

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-A**

**ANNUAL REPORT PURSUANT TO SECTION 17
OF THE REVISED SECURITIES ACT SECTION 141
OF CORPORATION CODE OF THE PHILIPPINES**

1. For the fiscal year ended December 31, 2024
2. SEC Identification Number 30939
3. BIR Tax Identification No. 000-058-330-0000
4. Exact name of registrant as specified in its charter
PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
5. Metro Manila, Philippine Province, Country or other jurisdiction
6. (SEC Use Only)
Industry Classification Code:
7. PNCC Complex, KM. 15, East Service Road, Bicutan, Parañaque City
8. (02) 8846-2655
Registrant's telephone number, including area code
9. _____
Former name, former address and former year, if changed last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares</u>
Common	75,000,000
Special Common	10,000,000
Preferred	<u>10,000,000</u>
	<u>95,000,000</u>

Note:

The Philippine Construction Corporation (PNCC) has 141,519,380 shares (99,444,759 common shares and 42,074,621 preferred shares) issued without prior registration. The PNCC, however, had already filed an application for registration of the said shares on August 2000 to the Commission and had engaged the services of Feria, Feria, Lao Noche Law Offices for the purpose.

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

Yes ☒

No ☐

12. Check whether the registrant:

(a) has filed all reports required to be filed by section 11 of the Revised Securities Act (RSA) and RSA Rule 11 (a) thereunder and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such report(s);

Yes ☒

No ☐

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

Yes ☒

No ☐

13. Aggregate market value of the stock held by non-affiliates:

PMO (Preferred D)	25,500,000
Republic of the Philippines thru PMO	79,271,024
GSIS	47,490,383
Land Bank of the Philippines	657,836
Wellex Petroleum, Inc.	26,635,891
Others	<u>20,389,625</u>
Total	199,944,759
Par Value	x 10.00
	<u>₱ 1,999,447,590</u>



PNCC 2024 ANNUAL REPORT



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Description of Business

Business Development

The Philippine National Construction Corporation (PNCC) is known for its vision, expertise and landmark projects and has been a distinguished partner in Philippine progress and economic development.

On November 22, 1966 as a consortium of well-known contractor firms, it was originally incorporated under the name of Construction Development Corporation of the Philippines (CDCP) for a term of fifty (50) years. CDCP's entry into the construction field was a big break-away from tradition. For the first time, the concept of private financing for the construction of government infrastructure projects was introduced in the Philippines. Since its establishment, CDCP had constructed billions of pesos worth of engineering and construction projects. This covered a broad range of projects, from the construction of highways, bridges and industrial facilities and even land development.

On August 14, 1968, the 28 km. Manila North Expressway (MNEX), a fully fenced limited access highway consisting of a four-lane divided roadway was opened as a tollway facility, with CDCP managing its operations and maintenance. It was originally a project of the Department of Public Highways (now DPWH), but the completion of the major portion of the project fell on CDCP to pioneer the toll concept of funding infrastructure. It was carried out under the private financing scheme provided for under RA 3741. This first big success in public works construction gave way to CDCP's rise in the road building industry. The construction of the Manila South Expressway (MSEX), the second major roadway project completed by CDCP, was opened on December 16, 1969. It provided a vital artery to Southern Luzon stretching 15 kilometers from Makati to Alabang.

On March 31, 1977, PD 1113 granted CDCP the franchise to operate, construct, and maintain the above toll facilities for a period of 30 years. From May 1, 1977 these roadways already then called the North and South Luzon Tollways, were operated and maintained under the franchise granted to CDCP. The franchise expired on April 30, 2007.

While the terms of the franchise provided under PD 1113 for the North Luzon Expressway and the South Luzon Expressway which is thirty (30) years from May 1, 1977 shall remain the same, the franchise granted for the Metro Manila Expressway and all extensions, linkages, stretches and diversions that may be constructed after the date of approval of this decree shall also have a term of thirty (30) years commencing from the date of completion of the project. On December 22, 1983, PD 1894 was issued further granting PNCC a franchise over the Metro Manila Expressway (MME), and the expanded and delineated NLEX and SLEX. PNCC was granted the *“right, privilege and authority to construct, maintain and operate any and all such extensions, linkages or stretches, together with the toll facilities appurtenant thereto, from any part of the North Luzon Expressway, South Luzon Expressway and/or Metro Manila Expressway and/or to divert the original route and change the original end-points of the North Luzon Expressway and/or South Luzon Expressway as may be approved by the TRB.”*

In 1981, in order to strengthen the financial structure of the Corporation, LOI 1136 was issued mandating the National Development Company (NDC) to invest the sum of ₱250 million in CDCP at par value.

In 1983, LOI 1295 was issued directing lender/guarantor government financial institutions to convert PNCC debts into equity in PNCC. However, only P1.4 billion of the estimated ₱7 billion debt was converted to equity and the balance of ₱5.5 billion remain unconverted due to Central Bank intervention.

The accomplished conversion in 1983 gave the Government a majority shareholding, and pursuant to this substantial change in ownership, the corporate name was changed from CDCP to Philippine National Construction Corporation (PNCC) in the same year. The increase in the company's capital stock was approved by SEC on December 7, 1983. By virtue of LOI 1136 and PD 1295, 76.96% of the PNCC's voting equity has been held by the then Asset Privatization Trust (APT), now the Privatization and Management Office (PMO). The APT was created on December 8, 1986 by virtue of Proclamation No. 50 that authorized the privatization program of government. The program is guided by the Committee on Privatization (COP) that was also created under Proclamation No. 50, and is now called the Privatization Council (PrC). As a result of the aforesaid APT holdings, only 12.09% of the Corporation's voting equity is considered as under private ownership. However, 24% of GSIS shares is considered private as it is owned by government employees and financed by the premiums they pay.

The Company's debt of ₱5.552 billion which remained unconverted to equity is treated as part of equity in the Company's books, instead of a liability with the interest and penalties unilaterally charged thereon by the PMO/BTr amounting to ₱62.641 billion and ₱60.907 billion as of December 31, 2017 and 2016, respectively, are not considered or taken up in the Company's books. The Company maintains the position that the account/amount shall be booked as equity and not as a liability (inclusive of interests and penalty charges). The assertion that the ₱5.552 billion should be part of equity is supported by a Supreme Court ruling that recognizes the validity of LOI 1295 confirming that the ₱5.552 billion is no longer a debt but equity. The Office of the Government Corporate Counsel, and a private firm engaged by PMO have concurred with this ruling. Pursuant to the mutual agreement between the Company and the PMO, the option/authority to convert the mentioned debt into equity was submitted to the Department of Justice (DOJ) on June 21, 2012 for arbitration. (Update on the case is detailed in page 29 of this report.)

From 1987 to 2001, PNCC still implemented selected construction projects, but this resulted in losses. Since 2002, the Corporation has refrained from actively engaging in the construction business, and focused more on the operation and maintenance of its tollways.

Earlier in 1995, PNCC entered into Joint Venture Agreements (JVAs) that resulted in the division of the Tollways into 3 portions, the North Luzon Expressway (NLEX), the Skyway, and the South Luzon Expressway (SLEX). The objective was to improve the manner by which the tollways were operated and maintained.

The NLEX JVA was entered into originally with First Philippine Infrastructure Development Corporation (FPIDC) together with Leighton Contractor Asia Ltd. and Egis Project Systems, which formed the JV company, Manila North Tollways Corporation (MNTC). The operation of the NLEX was officially turned over to MNTC on February 10, 2005, where PNCC had 20% shareholding. PNCC's inability to respond to succeeding capital calls limited its participation to 2.5% in MNTC. FPIDC was acquired by the Pangilinan (MVP) Group in November 2008. In the O&M company for NLEX, the Tollway Management Corp., however, PNCC is a 20% shareholder.

For the South Luzon Tollways, PNCC entered into a partnership with Indonesia's P.T. Citra Lamtoro Gung Persada to build the elevated toll road or Skyway System from Nichols to Alabang and to upgrade the at-grade portion for the same stretch. Citra Metro Manila Tollways Corporation (CMMTC) is the Joint Venture Company and concessionaire, and has been running these segments since 1999. The PNCC Skyway Corporation (PSC) originally managed the operation and maintenance of the Skyway System and its corresponding at-grade section, but due to operational inefficiencies, PSC suffered financial losses. The Skyway Operation and Maintenance Corporation (SOMCO) took over the operations and maintenance of the Skyway Systems in 2008. PNCC has 11% share in CMMTC (also diluted from 20%) and a 20% share in SOMCO, which up to this day remains unissued to PNCC because of legal disputes within CMMTC.

For the Alabang to Calamba stretch, PNCC entered into a JVA with the Malaysian Corporation, MTD Manila Expressways, Inc. (MTDME) under the corporate name of South Luzon Tollway Corporation (SLTC). Under this JVA, are the following South Luzon Expressway (SLEX) Projects: the rehabilitation and upgrading of the Alabang Viaduct; the expansion and rehabilitation of the Alabang to Calamba segment; and the construction of a 7.8 km. toll road extension from Calamba to Sto. Tomas, Batangas. The O&M company for the said stretch is the Manila Toll Expressway Systems, Inc. (MTESI). PNCC owns 20% of SLTC and 40% of MTESI.

San Miguel Corporation and its partner Citra Group of Indonesia had acquired an 80% indirect equity interest in SLTC and 60% in MTESI. The acquisition was made by its wholly-owned subsidiary San Miguel Holdings Corporation (SMHC) and Atlantic Aurum Inc., the joint venture corporation of SMHC and the Citra Group. SMHC has accepted the invitation of the Citra Group of Indonesia to invest in Atlantic Aurum Inc, the corporate vehicle of the Citra Group which has a controlling equity interest in CMMTC, the concession holder and operator of the Skyway project.

Although the original franchise of PNCC expired on April 30, 2007, the Toll Regulatory Board (TRB) issued a Toll Operations Certificate (TOC) dated April 27, 2007 to PNCC, for the continued Operation and Maintenance of the SLEX. The said authority from the TRB, pursuant to its powers under PD 1112, allowed PNCC to operate and maintain the SLEX and to collect toll fees, in the interim. The effective date of the TOC commenced on May 1, 2007, but in no case to exceed the date of substantial completion of the SLEX Project Toll Roads under the STOA dated February 1, 2006, or unless sooner revoked by the Board. On April 8, 2010, the TRB issued the Certificate of Substantial Completion for Project Toll Roads 1 and 2, and accordingly

issued the Toll Operation Permit (TOP) over the said Project Toll Roads to MATES. On May 2, 2010, the operation and maintenance of the SLEX was officially turned over to SLTC and MATES.

A Subscription Agreement was also executed by and among the Alabang-Sto. Tomas Development Inc. (ASDI), the NDC, and the PNCC on November 14, 2008, wherein PNCC subscribed to 12,500 shares from the unissued portion of the 150,000 shares authorized capital stock (with par value of ₱1,000 per share) of ASDI. ASDI is a joint venture company between PNCC and NDC and incorporated to undertake the Daang Hari-SLEX connector road (DHSLRP) in 2009, as the construction activities of the DHSLRP was underway, PNCC infused additional equity to total ₱255 million, thereby increasing its ownership share to 51%.

On December 15, 2009, a Memorandum of Agreement (MOA) for the Advance Works on the Daang Hari-SLEX Link Road Project (DHSLRP) was entered into by and among the ASDI and PNCC. PNCC was designated as the Main Turnkey Contractor responsible for undertaking the Advance Works and to implement of the design and construction of the Road Project, which consists of a toll road facility connecting Daang Hari Road in Cavite to the SLEX adjacent to the Susana Heights Interchange. The project was 25% complete when the DPWH, pursuant to its PPP mandate, took over the project for the purpose of bidding it out. The project was bidded out and awarded to Ayala Corporation in the amount of ₱900M and ASDI was reimbursed in the amount of ₱353M representing its cost plus a premium for its efforts.

Meanwhile, pursuant to Executive Order No. 605 which directed all government agencies to install a Government-wide quality management program, and prior to the above turn-over to MATES, PNCC has acquired and maintained an ISO 9001 Certification to cover its expressway operations in the SLEX. The company, with the full support of its Board, adopted and implemented its Quality Management System Manual. On December 15, 2009, Stage 1 (Documentation) Certification Audit was conducted by a Certification Body, the SGS Philippines. Before the end of the first quarter of 2010, SGS Philippines, Inc. granted to PNCC the ISO 9001:2008 Quality Management System Certificate for Tollway Management. The certificate was valid from 18 March 2010 until 17 March 2013. In May 2018, the Management initiated the ISO Certification Project in fulfillment of one of the strategic measures in the Performance Scorecard required by the Governance Commission for GOCCs (GCG). The project included the documentation, implementation, maintenance and improvement of the Quality Management System (QMS) to ISO 9001:2015 with its scope focused on the tollroad development business and realty management. The Stage 1 or Documentation audit of the said QMS was conducted by the Certifying Body (CB), SGS Phils. Inc. in November 2023. The management system has been evaluated by CB to conform with all the requirements of the audit standard and recommended to proceed with the Stage 2 audit. Stage 2 audit is scheduled in the 1st quarter of 2024.

About the same period in Ernesto B. Francisco vs. TRB, PNCC et. al. (G.R. Nos. 166910, 169917, 173630, and 183599, October 19, 2010) and in the case of Strategic Alliance Development Corporation vs. Radstock Securities Limited, et. al (G.R. No. 178158, December 4, 2009), the Supreme Court ruled and declared that with the expiration of PNCC's franchise, the toll assets and facilities of PNCC were automatically turned over, by operation of law, to the National Government (NG) at no cost. Consequently, this resulted in the latter's ownership of the toll fees and the net income derived, for the period starting May 1, 2007, from the toll assets and facilities, including PNCC's percentage share in the toll fees collected by the joint venture companies currently operating the tollways. This has adversely affected PNCC's entitlement to a share in the gross proceeds of the operation of the SLEX and dividends, if declared.

PNCC through the Office of Government Corporate Counsel (OGCC) filed a Motion for Clarification with the Supreme Court (SC) asking for definition of "Net Income". The SC resolved to grant the Motion of PNCC. In addition, it ordered the Toll Regulatory Board (TRB) with the assistance of Commission on Audit (COA) to formulate the Guidelines to determine what can be retained by PNCC to determine the Net Income to be remitted to NG. Due to inevitable delays and in fairness to PNCC, the TRB on 22 March 2012, issued "Interim Guidelines" that determined amounts to be remitted to the NG and PNCC "by the JV Companies in relation to the operation of the NLEX and SLEX projects respectively". Detailed discussion on revenue and dividend share from joint venture companies were described in Notes 27.3 of Audited Financial Statement (AFS), page 69 of AFS.

On May 3, 2011, the company and its partner for Skyway Toll Projects, CITRA Lamtoro Gung Persada, submitted to TRB an Updated Joint Venture Investment Proposal (UJVIP) for the Metro Manila Skyway (MMS) Stage 3 Project pursuant to one of the provisions of Supplemental Toll Operations Agreement dated November 27, 1995 as amended on July 18, 2007. The 14.8-kilometer Stage 3 Project starts from the existing Buendia interchange and will be extended and eventually connected to the North Luzon Expressway at Balintawak – EDSA Interchange. The Toll Regulatory Board (TRB) reviewed, evaluated and approved the UJVIP.

On January 9, 2012, a Supplement to the Business and Joint Venture Agreement (Supplement BJVA) was executed by the Company and CITRA which governs the implementation of the MMS Stage 3 Project and Stage 4 of the Project also known as Metro Manila Expressway (MME). The parties also executed the Second Supplement to the Business Joint Venture Agreement (Second Supplement to BJVA) which contains the terms and conditions for the implementation of both MMS and MME.

On June 6, 2011, PNCC was placed under the supervision of Governance Commission on GOCCs or the GCG classified under “public utilities sector”, pursuant to R.A. 10149 or the “GOCC Governance Act of 2011”.

On September 6, 2012, the Restated Second Supplement to BJVA was executed which contains the entire agreement of the parties and embodies the final terms and conditions for MMS.

On November 12, 2012, following Section 1 of the Restated Second Supplement to BJVA, Citra Central Expressway Corporation (CCEC), the joint venture company, was incorporated as the vehicle to implement the financing, design, and construction of the MMS.

On September 26, 2013, the Supplemental Toll Operation Agreement (STOA) governing the design, construction, operation and maintenance of the MMS Stage 3 was approved by the Office of the President of the Philippines. Under the STOA, the Company is provided with 20% equity in CCEC, 10% is free carry and can never be diluted while the other 10% is to be paid for. In 2015, when the call was made for a capital increase investment in CCEC, the Company waived its subscription rights for the 10%. PNCC’s 10% investment in CCEC amounted to ₱1.240 billion as of December 31, 2022. The Company waived its right in the Operation and Maintenance (O&M) company in exchange for the shares in gross revenues. Pursuant to the STOA, the investor has been granted to perform the construction of this toll road for a term of thirty-six (36) consecutive months counted from the effectiveness of the Notice to Proceed (Section 5.08) while the construction of the Buendia-PUP Segment shall be for a term of twenty-eight (28) months counted from the effectiveness of the Notice to Proceed (Section 7.06). CCEC is now SMC Skyway Stage 3 Corporation.

On October 14, 2013, Executive Order No. 141 was issued transferring the Philippine National Construction Corporation from the Department of Trade and Industry (DTI) to the Office of the President (OP) of the Philippines.

In January 2014, the Restated Supplement to the BJVA for MME was executed. The MME or C6 Project or the Stage 4 of SMMS will stretch from Bicutan to San Jose Del Monte and then will connect to the proposed MRT7 Project which will extend to the NLEX. The toll road will have a length of 34.33 km. Patterned from the MMS Project, the Company is provided with 20% equity in Citra Intercity Tollways Inc. (CITI), the joint venture company incorporated as the vehicle to implement the financing, design, and construction of the MME. 10% of the CITI equity is free carry and can never be diluted. PNCC’s 10% investment in CITI amounted to ₱240.816 million as of December 31, 2022.

On August 11, 2014, the Supplemental Toll Operation Agreement (STOA) was approved by the Office of the President of the Philippines. Pursuant to the STOA, the investor has been granted to perform the construction of MME for a term of fifty-two (52) consecutive months counted from the effectiveness of the Notice to Proceed for Phase 1 (Section 5.07).

On October 17, 2016, a stockholders’ meeting was held where majority of the stockholders voted for the extension of corporate term of PNCC for another 50 years, which extension was approved by the President of the Philippines Rodrigo Roa Duterte on even date.

The Securities and Exchange Commission has issued the Certificate of Registration for the extension of the company’s corporate term for another 50 years on November 21, 2016.

Starting 2017, the Management with the support of the Board has accepted proposal from interested parties to construct and develop new toll roads utilizing PNCC’s franchise under P.D. 1894.

PNCC and San Miguel Holdings Corporation entered into a partnership to undertake the South Luzon Expressway-SLEX Toll Road 5 Project, which is a continuation of the SLEX Toll Road 4 from Santo Tomas Batangas to Lucena City. Qubex will be the extension of the South Luzon Expressway to Matnog, Sorsogon from Lucena City. The proposed project will have an indicative length of approximately 430 kilometers. It will be an alternative option of travel from Quezon and the Bicol Provinces. It hopes to decongest Andaya Highway and Pan-Philippine Highway, cut travel time from Manila to Naga by 2-3 hours, and to Matnog by 6 hours.

METRO MANILA SKYWAY STAGE 3 (MMSS3) PROJECT

A joint venture company was formed between San Miguel Holdings Corporation (SMHC) and the Philippine National Construction Corporation (PNCC) to carry out the Metro Manila Skyway Stage 3 (MMSS3) tollroad project which is an elevated expressway which starts from Buendia, Makati City to Balintawak, Quezon City and will be extended and eventually connected to the North Luzon Expressway (NLEX).

The project will connect the South Luzon Expressway (SLEX) and the North Luzon Expressway (NLEX) with a length of about 18.68 kilometers. The MMS Stage 3 elevated expressway intends to ease and decongest traffic through its designed access ramps and interchanges strategically located as follows: Buendia Avenue (South Super Highway, Makati City), Pres. Quirino Avenue (Malate, Manila), Plaza Dilao (Paco Manila), Nagtahan/Aurora Boulevard (Manila), E. Rodriguez Avenue (Quezon City), Quezon Avenue (Quezon City), Sgt. Rivera St. (Quezon City) and in the NLEX.

The construction implementation of the MMS Stage 3 is divided into five (5) sections as described below:

Project Sections		Approximate Length (km)
Section 1 & 1a	Buendia/Makati to Quirino Ave./Plaza Dilao	3.76
Section 2a	Plaza Dilao to Tomas Claudio	0.96
Section 2a1	Tomas Claudio to Old Sta. Mesa	1.20
Section 2b	Tomas Claudio to Aurora Blvd.	3.93
Section 3	Aurora Blvd. to Quezon Avenue	2.71
Section 4	Quezon Avenue to EDSA Balintawak	4.46
Section 5	EDSA Balintawak to NLEX/Balintawak	2.11
Total Length		19.13

The MMSS3 was opened to the public on March 11, 2020. Sevilla Bridge opened to the public on August 17, 2020. Partial opening of Skyway Stage 3 to motorists for the main line from Buendia to Balintawak started on December 29, 2020. Inauguration and formal opening of Skyway Stage 3 was held on January 14, 2021. Its commercial operation commenced in July 2021.

METRO MANILA EXPRESSWAY (MME) STAGE 4 OR C-6 PROJECT

The Southeast Metro Manila Expressway Project is the Phase 1 of the C-6 Expressway, also known as Metro Manila Skyway Stage 4. It is a 32.67 km combination of mostly at-grade and elevated expressway stretching from Skyway FTI, Paranaque City all the way to Batasan Complex.

Project Phase / Section		Approximate Length (km)
Phase 1		
Section 1	Skyway FTI to C5/Diego Silang	2.39
Section 2	C5/Diego Silang to C6/Taguig	3.20
Section 3	C6/Taguig to Ortigas Ave. Extension	11.78
Section 4	Ortigas Ave. Ext. to Marcos Highway	5.34
Section 5	Marcos Highway to Tumana Bridge	6.90
Section 6	Tumana Bridge to Batasan Complex	3.06
Total Length		32.67

Phase 1 Project Description:

The Metro Manila Skyway Stage 4 or C-6 Phase 1 is a 2 x 3 lanes toll road project approximately 32.67 km in length that is intended to run from Skyway/FTI in Taguig City to Batasan Complex in Quezon City. The Project is divided into 6 Sections as follows:

1. Section 1: Skyway/FTI to C-5/Diego Silang

Section 1 connects to the existing Skyway at FTI and ends in C-5 with a total length of 2.39 km and all are elevated.

2. Section 2: C-5/Diego Silang to C-6/Taguig

The Section 2 of the project (C-5/Diego Silang to C-6/Taguig) designed alignment was changed and realigned due to Right of Way (ROW) issue. A conceptual design of the proposed realignment, transferring Section 2 of the SEMME project to pass along the Circumferential Road 5 (C-5/C.P. Garcia Ave.) and Pasig River from the original alignment that traverses residential areas in Brgy. Pinagsama in Taguig City. The realignment will start from the end of Section 1 marked by the C-5 Interchange in the area of Pamayanang Diego Silang, and shall continue along C.P. Garcia Ave. towards the area of Kalayaan Ave., where it turns right coursing along Pasig River and continues until Circumferential Road 6 (C-6) in the area of Napindan in Taguig.

3. Section 3: C-6/Taguig to Ortigas Ave. Extension

Section 3 is mixed elevated and at-grade, which connects C-6/Taguig to Ortigas Avenue Extension in Taytay, passing through the Manggahan Floodway with a total length of 11.783 km including a 3.076 km viaduct.

4. Section 4: Ortigas Ave. Extension to Marcos Highway

Section 4 is at-grade and connects Ortigas Avenue Extension in Taytay to Marcos Highway in Antipolo, with a total length of 5.337 km.

5. Section 5: Marcos Highway to Tumana Bridge

Section 5 is at-grade and connects Marcos Highway in Antipolo to Tumana Bridge, with a total length of 6.90 km.

6. Section 6: Tumana Bridge to Batasan Complex

Section 6 is mixed elevated and at-grade which connects Tumana Bridge to the Batasan Complex with a total length of 3.055 km including 1.511 km viaduct.

Project Status as of December 31, 2024:

- Overall Accomplishment (Section 1: Skyway FTL to C5/Diego Silang) = 3.28%
- Workable area along C5 (Section 1: Pier 61 to 66) = 99% completed
- Ongoing ROW acquisition by DPWH
- No ROW Development from Skyway Connection to P67
- Detailed Engineering Design (DED) for Section 1A Realignment approved by TRB. No available workable area for construction activities.
- DED for Section 2 Realignment = 99.10% accomplishment
 - Highway Drawing and partial structural drawings submitted to TRB, as approved by the Independent Consultant (IC)
 - Remaining structural drawings, with ongoing revision and for evaluation of the IC

PASIG RIVER EXPRESSWAY (PAREx) PROJECT

The proposed Pasig River Expressway Project alignment runs from the west of Metro Manila, beginning at the areas of San Nicolas and Intramuros in Manila, where it connects R-10. It traverses along the Pasig River until Nagtahan Bridge, where it turns right along Quirino Avenue, and connects with Metro Manila Skyway Stage 3 (MMSS3) through the Plaza Azul. From MMSS3, the alignment continues along the Pasig River through a connection with MMSS3 alignment along San Juan River. The alignment then continues along the Pasig River and intersects with: (i) Epifanio Delos Santos Avenue (EDSA) in the area of Guadalupe in Makati and Boni in Mandaluyong and (ii) Circumferential Road 5 (C-5) in the areas of West Rembo in Makati and Bagong Ilog in Pasig. The alignment terminates at Circumferential Road 6 (C-6), where it connects with the South East Metro Manila Expressway in the area of Taytay in the province of Rizal.

The proposed Pasig River Expressway (PAREx) project is a two-directional elevated viaduct with 3 lanes in each direction. The estimated total length of the project is 19.365 kilometers and the entire alignment is divided into three (3) segments as follows:

	Project Segments	Approximate Length (km)
Segment 1	Radial Road 10 (R10) to Metro Manila Skyway Stage 3 (MMSS3) / Plaza Azul	5.74

Segment 2	Metro Manila Skyway Stage 3 (MMSS3) / San Juan River to Circumferential Road 5 (C-5)	7.325
Segment 3	Circumferential Road 5 (C-5) to Metro Manila Skyway Stage 4 (MMSS4) / C-6	6.30
Total Length		19.365

The proposed PAREx project interchanges and access points are strategically placed along the project alignment.

On November 11, 2019, the assignment of PNCC's usufructuary rights has been approved by the President of the Republic of the Philippines pursuant to the PNCC's franchise under Presidential Decree No. 1894.

On November 26, 2019, San Miguel Holdings Corporation (SMHC) and PNCC entered into a Business Joint Venture Agreement to undertake the proposed PAREx Project.

On March 14, 2022, the Supplemental Toll Operation Agreement covering the project was approved by the President of the Republic of the Philippines.

Project Status as of December 31, 2024:

- NOA issued to Pertconsult International as an Independent Consultant
- Ongoing Environmental Compliance Certificate (ECC) application
- Ongoing review of harmonization with the Pasig River Esplanade Project and various DPWH projects
- Ongoing Detailed Engineering Design (DED) Services at 94.77% accomplishment
 - Ongoing IC review and evaluation

QUEZON - BICOL EXPRESSWAY (QUBEx/SOUTH LUZON TOLL ROAD 5) TR5 PROJECT

The Qubex or TR5 Project starts at the end point of the South Luzon Expressway Toll Road 4 at Brgy. Mayao, Lucena City, Quezon and ends at Matnog, Sorsogon near the Matnog Ferry Terminal. The total length of TR5 is approximately 417 kilometers, and the general route of the alignment is parallel to the existing Philippine National Railway, Maharlika Highway and Padre Burgos National Road or Quirino Highway.

The proposed SLEx Toll Road 5 will be an alternative option of travel from Quezon and the Bicol Provinces. It hopes to decongest Andaya Highway and Pan-Philippine Highway, cut travel time from Manila to Naga by 2-3 hours, and to Matnog by 6 hours.

The Supplemental Toll Operation Agreement was signed by TRB, San Miguel Corporation, O&M Corp. and PNCC on June 3, 2022. In a letter dated June 27, 2022 from the Executive Secretary Salvador Medialdea informed TRB that the STOA covering the project has been approved by the President of the Republic of the Philippines.

Project Status as of December 31, 2024:

- Approved IC: Pertconsult- J.F. Cancio & Associates Joint Venture
- Ongoing DED Services for Segment 1 (Lucena to Gumaca) at 99.10% accomplishment
 - IC Certified drawings, submitted to TRB
 - Structural drawings partially approved by the IC; other drawings are ongoing IC evaluation, and for resubmission
- Proposed Padre Burgos Interchange: Ongoing DED and awaiting approval from TRB
- Ongoing ROW Research and Survey

GREATER CAPITAL REGION INTEGRATED EXPRESSWAYS NETWORK PROJECT (GCREIN)

On 14 October 2019, a proposed project was submitted to PNCC by San Miguel Holdings Corporation (SMHC) to finance, design, construct, operated and maintain the Greater Capital Region Integrated Expressways Network (GCREIN) Project under Presidential Decree (P.D.) No. 1894 (otherwise known as the PNCC Franchise) through a Joint Venture.

The proposed GCREIN project is composed of three (3) components as follows:

1. Component 1: Northern Access Link
2. Component 2: Southern Access Link
3. Component 3: Central Access Link

Component 1: Northern Access Link

The proposed project is an airport access toll road to New Manila International Airport (NMIA). It starts from the Metro Manila Skyway Stage 3 in Balintawak and extending towards Valenzuela, Malabon, Navotas, Obando and Bulakan, approximately traversing the alignment of Tullahan and Muzon Rivers. The project will then pass through the perimeter of NMIA providing airport access, which will then exit towards the Provinces of Bulacan, Pampanga and Tarlac.

Project Status as of December 31, 2024:

- Ongoing DED and Studies at 87.69% accomplishment
- Final Engineering Drawing for Phase 1 Sections 1 and 2
 - IC Certified drawings submitted to TRB
 - Other drawings, ongoing IC review and evaluation
- Ongoing Advance Works (15 Piers: Metro Manila Skyway Stage 3 to Tullahan)
 - Ongoing pouring of the remaining CIP Slap (pier) -12/15 completed
- Ongoing Right of Way (ROW) Research and Survey

Component 2: Southern Access Link

The proposed project is an elevated expressway network with a total estimated length of 46.11 kilometers comprising of the Shoreline expressway and three (3) extensions, namely: Skyway stage 3 (SS3) C3-R10 Extension, Skyway Stage 3 (SS3) Quirino Extension, and Skyway Stage 3 (SS3) Buendia-EDSA Extension. Connecting Ramps shall be located at strategic areas along the alignments.

Project Status as of December 31, 2024:

- Approved Independent Consultant by TRB: TCGI Engineers
- Ongoing DED and studies at 91.65% accomplishment
 - IC-certified drawings for Sections 1 and 2, submitted to TRB
 - Other drawings, ongoing IC review and for resubmission
- Advance works along Radial Road 10:
 - Completed 20/20 bored piles and 20/20 columns
 - On hold construction of column, 1/20 completed
 - Ongoing restoration of median island
- Ongoing ROW Research and Survey

Component 3: Central Access Link

The proposed project is located along the Epifanio Delos Santos Avenue (EDSA) also known as Circumferential Road No. 4 (C-4) that traverses the center of Metro Manila in a circumferential direction.

The Project will traverse the whole stretch of EDSA beginning from a connection with Radial Road 10 (R10) at the mouth of Tullahan River in Navotas City and will terminate near SM Mall of Asia in Pasay City. The total length of the expressway is approximately 28.1 km.

On January 25, 2022, the President of the Republic of the Philippines approved the assignment of usufructuary rights over its franchise and recommended to rename the project to Greater Capital Region Integrated Expressways Network Project.

On May 6, 2022, the President of the Republic of the Philippines approved the Supplemental Toll Operation Agreement (STOA) covering the proposed Northern Access Link Expressway (NALEX) project while the STOA covering the proposed Southern Access Link Expressway project was approved on June 27, 2022.

Business Development and Description of Subsidiaries

PNCC has a number of subsidiaries legally in existence but have been inactive for years. These are wholly-owned subsidiaries namely the Traffic Control Products Corp. (TCPC), Tierra Factors Corp. (TFC), CDCP Farms, Inc. and PNCC Skyway Corp. Likewise, there are subsidiaries such as Land Management and Development Corp., Managerial Resources Corp., Manila Land Corp., San Ramon Ranch, Inc. and San Roque Ranch, Inc. where PNCC's investments are still carried in the books, but with no management files or records.

The Governance Commission for GOCC's (GCG), in its memorandum for the President of the Republic of the Philippines dated June 24, 2013, recommended the abolition of the five (5) subsidiaries of the Company, namely: 1) Alabang-Sto Tomas Development, Inc. (ASDI); 2) DISC Contractors, Builders and General Services, Inc. (DCBGSI); 3) Traffic Control Products Corporation (TCPC); 4) CDCP Farms Corporation (CDCP-FC), and Tierra Factors Corporation (TFC). Through a Memorandum from the Executive Secretary dated August 7, 2014, the GCG was informed that its recommendation to abolish PNCC subsidiaries had been approved by the President of the Republic of the Philippines, subject to pertinent laws, rules and regulations. Furthermore, GCG recommended the creation of a Technical Working Group (TWG) to coordinate the implementation of said abolition. The TWG shall be composed of the GCG, together with the representatives of the following government agencies, as regular members :1) Department of Trade and Industry; 2) Securities and Exchange Commission, and 3) PNCC. Special members are composed of : 1) ASDI; 2) DCBGSI; 3) TCPC; 4) CDCP-FC, and 5) TFC.

On October 16, 2012, ASDI's corporate life was shortened up to December 31, 2012 pursuant to Board resolution No. BD-04-2014. On August 7, 2014, this Board resolution was revoked. Investment in ASDI was originally 255,000 common shares with a par value of ₱1,000 per share representing equity ownership of the Company at 51 per cent, with the remaining 49 per cent owned by the National Development Company (NDC). On December 9, 2015, ASDI liquidated 127,500 common shares of PNCC as part of its dissolution process paying PNCC ₱127.5 million. On December 15, 2016, the Company received ₱66.3 million as additional partial liquidation of its investment in shares of ASDI. ASDI has a pending collection balance of ₱4.2 million from DPWH.

On September 26, 2013, the abolition/dissolution of TCPC was approved per Board Resolution BD-006-2013. The conveyance of TCPC assets to PNCC has already been completed. Part of these assets has already been disposed through public bidding. The remaining undisposed assets are now being classified according to commodity classification for appraisal and for purposes of higher return upon sale.

On September 30, 2015, DCBGSI was closed pursuant to DCBGSI Shareholders' resolution dated August 7, 2015. On October 1, 2015, PNCC absorbed DCBGSI functions. On January 18, 2016, the Board of Directors of DCBGSI approved the shortening of its corporate life to January 31, 2016.

On September 30, 2015, Special Stockholders Meeting of TFC and CDCP-FC were held to dissolve these subsidiaries. Management is still awaiting the appointment of Directors for both companies in order to call for a Board Meeting to put into effect the closure of the two companies.

In 2024, the TWG, composed of the GCG and PNCC formed pursuant to the Memorandum from the Executive Secretary dated 07 August 2014, held several meetings to discuss the liquidation plans for the subsidiaries and the companies' eventual abolition. Notice to Creditors was published to notify any claimants of the subsidiaries of the said dissolution. PNCC had initiated steps towards securing clearances from relevant government agencies, such as the Local Government Units, Bureau of Internal Revenue (BIR), Social Security System, and Philhealth, among others.

Except for the Corporation's investment in ASDI, a 100 percent impairment loss is provided for investments in inactive and non-operating subsidiaries and affiliates, as well as investments in the remaining active wholly-owned subsidiary, due to their incurrence of losses resulting in accumulated deficit.

Business Development of Affiliates

In compliance with the Supreme Court decision, the company has transferred and turned over the shares of stock in tollway joint venture companies through a Deed of Compliance to Transfer Shares of Stock to the National Government under Supreme Court Decision in G.R. Nos. 166910, 169917, 173630, and 183599.

The only joint venture company left to PNCC after the turn over to National Government is Citra Metro Manila Tollways Corporation (CMMTC) the joint venture company for Metro Manila Skyway System (SMMS) and the Operation and Maintenance Corporation for SMMS or Skyway Operation and Maintenance (SOMCO). These said JV was approved pursuant to Presidential Decree No. 1894, which expanded PNCC's original franchise by granting firstly, the further "right, privilege and authority to, construct, maintain and operate any and all such extensions, linkages or stretches, together with the toll facilities appurtenant thereto, from any part of the North Luzon Expressway, South Luzon Expressway as may be approved by the Toll Regulatory Board (TRB)"; and, secondly, the right to construct and operate the Metro Manila Expressway, also named as the "Metro Manila Tollway" (C-6).

Meanwhile, the Company now holds updated partnership with Citra Lamtoro Gung Persada for new toll road projects: the Metro Manila Skyway Stage 3 and Metro Manila Expressway or C6.

The projects will enable the Company to generate sufficient cash flow from dividends and revenue shares from the JV companies for the next 30 years.



SMC Skyway Corporation (formerly Citra Metro Manila Tollways Corporation) **and Skyway Operation and Maintenance**

Citra Metro Manila Tollways Corporation (CMMTC), a Joint Venture Company or the Investor Company was incorporated on 27 November 1995 to pursue the South Metro Manila Skyway Project (SMMS), i.e., the present at-grade level and Skyway stretching from Nichols to Alabang, southbound, and to Buendia, northbound. CITRA has a 30-year concession period which commenced in December 1998. Originally, PNCC owned 20% of CMMTC with ₱551 million infused as equity. As of 2008, however, following the exercise of pre-emptive rights to which PNCC issued a waiver, PNCC's equity participation was reduced to 11%. PNCC continues to hold two board seats in CMMTC.

In 2006, PNCC was able to secure a share of the gross revenues of the Skyway from CMMTC, similar to the arrangement with the MNTC of NLEX and SLTC of SLEX. This concession was secured in return for PNCC's willingness to dilute its shareholdings in CMMTC, as the latter raised financing for the Skyway II extension project.

In 2011, San Miguel Corporation (SMC) raised its stake in the toll road business by taking over the company which controls CMMTC. SMC through its wholly-owned unit San Miguel Holdings Corporation (SMHC) accepted the invitation of the Citra Group of Indonesia to acquire an initial 46% interest in Citra's Atlantic Aurum, Inc. which has a controlling interest in CMMTC. CCMTC was renamed to SMC Skyway Corporation in 2021.

Skyway O&M Corporation (SOMCO) is the operations and maintenance corporation for the Skyway section where PNCC has 20% participation. This, however, remains unissued because of legal difficulties with CMMTC. SOMCO was incorporated on December 12, 2007 and took over the O&M role from the PNCC Skyway Corporation on 31 December 2007.



SMC Skyway Stage 3 Corporation (formerly Citra Central Expressway Corporation)

Citra Central Expressway Corporation (CCEC), a joint Venture Company between the Company and PT Citra Lamtoro Gung Persada, was incorporated on November 16, 2012 pursuant to Section 1 of the Supplement to Business and Joint Venture Agreement to be the vehicle to implement the financing, design and construction of the Metro Manila Skyway – Stage 3 (MMS).

Pursuant to the approved STOA of MMS, CCEC has a 30-year concession period to commence upon completion of the project.

The Company is provided with 20% equity in CCEC, 10% is free carry and can never be diluted while the other 10% is to be paid for.

On May 26, 2014, the Toll Regulatory Board (TRB) approved the change in the ownership of a majority of the shares of the capital stock of CCEC.

Upon execution of the Subscription Agreement on September 5, 2014, Stage 3 Connector Tollways Holdings Corporation (S3HC) became a majority stockholder of CCEC. The shareholder structure in CCEC is as follows: S3HC - 55%, PT Citra Lamtoro Gung Persada - 25% and PNCC – 20%.

In 2015, when the call was made for a capital increase investment in CCEC, the Company waived its subscription rights for the 10%. The initial 10% investment in CCEC amounted to ₱12.5 million.

The Company agreed to forego any equity participation in the Operation and Maintenance (O&M) company provided the latter remains a cost center and not a profit center. The Company is provided with one (1) permanent seat with one non-voting director to the Board of CCEC, regardless of its shareholdings. Membership in all Board Committees and Chairmanship of the Board Audit Committee is given to the Company.

The Company's share in gross revenues for the duration of the operation period is projected at ₱35.06 billion while the share in net profits is projected at ₱21.42 billion.

On the following dates, CCEC issued ten (10) percent "free-carry" equity shares (₱100 par value) as the Company's share in the joint venture company as follows: June 30, 2014 – 125,000 shares; September 15, 2014 – 275,000 shares, and December 1, 2016 – 5,800,000 shares. As of December 31, 2022, the company's share in SMC Skyway Stage 3 Corp. is 1,240,000,000



Citra Intercity Tollways, Inc.

Citra Intercity Tollways, Inc. (CITI) was incorporated on February 17, 2014, a joint Venture Company between the Company and PT Citra Lamtoro Gung Persada to be the vehicle to implement the financing, design and construction of the Metro Manila Expressway – C6 (MME).

Pursuant to approved STOA of MME, CITI has a 30-year concession period to commence upon completion of the project.

The Company is provided with 20% equity in CITI, 10% is free carry and can never be diluted while the other 10% is to be paid for.

On July 20, 2015, the Toll Regulatory Board (TRB) approved the change in the ownership of a majority of the shares of the capital stock of CITI.

The shareholder structure in CITI is as follows: SMC Infraventures, Inc. - 55%, PT Citra Lamtoro Gung Persada 25% and PNCC – 20%.

The Company agreed to forego any equity participation in the Operation and Maintenance (O&M) company provided the latter remains a cost center and not a profit center. The Company is provided with one (1) permanent seat with one (1) non-voting director to the Board of CITI, regardless of its shareholdings. Membership in all Board Committees and Chairmanship of the Board Audit Committee is given to the Company.

The Company's share in gross revenues for the duration of the operation period is projected at ₱43.86 billion while the share in net profits is projected at ₱27.21 billion.

On the following dates, CITI issued ten (10) per cent "free-carry" equity shares (₱100 par value) as the Company's share in the joint venture company as follows : March 9, 2016 – 400,000 shares and December 1, 2016 – 2,008,167 shares. As of December 31, 2022, the company's share in CITI stood at 240,816,700.



South Luzon Toll Road – 5 Expressway, Inc.

South Luzon Toll Road – 5 Expressway, Inc. was incorporated on April 10, 2019, as a joint Venture Company pursuant to Business and Joint Venture Agreement dated October 9, 2018 to implement the financing, design and construction of the Quezon-Bicol Expressway TR5 Project.

Pursuant to approved STOA of TR5 project, SLTR5EI has a 30-year concession period to commence upon completion of the project.

