit Committee, has approved the engagement of Punongbayan and Araullo as independent auditors of the Corporation for the audit of the Corporation's financial statements for the year ending 31 December 2024, and that this is now being submitted for approval by the stockholders.

The Corporate Secretary, after presenting the proposed resolution, certified that 100% of the voting shares represented in the Annual Meeting have voted in favor of the engagement of

Punongbayan and Araullo as independent auditors for the fiscal year ending 31 December 2024. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, to approve the appointment of Punongbayan & Araullo as external auditors of the Corporation for the audit of the Corporation’s financial statements for the year ending 31 December 2024.”

As tabulated by the Office of the Corporate Secretary, the final votes on the appointment of Punongbayan and Araullo as independent auditor of the Corporation, and the adoption of the foregoing resolution are as follows:

	For	Against	Abstain
Number of Shares Voted	13,808,945,790	-	293,513
% of Outstanding Shares Present	100%	-	0.00%

VI. RATIFICATION OF ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES, AND OFFICERS

The Presiding Officer informed the stockholders that the next item on the agenda is the ratification of all acts and resolutions of the Board of Directors, Board Committees and Officers of the Corporation since the annual stockholders’ meeting on 15 May 2023 until 23 June 2024.

The Corporate Secretary presented the proposed resolution and certified that 100% of the voting shares represented in the Annual Meeting have voted in favor of the ratification of all acts and resolutions of the Board of Directors, Board Committees, and Officers of the Corporation since the annual stockholders’ meeting held on 15 May 2023 until 14 May 2023. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, to ratify all acts and resolutions of the Board of Directors, Board Committees and Officers of the Corporation which were duly adopted in the ordinary course of business since the date of last year’s annual stockholders’ meeting held on 15 May 2023 until 23 June 2024.”

As tabulated by the Office of the Corporate Secretary, the final votes on the reatification of the acts of the Board of Directors, the Board Committees exercising powers delegated by the Board, and the Management of the Corporation, and the adoption of the foregoing resolution are as follows:

	For	Against	Abstain
Number of Shares Voted	13,808,945,790	-	293,513
% of Outstanding Shares Present	100%	-	0.00%

VII. ELECTION OF DIRECTORS

The Presiding Officer informed the stockholders that, for the current year 2024, the Corporation will be electing seven directors, at least two of whom shall be independent directors, pursuant to the Securities and Regulation Code and the Corporation’s Revised Manual of Corporate Governance. Following the Corporation’s secondary listing in the Singapore Stock Exchange on 14 July 2022, the Corporation is required to appoint an additional one (1) Singapore resident Independent Director.

Mr. Enrique Soriano, the Chairman of the Corporate Governance Committee, and in accordance with the Corporation’s By-Laws and the Revised Manual of Corporate Governance, and requirements of the Singapore Stock Exchange, presented the Final List of Nominees for election as members of the Board of Directors, as follows: Andrew L. Tan, Winston S. Co, Kendrick Andrew L. Tan, and Kevin Andrew L. Tan as regular directors, and Enrique M. Soriano III, Jesli A. Lapus, and Ho Poh Wah (Jason Ho) as the independent directors. Mr. Soriano likewise reported that the nominees

for election as directors of the Corporation possess all the qualifications and none of the disqualifications to hold office as directors of the Corporation.

After the presentation of the nominees, the Corporate Secretary stated that pursuant to the By-Laws of the Corporation, as amended, no further nomination shall be allowed and certified that each of the nominees have garnered the required number of votes to be elected as members of the Board. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

- 1. Andrew L. Tan**
- 2. Winston S. Co**
- 3. Kendrick Andrew L. Tan**
- 4. Kevin Andrew L. Tan**
- 5. Enrique M. Soriano III – Independent Director**
- 6. Jesli A. Lapus – Independent Director**
- 7. Ho Poh Wah (Jason Ho) – Independent Director.”**

As tabulated by the Office of the Corporate Secretary of the Corporation, the final votes received by the nominees based on the total cumulative votes received are as follows:

Nominee	For	Against	Abstain
Andrew L. Tan	13,802,258,090	6,687,700	293,513
Winston S. Co	13,808,945,790	-	293,513
Kendrick Andrew L. Tan	13,806,453,990	2,491,800	293,513
Kevin Andrew L. Tan	13,802,720,090	6,225,700	293,513
Enrique M. Soriano III	13,804,438,455	4,507,335	293,513
Jeslie A. Lapus	13,808,116,990	828,800	293,513
Ho Poh Wah (Jason Ho)	13,808,116,990	828,800	293,513

VIII. OTHER MATTERS

The Presiding Officer proceeded with the discussion of the questions raised by the stockholders via email prior to the Annual Meeting. Below is a summary of the questions and the answers that were given:

Q (Terence Edwin Cosino): Whisky performance in 2023 was good. Do we expect the same good performance in 2024 given the tough global economic climate? Many of the large global liquor companies have downgraded their guidance recently due to slower consumption and trade overstock. Do you see the same for your whisky business?

A (President): Thank you for the question. Our whisky business has done very very well since the day that we acquired Whyte and Mackay. The company has positioned as one of the foremost single malt companies. Internationally, our whisky, particularly, our single malt, has been doing very very well. Just for your knowledge, our Jura is the number one single malt in the UK and Scotland, and our Tamnavulin is the second largest selling single malt whisky in UK by volume. And in many countries, our brands are growing and we are expanding our global and international footprint. Yes, recently, we have seen some challenges in North America, in China, but your company had stayed resilient. As you have seen, we had a very strong performance last year in 2023 and we believe that this year, we will continue to perform hopefully better than last year. And when you look at the horizon for the next five years, we are excited of the prospect because we believe that there will be a rebound in consumer spending, particularly so on the super and luxury category. So our products, the whisky, are very well placed, very iconic, and three of our brands – the Dalmore, Jura and Tamnavulin, are in the top

global fifteen largest selling brand by volume. So with this we are very excited about the future and confident that we will continue to grow and we are in process of expanding our facility, particularly the Dalmore facility. The Dalmore expansion will be fully completed by the end of the year so we will be able to double our capacity so we will be able to meet future requirements for the year 2035, 2036 and beyond.

Q (Nina Isabel Bautista): The brandy business seems to be plateauing. What is your plan for the brandy business?

A (President): The Brandy in the Philippines is premiumizing. In fact, it is the only category in the liquor business that is premiumizing and we have plans to further premiumize our portfolio and part of this strategy is that late last year, we introduced the Fundador Super Special which we believed and we positioned it to be an affordable luxury. It is accessible at the price of Php300.00 a bottle and we believe that it potentially will be a significant volume contributor. We are excited about the fact that with the improving Philippine economy, as we move forward to three, four years, or even five years from today, I think the drinking consumption landscape will change significantly. The premium segment will grow exponentially and we are positioned to capture that particular growth. And when you look at the landscape of the liquor industry, today it is just flooded with cheap products out there, but with the improving economy, we believe that premiumization will happen and we believe in the premiumization strategy and we have positioned ourselves to capture this particular growth, not only for the brandy wherein we have introduced the Fundador Super Special. As I said, we believe that it will capture a significant number of people who are upgrading to better products and at the same time we have introduced a whisky also at that particular price point to capture this growing middle class.

Q (Raffy Bollozos): There were many challenges in 2023 – high inflation, consumer spending slowdown, geopolitical tensions, wars, just to name a few – which of these worry you the most in 2024?

A (President): Actually, all of those you mentioned are worrisome. Yes, we have seen a lot of challenges as you have mentioned. We have conflicts that affect the prices of commodities, disruption to the supply chain and logistics, and all of these have cost implications. The global inflation is also a concern, but what we are seeing is that there is an easing in the global stress, if I may call it. We believe that after these adjustments, I think we have some difficulty last year, but we did well internationally. I think the pressure will continue to be present this year, but we are trying our extreme best to outperform 2023. So the challenges will always be with us, we just need to be more flexible, more resilient, and more creative in our approach to the market and to the consumers.

Q (Jose Paolo Molina): What is the long-term outlook of the company? How do you see the company evolving in the next 5-10 years?

A (President): We will continue our strategy on premiumization and internationalization. We believe that our company, the whisky company, is very well placed in the global scene. Our Dalmore is considered one of the most iconic, super luxury products in the market, so is with our Jura and Tamnavulin as super premium brands. Many of the countries that we are in, we are doing very very well and we are growing. If ever you are in Sweden, you'll find our Tamnavulin, the number one in Sweden. We believe that we have a fantastic portfolio. We have Dalmore at the apex of the single malt whisky and we also have the entry level, accessible one which is the Tamnavulin. Our strategy on the whisky will not change. In fact, we will double down on

what we are doing. We are on expansion mode, we are building new distilleries, we are upgrading our current facilities, and we are built for growth in the long term. For the brandy, we are trying to premiumize the Brandy de Jerez not only here in the Philippines but internationally and globally and we believe that there is a premium market out there so the premiumization strategy of the whisky is currently being applied to our brandy business. So if you do have time, when you go to our Fundador flagship stores at the airport or at Venice, you can take hold of a bottle of our Fundador Supremo, a fantastic liquid part of our sherry cask collection. We are innovating and we are premiumizing our brandy for the international market. We have successfully introduced the sherry cask collection to the international market, currently we are in about twenty international markets for this, and growing. The strategy will not change – it will continue to be premiumization and internationalization.

IX. ADJOURNMENT

The Presiding Officer inquired if there were any other matter in the agenda. The Corporate Secretary replied there were none. Thus, the Annual Meeting was adjourned at 9:47 am.

CERTIFIED CORRECT:

ANNA MICHELLE T. LLOVIDO
Corporate Secretary

NOTED:

ANDREW L. TAN
Chairman

MINUTES OF THE SPECIAL MEETING OF STOCKHOLDERS OF
EMPERADOR INC.

held on 14 November 2024

Conducted virtually via <https://emperadorinc.com/ssm2024/>

Total Number of Outstanding and Voting Shares as of Record Date	Total Number of Shares Present:	Percentage of Total
15,736,471,238	14,345,753,904	91.16%
Directors Present:		
Andrew L. Tan	- Chairman	
Winston S. Co	- President and CEO	
Kendrick Andrew L. Tan	- Executive Director - Board Risk Oversight Committee Member	
Kevin Andrew L. Tan	- Director - Audit Committee Member	
Enrique M. Soriano III	- Lead Independent Director - Audit Committee Chairman - Corporate Governance Committee Chairman - Board Risk Oversight Committee Member - Related Party Transaction Committee Chairman	
Jesli A. Lapus	- Independent Director - Audit Committee Member - Corporate Governance Committee Member - Board Risk Oversight Committee Chairman - Related Party Transaction Committee Member	
Ho Poh Wah	- Independent Director - Corporate Governance Committee Member - Related Party Transaction Committee Member	
Officers Present:		
Katherine L. Tan	Treasurer	
Dina D.R. Inting	Chief Financial Officer, Corporate Information Officer and Compliance Officer	
Anna Michelle T. Llovido	Corporate Secretary	
Marydale C. Manato-Zoleta	Assistant Corporate Secretary	
Mary Grace P. Maralit	Chief Audit Officer and Chief Risk Officer	
Kenneth V. Nerecina	Investor Relations Officer	
Also Present:		
Anthony Waje	Punongbayan & Araullo, External Auditor	
Christian Serrano	Punongbayan & Araullo, External Auditor	
Kim Maxwell	BDO Trust and Investments Group - Securities Services Unit, Stock Transfer Agent	
Oliver Galvez	BDO Trust and Investments Group - Securities Services Unit, Stock Transfer Agent	

I. CALL TO ORDER

The Chairman of Emperador, Inc. (the "Corporation"), Dr. Andrew L. Tan, called the Special Stockholders' Meeting (the "Meeting") to order at 1:36 p.m. He then asked the President and CEO, Mr. Winston S. Co, to preside over the Meeting. The Corporate Secretary, Atty. Anna Michelle T. Lovido, recorded the proceedings of the Meeting.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that all stockholders of record as of 11 October 2024, have been notified pursuant to the Corporation's By-Laws and applicable Securities and Exchange Commission (SEC) Circulars. Copies of the Notice of the Special Meeting, the Agenda, and the Definitive Information Statement were made available through the Corporation's website, the Philippine Stock Exchange (PSE) Electronic Disclosure Generation Technology or PSE EDGE, and the Singapore Exchange. Notice of the Special Meeting was also published in the business section of The Philippine Star and The Manila Times on 22 October and 23 October 2024, both in print and online format. She further certified that there existed a quorum for the transaction of business for the Meeting, there being present in person or represented by proxy, stockholders holding 91.16% of the entire subscribed and outstanding capital stock of the Corporation.

Upon being requested by the Presiding Officer to explain the rules for participation and voting in the Meeting, the Corporate Secretary stated that only stockholders who have successfully registered may participate in the Meeting. Moreover, she explained the Procedures for Registration, Voting and Participation in the Meeting were contained in the Definitive Information Statement and implemented as follows: (i) stockholders signifying their intention to participate by remote communication have registered by submitting the requirements by email to the Corporate Secretary; (ii) stockholders who have registered have sent their questions and/or comments prior to the Meeting via email at corporatesecretary@emperadorinc.com until 5:00 p.m. of 06 November 2024. (iii) the resolutions proposed to be adopted at the Meeting will be shown on the screen; (iv) stockholders who have duly registered to participate by remote communication have casted their votes by proxy or in absentia by sending their accomplished ballots by email to the Corporate Secretary until 5:00 p.m. of 06 November 2024; and (v) the Office of the Corporate Secretary has tabulated all valid and confirmed votes cast through electronic voting, together with the votes through proxies, and the voting results will be announced during the Meeting and reflected in the minutes of the meeting.

III. EXTENSION OF THE EMPLOYEE STOCK OPTION PLAN, AS AMENDED

The Presiding Officer informed the stockholders that the next item on the agenda is the extension of the employee stock option plan, as amended ("ESOP"), and that the stockholders' approval is being sought to extend the validity and effectivity period of the ESOP, for an additional period of three (3) years or from 15 December 2024 to 14 December 2027, under the existing terms and conditions.

The Corporate Secretary then presented the proposed resolution and announced that 100% of the voting shares who participated or are represented in the Meeting have voted in favor of the extension of the ESOP. Therefore, the Presiding Officer declared that the following resolution has been approved:

"RESOLVED, to extend the validity and effectivity period of the ESOP, for an additional period of three (3) years or from 15 December 2024 to 14 December 2027, under the existing terms and conditions."

The results based on the votes cast are as follows:

	For	Against	Abstain
Number of Shares Voted	14,343,737,590	-	-
% of Outstanding Shares Present	100%	-	-

IV. AMENDMENT OF THE COMPANY'S AMENDED BY-LAWS

The Presiding Officer informed the stockholders that the next item in the agenda is the amendment of the Company's Amended By-Laws, and that the stockholders' approval is being sought for the amendment of Article II, Sections 3 and 4; Article III (Board of Directors), Sections 2, 8 and 14; Article III (Committees) paragraphs A, C, D & E; and Article IV, Sections 1 and 5 of the Amended By-Laws in order to: (i) comply with the provisions in the Revised Corporation Code, and other relevant rules and regulations and good corporate governance standards; (ii) to allow the holding of stockholders' meeting fully or partially through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission, and to allow shareholders in the Singapore Exchange to participate in meetings and consistent with prevailing practices done by publicly-listed corporations; (iii) to formalize the sending of notices to be done via electronic and other efficient means; (iv) to transfer or merge the functions of the former Nomination Committee and Compensation and Remuneration Committee to the Corporate Governance Committee, consistent with the provisions of the Manual on Corporate Governance of the Corporation; (v) to correct the references to the appropriate committees pursuant to SEC Memorandum Circular 19, series of 2016 or the Code of Corporate Governance for Publicly Listed Companies; and, (vi) to provide distinction between elected and appointed positions and officers and the institutionalization of the position of the Assistant Corporate Secretary.

The Corporate Secretary, after presenting the proposed resolution, certified that 99.99% of the voting shares who participated or are represented in the Meeting have voted in favor of the amendment of Article II, Sections 3 and 4; Article III (Board of Directors), Sections 2, 8 and 14; Article III (Committees) paragraphs A, C, D & E; and Article IV, Sections 1 and 5 of the Amended By-Laws. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, in favor of the amendments of Article II, Sections 3 and 4; Article III (Board of Directors), Sections 2, 8 and 14; Article III (Committees) paragraphs A, C, D & E; and Article IV, Sections 1 and 5 of the Company's Amended By-Laws.”

The results based on the votes cast are as follows:

	For	Against	Abstain
Number of Shares Voted	14,343,690,190	47,400	-
% of Outstanding Shares Present	99.99%	0.01%	-

V. OTHER MATTERS

The Presiding Officer inquired if there was any other matter in the agenda. The Corporate Secretary replied there was none.

VI. ADJOURNMENT

Having completed all matters in the Agenda, the Meeting was adjourned at 1:44 pm.

CERTIFIED CORRECT:

ANNA MICHELLE T. LLOVIDO
Corporate Secretary

NOTED:

ANDREW L. TAN
Chairman



FOR SEC FILING

Consolidated Financial Statements and
Independent Auditors' Report

Emperador Inc. and Subsidiaries

December 31, 2024, 2023, and 2022



EMPERADOR INC.

7F 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue,
Bagumbayan 1110, Quezon City, Philippines Tel: 8709-2038 to 41 Fax: 8709-1966

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The management of *Emperador Inc. and Subsidiaries* (the "Group") is responsible for the preparation and fair presentation of the consolidated financial statements, including the schedules attached therein, for the years ended December 31, 2024, 2023 and 2022, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the Group'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.

Punongbayan & Araullo, the independent auditors appointed by the stockholders, have audited the consolidated financial statements of the Group in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audits.

ANDREW L. TAN
Chairman of the Board

WINSTON S. CO
President/ Chief Executive Officer


DINA D.R. INTING
Chief Financial Officer

SUBSCRIBED AND SWORN to before me this **APR 29 2025** affiants exhibiting to me their
Passport/ SSS No., as follows:

Names	Passport No./ SSS No./ DL No	Date	Place of Issue
Andrew L. Tan	P9281984A	Oct 24, 2018 to Oct 23, 2028	Manila
Winston S. Co	N01-80-016240	valid until Jan. 31, 2033	Manila
Dina D.R. Inting	SSS 03-3204775-3		

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Series of 2025




ATTY. MA. JESSICA AMURAO GUEVARRA
Notary Public for Quezon City
Until December 31, 2025
Adm Matter No. NP. 2011 Roll No.: 85934
IBP No.: 496810, 01/03/2025, Quezon City
PTR No.: 6782632, 01/03/2025, Quezon City
MCLE Compliance No. VIII-0019088, valid until 14 April 2028

Punongbayan & Araullo
20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines

T +63 2 8988 2288

Report of Independent Auditors

The Board of Directors and Stockholders
Emperador Inc. and Subsidiaries
(A Subsidiary of Alliance Global Group, Inc.)
7th Floor, 1880 Eastwood Avenue
Eastwood City CyberPark
188 E. Rodriguez, Jr. Avenue
Bagumbayan, Quezon City

Opinion

We have audited the consolidated financial statements of Emperador Inc. and 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 (PFRS Accounting Standards).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' 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 audits of 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.

(a) Impairment Assessment of Goodwill and Trademarks with Indefinite Useful Lives*Description of the Matter*

Under Philippine Accounting Standard 36, *Impairment of Assets*, the Group is required to annually test the carrying amounts of its goodwill and trademarks with indefinite useful lives for impairment. As of December 31, 2024, goodwill amounted to P10.2 billion, while the trademarks with indefinite useful lives amounted to P21.5 billion. We considered the impairment of these assets as a key audit matter because the amounts of goodwill and trademarks are material to the consolidated financial statements. Additionally, management's impairment assessment process involved significant judgment and high estimation uncertainty based on the assumptions used. The significant assumptions include the determination of the discount rate, growth rate and cash flow projections used in calculating the value-in-use of the trademarks and goodwill, as well as the cash-generating units to which the goodwill was allocated. Management's assumptions are generally influenced by expected future market and economic conditions.

The Group's policy on impairment assessment of goodwill and trademarks with indefinite useful lives is more fully described in Note 2 to the consolidated financial statements; the estimation uncertainty on impairment of non-financial assets, including trademarks and goodwill with indefinite useful lives, is presented in Note 3 to the consolidated financial statements; while their corresponding carrying amounts are presented in Note 10 to the consolidated financial statements.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to the goodwill and trademarks with indefinite useful lives included, among others, the following:

- Evaluated the appropriateness and reasonableness of methodology and assumptions used in determining the value-in-use of cash-generating units attributable to the trademarks and goodwill, which include the discount rate, growth rate and the cash flow projections, by comparing them to external and historical data, with assistance from our Firm's valuation specialists;
- Tested the calculation of valuation model for mathematical accuracy, validated the appropriateness and reliability of inputs and amounts used and recomputed the value-in-use of cash-generating units attributable to the trademarks and goodwill; and,
- Performed independent sensitivity analysis of the projections and discount rate using the valuation model used to determine whether a reasonably possible change in assumptions could cause the carrying amount of cash generating units to exceed the recoverable amount.

(b) Revenue Recognition*Description of the Matter*

Revenue is one of the key performance measures used to assess business performance of the Group. There is a risk that the revenues reported in the consolidated financial statements is higher than what was actually earned by the Group. In 2024, revenue from sales amounted to P60.7 billion, representing 99% of the Group's total revenues. Revenue from sales is recognized when control over the goods has been transferred at a point in time to the customer, generally when the customer has acknowledged receipt of the goods.

Revenue recognition is significant to our audit due to its material impact on the consolidated financial statements. It also involves voluminous transactions, requires strict cut-off procedures, and affects the Group's profitability.

The Group's disclosures about its revenues and related receivables, and revenue recognition policies are included in Notes 2, 6 and 18.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to revenue recognition included, among others, the following:

- Tested the design and operating effectiveness of the Group's processes and controls over revenue recognition, approval and documentation, including the implemented information technology general and application controls over automated systems that process and record the revenue transaction with assistance from our IT specialists;
- Evaluated the appropriateness of the Group's revenue recognition policy in accordance with the requirements of PFRS 15, *Revenue from Contracts with Customers*;
- Tested sales transactions on a sample basis, including sales invoices, delivery receipts and cash receipts throughout the reporting period to verify the occurrence of sales;
- Confirmed trade receivables using positive confirmation, on a sample basis, and performed alternative procedures for non-responding customers, such as, examination of evidence of subsequent collections, or corresponding sales invoices and proof of deliveries;
- Tested sales invoices and delivery receipts immediately before and after the reporting period to determine whether the related sales transactions are recognized in the correct period; and,
- Performed substantive analytical review procedures over revenues, including yearly and monthly analyses of sales per product/brand and location, and sales mix composition based on our expectations and following up variances from our expectations; and, verified that the underlying data used in the analyses are valid.

(c) Existence and Valuation of Inventories*Description of the Matter*

As of December 31, 2024, inventories amounted to P48.6 billion, representing 30% of the Group's total assets. Inventories are valued at the lower of cost and net realizable value (NRV). The Group's core business is influenced by market factors that directly affect the demand for alcoholic beverages such as consumer purchasing power, competition, and other market-related elements. Future realization of inventories is affected by price changes and the costs necessary to complete and sell the products. Given the significant volume of transactions, and the carrying amount of inventories, and the high estimation uncertainty in determining its NRV, we considered the existence and valuation of inventories as significant to our audit.

The Group's disclosures on accounting policy, estimation uncertainty on determination of NRV of inventories, and Inventories account are presented in Notes 2, 3, and 8, respectively, to the consolidated financial statements.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement relating to the existence and valuation of inventories included, among others, the following:

On existence of inventories:

- Observed physical inventory count procedures, and tested the design and operating effectiveness of processes and controls over inventory count;
- Obtained relevant cut-off information and count control documents, and verified inventory movements between the actual count date and reporting date to test the quantities of inventory items as of the end of the reporting date; and,
- Performed substantive analytical review procedures over inventory-related ratios, such as inventory turnover and current period's components of inventories, and verified the validity of underlying data used in the analyses.

On valuation of inventories:

- Tested the design and operating effectiveness of processes and controls over inventory costing, reconciliation, data entry and review, including IT general and application controls over automated systems that process and record the inventory transaction, with assistance from our IT specialists;
- Evaluated the appropriateness of the method used by management for inventory costing and valuation at the lower of cost and NRV, and assessed the consistency of their application from period to period;
- Performed inventory price tests on a sample basis, by examining purchase contracts, invoices and relevant importation documents, and by verifying movements affecting the inventory costing;
- Performed detailed analysis of the Group's standard costing of inventories through analytical review procedures, comparing actual costs during the current period against the budgeted standard, and tested significant actual costs, on a sample basis, by agreeing with contracts and invoices; and,
- Evaluated the appropriateness and sufficiency of the amount of allowance for inventory write-down by testing the reasonableness of key assumptions used on the expected realization of inventories.

(d) Consolidation Process*Description of the Matter*

The Group's consolidated financial statements comprise the financial statements of Emperador Inc. and its subsidiaries, as discussed in Note 1 to the consolidated financial statements, after the elimination of material intercompany transactions. The Group's consolidation process is significant to the audit because of its complexity. It also involves translation of foreign currency denominated financial statements of certain subsidiaries into the Group's functional and presentation currency, and identifying and eliminating several intercompany transactions and balances, to properly reflect the consolidated financial position of the Group and its consolidated financial performance and consolidated cash flows in accordance with PFRS Accounting Standards.

The Group's policies on the basis of consolidation and translation of foreign currency denominated financial statements of foreign subsidiaries are more fully described in Note 2 to the consolidated financial statements.

How the Matter was Addressed in the Audit

Our audit procedures to address the risk of material misstatement arising from the consolidation process included, among others, the following:

- Obtained an understanding of the Group structure and its consolidation policy and process, including restructuring done during the year and the procedures for identifying intercompany transactions and reconciling intercompany balances;
- Tested the mathematical accuracy of the consolidation done by management and verifying financial information used in the consolidation based on the audited financial statements of the components of the Group and evaluating the consistency of the accounting policies applied by the entities within the Group;
- Tested the accuracy and appropriateness of intercompany elimination entries, the translation of the financial statements of foreign subsidiaries of the Group, and other significant consolidation adjustments;
- Performed analytical procedures at the consolidated level; and,
- Evaluated the sufficiency and adequacy of disclosures in the Group's consolidated financial statements in accordance with PFRS Accounting Standards.

Other Information

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

Our opinion on the consolidated financial statements does not cover the other information and we do not and 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 and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

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

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

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

Auditors' 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

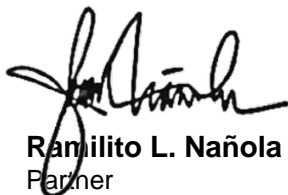
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and 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 auditors' 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 audits resulting in this independent auditors' report is Ramilito L. Nañola.

PUNONGBAYAN & ARAULLO

By: Ramilito L. Nañola
Partner

CPA Reg. No. 0090741
TIN 109-228-427
PTR No. 10465911, January 2, 2025, Makati City
BIR AN 08-002511-019-2023 (until December 10, 2026)
BOA/PRC Cert. of Reg. No. 0002/P-009 (until August 12, 2027)

April 28, 2025

EMPERADOR INC. AND SUBSIDIARIES
(A Subsidiary of Alliance Global Group, Inc.)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2024 AND 2023
(Amounts in Philippine Pesos)

	Notes	2024	2023
<u>A S S E T S</u>			
CURRENT ASSETS			
Cash and cash equivalents	5	P 9,739,188,511	P 10,513,125,613
Trade and other receivables - net	6	20,199,924,248	19,097,681,408
Financial assets at fair value through profit or loss	7	543,477,409	355,505,670
Inventories - net	8	48,649,145,978	46,393,208,336
Prepayments and other current assets	11.1	3,169,170,956	3,099,233,593
Total Current Assets		<u>82,300,907,102</u>	<u>79,458,754,620</u>
NON-CURRENT ASSETS			
Property, plant and equipment - net	9	40,906,530,431	34,211,767,973
Intangible assets - net	10	31,692,812,706	30,985,814,991
Investment in a joint venture	12	3,640,406,308	3,504,392,773
Retirement benefit asset - net	21.3	440,192,427	241,317,197
Deferred tax assets - net	22	389,625,744	209,113,132
Other non-current assets	11.2	156,825,996	98,057,885
Total Non-current Assets		<u>77,226,393,612</u>	<u>69,250,463,951</u>
TOTAL ASSETS		<u>P 159,527,300,714</u>	<u>P 148,709,218,571</u>
<u>LIABILITIES AND EQUITY</u>			
CURRENT LIABILITIES			
Interest-bearing loans	14	P 679,108,834	P 900,555,535
Trade and other payables	16	17,157,695,057	19,720,624,174
Lease liabilities	9.3	232,830,824	164,031,838
Income tax payable		2,114,512,029	2,565,374,355
Total Current Liabilities		<u>20,184,146,744</u>	<u>23,350,585,902</u>
NON-CURRENT LIABILITIES			
Interest-bearing loans	14	32,753,446,587	25,066,748,570
Lease liabilities	9.3	844,538,141	447,170,215
Provisions	17	180,866,410	306,194,770
Deferred tax liabilities - net	22	5,037,395,096	4,130,626,820
Total Non-current Liabilities		<u>38,816,246,234</u>	<u>29,950,740,375</u>
Total Liabilities	30	<u>59,000,392,978</u>	<u>53,301,326,277</u>
EQUITY			
Equity attributable to owners of the parent company	24	99,395,903,383	93,924,858,639
Non-controlling interest		1,131,004,353	1,483,033,655
Total Equity	30	<u>100,526,907,736</u>	<u>95,407,892,294</u>
TOTAL LIABILITIES AND EQUITY		<u>P 159,527,300,714</u>	<u>P 148,709,218,571</u>

See Notes to Consolidated Financial Statements.