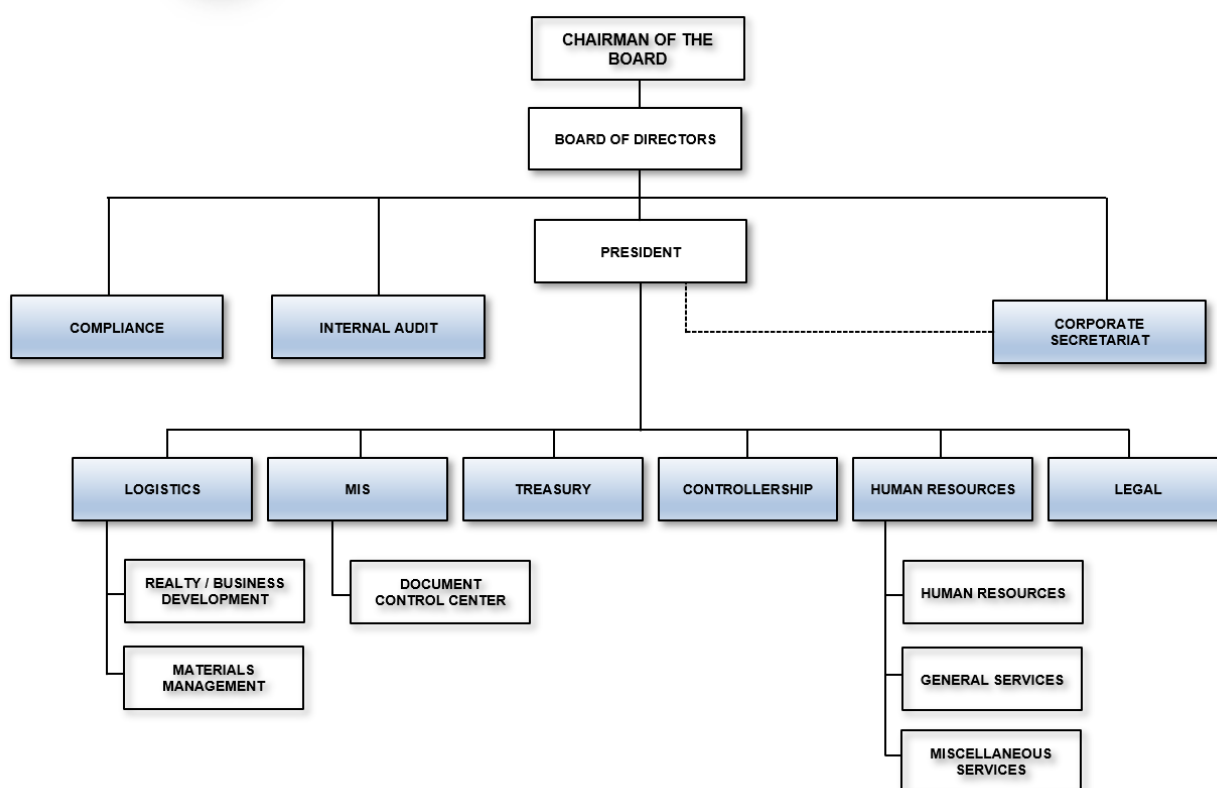
The Company is provided with 20% equity in SLTR5EI, 10% is free carry and can never be diluted while the other 10% is to be paid for.

The Company agreed to forego any equity participation in the Operation and Maintenance (O&M) company provided the latter remains a cost center and not a profit center. The Company is provided with permanent seat with 1 non-voting director to the Board of SLTR5EI, regardless of its shareholdings. Membership in all Board Committees and Chairmanship of the Board Audit Committee is given to the Company.

On the following dates, SLTR5EI issued ten (10) per cent "free-carry" equity shares (₱100 par value) as the Company's share in the joint venture company as follows : 5,000,000.

Organizational Setup for 2024

Table of Organization for 2024



Total Number of PNCC Employees Per Sector as of December 31, 2024:

Sector	Regular	Probationary	Co-Terminus	Fixed Term	Project Employee	Total
Rank & File	20					20
Supervisory	18					18
Manager	9					9
Executives	7					7
TOTAL	54					54

Enterprise Risk Management

Operational Risks

The company's Quality Management System (QMS) through its ISO Core Team have identified the risks that need to be addressed to 1] give assurance that the QMS can achieve its intended results; 2] enhance desirable effects; 3] prevent or reduce undesired effects, and 4] achieve improvement. The ISO Core Team together with Top Management hold a yearly planning session to address the actions to be undertaken on the identified risks. The identified risks on departmental level is summarized in the Risk Registry as required by the QMS in its Risks and Opportunities Management Procedure. Upon review of the ISO Core Team, the Risks Registry is submitted to the President and CEO for approval of the action plans on identified risks and endorsed to the Board for adoption. The actions taken to address the risks had been integrated and implemented into the QMS' processes.

Financial Risks

The Corporation's principal financial instruments comprise of cash and cash equivalents, restructured debt and advances to and from related parties. The main purpose of these financial instruments is to finance the Corporation's operations. The Corporation has various other financial assets and liabilities such as receivables and vouchers payable and accrued expenses (excluding statutory payables), which arise directly from its operations. The main risks arising from the Corporation's financial instruments are credit risk and liquidity risk. The Corporation's Board of Directors (BOD) and Management review and approve the policies for managing each of this risk.

Risk Oversight

The Audit Committee's function already includes the assessment and management of enterprise risks. As provided for in Section 16.3 of Code of Corporate Governance for the GOCC sector, it does not preclude the Governing Board of the GOCC from combining the functions of the committees into such combinations that will best serve the interest of the GOCC. The Audit and Finance Committees is in charge of laying down and supervising the control mechanism:

Committee/Unit	Control Mechanism	Details of its Function
Audit and Finance	Assist the Board in the development and oversight of the company's risk management program	Oversees the risk management process to be an integral part of planning and operations of the Company to meet corporate goals and objectives
	Assists the Boar in fulfilling its oversight responsibilities for financial reporting process, system of internal control, audit process	Responsible for recommending the report of external auditors to the Board; monitor the system of internal controls

Description of Properties

The list of Real Properties as of December 31, 2024 are presented below:

ITEM NO.	LOCATION	AREA (sq. m.)	REGISTERED OWNER	REMARKS
A.	BOOKED PROPERTIES			
A.1	PNCC PROPERTIES			
1.	TAGOLOAN PROPERTY Bo. Casinglot, Tagoloan, Misamis Oriental	20,687 13,785 16,380 1,065 5,316 3,387 60,620	CDCP CDCP CDCP CDCP CDCP CDCP	The property is being occupied by informal settler belonging to the San Vicente Village Homeowners Association (SVVHA) for more than 30 years already. The homeowners with the assistance of the LGU has offered to acquire the property.
2.	BICUTAN PROPERTY Parañaque City	107 54 27,762 5,123 33,046	CDCP CDCP CDCP CDCP	The property will be directly affected by the implementation of the proposed North-South Commuter Railway (NSCR) Extension Project and the Metro Manila Subway Project (MMSP) of the DOTr.
3.	MABALACAT LOT Bo. Maisac, Mabalacat, Pampanga	10,000 15,000 2,905 27,905	CDCP CDCP CDCP	
4.	TAGAYTAY PROPERTY Bo. Tolentino, Tagaytay City	49,107 49,100 98,207	PNCC PNCC	
5.	ANTIPOLO PROPERTY Victoria Valley Subdivision Town & Country Estate Subd.	840 850 958 741 680 701 10,000 14,770	PNCC PNCC PNCC PNCC PNCC PNCC PNCC	
6.	FINANCIAL CENTER AREA (FCA) Pasay City	129,548	RP	Three (3) hectare portion of the property is being leased by Pacific Concrete Products Inc. (PCPI). Lease period: October 15, 2019 to October 14, 2045 (25yrs) Monthly rental rate: P15,000,000.00 with annual escalation equivalent to 3% which shall be applied to the monthly rental rate starting on the 5th year of the Lease Contract. PNCC took over the possession of Seaside Dampa (14,564sqm) on August 2, 2023 and Hobbies of Asia (33,627sqm) on September 10, 2024. Both are now being maintained by PNCC.
7.	PORAC LOT Porac, Pampanga	116,591	PNCC	
8.	STA. RITA PROPERTY (NLT Office) Sta. Rita, Guiguinto Bulacan	11,395 8,605 20,000	PNCC PNCC	
9.	BOCAUE REST AREA NLEX, Bocaue, Bulacan	1,141 733 2,801 4,404 847 9,926	PNCC PNCC PNCC PNCC	

ITEM NO.	LOCATION	AREA (sq. m.)	REGISTERED OWNER	REMARKS
10.	MORONG LOT Morong, Rizal	240 240 240 240 240 240 240 240 240 382 2,542	PNCC PNCC PNCC PNCC PNCC PNCC PNCC PNCC PNCC PNCC PNCC	
11.	GULOD RESORT CONDOMINIUM Nasugbu, Batangas Apartment 5-102 Apartment 5-302	 34.65 34.65 69.30	 Pricewave Inc. Pricewave Inc.	 Two (2) studio type apartment units. For transfer to PNCC's name.
A.2	CDCP FARMS CORP. PROPERTIES			
1.	TABANG PROPERTY Tabang , Guiguinto, Bulacan	4,945 678 5,623	CDCP Farms Corp. CDCP Farms Corp.	
B.	UNBOOKED PROPERTIES			
B.1	PNCC LISTED PROPERTIES			
1.	PILILIA PROPERTY Pililia , Rizal	500 500 500 500 500 500 459 702 607 500 500 500 500 500 500 500 500 7,768	Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone Sps. Martin De Jesus & Priscilla Castalone	

Legal Proceedings

1. **PNCC vs PMO** (OP Case No. 15-G-186) (OSJ Case 02-2012)
PNCC vs NDC (OGCC ARB Case 001-2000)

Debt of P5.552 Billion Remained Unconverted to Equity

The Corporation's debt of P5.552 billion which remained unconverted to equity is treated as part of equity in the Corporation's books, instead of a liability. The interest and penalties unilaterally charged thereon by the Privatization Management Office (PMO)/ Bureau of the Treasury (BTr) amounting to P66.295 billion and P63.255 billion as of December 31, 2021 and 2020 were not taken up in the Corporation's books.

The assertion that the P5.552 billion should be part of equity is supported by a Supreme Court ruling that recognizes the validity of Letter of Instruction (LOI) 1295 confirming that the P5.552 billion is no longer a debt but equity. The Office of the Solicitor General (OSG) and the Office of the Government Corporate Counsel (OGCC) have concurred with this ruling.

Pursuant to the mutual agreement between the Corporation and the PMO, the issue whether to convert the mentioned debt into equity was submitted to DOJ on June 21, 2012 for arbitration.

On February 18, 2014, the DOJ dismissed the Corporation's petition against the PMO. The Corporation filed a Motion for Reconsideration (MR) with the DOJ on March 14, 2014 which was denied by the DOJ on January 22, 2015. Thereafter, the Corporation filed a Supplement to the MR on May 28, 2015 which was likewise denied by the DOJ in its order dated July 13, 2015.

On June 26, 2015, the Corporation filed a Notice of Appeal with the Office of the President of the Republic of the Philippines (OP) and filed the corresponding Appeal Memorandum on July 27, 2015.

On May 19, 2022, the Office of the President has promulgated its Decision ruling in favor of the PMO, ordering the Corporation to pay the principal amount plus accrued interests and penalties and to reimburse the amount of mortgage loan including interest thereon. The Corporation filed a Motion for Reconsideration of the Decision on July 22, 2022. Subsequently, PNCC filed a Supplemental Motion for Reconsideration on February 16, 2023.

Awaiting resolution/action of the OP on PNCC's Motion for Reconsideration.

2. Asiavest Merchant Bankers (M) Berhad vs. PNCC (Civil Case No. 64367)

This case arose after Asiavest-CDCP Sdn. Bhd. (Asiavest-CDCP), a corporation organized by both CDCP (now PNCC) and Asiavest Holdings (M) Sdn. Bhd. (Asiavest Holdings), which acted as PNCC's subcontractor in Malaysia, failed to complete the project in Malaysia. Asiavest Merchant Bankers (M) Berhad (AMB), which provided various guarantees and bonds to PNCC in connection with the construction contracts in Malaysia, thus sought reimbursement of the surety bond the former paid to the State of Pahang (Malaysia). The amount involved is Malaysia Ringgit (MYR) 3,915,053.54.

On April 12, 1994, AMB instituted the case before the Pasig City Regional Trial Court (RTC). PNCC through its legal counsel, Office of the Government Corporate Counsel (OGCC), had filed four (4) motions for an extension of time to file an answer and/or any responsive pleading. However, PNCC was not able to file its Answer to the Complaint because the transactions were executed in Malaysia and the documents were not then immediately available. Thus, a judgment by default was rendered by the trial court. Efforts were made towards lifting the default order and reconsideration of the decision, but the same was denied.

PNCC appealed the case to the Court of Appeals (CA) but was dismissed in its Decision dated June 10, 2005. A Motion for Reconsideration (MR) was filed but the same was denied.

A Petition for Review on Certiorari was filed before the Supreme Court (SC) which eventually decided against PNCC last April 4, 2016. On April 6, 2016, OGCC received a Motion for issuance of an Alias Writ of Execution filed by AMB with RTC. On April 16, 2016, PNCC filed its opposition thereto arguing that the subject claim should be filed first with COA before a Writ of Execution can be issued by RTC.

The RTC Branch 153 denied Asiavest's Motion for Execution and its subsequent MR. Subsequently, Asiavest filed with CA a Petition for Certiorari and Mandamus, to which PNCC filed a Comment and Opposition on May 29, 2018.

On August 14, 2018, PNCC received the CA Second Division's Notice of Judgement denying and dismissing the above Petition for Certiorari and Mandamus. Asiavest filed a MR, a copy of which was received by PNCC on August 30, 2018. On October 8, 2018, PNCC filed its Comments on the subject MR. In a Resolution dated November 29, 2018, the CA Former Second Division denied Asiavest's MR for lack of merit.

On February 8, 2021, Asiavest did not appeal before the Supreme Court but opted to incorporate its arguments and position in their complaint with COA. PNCC, through the OGCC, filed its Answer on June 30, 2021.

On April 2, 2024, Management received COA Decision No. 2023-322 dated October 26, 2023, granting the money claim.

On April 23, 2024, a Motion for Reconsideration was filed by PNCC. Awaiting the action of the COA on PNCC's Motion for Reconsideration.

3. Asiavest Merchant Bankers (M) Berhad vs. PNCC (Civil Case No. 56368)

This case involves the enforcement of a foreign judgement rendered against PNCC in Malaysia for guarantees it issued on various construction projects involving Malaysian Ringgit (MYR) 5,108,290.23. The Pasig City RTC and the Court of Appeals (CA) rendered decisions in favor of PNCC, dated October 14, 1991, and May 19, 1993, respectively.

In 2001, the SC rendered a decision reversing the decision of the CA and ordered the payment of the foreign award. In 2002, the Pasig City RTC issued a Writ of Execution which was partially satisfied but PNCC's later asked for its temporary suspension by moving to quash the writ because of: (a) a change of the party's status making the execution inequitable; and, (b) the claim has already prescribed under Malaysian laws. In 2015, the RTC finally denied PNCC's Motion to Quash, including the subsequent MR. PNCC has since filed a Petition for Certiorari which is pending in the CA. In April 2016, AMB's counsel filed for Ex- Parte Motion for the Issuance of Alias Writ of Execution to enforce the 2002 Writ of Execution. PNCC has since opposed it, prompting AMB to file its Urgent Motion to Resolve.

The RTC denied PNCC's Motion to Quash. Because of the denial of the said Motion to Quash, PNCC filed a Petition for Certiorari with the CA on the RTC's Orders. On December 18, 2017, the CA denied the Petition for Certiorari and subsequently, the MR was also denied on June 17, 2018. On August 23, 2018, the PNCC filed a Petition for Review on Certiorari with the supreme Court.

Asiavest, through counsel, filed a Motion for Execution in both cases with the RTC. OGCC opposed the motion on the ground that the claim of Asiavest should be filed first with the Commission on Audit (COA) before a Writ of Execution can be issued. The RTC denied Asiavest's motion and directed the latter to file its claim against PNCC with COA.

Securities of the Registrant

Market Price of and Dividends on Registrant's Common Equity and Related Stockholders' Matters

Market Information

As of December 31, 2024, there were 4,829 shareholders of the Company's outstanding common shares totaling to 174,444,759. 75,000,000 common shares were listed with the Philippine Stock Exchange. The Registrant was listed on 13 March 1974.

Trading of shares was suspended on May 16, 2008, for this reason, no transaction was recorded for the last three (3) years. Last transaction date was on April 9, 2008, last closing price at ₱4.90 per share.

The Board of Directors did not declare dividends in the last three (3) years. Such action of the Board is supported by Article XI, Section 11.01 of the Amended By-Laws of the Company which provides that *"Dividends maybe declared annually or oftener as the Board of Directors may determine. The Board may declare dividends only from the surplus profits of the Corporation."*

A detailed discussion on this matter can be found on Notes 23 of AFS, page 66 of AFS.

TOP TWENTY (20) COMMON SHAREHOLDERS OF PNCC as of December 31, 2024

Shareholder	No. of Shares	% of Ownership
Republic of the Philippines Through the Asset Privatization Trust	79,271,024	45.44
Government Service Insurance System	47,490,383	27.22
Wellex Petroleum, Inc.	26,635,891	15.26
PCD Nominee Corporation – Filipino	11,840,578	6.78
Cuenca Investment Corp.	909,277	0.52
Land Bank of the Philippines	657,836	0.37
Unigrowth Development Corporation	630,625	0.36
Benito, Vicente S.	588,000	0.33
Gow, Jimmy N.	274,000	0.15
Cruz, F.F. & Co., Inc.	252,630	0.14
Blue Chip Asset, Inc.	244,700	0.14
Adachi, Sueo - Foreign	184,025	0.10
Chung, Felix	173,900	0.09
Alpapara, Johnson	170,000	0.09
Go, Le Khim	150,000	0.08
Benpres Corporation	140,000	0.08
Cruz, Felipe F.	135,993	0.07
Motelibano A. Hijos, Inc.	120,750	0.06
Carnet Machineries & Invest. Corp.	119,842	0.06
Filipinas Bag Corporation	106,936	0.06
Total No. of Shareholders : 4,829		
The Privatization Management Office (PMO) holds PNCC's 25,500,000 preferred "D" shares which are also voting shares of the company. This translates to 12.75% of all voting shares.		

Dividends

Dividends may be declared annually or often as the Board of Directors may determine. The Board may declare only from the surplus profits of the Company.

With the approval of the stockholders representing two-thirds (2/3) of all the outstanding capital stock entitled to vote, given at a general meeting or at a special meeting duly called for the purpose, the Board may declare that dividends are paid in stock.

The cumulative preferred shares are those that are entitled to any dividends not declared in the prior period (dividends in arrears) such that when dividends are declared in the current period, the dividends in arrears are to be satisfied first.

Dividends (in arrears) on cumulative preferred shares are not recognized in the books due to the Board of Directors' non-declaration of dividends. For purposes of the required disclosure in the financial statements, the dividends in arrears (computed from 2007 to 2023) are as follows:

Name of Stockholder (a)	Class of Stock (b)	Shareholdings (c)	Undeclared Dividend (b x c x 16 yrs)
Republic of the Philippines through APT	Preferred B (8% - 17%, cumulative, non-participating, non-voting)	150,000,000	204,000,000
Marubeni	Preferred B (8% - 17%, cumulative, non-participating, non-voting)	36,895,000	50,177,200
Republic of the Philippines through APT	Preferred C (14%, cumulative, non-participating, non-voting)	64,851,210	150,454,807
Republic of the Philippines through APT	Preferred B (8%, cumulative, non-participating, voting)	255,000,000	346,800,000
		506,746,210	751,432,007

The above dividends in arrears are not recognized as liabilities because there is no obligating event yet.

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

There is no sale of unregistered or exempt securities in 2024.

Description of Registrant's Securities

Common or Preferred Stock

The discussion of this item is detailed in pages 64 to 66, Notes 24 of Audited Financial Statements.

Debt Securities

There is no debt security to be registered in 2024.

Stock Options

There is no stock options to be registered in 2024.

Securities Subject to Redemption or Call

There is no securities subject to redemption or call in 2024.

Market Information for Securities Other Than Common Equity

There is no other class of securities being registered for public trading in 2024.

Financial Information

Management's Discussion and Analysis or Plan of Operation

Management's Discussion and Analysis For Each of the Last Three Fiscal Years

Financial Condition and Results of Operation For the Year Ended December 31, 2024 compared with Year Ended December 31, 2023

The Company generated a net income of ₱434.172M for the year 2024. This represents a decrease on net income of 96.666% mainly attributable to gain from changes in the fair value of Investment Property in 2023.

The Service and Business Income account is consist of Service Income and Rental/Lease Income, Share in Profit/Revenue of Joint Venture, Dividend Income and Interest Income.

Service and Business Income

Amount In Million Pesos	As of December 31, 2024		
	2024	2023	% Change
Service Income	0	89.307	-100.000
Rental/Lease Income	290.515	199.446	45.661
Share in Profit/Revenue of Joint Venture	391.357	346.617	11.939
Dividend Income	63.066	50.246	25.515
Interest Income	144.369	87.910	64.224
	889.307	776.526	14.524

Notes:

- Service Income account pertains to income earned from the supply of manpower to Skyway O&M Corporation.
- Rental/Lease Income account represents the revenue derived from the Company's real estate properties:

Amount in Million Pesos	2024	2023	% Change
Pasay City	290.515	199.446	45.661
Porac, Pampanga	0.000	0.000	0.000
Sta. Rita, Bulacan	0	0.000	0.000
	290.515	199.446	45.661

PNCC is the lessor under an operating lease agreement with Pacific Concrete Products, Inc. (PCPI) and Dampa Seaside Market in the FCA, Pasay City. Tokagawa Global Corporation (TGC) in Porac, Pampanga and San Miguel Holdings Corp (SMHC) in Sta. Rita, Bulacan. The lease with PCPI has a term of 25 years, with a renewal option and option of pre-termination upon reasonable notice by the lessor, while the lease with TGC and SMHC has a fixed period of five years commencing on September 1, 2019 and May 2022 respectively. However, TGC and SMHC terminated the operating lease agreements on July 6, 2022 and July 19, 2022, respectively.

- The Share in Profit/Revenue Share of Joint Venture account consists of the following:

Amount in Million Pesos	2024	2023	% Change
CCEC (now SMC Skyway Stage 3 Corporation)	220.600	204.975	7.623
MNTC (now NLEX Corporation)	105.014	87.612	19.864
CMMTC (now SMC Skyway Corporation)	41.124	35.866	14.660
SLTC (now SMC SLEX, Inc.)	24.618	21.164	16.320
	391.357	349.617	11.939

- Dividend Income is consists of the following:

Amount in Million Pesos	2024	2023	% Change
Citra Metro Manila Tollways Corporation	62.361	49.668	25.556
Alabang Sto. Tomas Development, Inc.	.704	.577	22.026
	63.066	50.246	25.515

5. Interest Income consists of interest earned on investments amounting th ₱133.202 Million and ₱87.910 Million in 2024 and 2023 respectively.

Revenue. Revenue for the year ended December 31, 2024 stood at ₱681.872 million, higher by 20.13% or ₱114.278 million compared to ₱567.594 million for the year ended December 31, 2023. The increase was attributable to the increase in JV Revenue Shares and Rental Income.

General and Administrative Overhead. Overhead account increased by 35.82% or ₱34.159 million from ₱95.351 million for the year ended December 31, 2023 to ₱129.510 million for the year ended December 31, 2024 brought by increase in Personnel cost due to CPCS implementation effective August 19, 2023 while the increase in MOOE was due to add'l fifteen (15) Security Guard at Dampa Seaside, increase in Taxes and Licenses i.e. registration of new vehicles and Business Permits and other expenses.

Income from Operation. Income from operation for the year ended December 31, 2024 increased by 16.97% or ₱80.120 million from ₱472.243 million as of December 31, 2023 to ₱552.363 million for the year ended December 31, 2024. Said favorable variance was the resulting effect of the reasons discussed above.

Other Income (Charges). This account posted a balance of ₱219.080 million for the year ended December 31, 2024 compared to ₱17.107 billion for the year December 31, 2023. The 98.72% decrease was brought by the Gain from Changes in Fair Value of Investment Property in 2023.

Comprehensive Income (Loss). Net Comprehensive Income for the year ended December 31, 2024 amounted to ₱438.172 million compared to the net income of ₱13.023 billion for the year ended December 31, 2023. The variance was due to the reasons stated above.

Financial Position

Current Assets. Current assets increased by 21.75% or ₱668.808 million from ₱3.075 billion as of December 31, 2023 to ₱3.744 billion as of December 31, 2024 due to the increases in Cash, Investment in Time Deposit, Receivables and Other Current Assets vis-à-vis the decrease in Inventories.

Current Liabilities. Current liabilities increased by 2.16% or ₱239.373 million from ₱11.081 billion as of December 31, 2023 to ₱11.325 billion as of December 31, 2024 due to the accrual of the 2% penalty charges on unpaid concession fee payable to the Toll Regulatory Board (TRB) and Inter-agency Payables and Other Deferred Credits vis-à-vis the decrease in Accounts Payable, Customer's Deposit Payable and Output Tax.

Stockholder's Equity. Stockholder's Equity as of December 31, 2024 totalled ₱36.821 billion vis-à-vis the stockholders' equity as of December 31, 2023 in the amount of ₱36.474 billion. The increase in the account is attributable to the comprehensive income in 2024.

Presented hereunder is the discussion of the Company's key performance indicators:

Performance Indicators	As of		Explanation
	12/31/2023	12/31/2022	
Current/Liquidity Ratios			
Current Ratio (Current Assets Divided by Current Liabilities)	0.33	0.28	This ratio evaluates the ability of the company to pay its current debt promptly. Current ratio of 0.33 as of December 31, 2024 is an improvement from 2023 of 0.28 due to additional operating revenues.
Solvency Ratios			
Debt to Assets (Total Liabilities Divided by Total Assets)	40.92%	40.83%	Shows what percentage of the business is not owned by the stockholders. Determines how much of the company is financed by debts. The ratio has improved from 40.83% as of December 31, 2023 to 40.92% as of December 31, 2024. This improvement was caused by additional operating revenues that offset the yearly 2% penalty charges on unpaid concession fees.
Debt to Equity (Total Liabilities Divided by Total Equity)	69.26%	69.00%	Shows the proportion of the creditors' capital to the business' total capital. Measures the degree to which the assets of the business are financed by the debts and stockholders of the business. The ratio decreased to 69.26% as of December 31, 2024 from 69.00% as of December 31, 2023. The slight decrease was due to the accrual of the 2% penalty charges on unpaid concession fee to the Toll Regulatory Board (TRB) and the corresponding comprehensive income in 2024.
Asset to Equity Ratio (Total Assets Divided by Total Equity)	169.26%	169.00%	Measures the total debt the company takes to acquire assets. Measures the company's capability to pay debts. The ratio decreased to 169.26% as of December 31, 2024 from 169.00% as of December 31, 2023 due to higher income in 2023 brought about by the recognition of the gain from Changes in Fair Value of Investment Property.
Interest Rate Coverage Ratio (Income Before Interest/Penalty/Divided by Interest/Penalty)	2.68	51.47	Determines how easily a company can pay interest on outstanding debt. The ratio decreased to 2.68 as of December 31, 2024 from 51.47 as of December 31, 2023 due to higher income in 2023 brought about by the recognition of the gain from Changes in Fair Value of Investment Property.
Profitability Ratios			
Return on Assets (Net Income (Loss) Divided by Total Assets)	0.70%	21.13%	Measures the Company's earnings in relation to all the resources it had at its disposal. The ratio of 0.70% as of December 31, 2024 vis-à-vis the ratio of 21.13% as of December 31, 2023 was the outcome of the income recognition of P434.172 million for 2024 as compared with the recognized comprehensive income of P13.023 billion for the year ended 2023 brought by the recognition of the gain from Changes in Fair Value of Investment Property in 2023 in the amount of P 16.971 billion.
Return on Equity (Net Income (Loss) Divided by Total Equity)	1.18%	35.70%	Measures the rate of return on the ownership interest of the company's stockholders. Determines the productivity of the owners' capital. The decrease in the ratio from 35.70% to 1.18% is attributable higher comprehensive income in 2023 brought by the gain from Changes in Fair Value of Investment Property.

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- (i) Any known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company's liquidity increasing or decreasing in any material way. Indicate course of action that the Company has taken or proposes to take to remedy the deficiency.
 - i.a The Company's inability to settle its outstanding obligations with the Toll Regulatory Board and the National Government brought about by the difficulties in collecting its receivables from various government agencies.
 - i.b Pending labor cases which consists of those filed against the Company involving dismissal, backwages, and separation pay. Most of these cases have been ruled by the Labor Arbiter in favor of the complainants, pending appeal by the Company before the National Labor Relation Commission (NLRC).
 - i.c Pending lawsuits/litigations which consists of those filed against the Company involving damages, collection of money, and attorney's fees which are still on litigation before the various regional Trial Courts (RTC). Discussion is contained under Note 37 of the 2024 Audited Financial Statements, including courses of actions already undertaken by the Company to address the issue.
 - i.d Pending assessments on deficiency taxes. Discussion is contained under Note 36 of the 2024 Audited Financial Statements, including courses of actions already undertaken by the Company to address the issue.

Having encountered this liquidity concern, the Company implemented a program of manpower rightsizing and corporate restructuring in 2001. Also, the Company will continue to pursue and invigorate its revenue share from Joint Venture Companies, earnings from leased FCA property, and the contracted participation in the Joint Venture's MMS Stage 3, MME Stage 4 or C6 Project, Pasig River Expressway (PAREX) Project, Quezon-Bicol Expressway (QUBEX)/ South Luzon Toll Road 5 (TR5) Project and Greater Capital Region Integrated Expressway Network (GCRIEN) Project composed of Northern Access Link (NALEX), Southern Access Link (SALEX) and Central Access Link (CALEX). Partnership with PT Citra Lamtoro for the implementation of the Metro Manila Expressway of C6 and Metro Manila Skyway Stage 3 and the completion and commercial operation on revenue sharing basis for both Project Roads. The revenue scenario best rests on the policy directions intended by the Board and the NG through the PMO/DOF. Discussion in detail, is presented under Note 2 of the 2024 Audited Financial Statements.

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

The default in payment of its TRB loan, the recognition of debts to the NG, pending assessments on tax deficiencies and contingent liabilities with respect to claims and lawsuits from Asiavest Merchant Bankers.

- (iii) There are no material off-balance sheet transactions, arrangements.
- (iv) There are no material commitments for capital expenditures.
- (v) Any 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.
 - v.a The continued decline in the construction industry resulted to the Company's incurrence of severe losses from the said operation. Thus, to prevent from suffering greater losses as it had experienced for the last several years, Management decided to veer away with the construction business (since 2002) and focus on its tollways operation.
 - v.b The turn over of the North Luzon Tollway operations to the MNTC on February 10, 2005 had affected the revenue generating capacity of the Company.

- v.c. The hand-over of the South Luzon Tollway operation to the SLTC on May 02, 2010 likewise had an unfavorable impact on the Company's revenue.
- v.d The Supreme Court decision, in Ernesto B. Francisco vs. TRB, PNCC et. al. (G.R. Nos. 166910, 169917, 173630, and 183599, October 19, 2010) and in the case of Strategic Alliance Development Corporation vs. Radstock Securities Limited et. al. (G.R. No. 178158, December 04, 2009), ruled and declared that with the expiration of PNCC's franchise, the toll assets and facilities of PNCC were automatically turned over, by operation of law, to the National Government (NG) at no cost and, consequently, this inevitably resulted in the latter's owning too of the toll fees and the net income derived after May 01, 2007 from the toll assets and facilities, including the Company's percentage share in the toll fees collected by the joint venture companies currently operating the tollways.

Pending TRB's issuance of the Final Implementing Rules and Guidelines relative to the determination of the net income remittable by the Company to the National Government, the Company receives only the following revenue shares based on TRB's interim guidelines: 10% of 6% share on the MNTC(now NLEX Corporation) gross revenue; 10% of 3.5% share on the CMMTC (now SMC Skyway Corporation) gross revenue; 10% of 3.00% share on the SLTC (now SMC SLEX, Corp.) gross revenue; and 100% of 2.5% share on the CCEC(now SMC Skyway Stage 3 Corporation) gross revenue. It also receives 10% dividend in the equity share from CMMTC(now SMC Skyway Corporation).

- (vi) There are no significant elements of income or loss that did not arise from the Company's continuing operations.
- (vii) There are no seasonal aspects that had a material effect on the financial condition or results of operations of the Company.
- (viii) **Material changes to the Company's Statement of Financial Position as of December 31, 2024 compared to December 31, 2023 (increased/decrease of 5% or more)**

Cash and Cash Equivalents increased by ₱23.609 million or 22.42% from ₱105.285 million as of December 31, 2023 to ₱128.894 million as of December 31, 2024 due to the cash flows used in Company's operating activities and investing activities.

Short term investment increased by ₱520.067 million or 21.73% from ₱2.394 billion as of December 31, 2023 to ₱2.914 billion as of December 31, 2024 due to the cash inflows from operating activities.

Accounts Receivable-Loans and Receivable Accounts decreased by ₱43.873 million or 23.89% from ₱183.674 million as of December 31, 2023 to ₱139.801 million as of December 31, 2024 due to the collection of revenue from JV Company's and the termination of manpower supply to Skyway O&M Corporation vis-à-vis the increase in Interest Receivable.

Accounts Receivable-Lease Receivable increased by ₱151.386 million or 295.84% from ₱51.171 million as of December 31, 2023 to ₱202.557 million as of December 31, 2024 due to the deferment of PCPI rental.

Accounts Receivable-Other Receivable increased by ₱8.353 million or 6.01% from ₱139.051 million as of December 31, 2023 to ₱147.404 million as of December 31, 2024 due to COA disallowances on Car plan benefits and other bonuses of employees still connected and no longer employed by PNCC as well.

Inventories - decreased by ₱0.492 million or 16.75% from ₱2.935 million as of December 31, 2023 to ₱2.444 million as of December 31, 2024 was due to the decrease in Office Supplies, Fuel and Oil and Materials Inventory vis-à-vis the increase in medical/dental and laboratory supplies.

Other Assets – Prepayments, increased by ₱10.012 million or 20.62% from ₱48.544 million as of December 31, 2023 to ₱58.556 million as of December 31, 2024 due to the increase in Prepaid Insurance and Withholding Tax At Source vis-à-vis the decrease in Prepaid-Registration.

Financial Liabilities – Accounts Payable decreased by ₱9.507 million or 29.07% from ₱32.707 million as of December 31, 2023 to ₱23.199 million as of December 31, 2024 was due to payments to

suppliers of goods and services that are normally settled within twelve (12) months from the reporting period.

Inter-Agency Payable increased by ₱12.708 million or 28.93% from ₱43.923 million as of December 31, 2023 to ₱56.631 million as of December 31, 2024 due to increase in income tax payable.

Trust Liabilities – decreased by ₱22.122 million or 17.82% from ₱124.135 million as of December 31, 2023 to ₱102.013 million as of December 31, 2024 mainly due to the decrease in Customer's Deposit Payable.

Deferred Credits – Output Tax decreased by ₱8.937 million or 39.79% from ₱22.464 million as of December 31, 2023 to ₱13.527 million as of December 31, 2024 due to the decrease in value-added tax.

Material changes to the Company's Statement of Income for the year ended December 31, 2024 compared to the year ended December 31, 2023 (increase/decrease of 5% or more)

Service Income decreased by 100.00% or ₱89.307 million due to the termination of manpower supply services in December 2023.

Rent Income increased by ₱91.069 million or 45.66% from ₱199.446 million as of December 31, 2023 to ₱290.515 million as of December 31, 2024 due to additional Rental from Hobbies of Asia beginning October 2024.

Dividend Income increased by ₱12.820 million or 25.51% from ₱50.246 million as of December 31, 2023 to ₱63.066 million as of December 31, 2024 due to higher dividend declaration of CMMTC and ASDI.

Interest Income increased by 64.22% or ₱56.459 million from ₱87.910 million as of December 31, 2023 to ₱144.369 million as of December 31, 2024 due to increase in Investment by 21.73% and higher interest rate from 5.40% to 6.20% for CY2023 and 2024, respectively.

Revenue share in Joint Venture increased by 11.94% or ₱41.740 million from ₱349.617 million as of December 31, 2023 to ₱391.357 million as of December 31, 2024 due to increases in Toll revenue from NLEX Corporation, SMC Skyway Corporation, SLEX Corporation and SMC Skyway Stage 3 Corporation.

Gain decreased by ₱16.970 billion or 99.99% from ₱16.971 billion as of December 31, 2023 to ₱1.224 million as of December 31, 2024 mainly due to Gain from Changes in Fair Value of Investment Property in 2023.

Other Non-operating Income increased by 2003.91% or ₱15.860 million from ₱0.791 million as of December 31, 2023 to ₱16.651 million as of December 31, 2024 mainly due to reversal of impairment loss on receivables from inactive accounts and other miscellaneous income i.e forfeited security deposits of FCA lessees due to violation of Contract of Lease and sale of bid documents.

Personnel Services increased by 38.93% or ₱21.385 million from ₱54.934 million for the year ended December 31, 2023 to ₱76.319 million for the year ended December 31, 2024 due to CPCS implementation effective August 2023.

Maintenance and Other Operating Expenses increased by 31.59% or ₱12.765 million from ₱40.410 million for the year ended December 31, 2023 to ₱53.175 million for the year ended December 31, 2024 due to the increase in Travelling expenses, Training, Supplies, Insurance and Security Services vis-à-vis the decreases in Utility expenses, Communication, Legal services, Repairs and Maintenance and Other MOOE.

Direct Cost decreased by 100.00% or ₱70.777 million due to the termination of manpower supply services in December 2023.

Non-cash Expenses increased by 139.13% or ₱3.625 million from ₱2.606 million for the year ended December 31, 2023 to ₱6.231 million for the year ended December 31, 2024 due to the increase in depreciation expense brought about by acquisition of new service vehicles.

Comprehensive Income decreased by 96.67% or ₱12.588 billion from ₱13.023 billion for the year ended December 31, 2023 to ₱434.172 million for the year ended December 31, 2024 due to the recognition of Gain from Changes in Fair Value of Investment Property in 2023.

Year End 2023 vs. Year End 2022

Results of Operations

Revenue. Revenue for the year ended December 31, 2023 stood at ₱570.927 million, higher by 58.99% or ₱211.828 million compared to ₱359.099 million for the year ended December 31, 2022. The increase was attributable to the increase in JV Revenue Shares, Rental Income and supply of manpower to SOMCO.

Cost of Services. Cost of services account decreased by 3.57% or ₱2.624 million from ₱73.401 million for the year ended December 31, 2022 to ₱70.777 million for the year ended December 31, 2023 due to decrease in manpower supply from 261 to 243.

General and Administrative Overhead. Overhead account increased by 12.32% or ₱10.448 million from ₱84.827 million for the year ended December 31, 2022 to ₱95.275 million for the year ended December 31, 2023 brought by increase in Personnel cost due to CPCS implementation while the increase in MOOE was due to add'l three (3) Security Guard at Sta Rita property and judgement award on money claims of Superlines Transportation Company and other expenses

Income from Operation. Income from operation for the year ended December 31, 2023 increased by 73.42% or ₱201.380 million from ₱274.272 million as of December 31, 2022 to ₱475.652 million for the year ended December 31, 2023. Said favorable variance was the resulting effect of the reasons discussed above.

Other Income (Charges). This account posted a balance of ₱17.115 billion for the year ended December 31, 2023 compared to ₱64.840 million for the year December 31, 2022. The 26295.51% increase was mainly due to the gain from changes in Fair Value of Investment Property in 2023.

Comprehensive Income (Loss). Net Comprehensive Income for the year ended December 31, 2023 amounted to ₱13.034 billion compared to the net income of ₱68.099 million for the year ended December 31, 2022. The variance was mainly due to the gain from changes in Fair Value of Investment Property brought about by appraisal of Investment Property in 2023.

Financial Position

Current Assets. Current assets increased by 22.95% or ₱551.048 million from ₱2.401 billion as of December 31, 2022 to ₱2.952 billion as of December 31, 2023 mainly due to the cash flows provided by the Company's operating and investing activities.

Current Liabilities. Current liabilities increased by 2.30% or ₱249.276 million from ₱10.832 billion as of December 31, 2022 to ₱11.081 billion as of December 31, 2023 mainly due to the accrual of the 2% penalty charges on unpaid concession fee payable to the Toll Regulatory Board (TRB) and inter-agency payables.

Stockholder's Equity. Stockholder's Equity as of December 31, 2023 totalled ₱35.960 billion vis-à-vis the stockholders' equity as of December 31, 2022 in the amount of ₱22.854 billion. The increase in the account is attributable to the comprehensive income in 2023.

Presented hereunder is the discussion of the Company's key performance indicators:

Performance Indicators	As of		Explanation
	12/31/2023	12/31/2022	
<u>Current/Liquidity Ratios</u>			
<i>Current Ratio</i> (Current Assets Divided by Current Liabilities)	0.27	0.22	This ratio evaluates the ability of the company to pay its current debt promptly. Current ratio of 0.27 as of December 31, 2023 slightly increased from 0.22 as of December 2022 due to cash inflows provided by operating activities.
<u>Solvency Ratios</u>			
<i>Debt to Assets</i> (Total Liabilities Divided by Total Assets)	41.17%	47.47%	Shows what percentage of the business is not owned by the stockholders. Determines how much of the company is financed by debts. The ratio decreased to 41.17% as of December 31, 2023 from 47.47% as of December 31, 2022 due to the gain from changes in Fair Value of Investment Property brought about by appraisal of Investment Property in 2023.
<i>Debt to Equity</i> (Total Liabilities Divided by Total Equity)	69.99%	90.36%	Shows the proportion of the creditors' capital to the business' total capital. Measures the degree to which the assets of the business are financed by the debts and stockholders of the business. The ratio decreased to 69.99% as of December 31, 2023 from 90.36% as of December 31, 2022 due to the accrual of the 2% penalty charges on unpaid concession fee to the Toll Regulatory Board (TRB) and the corresponding comprehensive income in 2023.
<i>Asset to Equity Ratio</i> (Total Assets Divided by Total Equity)	169.99%	190.36%	Measures the total debt the company takes to acquire assets. Measures the company's capability to pay debts. The ratio decreased to 169.99% as of December 31, 2023 from 190.36% as of December 31, 2022 due to the gain from changes in Fair Value of Investment Property brought about by appraisal of Investment Property in 2023.
<i>Interest Rate Coverage Ratio</i> (Income Before Interest/Penalty/Penalty and Taxes Divided by Interest/Penalty)	51.52	1.26	Determines how easily a company can pay interest on outstanding debt. The ratio increased to 51.52 as of December 31, 2023 from 1.26 as of December 31, 2022 due to recognition of income resulting from the gain in change in fair value of investment property for the year ended 2023.
<u>Profitability Ratios</u>			
<i>Return on Assets</i> (Net Income (Loss) Divided by Total Assets)	21.32%	0.16%	Measures the Company's earnings in relation to all the resources it had at its disposal. The ratio of 21.32% as of December 31, 2023 vis-à-vis the ratio of 0.16% as of December 31, 2022 was the outcome of the income recognition of ₱13.034 billion for 2023 as compared with the recognized comprehensive income of ₱68.099 million for the year ended 2022 brought by the recognition of the gain in change in fair value of investment property in 2023 in the amount of ₱ 16.978 billion.
<i>Return on Equity</i> (Net Income (Loss) Divided by Total Equity)	36.24%	0.30%	Measures the rate of return on the ownership interest of the company's stockholders. Determines the productivity of the owners' capital. The increase in the ratio from 0.30% to 36.24% is attributable to the increase in stockholder's equity as a result of higher comprehensive income in 2023 brought by the gain in fair value of investment property.

- (i) Any known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company's liquidity increasing or decreasing in any material

way. Indicate course of action that the Company has taken or proposes to take to remedy the deficiency.

- i.a The Company's inability to settle its outstanding obligations with the Toll Regulatory Board and the National Government brought about by the difficulties in collecting its receivables from various government agencies.
- i.b Pending labor cases which consists of those filed against the Company involving dismissal, backwages, and separation pay. Most of these cases have been ruled by the Labor Arbiter in favor of the complainants, pending appeal by the Company before the National Labor Relation Commission (NLRC).
- i.c Pending lawsuits/litigations which consists of those filed against the Company involving damages, collection of money, and attorney's fees which are still on litigation before the various regional Trial Courts (RTC). Discussion is contained under Note 36 of the 2023 Audited Financial Statements, including courses of actions already undertaken by the Company to address the issue.
- i.d Pending assessments on deficiency taxes. Discussion is contained under Note 35 of the 2023 Audited Financial Statements, including courses of actions already undertaken by the Company to address the issue.

Having encountered this liquidity concern, the Company implemented a program of manpower rightsizing and corporate restructuring in 2001. Also, the Company will continue to pursue and invigorate its revenue share from Joint Venture Companies, earnings from leased FCA property, and the contracted participation in the Joint Venture's C6 Projects, Pasig River Expressway (PAREX) Project, Quezon-Bicol Expressway (QUBEX)/ South Luzon Toll Road 5 (TR5) Project and Greater Capital Region Integrated Expressway Network (GCRIEN) project. Partnership with PT Citra Lamtoro for the implementation of the Metro Manila Expressway of C6 and Metro Manila Skyway Stage 3 and the completion and commercial operation on revenue sharing basis for both Project Roads. The revenue scenario best rests on the policy directions intended by the Board and the NG through the PMO/DOF. Discussion in detail, is presented under Note 2 of the 2023 Audited Financial Statements.

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

The default in payment of its TRB loan, the recognition of debts to the NG, pending assessments on tax deficiencies and contingent liabilities with respect to claims and lawsuits from Asiavest Merchant Bankers.

- (iii) There are no material off-balance sheet transactions, arrangements.
- (iv) There are no material commitments for capital expenditures.
- (v) Any 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.
 - v.a The continued decline in the construction industry resulted to the Company's incurrence of severe losses from the said operation. Thus, to prevent from suffering greater losses as it had experienced for the last several years, Management decided to veer away with the construction business (since 2002) and focus on its tollways operation.
 - v.b The turn-over of the North Luzon Tollway operations to the MNTC on February 10, 2005 had affected the revenue generating capacity of the Company.
 - v.c The hand-over of the South Luzon Tollway operation to the SLTC on May 02, 2010 likewise had an unfavorable impact on the Company's revenue.
 - v.d The Supreme Court decision, in Ernesto B. Francisco vs. TRB, PNCC et. al. (G.R. Nos. 166910, 169917, 173630, and 183599, October 19, 2010) and in the case of Strategic Alliance Development Corporation vs. Radstock Securities Limited et. al. (G.R. No. 178158, December 04, 2009), ruled and declared that with the expiration of PNCC's franchise, the toll assets and

facilities of PNCC were automatically turned over, by operation of law, to the National Government (NG) at no cost and, consequently, this inevitably resulted in the latter's owning too of the toll fees and the net income derived after May 01, 2007 from the toll assets and facilities, including the Company's percentage share in the toll fees collected by the joint venture companies currently operating the tollways.

Pending TRB's issuance of the Final Implementing Rules and Guidelines relative to the determination of the net income remittable by the Company to the National Government, the Company receives only the following revenue shares based on TRB's interim guidelines: 10% of 6% share on the MNTC(now NLEX Corporation) gross revenue; 10% of 3.5% share on the CMMTC (now SMC Skyway Corporation) gross revenue; 10% of 3.00% share on the SLTC (now SMC SLEX, Inc.) gross revenue; and 100% of 2.5% share on the CCEC(now SMC Skyway Stage 3 Corporation) gross revenue. It also receives 10% dividend in the equity share from CMMTC(now SMC Skyway Corporation).

- (vi) There are no significant elements of income or loss that did not arise from the Company's continuing operations.
- (vii) There are no seasonal aspects that had a material effect on the financial condition or results of operations of the Company.
- (viii) **Material changes to the Company's Statement of Financial Position as of December 31, 2023 compared to December 31, 2022 (increased/decrease of 5% or more)**

Cash increased by ₱88.245 million or 517.88% from ₱17.040 million as of December 31, 2022 to ₱105.285 million as of December 31, 2023 due to the cash flows used in Company's operating activities and investing activities.

Short term investment increased by ₱498.386 million or 26.29% from ₱1.895 billion as of December 31, 2022 to ₱2.394 billion as of December 31, 2023 due to the cash inflows from operating activities.

Accounts Receivable decreased by ₱48.859 million or 10.86% from ₱449.881 million as of December 31, 2022 to ₱401.021 million as of December 31, 2023 mainly due to the collection of receivables from Joint Ventures partner vis-à-vis the increase in Operating Lease receivable from Financial Center Area (FCA) property.

Inventories - increased by ₱0.630 million or 27.34% from ₱2.305 million as of December 31, 2022 to ₱2.935 million as of December 31, 2023 due mainly to the increase in Office Supplies, Fuel and Oil and Materials Inventory.

Other Assets – Prepayments, increased by ₱12.646 million or 35.23% from ₱35.898 million as of December 31, 2022 to ₱48.544 million as of December 31, 2023 due to the increase in Withholding Tax At Source vis-à-vis decrease in Prepaid Registration.

Investment Property - increased by ₱16.978 billion or 45.70% from ₱37.149 billion as of December 31, 2022 to ₱54.127 billion as of December 31, 2023 due mainly to the gain in fair value of investment property.

Financial Liabilities – Accounts Payable increased by ₱6.620 million or 25.38% from ₱26.086 million as of December 31, 2022 to ₱32.707 million as of December 31, 2023 due to unpaid accounts to suppliers of goods and services that are normally settled within twelve (12) months from the reporting period.

Inter-Agency payable increased by ₱31.724 million or 260.07% from ₱12.198 million as of December 31, 2022 to ₱43.923 million as of December 31, 2023 due to increases in income tax payable, SSS, Philhealth and HDMF liabilities.

Deferred credits/Unearned Revenue/Income - decreased by ₱43.814 million or 48.55% from ₱90.238 million as of December 31, 2022 to ₱46.425 million as of December 31, 2023 mainly due to the application of advance rental on the lease of FCA property.

Deferred Tax Liabilities increased by ₱4.268 billion or 43.49% from ₱9.814 billion as of December 31, 2022 to ₱14.083 billion as of December 31, 2023 mainly due to the deemed tax on the increase in value of investment property.

Stockholder's Equity increased by ₱13.106 billion or 57.35% from ₱22.854 billion as of December 31, 2022 to ₱35.960 billion as of December 31, 2023 as a result of higher comprehensive income in 2023 due to the gain in fair value of investment property.

Material changes to the Company's Statement of Income for the year ended December 31, 2023 compared to the year ended December 31, 2022 (increase/decrease of 5% or more)

Business Income increased by ₱280.060 million or 68.23% from ₱410.492 million as of December 31, 2022 to ₱690.552 million as of December 31, 2023 due to increases in Rental, Dividend, Interest Income and share in JVs Revenue.

Gains increased by 488589106.19% or ₱16.978 billion from ₱0.003 million as of December 31, 2022 to ₱16.978 billion as of December 31, 2023 mainly due to the recognition of the gain in change in fair value of investment property in 2023.

Other Non-operating Income decreased by 59.90% or ₱1.182 million from ₱1.974 million as of December 31, 2022 to ₱0.791 million as of December 31, 2023 mainly due reversal of impairment loss on receivables from inactive accounts and other miscellaneous income i.e forfeited bid deposits on sale of scrap and service charges in the disposal of TRB assets.

Personnel Services increased by 7.16% or ₱3.671 million from ₱51.263 million for the year ended December 31, 2022 to ₱54.934 million for the year ended December 31, 2023 due to CPCS implementation effective August 2023.

Maintenance and Other Operating Expenses increased by 20.23% or ₱6.786 million from ₱33.548 million for the year ended December 31, 2022 to ₱40.334 million for the year ended December 31, 2023 due to the increase in Training, Supplies, General Services, Taxes/Duties and Indemnities.

Non-cash Expenses decreased by 33.44% or ₱1.309 million from ₱3.914 million for the year ended December 31, 2022 to ₱2.606 million for the year ended December 31, 2023 due to the decrease in depreciation expense brought about by COAs circular increasing PPE threshold.

Comprehensive Income (Loss) increased by 19039.28% or ₱12.966 billion from ₱68.099 million for the year ended December 31, 2022 to ₱13.034 billion for the year ended December 31, 2023 due to the recognition of gain in change in fair value of investment property in 2023.

Year End 2022 vs. Year End 2021

Results of Operations

Revenue. Revenue for the year ended December 31, 2022 stood at ₱359.099 million, higher by 85.86% or ₱165.892 million compared to ₱193.207 million for the year ended December 31, 2021. The increase was attributable to the increase in JV Revenue Shares, Rental Income and supply of manpower to SOMCO.

Cost of Services. Cost of services account increased by 65.65% or ₱29.090 million from ₱44.311 million for the year ended December 31, 2021 to ₱73.401 million for the year ended December 31, 2022 due to increase in manpower supply from 204 to 261.

General and Administrative Overhead. Overhead account increased by 9.54% or ₱7.386 million from ₱77.426 million for the year ended December 31, 2021 to ₱84.812 million for the year ended December 31, 2022 due to the accrual of Terminal Leaves of SOMCO employees and increases in Maintenance and Other Operating Expenses such as Travelling Expenses (Local), Gasoline and Oil, Utilities Expenses, Legal Services, Other Professional Services, Security Services and Repairs and Maintenance.

Income from Operation. Income from operation for the year ended December 31, 2022 increased by 136.90% or ₱158.507 million from ₱115.781 million as of December 31, 2021 to ₱274.288 million for

the year ended December 31, 2022. Said favorable variance was the resulting effect of the reasons discussed above.

Other Income (Charges). This account posted a balance of ₱64.825 million for the year ended December 31, 2022 compared to ₱3.341 billion for the restated year ended balance of December 31, 2021. The 98.06% decrease was mainly due to the gain from changes in Fair Value of Investment Property in 2021.

Comprehensive Income (Loss). Net Comprehensive Income for the year ended December 31, 2022 amounted to ₱68.099 million compared to the net income of ₱4.062 billion for the year ended December 31, 2021. The variance was mainly due to the gain from changes in Fair Value of Investment Property brought about by appraisal of Investment Property in 2021.

Financial Position

Current Assets. Current assets increased by 14.59% or ₱305.559 million from ₱2.095 billion as of December 31, 2021 to ₱2.401 billion as of December 31, 2022 mainly due to the cash flows provided by the Company's operating and investing activities.

Current Liabilities. Current liabilities increased by 2.20% or ₱233.567 million from ₱10.599 billion as of December 31, 2021 to ₱10.832 billion as of December 31, 2022 mainly due to the accrual of the 2% penalty charges on unpaid concession fee payable to the Toll Regulatory Board (TRB) and inter-agency payables.

Stockholder's Equity. Stockholder's Equity as of December 31, 2022 totalled ₱22.854 billion vis-à-vis the stockholders' equity as of December 31, 2021 in the amount of ₱22.789 billion. The increase in the account is attributable to the comprehensive income in 2022.

Presented hereunder is the discussion of the Company's key performance indicators:

Performance Indicators	As of		Explanation
	12/31/2022	12/31/2021 (As Restated)	
<u>Current/Liquidity Ratios</u>			
<i>Current Ratio</i> (Current Assets Divided by Current Liabilities)	0.22	0.20	This ratio evaluates the ability of the company to pay its current debt promptly. Current ratio of 0.22 as of December 31, 2022 slightly increased from 0.20 as of December 2021 due to cash inflows provided by operating activities.
<u>Solvency Ratios</u>			
<i>Debt to Assets</i> (Total Liabilities Divided by Total Assets)	47.47%	47.26%	Shows what percentage of the business is not owned by the stockholders. Determines how much of the company is financed by debts. The ratio increased from 47.26% as of December 31, 2021 to 47.47% as of December 31, 2022 brought mainly by the accrual of the 2% penalty charges on unpaid concession fees.
<i>Debt to Equity</i> (Total Liabilities Divided by Total Equity)	90.36%	89.59%	Shows the proportion of the creditors' capital to the business' total capital. Measures the degree to which the assets of the business are financed by the debts and stockholders of the business. The ratio increased from 89.59% as of December 31, 2021 to 90.36% as of December 31, 2022 was brought by the accrual of the 2% penalty charges on unpaid concession fee to the Toll Regulatory Board (TRB) and the corresponding comprehensive income in 2022.
<i>Asset to Equity Ratio</i> (Total Assets Divided by Total Equity)	190.36%	189.59%	Measures the total debt the company takes to acquire assets. Measures the company's capability to pay debts. The increase in ratio from 189.59% as of December 31, 2021 to 190.36% as of December 31, 2022 was due to the comprehensive income in 2022.
<i>Interest Rate Coverage Ratio</i> (Income Before Interest/Penalty/Penalty and Taxes Divided by Interest/Penalty)	1.26	16.74	Determines how easily a company can pay interest on outstanding debt. The ratio decreased from 16.74 as of December 31, 2021 to 1.26 as of December 31, 2022 due to recognition of income resulting from the gain in change in fair value of investment property for the year ended 2021.
<u>Profitability Ratios</u>			
<i>Return on Assets</i> (Net Income (Loss) Divided by Total Assets)	0.16%	9.40%	Measures the Company's earnings in relation to all the resources it had at its disposal. The ratio of 9.40% as of December 31, 2021 vis-à-vis the ratio of 0.16% as of December 31, 2022 was the outcome of the income recognition of P68.099 million for 2022 as compared with the recognized comprehensive income of P4.062 billion for the year ended 2021 due to the recognition of the gain in change in fair value of investment property in 2021 in the amount of P 3.302 billion.
<i>Return on Equity</i> (Net Income (Loss) Divided by Total Equity)	0.30%	17.82%	Measures the rate of return on the ownership interest of the company's stockholders. Determines the productivity of the owners' capital. The decrease in the ratio from 17.82% to 0.30% is attributable to the increase in stockholder's equity as a result of higher comprehensive income in 2021 (mainly due to the gain in fair value of investment property).

- (i) Any known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company's liquidity increasing or decreasing in any

material way. Indicate course of action that the Company has taken or proposes to take to remedy the deficiency.

- i.a The Company's inability to settle its outstanding obligations with the Toll Regulatory Board and the National Government brought about by the difficulties in collecting its receivables from various government agencies.
- i.b Pending labor cases which consists of those filed against the Company involving dismissal, backwages, and separation pay. Most of these cases have been ruled by the Labor Arbiter in favor of the complainants, pending appeal by the Company before the National Labor Relation Commission (NLRC).
- i.c Pending lawsuits/litigations which consists of those filed against the Company involving damages, collection of money, and attorney's fees which are still on litigation before the various regional Trial Courts (RTC). Discussion is contained under Note 37 of the 2022 Audited Financial Statements, including courses of actions already undertaken by the Company to address the issue.
- i.d Pending assessments on deficiency taxes. Discussion is contained under Note 36 of the 2022 Audited Financial Statements, including courses of actions already undertaken by the Company to address the issue.

Having encountered this liquidity concern, the Company implemented a program of manpower rightsizing and corporate restructuring in 2001 and has been pursued gradually until this year. Also, the Company will continue to pursue and invigorate its revenue share from Joint Venture Companies, earnings from leased FCA property, and the contracted participation in the Joint Venture's C6 Projects, Pasig River Expressway (PAREX) Project, Quezon-Bicol Expressway (QUBEX)/ South Luzon Toll Road 5 (TR5) Project and Greater Capital Region Integrated Expressway Network (GCRIEN) project. Partnership with PT Citra Lamtoro for the implementation of the Metro Manila Expressway of C6 and Metro Manila Skyway Stage 3 and the completion and commercial operation on revenue sharing basis for both Project Roads. The revenue scenario best rests on the policy directions intended by the Board and the NG through the PMO/DOF. Discussion in detail, is presented under Note 3 of the 2022 Audited Financial Statements.

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

The default in payment of its TRB loan, the recognition of debts to the NG, pending assessments on tax deficiencies and contingent liabilities with respect to claims and lawsuits from Asiavest Merchant Bankers and Superlines Transportation Co. Inc.

- (iii) There are no material off-balance sheet transactions, arrangements.
- (iv) There are no material commitments for capital expenditures.
- (v) Any 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.
 - v.a. The continued decline in the construction industry resulted to the Company's incurrence of severe losses from the said operation. Thus, to prevent from suffering greater losses as it had experienced for the last several years, Management decided to veer away with the construction business (since 2002) and focus on its tollways operation.
 - v.b. The turn over of the North Luzon Tollway operations to the MNTC on February 10, 2005 had affected the revenue generating capacity of the Company.
 - v.c. The hand-over of the South Luzon Tollway operation to the SLTC on May 02, 2010 likewise had an unfavorable impact on the Company's revenue.
 - v.d. The Supreme Court decision, in Ernesto B. Francisco vs. TRB, PNCC et. al. (G.R. Nos. 166910, 169917, 173630, and 183599, October 19, 2010) and in the case of Strategic Alliance Development Corporation vs. Radstock Securities Limited et. al. (G.R. No. 178158, December

04, 2009), ruled and declared that with the expiration of PNCC's franchise, the toll assets and facilities of PNCC were automatically turned over, by operation of law, to the National Government (NG) at no cost and, consequently, this inevitably resulted in the latter's owning too of the toll fees and the net income derived after May 01, 2007 from the toll assets and facilities, including the Company's percentage share in the toll fees collected by the joint venture companies currently operating the tollways.

Pending TRB's issuance of the Final Implementing Rules and Guidelines relative to the determination of the net income remittable by the Company to the National Government, the Company receives only the following revenue shares based on TRB's interim guidelines: 10% of 6% share on the MNTC(now NLEX Corporation) gross revenue; 10% of 3.5% share on the CMMTC (now SMC Skyway Corporation) gross revenue; 10% of 3.00% share on the SLTC (now SMC SLEX, Inc.) gross revenue; and 100% of 2.5% share on the CCEC(now SMC Skyway Stage 3 Corporation) gross revenue. It also receives 10% dividend in the equity share from CMMTC (now SMC Skyway Corporation).

- (vi) There are no significant elements of income or loss that did not arise from the Company's continuing operations.
- (vii) There are no seasonal aspects that had a material effect on the financial condition or results of operations of the Company.

(viii) Material changes to the Company's Statement of Financial Position as of December 31, 2022 compared to December 31, 2021 (increased/decrease of 5% or more)

Cash decreased by ₱36.619 million or 68.24% from ₱53.659 million as of December 31, 2021 to ₱17.040 million as of December 31, 2022 due to the cash flows used in Company's operating activities and investing activities.

Short term investment increased by ₱410.211 million or 27.62% from ₱1.485 billion as of December 31, 2021 to ₱1.895 billion as of December 31, 2022 due to the cash inflows from operating activities.

Accounts Receivable decreased by ₱75.048 million or 14.30% from ₱524.928 million as of December 31, 2021 to ₱449.881 million as of December 31, 2022 mainly due to the collection of accounts receivable – trade and rental at Financial Center Area (FCA).

Inventories - decreased by ₱0.730 million or 24.06% from ₱3.036 million as of December 31, 2021 to ₱2.305 million as of December 31, 2022 due mainly to the decrease in Office Supplies, Fuel and Oil and Materials Inventory.

Financial Liabilities – Accounts Payable increased by ₱4.254 million or 19.48% from ₱21.833 million as of December 31, 2021 to ₱26.086 million as of December 31, 2022 due to unpaid accounts to suppliers of goods and services that are normally settled within twelve (12) months from the reporting period.

Inter-Agency payable increased by ₱8.447 million or 225.16% from ₱3.752 million as of December 31, 2021 to ₱12.198 million as of December 31, 2022 due to increases in income tax payable, SSS, Philhealth and HDMF liabilities.

Deferred credits/Unearned Revenue/Income decreased by ₱35.103 million or 28.01% from ₱125.341 million as of December 31, 2021 to ₱90.238 million as of December 31, 2022 mainly due to the application of advance rental on the lease of FCA property vis-à-vis the decrease in the recognized value added tax on the sale of services.

Material changes to the Company's Statement of Income for the year ended December 31, 2022 compared to the year ended December 31, 2021 (increase/decrease of 5% or more)

Service Income increased by ₱34.313 million or 63.02% from ₱54.448 million as of December 31, 2021 to ₱88.761 million in December 31, 2022 mainly due to increase in the supply of manpower to Skyway O&M Corporation.

Business Income increased by ₱177.702 million or 76.34% from ₱232.791 million as of December 31, 2021 to ₱410.492 million as of December 31, 2022 due to increases in Rental, Dividend, Interest Income and share in JVs Revenue.

Gains decreased by 100.00% or ₱3.302 billion from ₱3.302 billion as of December 31, 2021 to ₱0.003 million as of December 31, 2022 mainly due to the recognition of the gain in change in fair value of investment property in 2021.

Maintenance and Other Operating Expenses increased by 21.54% or ₱5.946 million from ₱27.602 million for the year ended December 31, 2021 to ₱33.548 million for the year ended December 31, 2022 due to the increase in Supplies, General Services, Taxes/Duties and Licenses, transportation and Professional Services.

Cost of Services increased by 65.65% or ₱29.090 million from ₱44.311 million for the year ended December 31, 2021 to ₱73.401 million for the year ended December 31, 2022 due to the increase in the supply of manpower to Skyway O&M Corporation.

Non-cash Expenses decreased by 69.10% or ₱8.755 million from ₱12.670 million for the year ended December 31, 2021 to ₱3.914 million for the year ended December 31, 2022 due to the recognition of impairment losses on receivables, inventories and other investment in 2021.

Comprehensive Income (Loss) decreased by 98.32% or ₱3.994 billion from ₱4.062 billion for the year ended December 31, 2021 to ₱68.099 million for the year ended December 31, 2022 due to the recognition of gain in change in fair value of investment property in 2021.

Discussion and Analysis of Material events and Uncertainties

1. There are no known trends, events and uncertainties that will have a material impact on liquidity after the balance sheet date.
2. There are no material off-balance sheet transactions, arrangements, and obligations of the Company with unconsolidated entities during the reporting period.
3. All of the Company's income was earned in the ordinary course of business.
4. The Company's financial risk management objectives and policies are discussed in Note 40 of the December 31, 2024 Notes to Financial Statements.
5. There are no other known trends, events and uncertainties that will have a material impact on the Company's liquidity.

Financial Statements

The Company's Audited Financial Statements for the year ending December 31, 2024, are attached hereto as Appendix "A".

Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There are no changes or disagreements with external auditors on matters concerning the adoption of generally accepted accounting practices under the Philippine Financial Reporting Standards and the corresponding reporting and disclosure requirements.

Information on independent accountant and other related matters

External audit fees and services

The Joint Audit and Finance Committees oversees the performance of the company's external auditors. The joint committee reviews PNCC's financial reporting to ensure its integrity.

PNCC, a Government Acquired Asset since 1986, is under the audit jurisdiction of the Commission on Audit (COA). COA is the independent (external) auditor of PNCC. The assignment of COA Auditors/Audit-in-Charge and staff is purely the prerogative/decision of the COA Chairman.

The Audit Engagement of COA is covered by a Term of Reference (TOR) executed between PNCC and COA and duly provided to the joint Audit and Finance Committee for information/notation. The audit covers the accounts, transactions and operations of PNCC for calendar year 2012, undertaken for the purpose of expressing an opinion on the company's financial statements and for determining the Company's compliance with pertinent laws, rules and regulations, and the efficiency and effectiveness of operations.

The aggregate audit fees billed for each of the last two calendar year indicated in the TOR are ₱3,740,987 for 2024 and ₱3,187,707 for 2023.

Management and Certain Security Holders

Directors and Executive Officers

Board of Directors

The governing Board is primarily responsible for fostering long-term success of the corporation, and sustaining its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders.

Each director holds office until their successors are elected and qualified in accordance with the By-laws of the corporation except in case of death, resignation, disqualification or removal from office.

The Chairman of the Board and the President are separate individuals. Mr. Herculano C. Co, Jr. serves as Chairman of the Board and Mr. Miguel E. Umali serves as President and Chief Executive Officer (CEO). The members of the Board of Directors and corporate officers of the Corporation as of December 31, 2024 are as follows:

1. HERCULANO C. CO, JR.

Personal Information	Age: <u>64</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>Chairman of the Board</u> ; No. of Years in PNCC: <u>6 years</u> First Election to the Position: <u>November 16, 2017</u> ; Last Election: <u>January 26, 2023</u>
Affiliations in Publicly Listed Companies (PLCs)	N/A
Affiliations in Non-PLCs	• Chairman, Herco Agro-Industries, Inc. • Chairman, Alheed International Trading Corporation • Vice Chairman, Aurora Securities, Inc. • Director, Santa Clara Shipping Corporation
Civic/Advisory Board	• President, Philippine Confederation of Grains Associations, Inc. • Founding Member, Philippine Grains Industry Council • Honorary Consul General, Consulate of the Government of Tuvalu (Philippines) • Member, Cereal Sub-committee, National Agricultural and Fishery Council (NAFC) • Member, Business Sector Representative-Gintong Ani Program for rice and corn • Honorary Member, Philippine Military Academy Class '92
Educational Background & Achievements/Awards	• Bachelor of Science in Commerce Major in Marketing, Colegio de San Juan de Letran • Recipient of unit in College of Law of Ateneo de Manila University

2. MIGUEL E. UMALI

Personal Information	Age: <u>60</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>President and CEO</u> ; No. of Years in PNCC: <u>5 years</u> First Election to the Position: <u>February 6, 2019</u> ; Last Election: <u>January 26, 2023</u>
Affiliations in Publicly Listed Companies (PLCs)	N/A
Affiliations in Non-PLCs	N/A
Civic/Advisory Board	• Member, Integrated Bar of the Philippines
Educational Background & Achievements/Awards	• Bachelor of Science in Business Management, Ateneo de Manila University • Bachelor of Laws, Ateneo de Manila University

3. JONATHAN S. AVANCEÑA

Personal Information	Age: <u>51</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>Director</u> ; No. of Years in PNCC: <u>8 years</u> First Election to the Position: <u>August 15, 2017</u> ; Last Election: <u>January 26, 2023</u>
Affiliations in Publicly Listed Companies (PLCs)	N/A
Affiliations in Non-PLCs	• Assistant Manager, Netgear/Concentrix
Civic/Advisory Board	N/A
Educational Background & Achievements/Awards	• Bachelor of Science in Computer Science, Ateneo de Davao University

4. MARIANO JESUS S. AVERIA

Personal Information	Age: <u>64</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>Director</u> ; No. of Years in PNCC: <u>2 years</u> First Election to the Position: <u>January 26, 2023</u> ; Last Election: <u>N/A</u>
Affiliations in Publicly Listed Companies (PLCs)	N/A
Affiliations in Non-PLCs	• Partner, MJS Averia Law Firm
Civic/Advisory Board	• Member, Integrated Bar of the Philippines
Educational Background & Achievements/Awards	• Bachelor of Laws, Ateneo de Manila University • Recipient of unit in College of Law of Ateneo de Manila University

5. DANILO S. CONSTANTINO

Personal Information	Age: <u>65</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>Director</u> ; No. of Years in PNCC: <u>2 years</u> First Election to the Position: <u>January 26, 2023</u> ; Last Election: <u>N/A</u>
Affiliations in Publicly Listed Companies (PLCs)	N/A
Affiliations in Non-PLCs	• Security Consultant, SBMA
Civic/Advisory Board	N/A
Educational Background & Achievements/Awards	• Bachelor of Science, Philippine Military Academy • Master in Management, Philippine Christian University

6. EVELINA G. ESCUDERO

Personal Information	Age: <u>82</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Female</u> ; Current Position in PNCC: <u>Director</u> ; No. of Years in PNCC: <u>1 years</u> First Election to the Position: <u>May 25, 2023</u> ; Last Election: <u>N/A</u>
Affiliations in Publicly Listed Companies (PLCs)	• Chairperson, National Reinsurance Corp. of the Philippines
Affiliations in Non-PLCs	• Director, Government Service Insurance System • Member, Board of Regents, University of the Philippines
Civic/Advisory Board	• Treasurer, University of the Philippines Alumni Association • Chief Finance Officer, Congressional Spouses Foundation, Inc.
Educational Background & Achievements/Awards	• Bachelor of Science in Home Economics Major in Food and Nutrition, University of the Philippines • Master in Education Administration, University of the Philippines • Doctorate Degree in Philosophy in Education, University of the Philippines

7. ALAN R. LUGA

Personal Information	Age: <u>66</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>Director</u> ; No. of Years in PNCC: <u>6 years</u> First Election to the Position: <u>November 16, 2017</u> ; Last Election: <u>N/A</u>
Affiliations in Publicly Listed Companies (PLCs)	• Director, National Reinsurance Corp. of the Philippines
Affiliations in Non-PLCs	• Trustee, Government Service Insurance System • President and CEO, AFP General Insurance Corporation
Civic/Advisory Board	• Member, Insurance Institute for Asia and the Pacific • Member, Philippine Insurers and Reinsurers Association • Member, Philippine Insurers Club • Member, Philippine Machinery Management Services Corp.
Educational Background & Achievements/Awards	• Bachelor of Science, Philippine Military Academy • Master in Business Administration, Ateneo de Manila University Graduate School of Business • Master's Degree in Military Arts and Science, US Army Command and General Staff College at Fort Leavenworth, Kansas, USA

8. LAMBERTO B. MERCADO, JR.

Personal Information	Age: <u>57</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>Director</u> ; No. of Years in PNCC: <u>8 years</u> First Election to the Position: <u>April 17, 2017</u> ; Last Election: <u>January 26, 2023</u>
Affiliations in Publicly Listed Companies (PLCs)	• Director, Wellex Industries, Inc. • Legal Counsel and Director, Waterfront Philippines, Inc. • Legal Counsel and Director, Forum Pacific, Inc. • Legal Counsel and Director, Mabuhay Vinyl Corporation • Chief Risk Officer and Director, Acesite (Phils.) Hotel Corp.
Affiliations in Non-PLCs	• Vice President for Legal, The Wellex Group, Inc. • Legal Counsel and Director, Air Philippines Corp. • Legal Counsel and Director, Philippine International Airways, Inc. • Legal Counsel and Director, Grand Ilocandia Resort and Development, Inc. • Legal Counsel and Director, Metro Alliance Holdings & Equities Corp. • Legal Counsel and Director, Pacific Wide Realty & Development Corp. • Consultant, Divina Law
Civic/Advisory Board	• Member, Integrated Bard of the Philippines
Educational Background & Achievements/Awards	• Bachelor of Science in Commerce Major in Accounting, University of Santo Tomas • Bachelor of Laws, Ateneo de Manila University

9. ALEX L. SEMBRANO

Personal Information	Age: <u>65</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>Director</u> ; No. of Years in PNCC: <u>2 years</u> First Election to the Position: <u>January 26, 2023</u> ; Last Election: <u>N/A</u>
Affiliations in Publicly Listed Companies (PLCs)	N/A
Affiliations in Non-PLCs	• Easy Foods, Inc. • South Point Driving Range, Inc.
Civic/Advisory Board	• Member, PMA Alumni Association, Inc • Member, Alumni Association of AIM, Inc.

Educational Background & Achievements/Awards	• Bachelor of Science, Philippine Military Academy • Master's in Business Management, Asian Institute of Management

10. RUBEN D. TORRES

Personal Information	Age: <u>82</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>Director</u> ; No. of Years in PNCC: <u>3 years</u> First Election to the Position: <u>June 8, 2022</u> ; Last Election: N/A
Affiliations in Publicly Listed Companies (PLCs)	• Lead Independent Director, Philippine Estates Corporation • Director, Wellex Industries, Inc. • Independent Director, Forum Pacific, Inc. • Independent Director, Waterfront Philippines, Inc. • Independent Director, Acesite (Phils.) Hotel Corp.
Affiliations in Non-PLCs	• Chairman & CEO, Universal Matrix Corp. • Senior Partner, Torres Caparas Torres Law Office • Chairman, Alliance Energy Power and Development, Inc. • Director, Waterfront Manila Premier Development, Inc. • Chairman, Taguig Lake City Development Corp. • Chairman, Triton Construction and Development Corp. • Proprietor, Kitsie's Farm • Chief Operating Officer, Optimus Medical Care and Trading Corp. • Chairman and Chief Operating Officer, Service Exporters Risk Management and Consultancy Co.
Civic/Advisory Board	• President, BPO Workers Association • Member, Integrated Bar of the Philippines • Member, Philippine Academy of Professional Arbitrators • Adviser, Tytana Colleges •
Educational Background & Achievements/Awards	• Bachelor of Arts in Political Science, University of the Philippines • Bachelor of Laws, University of the Philippines

11. OSCAR T. ZALDIVAR

Personal Information	Age: <u>67</u> ; Nationality: <u>Filipino</u> ; Gender: <u>Male</u> ; Current Position in PNCC: <u>Director</u> ; No. of Years in PNCC: <u>2 years</u> First Election to the Position: <u>January 26, 2023</u> ; Last Election: N/A
Affiliations in Publicly Listed Companies (PLCs)	N/A
Affiliations in Non-PLCs	N/A
Civic/Advisory Board	• Member, Integrated Bar of the Philippines
Educational Background & Achievements/Awards	• Bachelor of Arts, University of the East • Bachelor of Laws, Ateneo de Manila University

The Executive Officers

As of December 31, 2024, the Executive Officers and Management of the Corporation are the following:

Name	Age	Position	Citizenship
Miguel E. Umali	60	President and Chief Executive Officer	Filipino
John Benedick R. Dela Cruz	34	Corporate Secretary	Filipino
Erika Grace E. Velasco	33	Assistant Corporate Secretary	Filipino
Ilie Lionel B. Gramata	49	Compliance Officer, Head of Corporate Legal Department	Filipino
Rosalyn S. Delivios	53	Assistant Compliance Officer, Head of Management Information System Department	Filipino
Cristy M. Mediavillo	60	Corporate Treasurer	Filipino
Felix M. Erece	64	Head, Human Resource Department	Filipino
Demosthenes F. Faminiano	60	Head, Materials Management Department, concurrent Head, Realty Department	Filipino
Veronica B. Tacderas	63	Head of Controllershship Department	Filipino

MIGUEL E. UMALI President and CEO	<i>Please see profile under Directors and Executive Officers</i>
JOHN BENEDICK R. DELA CRUZ Corporate Secretary Legal Officer, Legal Department Member, Technical Working Group – Tollways Development Projects (TWG)	He joined PNCC on January 9, 2023 as Legal Officer with a rank of Senior Manager. On concurrent capacity, he was appointed as Assistant Corporate Secretary on January 26, 2023. He is also a member of the Gender and Development Committee of PNCC. Prior his stint in PNCC, he was engaged into private practice and joined Algarra Law Offices as a Senior Associate Lawyer for four (4) years of litigation work. Prior admission to Bar, he served as an Intern of Public Attorney's Office of Paranaque City from July to August 2016. Atty. Dela Cruz earned his Bachelor's degree in Commerce, Major in Marketing at the University of Santo Tomas in 2011. He earned his Bachelor of Laws from Faculty of Civil Law - University of Santo Tomas in 2017 and was given recognition for UST - Loyalty Awardee. In April 2018, Atty. Dela Cruz was officially admitted to the Philippine Bar.
ERIKA GRACE E. VELASCO Assistant Corporate Secretary Legal Officer, Legal Department Member, Bids and Awards Committee (BAC)	She joined PNCC in June 2017 as Legal Researcher until June 2022. She rejoined PNCC on May 16, 2024 as Legal Officer. On concurrent capacity, she was appointed as Assistant Corporate Secretary on May 22, 2024. She is also a member of Bids and Awards Committee, Alternate Chief Information Officer and member of Gender and Development Committee. Prior her stint in PNCC, she worked for various government and private corporations as: [1] Associate Lawyer, Cesar C. Cruz & Partners Law Offices from 2023 to 2024; [2] Executive Assistant, Office of the Assistant Secretary for Planning – Department of Transportation from 2016 to 2017, [3] Project Technical Staff, Project Management Unit K to 12 (PMU K12), Commission on Higher Education

	(CHED) from 2016-2017, [4] Project Assistant, Accelerating Work Achievement and Readiness for Employment (Project AWARE), Education Development Centre Inc. and [5] Research Assistant, Office of the Assistant Chief for Civil Military Operations, Philippine Army from 2014-2015. Ms. Velasco earned her Bachelor's degree in Political Science at the Dela Salle University in 2013. She earned her Juris Doctor degree in 2022 from San Beda College of Law and admitted to the Philippine Bar in 2023.
ILIE LIONEL B. GRAMATA Compliance Officer Head, Legal Department Chairman, BA Chairman, Committee on Anti-Red Tape (CART) Chairman, TWG Member, ISO Core Team Internal Quality Auditor	He joined the company in 2017 as Executive Assistant to the President and later on named as the Head of Corporate Legal Department. He was appointed Compliance Officer on April 18, 2023. Concurrently, Atty. Gramata is the Chairman of the following committees: Bids and Awards Committee, Technical Working Group for Tollway Development Project and Committee on Anti-Red Tape. He is also an ISO Core Team member and Internal Quality Auditor of PNCC's Quality Management System. Prior to PNCC, he had worked with various government agencies and private institutions, among those were: [1] Project Manager of the Revenue Agency Modernization (ORAM) of Department of Finance from 2013 to 2016; [2] detailed from ORAM to the Bureau of Customs as Director of Port Operations Service from November 2013 to July 2015 and as Deputy Collector for Operations; [3] Managing Partner of Valenton Gramata Loseriaga Law Offices from May 2010 to October 2013; [4] Senior Associate of JG Law (Jimenez Gonzales Bello Valdez Caluya and Fernandez Offices from May 2002 to May 2010; [5] Legal Assistant of Gramata & Sarle Law Offices from November 2001 to April 2002, and [6] Paralegal of Integrated Bar of the Philippines in September 2000. He also had been in the academe as Law Professor in San Sebastian College-Recoletos in 2006 and University of Makati from June to October 2007. Atty. Gramata obtained his Bachelor of Laws from San Beda College in 2001 and admitted to the Philippine Bar in May 2002. He earned his BS in Applied Economics degree in 1996 and Diploma in Financial Engineering in 2014 from De La Salle University Manila.
ROSALYN S. DELIVIOS Assistant Compliance Officer Head, MIS Department Deputy Quality Management Representative Member, CART Consultant, Inventory Committee Internal Quality Auditor	She joined PNCC in August 1997 as Systems Analyst – Programmer and rose from the ranks to become the Head of MIS Department from 2006 to present. She was appointed Assistant Compliance Officer on April 18, 2023. Aside from her tasks in MIS Department, she was involved in the Quality Management System (QMS) development and implementation of PNCC from 2007 to 2011 and served as ISO Committee Secretariat, Document Controller and Internal Quality Auditor. In 2009, she completed the Lead Auditor's Training and was certified Lead Auditor for ISO 9001:2008 by International Register of Certificated Auditors (IRCA), a division of the Chartered Quality Institute (CQI). She was instrumental to the grant of ISO 9001:2008 Certification for Tollway Operation. At present, she serves as Deputy Quality Management Representative spearheading the documentation, implementation and

	maintenance of the company's Quality Management System in line with the maintenance of its ISO 9001:2015 certification. On concurrently capacity she also serves as Chief Information Officer, member of Committee on Anti-Red Tape, Consultant for Inventory Committee, PBB Focal Person, FOI Receiving Officer and Secretary of Board's PAN (Performance Agreement Negotiation) Committee in charge of monitoring GCG requirement Performance Scorecard. Prior her employment with PNCC, she had worked for various private companies: [1] Junior Programmer of The Professional Group Plans, Inc. from May 1993 to December 1996; [2] Programmer of Linea Italia Group from January 1997 to May 1997, and [3] Computer Operator of Philippine Fuji Xerox Corp. from May 1992 to December 1992.
CRISTY M. MEDIAVILLO Corporate Treasurer Head, Treasury Department Member, BAC Member, TWG Member, CART Member, ISO Core Team Lead Internal Quality Auditor	She joined PNCC in March 4, 2019 as Head of Treasury Department. She was appointed Corporate Treasurer on April 18, 2023. On concurrent capacity, she serves as Chairperson of Gender and Development Committee, member of the Bids and Awards Committee, member of Technical Working Group for Tollways Development Project, ISO Core Team Member and Lead Internal Quality Auditor for PNCC Quality Management System. Prior to her stint in PNCC, she had 28 years banking career with Philippine Bank of Communications highlighted with 10 years as Senior Field Auditor and 12 years as a Branch Service Officer / Branch cashier. Her starter exposure with PBCom was in tellering and later as a Money Market Clerk. Ms. Mediavillo graduated from the Divine Word College of Legazpi with a degree of Bachelor of Science in Commerce Major in Accounting in 1984. She took 18 Pre-MBA units in 2001 at De La Salle University Greenhills Campus.
FELIX M. ERECE, JR. Head, Human Resources Department Member, BAC Vice Chairman, CART Consultant, Inventory Committee Member, ISO Core Team Internal Quality Auditor	He joined PNCC in 1981. He had served the company for over 43 years, rose from the ranks to become the Head of Human Resources Department. In addition, he was tapped to oversee the operation of manpower supply contract with SOMCO (Skyway Maintenance and Operation). On concurrent capacity, he serves as member of Bids and Awards Committee and Gender and Development Committee, ISO Core Member and Internal Quality Auditor for PNCC QMS. Mr. Erece studied in TUP-Manila Technician Institute taking up a three-year Civil Technology course sponsored by PBSP. He also studied Civil Engineering at Feati University, took-up various computer related courses and attended human resources related trainings/seminars to equip him with the knowledge and skills needed in handling bigger responsibilities.
DEMOSTHENES F. FAMINIANO Head, Materials Management Department Head, Realty Department Vice Chairman, BAC Member, TWG Member, CART	Head of Materials Management Department and Realty Department, joined PNCC in 1989. He had served the company for more than 35 years, handling various positions such as Head, Technical/Operations Audit Department of Corporate Audit Division, Head, Realty Department and concurrent Head, Materials Management Department. On concurrent capacity, he serves as

Member, ISO Core Team Internal Quality Auditor	member of Bids and Awards Committee and Gender and Development Committee, ISO Core Member and Internal Quality Auditor for PNCC QMS. Mr. Faminiano graduated from Adamson University with a Bachelor's degree in Civil Engineering. He passed the Civil Engineer Licensure Examination in 1987.
VERONICA B. TACDERAS Head, Controllership Department Member, TWG Member, ISO Core Team Consultant, Inventory Committee Member, ISO Core Team	She joined PNCC in March 2019 as the Head of Controllership Department, a Certified Public Accountant with 37 years of professional experience in various private companies. Prior to her stint in PNCC, she had worked with Brenton International Venture Manufacturing Corporation from September 2018 to February 2019 as Accounting Manager; Tiong Se Academy, Inc. as Chief Finance Officer from November 2015 to August 2018; Philippine Bank of Communications from September 1990 to October 2015 where she had handled various key positions in the Banking Industry from Branch Operations, Finance and Internal Audit as Branch Audit Unit Head prior to her resignation. She also had worked as a Bookkeeper from August 1983 to August 1990 in Fashion Circle Department Store and as an Accounting Clerk from March 1982 to June 1983. Ms. Tacderas earned her degree in Bachelor in Accountancy in 1983 from Polytechnic University of the Philippines. She passed the CPA board examination in 1986.

Identifying Significant Employees

The Registrant has no other significant employee other than its Executive Officers.

Family Relationships

Chairman Herculano C. Co, Jr. and Nelvin C. Co, who is a contractual employee of the Corporation, are related by fourth degree of consanguinity. Nelvin is the nephew of Chairman Co. The employment of the latter has been approved through a resolution passed by the Board of Directors.

The Registrant has not had any transaction during the last three (3) years in which any Director or Executive Officer or any of their immediate family members has a direct or indirect interest.

Involvement in Certain Legal Proceedings

To the knowledge and/or information of the Company, present members of its Board of Directors and its Corporate Officers have not been involved in or subject of, during the past five (5) years up to the latest date, any of the following events that are material to an evaluation of his ability or integrity to serve the Company: a) bankruptcy petition; b) conviction by final judgment in a criminal proceeding; c) order, judgment or decree barring, suspending, or limiting involvement in any type of business, securities, commodities, or banking activities; d) being found by a domestic or foreign court of competent jurisdiction, the Commission or comparable body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

Executive Compensation

Summary Compensation Table

For the calendar years December 31, 2024 and 2023, the total salaries, allowances and bonuses paid to the directors and executive officers are as follows:

Names	Year	Salaries	Bonus	Others
President/CEO & Top 4				
Miguel E. Umali President & CEO				
Ilie Lionel B. Gramata Vice President for Corporate Legal Department				
Felix M. Erece Assistant Vice President – Human Resources Department				
Cristy M. Mediavillo Corporate Treasurer Head, Treasury Department				
Demosthenes F. Faminiano Head, Materials Management Department / Realty Department				
TOTAL	2025 (Estimate)	14.675M	2.620M	3.026M
	2024	14.077M	2.564M	1.757M
	2023	11.091M	2.133M	.974M
All other Officers and Directors as a Group Unnamed	2025 (Estimate)	12.622M	2.488M	12.209M
	2024	17.573M	2.147M	16.504M
	2023	8.484M	1.382M	.514M

Compensation of Directors

Standard Arrangements

The Board adopts Executive Order (E.O.) No. 24, prescribing rules to govern the compensation of members of the board of directors/trustees in Government-Owned or Controlled Corporations including Government Financial Institutions (GFIs) and Section 23 of R.A. No. 10149, wherein Governance Commission for GOCCs (GCG) is mandated and empowered to set the limits to the compensation, per diem, allowance, and incentive entitlements of members of the Board of Directors/Trustees of GOCCs.