EMPERADOR INC. AND SUBSIDIARIES
(A Subsidiary of Alliance Global Group, Inc.)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022
(Amounts in Philippine Pesos)

	Notes	2024	2023	2022
REVENUES AND OTHER INCOME	18	P 61,645,652,583	P 65,643,761,074	P 62,767,070,369
COSTS AND EXPENSES				
Costs of goods sold	19	41,959,005,518	43,346,168,289	41,541,174,265
Selling and distribution expenses	20	7,151,983,463	6,758,279,313	6,205,108,294
General and administrative expenses	20	2,699,374,268	3,022,236,234	2,631,146,931
Interest expense	9.5, 14, 21.3	1,710,651,171	1,372,370,985	610,430,573
Other charges - net	7	6,244,409	203,455,451	69,033,196
		53,527,258,829	54,702,510,272	51,056,893,259
PROFIT BEFORE TAX		8,118,393,754	10,941,250,802	11,710,177,110
TAX EXPENSE	22	1,632,967,373	1,997,373,601	1,498,453,879
NET PROFIT		6,485,426,381	8,943,877,201	10,211,723,231
OTHER COMPREHENSIVE INCOME (LOSS)				
Item that will be reclassified subsequently to profit or loss				
Translation gain (loss)		1,813,019,675	2,593,026,410	(387,641,985)
Items that will not be reclassified subsequently to profit or loss				
Net actuarial gain (loss) on retirement benefit plan	21	190,465,801	(287,497,627)	(440,349,605)
Tax income (expense) on remeasurement of retirement benefit plan	22	(47,616,451)	71,874,407	110,087,401
		142,849,350	(215,623,220)	(330,262,204)
Total Other Comprehensive Income (Loss)		1,955,869,025	2,377,403,190	(717,904,189)
TOTAL COMPREHENSIVE INCOME		P 8,441,295,406	P 11,321,280,391	P 9,493,819,042
Net profit attributable to:				
Owners of the parent company	25	P 6,322,070,571	P 8,705,726,613	P 10,060,876,272
Non-controlling interest		163,355,810	238,150,588	150,846,959
		P 6,485,426,381	P 8,943,877,201	P 10,211,723,231
Total comprehensive income (loss) attributable to:				
Owners of the parent company		P 8,793,324,708	P 11,035,730,629	P 9,296,504,643
Non-controlling interest		(352,029,302)	285,549,762	197,314,399
		P 8,441,295,406	P 11,321,280,391	P 9,493,819,042
Earnings Per Share for the Net Profit Attributable to Owners of the Parent Company - Basic	25	P 0.40	P 0.56	P 0.64
Earnings Per Share for the Net Profit Attributable to Owners of the Parent Company - Diluted	25	P 0.39	P 0.53	P 0.62

See Notes to Consolidated Financial Statements.

EMPERADOR INC. AND SUBSIDIARIES
(A Subsidiary of Alliance Global Group, Inc.)
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022
(Amounts in Philippine Pesos)

	Attributable to Owners of the Parent Company													Non-controlling Interest (see Note 24.6)	Total Equity	
	Capital Stock (see Note 24.1)	Additional Paid-in Capital (see Note 24.1)	Deposit for Future Stock Subscription - ELS (see Note 15)	Treasury Shares (see Note 24.2)	Conversion Options Outstanding (see Note 15)	Share Options Outstanding (see Note 24.4)	Accumulated Translation Adjustments (see Note 2)	Revaluation Reserves (see Note 2)	Other Reserves (see Note 2)	Retained Earnings						
										Appropriated (see Note 24.5)	Unappropriated (see Note 24.5)	Total	Total			
Balance at January 1, 2024	P	16,242,391,176	P 23,106,377,832	P 3,443,750,000	(P 4,747,713,903)	P 88,498,401	P 318,710,397	(P 1,017,004,922)	(P 705,719,200)	P 828,321,157	P 1,200,000,000	P 55,167,247,701	P 56,367,247,701	P 93,924,858,639	P 1,483,033,655	P 95,407,892,294
Movements during the year	-	-	-	-	-	-	-	-	-	481,511,308	-	-	-	481,511,308	-	481,511,308
Issuances during the year	-	-	-	-	-	-	86,961,825	-	-	-	-	-	-	86,961,825	-	86,961,825
Option forfeited during the year	-	-	20,478,254	-	-	-	(20,478,254)	-	-	-	-	-	-	-	-	-
Transfer to equity reserves	-	-	-	-	-	-	-	-	-	24,392,164	(24,392,164)	(24,392,164)	(24,392,164)	-	-	-
Total comprehensive income (loss) for the year	-	-	-	-	-	-	-	2,328,404,787	142,849,350	-	-	6,322,070,571	6,322,070,571	8,793,324,708	(352,029,302)	8,441,295,406
Cash dividends declared and paid during the year	-	-	-	-	-	-	-	-	-	-	(3,890,753,097)	(3,890,753,097)	(3,890,753,097)	-	-	3,890,753,097
Balance at December 31, 2024	P	16,242,391,176	P 23,126,856,086	P 3,443,750,000	(P 4,747,713,903)	P 88,498,401	P 385,193,968	P 1,311,399,865	(P 562,869,850)	P 1,334,224,629	P 1,200,000,000	P 57,574,173,011	P 58,774,173,011	P 99,395,903,383	P 1,131,004,353	P 100,526,907,736
Balance at January 1, 2023	P	16,242,391,176	P 23,106,377,832	P 3,443,750,000	(P 4,747,713,903)	P 88,498,401	P 260,187,993	(P 3,562,632,158)	(P 490,095,980)	P 435,975,889	P 1,200,000,000	P 51,415,199,973	P 52,615,199,973	P 87,391,939,223	P 1,197,483,893	P 88,589,423,116
Movements during the year	-	-	-	-	-	-	-	-	-	139,993,042	-	-	-	139,993,042	-	139,993,042
Issuances during the year	-	-	-	-	-	-	58,522,404	-	-	-	-	-	-	58,522,404	-	58,522,404
Transfer to equity reserves	-	-	-	-	-	-	-	-	-	252,352,226	(252,352,226)	(252,352,226)	(252,352,226)	-	-	-
Total comprehensive income (loss) for the year	-	-	-	-	-	-	-	2,545,627,236	(215,623,220)	-	-	8,705,726,613	8,705,726,613	11,035,730,629	285,549,762	11,321,280,391
Cash dividends declared and paid during the year	-	-	-	-	-	-	-	-	-	-	(4,701,326,659)	(4,701,326,659)	(4,701,326,659)	-	-	4,701,326,659
Balance at December 31, 2023	P	16,242,391,176	P 23,106,377,832	P 3,443,750,000	(P 4,747,713,903)	P 88,498,401	P 318,710,397	(P 1,017,004,922)	(P 705,719,200)	P 828,321,157	P 1,200,000,000	P 55,167,247,701	P 56,367,247,701	P 93,924,858,639	P 1,483,033,655	P 95,407,892,294
Balance at January 1, 2022	P	16,242,391,176	P 23,106,377,832	P 3,443,750,000	(P 4,747,713,903)	P 88,498,401	P 183,769,571	(P 3,128,522,733)	(P 159,833,776)	P 142,402,572	P 1,200,000,000	P 41,346,946,733	P 42,546,946,733	P 77,718,065,873	P 1,000,169,494	P 78,718,235,367
Movements during the year	-	-	-	-	-	-	-	-	-	293,573,317	-	-	-	293,573,317	-	293,573,317
Issuances during the year	-	-	-	-	-	-	76,418,422	-	-	-	-	-	-	76,418,422	-	76,418,422
Transfer to equity reserves	-	-	-	-	-	-	-	-	-	-	-	7,376,968	7,376,968	-	-	7,376,968
Total comprehensive income (loss) for the year	-	-	-	-	-	-	-	(434,109,425)	(330,262,204)	-	-	10,060,876,272	10,060,876,272	9,296,504,643	197,314,399	9,493,819,042
Balance at December 31, 2022	P	16,242,391,176	P 23,106,377,832	P 3,443,750,000	(P 4,747,713,903)	P 88,498,401	P 260,187,993	(P 3,562,632,158)	(P 490,095,980)	P 435,975,889	P 1,200,000,000	P 51,415,199,973	P 52,615,199,973	P 87,391,939,223	P 1,197,483,893	P 88,589,423,116

See Notes to Consolidated Financial Statements.

EMPERADOR INC. AND SUBSIDIARIES
(A Subsidiary of Alliance Global Group, Inc.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022
(Amounts in Philippine Pesos)

	Notes	2024	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax	P	8,118,393,754	P 10,941,250,802	P 11,710,177,110
Adjustments for:				
Interest expense	9, 14, 21	1,710,651,171	1,372,370,985	610,430,573
Depreciation and amortization	19, 20	1,564,921,588	1,453,925,808	1,484,594,487
Interest income	18	(293,267,490)	(400,254,627)	(141,756,928)
Impairment losses on inventories	8, 19, 20	231,007,592	54,588,118	213,999,092
Impairment losses on trade and other receivables	6, 20	90,953,844	120,264,334	7,462,310
Share option benefits expense	24	86,961,825	58,522,404	76,418,422
Share in net profit of a joint venture	12	(77,607,480)	(111,644,188)	(113,970,450)
Provisions	17	36,707,116	34,159,365	41,117,103
Gain on sale of property, plant and equipment	9	-	(7,300,670)	(1,100,000)
Amortization of trademarks	10	-	538,464	1,615,392
Operating profit before working capital changes		11,468,721,920	13,516,420,795	13,888,987,111
Decrease (increase) in trade and other receivables		(899,903,557)	4,194,325,883	(2,752,728,750)
Decrease (increase) in financial instruments at fair value through profit or loss		(169,510,019)	88,891,007	(272,455,553)
Increase in inventories		(923,563,848)	5,938,000,189	(4,806,370,343)
Increase in prepayments and other current assets		(27,039,465)	(1,120,237,517)	(617,468,642)
Increase in retirement benefit asset		(32,625,289)	53,153,154	(26,432,465)
Decrease (increase) in other non-current assets		(58,471,634)	3,983,658	39,619,264
Increase (decrease) in trade and other payables		(2,519,415,043)	(2,241,226,941)	4,006,404,781
Cash generated from operations		6,838,193,065	8,451,003,542	9,459,555,403
Cash paid for income taxes		(1,536,644,991)	(1,300,999,863)	(1,317,613,954)
Net Cash From Operating Activities		5,301,548,074	7,150,003,679	8,141,941,449
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisitions of property, plant and equipment	9	(7,510,353,613)	(4,784,942,658)	(4,003,136,079)
Interest received	5	296,432,964	394,361,781	132,895,174
Proceeds from sale of property, plant and equipment	9	5,375,245	17,105,661	448,021,709
Dividends received from a joint venture	12	-	-	290,001,250
Net Cash Used in Investing Activities		(7,208,545,404)	(4,373,475,216)	(3,132,217,946)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from interest-bearing loans	14	7,925,241,802	24,454,462,162	1,846,932,636
Dividends paid	15, 24	(3,890,753,097)	(4,701,326,659)	-
Repayments of interest-bearing loans	14	(1,046,806,584)	23,111,368,380	(2,866,909,770)
Interest paid	31	(1,692,719,669)	(1,426,792,902)	(484,805,954)
Repayments of lease liabilities	9	(161,902,224)	(216,495,315)	(100,605,609)
Net Cash From (Used in) Financing Activities		1,133,060,228	(5,001,521,094)	(1,605,388,697)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(773,937,102)	(2,224,992,631)	3,404,334,806
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		10,513,125,613	12,738,118,244	9,333,783,438
CASH AND CASH EQUIVALENTS AT END OF YEAR		P 9,739,188,511	P 10,513,125,613	P 12,738,118,244

Supplemental information on non-cash investing and financing activities is fully disclosed in Note 31 to the consolidated financial statements

See Notes to Consolidated Financial Statements.

EMPERADOR INC. AND SUBSIDIARIES
(A Subsidiary of Alliance Global Group, Inc.)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2024, 2023 AND 2022
(Amounts in Philippine Pesos)

1. CORPORATE INFORMATION

Emperador Inc. (“EMI” or “the Parent Company”) was incorporated in the Philippines and registered with the Securities and Exchange Commission (“SEC”) on November 26, 2001. It presently operates as a holding company of a global conglomerate in the distilled spirits and other alcoholic beverages business.

EMI is a subsidiary of Alliance Global Group, Inc. (“AGI” or “the Ultimate Parent Company”), a publicly-listed domestic holding company with diversified investments in real estate development, food and beverage, quick-service restaurants, and tourism-entertainment and gaming businesses.

The registered principal office of EMI is located at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City, where the registered office of AGI is also presently located.

The common shares of EMI and AGI were first listed for trading in the Philippine Stock Exchange (PSE) on December 19, 2011 and April 19, 1999, respectively. The EMI shares were secondary listed and started trading on the Main Board of the Singapore Exchange Securities Trading Limited (“SGX-ST”) on July 14, 2022.

1.1 Subsidiaries

EMI holds beneficial equity ownership in entities operating in an integrated business of manufacturing, bottling and distributing distilled spirits and other alcoholic beverages from the Philippines and Europe (collectively referred to herein as “the Group”), as follows:

Names of Subsidiaries	Explanatory Notes	Percentage of Effective Ownership	
		2024	2023
EDI and subsidiaries (EDI Group)			
Emperador Distillers, Inc. (“EDI”)	(a)	100%	100%
Anglo Watsons Glass, Inc. (“AWGI”)	(b)	100%	100%
Alcazar De Bana Holdings Company, Inc. (“Alcazar De Bana”)	(c)	100%	100%
Progreen Agricorp Inc. (“Progreen”)	(c)	100%	100%
Ocean One Transport, Inc. (“OOTI”)	(c)	100%	100%
South Point Science Park Inc. (“SSPI”)	(c)	100%	100%
The Bar Beverage, Inc.		100%	100%
Tradewind Estates, Inc. (“TEI”)	(d)	100%	100%
Boozylife Inc. (“Boozylife”)	(d)	87%	62%
Cocos Vodka Distillers Philippines, Inc.		100%	100%
Zabana Rum Company, Inc.		100%	100%
The World Finest Liquor Inc. (“World Finest”)	(r)	100%	100%

Names of Subsidiaries	Explanatory Notes	Percentage of Effective Ownership	
		2024	2023
EIL and offshore subsidiaries and joint venture:			
Emperador International Ltd. (“EIL”)	(e)	100%	100%
Emperador Holdings (GB) Limited (“EGB”)	(f)	100%	100%
<i>Emperador UK Limited (“EUK”)</i>	(f)	100%	100%
<i>Whyte and Mackay Group Limited (“WMG”)</i>	(g), 10	100%	100%
<i>Whyte and Mackay Global Limited (“WMGL”)</i>	(g), (h)	100%	100%
<i>Whyte and Mackay Limited (“WML”)</i>	(i)	100%	100%
<i>Whyte and Mackay Warehousing Limited (“WMWL”)</i>	(j)	100%	100%
Emperador Asia Pte. Ltd. (“EA”)	(k)	100%	100%
Grupo Emperador Spain, S.A. (“GES”)	(l), 10	100%	100%
<i>Bodega San Bruno, S.L. (“BSB”)</i>	(m)	100%	100%
<i>Bodegas Fundador, S.L.U. (“BFS”)</i>	(l), (n), (o)	100%	100%
<i>Grupo Emperador Gestion S.L. (“GEG”)</i>	(m)	100%	100%
<i>Stillman Spirits, S.L. (“Stillman”)</i>	(s)	100%	100%
<i>Domecq Bodega Las Copas, S.L. (“DBLC”)</i>	(p), 10	50%	50%
<i>Bodegas Las Copas, S.L. (“BLC”)</i>	(q)	50%	50%
Emperador Europe Sarl (“EES”)	(t)	100%	100%

Explanatory notes:

- (a) EDI and its subsidiaries are engaged in businesses related to the main business of EDI in the Philippines. EDI became a wholly owned subsidiary on August 28, 2013 when EMI acquired it from AGI as a condition to AGI's subscription to EMI shares (see Note 24.1). EDI was incorporated in the Philippines on June 6, 2003 to primarily engage in the manufacturing and trading of brandy, wine or other similar alcoholic beverage products. EDI's brands include Emperador brandy, The BaR flavored alcoholic beverage, Andy Player whisky, and So Nice, and Smirnoff Mule (under license). EDI also imports and sells the products of EIL's offshore subsidiaries.

EDI's registered office, which is also its principal place of business, is located at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City, where its subsidiaries, except Boozylife and Alcazar De Bana's subsidiaries, also have their registered offices and principal places of business.

- (b) AWGI is a domestic corporation presently engaged in flint glass container manufacturing and primarily supplies EDI's bottle requirements.
- (c) Alcazar De Bana is a domestic holding entity and presently holds 100% ownership interest in Progreen, a domestic corporation engaged in the business of alcohol and alcohol-related products, which in turn holds 100% ownership interest in SSPI, a domestic corporation engaged in management and maintenance of office, commercial, industrial and institutional developments in a certain science park, and 100% ownership interest in OOTI, a domestic corporation engaged in ocean, coastwise and inland commerce, and generally in waterborne commerce.

Alcazar De Bana's registered office and principal place of business is located at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City.

- (d) TEI is a domestic corporation presently engaged in leasing its land and manufacturing complex in Sta. Rosa, Laguna. In 2018, TEI acquired 51% ownership in Boozylife for a total consideration of P45.0 million. The acquired identifiable net assets are not material to the Group's consolidated financial statements. In 2020 and 2024, TEI increased its ownership to 62% and to 87%, respectively [see Notes 3.1(d) and 24.6].
- (e) EIL is a foreign entity incorporated in the British Virgin Islands. EIL is presently the parent company of the Group's offshore subsidiaries. EIL is effectively a wholly owned subsidiary of EMI through EMI's 84% direct ownership and EDI's 16% direct ownership.

EIL's registered office is at the offices of Portcullis TrustNet (BVI) Limited, which is currently located at Portcullis Trust Net Chambers, 4th Floor Skelton Building, 3076 Sir Francis Drake Highway, Road Town, Tortola, British Virgin Islands.

- (f) EGB is a foreign entity incorporated in the United Kingdom (“UK”) to operate as an investment holding entity. It is the ultimate UK parent undertaking and controlling entity. It holds 100% ownership interest over EUK, which in turn holds 100% ownership interest over WMG [see Note 1.1(g)].

EGB’s registered office is located at Suite 1, 7th Floor, 50 Broadway, London SW1H 0BL.

- (g) WMG is a foreign entity incorporated in the UK on August 7, 2001 and presently operating as an investment holding entity. WMG and its subsidiaries (collectively referred to as “WMG Group”) are all engaged in businesses related to the main business of production, marketing and distribution of Scotch whisky, vodka, liqueurs and other alcoholic drinks. On September 5, 2019, the Group’s Board of Directors (“BOD”) approved WMG’s restructuring by transferring its 100% direct ownership in WML and WMWL to its newly-incorporated wholly owned subsidiary, WMGL, through share exchange agreement [(see Note 1.1(h))]. The Group accounted for this business combination under common control using pooling-of-interests method [see Note 2.3(b)]. As a result of the restructuring, WMGL now holds 100% ownership in WML and WMWL while WMG holds 100% ownership in WMGL. EUK acquired WMG from United Spirits (Great Britain) Limited on a deal signed on May 9, 2014 and closed on October 31, 2014 for a total cash consideration of P30.3 billion.

WMG Group’s registered office is located at St. Vincent Plaza, 4th Floor, 319 St. Vincent Street, Glasgow G2 5RG, Scotland.

- (h) WMGL is a foreign holding company established in 2018 in the UK to effect WMG Group’s restructuring in 2019 [see Note 1.1(g)].
- (i) WML is a foreign entity incorporated in the UK to carry out the production, marketing and distribution of Scotch whisky, vodka, liqueurs and other alcoholic drinks. WML holds 100% ownership interest in 46 dormant companies, all incorporated in the UK, and one active company, Whyte and Mackay Americas LLC, which handles the distribution of Whyte and Mackay brands within the United States of America.
- (j) WMWL is a foreign entity incorporated in the UK to carry out warehousing for WML and third-party customers.
- (k) EA is a foreign entity incorporated in Singapore on July 10, 2013 as a limited private company with principal activity as a wholesaler of liquor, food and beverages, and tobacco. It holds 100% ownership interest in GES [see Note 1.1(l)].

EA’s registered office is located at 1 Scotts Road, 19-06 Shaw Centre, Singapore.

- (l) GES is a foreign entity incorporated on September 28, 2011 as a small limited liability company and subsequently changed to a large liability company on February 5, 2014. GES carries out activities related to the production of wines, fortified wines, brandies, and all types of alcoholic drinks, as well as the purchase, ownership and operations of any type of land, particularly, vineyards.

On November 27, 2015, GES reached a definitive agreement with Beam Suntory Spain, S.L. to purchase its Spanish brandy and sherry business (the Fundador Business Unit) in Jerez de la Frontera (Jerez), the brandy capital of Spain. GES assigned its rights and obligations under the agreement to its direct wholly owned subsidiary, BFS, on January 28, 2016. The purchase was subsequently completed on February 29, 2016 for a total cash consideration of P14.7 billion (see Note 10).

GES’s registered office, which is also its principal place of business, is located at Torre Emperador Castellana – Paseo de la Castellana n° 259 D Planta 28, C.P. 28046, Madrid, Spain. GES currently holds direct interests in BSB, BFS, GEG, DBLC, Stillman, and BLC, which were established in Spain with activities similar or related to its main business.

- (m) Subsidiaries with registered office and principal place of business located at Torre Emperador Castellana – Paseo de la Castellana n° 259 D Planta 28, Madrid, Spain.
- (n) Subsidiaries with registered office located at Torre Espacio – Paseo de la Castellana n° 259 D Planta 28, Madrid, Spain and principal place of business located in Jerez de la Frontera, Cadiz, Spain.

- (o) BFS has a wholly owned subsidiary, Harvey's Cellars S.L.U. (changed name from Destilados de la Mancha S.L. on February 12, 2021). On January 1, 2020, Complejo Bodeguero San Patricio SLU ("CBSP"), an existing subsidiary of GES at that time, was merged with BFS through merger by absorption wherein the latter was the absorbent or surviving entity. The Group accounted for this business combination under common control using pooling-of-interests method [see Note 2.3(b)]. CBSP acquired from the previous owners (collectively referred to as "Grupo Garvey") certain tangible assets in Spain, including trademarks of well-known brands ("Garvey Acquisition") on January 19, 2017. The Garvey Acquisition is treated as an asset acquisition [see Notes 2.3(c) and 3.1(d)].
- (p) DBLC is a foreign entity incorporated in Spain in later part of 2017 to operate as an investment holding entity with registered office located at Manuel Calle Maria González 12, Jerez de la Frontera, Cadiz, Spain. It presently holds 100% ownership interest in Mexican entities namely: Pedro Domecq S.A. de C.V. ("Pedro Domecq") and Domecq Distribucion De Bebidas S.A. de C.V. ("DDDB"), with registered office at Avenida Presidente Masaryk 275, Colonia Polanco, Alcadia Miguel Hidalgo, C.P. 11560. Ciudad de México, México.

The acquisition of Domecq brand portfolio and its related assets in Mexico ("Domecq Acquisition") was signed by Pernod Ricard with BLC on December 1, 2016 and completed on March 30, 2017 by BLC and its two incorporated Mexican subsidiaries. The acquisition is treated as an asset acquisition [see Notes 2.3(c), 3.1(d) and 24.6]. Pedro Domecq and Bodega Domecq S.A. de C.V. ("Bodega Domecq") are foreign entities created by BLC on March 15, 2017 in relation to the Domecq Acquisition. These entities, together with DDDB, existing subsidiary of BLC, were subsequently transferred to DBLC effectively on September 1, 2017 through spin-off acquisition.

On June 30, 2019, Bodega Domecq was merged by absorption with Pedro Domecq wherein the latter is the absorbent or surviving entity. The Group accounted for this business combination under common control using pooling-of-interests method. On December 15, 2021, Pedro Domecq merged with DDDB with the former as the surviving entity [see Note 2.3(b)].

- (q) Jointly controlled entity with registered office located at Torre Espacio – Paseo de la Castellana n° 259 D Planta 28, Madrid, Spain and principal place of business located in Jerez de la Frontera, Cadiz, Spain (see Note 12). BLC presently holds 100% ownership interests in Alcoholera dela Mancha Vinícola, S.L. and Vinedos del Rio Tajo S.L., which are both established in Spain with activities similar and related to the main businesses of GES and BLC.
- (r) World Finest was incorporated in 2022 to engage in among others, the business of retailing, merchandising, marketing, warehousing, trading, e-commerce or otherwise dealing with all kinds of products, services, goods, chattels, wares, merchandise and commodities of all kinds, including but not limited to alcoholic and non-alcoholic beverages. World's Finest has started its commercial operations in November 2022.
- (s) Stillman is a foreign entity established in Spain on March 20, 2019. Stillman is responsible for carrying the business of GES in the UK, following UK's exit from the European Union.
- (t) EES is a foreign entity incorporated in Luxembourg as a private limited liability company, primarily to operate as an investment holding entity.

EES's registered office is located at 17 Boulevard F.W. Raiffeisen L-2411 Luxembourg.

1.2 Approval of the Consolidated Financial Statements

The consolidated financial statements of the Group as of and for the year ended December 31, 2024 (including the comparative consolidated financial statements as of December 31, 2023 and for the years ended December 31, 2023 and 2022) were authorized for issue by the Parent Company's BOD on April 28, 2025.

2. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policy information that have been used in the preparation of these consolidated financial statements are summarized below and in the succeeding pages. The policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of Preparation of Consolidated Financial Statements

(a) Statement of Compliance with Philippine Financial Reporting Standards

The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (“PFRS”) Accounting Standards. PFRS Accounting Standards are adopted by the Financial and Sustainability Reporting Standards Council (“FSRSC”) from the pronouncements issued by the International Accounting Standards Board and approved by the Philippine Board of Accountancy.

The consolidated financial statements have been prepared using the measurement bases specified by PFRS Accounting Standards for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies that follow.

(b) Presentation of Consolidated Financial Statements

The consolidated financial statements are presented in accordance with Philippine Accounting Standard (“PAS”) 1, *Presentation of Financial Statements*. The Group presents all items of income, expenses and other comprehensive income or loss in a single consolidated statement of comprehensive income.

(c) Functional and Presentation Currency

These consolidated financial statements are presented in Philippine pesos, the Group’s functional and presentation currency, and all values represent absolute amounts except when otherwise indicated.

Items included in the consolidated financial statements of the Group are measured using the Parent Company’s functional currency (see Note 2.12). Functional currency is the currency of the primary economic environment in which the Parent Company operates.

(d) Prior Year Reclassification of Accounts

In 2024, an adjustment was taken up in the 2023 consolidated statement of financial position due to classification of certain non-current loans amounting to P5.9 billion presented as part of current portion of interest-bearing loans account in the 2023 consolidated statement of financial position. This resulted in retrospective restatements of the current and non-current liabilities in the 2023 consolidated statement of financial position [see Note 14(b)].

The effect of this prior year reclassification of accounts had no impact on the consolidated total assets, total liabilities and equity as at December 31, 2023 and had no impact on the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended December 31, 2023.

The reclassification also had no impact on the consolidated statement of financial position as at January 1, 2023; hence, a third consolidated statement of financial position as at January 1, 2023 is not required and is no longer presented.

2.2 Adoption of Amended PFRS Accounting Standards

(a) Effective in 2024 that are Relevant to the Group

The Group adopted for the first time the following amendments to PFRS Accounting Standards, which are mandatorily effective for annual periods beginning on or after January 1, 2024:

PAS 1 (Amendments)	:	Presentation of Financial Statements – Classification of Liabilities as Current or Non-current, and Non-current Liabilities with Covenants
PAS 7 and PFRS 7 (Amendments)	:	Statement of Cash Flow, and Financial Instruments: Disclosures – Supplier Finance Agreements
PFRS 16 (Amendments)	:	Leases – Lease Liability in a Sale and Leaseback

Discussed below and in the succeeding page are the relevant information about these pronouncements.

- (i) PAS 1 (Amendments), *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current*. The amendments clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and that the classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. The application of these amendments had no impact on the Group's consolidated financial statements.
- (ii) PAS 1 (Amendments), *Presentation of Financial Statements – Non-current Liabilities with Covenants*. The amendments specify that if the right to defer settlement for at least 12 months is subject to an entity complying with conditions after the reporting period, then those conditions would not affect whether the right to defer settlements exist at the end of the reporting period for the purpose of classifying a liability as current or non-current. For non-current liabilities subject to conditions, an entity is required to disclose information about the conditions, whether the entity would comply with the conditions based on its circumstances at the reporting date on which they are contractually required to be tested. The application of these amendments had no impact on the Group's consolidated financial statements.

- (iii) PAS 7 and PFRS 7 (Amendments), *Statement of Cash Flows, Financial Instruments: Disclosures – Supplier Finance Arrangements*. The amendments add a disclosure objective to PAS 7 stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, PFRS 7 is amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk. The application of these amendments had no impact on the Group's consolidated financial statements.
- (iv) PFRS 16 (Amendments), *Leases – Lease Liability in a Sale and Leaseback*. The amendments clarify the subsequent measurement requirements to the lease liability that arises in the sale and leaseback transaction. The amendments require the seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognizing in profit or loss any gain or loss relating to the partial or full termination of a lease. The application of these amendments had no significant impact on the Group's consolidated financial statements.

(b) *Effective Subsequent to 2024 but not Adopted Early*

There are amendments to existing standards effective for annual periods subsequent to 2024, which are adopted by the FRSB. Management will adopt the following relevant pronouncements in accordance with their transitional provisions; and, unless otherwise stated, none of these are expected to have significant impact on the Group's consolidated financial statements:

- (i) PAS 21 (Amendments), *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability* (effective from January 1, 2025)
- (ii) PFRS 9 and PFRS 7 (Amendments), *Financial Instruments, and Financial Instruments: Disclosures – Amendments to the Classification and Measurement of Financial Instruments* (effective from January 1, 2026)
- (iii) PFRS 18, *Presentation and Disclosure in Financial Statements* (effective from January 1, 2027). The new standard impacts the classification of profit or loss items (i.e., into operating, investing and financing categories) and the presentation of subtotals in the statement of profit or loss (i.e., operating profit and profit before financing and income taxes). The new standard also changes the aggregation and disaggregation of information presented in the primary financial statements and in the notes. It also introduces required disclosures about management-defined performance measures. The amendments, however, do not affect how an entity recognizes and measures its financial condition, financial performance and cash flows.
- (iv) PFRS 19 *Subsidiaries without Public Accountability: Disclosures* (effective from January 1, 2027).
- (v) PFRS 10 and PAS 28 (Amendments), *Consolidated Financial Statements and Investments in Associate and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (effective date deferred indefinitely)

2.3 Basis of Consolidation

The Group's consolidated financial statements comprise the accounts of EMI, and its subsidiaries as enumerated in Note 1.1, after the elimination of material intercompany transactions. All intercompany balances and transactions with subsidiaries, including income, expenses, dividends and unrealized profits and losses from intercompany transactions that are recognized in assets are eliminated in full on consolidation. Intercompany losses that indicate impairment are recognized in the consolidated financial statements.

The financial statements of subsidiaries are prepared for the same reporting period as that of the Parent Company, using consistent accounting principles. Financial statements of a certain entity in the Group that are prepared as of a date different from that of the date of these consolidated financial statements were adjusted to recognize the effects of significant transactions or events that occur between that date of their reporting period and the date of these consolidated financial statements. Adjustments are also made to bring into line any dissimilar accounting policies that may exist.