The Company, under the Authority to Implement CPCS dated 10 August 2023 which was issued by the GCG, was given the classification of Category 3, GOCC Grade 18, Tier 4 and Category 3 Salary Structure. Pursuant to GCG Memorandum Circular 2016-01, the Company is classified “Medium Size” and Section 9 of the same circular provides the maximum *Per Diem* rates of Appointive Directors for Board or Committee meeting for Medium sized GOCCs.

Section 10.2 of the aforesaid GCG Circular provides that Directors may obtain a reimbursement of expenses provided that the amount that may be reimbursed shall not be higher than the monthly Representation Allowance (RA) and Transportation Allowance (TA) of an Undersecretary. Section 5.1. of the DBM Circular No. 593 dated 03 May 2024 provides that the authorized monthly rates for Department Undersecretaries and those equivalent ranks for each type of allowance (Monthly RA and TA).

The entitlement of the members of the Board for actual attendance of meeting are as follows:

<u>Board meetings:</u>	P20,000.00 for regular or special meetings actually attended, but not to exceed the amount of P480,000.00.
<u>Committee meetings:</u>	P12,000.00 for regular and special committee meetings actually attended, but not to exceed the amount of P280,000.00.

The Directors furthermore receive the following allowances:

<u>Representation:</u>	P12,500.00 per month

Transportation: **P12,500.00** per month

Other arrangements

Other than payment of reasonable per diem for directors for every meeting, there are no standard arrangements pursuant to which directors of the company are compensated, or are to be compensated, directly or indirectly by the Company's subsidiaries, for any services provided as a director for 2021, 2022, and 2023.

Employment contract between the company and executive officers

There are no special employment contracts between the company and the named executive officers.

Warrants and options held by the executive officers and directors

There are no outstanding warrants or options held by the Company's CEO, the named executive officers, and all officers and directors as a group.

Security Ownership

Security Ownership of Certain Record and Beneficial Owners and Management

Title of Class	Name of Beneficial Owner	Citizenship	Amount/Nature of Record Beneficial Ownership	% to Total Outstanding
BOARD				
Common	Jonathan S. Avancena	Filipino	100 (Direct)	00.00%
Common	Mariano Jesus S. Averia	Filipino	25 (Direct)	00.00%
Common	Herculano C. Co, Jr.	Filipino	12 (Direct)	00.00%
Common	Danilo S. Constantino	Filipino	1 (Direct)	00.00%
Common	Evelina G. Escudero	Filipino	50 (Direct)	00.00%
Common	Alan R. Luga	Filipino	50 (Direct)	00.00%
Common	Lamberto B. Mercado, Jr.	Filipino	25 (Direct)	00.00%
Common	Alex L. Sembrano	Filipino	50 (Direct)	00.00%
Common	Ruben D. Torres	Filipino	100 (Direct)	00.00%
Common	Miguel E. Umali	Filipino	1 (Direct)	00.00%
Common	Oscar T. Zaldivar	Filipino	101 (Direct)	00.00%
Total			515	00.00%

Except as aforementioned, no other officers of the Registrant hold, directly or indirectly, shares in the Registrant.

Voting Trust Holder of 5% or More

(a) Number of shares outstanding as of December 31, 2024:

Common:	174,444,759
Preferred "D":	25,500,000
	<u>199,944,759</u>

Each common and preferred D share of stock of the Registrant is entitled to one (1) vote. Pursuant to Article IV, section 4.05 of the Registrant's Amended By-Laws, every holder of voting stock may vote for each share of stock standing in his name on the books of the Registrant, unless the law provides otherwise.

Section 6 of Republic Act No. 11232 or the Revised Corporation Code of the Philippines, states that "*Holders of nonvoting shares shall nevertheless be entitled to vote on the following matters: 1] Amendment of the articles of incorporation; 2] Adoption and amendment of bylaws...*"

Also Article IV section 4.07 provides that at all meetings of the Stockholders, a stockholder or by his duly authorized attorney-in-fact, only on forms prescribed by the Board of Directors and sealed with the Corporate Seal that, at his request, shall be furnished to him by the Secretary of the Corporation, who shall keep a record of all stockholders to whom proxy forms have been issued. Such proxies should be acknowledged before the Secretary of the Corporation or a notary public, and shall be filed with the Secretary at least three (3) business days before the meeting.

Shares standing in the name of another corporation may be voted by such officer, agent, or proxy as the By-Laws of such provision, as the Board of Directors of such Corporation may, by resolution determine. A Certificate of the Secretary of such corporation attesting to the vote authority of the officer, agent or proxy to vote the stock standing in its name shall be conclusive on the right to vote said shares.

Shares held by an administrator, executor, guardian or judicial trustee may be voted by him, either in person or by proxy, without a transfer of such shares in his name, upon presentation to the Secretary of the certified true copy of the letters of administration, testamentary guardianship or trusteeship duly issued to him. Share standing in the voting trust or trustee may be voted by him, either in person or by proxy, but no such trustee shall be entitled to vote shares held by him without a transfer of such shares in his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if his authority to do is contained in an appropriate order to the court by which such receiver was appointed.

A stockholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred to the name of the pledge; thereafter, the pledge shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the Corporation or held by it in a fiduciary capacity shall not be voted directly or indirectly at any meeting and shall not be counted in determining the total number of outstanding shares entitled to vote at any time.

Stockholders entitled to vote are also entitled to cumulative voting in the election of directors. Section 24 of the Corporation Code provides, in part, that: "...in stock corporations, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing, at the time fixed in the by-laws, in his own name on the stock books of the corporation, or where the by-laws are silent, at the time of the election; and said stockholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit..."

a.) Security ownership of certain record and beneficial owners of more than 5.0% of the Registrant's voting securities as of 31 December 2024:

Title of Class	Name and Address of Record/Beneficial Owner	Citizenship	Relationships of the record owner's representative with the issuer and said owner	Amount and Nature of Record / Beneficial Ownership	Percentage of Outstanding Common Stock as of June 30, 2024
Common	Privatization Management Office 104 Gamboa St Legaspi Village, Makati City	Filipino	Shareholder	79,271,024	39.64%
Common	Government Service Insurance System Roxas Bldv. Pasay City	Filipino	Shareholder	47,490,383	23.75%
Common	Wellex Petroleum, Inc. 22/F BDO Tower, 6741 Paseo De Roxas, Makati City	Filipino	Shareholder	26,635,891	13.32%
Common	PCD Nominee Corporation 37/F Tower I The Enterprise Center, 1226 Ayala Avenue, Makati City	Filipino	Shareholder	11,840,578	5.92%
Preferred D	Privatization Management Office 104 Gamboa St Legaspi Village, Makati City	Filipino	Shareholder	25,500,000	12.75%

By virtue of LOI 1295 (1983) 66.94% of voting equity has been held by various government financial institutions (GFIs), namely: PNB, Phil Guarantee, NDC, DBP, GSIS, and Land Bank, under the mandated debt-to-equity conversion scheme.

Pursuant to Proclamation No. 50, some of the GFIs have actually transferred their equity interests in PNCC to the Asset Privatization Office (APT) now Privatization Management Office.

Only 23.86% of PNCC's voting equity is strictly under private ownership and 5.92% of which is being held by PCD Nominee Corporation. PCD Nominee Corporation is the registered owner of shares beneficially owned by participants in the Philippine Depository & Trust Corporation, a private company organized to implement an automated book entry system of handling securities transactions on the Philippines (PCD). Under the PCD procedures, when an issuer of a PCD-eligible issue will hold a stockholders' meeting, the PCD shall execute a pro-forma proxy in favor of its participants for the total number of shares in their respective principal securities account as well as for the total number of shares in their client securities account. For the shares in the principal securities account, the participant concerned is appointed as proxy, with the obligation to constitute a sub-proxy in favor of its clients with full voting and other rights for the number of shares beneficially owned by such clients. As of Record Date, the Registrant is not aware of any investor beneficially owning shares lodged with the PCD which comprise more than five percent (5%) of the Registrant's total outstanding common shares of stock.

Changes in Control

The Registrant is not aware of any voting trust agreements or any other similar agreements which may result in a change in control of the Registrant. No change in control of the Registrant has occurred since the beginning of its last fiscal year.

Certain Relationship and Related Transactions

Considering that the Government is the majority substantial stockholder of PNCC, no director/security holder or any member of his/her immediate family is allowed to transact business with the corporation directly or indirectly since this is prohibited under existing laws and regulations.

Corporate Governance

Corporate Governance Scorecard Report (CGSR)

The Company conducts a Self-Assessment in its performance by submitting an accomplished CGSR to the Governance Commission for GOCCs (GCG). The CGSR is a quantitatively-driven evaluation tool derived from existing and globally accepted standards (*OECD - Principles of Corporate Governance for State Owned Enterprise and ASEAN Corporate Governance Framework*) and practices. The CGSR serves as an instrument to assess the Corporate Governance **initiatives and practices** of GOCCs using methodology benchmarked against OECD Principles Corporate Governance and ASEAN Corporate Governance Scorecard.

Performance Evaluation of Directors

The Governance Commission for GOCCs developed the internet-based Performance Evaluation for Directors (iPED) System to effectively implement the Performance Evaluation for Directors in the GOCC Sector. This tool is designed to facilitate a more stable, confidential, secure and reliable database system that will house the performance reviews of all the members of the Governing Boards of various Government-Owned or Controlled Corporations (GOCC) under the jurisdiction of GCG.

Pursuant to SEC Memorandum Circular No. 5, series of 2013 ("MC No. 5"), Part IV Corporate Governance of this report is hereby deleted. MC No. 5 also requires filing of an Annual Corporate Governance Report by listed companies. However, the SEC issued Memorandum Circular No. 15 series of 2017 to facilitate the disclosure of publicly-listed companies' (PLCs) compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for PLCs and to harmonize the corporate governance requirements of the Commission and the Philippine Stock Exchange, the Commission, pursuant to its regulatory and supervisory power under Section 5 of the Securities Regulation Code, mandates all companies to submit an Integrated Annual Corporate Governance Report (I-ACGR).

The Company's I-ACGR for 2024 is attached hereto as *Appendix "B"* and is also posted on the Company website.

Board Attendance

The Board of Directors is expected to attend board meetings held by the Corporation which is scheduled before the start of the fiscal year. Absence of a director in more than fifty percent (50%) of all regular and special meetings of the Board during his incumbency, or any 12-month period during such incumbency is a ground for his temporary disqualification in the succeeding election unless the absence is due to serious illness, death in the immediate family or serious accident. All directors complied with the attendance requirement of at least 50% of all board meetings for the year. Below is the list of directors of the corporation and their attendance at board meetings held for the fiscal year 2024.

	Name of D	Date of Election in the Board	Date of Resignation / Replaced	No. of Meetings Held during Incumbency	No. of Meetings Attended	%	Length of Service in the Board
Member	Avanceña, Jonathan S.	08/15/2017	N/A	24	24	100%	7.33 years
Member	Averia, Mariano Jesus S.	01/26/2023	N/A	24	24	100%	1.91 years
Chairman	Co, Herculano Jr. C.	01/26/2023	N/A	24	24	100%	1.91 years
Member	Constantino, Danilo S.	01/26/2023	N/A	24	24	100%	1.91 years
Member	Escudero, Evelina G.	05/25/2023	N/A	24	24	100%	1.58 years
Member	Luga, Alan R.	04/17/2017	N/A	24	24	100%	7.66 years
Member	Mercado, Lamberto Jr. B.	04/17/2017	N/A	24	24	100%	7.66 years
Member	Sembrano, Alex L.	01/26/2023	N/A	24	24	100%	1.91 years
Member	Torres, Ruben D.	06/08/2022	N/A	24	24	100%	2.5 years
Vice Chairman / President & CEO	Umali, Miguel E.	02/19/2019	N/A	24	23	95.83%	5.83 years
Member	Zaldivar, Oscar T.	01/26/2023	N/A	24	24	100%	1.91 years
Average Attendance for CY 2024 : 99.62%							
Average Directors' Attendance per meeting : 99.62%							

Board Committee Attendance

Executive Committee

The Executive Committee as created in the PNCC By-Laws has the power to pass and upon matters affecting general policy and upon such matters as the Board of Directors may entrust to it for action in between meetings of the Board of Directors. No meeting has been convened for 2023.

Audit Committee

The Audit Committee performs its role by providing independent oversight to the Board of Directors. The purpose of the Committee is to provide a structured, systematic oversight of the organization's governance, risk management and internal control practices.

For 2024, the Audit Committee, further to compliance with applicable corporate governance law, confirms their accomplishment for the year 2024:

1. The Committee had nine (9) meetings during the year. The meetings of the committee are designed to facilitate and encourage communication among the Committee, the Company, the Company's internal audit function and the Company's statutory auditor. The committee in its meetings, reviewed and approved all audit provided by statutory auditor, Audit Team assigned by Commission on Audit;
2. According to its Charter, the primary purpose is to assist the Board of Directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the company's process for monitoring compliance with laws and regulations and the code of conduct;
3. The Committee provides oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risks of the Corporation. This function shall include regular receipt from Management of information on risk exposures and risk management activities. The Committee also monitors and evaluates the adequacy and effectiveness of the Corporation's internal controls and risk management system, including financial reporting;
4. The Committee discussed with COA Audit Team all the items required to be discussed by the prevailing applicable Auditing Standard, including the required communications to the Audit Committee on the responsibilities under Philippine Standards in Auditing;

5. As part of its oversight responsibilities, the Committee reviewed and discussed the audited financial statements of PNCC for the year ended December 31, 2024 with PNCC's management and with COA has expressed its opinion on PNCC's conformity with Philippine Financial Reporting Standards (PFRS);

Meeting Attendance of Audit Committee for the year 2024

	Name	Date of Election in the Board	Date of Appointment in the Committee	Date of Resignation / Replaced in the Committee	No. of Meetings Held during Incumbency	No. of Meetings Attended	%	Length of Service in the Committee
Member	Avanceña, Jonathan S.	08/15/2017	02/06/2019	N/A	9	9	100%	5.83 years
Member	Averia, Mariano Jesus S.	01/26/2023	01/26/2023	N/A	9	9	100%	1.91 years
Vice Chairman	Co, Herculano Jr. C.	01/26/2023	01/26/2023	N/A	9	9	100%	1.91 years
Chairman	Mercado, Lamberto Jr. B.	04/17/2017	04/17/2017	N/A	9	9	100%	7.66 years
Member	Sembrano, Alex L.	01/26/2023	01/26/2023	N/A	9	9	100%	1.91 years
Member	Torres, Ruben D.	06/08/2022	01/24/2023	N/A	9	9	100%	0.91 years
Member	Zaldivar, Oscar T.	01/26/2023	01/24/2024	N/A	9	9	100%	0.91 years
Average Attendance for 2024 : 100%								

Corporate Governance Committee

The Committee is currently composed of 5 directors. The functions of the Corporate Governance Committee are enumerated as follows:

1. Oversee the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the company's size, complexity and business strategy, as well as its business regulatory environment;
2. Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance;
3. Ensures that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
4. Recommends continuing education / training programs for directors, assignment of tasks / projects to board committees, succession plan for the Board members and senior officers, and remuneration packages for corporate and individual performance;
5. Adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;
6. Proposes and plans relevant trainings for the members of the Board;
7. Determines the nomination and process for the company's directors and has the special duty of defining the general profile of board members that the company may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board;
8. Establishes a formal and transparent procedure to develop policy for determining the remuneration of directors and officers that is consistent with the company's culture and strategy as well as the business environment in which it operates;
9. Ensures the effective implementation of Material Related Party Transactions Policy.

Meeting Attendance of Corporate Governance Committee for 2024

	Name	Date of Election in the Board	Date of Appointment in the Committee	Date of Resignation / Replaced in the Committee	No. of Meetings Held during Incumbency	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Co, Herculano Jr. C.	01/26/2023	01/26/2023	N/A	12	12	100%	1.91 years
Member	Constantino, Danilo S.	01/26/2023	01/26/2023	N/A	12	12	100%	1.91 years
Member	Torres, Ruben D.	06/08/2022	06/08/2022	N/A	12	12	100%	2.5 years
Vice Chairman	Umali, Miguel E.	02/19/2019	02/19/2019	N/A	12	12	100%	5.83 years
Member	Zaldivar, Oscar T.	01/26/2023	01/26/2023	N/A	12	12	100%	1.91 years
Average Attendance for 2024 : 100%								

Finance Committee

The Finance Committee is organized and its member appointed by the Board of Directors to assist the latter in carrying out its responsibilities for policy formulation and for oversight of Company's financial performance, including, among others, the budgeting and financial planning, establishment of investment benchmarks and policy, reviewing and monitoring of investment performance, optimizing returns on the investment at a level of risk that the Company is willing to absorb and authorizing acceptable accounting and disbursement procedures for all funds under jurisdiction of the Company.

It shall also evaluate and recommend to the Board new financial placements and other similar investments, as may be proposed by the Management.

Meeting Attendance of Finance Committee for 2024

	Name	Date of Election in the Board	Date of Appointment in the Committee	Date of Resignation / Replaced in the Committee	No. of Meetings Held during Incumbency	No. of Meetings Attended	%	Length of Service in the Committee
Vice Chairman	Co, Herculano, Jr. C.	01/26/2023	01/26/2023	N/A	10	10	100%	1.91 years
Member	Constantino, Danilo S.	01/26/2023	01/26/2023	N/A	10	10	100%	1.91 years
Member	Escudero, Evelina G.	05/25/2023	05/25/2023	N/A	10	10	100%	1.58 years
Chairman	Luga, Alan R.	04/17/2017	04/17/2017	N/A	10	10	100%	7.66 years
Member	Umali, Miguel E.	02/19/2019	02/19/2019	N/A	10	10	100%	5.83 years
Average Attendance for CY 2024 : 100%								

Performance Agreement Negotiation (PAN) Committee

The purpose of the Performance Agreement Negotiation Committee is to assist in timely submission of performance report pursuant to commitment in the Performance Agreement.

The Committee shall consist of six (6) members of the Board. The Board shall appoint the members of the Committee, one of whom shall be appointed by the Board as the Chairperson of the Committee, upon consideration of the recommendations of the Corporate Governance Committee of the Board. Members shall qualify for service on the Committee based primarily upon their ability to further the Committee's purposes and to assist the Committee in meeting its duties and responsibilities.

Meeting Attendance of Performance Agreement Negotiation Committee for 2024

	Name	Date of Election in the Board	Date of Appointment in the Committee	Date of Resignation / Replaced in the Committee	No. of Meetings Held during Incumbency	No. of Meetings Attended	%	Length of Service in the Committee
Member	Avanceña, Jonathan S.	08/15/2017	08/15/2017	N/A	9	9	100%	7.33 years
Chairman	Averia, Mariano Jesus S.	01/26/2023	01/26/2023	N/A	9	9	100%	1.91 years
Vice Chairman	Co, Herculano Jr. C.	01/26/2023	01/26/2023	N/A	9	9	100%	1.91 years
Member	Constantino, Danilo S.	01/26/2023	01/24/2024	N/A	9	9	100%	0.91 years
Member	Escudero, Evelina G.	05/25/2023	05/25/2023	N/A	9	9	100%	1.58 years
Member	Umali, Miguel E.	02/19/2019	02/19/2019	N/A	9	9	100%	5.83 years
Member	Sembrano, Alex L.	01/26/2023	01/24/2024	N/A	9	8	88.88%	0.91 years
Average Attendance for CY 2024: 98.41%								

Legal and Compliance Committee

The purpose of the Legal and Compliance Committee is to review the legal issues that affect the company. The Committee, together with Management and company's Legal Counsel, reviews legal matters that could have a material impact on the company's financial operations. The Committee also ensures company's compliance with applicable laws and regulations.

Meeting Attendance of Legal and Compliance Committee for 2024

	Name	Date of Election in the Board	Date of Appointment in the Committee	Date of Resignation / Replaced in the Committee	No. of Meetings Held during Incumbency	No. of Meetings Attended	%	Length of Service in the Committee
Member	Averia, Mariano Jesus S.	01/26/2023	01/26/2023	N/A	12	12	100%	1.91 years
Vice Chairman	Co, Herculano Jr. C.	01/26/2023	01/26/2023	N/A	12	12	100%	1.91 years
Chairman	Mercado, Lamberto Jr. B.	04/17/2017	04/17/2017	N/A	12	12	100%	7.66 years
Member	Torres, Ruben D.	06/08/2022	06/08/2022	N/A	12	12	100%	2.5 years
Member	Umali, Miguel E.	02/19/2019	02/19/2019	N/A	12	12	100%	5.83 years
Chairman	Zaldivar, Oscar T.	01/26/2023	01/26/2023	N/A	12	12	100%	1.91 years
Average Attendance for CY 2024 : 100%								

Business Development Committee

The Board of Directors has established the Business Development Committee to (1) assist the Board in fulfilling its responsibilities for overseeing and facilitating the development, implementatkon and monitoring of the Company's business strategies and plans and (2) exercise the Board's authority with respect of the revenue, evaluation and approval of certain strategic transactions, subject the limitations and requirements of section 36 of the Corporation Code of the Philippines and the Provisions of the Company's Amended Articles of Incorporation, By-Laws and their Charter.

Strategic Transaction shall mean (1) any transaction pursuant to which the company proposes to secure business agreements for construction, realty, tollways development and related projects and thereby contributes to the total overall organizational revenue and profit; (2) any transaction pursuant to which the Company proposes to issue Shares of its capital stock or other securities, or options, warrants, convertible debt instruments or other securities convertible into or exchangeable for any such capital stock or other securities; (3) any proposed acquisition or disposition by the Company, outside of the ordinary cause of business, of a company, asset or group of assets, or business (by merger acquisition, disposition, compbination or other means); (4) any proposed initial or follow-on equity investment by the Company in any third party entity; outside of the ordinary cause of business.

Meeting Attendance of Business Development Committee for 2024

	Name	Date of Election in the Board	Date of Appointment in the Committee	Date of Resignation / Replaced in the Committee	No. of Meetings Held during Incumbency	No. of Meetings Attended	%	Length of Service in the Committee
Member	Avancena, Jonathan S.	08/15/2017	01/24/2024	N/A	13	12	92.3%	0.91% years
Vice Chairman	Co, Herculano Jr. C.	01/26/2023	01/26/2023	N/A	13	13	100%	1.91 years
Member	Luga, Alan R.	04/17/2017	01/26/2023	N/A	13	13	100%	1.91 years
Member	Mercado, Lamberto Jr. B.	04/17/2017	01/26/2023	N/A	13	13	100%	1.91 years
Chairman	Sembrano, Alex	01/26/2023	01/26/2023	N/A	13	13	100%	1.91 years
Member	Umali, Miguel E.	02/19/2017	02/19/2017	N/A	13	13	100%	5.83 years
Average Attendance for CY 2024 : 98.71%								

FINANCIAL SOUNDNESS INDICATORS

	2024	2023
1 Current / Liquidity Ratios:		
Current Ratio	0.33	0.28
Quick Asset Ratio	0.33	0.27
2 Solvency Ratios:		
Debt to Assets	40.92%	40.83%
Debt to Equity	69.26%	69.00%
3 Asset to Equity Ratio	169.26%	169.00%
4 Interest Rate Coverage Ratio	2.68	51.47
5 Profitability Ratios:		
Return on Assets (Net Income (Loss))	0.70%	21.13%
Return on Equity (Net Income (Loss))	1.18%	35.70%

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as of December 31, 2024				
Framework for the Preparation and Presentation of Financial Statements				
Conceptual Framework Phase A: Objectives and qualitative characteristics		√		
PFRSs Practice Statement Management Commentary				√
Philippine Financial Reporting Standards				
PFRS 1 (Revised)	First-time Adoption of Philippine Financial Reporting Standards			√
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate			√
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			√
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			√
	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			√
	Amendments to PFRS 1: Government Loans			√
	Amendments to PFRS 1, First-time Adoption of Philippine Financial Reporting Standards, Subsidiary as a first-time adopter		√	
PFRS 2	Share-based Payment			√
	Amendments to PFRS 2: Vesting Conditions and Cancellations			√
	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			√
PFRS 3 (Revised)	Business Combinations			√
	Amendments to PFRS 3: Business Combinations, Definition of a Business			√

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as of December 31, 2024				
PFRS 4	Insurance Contracts			√
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			√
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			√
PFRS 6	Exploration for and Evaluation of Mineral Resources			√
PFRS 7	Financial Instruments: Disclosures	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	√		
	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	√		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets	√		
	Amendments to PFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	√		
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures	√		
	Amendments to PFRS 7, Classification and measurement of Financial Instruments			√
PFRS 8	Operating Segments			√
PFRS 9*	Financial Instruments	√		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures	√		
	Amendments to PFRS 9: Financial Instruments – Prepayment Features with Negative Compensation	√		
	Amendments to PFRS 9, financial Instruments, Fees in the "10 per cent" test for derecognition of financial liabilities	√		
	Amendments to PFRS 9, Classification and measurement of Financial Instruments			√

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as of December 31, 2024				
PFRS 10*	Consolidated Financial Statements		√	
	Amendments to PFRS 10: Investment Entities			√
	Amendments to PFRS 10: Consolidated Financial Statements		√	
	Amendments to PFRS 10: Consolidated Financial Statements and PAS 28, Investments in Associates and Joint Ventures, Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture		√	
PFRS 11*	Joint Arrangements	√		
PFRS 12*	Disclosure of Interests in Other Entities	√		
	Amendments to PFRS 12: Investment Entities	√		
PFRS 13*	Fair Value Measurement	√		
	Amendment to PFRS 13: Short-term receivables and payables	√		
PFRS 14	Regulatory Deferral Accounts		√	
PFRS 15	Revenue from Contracts with Customers	√		
	Amendments to PFRS 15, Revenue from Contract with Customers	√		
PFRS 16	Leases	√		
	Amendment to PFRS 16, Leases, COVID-19-related Rent Concessions	√		
	Amendment to PFRS 16, Leases, Lease Incentives	√		
	Amendment to PFRS 16, Lease Liability in a Sale and Leaseback	√		
PFRS 17	Insurance Contracts		√	
	Amendment to PFRS 17, Insurance Contracts		√	
	Amendment to PFRS 17, Initial Application of PFRS 17 and PFRS 9 – Comparative Information		√	
PFRS 18	Replaces PAS 1, Presentation and Disclosure in Financial Statements			√

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as of December 31, 2024				
Philippine Accounting Standards				
PAS 1 (Revised)	Presentation of Financial Statements	√		
	Amendment to PAS 1: Capital Disclosures	√		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			√
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	√		
	Amendments to PAS 1: Presentation of Financial Statements	√		
	Amendments to PAS 1: Classification of Liabilities as Current or Non-current	√		
	Amendment to PAS 1 and PFRS Practice Statement 2, Disclosure Initiative – Accounting Policies	√		
	Amendments to PAS 1: Presentation of Financial Statements, Classification of Liabilities as Current or Non-Current	√		
	Amendments to PAS 1: Non-current Liabilities with Covenants	√		
PAS 2	Inventories	√		
PAS 7	Statement of Cash Flows	√		
	Amendments to PAS 7 and IFRS 7, Supplier Finance Arrangements		√	
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	√		
	Amendments to PAS 8: Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material	√		
	Amendments to PAS 8: Definition of Accounting Estimates	√		
PAS 10	Events after the Reporting Period	√		
PAS 11	Construction Contracts			√
PAS 12	Income Taxes	√		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as of December 31, 2024				
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets	√		
	Amendment to PAS 12 – Income Taxes – Income Tax Consequences of Payments on Financial Instruments Classified as Equity	√		
	Amendment to PAS 12 – Income Taxes, Deferred Tax related to Assets and Liabilities from Single Transaction	√		
PAS 16	Property, Plant and Equipment	√		
	Amendments to PAS 16, Property, Plant and Equipment	√		
PAS 17	Leases	√		
PAS 18	Revenue	√		
PAS 19 (amended)	Employee Benefits	√		
PAS 19	Employee Benefits	√		
	Amendments to PAS 19, Employee Benefits – Plan Amendment, Curtailment or Settlement	√		
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			√
PAS 21	The Effects of Changes in Foreign Exchange Rates	√		
	Amendment: Net Investment in a Foreign Operation	√		
	Amendment: Lack of Exchangeability			√
PAS 23 (Revised)	Borrowing Costs	√		
	Amendments to PAS 23- Borrowing Costs – Borrowing Costs Eligible for Capitalization	√		
PAS 24 (Revised)	Related Party Disclosures	√		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			√
PAS 27 (Amended)*	Separate Financial Statements			√
	Amendments to PAS 27: Investment Entities			√

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as of December 31, 2024				
PAS 28	Investments in Associates and Joint Ventures	√		
	Amendment to PAS 28, Investments in Associates and Joint Ventures – Measuring an Associate or Joint Venture at Fair Value	√		
	Amendment to PAS 28, Investments in Associates and Joint Ventures – Long-term Interests in Associates and Joint Ventures	√		
	Amendment to PAS 28, Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associates or Joint Ventures		√	
PAS 29	Financial Reporting in Hyperinflationary Economies			√
PAS 31	Interests in Joint Ventures	√		
PAS 32	Financial Instruments: Disclosure and Presentation	√		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			√
	Amendment to PAS 32: Classification of Rights Issues			√
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	√		
PAS 33	Earnings per Share	√		
PAS 34	Interim Financial Reporting			√
PAS 36	Impairment of Assets	√		
	Amendments to PAS 36: Recoverable Amount Disclosures for Non-Financial Assets	√		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	√		
	Amendments to PAS 37, Provisions, Contingent Liabilities and Contingent Assets, Onerous Contracts – Cost of Fulfilling a Contract	√		
PAS 38	Intangible Assets	√		
PAS 39	Financial Instruments: Recognition and Measurement	√		
	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities	√		

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as of December 31, 2024				
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			√
	Amendments to PAS 39: The Fair Value Option			√
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			√
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	√		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets – Effective Date and Transition	√		
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			√
	Amendment to PAS 39: Eligible Hedged Items			√
	Amendments to PAS 39: Novation of Derivatives and Continuation of Hedge Accounting			√
PAS 40	Investment Property	√		
PAS 41	Agriculture			√
	Amendments to PAS 41, Agriculture, Taxation in fair value measurements			√
Philippine Interpretations				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities			√
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			√
IFRIC 4	Determining Whether an Arrangement Contains a Lease	√		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			√
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			√
IFRIC 7	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies			√
IFRIC 8	Scope of PFRS 2			√

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as of December 31, 2024				
IFRIC 9	Reassessment of Embedded Derivatives			√
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			√
IFRIC 10	<i>Interim Financial Reporting and Impairment</i>			√
IFRIC 11	PFRS 2- Group and Treasury Share Transactions			√
IFRIC 12	Service Concession Arrangements			√
IFRIC 13	Customer Loyalty Programmes			√
IFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction			√
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			√
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			√
IFRIC 17	Distributions of Non-cash Assets to Owners			√
IFRIC 18	Transfers of Assets from Customers			√
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			√
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			√
IFRIC 21	Levies	√		
IFRIC 22	Foreign Currency Transactions			√
IFRIC 23	Uncertainty Over Income Tax Treatments	√		
SIC-7	Introduction of the Euro			√
SIC-10	Government Assistance - No Specific Relation to Operating Activities			√
SIC-12	Consolidation - Special Purpose Entities			√
	Amendment to SIC - 12: Scope of SIC 12			√
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers			√
SIC-15	Operating Leases - Incentives	√		
SIC-21	Income Taxes – Recovery of Revalued Non-Depreciable			√

PHILIPPINE FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS		Adopted	Not Adopted	Not Applicable
Effective as of December 31, 2024				
	Assets			
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			√
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	√		
SIC-29	Service Concession Arrangements: Disclosures.			√
SIC-31	Revenue - Barter Transactions Involving Advertising Services			√
SIC-32	Intangible Assets - Web Site Costs			√

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
SCHEDULE A - FINANCIAL ASSETS
DECEMBER 31, 2024

	Carrying Value	Fair Value
Cash on Hand:		
Petty cash and revolving fund	315,000	315,000
Loans and Receivables:		
Cash in banks	128,579,489	128,579,489
Short term investments	2,913,899,616	2,913,899,616
Accounts receivable	640,462,927	640,462,927
	<u>3,683,257,032</u>	<u>3,683,257,032</u>

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
SCHEDULE B: AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES,
AND PRINCIPAL STOCKHOLDERS (P100,000 and above)
December 31, 2024
(In Thousand Pesos)

Name and Designation of Debtor		Balance at Beginning of Period	Additions	DEDUCTIONS		Current	Not Current	Balance at End of Period
				Amounts Collected	Amounts Written-off			
Alentajan, Bonifacio	Former Consultant	400					400	400
Armonio, Manuel	Former Consultant	138					138	138
Asuncion, Ma. Theresa	Former President & CEO	1,709	1,500			1,500	1,709	3,209
Bucio, Hermilo	Former Employee	105					105	105
Caballo, Marlon	Former Technical Assistant (Legal)	5,555					5,555	5,555
Encanto, Mervin	Former Consultant	300					300	300
Garin, Edgardo	Former Employee	192					192	192
Gaston, Segundo	Former Group Head - (Senior Vice Pres.)	41,043					41,043	41,043
Jardin, Penny	Former Employee	2,860					2,860	2,860
Pascual, Ruben	Former Consultant	2,190					2,190	2,190
Paulino, Ibarra	Former Employee	632					632	632
Purugganan, Abraham	Former Executive Vice President	476					476	476
Rivera, Reynaldo	Former Consultant	400					400	400
		56,000	1,500	-	-	1,500	56,000	57,500

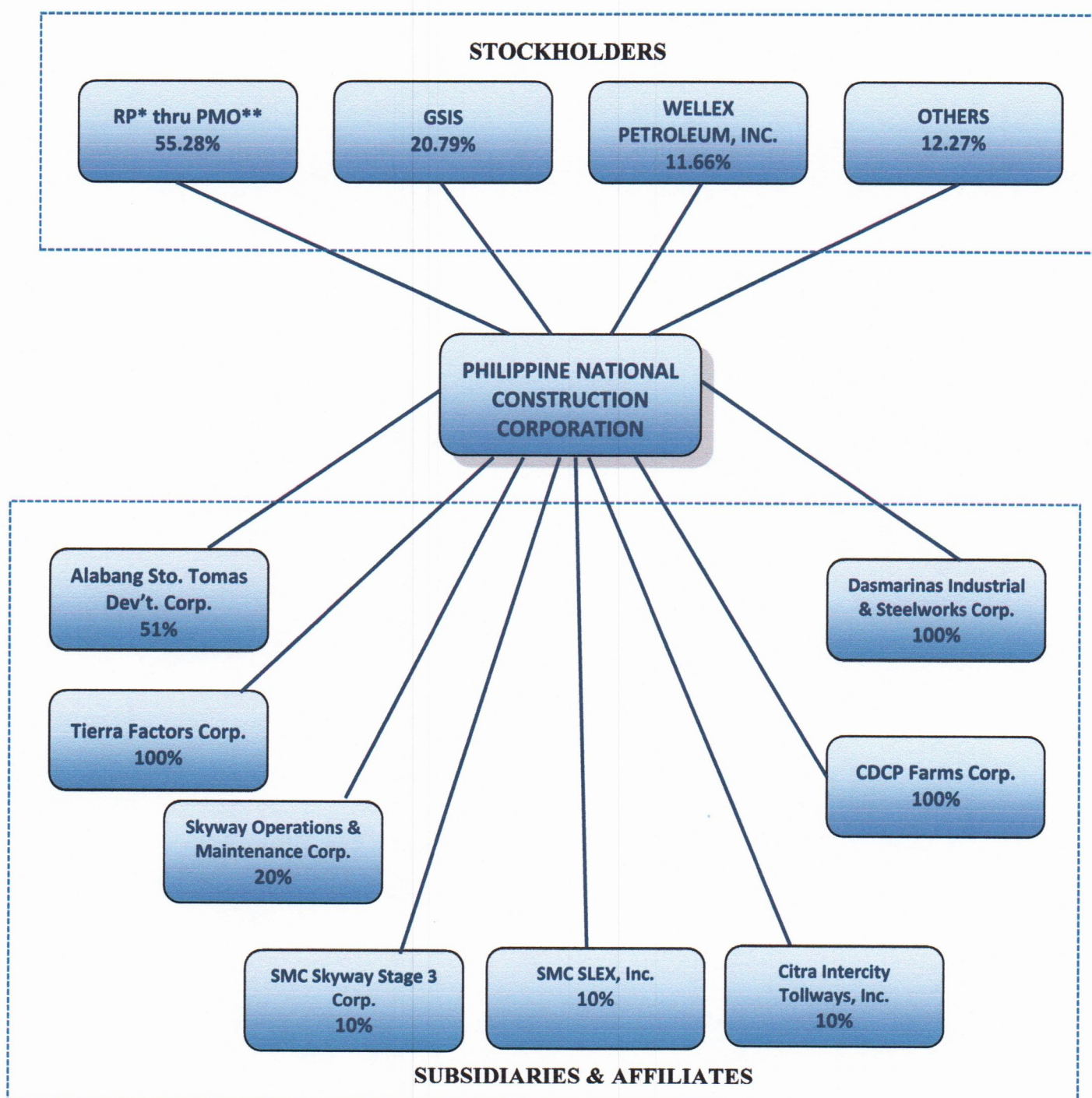
PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
SCHEDULE H - CAPITAL STOCK
DECEMBER 31, 2024

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as Shown Under Related Balance Sheet Caption	Number of Shares Reserved for Options, Warrants Conversion and Other Rights, Redemption	Number of Shares Held by Affiliates	Directors, Officers, and Employees	Others
Preferred A (Treasury Stock)	1,400,000	1,400,000	1,400,000			
Preferred B	42,114,879	18,689,500				18,689,500
Preferred C	6,485,121	6,485,121				6,485,121
Preferred D	27,800,000	25,500,000				25,500,000
Special Common (Treasury Stock) }	10,000,000	1,489,037 367,395	367,395		2,952	1,486,085
Common	182,200,000	174,444,759			4,105	174,440,654
Total	270,000,000	228,375,812	1,767,395	-	7,057	226,601,360

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
SCHEDULE OF RETAINED EARNINGS
DECEMBER 31, 2024

Balance at December 31, 2023	26,958,257,453
Comprehensive Income for the year	442,733,134
Piecemeal realization of revaluation increment	1,829,420
Balance at the end of year	27,402,820,007

**MAP SHOWING THE RELATIONSHIPS BETWEEN AND AMONG THE COMPANIES IN THE GROUP,
ITS ULTIMATE PARENT COMPANY AND SUBSIDIARIES**



EXHIBITS AND SCHEDULES

Exhibits and Reports on SEC Form 17-C

- (a) Exhibit – none
- (b) Reports on SEC Form 17 – C

Copies of the reports listed below were submitted to the SEC:

January 24, 2024	Item 9: Postponement of Annual Stockholders' Meeting
May 8, 2024	Item 4: Resignation of Corporate Secretary
May 22, 2024	Item 4: Appointment of Assistant Corporate Secretary
August 21, 2024	Item 9: Approval of Notice and Agenda on November 21, 2024 ASM and setting of record date
August 15, 2024	Item 9: Approval of amendment of 3 rd Article of the Amended Articles of Incorporation

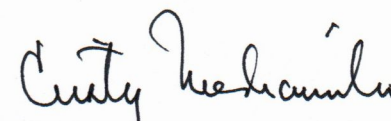
SIGNATURES

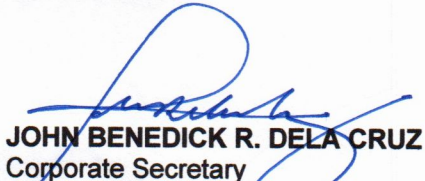
Pursuant to the requirements of Section 17 of the Securities Regulation Code and Section 141 of the Corporation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Parañaque on _____.

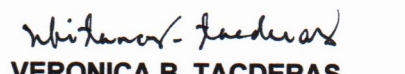
PHILIPPINE NATIONAL CONSTRUCTION CORPORATION Issuer

By:


MIGUEL E. UMALI
President & CEO


CRISTY M. MEDIAVILLO
Corporate Treasurer


JOHN BENEDICK R. DELA CRUZ
Corporate Secretary


VERONICA B. TACDERAS
Head, Controllershship Department

SEP 05 2025

SUBSCRIBED AND SWORN to before me this ____ day of September 2025, in City of **PARAÑAQUE CITY** affiant exhibiting to me their Government issued I.D. as follows:

NAME

ID/NUMBER

Miguel E. Umali
Cristy M. Mediavillo
John Benedick R. Dela Cruz
Veronica B. Tacderas

DL No. N04-89-117970
National ID No. 2598-0769-1585-7902
DL No. N01-12-015284
SSS ID No. 07-6870479-9

Doc. No.: 79
Book No. 78
Page No. 08
Series of 2025

ATTY. JOSE MARI ANGELO A. DIONIO, CPA
Notary Public for Parañaque City
1st Floor, No. 64 Doña Soledad Avenue,
Barangay Don Bosco, Parañaque City
Not. Com. No. 254-2025, Until December 31, 2026
Lifetime Member No. 015111; 06/13/2016; Pasig City
PTR No. 3739832; 01/02/2025; Parañaque City
Roll No. 66641
MCLE No. VIII-0032290; 04/14/2028



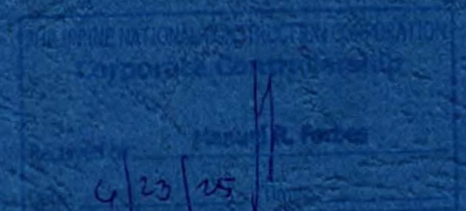
Republic of the Philippines
COMMISSION ON AUDIT
Commonwealth Avenue, Quezon City

ANNUAL AUDIT REPORT

on the

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION

For the Years Ended December 31, 2024 and 2023





REPUBLIC OF THE PHILIPPINES
COMMISSION ON AUDIT
 Commonwealth Avenue, Quezon City

CORPORATE GOVERNMENT AUDIT SECTOR
CLUSTER 4 - INDUSTRIAL AND AREA DEVELOPMENT

June 10, 2025

THE BOARD OF DIRECTORS

Philippine National Construction Corporation
 Parañaque City



Gentlemen:

Pursuant to Section 2, Article IX-D of the Philippine Constitution and Section 43 of Presidential Decree No. 1445, otherwise known as the Government Auditing Code of the Philippines, we transmit herewith our report on the results of the audit of the accounts and transactions of the Philippine National Construction Corporation (PNCC) for the years ended December 31, 2024 and 2023.

The report consists of the Independent Auditor's Report, Audited Financial Statements, Observations and Recommendations, and the Status of Implementation of Prior Year's Audit Recommendations.

The Auditor rendered an adverse opinion on the fairness of the presentation of the financial statements of PNCC for the years 2024 and 2023 because of pervasive material misstatements due to the recognition of the unconverted debts amounting to P5.552 billion as equity, instead of liability, and the non-recognition of interest and other charges thereon resulting in the understatement of total liabilities and overstatement of total equity both by P82.086 billion and by P78.250 billion as at December 31, 2024 and 2023, respectively. There should have been a deficit of P49.131 billion and P45.740 billion instead of retained earnings of P27.403 billion and P26.958 billion, respectively, as at December 31, 2024 and 2023.

We reiterated our previous year's recommendations that Management:

- a) Recognize the P5.552 billion unconverted debts as liability, instead of equity;
- b) Reconcile and recognize the unrecorded principal liabilities as confirmed by the Privatization and Management Office and the Bureau of Treasury (BTr); and
- c) Provide provisions for interest, penalties, and other charges in compliance with Philippine Accounting Standard (PAS) 37.

The other observations and recommendations that need immediate action are as follows:

1. The faithful representation of Accounts Receivable account totaling P640.463 million as of December 31, 2024, could not be ascertained due to the discrepancy of P40.456 million between the balance per books and the confirmed balances from various debtors, contrary to PAS 1.

We reiterated our previous year's recommendations that Management:

- a) Direct the Controllershship Department to continue with the reconciliation of the variances;
 - b) Effect the necessary adjusting journal entries in the books of accounts;
 - c) Instruct the Corporate Legal Department to coordinate with the National Labor Relations Commission (NLRC) regarding the status of labor cases and resolve the issue of the discrepancy of the recorded appeal bonds; and
 - d) Monitor regularly the status of cases with the NLRC to ensure the proper recording and disclosure of appeal bonds.
2. A provision arising from a judgment award for Money Claims against PNCC remained unrecorded in the books, contrary to Paragraph 14 of PAS 37, resulting in the understatement of liabilities of at least P51.146 million, excluding applicable interest and legal costs.

We recommended that Management:

- a) Evaluate and determine the appropriate amount of provision, based on the judgment award, to be recognized in the books of accounts;
 - b) Make the necessary adjusting journal entries to recognize the unrecorded liability; and
 - c) Henceforth, ensure the timely monitoring and recognition of provisional liabilities arising from legal cases involving PNCC.
3. The accuracy of PNCC's recorded revenue share amounting to P391.357 million remitted by the Joint Venture (JV) Companies operating the NLEX, SLEX, Skyway, and Skyway Stage 3 could not be ascertained due to the absence of verifiable data or information supporting the computation of such share, affecting the faithful representation of the account in the financial statements contrary to Paragraph 15 of PAS 1.

We reiterated with modifications our previous year's recommendations that Management:

- a) Make persistent efforts to obtain documents to be used as a basis for the computation of the revenue share of PNCC and to validate the same;
- b) Furnish the Audit Team with subject documents and results of validation;

- c) Coordinate with the Toll Regulatory Board to collectively pursue negotiations or dialogue with JV Companies to gain access to toll revenue data, which is critical in validating the remittance due to PNCC and the National Treasury; and
 - d) Resort to legal remedies if the JV Companies continuously ignore the request for the needed data.
4. The existence, completeness, and valuation of the Property and Equipment account with a net book value of P19.265 million could not be ascertained due to the non-submission of the Report on the Physical Count of Property, Plant and Equipment (RPCPPE), affecting the faithful representation of the account in the financial statements contrary to PAS 1.

We recommended that Management:

- a) Instruct the Property Officer and the Inventory Committee to expedite the preparation of the RPCPPE and submit the same to the Office of the Auditor as soon as possible; and
 - b) Initiate the early conduct of the annual physical inventory count of property and equipment to facilitate the timely preparation and submission of the RPCPPE.
5. The non-payment of concession fees to the National Government (NG) totaling P7.592 billion (principal amount of P1.060 billion and penalty charges of P6.532 billion) is not compliant with Clause 2 of the Toll Operation Agreement, resulting in annual penalty charges of at least P258 million, which negatively impacts PNCC's financial performance.

We recommended that Management:

- a) Initiate the planned meeting with the BTr to discuss the formal process of offsetting;
 - b) Take immediate action to implement the settlement plan to prevent the accumulation of penalties and ensure compliance with its financial obligations; and
 - c) Develop a payment plan duly approved by the Board of Directors (BOD) for the settlement of unpaid concession fees to NG should the planned offsetting fail to materialize.
6. Lack of a definitive action plan by the Management and BOD on the lease and development plan of the 9.9-hectare portion of the Financial Center Area (FCA) property, contrary to Section 2 of P.D. No. 1445, resulted in continued non-utilization and loss of potential income of at least P714.255 million for CY 2024.

We reiterated our previous year's recommendations that Management:

- a) Establish PNCC's authority to develop the FCA property;
- b) Assess and develop a definitive action plan based on current property conditions (whether to proceed or withdraw from the project), for the lease and development of the 9.9-hectare FCA property;

- c) Proceed and initiate appropriate action to implement the BOD-approved action plan; and
 - d) Apprise the Audit Team of the status and developments on the 9.9-hectare portion of the FCA property.
7. The non-collection of rental income totaling P204.185 million from Pacific Concrete Products, Inc. (PCPI) for the period December 2023 to December 2024 is contrary to the Amended Lease Contract, exposing the PNCC to credit losses.

We recommended that Management:

- a) Demand the full settlement of unpaid rentals amounting to P204.185 million, including interest charges in accordance with the terms of the Amended Lease Contract. Resort to legal remedies to enforce collection, if warranted;
 - b) Conduct a thorough financial and operational assessment of PCPI to determine its capacity to fulfill its lease obligations. This includes reviewing their payment history, financial position, and ongoing business viability; and
 - c) If warranted by the assessment and in light of PCPI's continued non-compliance and sufficient grounds for termination, initiate the termination of the lease agreement in accordance with the provisions of the Contract of Lease to prevent further financial exposure and credit risk.
8. PNCC did not strictly enforce the Notices of Finality of Decision (NFD) totaling P130.010 million contrary to the dispositive portions of the respective NFDs and Item No. 7 of COA Resolution No. 2017-021 dated November 3, 2017, resulting in non-settlement of disallowed amounts, depriving PNCC of funds that could be available for its operations.

We reiterated our previous year's recommendations that Management:

- a) Take appropriate legal action to collect from persons liable who are no longer connected with PNCC;
- b) Demand full payment from former employees who were rehired under Contract of Service; and
- c) Enforce collection from current employees upon receipt of approval or disapproval of the application for installment payment.

The audit observations, together with the recommended courses of action, which were discussed with concerned Management officials and staff during the exit conference conducted on May 15, 2025, are presented in detail in Part II of the report.

In a letter of even date, we requested the PNCC President and CEO to take appropriate action on the recommendations contained in Part II of this report and inform this Office of the actions taken thereon within 60 days from the date of receipt.

We acknowledge the support and cooperation that the Management extended to the Audit Team, thus facilitating the completion of the report.

Very truly yours,

COMMISSION ON AUDIT

By:


EMMA V. MOISES
Director IV
Cluster Director

Copy furnished:

The President of the Republic of the Philippines
The Vice President
The Speaker of the House of Representatives
The Chairperson – Senate Finance Committee
The Chairperson – Senate Appropriations Committee
The Secretary of the Department of Budget and Management
The Governance Commission for Government-Owned or Controlled Corporations
The Presidential Management Staff, Office of the President
The UP Law Center
The National Library

EXECUTIVE SUMMARY

INTRODUCTION

The Philippine National Construction Corporation (PNCC or the Corporation), previously known as the Construction Development Corporation of the Philippines (CDCP), was granted the franchise to construct, operate, and maintain the North Luzon Expressway (NLEX), South Luzon Expressway (SLEX), and Metro Manila Expressway by virtue of Presidential Decree (P.D.) No. 1113 issued on March 31, 1977, as amended by P.D. No. 1894 issued on December 22, 1983. The debt-to-equity conversion pursuant to and under the directives of Letter of Instruction No. 1295 promulgated on February 23, 1983, gave the Government majority ownership of the PNCC.

From 1987 to 2001, PNCC still engaged in some construction business, but this resulted in losses. It veered away from active involvement in construction operations and focused more on the operation and maintenance of its tollways. However, further financial difficulties prevented PNCC from operating and maintaining its tollways in a manner required of a public utility. Therefore, PNCC entered into Joint Venture Agreements that resulted in the division of the Tollways into three portions: the NLEX, the SLEX, and the South Metro Manila Skyway (SMMS).

On February 10, 2005, PNCC turned over the Operation and Maintenance (O&M) of the North Luzon Tollways to the Manila North Tollways Corporation, while the O&M for the SMMS was turned over to the Skyway Operation and Maintenance Corporation on December 31, 2007.

Before the expiration of the franchise of PNCC on April 30, 2007, the PNCC submitted to Congress all the requirements needed for the renewal of the same, but it was not able to get the required Senate approval. The Toll Regulatory Board issued a Toll Operation Certificate to PNCC on April 30, 2007, for the O&M of the SLEX and to collect toll fees, in the interim, after its franchise expiration. The PNCC handed over the O&M of the SLEX to Manila Toll Expressway System Inc. on May 2, 2010.

On June 22, 2016 and October 17, 2016, the PNCC's Board of Directors (BOD) and its Shareholders, respectively, approved the amendment to the 4th Article of the Articles of Incorporation to extend the corporate term for 50 years from November 22, 2016, which amendment was approved by Securities and Exchange Commission on November 21, 2016.

FINANCIAL HIGHLIGHTS

I. Comparative Financial Position (In thousand pesos)

	2024	2023 (As restated)	Increase/ (Decrease)
Assets	62,323,954	61,641,822	682,132
Liabilities	25,502,632	25,167,878	334,754
Equity	36,821,322	36,473,944	347,378

II. Comparative Results of Operations

(In thousand pesos)

	2024	2023 (As restated)	Increase/ (Decrease)
Income	907,182	17,748,132	(16,840,950)
Personnel services	76,319	54,934	21,385
Operating expenses	317,423	371,802	(54,379)
Income before tax	513,440	17,321,396	(16,807,956)
Income tax expense	79,293	4,298,854	(4,219,561)
Net income	434,147	13,022,542	(12,588,395)

SCOPE OF AUDIT

Our audit covered the examination, on a test basis, of the accounts and transactions of PNCC for the period January 1 to December 31, 2024, in accordance with International Standards of Supreme Audit Institutions (ISSAIs) to enable us to express an opinion on the fairness of presentation of the financial statements for the years ended December 31, 2024 and 2023. Also, we conducted our audits to assess compliance with pertinent laws, rules, and regulations, as well as adherence to prescribed policies and procedures.

AUDITOR'S OPINION

We rendered an adverse opinion on the financial statements of PNCC because of pervasive material misstatements due to the recognition of the unconverted debts amounting to P5.552 billion as equity, instead of liability, and the non-recognition of interest and other charges thereon resulting in the understatement of total liabilities and overstatement of total equity both by P82.086 billion and by P78.250 billion as at December 31, 2024 and 2023, respectively. There should have been a deficit of P49.131 billion and P45.740 billion instead of retained earnings of P27.403 billion and P26.958 billion, respectively, as at December 31, 2024 and 2023.

For the above observation, which caused the issuance of an adverse opinion, we reiterated our previous year's recommendation that Management recognize the P5.552 billion unconverted debts as liability in the books of accounts of PNCC, instead of equity, together with the interests and other charges thereof totaling P76.534 billion as of December 31, 2024, unless the Office of the President of the Republic of the Philippines reconsiders its decision on the matter.

OTHER SIGNIFICANT OBSERVATIONS AND RECOMMENDATIONS

1. The faithful representation of the Accounts Receivable account totaling P640.463 million as of December 31, 2024, could not be ascertained due to the discrepancy of P40.456 million between the balance per books and the confirmed balances from various debtors, contrary to Philippine Accounting Standard (PAS) 1.

We reiterated our previous year's recommendations that Management:

- a) Direct the Controllershship Department to continue with the reconciliation of the variances;
 - b) Effect the necessary adjusting journal entries in the books of accounts;
 - c) Instruct the Corporate Legal Department to coordinate with the National Labor Relations Commission (NLRC) regarding the status of labor cases and resolve the issue of the discrepancy of the recorded appeal bonds; and
 - d) Monitor regularly the status of cases with the NLRC to ensure the proper recording and disclosure of appeal bonds.
2. A provision arising from a judgment award for Money Claims against PNCC remained unrecorded in the books, contrary to Paragraph 14 of PAS 37, resulting in the understatement of liabilities of at least P51.146 million, excluding applicable interest and legal costs.

We recommended that Management:

- a) Evaluate and determine the appropriate amount of provision, based on the judgment award, to be recognized in the books of accounts;
 - b) Make the necessary adjusting journal entries to recognize the unrecorded liability; and
 - c) Henceforth, ensure the timely monitoring and recognition of provisional liabilities arising from legal cases involving PNCC.
3. The accuracy of PNCC's recorded revenue share amounting to P391.357 million remitted by the Joint Venture (JV) Companies operating the NLEX, SLEX, Skyway, and Skyway Stage 3 could not be ascertained due to the absence of verifiable data or information supporting the computation of such share, affecting the faithful representation of the account in the financial statements contrary to Paragraph 15 of PAS 1.

We reiterated with modifications our previous year's recommendations that Management:

- a) Make persistent efforts to obtain documents to be used as a basis for the computation of the revenue share of PNCC and to validate the same;
 - b) Furnish the Audit Team with subject documents and results of validation;
 - c) Coordinate with TRB to collectively pursue negotiations or dialogue with JV Companies to gain access to toll revenue data, which is critical in validating the remittance due to PNCC and the National Treasury; and
 - d) Resort to legal remedies if the JV Companies continuously ignore the request for the needed data.
4. The existence, completeness, and valuation of the Property and Equipment account with a net book value of P19.265 million could not be ascertained due to the non-submission of the Report on the Physical Count of Property, Plant and Equipment (RPCPPE), affecting the faithful representation of the account in the financial statements contrary to PAS 1.

We recommended that Management:

- a) Instruct the Property Officer and the Inventory Committee to expedite the preparation of the RPCPPE and submit the same to the Office of the Auditor as soon as possible; and
 - b) Initiate the early conduct of the annual physical inventory count of property and equipment to facilitate the timely preparation and submission of the RPCPPE.
5. The non-payment of concession fees to the National Government (NG) totaling P7.592 billion (principal amount of P1.060 billion and penalty charges of P6.532 billion) is not compliant with Clause 2 of the Toll Operation Agreement, resulting in annual penalty charges of at least P258 million, which negatively impacts PNCC's financial performance.

We recommended that Management:

- a) Initiate the planned meeting with the Bureau of Treasury to discuss the formal process of offsetting; and
- b) Take immediate action to implement the settlement plan to prevent the accumulation of penalties and ensure compliance with its financial obligations.

Further, we reiterated our previous recommendation that, should the planned offsetting fail to materialize, develop a payment plan duly approved by the BOD for the settlement of unpaid concession fees to NG.

6. Lack of a definitive action plan by the Management and BOD on the lease and development plan of the 9.9-hectare portion of the Financial Center Area (FCA) property, contrary to Section 2 of P.D. No. 1445, resulted in continued non-utilization and loss of potential income of at least P714.255 million for CY 2024.

We reiterated our previous year's recommendations that Management:

- a) Establish PNCC's authority to develop the FCA property;
 - b) Assess and develop a definitive action plan based on current property conditions (whether to proceed or withdraw from the project), for the lease and development of the 9.9-hectare FCA property;
 - c) Proceed and initiate appropriate action to implement the BOD approved action plan; and
 - d) Apprise the Audit Team of the status and developments on the 9.9-hectare portion of the FCA property.
7. The non-collection of rental income totaling P204.185 million from Pacific Concrete Products, Inc. (PCPI) for the period December 2023 to December 2024 is contrary to the Amended Lease Contract, exposing the PNCC to credit losses.

We recommended that Management:

- a) Demand the full settlement of unpaid rentals amounting to P204.185 million, including interest charges in accordance with the terms of the Amended Lease Contract. Resort to legal remedies to enforce collection, if warranted;

- b) Conduct a thorough financial and operational assessment of PCPI to determine its capacity to fulfill its lease obligations. This includes reviewing their payment history, financial position, and ongoing business viability; and
 - c) If warranted by the assessment and in light of PCPI's continued non-compliance and sufficient grounds for termination, initiate the termination of the lease agreement in accordance with the provisions of the Contract of Lease to prevent further financial exposure and credit risk.
8. PNCC did not strictly enforce the Notices of Finality of Decision (NFD) totaling P130.010 million contrary to the dispositive portions of the respective NFDs and Item No. 7 of COA Resolution No. 2017-021 dated November 3, 2017, resulting in non-settlement of disallowed amounts, depriving PNCC of funds that could be available for its operations.

We reiterated our previous year's recommendation that Management take appropriate legal action to collect from persons liable who are no longer connected with PNCC.

Further, we recommended that Management:

- a) Demand full payment from former employees who were rehired under a Contract of Service; and
- b) Enforce collection from current employees upon receipt of approval or disapproval of the application for installment payment.

STATUS OF AUDIT SUSPENSIONS, DISALLOWANCES, AND CHARGES

As of December 31, 2024, the unsettled Notices of Disallowance (ND) amounted to P468.551 million, as follows:

Particulars	Quantity	Amount (in millions)
With Cluster's decision, but under automatic review by the Commission Proper	4	172.468
NDs affirmed in the decision rendered by the COA CGS Cluster Director. Petition for Review filed with the COA Commission Proper	16	141.162
NDs with Notice of Finality of Decision and COA Order of Execution	17	154.921
Total	37	468.551

STATUS OF IMPLEMENTATION OF PRIOR YEAR'S AUDIT RECOMMENDATIONS

Out of the 37 prior year's recommendations, 21 were implemented/reconsidered and the remaining 16 were not implemented but reiterated in Part II of this Report. Details are presented in Part III of this Report.

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PART I

AUDITED FINANCIAL STATEMENTS



REPUBLIC OF THE PHILIPPINES
COMMISSION ON AUDIT
 CORPORATE GOVERNMENT AUDIT SECTOR
 CLUSTER 4 - INDUSTRIAL AND AREA DEVELOPMENT
 Commonwealth Avenue, Quezon City, Philippines

INDEPENDENT AUDITOR'S REPORT

THE BOARD OF DIRECTORS

Philippine National Construction Corporation
 Km. 15, East Service Road
 Bicutan, Parañaque City

CLRTIFIED TRUE COPY

Report on the Audit of the Financial Statements

Adverse Opinion

[Signature]
MAR LOU S. VALLES
 Chief, LTDPQAD
[Signature]

We have audited the financial statements of Philippine National Construction Corporation (PNCC), which comprise the statements of financial position as at December 31, 2024 and 2023, and the statements of comprehensive income, statements of changes in equity, and statements of cash flows for the years then ended, and notes to financial statements, including a summary of significant accounting policies.

In our opinion, because of the significance of the matter discussed in the *Bases for Adverse Opinion* paragraph of this report, the accompanying financial statements do not present fairly the financial position of PNCC as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRS).

Bases for Adverse Opinion

We rendered an adverse opinion on the financial statements of PNCC because of pervasive material misstatements due to the recognition of the unconverted debts amounting to P5.552 billion as equity, instead of liability, and the non-recognition of interest and other charges thereon resulting in the understatement of total liabilities and overstatement of total equity both by P82.086 billion and by P78.250 billion as at December 31, 2024 and 2023, respectively. There should have been a deficit of P49.131 billion and P45.740 billion instead of retained earnings of P27.403 billion and P26.958 billion, respectively, as at December 31, 2024 and 2023.

In addition, the faithful representation of the following accounts could not be obtained:

1. Accounts Receivable account totaling P640.463 million could not be ascertained due to the discrepancy of P40.456 million between the balance per books and the confirmed balances from various debtors, contrary to Philippine Accounting Standard (PAS) 1.
2. Service and Business Income account because the recorded revenue share amounting to P391.357 million remitted by the Joint Venture (JV) Companies operating the NLEX, SLEX, Skyway, and Skyway Stage 3 could not be verified due to the absence of verifiable data or information supporting the computation of such share contrary to Paragraph 15 of PAS 1.

3. Liabilities account, because a provision arising from a judgment award for Money Claims against PNCC remained unrecorded in the books, contrary to Paragraph 14 of PAS 37, resulting in the understatement of liabilities of at least P51.146 million, excluding applicable interest and legal costs

We conducted our audits in accordance with the International Standards of Supreme Audit Institutions (ISSAIs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of PNCC in accordance with the Revised Code of Conduct and Ethical Standards for Commission on Audit Officials and Employees together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our 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 an adverse opinion.

Key Audit Matters

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

Unconverted debts

As disclosed in Notes to financial statements, PNCC continues to classify P5.552 billion in advances from the national government as equity, despite the absence of formal conversion into capital stock. Furthermore, related interests and penalties have not been recognized. This matter is significant due to the material impact on the financial statements and involves complex considerations regarding legal obligations, the probability of settlement, and the application of PAS 37.

To address this matter, we reviewed the related government issuances or official communications to understand the nature and legal substance of the advances. We assessed management's rationale for classifying the P5.552 billion as equity by examining related government actions and supporting legal opinions of the Office of the Solicitor General and the Office of the General Corporate Counsel. In addition, we sent confirmation requests to the concerned government agencies to verify the status of the advances and whether any formal conversion to equity had been approved. We evaluated the classification in light of the relevant financial reporting requirements, particularly PAS 37, to determine whether the advances should be presented as liabilities rather than equity. Finally, we assessed the adequacy and accuracy of the related disclosures in the financial statements to ensure that they provided a fair presentation of the matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the PNCC's Securities and Exchange Commission (SEC) Form No. 20-IS, SEC Form 17-A, and Annual Report for the year ended December 31, 2024, but does not include the financial statements and our auditor's report thereon. The SEC Form No. 20-IS,

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MARICOUS VALLES
Chief, LIUPQADU

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 auditor's report.

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

In connection with our audits of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the 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 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS, 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 financial statements, management is responsible for assessing the PNCC'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 PNCC or to cease operations or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with ISSAIs 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 controls.
- 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 PNCC's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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[Signature] 3
MARILIOUS VALLES
Chief Accountant

- 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 PNCC's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause PNCC to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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.

Report on Other Legal and Regulatory Requirements

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulation No. 15-2010 in Note 41 to the financial statements is presented for the purpose of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such supplementary information is the responsibility of management and has been subjected to auditing procedures applied in our audits of the basic financial statements. Because of the significance of the matter described in the *Basis for Adverse Opinion* section, it is inappropriate to and we do not express an opinion on the information referred to above.

COMMISSION ON AUDIT

Atty. DENNIS CRD DE LEON
OIC - Supervising Auditor

May 22, 2025

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MARIELOS VALLES
Chief, IDPCAU



PHILIPPINE NATIONAL
CONSTRUCTION CORPORATION

STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS

The Management of Philippine National Construction Corporation (PNCC) is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the years ended December 31, 2023 and 2024, 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 misstatements, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing PNCC'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 PNCC or to cease operations, or has no realistic alternative but to do so.

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

The Board of Directors reviews and approves the financial statements, including the schedules attached therein, and submits the same to the stockholders and other users.

The Commission on Audit has audited the financial statements of PNCC in accordance with the International Standards of Supreme Audit Institutions, and in its report to the Board of Directors, has expressed its opinion on the fairness of presentation upon completion of such audit.


HERCULANO C. CO, JR.
Chairman of the Board


MIGUEL E. UMALI
President and CEO

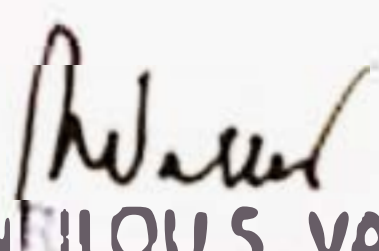

CRISTY M. MEDIAVILLO
Head, Treasury/Corp. Treasurer

22 MAY 2025

SUBSCRIBED AND SWORN to before me this _____ day of _____ affiants exhibiting to me their Tax Identifications as follows:

Names
Herculano C. Co, Jr.
Miguel E. Umali
Cristy M. Mediavillo

Tax Identification No.
167-383-105
106-974-003
118-060-474

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MARILOU S. VALLES
Chief, LTDPQAD

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Page No. 08
Book No. 05
Series of 2025

ATTY. JOSE MARI ANGEL O. DIONIO, CPA
Notary Public for Parañaque City
1st Floor, No. 84, Soledad Ylanan St.,
Barangay San Bosco, Parañaque City
Not. Com. No. 25-2025, Until December 31, 2026
Lifetime Member No. 06132146, Pasig City
PTR No. 3799832, 01/02/2025, Parañaque City
Roll No. 1001
MCLE No. 1014032280-1014032281

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PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
STATEMENTS OF FINANCIAL POSITION
December 31, 2024 and 2023
(In Philippine Peso)

M. Valles
MARILOU S. VALLES
Chief LTDPQAD

	Note	2024	2023 (As restated)	January 1, 2023 (As restated)
ASSETS				
Current Assets				
Cash	6	128,894,489	105,285,346	17,039,889
Other investments	7	2,913,899,616	2,393,832,366	1,895,446,414
Receivables, net	8	640,462,927	524,851,781	449,880,614
Inventories	9	2,443,852	2,935,458	2,305,270
Other current assets	10	58,555,950	48,543,866	35,898,048
		3,744,256,834	3,075,448,817	2,400,570,235
Non-Current Assets				
Financial Assets	11	796,970	771,970	771,970
Investments in Subsidiaries	12	61,200,000	61,200,000	61,200,000
Investments in Joint Venture	13	1,485,816,700	1,485,816,700	1,485,816,700
Other Investments	14	2,275,883	2,275,883	2,275,883
Receivables	8	98,491,690	98,491,690	98,469,394
Investment property	15	54,516,776,758	54,516,938,000	37,546,293,272
Property and equipment, net	16	2,301,164,981	2,288,066,955	2,194,163,820
Intangible asset	17	357,143	0	0
Deferred tax assets	33	24,542,414	24,542,414	24,542,414
Other non-current assets, net	18	88,274,371	88,269,913	87,754,118
		58,579,696,910	58,566,373,525	41,501,287,571
TOTAL ASSETS		62,323,953,744	61,641,822,342	43,901,857,806
LIABILITIES				
Current Liabilities				
Financial liabilities	19	23,199,373	32,706,528	26,086,333
Other financial liabilities	20	11,096,020,416	10,838,018,016	10,580,015,616
Inter-agency payables	21	56,630,922	43,922,648	12,198,395
Trust liabilities	22	98,223,157	120,345,199	123,602,523
Deferred credits	23	46,716,319	46,424,528	90,238,139
		11,320,790,187	11,081,416,919	10,832,141,006
Non-Current Liabilities				
Deferred tax liabilities	34	14,178,051,928	14,082,671,258	9,814,416,871
Trust liabilities	22	3,789,629	3,789,629	3,789,629
		14,181,841,557	14,086,460,887	9,818,206,500
TOTAL LIABILITIES		25,502,631,744	25,167,877,806	20,650,347,506
EQUITY		36,821,322,000	36,473,944,536	23,251,510,300
TOTAL LIABILITIES AND EQUITY		62,323,953,744	61,641,822,342	43,901,857,806

The notes on pages 10 to 88 form part of these financial statements.

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended December 31, 2024 and 2023
(In Philippine Peso)

	Note	2024	2023 (As restated)
Income			
Service and business income	27	889,306,833	776,526,177
Gains	28	1,224,253	16,970,814,415
Other non-operating income	29	16,651,267	791,444
		907,182,353	17,748,132,036
Expenses			
Personnel services	30	76,319,373	54,933,955
Maintenance and other operating expenses	31	53,174,743	40,409,820
Financial expenses			
Penalty charges on unpaid concession fee	20	258,002,400	258,002,400
Bank charges		15,520	7,210
Direct costs	32	0	70,777,142
Non-Cash Expenses	33	6,230,611	2,605,517
		393,742,647	426,736,044
Income Before Tax		513,439,706	17,321,395,992
Income Tax Expense	34	79,293,027	4,298,854,050
Net Income		434,146,679	13,022,541,942
Other Comprehensive Income	35	25,000	0
Total Comprehensive Income		434,171,679	13,022,541,942

The notes on pages 10 to 88 form part of these financial statements.



CERTIFICATION P100.00
DOC. STAMP P30.00
REFERENCE NO. 21250014639056
DATE June 24, 2025

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MARILOU S. VALLES
Chief, LIDPCAD

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
STATEMENTS OF CHANGES IN EQUITY
For the Years Ended December 31, 2024 and 2023
(In Philippine Peso)

Note	Share Capital (Notes 24)	Share Premium	Equity Adjustment- Loans Transferred to National Gov't (Note 26)	Subscriptions Receivable (Note 25)	Treasury Stock (Notes 24)	Revaluation Surplus	Retained Earnings	Accumulated Other Comprehensive Income (loss)	TOTAL
Balance at December 31, 2022	2,283,758,120	46,137,443	5,551,726,307	(56,158,831)	(18,699,918)	1,636,059,652	13,409,098,027	(49,000)	22,653,869,800
Add (Deduct):									
Correction of prior year's income	0	0	0	0	0	0	397,640,500	0	397,640,500
As at January 1, 2023, as restated	2,283,758,120	46,137,443	5,551,726,307	(56,158,831)	(18,699,918)	1,636,059,652	13,806,738,527	(49,000)	23,251,510,300
Changes in equity for 2023									
Add (Deduct):									
Comprehensive income for the year, as restated	0	0	0	0	0	0	13,022,541,942	0	13,022,541,942
Correction of prior year's errors (Note 39)	0	0	0	0	0	0	127,239,944	0	127,239,944
Other comprehensive income									
Movement in revaluation increment, net of tax	0	0	0	0	0	72,217,590	0	0	72,217,590
Other adjustments									
Piecemeal realization of revaluation increment	0	0	0	0	0	(1,739,040)	1,739,040	0	0
Reduction in deferred tax liability	0	0	0	0	0	434,760	0	0	434,760
Balance at December 31, 2023, as restated	2,283,758,120	46,137,443	5,551,726,307	(56,158,831)	(18,699,918)	1,708,972,962	28,958,257,453	(49,000)	36,473,944,536
Changes in equity for 2024									
Add (Deduct):									
Comprehensive income for the year	0	0	0	0	0	0	434,146,679	0	434,146,679
Correction of prior year's errors	0	0	0	0	0	0	8,586,455	0	8,586,455
Other comprehensive income for the year									
Unrealized loss on financial asset at FVOCI	0	0	0	0	0	0	0	25,000	25,000
Movement in revaluation increment, net of tax	0	0	0	0	0	0	0	0	0
Other adjustments									
Piecemeal realization of revaluation increment	0	0	0	0	0	(1,829,420)	1,829,420	0	0
Reduction in deferred tax liability	0	0	0	0	0	(95,380,670)	0	0	(95,380,670)
Balance at December 31, 2024	2,283,758,120	46,137,443	5,551,726,307	(56,158,831)	(18,699,918)	1,609,762,872	27,402,820,007	(24,000)	36,821,322,000

The notes on pages 10 to 88 form part of these financial statements

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MARILOU S. VALLES

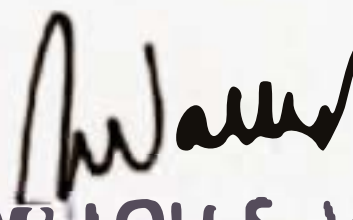
Chief Accountant

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2024 and 2023
(In Philippine Peso)

	Note	2024	2023
CASH INFLOWS FROM OPERATING ACTIVITIES			
Cash Inflows			
Collection of income/revenue		576,705,667	590,584,797
Collection of receivable		77,404,691	122,627,847
Other receipts		4,122,124	3,543,413
Total Cash Inflows		658,232,482	716,756,057
Cash Outflows			
Payment of expenses		139,010,745	126,852,161
Release of inter-agency fund transfers		120,316,281	91,286,304
Remittance of personnel contribution and mandatory deductions		17,040,772	27,718,977
Purchase of inventories		3,436,389	2,537,028
Grant of cash advances		4,241,265	2,382,932
Prepayments		0	944,688
Other disbursements		4,369,198	629,033
Total Cash Outflows		288,414,650	252,351,123
Net Cash Provided by Operating Activities		369,817,832	464,404,934
CASH INFLOWS FROM INVESTING ACTIVITIES			
Cash Inflows			
Receipt of cash dividends		63,065,654	50,245,512
Proceeds from sale of other assets		1,741,170	9,460
Receipt of interest earned		27,234	16,899
Proceeds from redemption of Investment		0	321,568,653
Total Cash Inflows		64,834,058	371,840,524
Purchase of investments		395,000,000	748,000,000
Purchase of property and equipment		16,042,747	0
Total Cash Outflows		411,042,747	748,000,000
Net Cash Used in Investing Activities		(346,208,689)	(376,159,476)
NET INCREASE IN CASH		23,609,143	88,245,458
CASH AT BEGINNING OF THE YEAR		105,285,346	17,039,888
CASH AT END OF YEAR	6	128,894,489	105,285,346

The notes on pages 10 to 88 form part of these financial statements.

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MARILOU S. VALLES
Chief, LDPQAD

**PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
NOTES TO FINANCIAL STATEMENTS**

1. CORPORATE INFORMATION

The Corporation was originally incorporated under the name of Construction Development Corporation of the Philippines (CDCP) in 1966 for a term of 50 years. Its Articles of Incorporation and By-Laws were approved by the Securities and Exchange Commission (SEC) on November 22, 1966, under SEC Registration No. 30939, and its actual operation started on April 16, 1967. The primary purpose of CDCP is to undertake general contracting business with private parties, government agencies, and instrumentalities relative to the construction of infrastructure projects and to engage in other related services in a manner that will contribute to the economic development of the country. CDCP eventually rose to be one of the country's foremost construction companies with extensive operations in the Philippines, the Middle East, and other Southeast Asian countries.

On March 31, 1977, Presidential Decree (P.D.) No. 1113 granted CDCP the franchise to operate, construct, and maintain toll facilities in the North and South Luzon Tollways for a period of 30 years. (That franchise expired on May 1, 2007.) P.D. No. 1113 was amended by P.D. No. 1894 in 1983 to include, among others, the Metro Manila Expressway (MME) to serve as an additional artery in the transportation of trade and commerce in the Metro Manila Area and gave the CDCP another period of 30 years "from the completion of the project."

On May 7, 1981, Letter of Instruction (LOI) No. 1136 was issued mandating the National Development Company (NDC) to invest in the CDCP by way of capital infusion in the amount of P250 million.

On February 23, 1983, then President Ferdinand E. Marcos issued LOI No. 1295, directing the creditor Government Financial Institutions (GFIs) to convert into CDCP shares of stock the following: (1) all of the direct obligations of CDCP and those of its wholly-owned subsidiaries, including, but not limited to loans, credits, accrued interests, fees and advances in any currency outstanding as of December 31, 1982; (2) the direct obligations of CDCP maturing in 1983; and (3) obligations maturing in 1983 which the GFIs guaranteed. With the implementation of LOI No. 1295, the GFIs became the majority stockholders of CDCP.

The amount of the debt to be converted into equity was P7 billion. However, only P1.4 billion of the debt was issued in shares of stock, while the remaining P5.6 billion was left unconverted.

On December 7, 1983, the SEC approved the increase of the CDCP's authorized capital stock from P1.6 billion to P2.7 billion following LOI No. 1295.

CDCP was later renamed as the Philippine National Construction Corporation (the Corporation) to reflect the Philippine Government's stockholding and became a government-acquired asset corporation. Consequently, the various GFIs were given seats on the Board of Directors of the PNCC and participated in its management.

In 1986, under Proclamation No. 50, the PNCC was placed under the Committee on Privatization and the Asset Privatization Trust (APT). Also in 1986, under Administrative Order (AO) No. 64, certain assets of the Philippine Export and Foreign Loan Guarantee Corporation (Philguarantee) and the NDC were transferred to the National Government (NG), which also assumed certain liabilities of both Philguarantee and NDC. A total of P1.918 billion was transferred to the NG.

Under LOI Nos. 1136 and 1295, 55.72 per cent of PNCC's equity was held by the APT (now the Privatization Management Office or PMO), which was created on December 8, 1986, under Proclamation No. 50. The other 21.25 per cent was held by the Government Service Insurance System and the Land Bank of the Philippines with 20.96 per cent and 0.29 per cent, respectively. The remaining 23.03 per cent of PNCC's equity is under private ownership.

In 1988, under AO Nos. 14 and 64, the Development Bank of the Philippines, Philippine National Bank, Philguarantee, and NDC transferred their interests in PNCC to the Republic of the Philippines which in turn conveyed them to the APT (now PMO) for disposition to the private sector according to the government's privatization program.

From 1987 to 2001, the PNCC still engaged in the construction business, but this resulted in losses. It veered away from active involvement in construction operations and focused more on the operation and maintenance of its tollways. It entered into Joint Venture Agreements that resulted in the division of the Tollways into the South Luzon Expressway (SLEX), the North Luzon Expressway (NLEX), and the Skyway.

In August 1995, the PNCC entered into a Business and Joint Venture Agreement (BJVA) with Indonesia's P.T. Citra Lamtoro Gung Persada (CITRA) and formed the joint venture company, Citra Metro Manila Tollways Corporation (CMMTC), which was granted the Supplemental Toll Operation Agreement (STOA) to finance, design, and construct the South Metro Manila Skyway (SMMS) Project. The project covered the construction of the 9.5-kilometer elevated road from Bicutan, Parañaque City, to the Makati Central Business District, as well as the rehabilitation of the 13.5-kilometer section of the SLEX from Alabang to Magallanes. The PNCC's wholly-owned subsidiary, PNCC Skyway Corporation (PSC), originally managed the operation and maintenance of the SMMS Project. October 1999 marked the start of the full operation of the entire Skyway Stage 1.

In 1997, the PNCC entered into a Joint Venture Agreement with the First Philippine Infrastructure Development Corporation (FPIDC) for the rehabilitation of the NLEX. The Manila North Tollways Corporation (MNTC) was incorporated as its joint venture company. MNTC was granted the STOA in June 1998 to finance, design, construct, operate, and maintain the toll roads, toll facilities, and other facilities generating toll-related income in respect of the NLEX. The FPIDC was acquired by the Metro Pacific Investments Corporation (MPIC) in 2008. The operation and maintenance (O&M) of the NLEX is with the Tollways Management Corporation (TMC). Following the issuance of the Toll Operation Permit (TOP), commercial operations started on February 1, 2005.

In 2002, under Executive Order No. 148, the PNCC was attached, "for policy and program coordination and general supervision", to the Department of Public Works and Highways (DPWH), "with which it has allied functions, especially in the development of road networks within the country".

In 2004, as per Executive Order No. 331, the PNCC was placed under and attached to the Department of Trade and Industry (DTI) "pending privatization".

In February 2006, the PNCC entered into a JVA with Malaysian Corporation MTD Manila Expressways, Inc. (MTDME) and formed its joint venture company, South Luzon Tollway Corporation (SLTC). Under the STOA entered into with the Toll Regulatory Board (TRB) and the PNCC, SLTC committed to undertake all works required for the SLEX Project including its total financing without sovereign guarantees and with the recovery of its investment being in the form of the collection of tolls by the Manila Toll Expressway Systems, Inc. (MATES), its O&M company. The SLEX Rehabilitation and Upgrading Project consisted of the rehabilitation and expansion of the existing toll road from Alabang to Calamba (28.53 km) and the construction of the extension of the SLEX to Sto. Tomas, Batangas (5.81 km) with the associated spur to the Southern Tagalog Arterial Road (1.79 km). SLTC was granted a 30-year concession period from February 2006 to February 2036. It includes the period of construction, which began in June 2006.

On April 27, 2007, TRB issued a Toll Operation Certificate (TOC) to PNCC for the O&M of the SLEX. The said authority from TRB, pursuant to its powers under its charter (P.D. No. 1112), allowed the PNCC to operate and maintain the SLEX and to collect toll fees, in the interim, after its franchise expiration on April 30, 2007. The effective date of the TOC commenced on May 1, 2007, but in no case to exceed the date of substantial completion of the SLEX Project Toll Roads under the STOA dated February 1, 2006, or unless sooner revoked by TRB. In 2010, the operation was officially turned over to SLTC and MATES.

In December 2007, the PNCC entered into a Memorandum of Agreement (MOA) with CMMTC and PSC, where the PNCC was to have been provided P2 million by CMMTC for the PNCC to subscribe to the par value of up to 20 per cent of the total outstanding capital stock of the Skyway Operation and Maintenance Corporation (SOMCO), the O&M company. PSC turned over the operation and maintenance of the SMMS Project to SOMCO, which operates the 16.2-kilometer elevated tollway from Buendia to Alabang and the 13.5-kilometer at-grade toll road from Magallanes to Alabang.

On November 14, 2008, a Subscription Agreement was executed by and among the Alabang-Sto. Tomas Development, Inc. (ASDI), NDC, and the PNCC, wherein the PNCC subscribed to 12,500 shares from the unissued portion of the 150,000 shares authorized capital stock (with a par value of P1,000 per share) of ASDI, a then wholly-owned subsidiary of NDC, which was incorporated to undertake the Daang Hari-SLEX connector road. On December 3, 2010, the SEC approved the application for an increase in capital of ASDI, and in the same year, the PNCC subscribed 51 per cent shares of ASDI, making ASDI its subsidiary.

In 2009, a MOA for the Advance Works on the Daang Hari-SLEX Link Road Project (DHSLRP) was entered into by and between ASDI and the PNCC. The PNCC was designated as the Main Turnkey Contractor responsible for undertaking the Advance Works and for the implementation of the design and the construction of the Road Project, which consists of a toll road facility connecting Daang Hari Road in Cavite to the SLEX near Susana Heights Interchange. The project was 25 per cent complete when DPWH, according to its Public Private Partnership (PPP) mandate, took over the project for the purpose of bidding it out. ASDI was to be reimbursed with its cost plus a premium. Bidding of the road project was undertaken by DPWH in December 2011 and was subsequently

awarded to Ayala Corporation (AC) in the same month. On April 2, 2012, a Deed of Absolute Sale was executed between ASDI and AC for the turnover of the project.

On April 27, 2009, CMMTC received the Notice to Proceed (NTP) from TRB, and it officially started the SMMS Project Stage 2, the 6.8-kilometer elevated expressway from Bicutan to Alabang. In May 2011, Skyway Stage 2 was completed with toll facilities and other ancillary requirements already in place.

In 2009 and 2010, in the case of Ernesto B. Francisco vs. TRB, PNCC et al. (G.R. Nos. 166910, 169917, 173630, and 183599, October 19, 2010, or the *Francisco Case*) and in the case of Strategic Alliance Development Corporation vs. Radstock Securities Limited et al. (G.R. No. 178158, December 4, 2009, or the *Radstock Case*), the Supreme Court (SC) ruled and declared that with the expiration of PNCC's franchise, the toll assets and facilities of the PNCC were automatically turned over, by operation of law, to the NG at no cost and consequently, this inevitably resulted in the NG owning too the toll fees and the net income derived, after May 1, 2007 from the toll assets and facilities, including the PNCC's percentage share in the toll fees collected by the Joint Venture Companies (JVCs) currently operating the tollways, including NLEX and Skyway.

The SC, in its Resolution dated April 12, 2011, and in connection with the *Francisco Case*, directed TRB, with the assistance of the Commission on Audit (COA), to prepare and finalize the Implementing Rules and Guidelines (IRG) relative to the determination of net income remittable by the PNCC to the NG. An interim rules and guidelines were issued on March 9, 2012, for the remittance by the JVCs to the National Treasury of the net income that is supposed to be remitted by the JVCs from the revenues of the SLEX, NLEX, and Skyway in accordance with the *Francisco Case*. PNCC has been receiving 10 per cent of the revenue and dividend shares from the JVCs, while 90 per cent is remitted by the JVCs to the National Treasury.

In February 2012, the PNCC's shares in JVCs, i.e., CMMTC, MNTC, TMC, SLTC, and MATES, were turned over to the government through a Deed of Compliance to Transfer Shares of Stocks to the NG in compliance with the SC decision in the *Francisco Case* (Note 2, New Projects and Other Significant Information).

The impact of the aforesaid SC Decision on the *Radstock and Francisco Cases* has been appropriately reflected in the financial statements.

In 2013, PNCC was attached and placed under the Office of the President of the Republic of the Philippines (OP) from DTI per Executive Order No. 141. PNCC entered into Joint Venture Projects with P.T. Citra Lamtoro Gung Persada (CITRA) for the implementation of the Metro Manila Skyway (MMS) Stage 3 Project and the MME, or C-6 Project (Note 2, New Projects and Other Significant Information).

The Governance Commission for GOCCs (GCG), in its memorandum for the President of the Republic of the Philippines dated June 24, 2013, recommended the abolition of the five subsidiaries of the PNCC, namely: Alabang-Sto. Tomas Development, Inc. (ASDI), DISC Contractors, Builders and General Services, Inc. (DCBGS), Traffic Control Products Corporation (TCPC), CDCP Farms Corporation (CDCP FC), and Tierra Factors Corporation (TFC), which was approved by the President through a memorandum from the Executive Secretary dated August 7, 2014. The PNCC is in the process of abolishing the five subsidiaries.

In August 2013, CDCP founder, Rodolfo M. Cuenca, filed a case against the TRB, COA, PNCC, MNTC, and MATES, seeking the remittance of revenues and dividends on the toll road projects to the PNCC, alleging that TRB has not finalized the IRG. The Makati Regional Trial Court (RTC) “enjoined petitioner TRB and PNCC from implementing the TRB’s Interim Rules and Guidelines dated 22 March 2012.” In a Resolution dated August 4, 2014, the SC issued a Temporary Restraining Order (TRO) against the Makati RTC’s TRO, thus sustaining the status quo that revenues and dividends be remitted directly to the NG.

On March 3, 2015, PNCC submitted its Performance Agreement to GCG. On December 1, 2015, the Makati RTC issued a Writ of Preliminary Injunction for Civil Case No. 15-384 in favor of Forum Holdings Corporation (Forum), restraining the GCG, its representatives and officers, and the PNCC’s Board of Directors from implementing the said Performance Agreement. The PNCC is not impleaded as a party to the case filed by Forum.