Investment in a joint venture is initially recognized at cost and subsequently accounted for using the equity method (see Note 12).

Acquired investment in the jointly controlled entity is subject to the purchase method.

The Parent Company holds interests in various subsidiaries and in a joint venture as presented in Notes 1.1 and 12, respectively.

Business acquisitions are accounted for using the acquisition or pooling-of-interest method of accounting.

(a) Accounting for Business Combination using the Acquisition Method

Business combinations arising from transfers of interests in entities that are not under the common control of the principal stockholder are accounted for under the acquisition method.

(b) Accounting for Business Combination using the Pooling-of-interest Method

Business combinations arising from transfers of interests in entities that are under the common control of the principal stockholder are accounted for under the pooling-of-interest method. Transfers of assets between commonly-controlled entities are accounted for under historical cost accounting; hence, the assets and liabilities are reflected in the consolidated financial statements at carrying values and no adjustments are made to reflect fair values or recognized any new assets or liabilities, at the date of the combination that otherwise would have been done under the acquisition method.

No restatement are made to the financial information in the consolidated financial statements for periods prior to the business combination as allowed under Philippine Interpretations Committee (PIC) Question & Answer (Q&A) No. 2012-01, PFRS 3.2 – *Application of Pooling of Interest Method for Business Combination of Entities under Common Control in Consolidated Financial Statements* (as amended by PIC Q&A No. 2015-01, *Conforming Changes to PIC Q&As – Cycle 2015*, and PIC Q&A No. 2018-13, *Conforming Changes to PIC Q&As – Cycle 2018*); hence, the profit and loss of the acquiree is included in the consolidated financial statements for the full year, irrespective of when the combination took place. Also, no goodwill is recognized as a result of the business combination and any excess between the net assets of the acquiree and the consideration paid is accounted for as “equity reserves”. Also, any pre-acquisition income and expenses of a subsidiary are no longer included in the consolidated financial statements. The Group used this method in accounting for the merger between Pedro Domecq and DDDDB in 2021, the merger between BFS and CBSP in 2020, the merger between Pedro Domecq and Bodega Domecq in 2019 and the restructuring of WMG in 2019 [see Note 1.1(g), (o) and (p)].

(c) *Accounting for Asset Acquisition*

Acquisition of assets in an entity, which does not constitute a business is accounted for as an asset acquisition.

2.4 Segment Reporting

Operating segments (see Note 4) are reported in a manner consistent with the internal reporting provided to the Group’s strategic executive committee, its chief operating decision-maker. The strategic executive committee is responsible for allocating resources and assessing performance of the operating segments.

In identifying its operating segments, management generally follows the Group’s product lines, which represent the main products provided by the Group. Each of these operating segments is managed separately as each of these product lines requires different processes and other resources as well as marketing approaches. All intersegment transfers are carried out at arm’s length prices.

The measurement policies the Group used for segment reporting under PFRS 8, *Operating Segments*, are the same as those used in its consolidated financial statements. There have been no changes from prior period in the measurement methods used to determine reported segment profit or loss.

2.5 *Financial Instruments*

(a) *Financial Assets*

Regular purchases and sales of financial assets are recognized on their trade date (i.e., the date that the Group commits absolutely to purchase or sell the asset).

(i) *Classification and Measurement of Financial Assets*

The Group's financial assets include financial assets at amortized cost and at fair value through profit or loss.

- *Financial Assets at Amortized Cost*

The Group's financial assets at amortized cost are presented in the consolidated statement of financial position as Cash and Cash Equivalents (see Note 5), Trade and Other Receivables (except Advances to suppliers and Advances to officers and employees) (see Note 6), and Property mortgage receivable and Refundable security deposits [presented as part of Other Non-current Assets (see Note 11.2)].

- *Financial Assets at Fair Value through Profit or Loss ("FVTPL")*

Financial assets at FVTPL (see Note 7) are held within a business model whose objective is to realize changes in fair values through the sale of the assets. These include financial assets that are held for trading, which are acquired for the purpose of selling or repurchasing in the near term; designated upon initial recognition as FVTPL; or mandatorily required to be measured at fair value. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments.

The Group occasionally uses derivative financial instruments, such as foreign exchange forward contracts, to manage its risks associated with fluctuations in foreign currency. Derivative instruments arise from foreign exchange margins trading spot and forward contracts entered into by the Group. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative [see Note 2.5(b)(i)]. The term of these forward contracts is usually one month to one year.

The Group's derivative instruments provide economic hedges under the Group's policies but are not designated as accounting hedges. Consequently, any gains or losses arising from changes in fair value are taken directly to consolidated profit or loss for the period.

(ii) *Impairment of Financial Assets at Amortized Cost*

Since the Group's financial assets measured at amortized cost have no significant financing component, the Group applies the simplified approach in measuring expected credit losses ("ECL"), which uses a lifetime ECL allowance for all trade receivables using provision matrix approach and loss rates approach, as the case may be. The lifetime ECL is estimated based on the expected cash shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. To calculate the ECL, the Group uses its historical experience, external indicators and forward-looking information. 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 [see Notes 3.1(b) and 27.2].

For the other financial assets measured at amortized cost, the Group applies the low credit risk simplification and measures the ECL on the financial assets based on the credit losses expected to result from default events that are possible within the next 12 months, unless there has been a significant increase in credit risk since origination, in that case, the loss allowance will be based on lifetime ECL.

(iii) *Reclassification of Financial Assets*

The Group can only reclassify financial assets if the objective of its business model for managing those financial assets changes. A change in the objective of the Group's business model will take effect only at the beginning of the next reporting period following the change in the business model.

There were no reclassifications of financial assets in 2024 and 2023.

(b) *Financial Liabilities*

The categories of financial liabilities relevant to the Group are more fully described below:

(i) *Financial Liabilities at FVTPL*

When the fair value of derivative financial instruments happens to be negative, these are presented as Financial Liabilities at Fair Value Through Profit or Loss account, in the consolidated statement of financial position [see Note 2.5(a)(i)].

(ii) *Financial Liabilities at Amortized Cost*

This category pertains to financial liabilities that are not held for trading or not designated as financial liabilities at FVTPL upon inception of the liability. This includes interest-bearing loans (see Note 14), trade and other payables [except output value-added tax ("VAT") and other tax-related payables] (see Note 16), lease liabilities (see Note 9.3), and dividends payable (see Note 24.3), and is recognized when the Group becomes a party to the contractual agreements of the instrument.

2.6 Inventories

The cost of inventories is determined using the first-in, first-out method.

Net realizable value ("NRV") of finished goods is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. NRV of raw materials is the current replacement cost [see Note 3.2(c)].

2.7 Property, Plant and Equipment

Property, plant and equipment (see Note 9) are carried at acquisition cost and, except for land, less accumulated depreciation, amortization and any impairment losses (see Note 2.13). As no definite useful life for land can be determined, the related carrying amount (which is cost less any impairment losses) is not depreciated.

Depreciation is computed on the straight-line basis over the estimated useful lives of the assets as follows [see Note 3.2(d)]:

Buildings and improvements	25 to 50 years
Machinery and equipment (including tools and other equipment)	2 to 20 years
Land improvements	10 years
Transportation equipment	3 to 10 years
Office furniture and fixtures	3 to 10 years

Moulds and dies are depreciated using their expected usage for the period. The total usage during the period multiplied by rate results to depreciation expense for the period. The rate is computed by dividing cost by estimated cases to be produced.

Right-of-use assets ("ROUA") are depreciated over the term of the lease ranging from two to seven years.

Leasehold improvements are amortized over the estimated useful life of the improvements of five to ten years or the lease term, whichever is shorter.

Construction in progress represents properties under construction and is stated at cost. The account is not depreciated until such time that the assets are completed and available for use.

2.8 Intangible Assets

Intangible assets include trademarks and goodwill, which are accounted for under the cost model (see Note 10). Capitalized costs for trademarks with definite lives are amortized on a straight-line basis over their estimated useful lives of ten years. Capitalized costs for trademarks with indefinite useful lives are not amortized. The useful lives are reviewed each reporting period to determine whether events and circumstances continue to support an indefinite useful life assessment. Changes in the useful life assessment from indefinite to definite, if any, are accounted for as change in accounting estimate.

2.9 Non-current Assets Classified as Held for Sale

Non-current assets classified as held for sale pertain to land and building previously classified as property, plant and equipment that the Group intends to sell within one year, except when delay is caused by events or circumstances beyond the Group's control, from the date of reclassification as held for sale (see Note 13).

Non-current assets classified as held for sale are measured at the lower of their carrying amounts, immediately prior to their classification as held for sale, and their fair value less costs to sell.

2.10 Revenue and Expense Recognition

Revenue arises mainly from the sales of goods and services, and other income such as interest income, dividend income and trading gains (see Note 18).

Revenue from sale of goods are recognized at a point in time, when the customer has acknowledged the receipt of the goods, while services are recognized over time based on the measure of progress of services rendered to the customer. Payment terms for sale of goods on credit vary as to number of days after receipt by the customer.

Revenues and expenses are recognized excluding the amount of value-added tax. As applicable, when the Group is required to refund the related purchase price for returned goods, it recognizes a refund liability for the expected refunds by adjusting the amount of revenues recognized during the period. Also, if applicable, the Group recognizes a right of refund asset on goods to be recovered from customers with a corresponding adjustment to Costs of Goods Sold account. However, there were no contracts that contain significant right of return arrangements that remain outstanding as of the end of the reporting periods.

In obtaining customer contracts, the Group incurs incremental costs. When the expected amortization period of these costs if capitalized would be less than one year, the Group uses the practical expedient by recognizing such costs as incurred. The Group also incurs costs in fulfilling contract with customers (i.e., freight and handling), which are accounted for in accordance with accounting policies related to those assets (see Notes 2.6 and 2.7).

2.11 Leases – Group as Lessee

The Group depreciates the ROUA on a straight-line basis from the lease commencement date to the end of the lease term.

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing an ROUA and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term.

On the consolidated statement of financial position, ROUA are presented as part of Property, Plant and Equipment while Lease Liabilities are presented as separate line item under the Current and Non-current Liabilities sections.

2.12 Foreign Currency Transactions and Translation

(a) Transactions and Balances

Foreign currency transactions during the year are translated into the functional currency at exchange rates which approximate those prevailing on transaction dates. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of comprehensive income as part of profit or loss.

(b) Translation of Financial Statements of Foreign Subsidiaries

The consolidated operating results and financial position of offshore subsidiaries (see Note 1.1), which are measured using the United States (“U.S.”) dollar, British pound sterling (“GBP”) and European Union euro (“EUR”), their functional currencies, are translated to Philippine pesos, the Parent Company’s functional currency, as follows:

- (i) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- (ii) Income and expenses for each profit or loss account are translated at the monthly average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and,
- (iii) All resulting translation adjustments are recognized in other comprehensive income and in a separate component of equity under the Accumulated Translation Adjustments account.

When a foreign operation is partially disposed of or sold, such exchange differences are recognized in the consolidated statement of comprehensive income as part of the gain or loss on sale.

The translation of the financial statements into Philippine pesos should not be construed as a representation that the foreign currency amounts could be converted into Philippine peso amounts at the translation rates or at any other rates of exchange.

2.13 Impairment of Non-financial Assets

Property, plant and equipment (see Note 9.1), ROUA (see Note 9.2), intangible assets (see Note 10), investment in a joint venture (see Note 12), and other non-financial assets (see Note 11) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount of those assets may not be recoverable, except for goodwill and intangible assets with indefinite useful lives, which are required to be tested for impairment annually.

2.14 Employment Benefits

The Group provides post-employment benefits to employees through a defined benefit plan and defined contribution plans, bonus plans, and other employee benefits.

The Group's retirement cost accrual covers all regular full-time employees. The pension plan is tax-qualified, noncontributory and administered by a trustee. The defined benefit obligation is calculated regularly by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows for expected benefit payments using a discount rate derived from the interest rates of zero coupon government bonds, using the reference rates published by Bloomberg using its valuation technology, Bloomberg Valuation ("BVAL"), that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related post-employment liability. BVAL provides evaluated prices that are based on market observations from contributed sources.

The Group also recognizes a liability and an expense for bonuses based on a formula that takes into consideration the Group's profits after certain adjustments. The Group recognizes a provision where it is contractually obliged to pay the benefits, or where there is a past practice that has created a constructive obligation.

2.15 Share-based Employee Remuneration

The Parent Company grants share options to qualified employees of the Group eligible under a share option plan. The services received in exchange for the grant, and the corresponding share options, are valued by reference to the fair value of the equity instruments granted at grant date. This fair value excludes the impact of non-market vesting conditions (e.g., profitability and sales growth targets and performance conditions), if any [see Note 3.2 (i)]. The share-based remuneration is recognized as an expense in the consolidated profit or loss with a corresponding credit to Share Options Outstanding account under the Equity section of the consolidated statement of financial position.

The share-based remuneration expense is recognized during the vesting period based on the best available estimate of the number of share options expected to vest. The estimate is subsequently revised, if necessary, such that it equals the number of share options that ultimately vests on vesting date. No subsequent adjustment is made to expense after vesting date, even if share options expire or are ultimately not exercised.

Upon exercise of share option, the proceeds received net of any directly attributable transaction costs up to the nominal value of the shares issued are allocated to capital stock with any excess being recorded as additional paid-in capital ("APIC").

Upon expiration of the unexercised share option, the value assigned to the stock option is transferred to APIC.

2.16 Related Party Transactions and Relationships

Transactions, individually or in aggregate, amounting to 10% or more of the total assets based on the latest audited consolidated financial statements that were entered into with related parties are considered material.

All individual material related party transactions shall be approved by at least two-thirds vote of the BOD, with at least a majority of the independent directors voting to approve the material related party transactions. In case that a majority of the independent directors' vote is not secured, the material related party transaction may be ratified by the vote of the stockholders representing at least two-thirds of the outstanding capital stock. For aggregate related party transactions within a one year period that breaches the 10% materiality threshold, the same board approval would be required for the transaction(s) that meets and exceeds the materiality threshold covering the same related party.

Directors with personal interest in the transaction should abstain from participating in discussions and voting on the same. In case they refuse to abstain, their attendance shall not be counted for the purposes of assessing the quorum and their votes shall not be counted for purposes of determining approval.

2.17 Equity

Deposit for future stock subscription – Equity-linked securities (“ELS”) represents the remaining portion of ELS subject for future issuance of shares (see Note 15).

Conversion options represent the equity component of ELS. This will eventually be closed to APIC upon conversion of the ELS.

Share options outstanding represent the accumulated total of employee share options' amortizations over the vesting period as share-based employee remuneration are recognized and reported in the consolidated statement of comprehensive income (see Note 24.4). These will eventually be closed to APIC upon exercise or expiration.

Accumulated translation adjustments represent the translation adjustments resulting from the translation of foreign currency-denominated financial statements of foreign subsidiaries into the Group's functional and presentation currency [see Note 2.12(b)(iii)].

Revaluation reserves comprise gains and losses due to remeasurements of post-employment defined benefit plan.

Other reserves include legal reserves that represent the statutory requirements in Luxembourg, which comprise of net wealth tax reserve and capital reserve. Certain statutory requirements based on Spanish legislation were also included as part of this account.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements in accordance with PFRS Accounting Standards requires management to make judgments and estimates that affect the amounts reported in the consolidated financial statements and related notes. Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may ultimately differ from these estimates.

3.1 Critical Management Judgments in Applying Accounting Policies

In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimation, which have the most significant effect on the amounts recognized in the consolidated financial statements:

(a) Evaluation of Business Model and Cash Flow Characteristics of Financial Instruments

The Group applies the business model test and cash flow characteristics test at a portfolio of financial assets (i.e., group of financial instruments that are managed together to achieve a particular objective) and not on an instrument-by-instrument approach (i.e., not based on intention for each or specific characteristic of individual instrument) as these relate to the Group's investment and trading strategies. The business model assessment is performed on the basis of reasonably expected scenarios (and not on reasonably expected not to occur, such as the so-called 'worst case' or 'stress case' scenarios).

A business model for managing financial assets is typically observable through the activities that the Group undertakes to achieve the objective of the business model.

The Group uses judgment when it assesses its business model for managing financial assets and that assessment is not determined by a single factor or activity. Instead, the Group considers all relevant evidence that is available at the date of assessment which includes, but not limited to:

- how the performance of the business model and the financial assets held within the business model are evaluated and reported to key management personnel;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed; and,
- how managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

(b) Determination of ECL on Financial Assets at Amortized Cost

The Group applies the ECL methodology, which requires certain judgments in selecting the appropriate method in determining the amount of ECL. In measuring ECL, the Group considers a broader range of information which include past events, current conditions, and reasonable and supportable forecasts that affect collectability of the future cash flows of the financial assets. The Group uses loss rates and provision matrix to calculate ECL.

The provision matrix and loss rates are based on the Group's historical observed default rates. The Group's management intends to regularly calibrate (i.e., on an annual basis) the matrix to consider the historical credit loss experience with forward-looking information (i.e., forecast economic conditions). Details about the ECL on the Group's trade and other receivables are disclosed in Notes 2.5(a)(ii) and 27.2(b).

(c) *Determination of Lease Term of Contracts with Renewal and Termination Options*

In determining the lease term, management considers all relevant factors and circumstances that create an economic incentive to exercise a renewal option or not exercise a termination option.

Renewal options and/or periods after termination options are only included in the lease term if the lease is reasonably certain to be extended or not terminated.

For leases of bottling plant, warehouses, office spaces, commercial buildings, vehicles, fitting and equipment, the factors that are normally the most relevant are (a) if there are significant penalties should the Group pre-terminate the contract, and (b) if any leasehold improvements are expected to have a significant remaining value, the Group is reasonably certain to extend and not to terminate the lease contract. Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased assets.

The lease term is reassessed if an option is actually exercised or not exercised or the Group becomes obliged to exercise or not exercise it. In assessing the enforceability of the option, an entity should consider whether the lessor can refuse to agree to a request from the lessee to extend the lease. Accordingly, if the lessee has the right to extend or terminate the lease unilaterally, there are enforceable rights and obligations beyond the initial non-cancellable period and thus, the parties to the lease would be required to consider those optional periods in their assessment of the lease term.

(d) *Distinction Between Business Combination and Asset Acquisition*

The Group determines whether an acquisition of an entity constitute a business combination or an asset acquisition. The accounting treatment for the acquisition is determined by assessing whether the transaction involved a purchase of a "business" taking into consideration the substance of the transaction. Failure to make the right judgment will result in misstatement of assets and other accounts that could have been affected by the transactions (see Note 2.3).

The groups of assets acquired in the Domecq Acquisition and Garvey Acquisition do not include an integrated set of activities that are capable of being managed. In addition, the group of assets acquired under the Garvey Acquisition was previously under receivership from various third parties. Accordingly, management has assessed that the Domecq Acquisition and Garvey Acquisition, as disclosed in Notes 1.1(p) and (o), are to be accounted for as asset acquisition since these do not constitute a purchase of business; hence, no goodwill or gain on acquisition was recognized.

Conversely, EUK's purchases of ownership in WMG, EDI's acquisition of full equity ownership in TEI, TEI's acquisition of 51% ownership in Boozylife, and BFS's purchases of Fundador Business Unit as disclosed in Notes 1.1(d), (g), (l) and 10, are accounted for as business combinations using the acquisition method. On initial recognition, the assets and liabilities of the acquired business and the consideration paid for them are included in the consolidated financial statements at their fair values. In measuring fair value, management uses estimates of future cash flows and discount rates. Any subsequent change in these estimates would affect the amount of goodwill if the change qualifies as a measurement period adjustment. Any other change would be recognized in consolidated profit or loss in the subsequent period.

Moreover, the transfers of ownership interest over WML and WMWL from WMG to WMGL, the merger between CBSP and BFS, the merger between Pedro Domecq and Bodega Domecq and the merger between Pedro Domecq and DDDDB are accounted for as business combinations using pooling-of-interest method as these are transfers of interests in entities that are under the common control and there is no change of control before and after the restructuring or mergers [see Note 1.1(g), (o) and (p)].

(e) *Determination of Control or Joint Control*

Judgment is exercised in determining whether the Group has control or joint control over an entity. In assessing each interest over an entity, the Group considers voting rights, representation on the BOD or equivalent governing body of the investee, participation in policy-making process and all other facts and circumstances, including terms of any contractual agreement.

Management considers that the Group has control over DBLC because it holds 50% of the common shares. The Parent Company, through its wholly owned subsidiary, GES, exercises control over the entity because GES has the ability to direct the relevant activities of DBLC through appointment of key management personnel (see Note 1.1).

Management considers that the Group has joint control over BLC because the agreement involves contractually agreed sharing of control and that decisions about relevant activities require the unanimous consent of the parties sharing control.

(f) *Classification of Non-current Assets Classified as Held for Sale*

The Group classifies an asset (or disposal group) as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. Judgment is exercised by the Group by determining whether the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets (or disposal group) and its sale must be highly probable.

In addition, the sale should be expected to qualify for recognition as a completed sale within one year from the date of classification, except when delay is caused by events or circumstances beyond the Group's control and there is sufficient evidence that the Group remains committed to its plan to sell the asset (or disposal group).

Based on management's assessment, the letters of intent dated December 27, 2022 and 2020, which provided the Group's commitment to sell certain land and buildings to a related party, were the main consideration for classifying these assets as non-current assets classified as held for sale as of December 31, 2022. In 2023, the sale did not materialize due to change in business plans in the use of the assets. Consequently, the assets are reclassified back as part of Property, Plant and Equipment, and adjusted for the amount of depreciation expense that would have been recognized had the asset not been classified as held for sale (see Note 13).

(g) Recognition of Provisions and Contingencies

Provisions are recognized when present obligations will probably lead to an outflow of economic resources and they can be estimated reliably even if the timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Judgment is exercised by management to distinguish the difference between provisions and contingencies. Disclosures on relevant provisions and contingencies are presented in Notes 17 and 26.

3.2 Key Sources of Estimation Uncertainty

Presented below and in the succeeding pages are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period.

(a) Impairment of Financial Assets at Amortized Cost

In measuring ECL, the Group added significant assumptions about the future economic conditions and credit behavior (e.g., likelihood of counterparties defaulting and the resulting losses), as further detailed in Note 27.2. The Group evaluated impairment based on available facts and circumstances affecting collectability of accounts, including but not limited to, the length of the Group's relationship with the counterparties, counterparties' credit status, age of accounts and collection and historical loss experience. Based on the management's review, appropriate allowance for ECL has been recognized on the Group's financial assets in 2024, 2023 and 2022 [see Notes 2.5(a)(ii) and 6].

(b) Fair Value Measurement of Financial Instruments

Management applies valuation techniques to determine the fair value of financial instruments where active market quotes are not available. This requires management to develop estimates and assumptions based on market inputs, using observable data that market participants would use in pricing the instrument. Where such data is not observable, management uses its best estimate. Estimated fair values of financial instruments may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

The carrying values and amounts of fair value changes recognized during the years presented on the Group's financial instruments at FVTPL [see Notes 2.5(a)(i) and 2.5(b)(i)] are disclosed in Note 7.

(c) *Determination of Net Realizable Values of Inventories*

In determining the net realizable values of inventories (see Note 2.6), management takes into account the most reliable evidence available at the times the estimates are made. The Group's core business is subject to changes in market factors that directly affect the demand for alcoholic beverages such as purchasing power of consumers, degree of competition, and other market-related factors. Future realization of inventories is affected by price changes in the costs incurred necessary to produce the inventories and make a sale. These aspects are considered as key sources of estimation uncertainty and may cause significant adjustments to the Group's inventories within the next reporting period. A reconciliation of the allowance for inventory write-down is presented in Note 8.

(d) *Estimation of Useful Lives of Property, Plant and Equipment, Right-of-Use Assets and Trademarks*

The Group estimates the useful lives of property, plant and equipment, ROUA and trademarks based on the period over which the assets are expected to be available for use. Certain trademarks were determined to have indefinite useful lives because these brands have been in existence for more than 100 years.

The estimated useful lives of property, plant and equipment, ROUA and trademarks are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets (see Notes 2.7, 2.8 and 2.11). The carrying amounts of property, plant and equipment, ROUA and trademarks are presented in Notes 9.1, 9.2 and 10, respectively.

(e) *Determination of Appropriate Discount Rate in Measuring Lease Liabilities*

The Group measures its lease liabilities at present value of the lease payments that are not paid at the commencement date of the lease contract. The lease payments were discounted using a reasonable rate deemed by management equal to the Group's incremental borrowing rate. In determining a reasonable discount rate, management considers the term of the leases, the underlying asset and the economic environment. Actual results, however, may vary due to changes in estimates brought about by changes in such factors.

(f) *Determination of Realizable Amount of Deferred Tax Assets*

The Group reviews its deferred tax assets at the end of each reporting period and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Management assessed that the deferred tax assets recognized as of December 31, 2024 and 2023 will be fully utilized in the subsequent reporting periods. The carrying value of deferred tax assets as of those dates is disclosed in Note 22.

(g) *Impairment of Non-financial Assets*

In assessing impairment, management estimates the recoverable amount of each asset or a cash-generating unit based on expected future cash flows and uses an interest rate to calculate the present value of those cash flows. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate. Though management believes that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable values and any resulting impairment loss could have a material adverse effect on the results of operations.

No additional impairment losses were recognized on non-financial assets in 2024, 2023 and 2022 based on management's assessment.

(h) *Valuation of Post-employment Defined Benefit*

The determination of the Group's obligation and cost of post-employment defined benefit is dependent on the selection of certain assumptions used by management and actuaries in calculating such amounts. Those assumptions include, among others, discount rates, salary rate increase, and employee turnover rate. A significant change in any of these actuarial assumptions may generally affect the recognized expense, other comprehensive income or losses and the carrying amount of the post-employment benefit obligation in the next reporting period.

The amounts of post-employment defined benefit obligation and expense and an analysis of the movements in the estimated present value of post-employment defined benefit, as well as the significant assumptions used in estimating such obligation are presented in Note 21.3.

(i) *Fair Value Measurement of Share Options*

The Group estimates the fair value of the share option by applying an option valuation model, taking into account the terms and conditions on which the share option was granted. The estimates and assumptions used are presented in Note 24.4 which include, among others, the option's time of expiration, applicable risk-free interest rate, expected dividend yield, and volatility of the Parent Company's share price. Changes in these factors can affect the fair value of share options at grant date.

Details of the share option plan and the amount of fair value recognized are presented in Note 24.4.

(j) *Determination of Provision for Onerous Lease*

The Group determines the provision for leasehold properties, which are no longer used in the business for which the recoverable amount of the interest in the property is expected to be insufficient to cover future obligations relating to the lease using discounted cash flows and assumptions relating to future sublease income expectations. A significant change in the credit-adjusted risk-free rate used in discounting the estimated cost and sublease assumptions would result in a significant change in the amount of provision recognized with a corresponding effect in consolidated profit or loss.

In 2024, 2023 and 2022, additional provisions for onerous lease were recognized. An analysis of the Group's provision for onerous lease is presented in Note 17.1.

(k) Determination of Provision for Restoration of Leased Property

Determining provision for leased property restoration requires estimation of the cost of dismantling and restoring the leased properties to their original condition. The estimated cost was initially determined based on a recent cost to restore the facilities and is being adjusted to consider the estimated incremental annual costs up to the end of the lease term. A significant change in the credit-adjusted risk-free rate used in discounting the estimated cost would result in a significant change in the amount of provision recognized with a corresponding effect in profit or loss.

An analysis of the Group's provisions for leased property restoration cost is presented in Note 17.2.

4. SEGMENT INFORMATION

4.1 Business Segments

The Group is organized into two business segments, the Brandy and Scotch Whisky, which represent the two major distilled spirits categories where the Group operates. Scotch Whisky pertains to the UK operations and the rest fall under Brandy. This is also the basis of the Group's executive committee for its strategic decision-making activities, including the financial performance evaluation of the operating segments or resource allocation decisions. The Group disaggregates revenues recognized from contracts with customers into these two segments that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The same disaggregation is used in earnings releases, annual reports and investor presentations.

4.2 Segment Assets and Liabilities

Segment assets and liabilities represent the assets and liabilities reported in the consolidated statements of financial position of the companies included in each segment.

4.3 Intersegment Transactions

Intersegment transactions, such as intercompany sales and purchases, and receivables and payables, are eliminated in consolidation.

4.4 Analysis of Segment Information

Segment information for the years ended December 31, 2024, 2023 and 2022 (in millions) are presented below.

	BRANDY			SCOTCH WHISKY			SEGMENT TOTALS		
	2024	2023	2022	2024	2023	2022	2024	2023	2022
REVENUES AND OTHER INCOME									
External customers	P 36,390	P 39,973	P 40,687	P 25,256	P 25,671	P 22,080	P 61,646	P 65,644	P 62,767
Intersegment sales*	630	600	609	331	486	157	961	1,086	766
	<u>37,020</u>	<u>40,573</u>	<u>41,296</u>	<u>25,587</u>	<u>26,157</u>	<u>22,237</u>	<u>62,607</u>	<u>66,730</u>	<u>63,533</u>
COSTS AND EXPENSES									
Costs of goods sold	28,190	29,301	29,717	13,769	14,045	11,824	41,959	43,346	41,541
Intersegment cost of goods sold*	331	486	157	630	600	609	961	1,086	766
Selling and distribution expenses	3,144	3,158	3,147	4,008	3,600	3,058	7,152	6,758	6,205
General and administrative expenses	1,664	1,420	1,325	1,036	1,602	1,306	2,700	3,022	2,631
Interest expense and other charges	1,132	1,253	382	585	323	298	1,717	1,576	680
	<u>34,461</u>	<u>35,618</u>	<u>34,728</u>	<u>20,028</u>	<u>20,170</u>	<u>17,095</u>	<u>54,489</u>	<u>55,788</u>	<u>51,823</u>
SEGMENT PROFIT BEFORE TAX	2,559	4,955	6,568	5,559	5,986	5,142	8,118	10,941	11,710
TAX EXPENSE	582	999	893	1,051	998	605	1,633	1,997	1,498
SEGMENT NET PROFIT	<u>P 1,977</u>	<u>P 3,956</u>	<u>P 5,675</u>	<u>P 4,508</u>	<u>P 4,988</u>	<u>P 4,537</u>	<u>P 6,485</u>	<u>P 8,944</u>	<u>P 10,212</u>
SEGMENT ASSETS*	P138,186	P150,747	P147,349	P 80,811	P 67,607	P 58,148	P218,997	218,354	205,497
SEGMENT LIABILITIES*	43,450	55,604	54,274	25,201	17,485	12,994	68,651	73,089	67,269
Depreciation and Amortization	1,205	1,114	1,163	360	341	322	1,565	1,455	1,485
Interest Expense	1,126	1,210	358	585	162	253	1,711	1,372	611
Equity Share in Net Income of Joint Venture	78	112	114	-	-	-	78	112	114

*Intersegment accounts are eliminated in consolidation. Numbers may not add up due to rounding off. See reconciliation in Note 4.5 below.