Under Republic Act 10149, the PNCC is listed as a non-chartered Government-Owned or Controlled Corporation (GOCC) under the supervision of the GCG, which is the central advisory, monitoring, and oversight body of the NG under the OP.

On June 22, 2016, and October 17, 2016, the PNCC’s Board of Directors and its Shareholders, respectively, approved the amendment to the 4th Article of the Articles of Incorporation to extend the corporate term for 50 years from November 22, 2016, which amendment was approved by the SEC on November 21, 2016.

The registered office address of the PNCC is Km. 15, East Service Road, Bicutan, Parañaque City.

2. NEW PROJECTS AND OTHER SIGNIFICANT INFORMATION

The PNCC holds updated partnerships for new Toll Road projects. The projects will enable the PNCC to generate sufficient cash flow from dividends and revenue shares from the JVCs for the next 30 years.

Metro Manila Skyway (MMS) Stage 3 Project

The MMS Stage 3 Project is an elevated expressway that starts from Buendia, Makati City to Balintawak, Quezon City, and will be extended and eventually connected to the North Luzon Expressway (NLEX).

The project will connect the South Luzon Expressway (SLEX) and the NLEX with a length of about 18.68 kilometers. The MMS Stage 3 elevated expressway intends to ease and decongest traffic through its designed access ramps and interchanges strategically located as follows: Buendia Avenue (South Super Highway, Makati City), Pres. Quirino Avenue (Malate, Manila), Plaza Dilao (Paco Manila), Nagtahan/Aurora Boulevard (Manila), E. Rodriguez Avenue (Quezon City), Quezon Avenue (Quezon City), Sgt. Rivera St. (Quezon City) and on the NLEX.

The construction implementation of the MMS Stage 3 was designed and divided into five sections as described below:

Project Sections		Approximate Length (km)
1	Buendia/Makati to Quirino Ave./Plaza Dilao	3.76
2a	Plaza Dilao to Tomas Claudio	0.96
2a1	Tomas Claudio to Old Sta Mesa	1.20
2b	Tomas Claudio to Aurora Blvd	3.93
3	Aurora Blvd to Quezon Avenue	2.71
4	Quezon Avenue to EDSA Balintawak	4.46
5	EDSA Balintawak to NLEX/Balintawak Rampway	2.11
		19.13

On May 3, 2011, P.T. Citra Lamtoro Gung Persada (CITRA) and the PNCC submitted to TRB an Updated Joint Venture Investment Proposal for the said project under one of the "Whereas Clauses" of the South Metro Manila Skyway (SMMS) Supplemental Tollway Operation Agreement (STOA) dated November 27, 1995, as amended on July 18, 2007. Pursuant to its mandate and authority granted under Presidential Decree No. 1112, TRB reviewed, evaluated, and approved the Updated Joint Venture Investment Proposal for the MMS Stage 3 Project.

On January 9, 2012, CITRA and the PNCC executed a Supplement to the Business and Joint Venture Agreement (BJVA) (Supplement to BJVA), which governs the implementation of the MMS Stage 3 Project and Stage 4 Project, also known as the MME. The parties also executed the Second Supplement to the Business and Joint Venture Agreement (Second Supplement to BJVA), which contains the terms and conditions for the implementation of both MMS and MME.

On September 6, 2012, the Restated Second Supplement to the Business and Joint Venture Agreement (Restated Second Supplement to BJVA), which contains the entire agreement of the parties and embodies the final terms and conditions for MMS, was executed.

On November 16, 2012, following Section 1 of the Restated Second Supplement to BJVA, Citra Central Expressway Corporation (CCEC), the joint venture company, was incorporated as the vehicle to implement the financing, design, and construction of the MMS.

Under this agreement, the PNCC is provided with the following:

- 20 per cent equity in CCEC, 10 per cent of which is "Free Carry," i.e., not paid for by the PNCC and can never be diluted, while the other 10 per cent is to be paid for. In case of the PNCC's inability to fund the 10 per cent, CITRA needs to get the PNCC's approval to nominate another shareholder. The 10 per cent initial investment in CCEC amounted to P12.5 million;
- Projected share in gross revenues amounting to about P35.06 billion for the duration of the operation period (30 years);

- Projected share in net profits amounting to about P21.42 billion for the duration of the operation period (30 years);
- One permanent seat with one non-voting director to the Board of CCEC, regardless of its shareholdings; and
- Membership in all Board Committees and Chairmanship of the Board's Audit Committee.

The PNCC agreed to forego any equity share in the operation and maintenance (O&M) provided the CCEC remains a cost center and not a profit center.

On September 26, 2013, the STOA governing the design, construction, operation, and maintenance of the SMMS Stage 3 Project was approved by the Office of the President of the Republic of the Philippines.

The construction of the project has been completed. The main alignment (Buendia to NLEX/Balintawak Rampway) was opened to the public on December 29, 2020. The installation of concrete median barriers was completed, as well as the fabrication of road signage. The overall accomplishment of the project as of December 2022 is 100 percent (excluding section 2A – Tomas Claudio to Old Sta. Mesa). The project was inaugurated last January 14, 2021.

Metro Manila Expressway (MME) Stage 4 or C-6 Project

The Southeast Metro Manila Expressway Project is Phase 1 of the C-6 Expressway, also known as Metro Manila Skyway Stage 4. It is a 32.67 km combination of mostly at-grade and elevated expressway stretching from Skyway FTI, Paranaque City to Batasan Complex.

Project Phase / Section		Approximate Length (km)
Phase 1		
Section 1	Skyway FTI to C5/Diego Silang	2.39
Section 2	C5/Diego Silang to C6/Taguig	3.20
Section 3	C6/Taguig to Ortigas Ave. Extension	11.78
Section 4	Ortigas Ave. Ext. to Marcos Highway	5.34
Section 5	Marcos Highway to Tumana Bridge	6.90
Section 6	Tumana Bridge to Batasan Complex	3.06
Total Length		32.67

Phase 1 Project Description:

The Metro Manila Skyway Stage 4 or C-6 Phase 1 is a 2 x 3 lanes toll road project approximately 32.67 km in length that is intended to run from Skyway/FTI in Taguig City to Batasan Complex in Quezon City. The Project is divided into 6 Sections as follows:

1. Section 1: Skyway/FTI to C-5/Diego Silang

Section 1 connects to the existing Skyway at FTI and ends in C-5 with a total length of 2.39 km, and all are elevated.

2. Section 2: C-5/Diego Silang to C-6/Taguig

Section 2 of the project (C-5/Diego Silang to C-6/Taguig) designed alignment was changed and realigned due to the Right of Way (ROW) issue. A conceptual design of the proposed realignment, transferring Section 2 of the SEMME project to pass along the Circumferential Road 5 (C-5/C.P. Garcia Ave.) and the Pasig River from the original alignment that traverses residential areas in Brgy. Pinagsama in Taguig City. The realignment will start from the end of Section 1 marked by the C-5 Interchange in the area of Pamayanang Diego Silang, and shall continue along C.P. Garcia Ave. towards the area of Kalayaan Ave., where it turns right coursing along Pasig River and continues until Circumferential Road 6 (C-6) in the area of Napindan in Taguig.

3. Section 3: C-6/Taguig to Ortigas Ave. Extension

Section 3 is mixed elevated and at-grade, which connects C-6/Taguig to Ortigas Avenue Extension in Taytay, passing through the Manggahan Floodway with a total length of 11.783 km, including a 3.076 km viaduct.

4. Section 4: Ortigas Ave. Extension to Marcos Highway

Section 4 is at-grade and connects Ortigas Avenue Extension in Taytay to Marcos Highway in Antipolo, with a total length of 5.337 km.

5. Section 5: Marcos Highway to Tumana Bridge

Section 5 is at-grade and connects Marcos Highway in Antipolo to Tumana Bridge, with a total length of 6.90 km.

6. Section 6: Tumana Bridge to Batasan Complex

Section 6 is mixed elevated and at-grade, which connects Tumana Bridge to the Batasan Complex with a total length of 3.055 km, including a 1.511 km viaduct.

On February 14, 2014, the Restated Supplement to the Business and Joint Venture Agreement (Restated Supplement to BJVA) for the MME Project was executed.

On February 17, 2014, following Section 1 of the Restated Supplement to BJVA, Citra Intercity Tollways Inc. (CITI), the joint venture company, was incorporated as the vehicle to implement the financing, design, and construction of the MME.

Patterned from the MMS Project, the MME Project will provide the PNCC with the following:

- 20 per cent equity in CITI, 10 per cent of which is "Free Carry," i.e., not paid for by the PNCC and can never be diluted. In case of the PNCC's inability to fund the 10 per cent, CITRA needs to get the PNCC's approval to nominate another shareholder.
- Projected share in gross revenues amounting to about P43.86 billion for the duration of the operation period (30 years);

- Projected share in net profits amounting to about P27.21 billion for the duration of the operation period (30 years);
- One permanent seat and one non-voting director to the Board of CITI, regardless of its shareholdings; and
- Membership in all Board Committees and Chairmanship of the Board's Audit Committee.

On August 11, 2014, the STOA was approved by the Office of the President of the Republic of the Philippines. A groundbreaking ceremony was held on January 8, 2018, with government agencies led by the Department of Transportation (DOTr) and the Department of Public Works and Highways (DPWH).

Project Status:

- Overall Accomplishment (Section 1: Skyway FTI to C5/Diego Silang) = 3.28%
- Workable area along C5 (Section 1: Pier 61 to 66) = 99% completed
- Ongoing ROW acquisition by DPWH
- No ROW Development from Skyway Connection to P67
- Detailed Engineering Design (DED) for Section 1A Realignment approved by TRB. No available workable area for construction activities.
- DED for Section 2 Realignment = 99.10% accomplishment
 - Highway Drawing and partial structural drawings submitted to TRB, as approved by the Independent Consultant (IC)
 - Remaining structural drawings, with ongoing revision and for evaluation of the IC

Revenue Shares from MMS Stage 3 and MME Stage 4 Projects

The PNCC will earn revenue shares on net toll revenue from these two new projects at the following rates: 2.5 per cent for the 1st 4 years; 3 per cent from the 5th to the 7th year; 3.5 per cent from the 8th to the 10th year; and 4 per cent from the 11th year onwards.

Pasig River Expressway (PAREx) Project

The proposed PAREx Project alignment runs from the west of Metro Manila, beginning at the areas of San Nicolas and Intramuros in Manila, where it connects R-10. It traverses the Pasig River until Nagtahan Bridge, where it turns right along Quirino Avenue, and connects with Metro Manila Skyway Stage 3 (MMSS3) through the Plaza Azul. From MMSS3, the alignment continues along the Pasig River through a connection with the MMSS3 alignment along the San Juan River. The alignment then continues along the Pasig River and intersects with: (i) Epifanio Delos Santos Avenue (EDSA) in the area of Guadalupe in Makati and Boni in Mandaluyong, and (ii) Circumferential Road 5 (C-5) in areas of West Rembo in Makati and Bagong Ilog in Pasig. The alignment terminates at Circumferential Road 6 (C-6), where it connects with the South East Metro Manila Expressway in the area of Taytay in the province of Rizal.

The proposed PAREx Project is a two-directional elevated viaduct with 3 lanes in each direction. The estimated total length of the project is 19.365 kilometers, and the entire alignment is divided into three segments.

On November 11, 2019, the assignment of PNCC's usufructuary rights was approved by the President of the Republic of the Philippines pursuant to the PNCC's franchise under Presidential Decree (P.D.) No. 1894.

On November 26, 2019, San Miguel Holdings Corporation (SMHC) and PNCC entered into a Business Joint Venture Agreement to undertake the proposed PAREx Project.

PNCC, SMHC, and the Government through the TRB negotiated the terms and conditions of the STOA. The STOA was thereafter crafted and signed by the parties which include the TRB on September 21, 2021.

The signed STOA has been submitted to the Office of the President of the Philippines for its final approval. On September 24, 2021, a groundbreaking of the project was held.

In a letter dated March 14, 2022, Executive Secretary Salvador Medialdea informed TRB Executive Director Alvin A. Carullo that the STOA covering the proposed PAREx Project has been approved by the President of the Republic of the Philippines.

Project Status:

- Notice of Award (NOA) issued to Pertconsult International as an IC
- Ongoing Environment Compliance Certificate (ECC) application
- Ongoing review for harmonization with the Pasig River Esplanade Project and other various DPWH Projects
- Ongoing DED Services at 94.77% accomplishment
 - Ongoing IC review and evaluation

Quezon - Bicol Expressway (Qubex)/South Luzon Toll Road 5 (TR5) Project

The Qubex or TR5 Project starts at the endpoint of the South Luzon Expressway Toll Road 4 at Brgy. Mayao, Lucena City, Quezon and ends at Matnog, Sorsogon near the Matnog Ferry Terminal. The total length of TR5 is approximately 417 kilometers, and the general route of the alignment is parallel to the existing Philippine National Railway, Maharlika Highway, and Padre Burgos National Road or Quirino Highway.

PNCC has chosen SMHC as its Joint Venture Partner in the said project under Opinion No. 6, series of 2018 dated March 26, 2018, of the Department of Justice, confirming the right of PNCC not to bid out (1) the construction, operation and maintenance of tollways under its legislative franchise, and (2) its choice of Joint Venture Partners. On October 9, 2018, PNCC and SMHC executed a Business and Joint Venture Agreement for the TR5 Project. The Office of the President, in its letter dated October 31, 2018, has approved the assignment of PNCC's usufructuary rights over the project to the Joint Venture Corporation of PNCC and SMHC.

In a letter dated June 27, 2022, Executive Secretary Salvador Medialdea informed TRB Executive Director Alvin A. Carullo that the STOA covering the proposed SLEX TR5 Project has been approved by the President of the Republic of the Philippines.

Project Status:

- Approved IC: Pertconsult- J.F. Cancio & Associates Joint Venture,
- Ongoing DED Services for Segment 1 (Lucena to Gumaca) at 99.10% accomplishment
 - IC Certified drawings, submitted to TRB
 - Structural drawings partially approved by the IC; other drawings are ongoing IC evaluation, and for resubmission
- Proposed Padre Burgos Interchange: Ongoing DED and awaiting approval from TRB
- Ongoing ROW Research and Survey

Greater Capital Region Integrated Expressways Network (GCRIEN) Project

The proposed GCRIEN Project is composed of three components as follows:

Component 1: Northern Access Link

Component 2: Southern Access Link

Component 3: Central Access Link

The Northern Access Link (NALEX) is an airport access toll road to New Manila International Airport (NMIA). It starts from the Metro Manila Skyway Stage 3 in Balintawak and extends towards Valenzuela, Malabon, Navotas, Obando, and Bulacan, approximately traversing the alignment of the Tullahan and Muzon Rivers. The project will then pass through the perimeter of NMIA, providing airport access, which will then exit towards the Provinces of Bulacan, Pampanga, and Tarlac.

- Approximately 136.4 km expressway
- Mixed at-grade and elevated viaduct
- Northern Access to NMIA: from Metro Manila Skyway Stage 3 (MMSS3) in Balintawak in Caloocan to Tarlac City (with access to TPLEX).

Phase 1	MMSS3 Balintawak to Tarlac City	
Section 1:	MMSS3 Balintawak to NMIA (elevated)	19.4 km
Section 2:	NMIA to Tarlac City (TPLEX) (at-grade)	117 km
*Phase 2	Masantol to Tarlac City	69.2 km

**Note: Demand-driven expansion*

The Southern Access Link (SALEX) is an elevated expressway network comprising the Shoreline Expressway and three (3) extensions, namely: Skyway Stage 3 C3-R10 Extension, Skyway Stage 3 Quirino Extension and Skyway Stage 3 Buendia-EDSA Extension. The SALEX alignment will generally pass along the east shoreline of Manila Bay beginning at the NMIA, extending south to Manila North Harbor, continuing over the Pasig River, extending up to Ayala Bridge (where the ramp will begin), and ending at CAVITEX along Roxas Boulevard.

- Mixed Elevated Viaduct and embankment
- Approximate 40.62 km in length

- CAVITEX/NAIAX to NMIA via Western Shoreline, with connection to PAREX and MMSS3: through Buendia, Quirino, and C3 (Sgt. Rivera)

Section 1	MMSS3 (C3/Sgt. Rivera) to R10	4.49 km
Section 2		
Segment 1A:	NMIA to PAREx	16.42 km
Segment 1B:	PAREx to CAVITEX (via Ayala Bridge)	8.87 km
Segment 2:	Quirino (connection to MMSS3)	1.97 km
Segment 3:	Buendia (NAIAX-MMSS3-EDSA)	8.87 km
TOTAL		40.62 km

The Central Access Link (CALEX) is located along the Epifanio Delos Santos Avenue (EDSA) also known as Circumferential Road No. 4 (C-4) that traverses the center of Metro Manila in a circumferential direction. The project will traverse the whole stretch of EDSA beginning from a connection with Radial Road 10 (R10) at the mouth of Tullahan River in Navotas City and will terminate near SM Mall of Asia in Pasay City.

These three Access Links will facilitate the access of people and mobility of goods and services to and from the provinces in Central Luzon as well as mitigate the traffic volume of Metropolitan Manila.

On August 14, 2020, the assignment of PNCC's usufructuary rights over its franchise in favor of the joint venture company by the PNCC with San Miguel Holdings Corporation pertaining to the GCRIEN Project was approved by the President of the Republic of the Philippines pursuant to PNCC's franchise under P.D. No. 1894.

In letters dated May 6, 2022, and June 27, 2022, Executive Secretary Salvador Medialdea informed TRB Executive Director Alvin A. Carullo that the STOA covering the proposed NALEX and SALEX Projects, respectively, has been approved by the President of the Republic of the Philippines.

Project Status as of December 2024:

Northern Access Link Expressway:

- Ongoing DED and Studies at 87.69% accomplishment
- Final Engineering Drawing for Phase 1 Sections 1 and 2
 - IC Certified drawings submitted to TRB
 - Other drawings, ongoing IC review and evaluation
- Ongoing Advance Works (15 Piers: Metro Manila Skyway Stage 3 to Tullahan)
 - Ongoing pouring of the remaining CIP Slap (pier) -12/15 completed
- Ongoing Right of Way (ROW) Research and Survey

Southern Access Link Expressway:

- Approved Independent Consultant by TRB: TCGI Engineers
- Ongoing DED and studies at 91.65% accomplishment
 - IC-certified drawings for Sections 1 and 2, submitted to TRB
 - Other drawings, ongoing IC review and for resubmission
- Advance works along Radial Road 10:
 - Completed 20/20 bored piles and 20/20 columns

- On hold construction of column. 1/20 completed
- Ongoing restoration of median island
- On-going ROW Research and Survey

10 per cent Revenue Share from Toll Fee Collections and 10 per cent share in Declared Dividends from Joint Venture Companies (JVCs)

On March 22, 2012, the TRB issued interim rules and guidelines covering the amount of money the PNCC will receive to cover operating expenses in relation to the *Francisco and Radstock Cases*. Both the TRB and the PNCC agreed to a 10 per cent revenue share from toll collection fees and declared dividends from JVCs.

The PNCC receives the following revenue shares:

- 10 per cent of 6 per cent share on the Manila North Tollways Corporation (MNTC) Gross Revenue;
- 10 per cent of the 3.5 per cent share on the Citra Metro Manila Tollways Corporation (CMMTC) Gross Revenue; and
- 10 per cent of the 3 per cent share on the South Luzon Tollway Corporation (SLTC) Gross Revenue.

The PNCC earned total revenue shares from the abovementioned JVCs in the amounts of P170.757 million and P144.642 million in 2024 and 2023, respectively (Note 27.1), while it earned dividends from CMMTC amounting to P62.361 million and P49.668 million in 2024 and 2023, respectively (Note 27.4).

Lease Income

Lease income is derived from renting out investment property, which includes the Financial Center Area (FCA) in Pasay City and a property in Porac, Pampanga.

On October 15, 2019, a Contract of Lease was entered into by the PNCC with Pacific Concrete Products, Inc., setting a monthly rental rate of P240 per square meter for the one-hectare portion of the FCA Property during the two-year construction period. Total rent income amounted to P168.150 million and P160.714 million in 2024 and 2023, respectively (Note 27.2).

On August 1, 2023, the PNCC took over the lease and maintenance of the FCA Seaside Dampa Market and Restaurant with varied rates ranging from P200 to P3,220 daily. On September 10, 2024, PNCC took over the Hobbies of Asia portion of the FCA with an area of 2.4 hectares. Total rent income derived from the aforementioned portion of FCA property amounted to P122.365 million and P36.631 million in 2024 and 2023, respectively.

Equity Participation in CMMTC

It is the position of the PNCC that it has equity participation in CMMTC based on P.D. No. 1894 and pursuant to the provisions of the SMMS STOA dated November 27, 1995, which

was approved by then President Fidel V. Ramos. While the PNCC's franchise expired on May 1, 2007, Section 2 of P.D. No. 1894 provides that the "franchise granted for the Metro Manila Expressway and all extensions, linkages, stretches and diversion that may be constructed after the date of approval of this decree shall likewise have a term of 30 years commencing from the date of completion of the project" which the Supreme Court affirmed in the *Francisco Case*.

The Office of the Government Corporate Counsel (OGCC) rendered its opinion that the P.D. No. 1894 projects (namely the SMMS – Skyway Stage 1 and 2 and MMS Stage 3 and MME Stage 4) are "clearly covered by a still existing congressional franchise. For the same reason, too, the P.D. No. 1894 assets, facilities, and shares are still held by PNCC." It is also the opinion of the Department of Justice (DOJ) that the PNCC still has a subsisting non-exclusive legislative franchise under P.D. No. 1894 and that only assets "that are related to its franchise under P.D. No. 1113 have accrued to the National Government (NG) and thus, ought to be turned over to the NG."

The shares in CMMTC were turned over to the NG by way of a Deed of Compliance of Shares of Stock in February 2012. However, in 2013, after having secured the opinions of both the OGCC and the DOJ regarding the validity of P.D. No. 1894, the PNCC requested CMMTC to refrain from transferring the shares of the Corporation to the NG and refrain from remitting the dividends and share in gross revenues of CMMTC to the NG. The matter is still awaiting action from CMMTC, which has referred the matter to their legal counsel. On the other hand, the Department of Finance (DOF) has requested clarification on the matter from the DOJ. Meanwhile, the shares remain in the name of the PNCC.

The PNCC shares in CMMTC totaling 551.87 million shares, which is equivalent to 8.11 per cent of the total outstanding shares of CMMTC. The dividends and revenue shares from 2008 to 2024 amount to P7.036 billion, of which the PNCC received 10 per cent or P703.609 million pursuant to the interim rules and guidelines issued by the TRB. However, it is the position of PNCC that all revenue and dividends arising from its investment in CMMTC belong to PNCC.

Issuance of Final Implementing Rules and Guidelines (IRG) by the TRB

A Supreme Court Resolution clarifying the automatic remittance to the NG of the toll fees and net income derived from the PNCC's toll assets and facilities was issued in relation to the *Francisco Case*. The Resolution directed the TRB, with the assistance of the Commission on Audit (COA), to "prepare and finalize the IRG relative to the determination of the net income remittable by PNCC to the National Government and to proceed with the same with dispatch."

On March 22, 2012, TRB issued a Director's Certificate approving the Interim Rules and Guidelines for the remittance by the JVCs of the revenues of the SLEX, NLEX, and Skyway in accordance with the *Francisco Case*. As subsequently agreed upon, the PNCC and TRB, as an interim arrangement, set aside 10 per cent of all amounts that are supposed to be remitted by the JVCs for remittance to the PNCC, while 90 per cent goes to the National Treasury. The IRG also stated that if the 10 per cent is more than what is allowed by the guidelines, the PNCC shall remit to the TRB for the National Treasury the excess amount. On the other hand, in case the 10 per cent is less than what is allowed under the guidelines, the shortfall shall be deducted in the next remittance to be made by the JVCs.

It is the position of the PNCC that the “determination of the net income remittable by it to the National Government” should deduct penalty charges on unpaid concession fees amounting to P258 million per year as part of its administrative expenses.

In March 2013, the PNCC proposed to TRB that overhead and administrative expenses, plus the penalty charges, be deducted from gross revenue from the Joint Venture Agreements Income to arrive at the Net Income to be remitted to the NG.

A follow-up letter dated December 2, 2015, was sent. Another letter, dated February 6, 2017, reiterating the PNCC’s position on the computation of the net income to be remitted to the NG, was sent. The PNCC has booked penalty charges on unpaid concession fees from 2010 to 2024, amounting to P6.532 billion.

The PNCC is still awaiting the issuance of the Final IRG from TRB.

Debt of P5.552 Billion Remained Unconverted to Equity

The PNCC’s debt of P5.552 billion, which remained unconverted to equity, is treated as part of equity in PNCC’s books, instead of a liability. The interest and penalties unilaterally charged thereon by the Privatization Management Office (PMO)/ Bureau of the Treasury (BTr), amounting to P76.534 billion and P72.698 billion as of December 31, 2024 and 2023, were not taken up in PNCC’s books.

The assertion that the P5.552 billion should be part of equity is supported by a Supreme Court ruling that recognizes the validity of Letter of Instruction No. 1295, confirming that the P5.552 billion is no longer a debt but equity. The Office of the Solicitor General (OSG) and the OGCC have concurred with this ruling.

According to the mutual agreement between the PNCC and the PMO, the issue of whether to convert the mentioned debt into equity was submitted to the DOJ on June 21, 2012, for arbitration.

On February 18, 2014, the DOJ dismissed the PNCC’s petition against the PMO. The PNCC filed a Motion for Reconsideration (MR) with the DOJ on March 14, 2014, which was denied by the DOJ on January 22, 2015. Thereafter, the PNCC filed a Supplement to the MR on May 28, 2015, which was likewise denied by the DOJ in its order dated July 13, 2015.

On June 26, 2015, the PNCC filed a Notice of Appeal with the Office of the President (OP) of the Republic of the Philippines and filed the corresponding Appeal Memorandum on July 27, 2015.

On May 19, 2022, the OP of the Republic of the Philippines promulgated its Decision ruling in favor of the PMO, ordering PNCC to pay the principal amount plus accrued interests and penalties and to reimburse the amount of the mortgage loan including interest thereon. The PNCC filed an MR of the Decision on July 22, 2022.

On February 16, 2023, the PNCC filed a Supplemental MR.

Awaiting resolution/action of the OP of the Republic of the Philippines on PNCC’s MR.

Payment of PNCC's Obligation to the National Government

The PNCC sent a letter dated July 21, 2015, to the OP of the Republic of the Philippines recognizing its liability to the NG in the amount of P7.9 billion and proposing to "pay off the recognized obligations, particularly given that the obligation to the TRB for unpaid concession fees carries with it a penalty of two per cent per month." The PNCC is awaiting the decision of the OP of the Republic of the Philippines.

In December 2016, PNCC remitted to the NG, through the BTr, the amount of P566.3 million as partial payment for NG's outstanding share in the toll revenue for the operation of the South Luzon Expressway (SLEX) under the Toll Operation Certificate (TOC) from May 2007 to April 2010 (Note 20.3).

3. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Presentation of Financial Statements

The financial statements of PNCC were prepared using the historical cost basis. The financial statements are presented in Philippine Peso, which is the PNCC's functional currency. All amounts are rounded off to the nearest peso except otherwise indicated.

3.2 Statement of Compliance with Philippine Financial Reporting Standards

The financial statements of PNCC were prepared in accordance with Philippine Financial Reporting Standards (PFRS). PFRS are adopted by the Financial Reporting Standards Council (FRSC) from the pronouncements issued by the International Standards Board (IASB), and approved by the Philippine Board of Accountancy.

The financial statements for the years ended December 31, 2024, and 2023 were approved and authorized for issue in accordance with a resolution by the Board of Directors (BOD) on February 12, 2025.

3.3 Recognition, Measurement, and Classification of Financial Assets and Financial Liabilities

The PNCC recognizes a financial asset or a financial liability in the statements of financial position when it becomes a party to the contractual provisions of the instrument. In the case of a regular way purchase or sale of financial assets, recognition is done using settlement date accounting.

All financial instruments are initially recognized at fair value of the consideration given (in case of an asset) or received (in case of a liability). Except for financial assets and financial liabilities designated as at fair value through profit or loss (FVPL), the initial measurement of financial instruments includes transaction costs.

'Day 1' Difference

Where the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from the observable market, PNCC recognizes the difference between the transaction price and the fair value (a 'Day 1' difference) in the statements of income unless it qualifies for recognition as some other type of asset. In cases where the data used is not observable, the difference between the transaction price and model value is only recognized in the statements of income when the inputs become observable or when the instrument is derecognized. For each transaction, the PNCC determines the appropriate method of recognizing the 'Day 1' difference amount.

Financial Assets

PNCC classifies its financial assets, at initial recognition, in the following categories: financial assets at amortized cost, financial assets at fair value through other comprehensive income (FVOCI), and financial assets at FVPL. The classification depends on the business model of the Corporation for managing the financial assets and the contractual cash flow characteristics of the financial assets. Financial assets are not reclassified subsequent to initial recognition unless the Corporation changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the reporting period following the change in the business model.

Financial Assets at Amortized Cost

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVPL:

- it is held within a business model whose objective is to hold financial assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, the financial assets are subsequently measured at amortized cost using the effective interest method, less any allowance for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition, and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are reclassified to FVPL, impaired or derecognized, as well as through the amortization process.

PNCC's cash, other investments, and receivables are included under this category (Notes 6, 7, and 8).

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interests, dividends, gains, and losses relating to a financial instrument or a component that is a financial liability are reported as expenses or income. Distributions to holders of financial instruments

classified as equity are charged directly to equity, net of any related income tax benefits.

Cash

Cash includes cash on hand and in banks which are stated at face value.

Receivables

Receivables are non-derivative financial assets with fixed or determinable payments and fixed maturities that are not quoted in an active market. Allowance for credit loss accounts is provided based on an evaluation of expected losses at the inception of a contract; recognition of a credit loss should no longer wait for there to be objective evidence of impairment.

Financial Liabilities

PNCC classifies its financial liabilities, at initial recognition, in the following categories: financial liabilities at FVPL and other financial liabilities. PNCC determines the classification of its financial liabilities at initial recognition and, where allowed and appropriate, re-evaluates such designation at every reporting date. All financial liabilities are recognized initially at fair value, and, in the case of loans and borrowings, net of directly attributable transaction costs.

Other Financial Liabilities

Other financial liabilities pertain to issued financial instruments that are not designated or classified as at FVPL and contain contractual obligations to deliver cash or another financial asset to the holder or to settle the obligation other than through the exchange of a fixed amount of cash or another financial asset for a fixed number of its equity shares.

After initial measurement, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Amortized cost is calculated by taking into account any discount or premium on the issue and any directly attributable transaction costs that are an integral part of the effective interest rate.

Gains and losses are recognized in the profit or loss when the liabilities are derecognized or impaired, as well as through the amortization process.

This accounting policy applies primarily to financial liabilities (other than statutory liabilities), long-term debt, and other noncurrent liabilities (Notes 19, 20, 21 and 22).

3.4 Impairment of Financial Assets at Amortized Cost and FVOCI

PNCC records an allowance for "expected credit loss" (ECL). ECL is based on the difference between the contractual cash flows due to the contract and all the cash flows that the PNCC expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

For trade receivables, PNCC has applied the simplified approach and has calculated ECLs based on the lifetime expected credit losses. PNCC has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments measured at amortized cost and FVOCI, the ECL is based on the 12-month ECL, which pertains to the portion of lifetime ECLs that result from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition, PNCC compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

3.5 Derecognition of Financial Assets and Liabilities

Financial Assets. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- the right to receive cash flows from the asset has expired;
- the PNCC retains the right to receive cash flows from the financial asset, but has assumed an obligation to pay them in full without material delay to a third party under a “pass-through” arrangement; or
- PNCC has transferred its right to receive cash flows from the financial asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the PNCC has transferred its right to receive cash flows from a financial asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset nor transferred control of the financial asset, the financial asset is recognized to the extent of the PNCC’s continuing involvement in the financial asset. Continuing involvement that takes the form of a guarantee over the transferred financial asset is measured at the lower of the original carrying amount of the financial asset and the maximum amount of consideration that PNCC could be required to repay.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged, canceled, or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the statements of comprehensive income.

A modification is considered substantial if the present value of the cash flows under the new terms, including net fees paid or received and discounted using the original effective interest rate, is different by at least 10 per cent from the discounted present value of the remaining cash flows of the original liability.

The fair value of the modified financial liability is determined based on its expected cash flows, discounted using the interest rate at which PNCC could raise debt with similar terms and conditions in the market. The difference between the carrying value of the original liability and the fair value of the new liability is recognized in the statements of comprehensive income.

On the other hand, if the difference does not meet the 10 per cent threshold, the original debt is not extinguished but merely modified. In such cases, the carrying amount is adjusted by the costs or fees paid or received in the restructuring.

3.6 Offsetting of Financial Assets and Liabilities

Financial assets and financial liabilities are offset, and the net amount reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented as gross in the statements of financial position.

3.7 Classification of Financial Instruments between Liability and Equity

A financial instrument is classified as a liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity;
- Exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to PNCC; or
- Satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If PNCC does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

3.8 Inventories

Inventories consist principally of construction materials, spare parts, and supplies, which are stated at cost, generally determined by the average cost method for a significant portion of domestic inventories and by the first-in, first-out method for other inventories. Allowance for inventory write-down is provided for all non-moving/obsolete items.

3.9 Prepayments

Prepayments are expenses paid in advance and recorded as assets before they are utilized. These are comprised of insurance premiums, other prepaid items, and creditable withholding taxes. Prepayments that are expected to be realized for no more than 12 months after the reporting date are classified as current assets; otherwise, these are classified as other non-current assets.

3.10 Investments

PNCC accounts for its investments in wholly-owned/controlled subsidiaries at cost, while other investments classified as financial assets are measured at fair value. Allowance for impairment loss is provided for investment in subsidiaries, while market adjustment is accounted for in financial assets measured at fair value and recognized as other comprehensive income or loss.

PNCC believes that the effects of not consolidating the subsidiaries are not material to the financial statements because these subsidiaries are no longer operating, resulting in an accumulated deficit. In 2015, PNCC initiated the process of closing its subsidiaries that are no longer operating and those that are losing. On October 1, 2015, as part of the reorganization and streamlining of Corporation operations, PNCC assumed the operations of DCBGSI, which operates as a separate division of the Corporation.

In a regular board meeting held on November 14, 2011, the PNCC Board resolved to comply with the ruling of the Supreme Court to transfer and turn over to the National Government the shares of stock in tollway Joint Venture Companies which PNCC is holding in trust for the NG.

3.11 Investment Property

Investment property is comprised of land or building or both held to earn rentals or for capital appreciation or both. Investment property is recognized as an asset when and only when it is probable that future economic benefits associated with the property flow to the entity and the cost of the property can be measured reliably.

Investment property is initially measured at cost. After initial recognition, the account is stated at fair value, which has been determined based on the average valuations performed by two independent firms of appraisers every two years. The changes in fair value are recognized in profit or loss.

Investment property is derecognized either when it has been disposed of or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement and/or disposal of investment property is recognized in profit or loss in the period of retirement and/or disposal.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the ending of owner-occupation or commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by the commencement of the owner-occupation or commencement of development with a view to selling.

For a transfer from investment property to owner-occupied property or inventories, the cost of property for subsequent accounting is its carrying amount at the date of change in use. If the property occupied by PNCC as an owner-occupied property becomes an investment property, PNCC accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use.

3.12 Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation and any accumulated impairment in value. Property and equipment are subsequently carried at revalued amounts.

The increase in the property and equipment's carrying amount as a result of revaluation is credited to equity under the heading of "Revaluation Increment in Property". The revalued asset is being depreciated and, as such, part of the revaluation increment is being realized as the asset is used. Piecemeal realization of the revaluation increment is effected on a yearly basis. Realization of the revaluation increment is credited to the "Retained Earnings" account.

Depreciation commences once the property and equipment are available for their intended use and is computed using the straight-line method over the following estimated useful lives:

Asset Type	Estimated Useful Lives (in years)
Land improvements	10
Buildings and improvements	10 to 33
Construction Equipment	2 to 10
Transportation equipment	3 to 5
Office equipment, furniture, and fixtures	5
Others	2 to 7

Fully depreciated assets are retained in the accounts until they are no longer in use and no further depreciation is charged against operations.

When the assets are retired or otherwise disposed of, the cost and related accumulated depreciation and impairment in value are removed from the accounts and any gain or loss resulting from their disposal (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in profit or loss.

3.13 Intangible Asset

Computer Software

Computer software is stated at cost less accumulated amortization and any impairment in value. PNCC capitalizes computer software licensing costs, which are being amortized using the straight-line method over three years, the estimated finite useful life of the software. The amortization of the computer software is included under the "Depreciation and amortization" account.

An item of computer software is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of computer software (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statements of comprehensive income in the year the asset is derecognized.

3.14 Impairment of Non-financial Assets

The carrying amounts of investment property, property and equipment, and other non-financial assets with finite useful lives and idle assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication exists, and if the carrying amount exceeds the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of fair value less costs to sell and value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less costs of disposal. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and its disposal at the end of its useful life.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such a reversal is recognized in profit or loss. After such a reversal, the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

3.15 Fair Value Measurement

PNCC measures some financial and non-financial assets and liabilities at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to PNCC.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

PNCC uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data.

For assets and liabilities that are recognized in the financial statements on a recurring basis, PNCC determines whether transfers have occurred between levels in the hierarchy by reassessing the categorization at the end of each reporting period.

For the purpose of fair value disclosures, PNCC has determined classes of assets and liabilities on the basis of the nature, characteristics, and risks of the asset or liability.

3.16 Provisions

Provisions are recognized only when: (a) the Corporation has a present obligation (legal or constructive) as a result of a past event; (b) it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. Where some or all of the expenditure required to settle a provision is

expected to be reimbursed by another party, the reimbursement is recognized as a separate asset only when it is virtually certain that reimbursement will be received. The amount recognized for the reimbursement shall not exceed the amount of the provision.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense.

Provisions are reviewed at each financial reporting date and adjusted to reflect the current best estimate.

3.17 Equity

Share Capital and Share Premium

PNCC records share capital at par value and share premium in excess of the total contributions received over the aggregate par values of the equity shares. Incremental costs incurred directly attributable to the issuance of new shares are recognized as a deduction from equity, net of any tax effects.

Retained earnings

Retained earnings represent accumulated profit attributable to equity holders of PNCC after deducting dividends declared. Retained earnings may also include the effect of changes in accounting policy and prior period adjustments.

Treasury Shares

Treasury shares are own equity instruments that are reacquired, carried at cost, and deducted from equity. No gain or loss is recognized on the purchase, sale, reissuance, or cancellation of PNCC's equity instruments. When the shares are retired, the capital stock account is reduced by its par value, and the excess of cost over par value upon retirement is debited to additional paid-in capital to the extent of the specific or average additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

3.18 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits associated with the transaction will flow to PNCC and the amount of revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties. PNCC assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent.

The following specific recognition criteria must also be met before revenue is recognized:

Service Income

Service income is recognized based on the percentage of completion method.

Lease Income

Lease income from operating leases, wherein substantially all the risks and rewards of ownership are retained by PNCC as a lessor, is recognized on a straight-line basis over the term of the relevant lease. The lease income is derived from PNCC's properties not used in business and being leased out to third parties for a certain period, renewable under such terms and conditions as may be agreed upon by both parties.

Revenue and Dividend Share from Joint Venture Companies (JVCs)

Under the Supreme Court En Banc Decision, as discussed in Note 1, PNCC no longer records the tollways income from the North and South Luzon Tollways (NLT and SLT).

In accordance with the interim rules and guidelines issued by the Toll Regulatory Board (TRB) for the determination of the amounts due to PNCC for its administrative expenses, PNCC recognized 10 per cent of its share from the gross toll revenues of the JVCs, pending issuance of the Final Implementing Rules and Guidelines.

Dividend Income

Dividend income is recognized when the PNCC's right to receive the payment is established.

Interest Income

Interest income is recognized as it accrues, taking into account the principal amount outstanding and the effective interest rates.

Other Income

Other income is recognized when earned.

3.19 Costs and Expenses

Costs and expenses are decreases in economic benefits during the reporting period in the form of outflows or decreases of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Expenses are recognized when incurred.

3.20 Borrowing Costs

Borrowing costs are expensed as incurred. These costs represent the two per cent penalty charges imposed by TRB on unpaid concession fees.

3.21 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and whether the arrangement conveys a right to use the asset. A reassessment is made after the inception of the lease only if one of the following applies:

- (a) there is a change in contractual terms, other than a renewal or extension of the arrangement;
- (b) a renewal option is exercised, or an extension is granted, unless the term of the renewal or extension was initially included in the lease term;
- (c) there is a change in the determination of whether fulfillment is dependent on a specific asset; or
- (d) there is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gives rise to the reassessment for scenarios (a), (c), or (d), and at the date of renewal or extension period for scenario (b) above.

Operating Lease

The Corporation as a Lessee. Leases that do not transfer to the Corporation substantially all the risks and rewards of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in profit or loss on a straight-line basis over the lease term. Associated costs such as maintenance and insurance are expensed as incurred.

The Corporation as a Lessor. Leases where the Corporation does not transfer substantially all the risks and rewards of ownership of the assets are classified as operating leases. Rent income from operating leases is recognized as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized as an expense over the lease term on the same basis as rent income. Contingent rents are recognized as income in the period in which they are earned.

3.22 Income Taxes

Current Tax. Current income tax assets or liabilities comprise of those claims from, or obligations to, fiscal authorities relating to the current or prior reporting period that are uncollected or unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year.

Deferred Tax. Deferred tax is recognized with respect to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- with respect to taxable temporary differences associated with investments in shares of stock of subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and, probably, the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carry forward benefits of unused tax credits – Minimum Corporate Income Tax (MCIT), and unused tax losses – Net Operating Loss Carry Over (NOLCO), to the extent that taxable profit will probably be available against which the deductible temporary differences and the carryforward benefits of MCIT and NOLCO can be utilized, except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- with respect to deductible temporary differences associated with investments in shares of stock of subsidiaries and associates, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced 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 assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

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

In determining the amount of current and deferred tax, PNCC takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. PNCC believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretation of tax laws and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes PNCC to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Current tax and deferred tax are recognized in profit or loss, except to the extent that they relate to a business combination, or items recognized directly in equity or other comprehensive income.

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

3.23 Value-Added Tax (VAT)

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

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

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of "Prepayments" or "Accounts Payable and Accrued Expenses" accounts in the statements of financial position.

3.24 Creditable Withholding Taxes

Creditable withholding taxes (CWT), included under the "Other Assets" account in the statements of financial position, represent the amounts withheld by customers from income payments to PNCC less allowance for probable losses. CWT are deductible from income tax payable.

3.25 Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control and significant influence. Related parties may be individuals or corporate entities. Transactions between related parties are on an arm's length basis like transactions with non-related parties.

3.26 Basic and Diluted Earnings Per Common Share (EPS)

Basic EPS is computed by dividing the net income for the period attributable to equity holders of the PNCC, net of dividends on preferred shares, by the weighted average number of issued and outstanding common shares during the period, with retroactive adjustment for any stock dividends declared.

For the purpose of computing diluted EPS, the net income for the period attributable to equity holders of the PNCC and the weighted average number of issued and outstanding common shares during the period are adjusted for the effect of all potential dilutive debt or equity instruments.

As of December 31, 2024 and 2023, the PNCC has no dilutive equity instruments.

3.27 Contingencies

Contingent liabilities are not recognized in the financial statements. These are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the financial statements but is disclosed when an inflow of economic benefits is probable.

3.28 Events After the Financial Reporting Date

Post-year-end events up to the date when the financial statements were authorized for issue by the Board of Directors that provide additional information about the PNCC's position at the financial reporting date (adjusting events) are reflected in the financial statements. Any post-year-end events that are non-adjusting events are disclosed in the notes to the financial statements when material.

4. **CHANGES IN ACCOUNTING POLICIES**

Adoption of New and Amended PFRS

a. Effective in 2024 that are relevant to the PNCC

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new and amended PFRS, which the PNCC adopted effective for annual periods beginning on or after January 1, 2024:

- Amendments to PFRS 16, Lease Liability in a Sale and Leaseback – The amendments pertain to the addition of subsequent measurement requirements for sale and leaseback transactions. It requires a seller-lessee to account for variable lease payments that arise in a sale-and-leaseback transaction as follows:
 - o On initial recognition, include variable lease payments when measuring a lease liability arising from a sale-and-leaseback transaction.
 - o After initial recognition, apply the general requirements for subsequent accounting of the lease liability such that no gain or loss relating to the retained right of use is recognized.