The Group's revenues and other income in the three years presented range from 59% to 63% from the Asia Pacific, 26% to 28% from Europe and the remaining portion from North and Latin Americas, Middle East and Africa and other countries.

Sales to any of the Group's major customers did not exceed 10% of the Group's revenues in all of the years presented.

4.5 Reconciliations

The reconciliation of total segment balances presented for the Group's operating segments to the Group's consolidated balances as presented in the consolidated financial statements are as follows (in millions):

	Segment Totals	Intercompany Accounts	Consolidated Balances
2024			
Revenues and other income	P 62,607	(P 961)	P 61,646
Costs and expenses	54,489	(961)	53,528
Net profit	6,485	-	6,485
Total assets	218,997	(59,469)	159,527
Total liabilities	68,651	(9,650)	59,000
Other segment information:			
Interest expense	1,711	-	1,711
Depreciation and amortization	1,565	-	1,565
Share in net profit of joint venture	78	-	78

	Segment Totals	Intercompany Accounts	Consolidated Balances
<u>2023</u>			
Revenues and other income	P 66,729	(P 1,086)	P 65,643
Costs and expenses	55,788	(1,086)	54,702
Net profit	8,944	-	8,944
Total assets	218,354	(69,645)	148,709
Total liabilities	73,089	(19,787)	53,301
Other segment information:			
Depreciation and amortization	1,455	-	1,455
Interest expense	1,372	-	1,372
Share in net profit of joint venture	112	-	112
<u>2022</u>			
Revenues and other income	P 63,533	(P 766)	P 62,767
Costs and expenses	51,823	(766)	51,057
Net profit	10,212	-	10,212
Total assets	205,497	(64,286)	141,211
Total liabilities	67,269	(14,647)	52,622
Other segment information:			
Depreciation and amortization	1,485	-	1,485
Interest expense	611	-	611
Share in net profit of joint venture	114	-	114

5. CASH AND CASH EQUIVALENTS

This account includes the following components:

	<u>2024</u>	<u>2023</u>
Cash on hand and in banks	P 3,814,838,178	P 4,286,286,543
Short-term placements	<u>5,924,350,333</u>	<u>6,226,839,070</u>
	<u>P 9,739,188,511</u>	<u>P 10,513,125,613</u>

Cash in banks generally earn interest at rates based on daily bank deposit rates. Short-term placements have an average maturity of 30 to 64 days and earn effective annual interest rates ranging from 5.0% to 6.1% in 2024, 5.3% to 6.3% in 2023, and from 0.5% to 5.8% in 2022. Interest earned amounted to P293.3 million, P400.3 million, and P141.8 million in 2024, 2023 and 2022, respectively, and is presented as part of Interest income under the Revenues and Other Income section of the consolidated statements of comprehensive income (see Note 18).

6. TRADE AND OTHER RECEIVABLES

Details of this account are as follows [see Note 2.5(a)(i)]:

	Notes	2024	2023
Trade receivables	23.3	P 18,271,014,806	P 14,044,982,841
Advances to suppliers		2,106,799,926	4,843,852,140
Advances to officers and employees	23.4	32,923,698	359,591,136
Accrued interest receivable		11,967,593	15,133,067
Other receivables		157,019,270	131,711,247
		20,579,725,293	19,395,270,431
Allowance for impairment	3.2(a)	(379,801,045)	(297,589,023)
		P 20,199,924,248	P 19,097,681,408

Advances to suppliers pertain to downpayments made primarily for the purchase of goods from suppliers.

All of the Group's trade and other receivables have been assessed for impairment using the ECL model adopted by the Group [see Notes 2.5(a)(ii), 3.1(b) and 3.2(a)]. Certain trade and other receivables were found to be impaired using the ECL methodology as determined by the management; hence, adequate amounts of allowance for impairment have been recognized (see Note 27.2).

A reconciliation of the allowance for impairment at the beginning and end of 2024 and 2023 is shown below.

	2024	2023
Balance at beginning of year	P 297,589,023	P 180,655,094
Impairment losses	90,953,844	120,264,334
Write-offs	(9,785,139)	-
Translation adjustment	3,712,635	4,027,995
Recoveries	(2,669,318)	(7,358,400)
Balance at end of year	P 379,801,045	P 297,589,023

Impairment losses on trade and other receivables are presented as Impairment losses on financial assets under the General and Administrative Expenses account in the consolidated statements of comprehensive income (see Note 20).

Recoveries pertain to collections of certain receivables previously provided with allowance, which are presented as part of Other income under Revenues and Other Income in the consolidated statements of comprehensive income (see Note 18).

7. FINANCIAL INSTRUMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group's financial instruments at FVTPL pertain to marketable equity securities classified as held for trading and derivative instruments amounting to P543.5 million and P355.5 million as of December 31, 2024 and 2023, respectively [see Note 2.5(a)(i)].

The net fair value gains and dividend income earned on these financial instruments are presented in the consolidated statements of comprehensive income as part of Other income under the Revenues and Other Income section (see Note 18) while the net fair value losses are presented as part of Other charges under the Costs and Expenses section. The Group recognized fair value gain amounting to P30.1 million in 2024, and fair value losses amounting to P63.0 million in 2023 and P25.9 million in 2022.

The fair value of the marketable equity securities and derivative financial instruments at FVTPL are measured through quoted market prices and valuation techniques using the net present value computation, respectively [see Notes 3.2(b) and 29.2].

8. INVENTORIES

The details of inventories which are valued at lower of cost and net realizable value, are shown below [see Notes 2.6 and 3.2(c)].

	Notes	2024	2023
At cost:			
Finished goods	19, 23.1	P 5,252,984,685	P 7,265,045,032
Work-in-process	9.1, 19, 21.1	35,158,144,734	30,562,603,015
Raw materials	19, 23.1	4,515,584,449	5,684,271,416
Packaging materials	19	511,058,362	462,510,960
Machinery spare parts, consumables and factory supplies		449,377,487	412,219,373
		45,887,149,717	44,386,649,796
At net realizable value:			
Finished goods			
Cost	19, 23.1	2,615,901,913	1,816,416,980
Allowance for impairment		(511,535,642)	(288,866,970)
Packaging materials			
Cost	19	768,918,490	613,129,580
Allowance for impairment		(111,288,500)	(134,121,050)
		2,761,996,261	2,006,558,540
		P 48,649,145,978	P 46,393,208,336

WML has a substantial inventory of aged stocks, which mature over periods of up to 60 years. The maturing whisky stock inventory amounting to P29.6 billion and P25.2 billion as of December 31, 2024 and 2023, respectively, is presented as part of work-in-process inventories and is stored in various locations across Scotland.

An analysis of the cost of inventories included in costs of goods sold for 2024, 2023 and 2022 is presented in Note 19.

A reconciliation of the allowance for inventory write-down is shown below.

	<u>Note</u>	<u>2024</u>	<u>2023</u>
Balance at beginning of year		P 422,988,020	P 368,399,902
Impairment losses	19	231,007,592	54,588,118
Reversal of impairment losses		(31,171,470)	-
Balance at end of year		<u>P 622,824,142</u>	<u>P 422,988,020</u>

The Group recognized losses on inventory write-down amounting to P231.0 million, P54.6 million and P51.5 million in 2024, 2023 and 2022, respectively, which are presented as Impairment losses under the Costs of Goods Sold account in the consolidated statements of comprehensive income (see Note 19). Also, certain inventories amounting to P162.5 million were impaired in 2022 (nil in 2024 and 2023), and is presented as Impairment losses on inventories under the General and Administrative Expenses account in the 2022 consolidated statement of comprehensive income (see Note 20).

In 2024, the Group reversed P31.2 million inventory write-down made in previous years following its sale during the current year. There were no similar transactions in 2023.

9. PROPERTY, PLANT AND EQUIPMENT

The carrying amount of this account is composed of the following:

	<u>Notes</u>	<u>2024</u>	<u>2023</u>
Property, plant and equipment	9.1	P 39,909,765,923	P 33,651,737,301
Right-of-use assets	9.2	<u>996,764,508</u>	<u>560,030,672</u>
		<u>P 40,906,530,431</u>	<u>P 34,211,767,973</u>

No impairment losses were recognized in 2024, 2023 and 2022 for the Group's property, plant and equipment. As of December 31, 2024 and 2023, certain ROUA, which are considered as onerous lease were fully impaired through direct offset of portion of provision for onerous lease (see Notes 9.2 and 17.1).

9.1 Carrying Values of Property, Plant and Equipment

The gross carrying amounts and accumulated depreciation and amortization of property, plant and equipment at the beginning and end of the reporting periods are shown below.

	Land	Land Improvements	Buildings and Improvements	Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Office Furniture and Fixtures	Moulds and Dies	Construction in Progress	Total
December 31, 2024										
Cost	P 7,685,976,947	P 121,203,472	P19,083,317,322	P 600,204,466	P29,354,969,191	P 1,055,869,194	P 1,174,441,530	P 132,546,027	P 1,647,552,183	P 60,856,080,332
Accumulated depreciation and amortization	-	(63,585,228)	(4,598,701,847)	(200,475,806)	(14,747,785,949)	(566,229,675)	(689,038,100)	(80,497,804)	-	(20,946,314,409)
Net carrying amount	<u>P 7,685,976,947</u>	<u>P 57,618,244</u>	<u>P14,484,615,475</u>	<u>P 399,728,660</u>	<u>P14,607,183,242</u>	<u>P 489,639,519</u>	<u>P 485,403,430</u>	<u>P 52,048,223</u>	<u>P 1,647,552,183</u>	<u>P 39,909,765,923</u>
December 31, 2023										
Cost	P 7,794,062,615	P 116,078,648	P15,886,689,753	P 478,838,745	P24,166,733,629	P 776,101,030	P 899,642,018	P 138,507,636	P 2,010,038,003	P 52,266,692,077
Accumulated depreciation and amortization	-	(57,639,829)	(4,089,130,038)	(149,482,423)	(13,159,785,751)	(486,786,220)	(583,164,327)	(88,966,188)	-	(18,614,954,776)
Net carrying amount	<u>P 7,794,062,615</u>	<u>P 58,438,819</u>	<u>P11,797,559,715</u>	<u>P 329,356,322</u>	<u>P11,006,947,878</u>	<u>P 289,314,810</u>	<u>P 316,477,691</u>	<u>P 49,541,448</u>	<u>P 2,010,038,003</u>	<u>P 33,651,737,301</u>
January 1, 2023										
Cost	P 6,941,328,737	P 29,078,186	P13,591,834,971	P 271,522,997	P21,012,556,591	P 743,962,398	P 855,108,227	P 116,062,252	P 1,651,252,196	P 45,212,706,555
Accumulated depreciation and amortization	-	(28,743,792)	(3,326,632,517)	(115,098,005)	(11,872,810,358)	(444,935,098)	(495,652,828)	(69,013,519)	-	(16,352,886,117)
Net carrying amount	<u>P 6,941,328,737</u>	<u>P 334,394</u>	<u>P10,265,202,454</u>	<u>P 156,424,992</u>	<u>P 9,139,746,233</u>	<u>P 299,027,300</u>	<u>P 359,455,399</u>	<u>P 47,048,733</u>	<u>P 1,651,252,196</u>	<u>P 28,859,820,438</u>

A reconciliation of the carrying amounts of property, plant and equipment at the beginning and end of the reporting periods is shown below and in the succeeding page.

	Land	Land Improvements	Buildings and Improvements	Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Office Furniture and Fixtures	Moulds and Dies	Construction in Progress	Total
Balance at January 1, 2024, net of accumulated depreciation and amortization	P 7,794,062,615	P 58,438,819	P11,797,559,715	P 329,356,322	P11,006,947,878	P 289,314,810	P 316,477,691	P 49,541,448	P 2,010,038,003	P 33,651,737,301
Additions	30,796,318	3,674,880	2,002,704,024	121,365,721	4,472,532,430	276,904,962	245,935,339	16,247,419	340,192,520	7,510,353,613
Translation adjustment	67,237,077	973,018	274,417,929	-	315,113,417	(22,412)	11,436,476	-	2,995,366	672,150,871
Disposals	-	-	-	-	(2,915,722)	(60,204)	(2,187,811)	(211,508)	-	(5,375,245)
Reclassifications of construction in progress	-	-	624,483,913	-	81,189,793	-	-	-	(705,673,706)	-
Reclassifications	(206,119,063)	-	206,119,063	(51,997)	51,997	-	-	-	-	-
Depreciation and amortization charges for the year	-	(5,468,473)	(420,669,169)	(50,941,386)	(1,265,736,551)	(76,497,637)	(86,258,265)	(13,529,136)	-	(1,919,100,617)
Balance at December 31, 2024, net of accumulated depreciation and amortization	<u>P 7,685,976,947</u>	<u>P 57,618,244</u>	<u>P14,484,615,475</u>	<u>P 399,728,660</u>	<u>P14,607,183,242</u>	<u>P 489,639,519</u>	<u>P 485,403,430</u>	<u>P 52,048,223</u>	<u>P 1,647,552,183</u>	<u>P 39,909,765,923</u>

	Land	Land Improvements	Buildings and Improvements	Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Office Furniture and Fixtures	Moulds and Dies	Construction in Progress	Total
Balance at January 1, 2023, net of accumulated depreciation and amortization	P 6,941,328,737	P 334,394	P 10,265,202,454	P 156,424,992	P 9,139,746,233	P 299,027,300	P 359,455,399	P 47,048,733	P 1,651,252,196	P 28,859,820,438
Additions	604,790,288	4,484,050	813,255,788	207,315,748	2,676,662,296	49,194,753	68,978,828	22,445,384	337,815,523	4,784,942,658
Translation adjustment	41,045,209	1,973,882	457,096,974	-	309,844,358	394,032	(36,759,926)	-	85,153,641	858,748,170
Disposals	-	-	(1,277,080)	-	(8,423,012)	(62,000)	(42,899)	-	-	(9,804,991)
Reclassifications from non-current assets classified as held for sale	206,898,381	57,248,798	697,597,561	-	-	-	-	-	-	961,744,740
Reclassifications of construction in progress	-	-	-	-	64,183,357	-	-	-	(64,183,357)	-
Derecognition	-	-	(945,857)	-	-	-	-	-	-	(945,857)
Depreciation and amortization charges for the year	-	(5,602,305)	(433,370,125)	(34,384,418)	(1,175,065,354)	(59,239,275)	(75,153,711)	(19,952,669)	-	(1,802,767,857)
Balance at December 31, 2023, net of accumulated depreciation and amortization	<u>P 7,794,062,615</u>	<u>P 58,438,819</u>	<u>P 11,797,559,715</u>	<u>P 329,356,322</u>	<u>P 11,006,947,878</u>	<u>P 289,314,810</u>	<u>P 316,477,691</u>	<u>P 49,541,448</u>	<u>P 2,010,038,003</u>	<u>P 33,651,737,301</u>
Balance at January 1, 2022, net of accumulated depreciation and amortization	P 6,934,892,520	P 3,242,213	P 8,786,112,777	P 130,316,205	P 9,154,094,703	P 170,396,198	P 353,012,719	P 39,493,857	P 1,270,268,607	P 26,841,829,799
Additions	2,800,717	-	1,736,254,644	46,877,701	1,402,516,845	179,645,316	59,805,632	30,307,564	724,677,895	4,182,886,314
Translation adjustment	3,635,500	-	12,254,550	-	(3,682,300)	(1,538,050)	6,272,950	-	116,700	17,059,350
Disposals	-	-	(312,319,607)	(165,338)	(134,035,489)	(372,601)	(28,674)	-	-	(446,921,709)
Reclassifications of construction in progress	-	-	340,328,864	-	3,482,142	-	-	-	(343,811,006)	-
Depreciation and amortization charges for the year	-	(2,907,819)	(297,428,774)	(20,603,576)	(1,282,629,668)	(49,103,563)	(59,607,228)	(22,752,688)	-	(1,735,033,316)
Balance at December 31, 2022, net of accumulated depreciation and amortization	<u>P 6,941,328,737</u>	<u>P 334,394</u>	<u>P 10,265,202,454</u>	<u>P 156,424,992</u>	<u>P 9,139,746,233</u>	<u>P 299,027,300</u>	<u>P 359,455,399</u>	<u>P 47,048,733</u>	<u>P 1,651,252,196</u>	<u>P 28,859,820,438</u>

The amount of depreciation and amortization is allocated as follows:

	Notes	2024	2023	2022
Costs of goods sold	19	P 1,042,819,598	P 1,029,742,303	P 1,131,653,684
General and administrative expenses	20	231,879,541	225,321,154	124,800,235
Selling and distribution expenses	20	89,994,072	95,275,080	86,925,872
		1,364,693,211	1,350,338,537	1,343,379,791
Capitalized as part of work-in-process inventories	8	554,407,406	452,429,320	391,653,525
		P 1,919,100,617	P 1,802,767,857	P 1,735,033,316

The amount capitalized to work-in-process inventory represents depreciation expense on barrels and warehouse buildings wherein the maturing bulk stocks of whisky are held, which can reach periods of up to 60 years.

In 2024, 2023 and 2022, certain property, plant and equipment with carrying amounts of P5.4 million, P9.8 million and P446.9 million, were sold for P5.4 million, P17.1 million, and P448.0 million, respectively. The resulting gain on disposals for 2023 and 2022 amounting to P7.3 million and P1.1 million, respectively, (nil in 2024) was recognized as part of Other income under the Revenues and Other Income section in the consolidated statements of comprehensive income (see Note 18).

9.2 Right-of-use Assets

The Group has leases for certain manufacturing plant, warehouses, building space, commercial building, and vehicles, fittings and equipment. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the consolidated statements of financial position as Right-of-use assets under the Property, Plant and Equipment account and Lease Liabilities account.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the ROUA can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For certain leases, the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group must insure the leased assets and incur maintenance fees on such items in accordance with the lease contracts.

The table below describes the nature of the Group's leasing activities by type of ROUA recognized in the consolidated statements of financial position.

	Number of right-of-use assets leased	Range of remaining term	Average remaining lease term	Number of leases with extension options	Number of leases with termination options
<u>December 31, 2024</u>					
Plant	1	2 years	2 years	1	-
Warehouses	31	1 to 9 years	3 year and 3 months	14	9
Building space	8	1 to 1 year and 5 months	1 to 1 years and 5 months	3	-
Buildings	4	1 year to 12 years and 9 months	1 year to 12 years and 9 months	-	1
Vehicles, fittings and equipment	72	1 to 2 years	1 to 2 years	-	-
<u>December 31, 2023</u>					
Plant	1	3 years	3 years	1	-
Warehouses	26	1 to 5 years	2 years and 10 months	3	4
Building space	9	1 to 2 years and 5 months	1 to 2 years and 5 months	1	-
Buildings	4	1 year to 13 years and 9 months	1 year to 13 years and 9 months	-	1
Vehicles, fittings and equipment	72	1 to 3 years	1 to 3 years	-	-

The carrying amounts of the Group's ROUA as at December 31, 2024 and 2023 and the movements during the period are shown below.

		Plant	Warehouses	Building Space	Buildings	Vehicles, Fittings and Equipment	Total
<u>December 31, 2024</u>							
Cost							
Balance at beginning of year	P	140,572,378	P 429,892,410	P 199,052,259	P 635,179,288	P 83,205,714	P 1,487,902,049
Additions		-	82,991,534	457,730,238	26,968,085	74,612,205	642,302,062
Termination		-	(296,754,439)	(165,299,546)	(50,539,057)	-	(512,593,042)
Disposal		-	-	-	-	(57,013,000)	(57,013,000)
Translation adjustment		-	-	-	2,091,511	23,879,571	25,971,082
Lease modification	(	( 975,330)	-	-	-	-	(975,330)
Balance at end of year		<u>139,597,048</u>	<u>216,129,505</u>	<u>491,482,951</u>	<u>613,699,827</u>	<u>124,684,490</u>	<u>1,585,593,821</u>
Accumulated amortization							
Balance at beginning of year		70,286,189	308,227,213	115,260,660	395,821,471	38,275,844	927,871,377
Termination		-	(296,754,439)	(165,299,546)	(40,877,729)	-	(502,931,714)
Amortization for the year		23,103,620	53,202,955	57,700,613	20,118,112	46,103,077	200,228,377
Disposal		-	-	-	-	(52,164,121)	(52,164,121)
Translation adjustment		-	-	-	764,224	15,061,170	15,825,394
Balance at end of year		<u>93,389,809</u>	<u>64,675,729</u>	<u>7,661,727</u>	<u>375,826,078</u>	<u>47,275,970</u>	<u>588,829,313</u>
Carrying amount at December 31, 2024		<u>P 46,207,239</u>	<u>P 151,453,776</u>	<u>P 483,821,224</u>	<u>P 237,873,749</u>	<u>P 77,408,520</u>	<u>P 996,764,508</u>
<u>December 31, 2023</u>							
Cost							
Balance at beginning of year	P	140,572,378	P 326,740,266	P 199,052,259	P 465,401,794	P 71,235,714	P 1,203,002,411
Additions		-	104,523,688	-	137,985,020	17,080,000	259,588,708
Translation adjustment		-	14,452,174	-	31,792,474	-	46,244,648
Termination		-	(15,823,718)	-	-	(5,110,000)	(20,933,718)
Balance at end of year		<u>140,572,378</u>	<u>429,892,410</u>	<u>199,052,259</u>	<u>635,179,288</u>	<u>83,205,714</u>	<u>1,487,902,049</u>
Accumulated amortization							
Balance at beginning of year		46,857,459	307,141,795	113,009,519	313,697,600	26,095,844	806,802,217
Amortization for the year		23,428,730	2,456,962	2,251,141	58,160,438	17,290,000	103,587,271
Translation adjustment		-	14,452,174	-	23,963,433	-	38,415,607
Termination		-	(15,823,718)	-	-	(5,110,000)	(20,933,718)
Balance at end of year		<u>70,286,189</u>	<u>308,227,213</u>	<u>115,260,660</u>	<u>395,821,471</u>	<u>38,275,844</u>	<u>927,871,377</u>
Carrying amount at December 31, 2023		<u>P 70,286,189</u>	<u>P 121,665,197</u>	<u>P 83,791,599</u>	<u>P 239,357,817</u>	<u>P 44,929,870</u>	<u>P 560,030,672</u>

In 2024, 2023 and 2022, additional onerous lease provisions are recognized and is presented as part of Provisions under General and Administrative Expenses account in the consolidated statements of comprehensive income (see Notes 17.1 and 20).

Provision for dilapidations amounting to P9.1 million and P24.4 million was capitalized as part of ROUA in 2024 and 2023, respectively (see Note 17.2).

The amount of amortization is allocated as follows:

	Notes	2024	2023
Costs of goods sold	19, 23.2	P 100,896,464	P 18,714,962
Selling and distribution expenses	20	37,342,143	21,023,901
General and administrative expenses	20	61,989,770	63,848,408
		P 200,228,377	P 103,587,271

9.3 Lease Liabilities

Lease liabilities are presented in the consolidated statements of financial position as at December 31, 2024 and 2023 as follows:

	2024	2023
Current	P 232,830,824	P 164,031,838
Non-current	844,538,141	447,170,215
	P 1,077,368,965	P 611,202,053

The use of extension and termination options gives the Group added flexibility in the event it has identified more suitable premises in terms of cost and/or location or determined that it is advantageous to remain in a location beyond the original lease term. An option is only exercised when consistent with the Group's regional markets strategy and the economic benefits of exercising the option exceeds the expected overall cost.

The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities at December 31 is as follows:

	Within 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	More than 5 years	Total
December 31, 2024							
Lease liabilities	P 276,532,366	P 200,095,583	P 176,653,168	P 153,079,863	P 110,580,573	P 349,627,196	P 1,266,568,749
Finance charges	(43,701,542)	(35,250,229)	(32,244,089)	(25,076,290)	(19,216,632)	(33,711,002)	(189,199,784)
Net present values	P 232,830,824	P 164,845,354	P 144,409,079	P 128,003,573	P 91,363,941	P 315,916,194	P 1,077,368,965
December 31, 2023							
Lease liabilities	P 177,331,224	P 195,926,449	P 105,596,593	P 74,793,821	P 68,251,957	P 78,260,000	P 700,160,044
Finance charges	(13,299,386)	(37,629,422)	(14,225,863)	(10,415,118)	(7,088,202)	(6,300,000)	(88,957,991)
Net present values	P 164,031,838	P 158,297,027	P 91,370,730	P 64,378,703	P 61,163,755	P 71,960,000	P 611,202,053

9.4 Lease Payments Not Recognized as Liabilities

The Group has elected not to recognize a lease liability for short-term leases or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis.

The expenses relating to short-term leases and low-value assets in 2024 and 2023 is allocated as follows:

	Notes	2024	2023
Costs of goods sold	19	P 282,293,374	P 163,042,094
Selling and distribution expenses	20	24,763,976	46,602,302
General and administrative expenses	20	68,815,233	11,585,427
		<u>P 375,872,583</u>	<u>P 221,229,823</u>

The future minimum rentals payable of the Group arising from short-term leases amounted to P105.5 million and P71.0 million as of December 31, 2024 and 2023, respectively.

9.5 Additional Profit or Loss and Cash Flow Information

The total cash outflows in respect of lease liabilities amounted to P161.9 million, P216.5 million and P100.6 million in 2024, 2023 and 2022, respectively. Interest expense in relation to lease liabilities amounted to P38.0 million, P43.1 million and P47.8 million in 2024, 2023 and 2022, respectively, and is presented as part of Interest Expense account under the Costs and Expenses section of the consolidated statements of comprehensive income.

10. INTANGIBLE ASSETS

This account is composed of fully amortized trademarks with definite useful lives with cost amounting to P2.2 million as of December 31, 2024 and 2023, respectively, and trademarks and goodwill with indefinite useful lives with the following details:

	Note	2024	2023
Indefinite useful lives	2.8		
Trademarks – net		P 21,453,858,552	P 21,125,928,781
Goodwill		<u>10,238,954,154</u>	<u>9,859,886,210</u>
		<u>P 31,692,812,706</u>	<u>P 30,985,814,991</u>

The Group's trademarks include those that were acquired by EDI from Consolidated Distillers of the Far East, Inc. ("Condis"), a related party owned by certain stockholders of AGI, to manufacture and sell distilled spirits, particularly brandy, under the brand names "Emperador Brandy" and "Generoso Brandy". The Group also has another trademark for its flavored alcoholic beverage under the brand name "The BaR". In 2013, the Group registered another trademark under the brand name "Emperador Deluxe", which was introduced during the same year.

EUK's purchase of WMG Group in 2014 [see Note 1.1(g),(i),(j)] included the acquisition of trademarks amounting to P4.5 billion and P5.5 billion for "Jura" and "The Dalmore" (collectively, "WMG brands"), respectively, and the recognition of goodwill amounting to P7.7 billion in the consolidated financial statements.

BFS's purchase of the Fundador Business Unit in 2016 [see Note 1.1(l)] in Jerez included the acquisition of four trademarks amounting to P6.7 billion, namely "Fundador Brandy", "Terry Centenario Brandy", "Tres Cepas Brandy", and "Harveys" sherry wine (collectively, "Fundador brands") and tangible assets (mostly inventories and property, plant and equipment) amounting to P6.6 million; and the recognition of goodwill amounting to P1.5 billion in the consolidated financial statements.

The goodwill recognized from the foregoing acquisitions reflects the opportunity to strengthen the Group's position in the global drinks market, the synergies and economies of scale expected from combining the operations of the Group, WMG and Fundador Business Unit, and the value attributable to their respective workforce. The trademarks acquired have indefinite useful lives; hence, no amortization was recognized for these brands for the periods presented. The goodwill recognized is not deductible for income tax purposes.

For purposes of determining the goodwill [see Note 2.3(a)], the Group determined the fair value of the identified net assets as of October 31, 2014 and February 29, 2016 for WMG and Fundador Business Unit, respectively, as presented below.

	<u>WMG</u>	<u>Fundador Business Unit</u>
Cash consideration	P 30,272,934,983	P 14,718,366,134
Identifiable assets:		
Tangible assets	21,723,648,592	6,592,734,082
Intangible assets	9,972,144,142	6,662,974,698
Liabilities	(9,095,752,005)	-
Total identifiable assets	<u>22,600,040,729</u>	<u>13,255,708,780</u>
Goodwill at transaction date	<u>P 7,672,894,254</u>	<u>P 1,462,657,354</u>

The asset acquisitions from the Domecq and Garvey Acquisitions in 2017 by DBLC and CBSP, respectively [see Note 1.1(o) and (p)], included various trademarks with indefinite useful lives amounting to P3.5 billion. The trademarks acquired by DBLC include certain brands of Mexican brandies: "Presidente", "Azteca de Oro", "Don Pedro" and two Spanish brandies (collectively, "Domecq brands") while trademarks acquired by CBSP include "Garvey Brandy" and well-known sherries including "Fino San Patricio" and two liquors (collectively, "Grupo Garvey brands"). The consideration paid and the purchase price allocated to identifiable assets based on their individual relative fair values, as translated at exchange rate at transaction dates, are presented below.

	<u>Domecq Acquisition</u>	<u>Garvey Acquisition</u>
Tangible assets	P 1,702,112,882	P 1,554,825,243
Intangible assets	<u>3,123,564,000</u>	<u>332,598,228</u>
	4,825,676,882	1,887,423,471
Liabilities	<u>-</u>	(34,361,071)
	<u>P 4,825,676,882</u>	<u>P 1,853,062,400</u>

The composition of the intangible assets with indefinite useful lives as of December 31, 2024 is as follows:

	<u>2024</u>	<u>2023</u>
Goodwill breakdown:		
WMG	P 8,523,243,800	P 8,172,302,000
GES	<u>1,715,710,354</u>	<u>1,687,584,210</u>
	<u>10,238,954,154</u>	<u>9,859,886,210</u>
Trademarks with indefinite useful lives:		
WMG brands	10,488,494,146	10,057,460,140
Fundador and other brands	7,815,561,063	7,687,438,148
Domecq brands	3,055,114,932	3,287,894,338
Grupo Garvey brands - net	<u>94,688,411</u>	<u>93,136,155</u>
	<u>21,453,858,552</u>	<u>21,125,928,781</u>
	<u>P 31,692,812,706</u>	<u>P 30,985,814,991</u>

A reconciliation of the carrying amounts of intangible assets with indefinite useful lives at the beginning and end of 2024 and 2023 is shown below.

	<u>Goodwill</u>	<u>Trademarks</u>	<u>Total</u>
Balance at January 1, 2024	P 9,859,886,210	P 21,125,928,781	P 30,985,814,991
Translation adjustments	<u>379,067,944</u>	<u>327,929,771</u>	<u>706,997,715</u>
Balance at December 31, 2024	<u>P10,238,954,154</u>	<u>P21,453,858,552</u>	<u>P 31,692,812,706</u>
Balance at January 1, 2023	P 9,526,228,590	P 20,103,888,129	P 29,630,116,719
Translation adjustments	<u>333,657,620</u>	<u>1,022,040,652</u>	<u>1,355,698,272</u>
Balance at December 31, 2023	<u>P 9,859,886,210</u>	<u>P 21,125,928,781</u>	<u>P 30,985,814,991</u>

The Group has fully amortized trademarks with definite useful lives as of December 31, 2024 and 2023. The Group recognized amortization expense from trademarks with definite useful lives amounting to P0.5 million and P1.6 million in 2023 and 2022, respectively, (nil in 2024) (see Note 20).

The “Emperador Deluxe”, “The BaR”, and “Emperador Brandy” and “Generoso Brandy” trademarks were fully amortized since 2023, 2018 and 2017, respectively.

The Group monitors goodwill and trademarks with indefinite useful lives on the cash generating units to which these assets were allocated. An analysis of how the value-in-use of each of the cash generating units to which these assets were allocated is presented in the succeeding page (amounts in billions of pesos).

	2024				2023			
	Allocated Intangible Assets*	Value in Use	Terminal Growth Rate	Discount Rate	Allocated Intangible Assets*	Value in Use	Terminal Growth Rate	Discount Rate
Goodwill:								
WMG	P 8.52	P 17.56	4.57%	7.98%	P 8.17	P 36.34	3.54%	7.70%
GES	1.72	15.51	3.40%	6.57%	1.69	18.11	3.40%	6.21%
Trademarks with indefinite lives:								
WMG brands	10.49	117.01	4.57%	7.98%	10.06	237.17	3.54%	7.70%
Fundador brands	7.82	20.82	3.40%	6.57%	7.69	16.95	3.40%	6.21%
Domecq brands	3.06	3.99	1.50%	4.50%	3.29	3.99	1.50%	4.50%
Grupo Garvey brands**	0.09	0.10	0.50%	7.65%	0.09	0.10	0.50%	7.65%

* Amounts are translated at closing rates as of the end of the reporting periods in accordance with PAS 21, The Effects of Changes in Foreign Exchange Rates.

** Management believes that, after the impairment provided for Grupo Garvey brands in 2019, the value-in-use as of December 31, 2024 and 2023 approximates its carrying value.

The value-in-use of each group of cash generating unit was determined using cash flow projections for five years, and extrapolating cash flows beyond the projection period using a perpetual terminal growth rate. The discount rates and growth rates are the key assumptions used by management in determining the value-in-use of the cash generating units.

Management believes that both the goodwill and trademarks, except for certain trademarks identified above, are not impaired as of December 31, 2024 and 2023 as the Group's products that carry such brands and trademarks are performing very well in the market; hence, no impairment is necessary to be recognized in the periods presented.

No trademarks have been pledged as security for liabilities.

11. OTHER ASSETS

11.1 Prepayments and Other Current Assets

This account is composed of the following:

	2024	2023
Prepaid taxes	P 2,079,544,002	P 1,770,166,012
Prepaid expenses	853,342,059	1,071,452,939
Deferred input VAT	76,935,282	163,328,227
Refundable security deposits	6,767,203	16,439,451
Others	152,582,410	77,846,964
	P 3,169,170,956	P 3,099,233,593

Prepaid taxes pertain to payments made by the Group for the withholding taxes and other government-related obligations. It also includes purchase of labels and advance payment of excise tax for both the local production and importation of alcoholic beverage products.

Prepaid expenses include prepayments of rentals, insurance and general prepayments.

11.2 Other Non-current Assets

This account is composed of the following:

	Note	2024	2023
Advances to suppliers		P 76,327,239	P 19,022,978
Refundable security deposits	23.2	45,885,833	40,479,622
Deferred input VAT		17,030,424	17,437,970
Others		17,582,500	21,117,315
		P 156,825,996	P 98,057,885

In 2016, the Group purchased from one of its property lessors an outstanding mortgage debt on one of the Group's leased properties. The purchased mortgage asset entitled the Group to full security over the leased property and to the monthly interest payments from the property lessor. However, the Group remained as lessee over the property; hence, it was still required to make monthly lease payments to the property lessor until 2036. Following the adoption of PFRS 16 in 2019, the Group recognized ROUA and lease liabilities from this leased property (see Notes 9.2 and 9.3).

In 2022, the property mortgage receivable was reversed upon the Group's acquisition of the subject property, which was classified as part of Buildings and improvements under Property, Plant and Equipment in the 2022 consolidated statement of financial position (see Note 9.1), and the related ROUA and lease liabilities were also derecognized. The resulting gain on lease termination is presented as part of Other income – net under Revenues and Other Income in the 2022 consolidated statement of comprehensive income (see Notes 9.2, 18 and 31.2).

Refundable security deposits were paid by the Group to various lessors for lease agreements covering certain office spaces, manufacturing facilities and storage tanks for raw materials.

12. INVESTMENT IN A JOINT VENTURE

On February 2, 2014, GES entered into an agreement with Gonzales Byass, S.A. ("Gonzalez"), for the joint control of BLC for 50% equity interest for each venturer. The 50% participation cost of P3.7 billion is based on the fair valuation of the assets. An amount withdrawn from this investment of P858.4 million was used by the Group as part of the 50% capitalization of DBLC in 2017.

BLC was incorporated on March 19, 2013. Its primary business consists of the planting and growing of wine grapes and the exploitation of vineyards, the production, ageing and preparation of wines and vinegars; the production of alcohol; the production, preparation and ageing of brandy, aguardientes, compounds, liquors and in general, all kinds of spirits.

As of December 31, 2024 and 2023, the carrying amount of the investment in a joint venture, which is accounted for under the equity method (see Note 2.3) in these consolidated financial statements, are as follows:

	<u>2024</u>	<u>2023</u>
Acquisition costs	<u>P 2,845,367,065</u>	<u>P 2,845,367,065</u>
Accumulated share in net profit:		
Balance at beginning of year	659,025,708	434,304,054
Share in net profit for the year	<u>77,607,480</u>	<u>111,644,188</u>
Balance at end of year	<u>736,633,188</u>	<u>545,948,242</u>
Translation gain	<u>58,406,055</u>	<u>113,077,466</u>
	<u>P 3,640,406,308</u>	<u>P 3,504,392,773</u>

The share in net profit is recorded as Equity in net profit of joint venture in the Revenues and Other Income section of the consolidated statements of comprehensive income (see Note 18).

The summarized financial information of the joint venture as of December 31, 2024 and 2023 and for the years then ended are as follows (in thousands):

	<u>2024</u>	<u>2023</u>
Cash and cash equivalents	<u>P 207,988</u>	<u>P 85,163</u>
Trade and other receivables	<u>632,258</u>	<u>685,289</u>
Financial assets	<u>P 840,246</u>	<u>P 770,452</u>
Current assets	<u>P 1,854,202</u>	<u>P 1,642,671</u>
Non-current assets	<u>2,005,060</u>	<u>1,997,943</u>
Total assets	<u>P 3,859,262</u>	<u>P 3,640,614</u>
Current financial liabilities (excluding tax payables and provisions)	<u>P 386,628</u>	<u>P 52,475</u>
Non-current financial liabilities	<u>232</u>	<u>2,229</u>
Financial liabilities	<u>P 386,860</u>	<u>P 54,704</u>
Current liabilities	<u>P 672,916</u>	<u>P 439,855</u>
Non-current liabilities	<u>232</u>	<u>2,229</u>
Total liabilities	<u>P 673,148</u>	<u>P 442,084</u>
Revenues	<u>P 1,677,592</u>	<u>P 1,515,214</u>
Depreciation and amortization	<u>P 31,552</u>	<u>P 32,516</u>
Net profit for the year	<u>P 155,208</u>	<u>P 223,288</u>

A reconciliation of the above summarized financial information to the carrying amount of the investment in BLC is shown below (in thousands):

	<u>2024</u>	<u>2023</u>
Net assets of BLC	P 3,186,114	P 3,198,530
Proportion of ownership interest by the Group	<u>50.0%</u>	<u>50.0%</u>
Ownership share of the Group in net assets of BLC	1,593,057	1,599,265
Fair value and translation adjustments	<u>2,047,349</u>	<u>1,905,128</u>
Carrying amount of investment	<u>P 3,640,406</u>	<u>P 3,504,393</u>

The Group has no commitments or other contingent liabilities with regard to this joint venture or has assessed that the probability of loss that may arise from contingent liabilities is remote.

13. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

Non-current assets classified as held for sale consisted of land and buildings called as “Complejo Bellavista” and “Cerro Viejo Vineyards” previously occupied by a business unit and classified under property, plant and equipment that the Group has discontinued use and, on December 27, 2020, management approved their sale through the signed letter of intent with a related party under common ownership. The letter of intent stated that the assets would be sold at a purchase price of €16.6 million (equivalent to P994.9 million), which was equivalent to the net book value of the property, at any time from the date of signature of the letter of intent until three years after COVID-19 pandemic had ended. On December 27, 2022, the parties renewed their commitment and the term to complete the sale and purchase of properties was set until December 31, 2023. In 2023, the sale did not materialize due to change in business plans in the use of the assets (see Note 23.9). Consequently, the related assets are reclassified back as part of Property, Plant and Equipment, and adjusted for the amount of depreciation expense that would have been recognized had the asset not been classified as held for sale, which is lower than the recoverable amount at the date of subsequent decision not to sell [see Note 3.1(f)].

The carrying value of these assets immediately prior to their classification as held for sale is lower than their fair value less cost to sell. Accordingly, the Group did not recognize any loss in connection with the reclassification of the assets as held for sale. There were also no revenues recognized in 2023, 2022 and 2021 that were associated with the assets.

Depreciation expense amounting to €1.0 million (approximately P58.5 million) was incurred prior to reclassification of the assets on December 27, 2020. In 2023, the depreciation adjustment amounted to P56.1 million and is presented as part of General and Administrative Expenses account in the 2023 consolidated statement of comprehensive income (see Note 20).

14. INTEREST-BEARING LOANS

The composition of the Group's outstanding foreign bank loans is shown below [see Note 2.5(b)(ii)].

	<u>2024</u>	[As Restated – see Note 2.1(d)] <u>2023</u>
Current	P 679,108,834	P 900,555,535
Non-current	<u>32,753,446,587</u>	<u>25,066,748,570</u>
	<u>P 33,432,555,421</u>	<u>P 25,967,304,105</u>

The summarized terms and conditions of each availed loan as at December 31, 2024 and 2023 are as follows:

<u>Outstanding Balance</u>		<u>Explanatory Notes</u>	<u>Interest Rate</u>	<u>Security</u>	<u>Maturity date</u>
<u>2024</u>	<u>2023</u>				
P 18,909,997,520	P 18,600,000,161	(a)	Margin of 0.825% plus EURIBOR	Unsecured	2028
13,506,215,085	5,881,165,150	(b)	0.8% over SONIA	Secured	2026 to 2028
<u>1,016,342,816</u>	<u>1,486,138,794</u>	(c)	Fixed at 1.6%	Unsecured	2027
<u>P 33,432,555,421</u>	<u>P 25,967,304,105</u>				

- (a) In 2023, EIL obtained a €310.0 million unsecured five-year bank loan from a syndicate of foreign financial institutions to pay the balance of its existing loan obtained in 2019. The loan is payable in full at maturity and so is presented under the Non-current Liabilities section of the consolidated statements of financial position.
- (b) WMG has an existing asset-based-lending facility with a foreign bank up to April 2028, where it had drawn down P7.5 billion, P5.4 billion and P1.4 billion in 2024, 2023 and 2022, respectively. The loan is secured by way of floating charge against WMG's inventories. The interest and the principal can be paid anytime up to, or balloon payment at maturity, and WMG has made payments during each year.
- (c) In 2017, DBLC assumed from BLC unsecured, interest-bearing and foreign-currency-denominated loans totalling P3.0 billion from certain financial institutions relating to Domecq Acquisition (see Note 10). In 2024, 2023, 2022 and 2018, DBLC acquired additional loans amounting to P406.2 million, P464.5 million, P467.9 million and P0.1 million, respectively. In 2024, 2023 and 2022, DBLC paid portion of the loans amounting to P900.8 million, P543.5 million and P636.5 million, respectively.

In 2023, PAI fully paid a short-term unsecured, interest-bearing revolving loan obtained from a local commercial bank at a total amount of P400.0 million for working capital purposes.

Interest expense on loans for 2024, 2023 and 2022 amounted to P1.6 billion, P1.3 billion and P292.8 million, respectively, and is presented as part of Interest Expense account under the Costs and Expenses section of the consolidated statements of comprehensive income.

Accrued interest payable as of December 31, 2024 and 2023 amounted to P92.2 million and P94.5 million, respectively, and presented as part of Accrued expenses under the Trade and Other Payables account in the consolidated statements of financial position (see Note 16).

The Group complied with the financial and non-financial covenants on these loans and borrowings as of December 31, 2024 and 2023.

15. EQUITY-LINKED DEBT SECURITIES

On November 7, 2014, EMI, as the Issuer, entered into a subscription agreement with Arran Investment Private Limited (“Arran” or “the Holder”) for the issuance of 1.1 billion common shares at a total subscription price of P12.3 billion (see Note 24.1) and an ELS amounting to P5.3 billion (“Issue Price”). The shares and the ELS were issued on December 4, 2014 (“Issue Date”). The ELS may be converted into a fixed number of common shares (“Conversion Shares”).

The ELS bore fixed interest rate compounded annually, which the parties formally agreed to remove on June 15, 2017. The Accrued Interest Payable amounting to P832.3 million was applied as consideration for 122,391,176 common shares (“Accrued Interest Shares”) (see Note 24.1).

On December 23, 2019, the parties formally agreed to the following amendments:

- (a) The Holder was given the right to request conversion of:
 - (i) P1,836,250,000 into 253,275,862 shares, which should come from the Parent Company’s treasury shares (“Tranche 1 Conversion Shares”) (“Tranche 1 Conversion”); and,
 - (ii) P3,443,750,000 into 475,000,000 shares (“Tranche 2 Shares”) (“Tranche 2 Conversion”).
- (b) The Holder was allowed to transfer the ELS to an affiliate of EMI.

On February 5, 2020, the Holder exercised its right to Tranche 1 Conversion. Pursuant to this conversion (see Note 24.2), the Group also reclassified a portion of the Conversion Options amounting to P47.7 million to APIC in 2020 (see Note 2.17).

On December 3, 2021, the Holder exercised its right to Tranche 2 Conversion. Pursuant to this, EMI derecognized the financial liability component of the ELS and recognized an equity component amounting to P3.4 billion, which is presented as Deposit for Future Stock Subscription – Equity-linked Securities under the Equity section of the consolidated statements of financial position (see Note 2.17).

EMI and the Holder mutually agreed to several conversion periods, which was last agreed to be until February 12, 2025 [subsequently, August 12, 2025 as of this report date (see Note 32)] or such other date as may be mutually agreed in writing between the Holder and EMI. Upon the actual conversion, EMI will reclassify the remaining portion of the Conversion Options amounting to P88.5 million to APIC (see Note 2.17).

The ELS also bears variable interest in an amount equal to the dividend rate applied to the number of Conversion Shares and at same time as when dividends were paid to stockholders. In 2023, EMI and Arran formally agreed and clarified the continuation of Variable Interest on the Tranche 2 Shares effective until end of conversion period or the issuance of the Tranche 2 Shares, whichever comes earlier.

Variable Interest amounting to P114.0 million and P137.8 million were respectively incurred in 2024 and 2023 (no declaration in 2022) and are presented as part of Cash Dividends Declared and Paid in the 2024 and 2023 consolidated statements of changes in equity.

There were no related collaterals on the ELS.

16. TRADE AND OTHER PAYABLES

The breakdown of this account is as follows [see Note 2.5(b)(ii)]:

	Notes	2024	2023
Trade payables	23.1, 23.2(a)	P 9,702,013,952	P 7,669,062,776
Accrued expenses	14, 23.2(b)	6,541,933,839	10,834,307,832
Output VAT payable		822,803,768	887,752,755
Withholding tax payable		2,956,689	-
Others		87,986,809	329,500,811
		<u>P 17,157,695,057</u>	<u>P 19,720,624,174</u>

Trade payables arise mostly from purchases of raw materials such as alcohol, molasses, flavorings and other supplies.

Accrued expenses significantly include various accruals relating to interest on interest-bearing loans, marketing, operations, and other activities. The accrued interest is expected to be paid subsequently based on the scheduled interest payment date (see Note 14).

17. PROVISIONS

The breakdown of this account as of December 31, 2024 and 2023 is as follows:

	Onerous Lease (see Note 17.1)	Dilapidations (see Note 17.2)	Total
Balance at January 1, 2024	P 93,790,900	P 212,403,870	P 306,194,770
Reversal of provisions	(152,859,445)	(27,605,753)	(180,465,198)
Reclassification to lease liabilities	57,033,148	-	57,033,148
Additional provisions	36,707,116	9,103,036	45,810,152
Utilized amounts	(34,671,719)	(13,034,743)	(47,706,462)
Balance at December 31, 2024	<u>P -</u>	<u>P 180,866,410</u>	<u>P 180,866,410</u>

	Onerous Lease (see Note 17.1)	Dilapidations (see Note 17.2)	Total
Balance at January 1, 2023	P 62,872,465	P 189,335,367	P 252,207,832
Additional provisions	34,159,365	24,430,748	58,590,113
Utilized amounts	(<u>3,240,930</u>)	(<u>1,362,245</u>)	(<u>4,603,175</u>)
Balance at December 31, 2023	<u>P 93,790,900</u>	<u>P 212,403,870</u>	<u>P 306,194,770</u>

17.1 Provision for Onerous Lease

WML has existing non-cancellable lease agreements on leasehold properties located in Glasgow and Edinburgh, Scotland, covering manufacturing plant facilities, buildings and parking spaces, which are vacant or subleased at a discount. The provisions take account of current market conditions, expected future vacant periods, expected future sublet benefits and are calculated by discounting expected net cash outflows on a pre-tax basis over the remaining period of the lease, which as of December 31, 2024 and 2023, is between one to five years and one to six years, respectively.

In 2024, the provision relating to the leasehold properties located in Edinburgh, Scotland was reversed upon surrendering one of its units to the lessor. Consequently, the Group reclassified against lease liabilities the future subtenant rent receivables under the onerous lease amounting to P57.0 million. There was no similar transaction in 2023.

In 2024, 2023 and 2022, the Group recognized additional provision amounting to P36.7 million, P34.2 million and P41.1 million, respectively [see Note 3.2(j)]. The additional provision is presented as Provisions under General and Administrative Expenses account in the consolidated statements of comprehensive income since the related ROUA were fully impaired as of December 31, 2024 and 2023 (see Notes 9.2 and 20).

17.2 Provision for Dilapidations

WML is a party to lease agreements for properties located in Glasgow and Edinburgh, Scotland, which provide for tenant repairing clauses. The lease agreements require the Group to restore the leased properties to a specified condition at the end of the lease term in 2029. A provision was recognized for the present value of the costs to be incurred for the restoration of the leased properties. Additional provisions are capitalized as part of ROUA in 2024 and 2023 (see Note 9.2).

In 2024, the provision for dilapidations relating to the surrender of one of the units in the leasehold properties located in Edinburgh, Scotland was also reversed (see Note 17.1). There was no similar transaction in 2023.

18. REVENUES AND OTHER INCOME

The details of revenues and other income are shown below.

	Notes	2024	2023	2022
Sale of goods and services	2.10	P 60,743,035,490	P 64,498,870,885	P 60,671,033,945
Others:				
Interest income	5, 21.3	293,267,490	400,254,627	141,756,928
Equity in net profit of joint venture	12	77,607,480	111,644,188	113,970,450
Unrealized foreign currency gains – net		148,715,443	-	989,702,796
Other income – net	6, 7, 9.1 23.6	383,026,680	632,991,374	850,606,250
		902,617,093	1,144,890,189	2,096,036,424
		P 61,645,652,583	P 65,643,761,074	P 62,767,070,369

19. COSTS OF GOODS SOLD

The details of costs of goods sold for the years ended December 31, 2024, 2023 and 2022 are shown below.

	Notes	2024	2023	2022
Finished goods at beginning of year	8	P 9,081,462,012	P 7,144,431,089	P 5,574,742,812
Finished goods purchased	23.1	2,348,869,536	3,120,744,509	2,532,488,773
Costs of goods manufactured				
Raw and packaging materials at beginning of year	8	6,759,911,956	6,555,198,631	4,209,746,983
Net raw material purchases during the year	23.1	34,055,602,679	40,378,613,757	37,564,990,740
Raw and packaging materials at end of year	8	(5,795,561,301)	(6,759,911,956)	(6,555,198,631)
Raw materials used during the year		35,019,953,334	40,173,900,432	35,219,539,092
Work-in-process at beginning of year	8	30,562,603,015	25,603,632,966	24,255,660,910
Direct labor	21.1	1,966,970,268	1,908,522,779	1,599,672,660
Manufacturing overhead:				
Depreciation and amortization	9.1, 9.2, 23.2	1,143,716,062	1,048,457,265	1,218,919,338
Taxes and licenses		591,212,673	534,473,819	354,562,526
Repairs and maintenance		425,077,380	523,610,200	431,130,827
Communication, light and water		360,759,744	386,091,428	551,953,927
Outside services	23.6	316,852,635	362,140,147	319,568,784
Labor	21.1	284,704,907	276,378,513	239,301,197
Rentals	9.4, 23.2	282,293,374	163,042,094	179,002,426
Fuel and lubricants		241,745,409	339,579,578	510,611,788
Impairment losses	8	231,007,592	54,588,118	51,509,158
Transportation		187,910,012	53,386,002	84,488,511
Commission		117,239,752	167,987,820	132,760,500
Meals		109,256,496	45,270,003	44,487,066
Gasoline and oil		96,830,003	59,474,337	60,521,652
Balance carried forward		P 71,938,132,656	P 71,700,535,501	P 65,253,690,362

	Note	2024	2023	2022
<i>Balance brought forward</i>		P 71,938,132,656	P 71,700,535,501	P 65,253,690,362
Insurance		89,912,171	62,275,991	61,223,282
Consumables and supplies		58,931,745	168,155,858	211,353,831
Waste disposal		37,256,419	41,064,647	73,552,868
Miscellaneous		1,431,472,311	753,025,721	612,186,392
Work-in-process at end of year	8	(35,158,144,734)	(30,562,603,015)	(25,603,632,966)
		<u>38,397,560,568</u>	<u>42,162,454,703</u>	<u>40,578,373,769</u>
Finished goods at end of year	8	(7,868,886,598)	(9,081,462,012)	(7,144,431,089)
		<u>P 41,959,005,518</u>	<u>P 43,346,168,289</u>	<u>P 41,541,174,265</u>

20. OTHER OPERATING EXPENSES

The details of other operating expenses are shown below.

	Notes	2024	2023	2022
Advertising and promotions		P 4,569,185,306	P 3,984,658,903	P 3,657,157,560
Salaries and employee benefits	21.1	2,394,781,859	2,367,825,882	1,924,975,169
Professional fees and outside services		546,262,745	581,728,814	636,031,839
Travel and transportation		516,446,543	532,616,404	437,492,251
Depreciation and amortization	9.1, 9.2, 13, 23.2	421,205,526	405,468,543	265,675,149
Freight and handling		319,405,736	477,553,250	491,265,922
Representation		167,278,490	224,433,322	180,616,284
Taxes and licenses		122,098,132	60,907,959	126,188,743
Rentals	9.4, 23.2	93,579,209	58,187,729	48,775,747
Impairment losses on financial assets	6	90,953,844	120,264,334	7,462,310
Repairs and maintenance		80,496,656	130,757,757	125,068,566
Other services		59,975,204	55,580,481	143,953,103
Supplies		58,937,628	64,813,081	59,024,047
Provisions	17.1	36,707,116	34,159,365	41,117,103
Communication, light and water		36,554,385	39,303,618	32,841,938
Fuel and oil		36,528,786	75,723,111	106,330,378
Insurance		25,195,101	51,624,349	41,109,267
Meals		13,830,105	23,833,707	21,542,293
Amortization of trademarks	10	-	538,464	1,615,392
Impairment losses on inventories	8	-	-	162,489,934
Others		<u>261,935,360</u>	<u>490,536,474</u>	<u>325,522,230</u>
		<u>P 9,851,357,731</u>	<u>P 9,780,515,547</u>	<u>P 8,836,255,225</u>

Others include royalty fees, subscription and association dues, postal services and other incidental expenses under the ordinary course of business.

These expenses are classified in profit or loss in the consolidated statements of comprehensive income as follows:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Selling and distribution expenses	P 7,151,983,463	P 6,758,279,313	P 6,205,108,294
General and administrative expenses	<u>2,699,374,268</u>	<u>3,022,236,234</u>	<u>2,631,146,931</u>
	<u>P 9,851,357,731</u>	<u>P 9,780,515,547</u>	<u>P 8,836,255,225</u>

21. EMPLOYEE BENEFITS

21.1 Salaries and Employee Benefits Expense

The expenses recognized for salaries and employee benefits are summarized below.

	<u>Notes</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Salaries and wages		P 4,182,385,289	P 3,816,782,498	P 3,168,150,371
Post-employment defined contribution		387,774,759	326,760,138	255,534,650
Social security costs		328,965,201	280,627,234	230,517,804
Share options	21.2, 24.4	86,961,825	58,522,404	76,418,422
Post-employment defined benefit	21.3	38,039,933	31,610,481	39,385,934
Other short-term benefits		<u>348,042,591</u>	<u>672,308,719</u>	<u>512,976,239</u>
	19, 20	<u>P 5,372,169,598</u>	<u>P 5,186,611,474</u>	<u>P 4,282,983,420</u>

Other short-term benefits represent other employee benefits that were incurred during the reporting periods in which the employees render the related service.

The amount of salaries and employee benefits expense is allocated as follows:

	<u>Notes</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Costs of goods sold (inventoriable costs)	19	P 2,251,675,175	P 2,184,901,292	P 1,838,973,857
Selling and distribution expenses	20	1,408,851,630	1,304,831,928	1,076,572,376
General and administrative expenses	20	<u>985,930,229</u>	<u>1,062,993,954</u>	<u>848,402,793</u>
		4,646,457,034	4,552,727,174	3,763,949,026
Capitalized as part of work-in-process inventories	8	<u>725,712,564</u>	<u>633,884,300</u>	<u>519,034,394</u>
		<u>P 5,372,169,598</u>	<u>P 5,186,611,474</u>	<u>P 4,282,983,420</u>

In 2024, 2023 and 2022, salaries and wages, post-employment benefits and other short-term benefits totaling P725.7 million, P633.9 million and P519.0 million, respectively, were capitalized to form part of the work-in-process inventory (see Note 8). Such capitalized amount represents salaries and employee benefits of personnel directly involved in the production of whisky.

21.2 Employee Share Option

Employee share option expense, included as part of Salaries and employee benefits expense under the General and Administrative Expenses account in the consolidated statements of comprehensive income, amounted to P87.0 million, P58.5 million and P76.4 million in 2024, 2023 and 2022, respectively, while the corresponding cumulative credit to Share Options Outstanding account was presented under the Equity section of the consolidated statements of financial position (see Note 24.4).

21.3 Post-employment Defined Benefit Plan

(a) Characteristics of the Defined Benefit Plan

Except for GES, which provides employee benefits through a defined contribution plan, the Group maintains a funded, tax-qualified, noncontributory retirement benefit plan which is being administered by a trustee bank that is legally separated from the Group.

The post-employment plan covers all regular full-time employees of EDI, AWGI, TEI, PAI and certain employees of WMG, and provides a retirement benefit ranging from 85% to 150% of plan salary for every year of credited service.

The normal retirement age is 60 with a minimum of five years of credited service. The plan provides for an early retirement at the age of 50 with a minimum of ten years of credited service and likewise a late retirement age that is not beyond 65, with a minimum of five years of credited service both subject to the approval of the Parent Company's BOD.

(b) Explanation of Amounts Presented in the Consolidated Financial Statements

Actuarial valuations are made regularly to update the post-employment benefit costs and the amount of contributions. All amounts presented below and in the succeeding pages are based on the actuarial valuation reports obtained from independent actuaries.

The amounts of retirement benefit asset recognized in the consolidated statements of financial position are determined as follows:

	<u>2024</u>	<u>2023</u>
Fair value of plan assets	P 9,920,237,274	P 10,375,850,622
Present value of the obligation	(9,480,044,847)	(10,134,533,425)
	<u>P 440,192,427</u>	<u>P 241,317,197</u>

The movements in the present value of the retirement benefit obligation recognized in the books are as follows:

	<u>2024</u>	<u>2023</u>
Balance at beginning of year	P 10,134,533,425	P 9,248,560,136
Benefits paid	(510,896,922)	(486,139,743)
Interest expense	470,292,168	450,109,565
Foreign exchange adjustment	416,853,000	400,434,000
Current service costs	38,039,933	31,610,481
Remeasurements –		
Actuarial losses (gains)		
arising from:		
Changes in financial assumptions	(1,065,562,672)	287,757,680
Changes in demographic assumptions	(26,107,990)	(328,060,840)
Experience adjustments	<u>22,893,905</u>	<u>530,262,146</u>
Balance at end of year	<u>P 9,480,044,847</u>	<u>P 10,134,533,425</u>

The movements in the fair value of plan assets are presented below.

	<u>2024</u>	<u>2023</u>
Balance at beginning of year	P 10,375,850,622	P 9,748,643,491
Return (loss) on plan assets (excluding amounts included in net interest)	(878,310,956)	202,461,359
Benefits paid	(507,322,666)	(481,002,500)
Interest income	476,079,308	467,886,533
Foreign exchange adjustment	444,168,250	436,009,089
Contributions to the plan	<u>9,772,716</u>	<u>1,852,650</u>
Balance at end of year	<u>P 9,920,237,274</u>	<u>P 10,375,850,622</u>

The net effect of the foreign exchange adjustment in the present value of the retirement obligation and the fair value of plan assets amounted to P27.3 million in 2024 and P35.6 million in 2023.

The composition and the fair value of plan assets as at December 31, 2024 and 2023 by category and risk characteristics are shown below.