Seller-lessees are required to reassess and potentially restate sale-and-leaseback transactions entered into since the implementation of IFRS 16 in 2019.

- Amendments to PAS 1, Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – The amendments improve the information an entity provides when its right to defer settlement of a liability for at least twelve months is subject to compliance with covenants. The amendments also respond to stakeholders' concerns about the classification of such a liability as current or non-current.

The amendments clarify that the classification of liabilities as current or noncurrent is based solely on an entity's right to defer settlement for at least 12 months after

the reporting date. The right needs to exist at the reporting date and must have substance.

Only covenants with which an entity must comply on or before the reporting date affect this right. Covenants to be complied with after the reporting date do not affect the classification of a liability as current or noncurrent at the reporting date. However, disclosure about covenants is now required to help users understand the risk that those liabilities could become repayable within 12 months after the reporting date.

The amendments also clarify that the transfer of an entity's own equity instruments is regarded as the settlement of a liability, in certain circumstances. If a liability has any equity conversion options, they generally affect its classification as current or noncurrent (e.g., if the conversion option is bifurcated as an embedded derivative from the host debt), unless these conversion options are recognized as equity under IAS 32, *Financial Instruments: Presentation*.

b. Effective in 2024 that are not relevant to the PNCC

- Amendments to PAS 7 and PFRS 7, Supplier Finance Arrangements – The amendments require an entity (the buyer) to disclose qualitative and quantitative information about its supplier finance arrangements, such as terms and conditions, including, for example, extended payment terms and security or guarantees provided.

Amongst other characteristics, PAS 7 explains that a supplier finance arrangement provides the entity with extended payment terms, or the entity's suppliers with early payment terms, compared to the related invoice payment due date.

c. New and amended PFRS issued but not yet effective

The new and amended PFRS, which are not yet effective for the year ended December 31, 2024, and have not been applied in preparing the financial statements, are summarized below.

Effective for annual periods beginning on or after January 1, 2025:

- Amendments to PFRS 17, Insurance Contracts – The main changes resulting from the Amendments to PFRS 17 are:
 - o Deferral of the date of initial application of PFRS 17 by two years to annual periods beginning on or after January 1, 2023, and change the fixed expiry date for the temporary exemption in PFRS 4 Insurance Contracts from applying PFRS 9 Financial Instruments, so that entities would be required to apply PFRS 9 for annual periods beginning on or after January 1, 2023.
 - o Additional scope exclusion for credit card contracts and similar contracts that provide insurance coverage, as well as an optional scope exclusion for loan contracts that transfer significant insurance risk.

- o Recognition of insurance acquisition cash flows relating to expected contract renewals, including transition provisions and guidance for insurance acquisition cash flows recognized in a business acquired in a business combination.
- o Clarification of the application of PFRS 17 in interim financial statements allowing an accounting policy choice at a reporting entity level.
- o Clarification of the application of contractual service margin attributable to investment-return service and investment-related service, and changes to the corresponding disclosure requirements.
- o Extension of the risk mitigation option to include reinsurance contracts held and non-financial derivatives.
- o Amendments to require an entity that at initial recognition recognizes losses on onerous insurance contracts issued to also recognize a gain on reinsurance contracts held.
- o Simplified presentation of insurance contracts in the statement of financial position so that entities would present insurance contract assets and liabilities in the statement of financial position determined using portfolios of insurance contracts rather than groups of insurance contracts.
- o Additional transition relief for business combinations and additional transition relief for the date of application of the risk mitigation option and the use of the fair value transition approach.
- o Several small amendments regarding minor application issues.
- Amendments to PAS 21, Lack of Exchangeability – The amendments applies when one currency cannot be exchanged into another. This may occur, for example, because of government-imposed controls on capital imports and exports, or a limitation on the volume of foreign currency transactions that can be undertaken at an official exchange rate. The amendments clarify when a currency is considered exchangeable into another currency and how an entity estimates a spot rate for currencies that lack exchangeability. The amendments introduce new disclosures to help financial statement users assess the impact of using an estimated exchange rate.

Effective for annual periods beginning on or after January 1, 2026:

- Amendments to PFRS 9 and PFRS 7, Amendments to the Classification and Measurement of Financial Instruments – Clarifies that financial assets and financial liabilities are recognized and derecognized at the settlement date, except for regular way purchases or sales of financial assets and financial liabilities meeting conditions for a new exception. The new exception permits companies to elect to derecognize certain financial liabilities settled via electronic payment systems earlier than the settlement date.

They also provide guidelines to assess contractual cash flow characteristics of financial assets, which apply to all contingent cash flows, including those arising from environmental, social, and governance (ESG)-linked features.

Additionally, these amendments introduce new disclosure requirements and update others.

Effective for annual periods beginning on or after January 1, 2027:

- PFRS 18 replaces PAS 1, *Presentation and Disclosure in Financial Statements* – The changes, which mostly affect the income statement, include the requirement to classify income and expenses into three new categories – operating, investing and financing – and present subtotals for operating profit or loss and profit or loss before financing and income taxes.

Further, operating expenses are presented directly on the face of the income statement – classified either by nature (e.g., employee compensation), by function (e.g., cost of sales), or using a mixed presentation. Expenses presented by function require more detailed disclosures about their nature.

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements* and PAS 28, *Investments in Associates and Joint Ventures*, *Sale or Contribution of Assets Between an Investor and its Associate or Joint Venture* – The amendments address a current conflict between the two standards and clarify that a gain or loss should be recognized fully when the transaction involves a business, and partially if it involves assets that do not constitute a business. The effective date of the amendments, initially set for annual periods beginning on or after January 1, 2016, was deferred indefinitely in December 2015, but earlier application is still permitted.

Under prevailing circumstances, the adoption of the foregoing new and amended PFRS is not expected to have any material effect on the financial statements of PNCC.

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the accompanying financial statements in conformity with PFRS requires Management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Future events may occur that will cause the assumptions used in arriving at the estimates to change. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of relevant facts and circumstances as of the date of the financial statements. Actual results could differ from such estimates.

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. Revisions are recognized in the period in which the judgments and estimates are revised and in any future period affected.

Judgments

In the process of applying the PNCC's accounting policies, Management has made the following judgments, apart from those involving estimations, which affect the amounts recognized in the financial statements:

Operating Lease Commitments – The Corporation as a Lessor/Lessee. PNCC has entered into various lease agreements either as a lessor or a lessee. PNCC has determined that it retains all the significant risks and rewards of ownership of the property leased out on operating leases, while the significant risks and rewards for property leased from third parties are retained by the lessors.

Lease income recognized in profit or loss amounted to P290.515 and P199.446 million in 2024 and 2023, respectively (Note 27.2).

Rent expenses recognized in profit or loss amounted to nil in 2024 and 2023, respectively.

Contingencies. PNCC is currently involved in various pending claims and lawsuits that could be decided in favor of or against PNCC. PNCC's estimate of the probable costs for the resolution of these pending claims and lawsuits has been developed in consultation with in-house as well as the Office of the Government Corporate Counsel (OGCC) handling the prosecution and defense of these matters and is based on an analysis of potential results. PNCC currently does not believe that these pending claims and lawsuits will have a material adverse effect on its financial position and financial performance. It is possible, however, that future financial performance could be materially affected by the changes in the estimates or the effectiveness of strategies relating to these proceedings. No accruals were made in relation to these proceedings (Note 37).

Estimates

The key assumptions concerning the future and other key sources of estimation uncertainty at reporting dates that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed as follows:

Estimating allowance for impairment losses on loans and receivables

PNCC maintains an allowance for impairment losses at a level considered adequate to provide for potential uncollectible receivables. The level of this allowance is evaluated by Management based on factors that affect the collectability of the accounts. These factors include, but are not limited to, the customer's and lessee's payment behavior and known market factors. PNCC reviews the age and status of receivables and identifies accounts that are to be provided with allowances on a continuous basis. PNCC provides a full allowance for receivables that it deems uncollectible.

The amount and timing of recorded expenses for any period would differ if the PNCC made different judgments or utilized different estimates. An increase in the allowance for impairment losses on receivables would increase recorded operating expenses and decrease current assets.

6. CASH

This account consists of:

	2024	2023
Cash in bank – local currency	128,579,489	104,950,346
Cash with collecting/disbursing officer	315,000	335,000
	128,894,489	105,285,346

Cash in bank – local currency earns interest at the prevailing bank deposit rates. Interest earned on cash in banks amounted to P34,043 and P16,900 in 2024 and 2023, respectively.

7. OTHER INVESTMENTS-CURRENT

This account consists of money placements in Land Bank of the Philippines and Development Bank of the Philippines in the amount of P2.914 billion and P2.394 billion in 2024 and 2023, respectively, with varying periods of 107 days or more depending on the immediate cash requirements of the PNCC and earn interest at the prevailing short-term investment rates ranging from 6.00 per cent to 6.20 per cent.

Interest earned on these investments amounted to P133.202 and P87.910 million in 2024 and 2023, respectively (Note 27.3).

8. RECEIVABLES

This account consists of the following:

	2024	2023 (As restated)
Current:		
Loans and receivables	257,273,491	301,146,250
Lease receivables	257,385,891	105,999,907
Inter-agency receivables	150,700,082	150,955,610
Other receivables	169,817,300	161,463,851
	835,176,764	719,565,618
Allowance for impairment losses	(194,713,837)	(194,713,837)
	640,462,927	524,851,781
Non-Current:		
Accounts receivables	50,879,182	50,879,182
Receivables from former officers and employees	52,433,459	52,433,459
	103,312,641	103,312,641
Allowance for impairment losses	(4,820,951)	(4,820,951)
	98,491,690	98,491,690

Allowance for impairment losses is provided for receivables as follows:

	2024	2023
Loans and other receivables	117,472,088	117,472,088
Lease receivables	54,828,519	54,828,519
Other receivables	22,413,230	22,413,230
	194,713,837	194,713,837

8.1 *Loans and receivables account* consists of the following:

	2024	2023 (As restated)
Accounts receivable	195,857,933	222,243,991
Interest receivable	32,470,035	24,374,070
Receivables from Joint Ventures	28,875,523	54,525,389
Contributions and premiums receivable	70,000	2,800
	257,273,491	301,146,250

Accounts receivable under the Loans and receivables account consist mainly of:

- Billed receivable and contract retention receivable from the Philippine Merchant Marine Academy (PMMA) totaling P78.178 million, wherein a resolution in favor of the PNCC was rendered by the Department of Justice on August 2, 2006, ordering PMMA to pay the principal amount plus six per cent interest per annum from the date of first demand on June 24, 2004. The Office of the Government Corporate Counsel (OGCC) was requested to file a Petition for a money claim with the Commission on Audit (COA) on behalf of the PNCC. On November 7, 2018, the Petition was filed with the COA. The COA has already directed the PMMA to file its Answer to PNCC's Petition. PMMA filed its Answer dated February 4, 2019. Considering that said Answer was filed late, OGCC filed a Motion to Strike Out the Answer and prayed that the case be considered submitted for decision.

On March 16, 2021, PNCC received Decision No. 2021-032 dated February 11, 2021, from the COA Commission Proper denying the Petition for Money Claim against PMMA. PNCC filed a Motion for Reconsideration (MR) of the said Decision on April 15, 2021.

On March 19, 2024, PNCC received COA Decision No. 2023-259 dated July 27, 2023, granting PNCC's MR.

On April 24, 2024, PNCC, through its statutory counsel, the Office of the Government Corporate Counsel (OGCC), received a copy of the 17 April 2024 MR filed by PMMA. Accordingly, PNCC filed a Comment/Opposition to PMMA's MR dated May 13, 2024. COA has yet to rule on PMMA's MR of the COA Resolution No. 2023-259 dated July 27, 2023.

- Receivable from the Department of Transportation for the Light Rail Transit Project in 1985, amounting to P39.897 million, net of advances and collections. This is also provided with a 100 per cent allowance for impairment.

- Equipment rental of Uy-Pajara Joint Venture amounting to P25.098 million, of which is already provided with a 100 per cent allowance for impairment.
- Billed and Claim receivable from Philippine National Bank (PNB) for escalation claims and time extension/overhead rate for PNB Building Project amounting to P11.129 million, of which is already provided with a 100 per cent allowance for impairment.

8.2 Breakdown of the Inter-agency receivables account:

	2024	2023
Due from National Government Agencies (NGAs)	150,000,000	150,000,000
Due from subsidiaries/associates/affiliates	700,082	955,610
	150,700,082	150,955,610

Due from NGAs consists of remittances to the Bureau of the Treasury (BTr) of P150 million (P50 million in 2008 and P100 million in 2010) originally intended for application against the unpaid concession fee, but was confirmed by BTr to have been applied against outstanding NG advances to the PNCC. The account was initially recorded as Advances to BTr pending clarification on the application of payment considering that no liability to BTr is recorded in the books of the PNCC (Notes 20 and 26).

Due from subsidiaries/associates/affiliates totaling P0.700 million and P0.956 million for December 31, 2024 and 2023, respectively, represents various accommodations to the PNCC's subsidiaries.

8.3 Breakdown of the Other receivables account:

	2024	2023 (as restated)
Due from officers and employees	161,669	236,012
Other receivables	169,655,631	161,227,839
	169,817,300	161,463,851

Due from officers and employees consist of receivables from resigned Executive Assistants of the Directors due to excess professional fees paid by PNCC amounting to P62,828; under-withholding of taxes from compensation of officers and employees amounting to P48,486; receivable from retired or separated employees amounting to P30,324; other receivables from officers amounting to P10,423 and unliquidated cash advances of officers and employees amounting to P9,608.

Other receivables account consists of the following:

- Receivable from persons liable per various Notice of Finality of Decisions and COA Order of Execution totaling P142.851 million.
- Advances to contractors and subcontractors amounting to P21.667 million.

- Supersedeas/cash bonds re: various National Labor Relations Commission cases filed by present and former employees of the PNCC totaling P5.138 million which consist mostly of claims for non-payment of benefits, such as mid-year bonus, exit bonus, and other benefits.

8.4 Non-Current accounts receivable

This account pertains to operating access fees due from oil companies totaling P50.879 million, of which P46.728 million was referred to PNCC's Legal Department for appropriate action, while the remaining P4.151 million is receivable from locators with a 100 per cent allowance. One of the oil companies informed the PNCC that the funds for payment of the royalty fees are in escrow because of the Writ of Garnishment issued in 2005, prohibiting it from making any payments to the PNCC. Payments will accordingly be made once the garnishment is lifted.

Except for the garnished receivables for access fees due from oil companies, no other receivables were used as collateral to secure obligations.

8.5 Non-Current receivables from former officers and employees

The amount of P52.433 million consists of the following:

- P39.520 million represents cash advances for franchise extension granted to a former officer of PNCC, which remained unliquidated and was referred by PNCC to the Office of the Government Corporate Counsel (OGCC) for legal action. Due to the failure to liquidate despite written demands, on March 12, 2014, a joint complaint was filed by the former Commission on Audit – PNCC Audit Team Leader and Supervising Auditor against the said former officer before the Office of the Ombudsman in compliance with COA Circular No. 2012-004 dated November 28, 2012. The trial of the case was conducted in 2019 before the 3rd Division of the Sandiganbayan.

The Sandiganbayan has already rendered a Decision finding the former officer of PNCC guilty of the offense charged. The former officer filed an MR, which was denied by the Sandiganbayan. Subsequently, the former officer filed an appeal at the Supreme Court.

- Cash advances granted to the former officers and employees of the PNCC in the amount of P10.853 million; former directors' car plan equity balance of P0.560 million; and disallowed gratuity benefits granted to the Contract of Service Lawyer amounting to P1.500 million.

9. INVENTORIES

This account consists of the following:

	2024	2023
Office Supplies	713,014	808,700
Fuel, oil, and lubricants	555,776	802,465
Medical, dental, and laboratory supplies	429,138	493,880
Other materials and supplies	4,745,886	4,830,375
	6,443,814	6,935,420
Allow. for impairment losses-Other materials & supplies	(3,999,962)	(3,999,962)
	2,443,852	2,935,458

Other materials and supplies account consists mostly of common supplies and hardware materials.

Inventories recognized as expenses amounted to P5.053 million and P3.372 million in 2024 and 2023, respectively.

10. OTHER CURRENT ASSETS

This account consists of the following:

	2024	2023
Withholding tax at source	57,074,801	46,973,602
Prepaid registration	823,209	953,429
Prepaid insurance	547,462	506,357
Creditable input tax	74,572	74,572
Other prepayments	35,906	35,906
	58,555,950	48,543,866

11. FINANCIAL ASSETS

This account comprises solely of investments classified as financial assets at fair value through other comprehensive income. These financial assets consist of investments of the PNCC in membership shares of club organizations and other securities, as follows:

	2024	2023
Manila Electric Company	476,970	476,970
Puerto Azul Beach and Country Club	100,000	100,000
Architecture Centre, Inc.	3,500	3,500
	580,470	580,470
Market Adjustment	216,500	191,500
	796,970	771,970

12. INVESTMENTS IN SUBSIDIARIES

This account consists of the following investment in subsidiaries over which the PNCC exercises control over the financial and operating policy decisions of the investee.

	% of Ownership	2024	2023
Under dissolution			
DISC Contractors, Builders and General Services Inc.	99.38	96,413,530	96,413,530
Alabang-Sto. Tomas Development, Inc.	51.00	61,200,000	61,200,000
Tierra Factors Corporation	100.00	51,635,109	51,635,109
CDCP Farms Corporation	100.00	15,120,200	15,120,200
Traffic Control Products Corporation	100.00	700,000	700,000
PNCC Skyway Corporation	100.00	125,050	125,050
		225,193,889	225,193,889
Allowance for impairment losses		(163,993,889)	(163,993,889)
		61,200,000	61,200,000

The GCG, in its memorandum for the President of the Republic of the Philippines dated June 24, 2013, recommended the abolition of the five subsidiaries of PNCC, namely: Alabang-Sto. Tomas Development, Inc. (ASDI); DISC Contractors, Builders and General Services Inc. (DCBGS); Traffic Control Products Corporation (TCPC); CDCP-Farms Corporation (CDCP-FC); and Tierra Factors Corporation (TFC).

Through a Memorandum from the Executive Secretary dated August 7, 2014, the GCG was informed that its recommendation to abolish the PNCC subsidiaries had been approved by His Excellency, the President of the Republic of the Philippines, subject to pertinent laws, rules, and regulations.

- On October 16, 2012, ASDI's corporate life was shortened up to December 31, 2012, pursuant to Board Resolution (BR) No. BD-04-2014. On August 7, 2014, this Board resolution was revoked. Investment in ASDI was originally 255,000 common shares with a par value of P1,000 per share, representing equity ownership of the PNCC at 51 per cent, with the remaining 49 per cent owned by the National Development Company. On December 9, 2015, ASDI liquidated 127,500 common shares of PNCC as part of its dissolution process, paying PNCC P127.500 million. On December 15, 2016, the PNCC received P66.3 million as an additional partial liquidation of its investment in shares of ASDI. ASDI has a pending collection balance of P4.200 million from the Department of Public Works and Highways (DPWH).
- On September 26, 2013, the abolition/dissolution of TCPC was approved per BR No. BD-006-2013. The conveyance of TCPC assets to PNCC has already been completed. Part of these assets have already been disposed of through public bidding. The remaining undisposed assets are now being classified according to commodity classification for appraisal and for purposes of a higher return upon sale.
- On September 30, 2015, DCBGS was closed pursuant to the DCBGS Shareholders' Resolution dated August 7, 2015. On October 1, 2015, PNCC absorbed DCBGS

functions. On January 18, 2016, the Board of Directors (BOD) of DCBGSi approved the shortening of its corporate life to January 31, 2016. On September 27, 2019, the Executive Secretary issued a Memorandum temporarily designating the five members of the BOD of PNCC as members of the DCBGSi Board to perform activities necessary to carry out the winding down of operations, disposition of assets, settlement of liabilities, and closing of books of accounts of DCBGSi.

- On September 30, 2015, a Special Stockholders' Meetings of TFC and CDCP-FC were held to dissolve these subsidiaries. Management is still awaiting the appointment of Directors for both companies to call for a Board Meeting to put into effect the closure of the two companies. A letter dated March 10, 2016, has been sent to the GCG regarding this matter. On September 17, 2019, Management sent another letter to GCG, explaining the necessity to designate members of the BOD of its three subsidiaries, namely: ASDI, DCBGSi, and CDCP-FC.
- Except for the PNCC's investment in ASDI, a 100 per cent impairment loss is provided for investments in inactive and non-operating subsidiaries and affiliates, as well as investments in the remaining active wholly-owned subsidiary, due to their incurrence of losses resulting in accumulated deficit.
- Pursuant to the provision of the Supplemental Toll Operations Agreement entered into on July 18, 2007, by and among the Republic of the Philippines through the Toll Regulatory Board, the PNCC, and the Citra Metro Manila Tollways Corporation, a new Operation and Maintenance Corporation (OMCO) has been nominated to replace the PNCC Skyway Corporation (PSC). Thus, PSC ceased to operate and maintain the South Metro Manila Skyway (SMMS) after a successful and seamless turnover of the O&M responsibilities for the SMMS from PSC to a new corporation known as Skyway Operation and Maintenance Corporation (SOMCO) effective December 31, 2007, at 10:00 p.m. A wind-up Board already governs PSC effective April 1, 2008, up to the official closure upon approval of the Securities and Exchange Commission on its request for the shortening of the life.

13. INVESTMENTS IN JOINT VENTURE

This account consists of investments of PNCC in Joint Venture (JV) Companies, which implement the financing, design, and construction of toll road projects. The investments represent the free-carry 10 per cent equity shares of PNCC to the JV Companies, as follows:

	2024	2023
SMC Skyway Corporation	1,240,000,000	1,240,000,000
SMC Skyway Stage 3 Corporation	240,816,700	240,816,700
South Luzon Toll Road – 5 Expressway, Inc.	5,000,000	5,000,000
	1,485,816,700	1,485,816,700

- On the following dates, Citra Central Expressway Corporation (CCEC) issued ten per cent "free-carry" equity shares (P100 par value) as the PNCC's share in the JV Company as follows: June 30, 2014 – 125,000 shares; September 15, 2014 – 275,000

shares; December 1, 2016 – 5,800,000 shares; and October 10, 2019 – 6,200,000 shares.

- On the following dates, Citra Intercity Tollways, Inc. (CITI) issued ten per cent “free-carry” equity shares (P100 par value) as the PNCC’s share in the JV Company as follows: March 9, 2016 – 400,000 shares and December 1, 2016 – 2,008,167 shares.
- On May 23, 2019, South Luzon Toll Road – 5 Expressway, Inc. (SLTR-5EI) issued ten per cent “free-carry” equity shares or 50,000 shares (P100 par value) as the PNCC’s share in the JV Company.

14. OTHER INVESTMENTS – NON-CURRENT

This account consists of investments in equity instruments, as follows:

	2024	2023
Investments in Stocks		
Operational		
Laguna Lake Development Authority (net of subscriptions payable of P258,642)	181,158	181,158
Non-Operational		
Manila Land Corporation	10,000,000	10,000,000
Managerial Resources Corporation	1,525,922	1,525,922
San Ramon Ranch	1,100,000	1,100,000
San Roque Ranch	550,000	550,000
Land Management Corporation	11,000	11,000
	13,368,080	13,368,080
Allowance for impairment losses	(13,186,922)	(13,186,922)
	181,158	181,158
Other Investments		
CDCP Employees Savings and Loan Association	2,094,725	2,094,725
Others	286,600	286,600
	2,381,325	2,381,325
Allowance for impairment losses	(286,600)	(286,600)
	2,094,725	2,094,725
	2,275,883	2,275,883

15. INVESTMENT PROPERTY

Investment property includes land and buildings that are held to earn rentals under operating leases and are held for capital appreciation. The carrying amounts recognized in the Statements of Financial Position reflect the average fair values based on an appraisal conducted by two independent appraisers every other year; the most recent is 2023.

Details of the account are as follows:

	Land	Buildings and Improvements	Total
At December 31, 2023 (As restated)			
Cost	77,400,201	5,321,007	82,721,208
Accumulated Depreciation	0	(3,856,387)	(3,856,387)
	77,400,201	1,464,620	78,864,821
Appraisal increase	54,117,727,799	320,345,380	54,438,073,179
	54,195,128,000	321,810,000	54,516,938,000

At December 31, 2024			
Cost	77,400,201	1,464,620	78,864,821
Depreciation this year	0	(161,242)	(161,242)
Closing Net Book Value	77,400,201	1,303,378	78,703,579
Fair Value Adjustment, at the end of the year	54,117,727,799	320,345,380	54,438,073,179
Balance at the end of the year	54,195,128,000	321,648,758	54,516,776,758

At December 31, 2024			
Cost	77,400,201	5,321,007	82,721,208
Accumulated Depreciation	0	(4,017,629)	(4,017,629)
Closing Net Book Value	77,400,201	1,303,378	78,703,579
Appraisal Increase	54,117,727,799	320,345,380	54,438,073,179
Balance at the end of the year	54,195,128,000	321,648,758	54,516,776,758

Financial Center Area (FCA) in Pasay City

15.1 In 1973, a contract was entered into by and between the PNCC and the Republic of the Philippines (RP), represented by the then Department of Public Highways (now DPWH), for the construction of the Manila-Cavite Coastal Road and the reclamation of some portions of the foreshore and offshore lands along Manila Bay, otherwise known as the Manila-Cavite Coastal Road Project, at the Corporation's expense.

As compensation for the work accomplishments, the PNCC obtained the 129,548 sq.m. of land, known as Lot 6, from the National Government for P64.600 million, covered by Certificate of Pledge No. 2 (P38.5 million) and Certificate of Pledge No. 3 (P26.100 million).

Administrative Order (AO) No. 397, which was signed and approved by then President Fidel V. Ramos on May 31, 1998, mandated that Lot 6 be titled in the name of PNCC.

Although the title to the property is still in the name of RP as of the report date, the Office of the Government Corporate Counsel (OGCC) issued an opinion on April 21, 2001, that the PNCC can sell, dispose, or assign its real rights, interests, and participation over the property, which real right or interest over Lot 6 is evidenced by the aforesaid Certificates of Pledge.

On August 2, 2013, the OGCC issued another opinion that the PNCC may not sell or transfer its ownership of the FCA to a private corporation but may only lease it for a period not exceeding 25 years, renewable for not more than 25 years, and not to exceed 1,000 hectares in area. The PNCC may only sell it to Filipino citizens subject to the 12-hectare Constitutional limitation. Under these circumstances, the PNCC can either: (1) secure a presidential proclamation officially declaring that the FCA is no longer needed for public use; or (2) dispose of it, consistent with the constitutional restriction, to a qualified Filipino citizen, but only to the extent of 12 hectares.

Independent firms of appraisers engaged by PNCC to determine the fair value of the property reported a P6.630 billion appraised value in 2009, P7.462 billion in 2010, P7.434 billion in 2011, P9.720 billion in 2013, P9.987 billion in 2015, P13.927 billion in 2017, P32.452 billion in 2019, P35.690 billion in 2021 and P51.804 billion in 2023.

The subject property has been leased out and has been generating lease revenue since 2005. Lease income earned, net of VAT, amounted to P290.515 million and P199.446 million in 2024 and 2023, respectively (Note 27.2).

However, in a Regular Board meeting on April 17, 2018, the PNCC BOD approved BR No. BD 069-2018 which resolved not to extend the lease contracts of various leases effective May 31, 2018, in view of the planned development of the subject property.

On October 10, 2019, PNCC entered into a long-term Lease Contract with the Pacific Concrete Products, Inc. for the lease and development of the three-hectare portion of the property. As to the remaining 9.9 hectares, the Terms of Reference for the public bidding of its lease and development have already been finalized by the Management and approved by the PNCC's BOD. The same was submitted to the Office of the President of the Philippines for its final review and approval.

On August 1, 2023, the PNCC took over the lease and maintenance of the FCA Seaside Dampa Market and Restaurant.

- 15.2 The following real estate properties (held for currently undetermined future use or held for capital appreciation) also comprise the Investment Property account:

Location	Area (in sq.m.)	Cost	Appraisal Increase/ Decrease	Fair Value
Dasmariñas, Cavite	75,000	625,800	1,124,374,200	1,125,000,000
Santa Ines, Pampanga	110,465	6,627,900	383,352,100	389,980,000
Casinglot, Misamis Oriental	60,620	1,077,484	248,397,516	249,475,000
Rizal, Tagaytay	98,207	1,367,339	154,947,661	156,315,000
Sta. Rita, Bulacan	20,000	1,579,950	157,980,050	159,560,000
Antipolo, Rizal	14,770	1,185,531	142,021,969	143,207,500
Porac, Pampanga	116,591	145,737	77,491,763	77,637,500

Location	Area (in sq.m.)	Cost	Appraisal Increase/ Decrease	Fair Value
Bocaue, Bulacan	9,926	162,678	43,537,322	43,700,000
Sapang Maisac, Pampanga	27,905	32,027	46,032,973	46,065,000
	533,484	12,804,446	2,378,135,554	2,390,940,000

In 2011, the Land Bank of the Philippines, engaged by PNCC to conduct an inspection and appraisal of its properties situated in different areas in the Philippines, disclosed that the property located in Dasmariñas, Cavite with a total area of 75,000 sq.m. is not titled and registered under the name of the PNCC.

The Dasmariñas property is located within the First Cavite Industrial Estate (FCIE), a joint venture project of the National Development Company (NDC), Marubeni Corporation, and Japan International Development Organization (JAIDO). The 75,000-sq.m. lot was excluded from the Contract of Sale executed between the PNCC and NDC on April 7, 1983, which covers the sale of the PNCC's several parcels of property to NDC. On April 10, 1992, the Committee on Privatization approved the sale of the property to NDC at a price not lower than P150/sq.m. The Asset Privatization Trust, however, suggested that the price should instead be P180/sq.m. The sale was not consummated due to the disagreement in the price to be used. Thereafter, the property was developed by NDC, absent any contract of sale yet.

The Dasmariñas property is supported by Transfer Certificate of Title (TCT) No. T-98739, which was cancelled after the sale in April 1983. The PNCC was not able to acquire a new TCT under its name for the remaining lots but is conducting further negotiations with NDC for compensation on the property.

As discussed in Note 20, the PNCC, in its Motion for Reconsideration (MR) dated March 13, 2014, prayed that the Department of Justice (DOJ) order NDC to pay the PNCC the value of the 75,000 sq.m. of Dasmariñas property which was excluded in the Contract of Sale but developed and sold by NDC to locators of the FCIE, plus legal interest thereon from the time of demand up to the actual date of payment.

The DOJ issued an Order dated January 22, 2015, denying the MR filed by the PNCC. On June 26, 2015, the PNCC appealed the decision of the DOJ to the Office of the President (OP) of the Republic of the Philippines.

On May 19, 2022, the OP of the Republic of the Philippines made an unfavorable decision to the PNCC. The PNCC filed an MR on July 22, 2022 and a Supplemental MR on February 16, 2023.

PNCC is currently waiting for the resolution/action of the OP of the Republic of the Philippines on its MR.

- 15.3 Investment property is measured using the fair value model. The rental income pertaining to the investment property for CYs 2024 and 2023 amounted to P290.515 million and P199.446 million, respectively. The gain through a change in the fair value of investment property recognized in profit or loss amounted to P16.978 billion and P3.302 billion in 2023 and 2021, respectively.

15.4 The direct operating expenses incurred by the PNCC from rental income-generating and non-rental income-generating investment property amounted to P12.962 million and P6.583 million, for 2024 and 2023, respectively. These direct operating expenses consist of realty property taxes, security services, salary of caretakers, and business permits.

16. PROPERTY AND EQUIPMENT

This account includes the following:

	Land & Land Improvements	Buildings & Improvements	Construction Equipment	Transportation Equipment	Others	Total
At December 31, 2023						
Cost	10,115,936	36,800,884	9,563,567	30,426,780	9,466,173	96,373,340
Accumulated	(2,350,875)	(36,800,789)	(8,584,298)	(27,180,622)	(9,353,755)	(84,270,339)
Net book value	7,765,061	95	979,269	3,246,158	112,418	12,103,001
Revaluation Increment	2,282,419,058	90,571,222	330,000	0	209,000	2,373,529,280
Accumulated	(21,271,590)	(75,754,740)	(329,999)	0	(208,997)	(97,565,326)
Net book value	2,261,147,468	14,816,482	1	0	3	2,275,963,954
	2,268,912,529	14,816,577	979,270	3,246,158	112,421	2,288,066,955
At December 31, 2024						
Cost						
Opening net book value	7,765,061	95	979,269	3,246,158	112,418	12,103,001
Additions	0	0	0	16,626,665	336,607	16,963,272
Disposal/Write-off	0	0	(1)	(5)	0	(6)
Depreciation for the year	0	0	0	(1,859,357)	(176,463)	(2,035,820)
Closing net book value	7,765,061	95	979,268	18,013,461	272,562	27,030,447
Revaluation						
Opening net book value	2,261,147,468	14,816,482	1	0	3	2,275,963,954
Depreciation for the year	0	(1,829,420)	0	0	0	(1,829,420)
Closing net book value	2,261,147,468	12,987,062	1	0	3	2,274,134,534
At December 31, 2024						
Cost	10,115,936	36,800,884	9,563,566	47,053,440	9,802,780	113,336,606
Accumulated	(2,350,875)	(36,800,789)	(8,584,298)	(29,039,979)	(9,530,218)	(86,306,159)
Net book value	7,765,061	95	979,268	18,013,461	272,562	27,030,447
Revaluation Increment	2,282,419,058	90,571,222	330,000	0	209,000	2,373,529,280
Accumulated	(21,271,590)	(77,584,160)	(329,999)	0	(208,997)	(99,394,746)
Net book value	2,261,147,468	12,987,062	1	0	3	2,274,134,534
	2,268,912,529	12,987,157	979,269	18,013,461	272,565	2,301,164,981

16.1 Revaluation

The PNCC engaged the services of the following independent and recognized appraisal companies for the appraisal of some of its designated properties, structures, buildings, fences, and street lighting:

Year	Revaluation Increase (Decrease) (in thousand pesos)	Appraisal Corporation
1997	69.71	General Appraisal Co., Inc.
2003	1,620.00	Various
2004	0.05	Various
2006	(235.56)	Various
2010	146.208	Various
2011	(16.523)	Land Bank of the Philippines
2013	17.591	Cuervo Appraisers, Inc. and CAL-FIL Appraisal & Management, Inc.
2015	456.941	CAL-FIL Appraisal & Management, Inc., Asset Consult, Top Consult & Royal Asia
2017	109.370	CAL-FIL Appraisal & Management, Inc. and Top Consult
2019	602.167	CAL-FIL Appraisal & Management, Inc. and Asian Appraisal Co., Inc.
2021	689.667	CAL-FIL Appraisal & Management, Inc. and Vitale Valuation, Inc.
2023	96.290	CAL-FIL Appraisal & Crown Property Appraisal Corporation

16.2 Others

The PNCC also owns some 278,477 sq.m. of property, with a total value of P174.127 million, located in different areas of the country which are not yet recorded in the books, as the same are still registered in the name of previous owners. PNCC is working on the transfer of title to its name.

17. INTANGIBLE ASSET

Intangible asset pertains to computer software licenses recognized based on acquisition cost and any related costs in bringing up the software to use, which will be amortized over the expected useful life of five years. The costs associated with maintaining the said software are recognized as expenses when incurred.

The carrying amount of PNCC's intangible asset is as follows:

	2024	2023
Balance at the beginning of the year	0	0
Additions	357,143	0
Adjustment	0	0
Disposal/Write-off	0	0
Balance at the end of the year	357,143	0

18. OTHER NON-CURRENT ASSETS

This account consists of the following:

	2024	2023
Guaranty deposits	71,072,000	71,072,000
Restricted cash	16,262,236	16,244,741
Other deposits	828,226	825,728
Other assets, net of allowance for impairment losses	111,909	127,444
	88,274,371	88,269,913
Assets for write-off	9,615,422,219	9,615,422,219
Allowance for losses	(9,615,422,219)	(9,615,422,219)
	0	0
Other assets	653,955,592	651,751,463
Allowance for impairment losses	(653,955,592)	(651,751,463)
	0	0
Deferred charges	6,802,733	6,802,733
Allowance for impairment losses	(6,802,733)	(6,802,733)
	0	0
	88,274,371	88,269,913

18.1 Guaranty deposits

This account pertains to the guarantee/collateral for the Investors Assurance Corporation (IAC) Bond No. G (16) 0015764 in favor of IAC amounting to P71.072 million. This is also in connection with the Ernesto N. Valentin, et al. vs. PNCC case. On November 14, 2016, the Supreme Court rendered in PNCC's favor, denying with finality the North Luzon Tollways (NLT) Employees' Motion for Reconsideration. With such a denial, the dismissal of NLT Employees' complaints for various money claims against PNCC is now final and executory. On February 7, 2018, PNCC filed a Motion to Release Bond and declared the case closed and terminated with the Labor Arbiter. On August 22, 2019, the Labor Arbiter partially granted the release of cash collateral, excluding the amount allegedly released by IAC in the total amount of P37.107 million. OGCC appealed the Order with the National Labor Relations Commission (NLRC) on the ground that there is insufficient proof that IAC released the said amount to the complainants. The appeal, however, was dismissed. OGCC filed an MR on the said dismissal. PNCC likewise filed an Administrative Complaint against the Labor Arbiter with the NLRC. Awaiting the decision of the NLRC on the MR and the administrative case filed against the Labor Arbiter.

Considering that IAC is under conservatorship, PNCC likewise filed an administrative complaint against IAC with the Insurance Commission (IC) for its failure to release the bond despite the finality of the dismissal of the case, with a request for IC to segregate from the funds of IAC the cash collateral of PNCC in the amount of P71.072 million. PNCC requested IC to investigate, with the help of the National Bureau of Investigation (NBI), the alleged release of P37.107 million by IAC to the complainants.

The IC has not acted on PNCC's request to seek the help of the NBI to investigate the alleged release of P37.107 million. In a letter dated December 1, 2020, PNCC and OGCC jointly requested NBI to conduct a thorough investigation of the alleged release by IAC of the amount of P37.107 million to the complainants. The NBI is already investigating the matter.

The NLRC issued a Resolution dated February 28, 2020, denying PNCC's Motion for Reconsideration. PNCC filed a Petition for Certiorari before the Court of Appeals (CA). On November 19, 2024, PNCC received a Notice of Decision issued by the Court of Appeals granting the PNCC's Petition for Certiorari, and the case was remanded to the NLRC for it to resolve the petition (legality of the August 22, 2019, LA Order). The IAC filed a Motion for Reconsideration dated November 28, 2024, and accordingly, PNCC filed its Comment/Opposition on IAC's Motion for Reconsideration. The CA has yet to rule on the MR.

As to PNCC's administrative complaint against IAC before the IC, the same is still pending before the commission.

On May 9, 2024, PNCC filed with the NBI a Complaint-Affidavit. The NBI is currently conducting an investigation into the matter.

18.2 Restricted cash

The restricted cash of P16.262 million held in custody by the PNCC's depository banks was the remainder of the P100.327 million used as collateral for the issuance of the appeal bond in the case entitled Ernesto N. Valentin, et al. vs. PNCC. On November 14, 2016, the Supreme Court rendered in PNCC's favor, denying with finality the North Luzon Tollways (NLT) Employees' MR. With such denial, the dismissal of NLT Employees' complaints for various money claims against PNCC is now final and executory, hence, the restricted cash was reverted from other assets to the cash account in 2017. On February 7, 2018, the PNCC filed a Motion to Release Bond and declared the case closed and terminated with the Labor Arbiter. On August 22, 2019, the Labor Arbiter issued an Order granting the release of the remaining collateral.

In a letter dated February 10, 2021, PNCC requested the IC, as conservator of Investors Assurance Corporation, to issue clearance as required by both the Land Bank of the Philippines (LBP) and the Development Bank of the Philippines for the release of the P100.327 million collateral.

On April 8, 2021, the IC issued a clearance to release the P90 million collateral held by LBP. Out of the P90 million, only P86.156 million was cleared for release in favor of PNCC, and the remaining P3.844 million was withheld pending resolution of the issues between all concerned parties.

As of December 31, 2024, the balance of this account includes interest aggregating P2.091 million.

18.3 Assets for write-off

This account consists of assets, the existence of which is doubtful and collectability/ realizability is uncertain:

	(in thousand pesos)
Receivables and advances	4,139,136
Property and equipment	2,872,888
Deferred charges	1,755,663
Inventories	511,342
Investment in stocks	179,798
Pre-operating expenses	137,323
Accounts receivable-long term	12,000
Investment in joint ventures	4,563
Guarantee deposits	812
Other deposits	1,897
	9,615,422

The above accounts have already been provided with a 100 per cent allowance for impairment losses.

PNCC, in its letter of June 3, 2014, requested authority from the Commission on Audit (COA) to write off the aforesaid long-outstanding accounts in consonance with COA Circular No. 97-001 dated February 5, 1997.

On June 6, 2017, COA informed PNCC that the aforementioned request had been returned pending the submission of additional documents to facilitate the processing thereof. The PNCC will resubmit the request for authority from COA to write off the accounts as soon as additional documentation is complete.

18.4 Other assets

These accounts, which pertain to the following items and have already been provided with a 100 per cent allowance for impairment losses:

	2024	2023
Accounts receivable- subsidiaries and affiliates	202,851,867	202,851,867
Other accounts receivable	177,104,446	174,900,317
Billed contract receivables	90,522,501	90,522,501
Advances to joint venture, net	74,021,620	74,021,620
Accounts receivable-trade	54,828,519	54,828,519
Claims receivable	24,406,064	24,406,064
Advances to subcontractors	17,169,107	17,169,107
Deferred charges	6,802,733	6,802,733
Contract retention receivable	2,380,025	2,380,025
Advances to suppliers	2,190,126	2,190,126
Advances to contract owners	636,431	636,431
Other assets-dormant account	636,088	636,088
Unbilled contract receivable	234,456	234,456
Accounts receivable-officers & employees	171,609	171,609
	653,955,592	651,751,463

PNCC will request authority from COA to write off the accounts as soon as documentation is complete.

19. FINANCIAL LIABILITIES

This account consists of the following:

	2024	2023
Accrued expenses	16,909,425	15,524,093
Accounts payable	5,817,027	16,909,041
Other accounts payable	472,921	273,394
	23,199,373	32,706,528

19.1 Accrued expenses

Accrued expenses account includes accrual of the mandatory benefits and leave credits of PNCC's employees, unpaid professional fees, and unpaid accounts to suppliers of goods and services that are normally settled within 12 months from the reporting period.

19.2 Accounts payable

Accounts payable are liabilities to suppliers of goods and services and government agencies, as regards the mandatory deductions from the employees' compensation and taxes withheld on income payments to suppliers of goods and services.

20. OTHER FINANCIAL LIABILITIES

This account consists of payables for the following:

	2024	2023
Due to National Government		
Concession fees (Toll Regulatory Board)	7,592,451,800	7,334,449,400
Joint venture companies' revenue/dividends	1,329,017,649	1,329,017,649
Toll revenue (SLEX operation under TOC)	971,550,967	971,550,967
	9,893,020,416	9,635,018,016
Due to GOCC		
Various advances (NDC)	1,203,000,000	1,203,000,000
	11,096,020,416	10,838,018,016

20.1 Concession fees

The concession fees of P7.592 billion (principal amount of P1.06 billion plus penalty charges of P2.322 billion from 2016 to 2024, which is P258 million annually, and P4.21 billion in 2015 and prior years) pertain to PNCC's payable to TRB pursuant to the Toll Operation Agreement (TOA) dated October 1977. PNCC is being charged

with two per cent penalty charges per month on unpaid concession fees which amount to over P250 million annually.

From May 2008 to March 2009, PNCC made initial payments to the Bureau of the Treasury (BTr) totaling P220 million, of which the latter confirmed the application of the P170 million against outstanding concession fees while BTr unilaterally applied the P50 million against an outstanding advance from the National Government (NG).

On July 16, 2010, PNCC remitted to the NG, through BTr, the amount of P200 million to be applied to outstanding concession fees. However, BTr applied only P100 million and the other P100 million against advances from NG.