	<u>2024</u>	<u>2023</u>
Cash and cash equivalents	P 89,175,267	P 93,279,060
Quoted equity securities	4,272,470,364	4,468,176,822
Diversified growth fund	<u>634,135,232</u>	<u>663,317,760</u>
	<u>4,906,605,596</u>	<u>5,131,494,582</u>
Debt securities:		
Corporate bonds	1,932,130,785	2,021,046,300
Liability driven instrument	1,783,505,340	1,865,581,200
Index-linked gilts	<u>733,218,862</u>	<u>766,961,160</u>
	<u>4,448,854,987</u>	<u>4,653,588,660</u>
Property	<u>475,601,424</u>	<u>497,488,320</u>
	<u>P 9,920,237,274</u>	<u>P 10,375,850,622</u>

Other than the fair value of property investment, which is classified as Level 3 in the fair value hierarchy, the fair values of the above quoted securities and instruments are determined based on quoted market prices in active markets; hence, classified as Level 1 in the fair value hierarchy.

Plan assets do not comprise any of the financial instruments of the Group or its related parties, or any of its assets occupied and/or used in its operations.

The components of amounts recognized in profit or loss and other comprehensive income or loss in respect of the retirement benefit asset (obligation) are as follows:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
<i>Reported in profit or loss:</i>			
Current service costs	P 38,039,933	P 31,610,481	P 39,385,934
Net interest income	<u>(5,787,140)</u>	<u>(17,776,968)</u>	<u>(5,542,974)</u>
	<u>P 32,252,793</u>	<u>P 13,833,513</u>	<u>P 33,842,960</u>
<i>Reported in other comprehensive income or loss:</i>			
Return (loss) on plan assets (excluding amount included in net interest)	(P 878,310,956)	P 202,461,359	(6,151,234,894)
Actuarial gains (losses) arising from:			
Changes in financial assumptions	1,065,562,672	(287,757,680)	6,067,894,002
Changes in demographic assumptions	26,107,990	328,060,840	(562,214,687)
Experience adjustments	<u>(22,893,905)</u>	<u>(530,262,146)</u>	<u>205,205,974</u>
	<u>P 190,465,801</u>	<u>(P 287,497,627)</u>	<u>(P 440,349,605)</u>

The amounts of post-employment benefits expense recognized in profit or loss are presented as part of General and Administrative Expenses for current service costs and as part of either Interest Expense or Interest income under the Revenues and Other Income sections for net interest income of the consolidated statements of comprehensive income (see Note 18).

Amounts recognized in other comprehensive income or loss were included within items that will not be reclassified subsequently to profit or loss.

In determining the amounts of the retirement benefit obligation, the following actuarial assumptions were used:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Discount rate	5.40%-6.09%	6.08%-6.12%	7.00%-7.50%
Expected rate of salary increase	3.30%-5.00%	4.00%-5.00%	5.00%-6.00%

Assumptions regarding future mortality are based on published statistics and mortality tables. The average remaining working life of an individual retiring at the age of 60 is 22 years for both males and females. These assumptions were developed by management with the assistance of independent actuaries. Discount factors are determined close to the end of each reporting period by reference to the interest rates of zero coupon government bonds with terms to maturity approximating to the terms of the retirement benefit obligation. Other assumptions are based on current actuarial benchmarks and management's historical experience.

(c) *Risks Associated with the Retirement Benefit Obligation*

The Group is exposed to actuarial risks such as interest rate risk, longevity risk and salary risk.

(i) *Investment and Interest Rate Risks*

The present value of the defined benefit obligation is calculated using a discount rate determined by reference to market yields of government bonds. Generally, a decrease in the interest rate of reference government bonds will increase the retirement benefit obligation. However, this will be partially offset by an increase in the return on the plan's investments in debt securities and if the return on plan asset falls below this rate, it will create a deficit in the plan. Currently, the plan has relatively balanced investment in equity securities and debt securities. Due to the long-term nature of the plan obligation, a level of continuing debt and equity investments is an appropriate element of the Group's long-term strategy to manage the plan efficiently.

(ii) *Longevity and Salary Risks*

The present value of the defined benefit obligation is calculated by reference to the best estimate of the mortality of the participants during their employment and to their future salaries. Consequently, increases in the life expectancy and salary of the participants will result in an increase in the retirement benefit obligation.

(d) *Other Information*

The information on the sensitivity analysis for certain significant actuarial assumptions and the timing and uncertainty of future cash flows related to the retirement plan are described below.

(i) *Sensitivity Analysis*

The following table summarizes the effects of changes in the significant actuarial assumptions used in the determination of the retirement benefit obligation as of the end of the reporting periods:

	Impact on Retirement Benefit Obligation		
	Change in Assumption	Increase in Assumption	Decrease in Assumption
<u>December 31, 2024</u>			
Discount rate	+0.25%/-0.25%	(P 652,460,721)	P 726,838,466
Salary growth rate	+1.00%/-1.00%	208,609,253	(200,734,409)
<u>December 31, 2023</u>			
Discount rate	+0.25%/-0.25%	(P 692,010,626)	P 700,131,690
Salary growth rate	+1.00%/-1.00%	206,011,064	(114,163,919)

The sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. This analysis may not be representative of the actual change in the retirement benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the retirement benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the retirement benefit obligation recognized in the consolidated statements of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

(ii) *Asset-liability Matching Strategies*

To efficiently manage the retirement plan, the Group through its Management Committee, ensures that the investment positions are managed in accordance with its asset-liability matching strategy to achieve that long-term investments are in line with the obligations under the retirement scheme. This strategy aims to match the plan assets to the retirement obligations by investing in long-term fixed interest securities (i.e., quoted equity securities and corporate bonds) with maturities that match the benefit payments as they fall due and in the appropriate currency. The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the retirement obligations.

In view of this, investments are made in reasonably diversified portfolio, such that the failure of any single investment would not have a material impact on the overall level of assets. A large portion of the plan assets as at December 31, 2024 and 2023 consists of quoted equity securities, corporate bonds and other instruments, although the Group also invests in funds.

The expected maturity of undiscounted expected benefits payments within 10 years is as follows:

	<u>2024</u>	<u>2023</u>
Within one year	P 436,571,774	P 405,300,076
More than one year but less than five years	1,174,547,424	1,100,330,136
More than five years but less than 10 years	<u>171,429,750</u>	<u>97,766,014</u>
	<u>P 1,782,548,948</u>	<u>P 1,603,396,226</u>

The weighted average duration of the retirement benefit obligation at the end of the reporting period is nine years.

22. CURRENT AND DEFERRED TAXES

The components of tax expense as reported in the consolidated statements of comprehensive income are as follows:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
<i>Reported in profit or loss</i>			
Current tax expense:			
Regular corporate income tax (RCIT) at 30%, 25%, 19% and 17%	P 927,687,464	P 1,561,968,539	P 1,188,912,294
Final tax on interest income at 20% and 15%	25,343,556	35,352,149	19,887,193
Minimum corporate income tax (MCIT) at 2% and 1.5%	<u>1,297,140</u>	<u>4,804,754</u>	<u>-</u>
	954,328,160	1,602,125,442	1,208,799,487
Deferred tax expense:			
Relating to origination and reversal of other temporary differences	<u>678,639,213</u>	<u>395,248,159</u>	<u>289,654,392</u>
	<u>P 1,632,967,373</u>	<u>P 1,997,373,601</u>	<u>P 1,498,453,879</u>
<i>Reported in other comprehensive income or loss</i>			
Deferred tax expense (income):			
Relating to remeasurements of retirement benefit obligation	<u>P 47,616,451</u>	<u>(P 71,874,407)</u>	<u>(P 110,087,401)</u>

A reconciliation of tax on pretax profit computed at the applicable statutory rates to tax expense is as follows:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Tax on pretax profit at 25%	P 2,029,598,439	P 2,735,312,701	P 2,927,544,278
Adjustments in claiming optional standard deduction (OSD)	(112,539,992)	(315,071,759)	(212,330,067)
Adjustment for income subjected to different tax rates	(6,373,121)	(8,852,683)	(79,244,706)
Tax effects of:			
Non-taxable income	(1,198,392,058)	(461,817,030)	(1,122,903,079)
Non-deductible expenses	945,244,373	41,508,461	12,927,911
Equity in net income of joint venture	(19,404,370)	(27,911,047)	(28,492,613)
Accelerated capital allowances and other short-term temporary differences	(7,374,487)	32,202,903	(337,912)
Unrecognized deferred tax asset on net operating loss carry-over (NOLCO)	<u>2,208,589</u>	<u>2,002,055</u>	<u>1,290,067</u>
	<u>P 1,632,967,373</u>	<u>P 1,997,373,601</u>	<u>P 1,498,453,879</u>

EMI and its Philippine subsidiaries are subject to the higher of RCIT at 25% in 2024, 2023 and 2022 of net taxable income or MCIT at 2% in 2024, 1.5% in 2023 and 1% in 2022 of gross income, as defined under the Philippine tax regulations

EMI's foreign subsidiaries are subject to income and other taxes based on the enacted tax laws of the countries and/or jurisdictions where they operate.

The deferred tax assets and liabilities as of December 31 relate to the following:

	<u>2024</u>	<u>2023</u>
Brand valuation	(P 3,703,730,348)	(P 3,063,799,036)
Lease liabilities	604,412,149	639,477,772
ROUA	(579,086,765)	(627,897,092)
Fair value adjustment	(574,447,058)	(475,193,974)
Short-term temporary differences	(449,843,404)	(372,747,454)
Allowance for impairment	112,295,323	52,740,218
Retirement benefit asset	(110,084,608)	(60,329,300)
NOLCO	88,227,067	23,615,923
Capitalized borrowing costs	<u>(35,511,708)</u>	<u>(37,380,745)</u>
Net deferred tax liabilities	<u>(P 4,647,769,352)</u>	<u>(P 3,921,513,688)</u>

These are presented in the consolidated statements of financial position as follows:

	<u>2024</u>	<u>2023</u>
Deferred tax liabilities – net	(P 5,037,395,096)	(P 4,130,626,820)
Deferred tax assets – net	<u>389,625,744</u>	<u>209,113,132</u>
	<u>(P 4,647,769,352)</u>	<u>(P 3,921,513,688)</u>

Movements in net deferred tax liabilities for the years ended December 31 are as follows:

	Consolidated Profit or Loss			Consolidated Other Comprehensive Income or Loss		
	2024	2023	2022	2024	2023	2022
Brand valuation	P 639,931,312	P 539,537,547	P 32,269,966	P -	P -	P -
Fair value adjustment	99,253,084	83,682,052	5,005,059	-	-	-
Short-term temporary differences	77,095,950	29,137,631	1,297,591	-	-	-
NOLCO	(64,611,144)	(23,615,923)	-	-	-	-
Allowance for impairment	(59,555,105)	(30,066,084)	(59,827)	-	-	-
ROUA	(48,810,327)	558,200,007	(95,026,781)	-	-	-
Lease liabilities	35,065,623	(552,405,507)	126,848,009	-	-	-
Retirement benefit obligation (asset)	2,138,857	(207,441,573)	221,100,366	47,616,451	(71,874,407)	(110,087,401)
Capitalized borrowing costs	(1,869,037)	(1,869,039)	(1,869,036)	-	-	-
Unamortized past service costs	-	89,048	89,045	-	-	-
Deferred tax expense (income)	P 678,639,213	P 395,248,159	P 289,654,392	P 47,616,451	(P 71,874,407)	(P 110,087,401)

In 2024, 2023 and 2022, the Group opted to claim itemized deductions in computing its income tax due, except for EDI, PAI and AWGI, which opted to claim OSD during the same taxable years.

On December 21, 2024, Spain published Law 7/2024 (“Global Minimum Tax Law”), implementing a 15% global minimum tax on large multinational and domestic groups. This law aligns with the EU Council Directive 2022/2523 and is separate from the existing 25% Corporate Income Tax.

Key provisions include a Domestic Minimum Top-up Tax (“DMTT”), an Income Inclusion Rule (“IIR”) retroactive to December 31, 2023, and an Undertaxed Profits Rule (“UTPR”) effective December 31, 2024. GES will have to pay a top-up tax on profits from subsidiaries taxed below 15%.

As of the date of approval of the consolidated financial statements, management is continuously monitoring the implementation status of the model rules. While the management anticipates that additional tax liabilities may arise in some jurisdictions where the Group operates, the estimated impact on the Group’s effective income tax rate is considered immaterial based on data for the year ended December 31, 2024. In addition, subsequent to the reporting period, the Organization for Economic Co-operation and Development (“OECD”) issued an administrative guidance that includes a list of jurisdictions that have transitional qualified status (see Note 32).

23. RELATED PARTY TRANSACTIONS

The Group's related parties include the ultimate parent company, stockholder, officers and employees, and other related parties under common ownership as described below and in the succeeding pages.

The summary of the Group's transactions with its related parties in 2024, 2023 and 2022 and the related outstanding balances as of December 31, 2024 and 2023 are presented below.

Related Party Category	Notes	Amount of Transaction			Outstanding Balance Receivable (Payable)	
		2024	2023	2022	2024	2023
Ultimate Parent Company:						
Dividends	24.3	P 3,001,910,544	P 3,627,308,574	P -	P -	P -
Lease of properties:	23.2(a)					
Rentals paid		27,825,000	26,500,000	26,500,000	(14,886,375)	-
Right-of-use assets		23,103,620	23,428,730	23,428,730	46,207,239	70,286,189
Lease liabilities		4,445,179	2,467,060	3,121,304	(51,854,803)	(76,209,954)
Related Parties Under Common Ownership:						
Purchase of raw materials and services	23.1	1,066,682,699	1,059,246,855	2,512,076,307	(61,615,067)	(177,457,126)
Purchase of finished goods	23.1	528,991,408	501,709,679	545,924,474	(119,602,369)	(77,051,103)
Sale of goods	23.3	121,293,414	120,700,996	249,936,592	157,017,552	141,254,679
Lease of properties:	23.2(b, c & d)					
Rentals paid		113,866,180	99,982,087	79,914,394	(7,454,269)	(1,026,000)
Right-of-use assets		75,156,583	74,574,703	76,462,471	520,408,505	199,445,728
Lease liabilities		19,365,123	8,044,065	9,653,620	(573,721,313)	(189,295,176)
Refundable security deposits		1,434,480	1,937,585	-	9,852,753	8,418,273
Management services earned	23.6	33,639,250	32,654,283	23,550,611	-	-
Management services incurred	23.6	-	-	60,000,000	-	-
Advances obtained		-	-	3,067,622	-	-
Stockholder –						
Advances paid	23.5	-	3,070,715	-	-	-
Officers and Employees:						
Advances granted (collected)	23.4	(326,667,438)	(323,102,705)	579,247,811	32,923,698	359,591,136
Employee share option	24.4	86,961,825	58,522,404	76,418,422	-	-
Key Management Personnel –						
Compensation	23.7	268,387,925	293,226,301	236,421,058	-	-

The outstanding balances from the above transactions with related parties are unsecured, noninterest-bearing and payable or collectible on demand, unless otherwise stated. No impairment loss was recognized, and none is deemed necessary, in 2024, 2023 and 2022 for the related party receivables.

23.1 Purchase of Goods and Services

The Group imports raw materials such as alcohol, flavorings and other items, and finished goods through Andresons Global, Inc. ("AGL"), a related party under common ownership. These transactions are generally being paid directly to the suppliers within 30 to 90 days. The Group also imports raw materials from Alcoholera dela Mancha Vinicola, S.L., a wholly owned subsidiary of BLC, which is considered a related party under joint control, and finished goods from Great American Foods, Inc. ("GAFF"), a related party under common ownership and the manufacturer of Piknik (see Note 8).

The related unpaid purchases as of December 31, 2024 and 2023 are shown as part of Trade payables under the Trade and Other Payables account in the consolidated statements of financial position (see Note 16).

23.2 Lease of Properties

The Group recognized ROUA and lease liabilities from lease agreements in accordance with PFRS 16, which will be amortized and paid, respectively, over the lease term in lieu of the annual rent expense. Amortization of ROUA and interest expense recognized from the lease liabilities are presented as part of Depreciation and amortization under Costs of Goods Sold account (see Note 19) and as part of Interest Expense account in the consolidated statements of comprehensive income, respectively.

The outstanding ROUA and lease liabilities from these lease agreements are presented as part of Property, Plant and Equipment account and Lease Liabilities account, respectively, in the consolidated statements of financial position (see Note 9).

(a) AGI

AWGI leases the glass manufacturing plant located in Laguna from AGI for a period of 10 years. The amount of rental is mutually agreed upon by the parties at the start of each year, as provided in their lease contract. In 2024, 2021 and 2020, AWGI and AGI agreed to amend the terms in the lease agreement by increasing the amount of annual rent. This is accounted for as a lease modification, which resulted in the remeasurement of ROUA and lease liabilities during the same year.

Amortization of ROUA amounted to P23.1 million in 2024 and P23.4 million in both 2023 and 2022. Interest expense recognized from the lease liabilities amounted to P4.4 million in 2024, P2.5 million in 2023 and P3.1 million in 2022.

AWGI paid P27.8 million in 2024, and P26.5 million in both 2023 and 2022, and the outstanding payable arising from this lease agreement is presented as part of Trade payables under the Trade and Other Payables account in the 2024 consolidated statement of financial position (see Note 16). There was no outstanding liability as of December 31, 2023.

(b) Megaworld Corporation

EDI, PAI and AWGI entered into lease contracts with Megaworld Corporation (“Megaworld”), a related party under common ownership, for their head office spaces for a period of five years, subject to 5% increase in annual rent. In 2024, the lease contracts of PAI were terminated while the lease contracts of EDI and AWGI were transferred to MREIT, Inc., a whole owned subsidiary of Megaworld and a related party under common ownership [see Note 23.2(c)].

Amortization of ROUA amounting to P12.7 million in 2024, and P32.5 million in both 2023 and 2022 are presented as part of Depreciation and amortization under the Costs of Goods Sold account while amortization of ROUA amounting to nil in 2024 and P5.3 million in both 2023 and 2022 are presented under the General and Administrative Expenses account (see Notes 19 and 20). Interest expense from the lease liabilities amounted to P0.4 million, P3.8 million and P7.1 million in 2024, 2023 and 2022, respectively.

The Group paid rentals of P49.5 million in 2023, and P47.1 million in 2022.

The refundable security deposits paid to the lessors are shown as part of Other Non-current Assets account in the consolidated statements of financial position (see Note 11.2).

AWGI and EDI also lease the parking spaces, and World Finest leases the building space of Megaworld, which are considered as low value assets based on the provision of PFRS 16. The related rent expense amounting to P30.3 million, P16.3 million, and P0.1 million in 2024, 2023, and 2022, respectively, is presented as part of Rentals under the General and Administrative Expenses account in the consolidated statements of comprehensive income. The outstanding liability arising from this as of December 31, 2024 and 2023 is presented as part of Accrued expenses under the Trade and Other Payables account in the consolidated statement of financial position (see Note 16).

(c) *MREIT, Inc.*

In relation to the lease contracts entered into by EDI and AWGI with Megaworld in Note 23.2(b), Megaworld transferred, assigned and conveyed the leased properties to MREIT, Inc., including all the former's rights, interest, and obligations under the lease contacts, and extending the lease term to 10 years ending in 2034.

Amortization of right-of-use assets amounted to P27.6 million in 2024 are presented as part of Depreciation and amortization under Costs of Goods Sold in the 2024 consolidated statement of comprehensive income (see Note 19). Interest expense recognized from the lease liabilities amounted to P12.3 million in 2024.

EDI and AWGI paid rentals of P47.2 million in 2024.

(d) *Empire East Land Holdings, Inc.*

EDI entered into a lease contract with Empire East Land Holdings, Inc., a related party under common ownership, for its warehouse both for a period of four years. The lease contract is not subject to any escalation clause.

Amortization of ROUA amounted to P34.9 million, P36.8 million, and P38.7 million in 2024, 2023, and 2022, respectively. Interest expense from the lease liability amounted to P6.7 million, P4.2 million, and P2.6 million in 2024, 2023 and 2022, respectively.

EDI paid rentals of P36.4 million in 2024, P34.2 million in 2023 and P32.1 million in 2022.

23.3 Sale of Goods

The Group sold finished goods to related parties. Goods are sold on the basis of the price lists in force and terms that would be available to non-related parties. The outstanding receivables from sale of goods are generally noninterest-bearing, unsecured and settled through cash within three to six months. These receivables are presented as part of Trade receivables under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

23.4 Advances to Officers and Employees

In the normal course of business, the Group grants noninterest-bearing, unsecured, and payable on demand or subject to liquidation cash advances to certain officers and employees. The outstanding balance arising from these transactions is presented as Advances to officers and employees under the Trade and Other Receivables account in the consolidated statements of financial position (see Note 6).

The movements in the balance of Advances to Officers and Employees account are as follows:

	<u>2024</u>	<u>2023</u>
Balance at beginning of year	P 359,591,136	P 682,693,841
Payments	(906,186,801)	(1,449,490,013)
Additions	<u>579,519,363</u>	<u>1,126,387,308</u>
Balance at end of year	<u>P 32,923,698</u>	<u>P 359,591,136</u>

23.5 Advances from Related Parties

AGI and other entities within the AGI Group, and other related parties granted cash advances to the Group for its working capital, investment and inventory purchases requirements. These advances were unsecured, noninterest-bearing and repayable in cash upon demand. The outstanding balance as of December 31, 2022 amounting to P3.1 million was fully paid in 2023.

23.6 Management Services

Progreen has a management agreement with Condis for consultancy and advisory services in relation to the operation, management and development of the distillery plant, which was terminated beginning 2023. This was presented as part of Outside services under the Costs of Goods Sold account in the 2022 consolidated statement of comprehensive income (see Note 19). The outstanding liability as of December 31, 2022 was paid in 2023.

EDI has a management agreement with GAFI for the rendering of management and administration services presented as part of Other income under the Revenues and Other Income section of the consolidated statements of comprehensive income (see Note 18). There was no outstanding receivable arising from this transaction as of December 31, 2024 and 2023.

23.7 Key Management Personnel Compensation

The compensation of key management personnel for employee services is shown below.

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Short-term benefits	P 236,471,932	P 239,108,010	P 213,069,672
Share options	26,901,466	26,901,466	20,242,399
Post-employment defined benefits	<u>5,014,527</u>	<u>27,216,825</u>	<u>3,108,987</u>
	<u>P 268,387,925</u>	<u>P 293,226,301</u>	<u>P 236,421,058</u>

23.8 Retirement Plan

The Group's retirement funds for its post-employment defined benefit plan is administered and managed by a trustee bank. The fair value and the composition of the plan assets as of December 31, 2024 and 2023 are presented in Note 21.3. These plan assets do not include EMI Group's own financial instruments nor any financial instruments issued by its related parties. The retirement fund neither provides any guarantee or surety for any obligation of the Group nor its investments covered by any restrictions or liens.

23.9 Purchase and Sale Commitment

On December 27, 2020, the Group signed a letter of intent with a related party under common ownership, for the sale of its land and building for a total purchase price of €16.6 million, which did not materialize in 2023 (see Note 13).

24. EQUITY

24.1 Capital Stock

Capital stock in 2024 and 2023 consists of:

	<u>Note</u>	<u>Shares</u>	<u>Amount</u>
Common shares – P1 par value			
Authorized – 20.0 billion shares			
Issued		16,242,391,176	P 16,242,391,176
Treasury shares	24.2	(571,399,838)	(4,747,713,903)
Issued and outstanding		<u>15,670,991,338</u>	<u>P 11,494,677,273</u>

The BOD of the PSE approved the listing of the common shares of the Parent Company on October 16, 2011.

On December 19, 2011, the Parent Company issued through initial public offering (“IPO”) an additional 22.0 million shares with an offer price of P4.50 per share. The Parent Company incurred P10.9 million IPO-related costs, P4.2 million of which was charged against APIC and the balance of P6.7 million was recognized as part of other operating expenses. Net proceeds from the IPO amounted to P90.8 million.

On December 27, 2012, the Parent Company issued additional 6.0 million shares with an offer price of P5.50 per share through a private placement.

On June 19, August 27, and September 5, 2013, the Parent Company's BOD, stockholders, and SEC, respectively, approved the increase in authorized capital stock of EMI from P100.0 million divided into 100.0 million shares to P20.0 billion divided into 20.0 billion shares both with par value of P1.00 per share. On July 4, 2013, the Parent Company's BOD approved the issuance of 6.5 million shares at par value to two foreign investors.

On August 28, 2013, AGI and other investors subscribed to an aggregate of 14.9 billion shares. Under the terms of AGI's subscription, the Parent Company acquired all of EDI shares held by AGI.

On September 17, 2013, AGI launched an offering of 1.8 billion EMI shares, which is approximately 12.0% of the total issued shares. The said offering was priced at P8.98 per share. On September 25, 2013, the settlement date, the amount of P11.2 billion out of the net proceeds was directly remitted to EMI as an additional subscription price from AGI under the terms of the amended agreement with AGI; such amount is recorded as APIC in EMI's books. Costs related to the issuances amounting to P176.3 million were deducted from APIC.

On September 25, 2013, AGI beneficially acquired two of EMI's minority corporate stockholders, which held a combined 9.55% of the total issued shares. Thus, AGI beneficially owned 87.55% of EMI as of December 31, 2013.

On December 4, 2014, the Parent Company issued additional 1.1 billion common shares with an offer price of P11.0 per share through private placement (see Note 15). This resulted to a decrease in AGI's ownership from 87.55% to 81.46% as of December 31, 2014. The excess of the subscription price over the par value amounting to P11.2 billion was recorded as APIC.

On November 28, 2017, the Parent Company issued 122.4 million common shares at P6.80 per share in consideration of the accrued interest on ELS amounting to P832.3 million (see Note 15). The excess of accrued interest over the par value amounting to P709.9 million was recorded as part of APIC (see Note 2.17).

On February 5, 2020, the Parent Company issued 253.3 million shares for the Tranche 1 Conversion of the ELS (see Notes 15 and 24.2). Consequently, Conversion Options amounting to P47.7 million was transferred to APIC.

On December 3, 2021, Tranche 2 Conversion of the ELS amounting to P3,443.8 million was transferred into equity with the Tranche 2 shares to be issued in 2023. Consequently, the ELS is reported as Deposit for Future Subscription – Equity-Linked Securities (see Note 15).

On July 14, 2022, the Parent Company secondary listed its shares on the Main Board of the SGX-ST.

As of December 31, 2024 and 2023, the quoted closing price per share is P18.06 and P20.85, respectively, and there are 131 holders in 2024 and 2023, which include nominee accounts, of the Parent Company's total issued and outstanding shares. The percentage shares of stock owned by the public are 20.10% as of December 31, 2024 and 2023.

24.2 Treasury Shares

A series of buy-back programs were authorized by the Parent Company's BOD that lasted from May 16, 2017 up to December 31, 2021. The allotment was fully used up by the end of June 30, 2021.

The Parent Company had spent P6.1 billion, including trading charges, to purchase a total of 759.20 million shares under the buy-back program. Out of these, a total of 253.3 million shares had been issued to Arran for the Tranche 1 Conversion pursuant to the exercise of its right to convert under ELS (see Note 15).

As of December 31, 2024 and 2023, there were 505,919,938 shares costing P4.3 billion that were reported under Treasury Shares account in the consolidated statements of changes in equity. These repurchased shares do not form part of the outstanding shares.

Under the Revised Corporation Code of the Philippines, a stock corporation can purchase or acquire its own shares provided that it has unrestricted retained earnings to cover the cost of the shares to be purchased or acquired. Nevertheless, the Parent Company has sufficient retained earnings available for dividend distribution (see Note 24.3).

There are 65,479,900 shares held by a subsidiary at a total cost of P0.5 billion that are also reported as part of Treasury Shares.

24.3 Declaration of Dividends

The Parent Company's cash dividend declarations in the years reported are as follows:

<u>Date of Declaration</u>	<u>Date of Stockholders' Record</u>	<u>Payable Date</u>	<u>Dividend per Share</u>	<u>Total</u>
April 1, 2024 March 30, 2023	May 2, 2024 May 2, 2023	May 24, 2024 May 25, 2023	P 0.2400 0.2900	P3,776,753,097 4,563,567,659

The amount of the Parent Company's retained earnings available for dividend distribution is restricted by the cost of the treasury shares that the Parent Company hold (see Note 24.2).

There were no dividends declared in 2022. There were no unpaid dividends as of December 31, 2024 and 2023 (see Note 32).

24.4 Employee Share Option

On November 7, 2014, the BOD approved an employee share option plan ("ESOP") for qualified employees of the Group. The ESOP was adopted by the shareholders on December 15, 2014 ("Plan Adoption Date"). On August 17, 2021, the BOD approved certain amendments to the plan.

The options shall generally vest on the 60th birthday or the date of retirement of the option holder, whichever is later, provided that the option holder had continuously served as an employee for eleven years after the option offer date or three years from retirement date for option holder who has continuously served for at least 20 years before the option offer date, and may be exercised within five years from vesting date, subject to the terms and conditions of the amended ESOP. The exercise price shall be at most a 15% discount from the volume weighted average closing price of the Parent Company's shares for nine months immediately preceding the date of grant.

On August 17, 2021, the BOD approved an Amended ESOP that further provided: If the option holder aged 50 years and above, the option shall vest whichever comes earlier of (i) after another 11 years of continuous service, or (ii) when he/she has continuous service of at least 20 years before the offer date, after three years from his/her retirement provided that his/her protégé/disciple has remained as a key employee of the Group for three years from date of the holder's retirement.

On September 25, 2024, the BOD approved the extension of the Amended ESOP, to an additional period of three years, i.e. from December 15, 2024 to December 14, 2027, under the same terms and conditions.

Pursuant to this ESOP, on November 6, 2015, share options were granted to certain key executives of EDI to subscribe to 118.0 million common shares of the Parent Company, at an exercise price of P7.00 per share.

On March 15, 2021 and August 25, 2021, share options were granted to certain qualified grantees to subscribe to 20.0 million and 55.0 million common shares of the Parent Company, at an exercise price of P10.10 and P10.65 per share, respectively.

On February 11, 2022, share options were granted to a qualified employee of EDI to subscribe to 5.0 million common shares of the Parent Company at an exercise price of P13.95 per share.

As of December 31, 2024, a total of 16.0 million shares had been cancelled due to resignations. Consequently, share options amounting to P20.5 million were transferred to APIC in 2024.

The fair value of the option granted was estimated using a variation of the Black-Scholes valuation model that takes into account factors specific to the ESOP.

The following principal assumptions were used in the valuation:

Average option life	11 - 22 years
Share price at grant date	P8.90 - P22.50
Exercise price at grant date	P7.00 - P13.95
Average fair value of option at grant date	P3.26 - P13.35
Average standard deviation of share price returns	10.24% - 13.13%
Average dividend yield	1.08% - 1.10%
Average risk-free investment rate	4.44% - 5.24%

The underlying expected volatility was determined by reference to historical prices of the Parent Company's shares over a period of one year.

Share option benefits expense, which is included as part of Salaries and employee benefits under the General and Administrative Expenses account, amounting to P87.0 million in 2024, P58.5 million in 2023 and P76.4 million in 2022 was recognized (see Note 21.2), while the corresponding credit to Share Options Outstanding account is presented as part of Equity Attributable to Owners of the Parent Company under the Equity section of the consolidated statements of financial position.

24.5 Appropriation of Retained Earnings

In 2021, the Group appropriated P1,200.0 million for the rehabilitation of furnace and other capital expenditures for the glass manufacturing plant, which are expected to be completed in 2025.

On January 20, 2025, the Group reversed a portion of appropriated retained earnings amounting to P122.0 million (see Note 32).

24.6 Subsidiaries with Non-controlling Interest (“NCI”)

The composition of NCI account is as follows:

	Notes	Percentage of Ownership of NCI	2024	2023
DBLC	1.1(p)	50%	P 1,154,872,626	P 1,508,248,078
Boozylife	1.1(d)	13% in 2024, 38% in 2023	(23,868,273)	(25,214,423)
			<u>P 1,131,004,353</u>	<u>P 1,483,033,655</u>

The summarized information of DBLC, which is considered as material non-controlling interest, before intragroup eliminations, is shown below.

	2024	2023
Current assets	P 4,806,222,896	P 5,574,336,420
Non-current assets	<u>4,050,040,008</u>	<u>4,350,158,258</u>
Total assets	<u>P 8,856,262,904</u>	<u>P 9,924,494,678</u>
Financial Assets	<u>P 2,546,094,556</u>	<u>P 3,424,222,295</u>
Current liabilities	P 3,842,885,816	P 4,445,531,475
Non-current liabilities	<u>1,117,970,126</u>	<u>1,385,222,371</u>
Total liabilities	<u>P 4,960,855,942</u>	<u>P 5,830,753,846</u>
Financial liabilities	<u>P 3,462,149,688</u>	<u>P 3,881,593,151</u>
Revenues	<u>P 4,827,295,920</u>	<u>P 4,976,335,504</u>
Profit for the period attributable to:		
Owners of Parent Company	P 162,009,660	P 241,037,454
NCI	<u>162,009,660</u>	<u>241,037,454</u>
Profit for the year	<u>324,019,320</u>	<u>482,074,908</u>
Other comprehensive income attributable to:		
Owners of Parent Company	29,066,903	296,795,015
NCI	<u>29,066,903</u>	<u>296,795,015</u>
Other comprehensive income for the year	<u>58,133,806</u>	<u>593,590,030</u>
Total comprehensive income for the year	<u>P 382,153,216</u>	<u>P 1,075,664,898</u>

No dividends were paid to the NCI in 2024 and 2023.

25. EARNINGS PER SHARE

Basic earnings per share were computed as follows:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Consolidated net profit attributable to owners of the parent company	P 6,322,070,571	P 8,705,726,613	P 10,060,876,272
Divided by the weighted average number of outstanding common shares	<u>15,670,991,338</u>	<u>15,670,991,338</u>	<u>15,670,991,338</u>
Basic earnings per share	<u>P 0.40</u>	<u>P 0.56</u>	<u>P 0.64</u>

Diluted earnings per share were computed as follows:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Consolidated net profit attributable to owners of the parent company with dilutive effect	P 6,322,070,571	P 8,705,726,613	P 10,060,876,272
Divided by the weighted average number of outstanding common shares and potential dilutive shares	<u>16,327,991,338</u>	<u>16,327,991,338</u>	<u>16,334,410,981</u>
Diluted earnings per share	<u>P 0.39</u>	<u>P 0.53</u>	<u>P 0.62</u>

In computing for the diluted earnings per share, the Group considered in the weighted average number of issued and outstanding common shares the potential dilutive common shares relating to employee shares options and convertible ELS. The Group granted share options to qualified grantees totaling 118.0 million, 75.0 million and 5.0 million common shares of the Group in 2015, 2021 and 2022, respectively, out of which a total of P16.0 million shares and 9.0 million shares, were cancelled as of December 31, 2024 and 2022, respectively, due to resignations (see Note 24.4). In 2024, 2023 and 2022, the ELS instrument has 475.0 million shares that have not yet been issued (see Note 15).

26. COMMITMENTS AND CONTINGENCIES

Except for those provisions recognized (see Note 17) and commitments disclosed above in the consolidated financial statements, there are other commitments and contingent liabilities that arise in the normal course of the Group's operations which are not reflected in the consolidated financial statements. Management is of the opinion that losses, if any, from these commitments and contingencies will not have material effects on the Group's consolidated financial statements.

27. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to certain financial risks which result from its operating activities. The main types of risks are market risk, credit risk, liquidity risk and price risk. There have been no significant changes in the Group's financial risk management objectives and policies during the period.

The Group's risk management is coordinated with AGI, in close cooperation with the BOD appointed by AGI, and focuses on actively securing the Group's short-to-medium term cash flows by minimizing the exposure to financial markets.

The Group does not engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to are described below and in the succeeding pages.

27.1 Market Risk

The Group is exposed to market risk through its use of financial instruments and specifically to foreign currency risk, interest rate risk and certain other price risk which result from its operating, investing and financing activities.

(a) Foreign Currency Risk

Most of the Group's transactions are carried out in Philippine pesos, Euros, U.K. pounds, and U.S. dollars, which are the entities' functional currencies. Exposures to currency exchange rates arise from the Group's foreign currency-denominated transactions at each entity level. The Group has no significant exposure to other foreign currency exchange rates at each entity level, except for U.S. dollars of EDI and foreign subsidiaries and Euros of foreign subsidiaries, since the other foreign currencies are not significant to the Group's consolidated financial statements. EDI has cash and cash equivalents in U.S. dollars as of December 31, 2024 and 2023 while the foreign subsidiaries have cash and cash equivalents, receivables and payables in U.S. dollars. The foreign subsidiaries have cash and cash equivalents, receivables and payables in Euros. To mitigate the Group's exposure to foreign currency risk, non-functional currency cash flows are monitored.

U.S. dollars foreign currency-denominated financial assets and financial liabilities with exposure to foreign currency risk, translated into Philippine pesos at the closing rate, are as follows:

	<u>2024</u>	<u>2023</u>
Financial assets	P 900,610,804	P 336,571,093
Financial liabilities	(1,385,556,823)	(1,308,929,501)
	(P 484,946,019)	(P 972,358,408)

The table in the succeeding page illustrates the sensitivity of the Group's consolidated profit before tax with respect to changes in Philippine pesos against U.S. dollar exchange rates. The percentage changes in rates have been determined based on the average market volatility in exchange rates, using standard deviation, in the previous 12 months at a 68% confidence level.

	Reasonably possible change in rate	Effect in consolidated profit before tax	Effect in consolidated equity
2024	4.70%	(P 22,792,463)	(P 17,094,347)
2023	5.31%	(P 51,632,231)	(P 38,724,174)

Euro foreign currency-denominated financial assets and financial liabilities with exposure to foreign currency risk, translated into Philippine pesos at the closing rate, are as follows:

	2024	2023
Financial assets	P 249,644,950	P 189,755,054
Financial liabilities	(P 19,972,574,551)	(P 20,118,411,790)
	(P 19,722,929,601)	(P 19,928,656,736)

The table below illustrates the sensitivity of the Group's consolidated profit before tax with respect to changes in Philippine pesos against Euro exchange rates. The percentage changes in rates have been determined based on the average market volatility in exchange rates, using standard deviation, in the previous 12 months at a 68% confidence level.

	Reasonably possible change in rate	Effect in consolidated profit before tax	Effect in consolidated equity
2024	22.57%	(P 4,451,465,211)	(P 3,338,598,908)
2023	9.05%	(P 1,803,543,435)	(P 1,352,657,576)

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's foreign currency risk.

(b) *Interest Rate Risk*

As at December 31, 2024 and 2023, the Group is exposed to changes in market rates through its cash in banks and short-term placements, which are generally subject to 30-day repricing intervals (see Note 5). Due to the short duration of short-term placements, management believes that interest rate sensitivity and its effect on the net results and equity are not significant. The Group's interest-bearing loans are subject to fixed interest rates and are therefore not subject to interest rate risk, except for certain loans that are based on EURIBOR and SONIA (see Note 14). EURIBOR was at a negative rate or a zero rate for several years and it has entered positive territory towards the second quarter of 2022 due to inflation. The sensitivity of the Group's profit before tax on its loans arising from EURIBOR is analyzed based on a reasonably possible change in interest rates of +/-1.81% in 2024 and +/-0.94% in 2023. These changes in rates have been determined based on the average market volatility in interest rates, using standard deviation, in the previous 12 months, estimated at 68% level of confidence.

The sensitivity analysis is based on the Group's financial instruments held at each reporting date, with effect estimated from the beginning of the year. All other variables held constant, if EURIBOR increased by 1.81% and 0.94% in 2024 and 2023, profit before tax would have decreased by P342.3 million and P174.7 million, respectively. Conversely, if the interest rates decreased by the same percentages, profit before tax in 2024 and 2023 would have been higher by the same amounts.

The sensitivity of the Group's profit before tax on its loans arising from SONIA is analyzed based on a reasonably possible change in interest rates of +/-0.65% in 2024 and +/-2.14% in 2023. These changes in rates have been determined based on the average market volatility in interest rates, using standard deviation, in the previous 12 months, estimated at 68% level of confidence. The sensitivity analysis is based on the Group's financial instruments held at each reporting date, with effect estimated from the beginning of the year. All other variables held constant, if SONIA increased by 0.65% and 2.14% in 2024 and 2023, profit before tax would have decreased by P87.8 million and P125.9 million, respectively. Conversely, if the interest rates decreased by the same percentages, profit before tax in 2024 and 2023 would have been higher by the same amounts.

(c) *Other Price Risk*

The Group was exposed to other price risk in respect of its financial instruments at FVTPL, which pertain to marketable equity securities and derivative instruments arising from foreign exchange margins trading spot and forward contracts. These financial instruments will continue to be measured at fair value based on quoted market prices and the index reference provided by certain foreign financial institution and through reference to quoted bid prices, respectively.

For equity securities listed in the Philippines, an average volatility of 36% and 30% has been observed in 2024 and 2023, respectively. If quoted price for these securities increased or decreased by that amount, profit before tax and equity would have changed by P195.7 million and P146.7 million, respectively, in 2024, and P106.7 million and P80.0 million, respectively, in 2023.

The Group believes that the change in foreign exchange rate related to foreign exchange margins trading spot rate and forward contracts will not materially affect the consolidated financial statements. The Group has recognized fair value losses in 2024, 2023 and 2022 (see Note 7).

27.2 Credit Risk

Credit risk is the risk that a counterparty may fail to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments arising from granting advances and selling goods to customers including related parties and placing deposits with banks.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties.

In general, the Group's financial assets are not covered with any collateral or credit enhancement. Accordingly, the Group manages credit risk by setting limits on the amount of risk in relation to a particular customer including requiring payment of any outstanding receivable before a new credit is extended. Such risk is monitored on a regular basis and subject to an annual or more frequent review. Approval for credit limits are secured from the credit manager.

Generally, the maximum credit risk exposure of financial assets is the total carrying amount of the financial assets as shown in the consolidated statements of financial position or in the detailed analysis provided in the notes to the consolidated financial statements, as presented below.

	Notes	2024	2023
Cash and cash equivalents	5	P 9,739,188,511	P 10,513,125,613
Trade and other receivables – net	6	18,060,200,624	13,894,238,132
Refundable security deposits	11.1, 11.2	52,653,036	56,919,073
		<u>P 27,852,042,171</u>	<u>P 24,464,282,818</u>

The Group's management considers that all the above financial assets that are not impaired as at the end of reporting period under review are of good credit quality.

(a) *Cash and Cash Equivalents*

The credit risk for cash and cash equivalents is considered negligible since the counterparties are reputable banks with high quality external credit ratings. Cash and cash equivalents include cash in banks and short-term placements in the Philippines which are insured by the Philippine Deposit Insurance Corporation up to a maximum coverage of P0.5 million for every depositor per banking institution, which was increased to P1.0 million effective March 15, 2025.

(b) *Trade and Other Receivables, Property Mortgage Receivable, and Refundable Security Deposits*

The Group applies the simplified approach in measuring ECL, which uses a lifetime expected loss allowance for all trade receivables and other receivables.

To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due (age buckets).

The expected loss rates for trade receivables are based on the payment profiles of sales over a period of 36 months before December 31, 2024 and 2023, and the corresponding historical credit losses experienced within such period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the Gross Domestic Product and inflation rates to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

On that basis, the loss allowance as at December 31 was determined based on months past due, as follows for trade receivables:

	<u>1-30 Days</u>	<u>31-90 Days</u>	<u>Over 90 Days</u>	<u>Total</u>
December 31, 2024				
Expected loss rate	0%	0%	100%	
Gross carrying amount	P 13,955,489,099	P 3,935,724,662	P 379,801,045	P 18,271,014,806
Loss allowance	-	-	379,801,045	379,801,045
December 31, 2023				
Expected loss rate	0%	0%	100%	
Gross carrying amount	P 10,985,197,790	P 2,762,196,028	P 297,589,023	P 14,044,982,841
Loss allowance	-	-	297,589,023	297,589,023
December 31, 2022				
Expected loss rate	0%	0%	100%	
Gross carrying amount	P 10,522,719,262	P 4,829,677,630	P 180,655,094	P 15,533,051,986
Loss allowance	-	-	180,655,094	180,655,094

In general, the Group's financial assets are not covered with any collateral or credit enhancement. Accordingly, the Group manages credit risk by setting limits on the amount of risk in relation to a particular customer including requiring payment of any outstanding receivable before a new credit is extended. Such risk is monitored on a regular basis and subject to an annual or more frequent review. Approval for credit limits are secured from the credit manager.

For the advances to the ultimate parent company and refundable security deposits, the lifetime ECL rate is assessed at 0%, as there were no historical credit loss experience from the counterparties. The counterparties have low credit risk and strong financial position and sufficient liquidity to settle its obligations to the Group once they become due. With respect to property mortgage receivable, management assessed that these financial assets have low probability of default since the Parent Company is also a lessee over the same property and can apply such receivable against future lease payments.

The Group writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded that there is no reasonable expectation of recovery of the financial asset. Indicators that there is no reasonable expectation of recovery include the cessation of enforcement activity and where the value of any assets that the Group may get from the customers is less than the outstanding contractual amounts of the financial assets to be written-off. In 2024, certain trade and other receivables amounting to P9.8 million were written-off. There were no similar transactions in 2023 (see Note 6).

27.3 Liquidity Risk

The Group manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 60-day projection. Long-term liquidity needs for a six-month and one-year period are identified monthly.

The contractual maturities of Trade and Other Payables (except for output VAT payable, and withholding tax payables and advances from suppliers under Others) and Interest-bearing Loans reflect the gross cash flows, which approximate the carrying values of the liabilities at the end of each reporting period.

The maturity profile of the Group's financial liabilities as at December 31, 2024 based on contractual undiscounted payments is as follows:

	Current		Non-current	
	Within 6 Months	6 to 12 Months	1 to 5 Years	More Than 5 Years
Interest-bearing loans	P 1,108,244,958	P 1,105,528,522	P36,667,959,803	P -
Trade and other payables	16,289,528,800	-	-	-
Lease liabilities	<u>138,266,183</u>	<u>138,266,183</u>	<u>640,409,187</u>	<u>349,627,196</u>
	<u>P17,536,039,941</u>	<u>P 1,243,794,705</u>	<u>P37,308,368,990</u>	<u>P 349,627,196</u>

This compares to the maturity profile of the Group's financial liabilities as of December 31, 2023 as follows:

	Current		Non-current	
	Within 6 Months	6 to 12 Months	1 to 5 Years	More Than 5 Years
Interest-bearing loans [As restated – see Note 2.1(d)]	P 792,735,202	P 790,725,262	P25,453,081,997	P -
Trade and other payables	18,607,154,079	-	-	-
Lease liabilities	<u>88,665,612</u>	<u>88,665,612</u>	<u>444,568,820</u>	<u>78,260,000</u>
	<u>P19,488,554,893</u>	<u>P 879,390,874</u>	<u>P25,897,650,817</u>	<u>P 78,260,000</u>

The Group maintains cash to meet its liquidity requirements for up to seven-day periods. Excess cash funds are invested in short-term placements.

28. CATEGORIES AND OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

28.1 Carrying Values and Fair Values of Financial Assets and Financial Liabilities

The carrying values and fair values of the categories of financial assets and financial liabilities presented in the consolidated statements of financial position are shown below.

Notes	2024		2023	
	Carrying Values	Fair Values	Carrying Values	Fair Values
Financial Assets:				
Financial assets at amortized cost:				
Cash and cash equivalents	5	P 9,739,188,511	P 9,739,188,511	P 10,513,125,613
Trade and other receivables – net	6	18,060,200,624	18,060,200,624	13,894,238,132
Refundable security deposits	11.1, 11.2	<u>52,653,036</u>	<u>52,653,036</u>	<u>56,919,073</u>
		<u>P 27,852,042,171</u>	<u>P 27,852,042,171</u>	<u>P 24,464,282,818</u>
Financial assets at FVTPL	7	<u>P 543,477,409</u>	<u>P 543,477,409</u>	<u>P 355,505,670</u>
Financial Liabilities:				
Financial liabilities at amortized cost:				
Interest-bearing loans	14	P 33,432,555,421	P 32,350,231,479	P 25,967,304,105
Trade and other payables	16	16,289,528,800	16,289,528,800	18,607,154,079
Lease liabilities	9.3	<u>1,077,368,965</u>	<u>1,077,368,965</u>	<u>611,202,053</u>
		<u>P50,799,453,186</u>	<u>P 49,717,129,244</u>	<u>P 45,185,660,237</u>
				<u>P 44,296,044,705</u>

See Note 2.5 for a description of the accounting policies for each category of financial instruments including the determination of fair values. A description of the Group's risk management objectives and policies for financial instruments is provided in Note 27.

28.2 Offsetting of Financial Assets and Financial Liabilities

Currently, the Group's financial assets and financial liabilities are settled on a gross basis because there is no relevant offsetting arrangement on them as of December 31, 2024 and 2023. In subsequent reporting periods, each party to the financial instruments (particularly those involving related parties) may decide to enter into an offsetting arrangement in the event of default of the other party.

29. FAIR VALUE MEASUREMENT AND DISCLOSURES

29.1 Fair Value Hierarchy

In accordance with PFRS 13, *Fair Value Measurement*, the fair value of financial assets and financial liabilities and non-financial assets which are measured at fair value on a recurring or non-recurring basis and those assets and liabilities not measured at fair value but for which fair value is disclosed in accordance with other relevant PFRS Accounting Standards, are categorized into three levels based on the significance of inputs used to measure the fair value.

The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that an entity can access at the measurement date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

For purposes of determining the market value at Level 1, a market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

29.2 Financial Instruments Measured at Fair Value

The Group's financial instruments measured at fair value pertain to the Group's marketable equity securities and derivative instruments (see Note 7). These were presented as financial assets at FVTPL amounting to P543.5 million and P355.5 million as of December 31, 2024 and 2023, respectively.

Marketable equity securities classified as financial assets at FVTPL are included in Level 1 as their prices are derived from quoted prices in the active market that the entity can access at the measurement date.

The derivative instruments, which comprise of foreign exchange spots and forward contracts, are included in Level 2. The fair values of derivative financial instruments that are not quoted in an active market are determined through valuation techniques using the net present value computation.

29.3 Financial Instruments Measured at Amortized Cost for which Fair Value is Disclosed

The table below summarizes the fair value hierarchy of the Group's financial assets and financial liabilities which are not measured at fair value in the consolidated statements of financial position but for which fair value is disclosed.

2024				
	Level 1	Level 2	Level 3	Total
<i>Financial assets:</i>				
Cash and cash equivalents	P 9,739,188,511	P -	P -	P 9,739,188,511
Trade and other receivables	-	-	18,060,200,624	18,060,200,624
Refundable security deposits	-	-	52,653,036	52,653,036
	<u>P 9,739,188,511</u>	<u>P -</u>	<u>P 18,112,853,660</u>	<u>P 27,852,042,171</u>
<i>Financial liabilities:</i>				
Interest-bearing loans	P -	P -	P 32,350,231,479	P 32,350,231,479
Trade and other payables	-	-	16,289,528,800	16,289,528,800
Lease liabilities	-	-	1,077,368,965	1,077,368,965
	<u>P -</u>	<u>P -</u>	<u>P 49,717,129,244</u>	<u>P 49,717,129,244</u>
2023				
	Level 1	Level 2	Level 3	Total
<i>Financial assets:</i>				
Cash and cash equivalents	P 10,513,125,613	P -	P -	P 10,513,125,613
Trade and other receivables	-	-	13,894,238,132	13,894,238,132
Refundable security deposits	-	-	56,919,073	56,919,073
	<u>P 10,513,125,613</u>	<u>P -</u>	<u>P 13,951,157,205</u>	<u>P 24,464,282,818</u>
<i>Financial liabilities:</i>				
Interest-bearing loans	P -	P -	P 25,077,688,573	P 25,077,688,573
Trade and other payables	-	-	18,607,154,079	18,607,154,079
Lease liabilities	-	-	611,202,053	611,202,053
	<u>P -</u>	<u>P -</u>	<u>P 44,296,044,705</u>	<u>P 44,296,044,705</u>

For financial assets with fair values included in Level 1, management considers that the carrying amounts of those short-term financial instruments approximate their fair values.

30. CAPITAL MANAGEMENT OBJECTIVES, POLICIES AND PROCEDURES

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to stockholders by pricing products and services commensurately with the level of risk.

The Group monitors capital on the basis of the carrying amount of equity as presented in the face of the consolidated statements of financial position. Capital at the end of each reporting period is summarized as follows:

	<u>2024</u>	<u>2023</u>
Total liabilities	P 59,000,392,978	P 53,301,326,277
Total equity	<u>100,526,907,736</u>	<u>95,407,892,294</u>
Liabilities-to-equity ratio	<u>0.59 : 1.00</u>	<u>0.56 : 1.00</u>

The Group sets the amount of capital in proportion to its overall financing structure, i.e., equity and liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to stockholders, issue new shares or sell assets to reduce debt.

31. SUPPLEMENTAL INFORMATION ON CASH FLOWS

31.1 Reconciliation of Liabilities from Financing Activities

The Group presents below and in the succeeding page the reconciliation of the Group's liabilities arising from financing activities, which includes both cash and non-cash changes.

	Accrued Interest Payable (see Notes 14 and 16)	Interest - bearing Loans (see Note 14)	Lease Liabilities (see Note 9.3)	Total
Balance as of January 1, 2024	P 94,452,335	P 25,967,304,105	P 611,202,053	P 26,672,958,493
Cash flows from financing activities:				
Proceeds from additional loans obtained	-	7,925,241,802	-	7,925,241,802
Repayment of loans	-	(1,046,806,584)	-	(1,046,806,584)
Repayment of lease liabilities	-	-	(161,902,224)	(161,902,224)
Payment of interest expense	(1,654,686,867)	-	(38,032,802)	(1,692,719,669)
Non-cash financing activities:				
Translation adjustment	-	586,816,098	58,285,759	645,101,857
Additions to lease liabilities in exchange for increased right-of-use assets	-	-	642,302,062	642,302,062
Reclassification of onerous lease (see Note 17.1)	-	-	(57,033,148)	(57,033,148)
Interest amortization on lease liabilities	-	-	38,032,802	38,032,802
Termination of lease	-	-	(14,510,207)	(14,510,207)
Lease modification	-	-	(975,330)	(975,330)
Accrual of interest	<u>1,652,452,850</u>	<u>-</u>	<u>-</u>	<u>1,652,452,850</u>
Balance as of December 31, 2024	<u>P 92,218,318</u>	<u>P 33,432,555,421</u>	<u>P 1,077,368,965</u>	<u>P 34,602,142,704</u>

		Accrued Interest Payable (see Notes 14 and 16)		Interest - bearing Loans (see Note 14)		Lease Liabilities (see Note 9.3)		Total
Balance as of								
January 1, 2023	P	22,041,965	P	23,801,187,435	P	594,378,028	P	24,417,607,428
Cash flows from financing activities:								
Proceeds from additional loans obtained		-		24,454,462,162		-		24,454,462,162
Repayment of loans		-	(	23,111,368,380)		-	(	23,111,368,380)
Repayment of lease liabilities		-		-	(	216,495,315)	(	216,495,315)
Payment of interest expense	(	1,383,699,509)		-	(	43,093,393)	(	1,426,792,902)
Non-cash financing activities:								
Translation adjustment		-		823,022,888	(	26,269,368)		796,753,520
Additions to lease liabilities in exchange for increased right-of-use assets		-		-		259,588,708		259,588,708
Interest amortization on lease liabilities		-		-		43,093,393		43,093,393
Accrual of interest		<u>1,456,109,879</u>		<u>-</u>		<u>-</u>		<u>1,456,109,879</u>
Balance as of								
December 31, 2023	P	<u>94,452,335</u>	P	<u>25,967,304,105</u>	P	<u>611,202,053</u>	P	<u>26,672,958,493</u>
Balance as of								
January 1, 2022	P	42,924,364	P	24,841,430,646	P	1,092,950,054	P	25,977,305,064
Cash flows from financing activities:								
Repayment of loans		-	(	2,866,909,770)		-	(	2,866,909,770)
Proceeds from additional loans obtained		-		1,846,932,636		-		1,846,932,636
Repayment of lease liabilities		-		-	(	100,605,609)	(	100,605,609)
Payment of interest expense	(	437,013,951)		-	(	47,792,003)	(	484,805,954)
Non-cash financing activities:								
Translation adjustment		-	(	20,266,077)		358,789,223		338,523,146
Additions to lease liabilities in exchange for increased right-of-use assets		-		-		28,644,356		28,644,356
Interest amortization on lease liabilities		-		-		47,792,003		47,792,003
Termination of lease		-		-	(	785,399,996)	(	785,399,996)
Accrual of interest		<u>416,131,552</u>		<u>-</u>		<u>-</u>		<u>416,131,552</u>
Balance as of								
December 31, 2022	P	<u>22,041,965</u>	P	<u>23,801,187,435</u>	P	<u>594,378,028</u>	P	<u>24,417,607,428</u>

31.2 Supplemental Information on Non-cash Activities

The following discusses the supplemental information on non-cash investing and financing activities as presented in the consolidated statements of cash flows for the years ended December 31, 2024, 2023 and 2022:

- In 2023, the scheduled sale of Non-current assets classified as held for sale did not materialize due to change in business plans in the use of the assets. Consequently, the related assets amounting to P994.9 million are reclassified back as part of Property, Plant and Equipment, and adjusted for the amount of depreciation expense that would have been recognized had the asset not been classified as held for sale (see Notes 9.1 and 13).
- Share option benefits expense amounting to P87.0 million in 2024, P58.5 million in 2023 and P76.4 million in 2022 was recognized with corresponding credits to Share Options account (see Notes 21.2 and 24.4).

- In 2024, 2023 and 2022, the Group recognized additional ROUA and lease liabilities amounting to P642.3 million, P259.6 million and P28.6 million, respectively. In addition, the Group and its lessor have agreed for certain lease modifications pertaining to leased plant by increasing the monthly amount of rentals. Accordingly, the modification resulted in the remeasurement of both lease liabilities and right-of-use assets amounting to P1.0 million in 2024. There were no similar transactions in 2023 and 2022 (see Note 9.2).
- In 2022, property mortgage receivable was reversed upon acquisition of the subject property, which was reclassified as part of Buildings and improvements under Property, Plant and Equipment (see Notes 9.1 and 11.2). The related ROUA and lease liabilities were also terminated (see Notes 9.2 and 31.1).

32. EVENTS OCCURRING AFTER THE END OF REPORTING PERIOD

The significant events occurring after the end of reporting period are presented below and in the succeeding page.

- On January 15, 2025, the Parent Company's BOD approved the declaration of cash dividends of P0.19 per share out of the available retained earnings of the Parent Company as of December 31, 2024, payable on February 18, 2025 to stockholders of record as of January 31, 2025.
- On January 15, 2025, the OECD issued administrative guidance that includes a list of jurisdictions that have transitional qualified status for the purposes of IIR and DMTT, including Spain, Luxembourg, and the United Kingdom (see Note 22).

The transitional qualified status confirms that a jurisdiction's Pillar 2 legislation is considered to be largely in line with the OECD Pillar 2 rules, achieves results consistent with the Global Anti-Base Erosion ("GLoBE") rules, and is implemented in that local territory in a manner that is consistent with the GloBE rules. A qualified status would normally be granted following a full legislative review of the local legislation and ongoing monitoring of the application of the rules by the OECD Inclusive Framework on Base Erosion Profit Shifting. However, due to time considerations, a transitional confirmation mechanism is currently in place.

The UK, Luxembourg, and Spain each have a transitional qualified status, which confirms that their local Pillar 2 legislation is consistent with the OECD Pillar 2 rules. As none of these territories is the ultimate parent entity jurisdiction for AGI, and the Philippines is yet to introduce the rules, it means that one of these territories will need to undertake the responsibility for preparing and filing the GloBE Information Return for the Group. This also does not change the other 2024 compliance obligations, such as filing of local returns in some jurisdictions, assessing and paying any top-up taxes due.

- On January 20, 2025, the Group reversed a portion of appropriated retained earnings amounting to P122.0 million (see Note 24.5).

- On January 31, 2025, the Group expands its premium product portfolio with the majority acquisition of 60% of Destileria Los Danzantes S.A. de C.V., through its Mexican subsidiary, Casa Pedro Domecq, a wholly owned subsidiary of DBLC, for 80.0 million Mexican pesos.
- On February 4, 2025, EMI and Arran mutually extended the conversion period for the issuance of the Tranche 2 ELS shares from February 12, 2025 to August 12, 2025 (see Note 15).

Report of Independent Auditors to Accompany Supplementary Information Required by the Securities and Exchange Commission Filed Separately from the Basic Consolidated Financial Statements

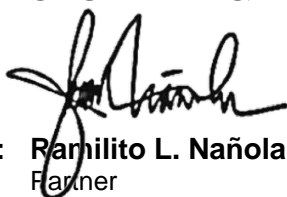
Punongbayan & Araullo
20th Floor, Tower 1
The Enterprise Center
6766 Ayala Avenue
1200 Makati City
Philippines

T +63 2 8988 2288

**The Board of Directors and Stockholders
Emperador Inc. and Subsidiaries
(A Subsidiary of Alliance Global Group, Inc.)**
7th Floor, 1880 Eastwood Avenue
Eastwood City CyberPark
188 E. Rodriguez, Jr. Avenue
Bagumbayan, Quezon City

We have audited, in accordance with Philippine Standards on Auditing, the consolidated financial statements of Emperador Inc. and Subsidiaries (the Group) for the year ended December 31, 2024, on which we have rendered our report dated April 28, 2025. Our audit was made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The applicable supplementary information (see List of Supplementary Information) are presented for purposes of additional analysis in compliance with the requirements of the Revised Securities Regulation Code Rule 68, and are not a required part of the basic consolidated financial statements prepared in accordance with Philippine Financial Reporting Standards (PFRS Accounting Standards). Such supplementary information are the responsibility of the Group's management. The supplementary information have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

PUNONGBAYAN & ARAULLO



By: Ramilito L. Nañola
Partner

CPA Reg. No. 0090741
TIN 109-228-427
PTR No. 10465911, January 2, 2025, Makati City
BIR AN 08-002511-019-2023 (until December 10, 2026)
BOA/PRC Cert. of Reg. No. 0002/P-009 (until August 12, 2027)

April 28, 2025

EMPERADOR INC. AND SUBSIDIARIES
(A Subsidiary of Alliance Global Group, Inc.)
List of Supplementary Information
December 31, 2024

<u>Schedule</u>	<u>Content</u>	<u>Page No.</u>
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C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	3
D	Long-term Debt	4
E	Indebtedness to Related Parties (Long-term Loans from Related Companies)	N/A
F	Guarantees of Securities of Other Issuers	N/A
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H	Reconciliation of Retained Earnings Available for Dividend Declaration	6
I	Map Showing the Relationship Between the Company and its Related Entities	8
J	Aging Schedule of Trade and Other Receivables	9
K	Financial Soundnes Indicators	10

EMPERADOR INC. AND SUBSIDIARIES*(A Subsidiary of Alliance Global Group, Inc.)*

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule A - Financial Assets

December 31, 2024

(Amounts in Philippine Pesos)

Name of Issuing Entity and Association of Each Issue	Number of Shares or Principal Amount	Amount Shown in the Consolidated Statement of Financial Position	Value Based on Market Quotation at Statement of Condition Date	Income Received and Accrued
FINANCIAL ASSETS AT AMORTIZED COST				
Cash and cash equivalents		P 9,739,188,511	P 9,739,188,511	P 293,267,490
Trade and other receivables - net		18,060,200,624	18,060,200,624	-
Refundable security deposits		<u>52,653,036</u>	<u>52,653,036</u>	<u>-</u>
TOTAL		<u>P 27,852,042,171</u>	<u>P 27,852,042,171</u>	<u>P 293,267,490</u>
FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS				
Marketable equity securities classified as held for trading		P <u>543,477,409</u>	P <u>543,477,409</u>	P <u>-</u>
TOTAL		<u>P 543,477,409</u>	<u>P 543,477,409</u>	<u>P -</u>
GRAND TOTAL		<u>P 28,395,519,580</u>	<u>P 28,395,519,580</u>	<u>P 293,267,490</u>

EMPERADOR INC. AND SUBSIDIARIES

(A Subsidiary of Alliance Global Group, Inc.)

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule B - Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other than Related Parties)

December 31, 2024

(Amounts in Philippine Pesos)

Name and designation of debtor	Balance at beginning of period	Additions	Deductions		Ending Balance		Balance at end of period
			Amounts paid (collected)	Amounts written off	Current	Non-current	

Advances to Officers and Employees

(under the "Trade and Other Receivables" account)

P	<u>359,591,136</u>	P	<u>579,519,363</u>	(P	<u>906,186,801</u>)	P	<u>-</u>	P	<u>32,923,698</u>	P	<u>-</u>	P	<u>32,923,698</u>
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EMPERADOR INC. AND SUBSIDIARIES

(A Subsidiary of Alliance Global Group, Inc.)

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule C - Amounts of Receivable/Payable from/to Related Parties which are Eliminated During the Consolidation of Financial Statements

December 31, 2024

(Amounts in Philippine Pesos)

TERMS & CONDITIONS:

All receivables/payables are unsecured, noninterest-bearing, collectible/payable on demand, unimpaired and generally settled in cash.

Name and designation of debtor	Affected accounts	Balance at beginning of year	Additions	Deductions		Ending balance		Balance at the end of the period
				Amounts collected	Amounts written off	Current	Non current	
Emperador Distillers, Inc.	Trade and other payables	P 885,165,511	P 1,100,299,094	(P 885,165,511)	p -	P 1,100,299,094	p -	P 1,100,299,094
Emperador Distillers, Inc.	Advances to suppliers	-	176,925,000	-	-	176,925,000	-	176,925,000
Emperador International, Ltd.	Trade and other receivables	885,165,511	923,374,094	(885,165,511)	-	923,374,094	-	923,374,094
Emperador Distillers, Inc.	Trade and other payables	110,682,530	25,365,675	(110,682,530)	-	25,365,675	-	25,365,675
Whyte and Mackay Group Limited	Trade and other receivables	110,682,530	25,365,675	(110,682,530)	-	25,365,675	-	25,365,675
Emperador Distillers, Inc.	Trade and other payables	1,219,381,645	1,082,810,065	(1,219,381,645)	-	1,082,810,065	-	1,082,810,065
Bodegas Fundador S.L.U.	Trade and other receivables	1,219,381,645	1,082,810,065	(1,219,381,645)	-	1,082,810,065	-	1,082,810,065
Emperador Distillers, Inc.	Trade and other payables	409,186,896	-	(78,097,471)	-	331,089,425	-	331,089,425
Anglo Watsons Glass, Inc.	Trade and other receivables	409,186,896	-	(78,097,471)	-	331,089,425	-	331,089,425
Alcazar De Bana Holdings Company, Inc.	Trade and other payables	9,440,728,077	1,285,082,923	(9,440,728,077)	-	1,285,082,923	-	1,285,082,923
Emperador Distillers, Inc.	Trade and other receivables	9,440,728,077	1,285,082,923	(9,440,728,077)	-	1,285,082,923	-	1,285,082,923
Emperador Distillers, Inc.	Trade and other payables	260,577,953	263,053,019	(260,577,953)	-	263,053,019	-	263,053,019
Tradewind Estates, Inc.	Trade and other receivables	260,577,953	263,053,019	(260,577,953)	-	263,053,019	-	263,053,019
Emperador Distillers, Inc.	Trade and other payables	3,131,548,477	-	(3,130,503,955)	-	1,044,522	-	1,044,522
Alcazar De Bana Holdings Company, Inc.	Trade and other receivables	3,131,548,477	-	(3,130,503,955)	-	1,044,522	-	1,044,522
Emperador Distillers, Inc.	Trade and other receivables	129,220,057	204,689,547	(129,220,057)	-	204,689,547	-	204,689,547
Boozylife, Inc.	Trade and other payables	3,294,323	4,000,116	(3,294,323)	-	4,000,116	-	4,000,116
Progreen Agricoorp, Inc.	Trade and other payables	3,422,136	3,208,976	(3,422,136)	-	3,208,976	-	3,208,976
Anglo Watsons Glass, Inc.	Trade and other payables	20,638	463,781	(20,638)	-	463,781	-	463,781
The World's Finest Liquor	Trade and other payables	122,482,960	197,016,674	(122,482,960)	-	197,016,674	-	197,016,674
Emperador Distillers, Inc.	Subscription payable	1,875,000	-	-	-	1,875,000	-	1,875,000
The Bar Beverage, Inc.	Subscription receivable	1,875,000	-	-	-	1,875,000	-	1,875,000
Emperador Distillers, Inc.	Subscription payable	1,875,000	-	-	-	1,875,000	-	1,875,000
Cocos Vodka Distillers Philippines, Inc.	Subscription receivable	1,875,000	-	-	-	1,875,000	-	1,875,000
Emperador Distillers, Inc.	Subscription payable	1,875,000	-	-	-	1,875,000	-	1,875,000
Zabana Rum Company, Inc.	Subscription receivable	1,875,000	-	-	-	1,875,000	-	1,875,000
Emperador Distillers, Inc.	Subscription payable	25,270	-	-	-	25,270	-	25,270
Alcazar De Bana Holdings, Inc.	Subscription receivable	25,270	-	-	-	25,270	-	25,270
Emperador Inc.	Trade and other payables	1,282,885,175	55,376,339	-	-	1,338,261,514	-	1,338,261,514
Emperador International, Ltd.	Trade and other receivables	1,282,885,175	55,376,339	-	-	1,338,261,514	-	1,338,261,514
Whyte and Mackay Group Limited	Trade and other payables	101,493,660	132,550,909	(101,493,660)	-	132,550,909	-	132,550,909
Bodegas Fundador S.L.U.	Trade and other receivables	101,493,660	132,550,909	(101,493,660)	-	132,550,909	-	132,550,909
Bodegas Fundador S.L.U.	Trade and other payables	25,319,070	83,381,257	(25,319,070)	-	83,381,257	-	83,381,257
Whyte and Mackay Group Limited	Trade and other receivables	25,319,070	83,381,257	(25,319,070)	-	83,381,257	-	83,381,257
Emperador Distillers, Inc.	Trade and other payables	-	2,750,620,000	-	-	2,750,620,000	-	2,750,620,000
Emperador Inc.	Trade and other receivables	-	2,750,620,000	-	-	2,750,620,000	-	2,750,620,000
Emperador Distillers, Inc.	Trade and other payables	1,906,861	-	(1,906,861)	-	-	-	-
Boozylife, Inc.	Trade and other receivables	1,906,861	-	(1,906,861)	-	-	-	-

EMPERADOR INC. AND SUBSIDIARIES*(A Subsidiary of Alliance Global Group, Inc.)*

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule D - Long-term Debt

December 31, 2024

(Amounts in Philippine Pesos)

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
Interest-bearing loans	P <u>33,432,555,421</u>	P <u>679,108,834</u>	P <u>32,753,446,587</u>

EMPERADOR INC. AND SUBSIDIARIES*(A Subsidiary of Alliance Global Group, Inc.)*

SEC Released Revised SRC Rule 68

Annex 68-J

Schedule G - Capital Stock

December 31, 2024

Title of Issue	Number of shares authorized	Number of shares issued and outstanding as shown under the related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by		
				Related parties	Directors, officers and employees	Others
Capital stock - P1 par value	20,000,000,000	15,736,471,238	657,000,000	12,573,440,500	8	3,163,030,730

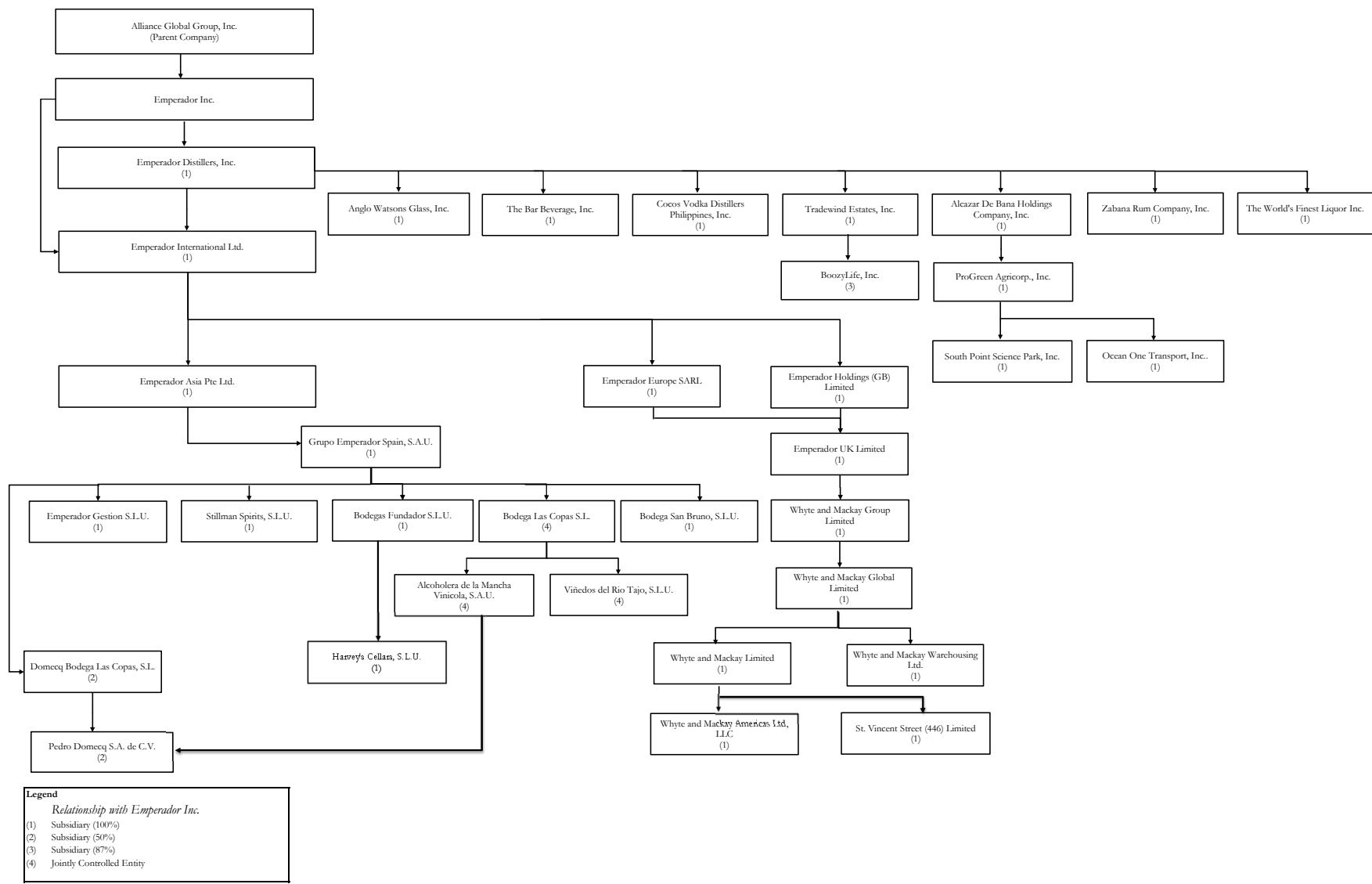
EMPERADOR INC.
(A Subsidiary of Alliance Global Group, Inc.)
7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark
188 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City

Schedule H - Reconciliation of Retained Earnings Available for Dividend Declaration
For the Year Ended December 31, 2024

Unappropriated Retained Earnings at Beginning of Year	P	89,106,592
Add: <u>Category A:</u> Items that are directly credited to Unappropriated Retained Earnings		
Reversal of Retained Earning Appropriation/s	P	-
Effect of restatements or prior-period adjustments	-	
Others	-	-
		-
Less: <u>Category B:</u> Items that are directly debited to Unappropriated Retained Earnings		
Dividend declaration during the reporting period	(	3,890,753,097)
Retained Earnings appropriated during the reporting period	-	
Effect of restatements or prior-period adjustments	-	
Others	-	(3,890,753,097)
		-
Unappropriated Retained Earnings at Beginning of Year, as adjusted		(3,801,646,505)
Add: Net Income for the Current Year		6,881,827,604
Less: <u>Category C.1:</u> 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)	(	30,059,016)
Unrealized fair value gain of investment property	-	
Other unrealized gains or adjustments to the retained earnings as result of certain transactions accounted for under the PFRS	-	
Sub-total		(30,059,016)
Add: <u>Category C.2:</u> 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 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	-	
Sub-total		-
Add: <u>Category C.3:</u> 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 instrument at 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	-	
Sub-total		-
Adjusted Net Income		6,851,768,588
<i>Balance carried forward</i>	P	6,851,768,588

<i>Balance brought forward</i>		P	<u>6,851,768,588</u>
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)			
Depreciation on revaluation increment (after tax)	P	-	
Sub-total			<u>-</u>
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		-	
Sub-total			<u>-</u>
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		-	
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right-of-use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable		-	
Adjustment due to deviation from PFRS/GAAP - gain (loss)		-	
Others		-	
Sub-total			<u>-</u>
Unappropriated Retained Earnings Available for Dividend Distribution at End of Year		P	<u><u>3,050,122,083</u></u>

EMPERADOR INC. AND SUBSIDIARIES
(A Subsidiary of Alliance Global Group, Inc.)
Schedule I - Map Showing the Relationship Between Emperor Inc.
and its Related Parties
December 31, 2024



EMPERADOR INC. AND SUBSIDIARIES

(A Subsidiary of Alliance Global Group, Inc.)

Schedule J - Aging Schedule of Trade and Other Receivables

December 31, 2024

(Amounts in Thousand Philippine Pesos)

Trade Receivables

Current	P	13,955,489
1 to 30 days		1,300,590
31 to 60 days		1,008,963
Over 60 days		<u>1,626,172</u>
Total		17,891,214

Other receivables		<u>2,308,710</u>
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Balance at December 31, 2024	P	<u><u>20,199,924</u></u>
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EMPERADOR INC. AND SUBSIDIARIES
(A Subsidiary of Alliance Global Group, Inc.)
Schedule K - Supplemental Schedule of Financial Soundness Indicators
December 31, 2024 and 2023

Ratio	Formula	2024	Formula	2023
Current ratio	Total Current Assets divided by Total Current Liabilities Total Current Assets 82,300,907,102 Divide by: Total Current Liabilities 20,184,146,744 Current ratio 4.08	4.08	Total Current Assets divided by Total Current Liabilities Total Current Assets 79,458,754,620 Divide by: Total Current Liabilities 23,350,585,902 Current ratio 3.40	3.40
Acid test ratio	Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities Total Current Assets 82,300,907,102 Less: Inventories 48,649,145,978 Prepayments and Other Current Assets 3,169,170,956 Quick Assets 30,482,590,168 Divide by: Total Current Liabilities 20,184,146,744 Acid test ratio 1.51	1.51	Quick assets (Total Current Assets less Inventories and Other Current Assets) divided by Total Current Liabilities Total Current Assets 79,458,754,620 Less: Inventories 46,393,208,336 Prepayments and Other Current Assets 3,099,233,593 Quick Assets 29,966,312,691 Divide by: Total Current Liabilities 23,350,585,902 Acid test ratio 1.28	1.28
Solvency ratio	Earnings before interest, taxes, depreciation and amortization ("EBITDA") divided by Total Debt EBITDA 11,393,966,513 Divide by: Total Debt 33,432,555,421 Solvency ratio 0.34	0.34	Earnings before interest, taxes, depreciation and amortization ("EBITDA") divided by Total Debt EBITDA 13,768,086,059 Divide by: Total Debt 25,967,304,105 Solvency ratio 0.53	0.53
Debt-to-equity ratio	Total Debt divided by Total Equity Total Debt 33,432,555,421 Divide by: Total Equity 100,526,907,736 Debt-to-equity ratio 0.33	0.33	Total Debt divided by Total Equity Total Debt 25,967,304,105 Divide by: Total Equity 95,407,892,294 Debt-to-equity ratio 0.27	0.27
Assets-to-equity ratio	Total Assets divided by Total Equity Total Assets 159,527,300,714 Divide by: Total Equity 100,526,907,736 Assets-to-equity ratio 1.59	1.59	Total Assets divided by Total Equity Total Assets 148,709,218,571 Divide by: Total Equity 95,407,892,294 Assets-to-equity ratio 1.56	1.56
Interest rate coverage ratio	Earnings before interest and taxes ("EBIT") divided by Interest expense EBIT 9,829,044,925 Divide by: Interest Expense 1,710,651,171 Interest rate coverage ratio 5.75	5.75	Earnings before interest and taxes ("EBIT") divided by Interest expense EBIT 12,313,621,787 Divide by: Interest Expense 1,372,370,985 Interest rate coverage ratio 8.97	8.97
Interest rate coverage ratio	EBITDA divided by Interest expense EBITDA 11,393,966,513 Divide by: Interest Expense 1,710,651,171 Interest rate coverage ratio 6.66	6.66	EBITDA divided by Interest expense EBITDA 13,768,086,059 Divide by: Interest Expense 1,372,370,985 Interest rate coverage ratio 10.03	10.03

Ratio	Formula	2024	Formula	2023
Liabilities-to-equity ratio	Total Liabilities divided by Total Equity Total Liabilities 59,000,392,978 <u>Divide by: Total Equity 100,526,907,736</u> Liabilities-to-equity ratio 0.59	0.59	Total Liabilities divided by Total Equity Total Liabilities 53,301,326,277 <u>Divide by: Total Equity 95,407,892,294</u> Liabilities-to-equity ratio 0.56	0.56
Return on equity	Net Profit divided by Total Equity Net Profit 6,485,426,381 <u>Divide by: Total Equity 100,526,907,736</u> Return on equity 0.06	0.06	Net Profit divided by Total Equity Net Profit 8,943,877,201 <u>Divide by: Total Equity 95,407,892,294</u> Return on equity 0.09	0.09
Return on assets	Net Profit divided by Average Total Assets Net Profit 6,485,426,381 Divide by: Average total <u>Assets 154,118,259,643</u> Return on assets 0.04	0.04	Net Profit divided by Average Total Assets Net Profit 8,943,877,201 Divide by: Average total <u>Assets 144,960,171,366</u> Return on assets 0.06	0.06
Net profit margin	Net Profit divided by Total Revenue Net Profit 6,485,426,381 Divide by: Total <u>Revenue 61,645,652,583</u> Net profit margin 0.11	0.11	Net Profit divided by Total Revenue Net Profit 8,943,877,201 Divide by: Total <u>Revenue 65,643,761,074</u> Net profit margin 0.14	0.14

EMPERADOR INC. AND SUBSIDIARIES
(A Subsidiary of Alliance Global Group, Inc.)
Supplementary Schedule of External Auditor Fee-Related Information
For the Years Ended December 31, 2024 and 2023
(Amounts in Philippine Pesos)

	<u>2024</u>	<u>2023</u>
Total Audit Fees	P 29,560,072	P 26,176,538
Non-audit service fees:		
Tax service	2,865,980	7,397,600
Other assurance service	1,219,100	1,002,000
All other service	<u>-</u>	<u>-</u>
Total Non-Audit Fees	<u>4,085,080</u>	<u>8,399,600</u>
Total Audit and Non-audit Fees	<u>P 33,645,152</u>	<u>P 34,576,138</u>

SECRETARY'S CERTIFICATE

I, **ANNA MICHELLE T. LLOVIDO**, of legal age, Filipino, with office address at the 7th Floor 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines, after having been sworn in accordance with law, depose and state that:

1. I am the Corporate Secretary of **EMPERADOR INC.** (the "Corporation"), a corporation duly organized under Philippine laws with office address at the 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez, Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines.

2. I hereby certify that none of the following incumbent directors and/or officers of the Corporation currently works in any government institution or entity:

ANDREW L. TAN	Chairman
WINSTON S. CO	Director, President and CEO
KENDRICK ANDREW L. TAN	Executive Director
KEVIN ANDREW L. TAN	Director
ENRIQUE M. SORIANO III	Lead Independent Director
JESLI A. LAPUS	Independent Director
HO POH WAH	Independent Director
KATHERINE L. TAN	Treasurer
DINA D.R. INTING	Chief Financial Officer, Compliance Officer and Corporate Information Officer
ANNA MICHELLE T. LLOVIDO	Corporate Secretary
MARYDALE C. MANATO-ZOLETA	Assistant Corporate Secretary
MARY GRACE P. MARALIT	Chief Audit Officer and Chief Risk Officer
KENNETH V. NERECINA	Investor Relations Officer

IN WITNESS WHEREOF, I have hereunto set my hand this 28 MAR 2025 at Quezon City, Philippines.

[Signature]
ANNA MICHELLE T. LLOVIDO
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this 28 MAR 2025 at Quezon City, Philippines, Affiant exhibiting to me her

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 Book No. III
 Series of 2025.



[Signature]
ATTY. RUEL ULYSSES E. DE GUZMAN
 Notary Public
 Appointment No. NP-147 (2024-2025)
 Commission until 12.31.2025
 Roll of Attorneys No. 52265
 PTR No. 5478881/1.4.2024/Quezon City
 IBP Lifetime No. 06311/1.17.2007/Quezon City
 MCLE Compliance No. VII - 0014878/ Valid until 4.14.2025

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JESLI A. LAPUS**, of legal age, Filipino, and a resident of [REDACTED], after having been duly sworn to in accordance with law do hereby declare that

1. I am a nominee for Independent Director of **EMPERADOR INC.**, a corporation duly organized and existing under Philippine laws, with office address at 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines (hereafter, the "Corporation"), and have been its independent director since May 17, 2021.

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

<u>Company/Organization</u>	<u>Position/Relationship</u>	<u>Period of Service</u>
Alliance Global Group, Inc.	Independent Director	2021 to Present
STI Education Services Group, Inc.	Chairman and Director	2013 to Present
STI Education Systems Holdings, Inc.	Director	2013 to Present
STI West Negros University, Inc.	Director	2022 to Present
LSERV Corporation	Chairman and Director	2012 to Present
Philippine Life Financial Assurance Corporation	Independent Director	2012 to Present
Information and Technology Academy (iAcademy)	Governor	2010 to Present
Attenborough Holdings Corp..	Independent Director	2015 to Present

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

4. I am not related to the director/officer/substantial shareholder of the Corporation 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. As of the date of this Certification, I am not holding any position in nor affiliated with any government agency or government-owned and controlled corporation.

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

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

Done this 4 APR 2025 at MAKATI CITY Metro Manila, Philippines.

JESLI A. LAPUS
Affiant

SUBSCRIBED AND SWORN to before me this 4 APR 2025 at MAKATI CITY, Philippines, Affiant personally appeared before me and exhibited to me his

Doc. No. 36;
Page No. 9;
Book No. 42;
Series of 2025.

NOTARY PUBLIC
ATTY. MIKHAIL JUDE AMADOR FABIO III
NOTARY PUBLIC FOR AND IN MAKATI CITY
APPOINTMENT NO. M333 VALID UNTIL DECEMBER 31, 2025
PTR No. MKT 10471129 / 01-06-25 / MAKATI CITY
IBP No. 501028 01-07-2025 Roll No. 81066
MCLE Compliance No. VIII-0008160 April 14, 2025
VALID UNTIL APRIL 14, 2028



CERTIFICATE OF ACKNOWLEDGMENT

EMBASSY OF THE PHILIPPINES)
Consular Section) S.S.
Singapore)

BEFORE ME JOY ANNE B. LAI, Vice Consul of the Republic of the Philippines in and for Singapore, duly commissioned and qualified, personally appeared

HO POH WAH

known to me and to me known as the same person(s) who executed the annexed instrument

CERTIFICATION OF INDEPENDENT DIRECTOR

and acknowledged before me that the same was done as a free act and voluntary deed.

This instrument, consisting of 4 pages, including this page on which this acknowledgment is written, has been signed on the left margin of each and every page thereof by the same person(s) and witnesses.

The Embassy assumes no responsibility over the contents of the annexed document.

WITNESS MY HAND AND SEAL at the Embassy of the Philippines in Singapore this day of 08 April 2025

Doc. No. : 4386
Book No. : 1
Series of : 2025
O.R. No. : 1512124
Fee Paid : \$37.50



JOY ANNE B. LAI
Vice Consul

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **HO POH WAH**, of legal age, Singapore Citizen, and a resident of [REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **EMPERADOR INC.**, a corporation duly organized and existing under Philippine laws, with office address at the 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines (hereafter, the "Corporation").

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

Company/Organization	Position/Relationship	Period of Service
Institute of Human Resources Professionals	Board Member	2016-2022
OCBC Property Service Ltd.	Board Member	2020-2022
MAS HR Industry Group Committee	Board Member	2021-2022
OCBC Bank Singapore	Group Chief Human Resources Officer (CHRO)	2015-2022
	Executive Vice President	2015-2022
	Global Head – Asset and Liability Management	2013-2014
KBC Bank, Singapore	Treasurer	1999-2012
Leap Philanthropy	Board Member	2024
Daughters of Tomorrow (DOT)	Board Member	2024

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

4. I am not related to any director/officer/substantial shareholder of the Corporation 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. As of the date of this Certification, I am not holding any position in nor affiliated with any government agency or government-owned and controlled corporation.

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

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

Done this 08 APR 2025 2025 at the Philippine Embassy in Singapore.

HO POH WAH
Affiant

SUBSCRIBED AND SWORN to before me this _____ at the Philippine Embassy in Singapore, Affiant personally appeared before me and exhibited to me his

Doc. No. _____,
Page No. _____;
Book No. _____,
Series of 2025. *

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JOSE RENE GREGORY D. ALMENDRAS**, of legal age, Filipino, and a resident of [REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **EMPERADOR INC.**, a corporation duly organized and existing under Philippine laws, with office address at the 7th Floor, 1880 Eastwood Avenue, Eastwood City CyberPark, 188 E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City, Metro Manila, Philippines (hereafter, the "Corporation").

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

Company/Organization	Position/Relationship	Period of Service
Center for Family Ministries	Board Member	January 2024 to Present
The Institute for Regional Security	Director	July 2024 to Present
Management Association of the Philippines	Governor	January 2025 to Present

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

4. I am not related to any director/officer/substantial shareholder of the Corporation 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. As of the date of this Certification, I am not holding any position in nor affiliated with any government agency or government-owned and controlled corporation.

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

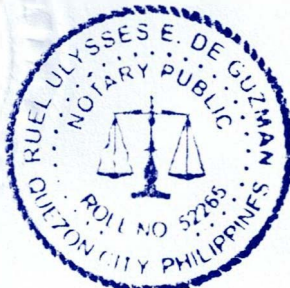
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.


Done this 29 APR 2025 at Quezon City, Metro Manila, Philippines.


JOSE RENE GREGORY D. ALMENDRAS
Affiant

SUBSCRIBED AND SWORN to before me this 29 APR 2025 at Quezon City, Philippines, Affiant personally appeared before me and exhibited to me his

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Page No. 90
Book No. 3
Series of 2025.




ATTY. RUEL ULYSSES E. DE GUZMAN
Notary Public for Quezon City
Appointment No. NP-147 (2024-2025)
Commission until Dec. 31, 2025
Roll of Attorneys No. 52265
PTR No. 6865423; 1/2/2025; Quezon City
IBP Lifetime No. 06311; 1/17/2007; Quezon City
MCLE Compliance No. VIII-0007235/ Valid until 4.14.2028
7th Floor, 1880 Eastwood Avenue
Eastwood Cyberpark, E. Rodriguez Jr., Avenue (C-5)
Bagumbayan, Quezon City 1110