These payments bring PNCC's total remittances to P495 million from 2006 to the report date.

20.2 Joint Venture Companies' revenue/dividends

As discussed in Note 1, the expiration of PNCC's franchise in 2007 resulted in the NG owning the toll fees and the net income derived from the toll assets and facilities, and also PNCC's percentage share in the toll fees collected by the Joint Venture Companies (JVCs) currently operating the tollways.

In line with the above and pending finalization of the Implementing Rules and Guidelines (IRG) relative to the determination of the net income remittable by the PNCC to the NG, PNCC initially recognized its obligation to the Government in the amount of P1.329 billion (net of the direct remittance of the consigned monies of P337.94 million to the BTr on December 23, 2011).

The aforesaid amounts were computed at 90 per cent of the gross revenue share and dividends received from May 2007 to December 31, 2010. This is in accordance with the interim rules and guidelines issued by TRB in compliance with the decision of the Supreme Court (SC) in the *Francisco Case* (Note 1).

The SC directed TRB, with the assistance of the COA, to prepare and finalize the IRG for the determination of the amounts that the PNCC is entitled to for its administrative expenses.

20.3 Toll revenue (SLEX operation under TOC)

Pursuant to the SC En Banc Decision discussed in Note 1, the PNCC recognized in the books the unremitted share in the toll revenue for the operation of the South Luzon Expressway (SLEX) under the Toll Operation Certificate from May 2007 to April 2010 in the amount of P1.537 billion, based on TRB's computation, which accordingly was arrived at by deducting from gross toll revenue the allowable 40 per cent operations and maintenance (O&M) expenses or actual O&M expenses, whichever is lower.

In December 2016, the PNCC remitted to the NG, through BTr, the amount of P566.300 million as partial payment for the outstanding share in the toll revenue.

20.4 Various advances from the National Development Company (NDC)

This account covers various advances from the NDC totaling P214 million between 1990 to 1999 for foreign and peso accounts for which PNCC issued promissory notes, and interest and penalties thereon of P989 million as of December 31, 2009. The issue covering the various advances from NDC is under arbitration before the OGCC Arbitral Tribunal:

- NDC, Petitioner vs. PNCC, Respondent (OGCC Arbitration Case No. 001-2000)
Based on the submitted pleadings and supporting documents, the following issues appear to be clear:
 - Whether the respondent is liable to pay the petitioner the principal amount of the Promissory Notes plus accrued interest and penalties as provided in the said Notes, and the Documentary Stamp Tax necessary for the execution thereof;
 - Whether the respondent is liable to pay/reimburse the petitioner the amount of the respondent's mortgage loan (including interest thereon) that the petitioner paid in order to release the titles of the properties that the petitioner bought from the respondent; and
 - Whether the petitioner must pay the value of the lot consisting of 7.5 hectares, which the petitioner developed with its Joint Venture partner, even though said lot was specifically excluded in the Contract of Sale.

The Department of Justice (DOJ), in its February 18, 2014, Consolidated Decision, granted NDC's Petition against the PNCC, the dispositive portion of which follows:

"However, the Petition filed by NDC against PNCC is GRANTED. As prayed for, respondent PNCC is ordered: (1) to pay petitioner NDC the principal amount of the Promissory Notes, plus accrued interests and penalties as provided for in the said Notes, and (2) to reimburse petitioner the amount of mortgage loan including interest thereon."

On March 12, 2014, NDC wrote the PNCC claiming payment of the various advances/loans extended to the latter pursuant to the aforesaid Consolidated Decision of the DOJ.

The PNCC, in its letter of March 19, 2014, informed NDC that it cannot yet settle the account as the decision of the DOJ is not final and executory and that it had filed a Motion for Reconsideration (MR) dated March 13, 2014, duly received at the DOJ on March 14, 2014.

In the said MR, the PNCC prayed that the DOJ consider the consolidation as not proper and decide on OGCC ARB Case No. 001-2000 separately:

- Order the dismissal of the instant Petition for lack of merit;

- Order the Petitioner to pay PNCC the amount of P3.85 million representing the unpaid balance on the Dasmariñas property, plus legal interest thereon from the time of demand up to the time of payment; and
- Order the Petitioner to pay the PNCC the value of the 7.5 hectares of Dasmariñas property which was excluded in the Contract of Sale but developed and sold by Petitioner to locators of the FCIE, plus legal interest thereon from the time of demand up to the actual date of payment.

On January 22, 2015, the DOJ denied the PNCC's MR. Thereafter, the PNCC filed a Supplement to the MR on May 28, 2015, which was also denied by the DOJ in its order dated July 13, 2015. On June 26, 2015, the PNCC filed a Notice of Appeal with the Office of the President (OP) of the Republic of the Philippines and filed the corresponding Appeal Memorandum on July 27, 2015.

On May 19, 2022, the OP of the Republic of the Philippines, through the then Executive Secretary Salvador C. Medialdea, affirmed the DOJ Decision dated February 18, 2014, and Resolution dated January 22, 2015. The PNCC filed its MR before the OP of the Republic of the Philippines and Supplemental MR on July 21, 2022 and February 16, 2023, respectively.

The PNCC is still waiting on the resolution/action of the OP of the Republic of the Philippines on the MR.

21. INTER-AGENCY PAYABLES

This account consists of the following:

	2024	2023
Income tax payable	54,932,120	41,802,245
Due to BIR	1,033,042	454,401
Due to SSS	354,710	1,108,505
Due to Pag-IBIG	198,763	308,966
Due to PhilHealth	112,287	248,531
	56,630,922	43,922,648

This account includes income tax payable, taxes withheld from officers and employees, premium payments, and other payables for remittance to SSS, PhilHealth, and Pag-IBIG.

22. TRUST LIABILITIES

This account consists of the following:

	2024	2023
Current	98,223,157	120,345,199
Non-Current	3,789,629	3,789,629
	102,012,786	124,134,28

The current account refers to security deposit paid by Pacific Concrete Products, Inc., for the lease and development of three-hectare portion of Financial Center Area property over 25 years.

The non-current account consists of the performance bond, restoration bond, cash bond, and advances from previous contract owners.

23. DEFERRED CREDITS

Deferred credits account pertains to the recognized Value Added Tax (VAT) on the sale of services of the PNCC. The remaining balance of P46.716 million and P46.425 million in 2024 and 2023, respectively, was the remainder after offsetting the input tax/creditable input tax from purchases against VAT payable from sales of services.

24. SHARE CAPITAL

This account consists of various classes of shares of stock with an authorized par value of P10 per share, details of which are presented below:

Preferred "A"

(8-16 per cent cumulative, non-participating, non-voting)

Authorized- 1,400,000 shares

1,400,000	Shares	Treasury Stocks	14,000,000

Preferred "B"

(8-17 per cent cumulative, non-participating, non-voting)

Authorized- 42,114,879 shares

Issued and outstanding		Republic of the Philippines Through the APT (now PMO) – previously under PNB	
15,000,000	Shares		150,000,000
3,689,500	Shares	Marubeni	36,895,000
18,689,500			186,895,000

Preferred "C"

(14 per cent cumulative, non-participating, non-voting)

Authorized- 6,485,121 shares

Issued and outstanding		Republic of the Philippines Through the APT (now PMO) – previously under NDC	
6,485,121	Shares		64,851,210

Preferred "D"

(8 per cent cumulative, participating, voting)

Authorized- 27,800,000 shares

Issued and outstanding		PMO (previously under PNB)	
25,500,000	Shares		255,000,000

Special common			
(non-voting, no pre-emptive right, participating)			
Authorized-10,000,000 shares			
Issued and outstanding			
3,815	Shares	Carlito C. Paulino	38,150
457	Shares	Editha U. Cruz	4,570
376	Shares	Adolfo S. Suzara	3,760
129	Shares	Vicente Longkino	1,290
Treasury Stocks			
295,227	Shares	Formerly held by PNCC Employees Savings & Loan Assoc.	2,952,270
72,168	Shares	Formerly held by Alfredo V. Asuncion	721,680
372,172			3,721,720
Subscribed-			
1,484,260	Shares	FEBTC Trustee-PNCC Stock Trust Fund	14,842,600
Common			
Authorized-182,200,000 shares			
Issued and outstanding-			
		Republic of the Philippines Through the APT (Now PMO) – previously under:	
		Phil. Export Foreign Loan Guarantee	375,845,770
		Development Bank of the Phils.	269,874,470
79,271,024	Shares	NDC	146,990,000
		Government Service Insurance System	474,903,830
47,490,383	Shares	Wellex Petroleum, Inc.	153,608,310
15,360,831	Shares	Various Brokers	68,115,430
6,811,543	Shares	Various Corporations	45,623,840
4,562,384	Shares	Cuenca Investment Corporation	11,788,560
1,178,856	Shares	Pioneer Insurance and Surety Corp.	9,648,000
964,800	Shares	Land Bank of the Philippines	6,578,360
657,836	Shares	PNCC Employees	3,353,910
335,391	Shares	Individuals (Non-employees)	70,379,350
7,037,935	Shares		
163,670,983			1,636,709,830
Common Subscribed-			
9,419,915	Shares	Wellex Petroleum, Inc.	94,199,150
909,276	Shares	Cuenca Investment Corporation	9,092,760
149,328	Shares	Various Corporations	1,493,280
33,391	Shares	PNCC Employees	333,910
27,693	Shares	Various Brokers	276,930
234,173	Shares	Individuals (Non-employees)	2,341,730
10,773,776			107,737,760
228,375,812	Shares		2,283,758,120
		Subscriptions receivable (Note 25)	(56,158,831)
			2,227,599,289

The cumulative preferred shares are those that are entitled to any dividends not declared in the prior period (dividends in arrears) such that when dividends are declared in the current period, the dividends in arrears are to be satisfied first.

Dividends (in arrears) on cumulative preferred shares are not recognized in the books due to the Board of Directors' (BOD) non-declaration of dividends. Such action of the PNCC Board is supported by Article XI, Section 11.01 of the Amended Corporate By-Laws which provides that "Dividends may be declared annually or oftener as the BOD may determine. The BOD may declare dividends only from the surplus profits of the Corporation."

For purposes of the required disclosure in the financial statements, the dividends in arrears (computed from 2007 to 2024) are as follows:

Name of Stockholders (a)	Class of Stock (b)	Shareholdings (c)	Undeclared Dividend (b x c x 18 yrs)
Republic of the Phil. Through the PMO (previously under PNB)	Preferred "B" (8 per cent-17 per cent, cumulative, non-participating, non-voting)	150,000,000	216,000,000
Marubeni	Preferred "B" (8 per cent-17 per cent, cumulative, non-participating, non-voting)	36,895,000	53,128,800
Republic of the Phil. Through the PMO (previously under NDC)	Preferred "C" (14 per cent, cumulative, non-participating, non-voting)	64,851,210	163,425,049
Republic of the Phil. Through the PMO (previously under PNB)	Preferred "D" (8 per cent, cumulative, non-participating, non-voting)	255,000,000	367,200,000
		506,746,210	799,753,849

The above dividends in arrears are not recognized as liabilities because there is no obligating event yet.

25. SUBSCRIPTIONS RECEIVABLE

This account represents the unpaid amount due from the following subscribers on the subscription of the PNCC's shares of stock, the due dates of which are, by agreement, of valid call by the BOD:

Wellex Petroleum, Inc.	48,302,274
Cuenca Investment Corporation	5,145,287
Other Corporations	966,630
Individuals	1,744,640
	56,158,831

As of the end of 2024, there was no call made by the BOD for the unpaid subscriptions.

26. EQUITY ADJUSTMENTS

Under Rehabilitation Plan- Loans Transferred to National Government (NG)

This account represents a substantial portion of the PNCC's liabilities to Government Financial Institutions (GFIs) which should have been converted into equity pursuant to Presidential Letter of Instruction (LOI) No. 1295 dated February 23, 1983, and liabilities to the government agencies transferred to the Government under Proclamation No. 50 issued by the President of the Philippines on December 8, 1986.

	(In thousand pesos)
Philippine National Bank	2,865,445
National Development Company	1,356,693
Philguarantee	1,204,311
Central Bank of the Philippines	75,654
Bureau of the Treasury	39,991
Development Bank of the Philippines	9,633
	<u>5,551,727</u>

The above-mentioned PNCCs' indebtedness remained unconverted as it is the PNCC's position, as supported by the Office of the Solicitor General's (OSG) opinion dated August 23, 2007, that based on LOI No. 1295, which was a special law promulgated to rehabilitate the PNCC, the debts have effectively been converted to equity and, therefore, should no longer incur interest charges.

The Privatization Management Office (PMO), however, still considers these unconverted debts as liabilities, claiming the total amount of P78.657 billion as of December 31, 2024 and P76.961 billion as of December 31, 2023, inclusive of accumulated interest charges and penalties amounting to P73.145 billion and P71.408 billion, respectively. These amounts have not been recognized in the books of the PNCC. The PNCC did not recognize the disputed interest charges and penalties based on the following:

- The Supreme Court (SC) itself had recognized the validity of LOI No. 1295 and that it still legally exists today;
- The failure to convert all debts to equity is considered an administrative matter; and
- The P5.552 billion is not a debt but simply represents unissued shares of stock awaiting actual conversion to equity under LOI No. 1295, and, as such, continued imposition of interests and penalties is not warranted.

The above position of the PNCC is supported by the Office of the Solicitor General (OSG) and the Office of the Government Corporate Counsel (OGCC).

In like manner, the Bureau of the Treasury (BTr) is claiming as of December 31, 2017, the amount of P2.735 billion (inclusive of P1.327 billion interest) representing advances made by BTr to settle the PNCC's foreign obligations with creditors. It is the PNCC's position that said loans are included in the Equity Adjustments under the Rehabilitation Plan, which are among the accounts transferred by the PNCC to the Government through the Asset

Privatization Trust under PNCC's Rehabilitation Plan of 1987 and are no longer recorded as liabilities in the PNCC books. As such, the PNCC is precluded from servicing the accounts.

As discussed in Note 20, the application of the P50 million and P100 million payments in 2008 and 2010, respectively, against outstanding NG advances was already effected in the aforesaid confirmed amount of P2.735 billion.

Given the differences in the treatment of the P5.552 billion unconverted debt to equity, the PNCC and the PMO resolved to submit the matter to the Department of Justice (DOJ) for arbitration:

- PNCC, Petitioner vs. PMO, Respondent (OSJ Case No. 02-2012)

The parties entered into a Joint Stipulation of Facts and Issues identifying the issues as follows:

- Whether or not PNCC is indebted to the NG in the amount of P5.4 billion, which, inclusive of interests as of October 31, 2011, amounted to P51.060 billion;
- Whether or not the unconverted debt to equity, which is a leftover of LOI No. 1295, should be considered a simple loan;
- Whether or not the unconverted portion of Construction Development Corporation of the Philippine's debts are liable for interest and penalty charges; and
- Whether LOI No. 1295 repealed the general provisions of RA No. 337 General Banking Act, as amended, the charters of Development Bank of the Philippines (RA No. 85, as amended), Philippine National Bank (Presidential Decree No. 694), and Land Bank of the Philippines (RA No. 3844), which all restricted the GFI's exposure to non-allied industries."

The DOJ, in its February 18, 2014, Consolidated Decision, dismissed the PNCC's Petition against PMO, the dispositive portion of which reads:

"WHEREFORE, premises considered, the Petition filed by the PNCC against the PMO, is hereby DISMISSED. As prayed for by the respondent PMO, petitioner PNCC is hereby ordered to pay respondent PMO, on behalf of the National Government, the amount of P51,060,330,392.40 as of 31 October 2011, representing its due and demandable obligation to the latter, inclusive of the interests, plus interests and penalties until actually paid."

The PNCC filed a Motion for Reconsideration (MR) dated March 13, 2014, duly received at the DOJ on March 14, 2014. The PNCC prayed that the DOJ consider the consolidation as not proper and decide on OSJ Case No. 02-2012 separately:

- Render judgment declaring that the interest and penalty charges being imposed by PMO on the actual outstanding debt of PNCC to the NG is without basis and violative of LOI No. 1295;

- Declare that PNCC's outstanding debt to the National Government is only in the amount of P5.4 billion, representing the value of the unconverted debt-to-equity obligation to the GFIs; and
- Require or direct the debt-to-equity conversion of the P5.4 billion debt of PNCC pursuant to the clear and explicit instructions under LOI No. 1295.

On January 22, 2015, the DOJ denied PNCC's MR. PNCC filed a supplement to the MR on May 28, 2015, which was also denied by the DOJ in its order dated July 13, 2015.

On June 26, 2015, PNCC filed a Notice of Appeal with the Office of the President (OP) of the Republic of the Philippines and filed the corresponding appeal memorandum on July 27, 2015.

On May 19, 2022, the OP of the Republic of the Philippines, through the then Executive Secretary Salvador C. Medialdea, affirmed the DOJ Decision dated February 18, 2014, and Resolution dated January 22, 2015. The PNCC filed its MR before the OP of the Republic of the Philippines and Supplemental MR on July 21, 2022 and February 16, 2023, respectively.

The PNCC is still waiting on the decision of the OP of the Republic of the Philippines regarding the MR.

27. SERVICE AND BUSINESS INCOME

This account consists of the following:

	2024	2023 (As restated)
Share in profit/revenue of joint venture	391,356,923	349,617,177
Rental/lease income	290,515,219	199,446,159
Interest income	144,369,037	87,909,854
Dividend income	63,065,654	50,245,512
Service income	0	89,307,475
	889,306,833	776,526,177

27.1 Share in Profit/Revenue of Joint Venture

This account consists of the following:

	2024	2023 (As restated)
Revenue Share		
SMC Skyway Stage 3 Corporation (<i>formerly CCEC</i>)	220,600,356	204,975,348
NLEX Corporation (<i>formerly MNTC</i>)	105,014,403	87,611,580
SMC Skyway Corporation (<i>formerly CMMTC</i>)	41,123,779	35,865,851
SMC SLEX, Inc. (<i>formerly SLTC</i>)	24,618,385	21,164,398
	391,356,923	349,617,177

As discussed in Note 20, pending issuance by the Toll Regulatory Board (TRB) and with the assistance of the Commission on Audit (COA) of the Implementing Rules and Guidelines (IRG) for the determination of the amounts due to the PNCC for its administrative expenses, the PNCC recognized 10 per cent of its share from the JVCs' gross toll revenues in accordance with the interim rules and guidelines issued by TRB.

The franchise of PNCC under Presidential Decree No. 1113 to operate, construct, and maintain toll facilities in the North and South Luzon Tollways for a period of 30 years expired on May 1, 2007. With its expiration, the toll assets and facilities of PNCC were automatically turned over to the government at no cost. The Supreme Court (SC), in *Ernesto B. Francisco vs. TRB, PNCC et al.* (G.R. Nos. 166910, 169917, 173630, and 183599, October 19, 2010) and in the case of *Strategic Alliance Development Corporation vs. Radstock Securities Limited et al.* (G.R. No. 178158, December 4, 2009), ruled and declared that with the expiration of the PNCC's franchise, the toll assets and facilities of the Corporation were automatically turned over, by operation of law, to the NG at no cost and consequently, this inevitably resulted in the latter's owning too the toll fees and the net income derived after May 1, 2007, from the toll assets and facilities, including the Corporation's percentage share in the toll fees collected by the JVCs currently operating the tollways, including NLEX and Skyway.

On March 22, 2012, TRB issued interim rules and guidelines for the remittance by the JVCs to the National Treasury of the net income that is supposed to be remitted by the JVCs from the revenues of the NLEX, SLEX, and Skyway in accordance with the *Francisco Case*.

Paragraph 2 of the said guidelines provides that *"(a)s subsequently agreed upon by PNCC and TRB as an interim arrangement, 10 per cent of all amounts that are supposed to be remitted by the JV companies shall be set aside by the JV company for remittance to PNCC. The ninety (90) per cent shall be remitted to the TRB for the National Treasury immediately."*

Relative to the aforesaid interim rules and guidelines, a complaint (entitled: *Rodolfo M. Cuenca vs. Toll Regulatory Board, et al.*, Civil Case No. 13-919) was filed before the Regional Trial Court (RTC) of Makati Branch 132 by petitioner Rodolfo M. Cuenca, in his capacity as stockholder of the PNCC, against TRB, COA, Manila North Tollways Corporation (MNTC), CITRA Metro Manila Tollways Corporation (CMMTC), South Luzon Tollways Corporation (SLTC) and Manila Toll Expressways Systems, Inc. (MATES) and the PNCC as respondents.

In his petition, Cuenca said that *"there is the very real possibility that what the respondent corporations MNTC, CMMTC, SLTC, and MATES have remitted, and will be remitting, to the NG is above or much more than what should be remitted given the actual and true financial situation of the respondent corporations. This gives rise to the unfortunate complication that such overpayments may only be reimbursed by the NG through cumbersome, to say the least, budgetary process."*

Thus, the petitioner is praying for the Honorable Court that:

- The respondents, TRB and COA, come up with and release the final IRG embodying the final formula relative to the determination of the net income remittable by respondent PNCC to the NG;

- That the respondent corporations be enjoined from remitting any and all amounts directly to the NG until respondents TRB and COA have issued the final IRG; and
- The respondents be ordered to consign with the Honorable Court any and all amounts they are ready to remit to the NG until the final IRG has been issued by TRB and COA.

On May 9, 2014, a Writ of Preliminary Injunction was issued by the RTC of Makati Branch 132, enjoining and restraining the TRB and PNCC from implementing the interim rules and guidelines dated March 22, 2012. The respondent corporations, namely: MNTC, CMMTC, SLTC, and MATES, were directed to forward the entire amounts to be remitted by them under their respective Supplemental Toll Operations Agreement (STOA) to the Corporation.

It appears that the government stands to suffer gravely and irreparably from the aforesaid ruling of the RTC as it deprives the government of income based on the government's direct ownership of the assets and facilities of the PNCC, the SC resolved, *on* August 4, 2014, to require respondents to file Comment on the petition, not a motion to dismiss, within ten (10) days from notice and to issue, effective immediately and continuing until further orders from the SC, a Temporary Restraining Order (TRO), enjoining the RTC of Makati Branch 132, the private respondent, their representatives, agents or other persons acting on their behalf from implementing the RTC Resolution dated April 30, 2014, in Civil Case No. 13-919.

On August 7, 2023, the Supreme Court promulgated its decision in the case, upholding the issuance of the TRB of the Interim Rules and Guidelines dated March 12, 2012.

27.2 Rental/Lease Income

This account represents the revenue derived from the PNCC's real estate properties located in the following areas:

The account represents the revenue earned from PNCC's real estate property situated in Pasay City, which earned income of P290.515 and P199.446 million in 2024 and 2023, respectively.

PNCC is the lessor under an operating lease agreement with Pacific Concrete Products, Inc. (PCPI) and Dampa Seaside Market and Restaurant in the FCA, Pasay City. The lease with PCPI has a term of 25 years, with a renewal option and the option of pre-termination upon reasonable notice by the lessor.

On August 1, 2023, the PNCC took over the lease and maintenance of the FCA Seaside Dampa Market and Restaurant.

The future minimum lease payments under these operating leases are as follows as of December 31:

	2024	2023
Within one year	166,724,266	160,714,285
After one year but less than five years	666,897,064	642,857,143
	833,621,330	803,571,428

On April 17, 2018, the PNCC's Board of Directors (BOD) passed Board Resolution No. BD 069-2018 resolving not to extend the lease contracts of various leases upon expiration of the one-year term contracts on May 31, 2018, in view of the planned development of the FCA, Pasay City property.

Due to the non-renewal of the Contracts of Lease, the PNCC demanded that the lessees vacate the property. However, seven lessees did not heed the said demand and refused to vacate the leased premises. Of the seven lessees, two paid rentals, and payments were treated by PNCC as compensation for the damages they incurred due to their continued occupation of the property. Four lessees filed a Petition for Injunction against PNCC, seeking to enjoin PNCC from terminating the lease contract.

PNCC subsequently filed ejectment cases against these lessees who refused to vacate the property. After the cases had been filed, two lessees offered rental payments to PNCC. In May 2018, PNCC received nine checks totaling P28.286 million, dated December 1, 2017 to May 23, 2018, from one lessee. However, the PNCC's BOD decided not to enter into any amicable settlement with the lessee and instructed the Management to proceed with the ejectment case and return the checks to the lessee.

The other lessee likewise offered rental payments to PNCC amounting to P33.050 million. PNCC, however, did not accept said rental payments in view of the above position of the BOD and also for the reason that the same might affect PNCC's position in the pending ejectment case. The said lessee filed a Motion for Consignation of Rental Payments on July 11, 2018, and consigned the check payments in Court. The cases of Injunction filed by the lessees and the ejectment cases filed by PNCC, being handled by the Office of the Government Corporate Counsel as PNCC's statutory counsel, are still ongoing as of December 31, 2024

For Ley Construction Development Corporation (LCDC) [Ejectment Case]

On July 21, 2023, the OGCC filed a Motion for Early Resolution. The OGCC again filed a Second Motion for Early Resolution on January 18, 2024, and a Third Motion for Early Resolution on May 23, 2024. On June 20, 2024, OGCC officially received the Metropolitan Trial Court (MeTC) Decision dated May 24, 2023.

PNCC filed a Motion for Partial Execution Pending Appeal and a Notice of Partial Appeal questioning the reasonable rental rate awarded by the MeTC. After payment of the corresponding execution fees, MeTC issued a Writ of Execution dated August 29, 2024. On September 4, 2024, a Notice to Vacate and Demand to Pay was served with LCDC. On September 10, 2024, the writ of execution was implemented, and PNCC was able to take possession of the 2.4-hectare subject property.

LCDC likewise filed an Appeal but did not post any supersedeas bond.

The partially appealed case was raffled to RTC Branch No. 115 of Pasay City, wherein LCDC's appeal and PNCC's partial appeal were consolidated. The RTC issued a Decision on December 23, 2024, denying PNCC and LCDC's appeal. The OGCC filed a Motion for Reconsideration. The RTC issued an Order requiring LCDC to file its comments/opposition to PNCC's MR. The RTC has yet to resolve the pending Motion for Reconsideration of PNCC.

For Marvin Sedano (Ejectment Case)

On February 7, 2022, the MeTC Branch No. 47 of Pasay City rendered a Decision in favor of PNCC and against Spouses Marvin and Nerissa Sedano. PNCC timely filed its partial appeal questioning the amount of the monetary judgment, as the rental compensation awarded is below the expired contract of lease. On the other hand, Sps. Sedano did not appeal the MeTC Decision.

On October 27, 2022, PNCC received a Decision dated August 31, 2022, of the RTC Br. 115 of Pasay City modifying the appealed MeTC Decision and increasing the monetary judgment. On November 26, 2022, the Sps. Sedano elevated the RTC Decision to the Court of Appeals *via* Petition for Review under Rule 42 of the Rules of Court.

In the meantime, PNCC filed a Motion for the Issuance of Writ of Execution of the RTC Decision. The RTC granted PNCC's Motion and issued the Writ of Execution on July 19, 2023. With the assistance of the Court Sheriff, the Company was able to take over possession of the subject property on August 9, 2023.

As an interim measure and in order to utilize both the FCA Seaside Dampa Property and FCA Hobbies of Asia Property's potential income, the PNCC temporarily allowed the continued presence of the former sub-lessees of Sps. Sedano in the FCA Seaside Dampa Property and former sub-lessees of LCDC in the FCA Hobbies of Asia Property. For the purpose of continuing their respective business operations under the management of PNCC, and to directly remit their payments to PNCC for their use and occupation of the property, on a month-to-month basis (and on the basis of the known and existing actual rental rate being paid). Until such time, the Board finally decides on the plan of action on the FCA Property vis-à-vis its planned lease and development of the 9.9-hectare site as contained in the Terms of Reference submitted to the Office of the President of the Philippines.

27.3 Interest Income

This account consists of interest income earned on investments amounting to P133.202 and P87.910 million in 2024 and 2023, respectively.

27.4 Dividend Income

This account consists of the following:

	2024	2023
Citra Metro Manila Tollways Corporation	62,361,288	49,668,287
Alabang - Sto. Tomas Development, Inc.	704,366	577,225
	63,065,654	50,245,512

27.5 Service Income

This account pertains to income earned from the supply of manpower to Skyway O&M Corporation, amounting to nil and P89.307 million in 2024 and 2023, respectively.

Starting October 1, 2015, the PNCC assumed the operations of DISC Contractors, Builders, and General Services Inc. (DCBGSI), a subsidiary of PNCC.

On September 13, 2023, the board passed a resolution to discontinue/terminate the contract for the supply of manpower to Skyway O&M Corporation, effective October 31, 2023, per Board Resolution No. BD46-2023. However, Skyway O&M Corporation requested PNCC for an extension up to December 31, 2023.

28. GAINS

This account consists of the following:

	2024	2023 (As restated)
Gain on sale of unserviceable property	1,224,253	8,444
Gain from changes in fair value of investment property	0	16,970,805,971
	1,224,253	16,970,814,415

The gain from changes in the fair value of investment property in 2023, amounting to P16.971 billion, was the average fair value of land and buildings, which had been determined based on the average valuations performed by two independent appraisers every two years.

29. OTHER NON-OPERATING INCOME

This account consists of the following:

	2024	2023
Reversal of impairment loss on receivables	83,668	91,985
Other income, net	16,567,599	699,459
	16,651,267	791,444

The reversal of impairment loss on receivables refers to collections made by the PNCC on behalf of its subsidiaries from their debtors and the collection of receivables from inactive accounts.

The other income, net account in 2024, consists of interest on deferment of PCPI's rental payments, sale of bid deposit, reversal of security deposit of Lola Taba and Lolo Pato, and LCDC and overages in collection at FCA Seaside Dampa Market. While 2023 consists of forfeited bid deposits on the sale of scrap, the sale of bid documents, and service charges in the disposal of TRB assets, amounting to P0.699 million.

30. PERSONNEL SERVICES

This account consists of the following:

	2024	2023
Salaries and wages	41,356,938	31,652,573
Other compensation	24,280,038	14,532,648
Personnel benefit contribution	2,575,875	4,591,073
Other personnel benefits	8,106,522	4,157,661
	76,319,373	54,933,955

31. MAINTENANCE AND OTHER OPERATING EXPENSES

This account consists of the following:

	2024	2023 (As restated)
General services	17,005,787	10,251,871
Taxes, insurance, and other fees	11,509,441	6,936,969
Professional services	5,265,746	5,597,418
Supplies and materials	5,053,057	3,372,063
Utility	2,154,582	2,264,231
Litigation expense	1,445,369	1,561,567
Transportation and traveling	1,347,525	530,179
Communication	1,209,512	1,240,559
Representation expenses	1,127,786	859,488
Repairs and maintenance	803,300	500,458
Training and scholarship	381,213	297,326
Indemnities	0	4,226,026
Other maintenance and operating expenses	5,871,425	2,771,665
	53,174,743	40,409,820

32. DIRECT COSTS

As stated in Note 27.5, starting October 1, 2015, the PNCC assumed the operations of DCBGS, a subsidiary of the PNCC.

On September 13, 2023, the board passed a resolution to discontinue/terminate the contract for the supply of manpower to Skyway O&M Corporation, effective October 31, 2023, per Board Resolution No. BD46-2023. However, Skyway O&M Corporation requested PNCC for an extension up to December 31, 2023.

Direct cost related to labor amounts to nil and P70.777 million in 2024 and 2023, respectively.

33. NON-CASH EXPENSES

This account consists of the following:

	2024	2023
Depreciation	4,026,482	2,605,517
Impairment Loss-Other assets	2,204,129	0
	6,230,611	2,605,517

34. INCOME TAXES

The PNCC's provision for income tax for the year 2024, amounting to P79.293 million, pertaining to the current tax expense computed under the Regular Corporate Income Tax. No deferred income tax was recognized this year, as no revaluation increment was recorded by PNCC.

Components of income tax expense are as follows:

	2024	2023
Current income tax	79,293,027	54,290,959
Deferred income tax	0	4,244,563,091
Total income tax	79,293,027	4,298,854,050

As of December 31, 2024 and 2023, the following are the temporary differences for which no deferred tax asset was set up because Management believes that it is more likely that no future taxable income is available against which the benefit from deferred tax assets can be offset:

	2024	2023
Allowance for losses on assets for write-off	9,615,422,219	9,615,422,219
Allowance for impairment losses	651,927,115	651,927,115
Allowance for losses on investments	177,467,411	177,467,411
Allowance for impairment- other materials and supplies	3,999,962	3,999,962
	10,448,816,707	10,448,816,707

As of December 31, 2024 and 2023, the recognized deferred tax assets pertain to the following:

	2024	2023
Carry forward the benefit of unapplied tax credits	24,542,414	24,542,414
Excess of MCIT over the regular corporate income tax	0	0
	24,542,414	24,542,414

As of December 31, 2024 and 2023, deferred tax liabilities pertain to the following:

	2024	2023
Fair value adjustment of investment property	13,609,060,939	13,513,680,269
Revaluation increment in property	568,990,989	568,990,989
	14,178,051,928	14,082,671,258

Deferred tax liabilities pertain to the deemed tax on the increase in value of investment property and property and equipment as required by PAS 12, *Income Taxes*.

35. OTHER COMPREHENSIVE INCOME

This account pertains to unrealized gains and losses arising from changes in fair value every reporting period of investments classified as financial assets at fair value through other comprehensive income. The PNCC recognized unrealized gains of P25,000 and nil in 2024 and 2023, respectively, from these investments.

36. TAX MATTERS

The PNCC was assessed by the Bureau of Internal Revenue (BIR) for deficiencies in various taxes. However, no provision for any liability has been made yet in the PNCC's financial statements.

- Deficiency of internal revenue taxes for the taxable year 1980 (income tax, contractor's tax, and documentary stamp tax) totaling P212.52 million.

The Corporation sought a reinvestigation of the case on November 8, 1995, and as a consequence, the BIR issued a final decision promulgated on September 9, 2004, ordering PNCC to pay the amount of P101.46 million, the reduction of P111.87 million representing deficiency contractor's tax which the BIR resolved to cancel and withdraw from the assessment it being bereft of merit for lack of legal basis, thus finding the Corporation's contention meritorious.

The Corporation, in its letter dated February 15, 2005, informed the BIR that it had filed a Petition with the Department of Justice (DOJ) seeking the reversal of the BIR's resolution holding the Corporation still liable for the aforesaid tax deficiencies and has applied for an interim order or measure from the DOJ to suspend or stop the collection of the subject amount pending resolution of the Petition.

- Deficiency in business tax of P64 million due from the Belgian Consortium, the PNCC's partner in its Light Rail Transit Project.
- Deficiency of internal revenue taxes for the taxable year 1992 (income tax, value-added tax, and expanded withholding tax) of P1.04 billion, which was reduced to P709 million after the PNCC's written protest.

PNCC Management, however, requested a meeting/conference for the clarification of the issue, the reduced amount still being the result of a jeopardy assessment. The BIR has not responded as of this date.

- Deficiency of internal revenue taxes for taxable year 2002 totaling P72.92 million.

Management, in close coordination with the concerned BIR officers, presented a more detailed analysis of the accounts. The said presentation and the Corporation's availment of the tax amnesty had substantially reduced the aforesaid deficiency taxes.

- Deficiency taxes for taxable year 2006 amounting to P116.141 million (inclusive of interest of P48.76 million).

Management, in its letter of October 29, 2010, to the BIR, protested the aforesaid proposed deficiency taxes under Section 203 of the NIRC of 1997 (Prescription of limitation upon assessment and collection) and Revenue Regulations (RR) No.12-99 (which requires discussion between the Corporation and BIR Examiner/s before submission of the report to the BIR Chief concerned).

No discussion happened as the Corporation came to know of the findings on the alleged deficiency taxes only on October 22, 2010, way beyond the three (3)-year prescription period of April 15, 2010.

To date, the Corporation has not received any formal communication from the BIR after its letter on October 29, 2010.

- On March 26, 2021, the President signed into law Republic Act (RA) No. 11534 also known as the "Corporate Recovery and Tax Incentives for Enterprises Act" or "CREATE" Act which reduced the corporate income tax rates and rationalized the current fiscal incentives by making it time-bound, targeted and performance-based. The law contains amendments to several provisions of the National Internal Revenue Code of 1997 ("Tax Code"), primarily on the reduction of the corporate income tax rate and the introduction of a new title on tax incentives.

The CREATE Act introduces reforms in the areas of corporate income tax, value-added tax, and tax incentives, aside from providing COVID-19-related relief to taxpayers.

The salient provisions of the CREATE Act applicable to the PNCC are as follows:

1. Existing registered enterprises under the five per cent Gross Income Tax (GIT) may avail of the five per cent GIT for 10 years from the effectivity of the CREATE Act;
2. Effective July 1, 2020, domestic corporations with total assets not exceeding P100 million and net taxable income of P5 million and below shall be subject to a 20 per cent income tax rate, while the other domestic corporations and resident foreign corporations will be subject to a 25 per cent income tax rate;
3. Minimum corporate income tax (MCIT) rate is reduced from two per cent to one per cent from July 1, 2020 to June 30, 2023; and
4. Repeal of the improperly accumulated earnings tax.

As of the end of the reporting date, December 31, 2020, the CREATE Bill is not considered substantively enacted. As such, current taxes are measured using the applicable gross income tax rate of five per cent for PEZA activities.

Effective as of November 28, 2024, the CREATE MORE Act or RA 12066 was signed into law. It aims to generate jobs and spur economic growth. It builds on the earlier CREATE Act by enhancing the tax regime and incentive framework to attract both domestic and international investments, particularly in strategic industries. The interim rules clarify that liberalized incentives include Value-Added Tax (VAT) exemptions on importation, zero-rating on local purchases, and a reduced 20% income tax rate for enterprises under the enhanced deductions regime. Nonetheless, the implementation of the CREATE MORE Act does not have any impact on the Corporation's income tax provision for December 31, 2024.

37. CONTINGENT LIABILITIES/CONTINGENT ASSETS

PENDING LAWSUITS/LITIGATIONS

Contingent Liabilities

The PNCC has contingent liabilities concerning claims and lawsuits. Management believes that the final resolution of these issues will materially affect the PNCC's financial position.

- *Asiavest Merchant Bankers (M) Berhad vs. PNCC (Civil Case No.64367)*

This case arose after Asiavest-CDCP Sdn. Bhd. (Asiavest-CDCP), a corporation organized by both Construction Development Corporation of the Philippines (now PNCC) and Asiavest Holdings (M) Sdn. Bhd. (Asiavest Holdings), which acted as PNCC's subcontractor in Malaysia, failed to complete the project in Malaysia. Asiavest Merchant Bankers (M) Berhad (AMB), which provided various guarantees and bonds to PNCC in connection with the construction contracts in Malaysia, thus sought reimbursement of the surety bond the former paid to the State of Pahang (Malaysia). The amount involved is Malaysian Ringgit (MYR) 3,915,053.54.

On April 12, 1994, AMB instituted the case before the Pasig City Regional Trial Court (RTC). PNCC, through its legal counsel, Office of the Government Corporate Counsel (OGCC), had filed four (4) motions for an extension of time to file an answer and/or any responsive pleading. However, PNCC was not able to file its Answer to the Complaint because the transactions were executed in Malaysia and the documents were not then immediately available. Thus, a judgment by default was rendered by the trial court. Efforts were made towards lifting the default order and reconsideration of the decision, but the same was denied.

PNCC appealed the case to the Court of Appeals (CA) but was dismissed in its Decision dated June 10, 2005. A Motion for Reconsideration (MR) was filed but the same was denied.

A Petition for Review on Certiorari was filed before the Supreme Court (SC), which eventually decided against PNCC last April 4, 2016. On April 6, 2016, OGCC received a Motion for issuance of an Alias Writ of Execution filed by AMB with the RTC. On April 16, 2016, PNCC filed its opposition thereto, arguing that the subject claim should be filed first with the COA before a Writ of Execution can be issued by the RTC.

The RTC Branch 153 denied Asiavest's Motion for Execution and its subsequent MR. Subsequently, Asiavest filed with CA a Petition for Certiorari and Mandamus, to which PNCC filed a Comment and Opposition on May 29, 2018.

On August 14, 2018, PNCC received the CA Second Division's Notice of Judgment denying and dismissing the above Petition for Certiorari and Mandamus. Asiavest filed a MR, a copy of which was received by PNCC on August 30, 2018. On October 8, 2018, PNCC filed its Comments on the subject MR. In a Resolution dated November 29, 2018, the CA Former Second Division denied Asiavest's MR for lack of merit.

On February 8, 2021, Asiavest did not appeal before the Supreme Court but opted to incorporate its arguments and position in its money claim with the COA. PNCC, through the OGCC, filed its Answer on June 30, 2021.

On April 2, 2024, Management received COA Decision No. 2023-322 dated October 26, 2023, granting the money claim.

On April 23, 2024, a Motion for Reconsideration was filed by PNCC. Awaiting the action of the COA on PNCC's Motion for Reconsideration.

- *Asiavest Merchant Bankers (M) Berhad vs. PNCC (Civil Case No. 56368)*

This case involves the enforcement of a foreign judgment rendered against PNCC in Malaysia for guarantees it issued on various construction projects involving Malaysian Ringgit (MYR) 5,108,290.23. The Pasig City RTC and the Court of Appeals (CA) rendered decisions in favor of PNCC, dated October 14, 1991 and May 19, 1993, respectively.

In 2001, the SC rendered a decision reversing the decision of the CA and ordered the payment of the foreign award. In 2002, the Pasig City RTC issued a Writ of Execution which was partially satisfied but PNCC later asked for its temporary suspension by moving to quash the writ because of: (a) a change of the party's status making the execution inequitable; and, (b) the claim has already prescribed under Malaysian laws. In 2015, the RTC finally denied PNCC's Motion to Quash, including the subsequent MR. PNCC has since filed a Petition for Certiorari, which is pending in the CA. In April 2016, AMB's counsel filed an Ex-Parte Motion for the Issuance of Alias Writ of Execution to enforce the 2002 Writ of Execution. PNCC has since opposed it, prompting AMB to file its Urgent Motion to Resolve.

The RTC denied PNCC's Motion to Quash. Because of the denial of the said Motion to Quash, PNCC filed a Petition for Certiorari with the CA on the RTC's Orders. On December 18, 2017, the CA denied the Petition for Certiorari, and subsequently, the MR was also denied on June 17, 2018. On August 23, 2018, the PNCC filed a Petition for Review on Certiorari with the Supreme Court.

Asiavest, through counsel, filed a Motion for Execution in both cases with the RTC. OGCC opposed the motion on the ground that the claim of Asiavest should be filed first with the Commission on Audit (COA) before a Writ of Execution can be issued. The RTC denied Asiavest's motion and directed the latter to file its claim against PNCC with the COA.

Pending Lawsuits/Litigations

In addition, the PNCC is involved in continuing litigations relating to labor and civil cases. The ultimate outcome of these litigations cannot be determined yet, and no provision for any liability that may result can be made in the financial statements.

The labor cases, which consist of those filed against the PNCC, comprised mostly of claims for illegal dismissal, back wages, separation pay, and unpaid benefits. Most of these cases have been ruled by the Labor Arbiter in favor of the complainant. However, these cases are on appeal by the PNCC before the National Labor Relations Commission, CA, and SC.

The civil cases filed against the PNCC consist of cases involving damages, collection of money, and attorney's fees, which are still under litigation before various RTCs. On the other hand, those filed by the PNCC against other individuals or companies consist of suits involving sums of money, damages, and breaches of contract, which involve indeterminable amounts of money.

38. RELATED PARTY TRANSACTIONS

Key Management Compensation

Key Management includes the Board of Directors (BOD), all members of management, and other company officers. Key management compensation totaled P26.478 million and P17.886 million in 2024 and 2023, respectively.

A breakdown of these amounts is as follows:

	2024	2023
Salaries and wages	9,497,547	8,087,630
Per diem	10,564,000	4,483,600
Other benefits	6,416,799	5,314,942
	26,478,346	17,886,172

39. RESTATEMENT OF ACCOUNTS

The 2024 and 2023 financial statements were restated to reflect the following transactions/adjustments:

CY 2021 and prior years errors discovered in 2024

	December 31, 2022 (As previously reported)	Restatements/ Adjustments	January 1, 2023 (As restated)
STATEMENT OF FINANCIAL POSITION			
Investment Property	37,148,652,772	397,640,500	37,546,293,272
<i>Recording of initial recognition in the books of Sta. Ines Mabalacat Property (2020)</i>		6,627,900	
<i>Recognition of appraisal of Sta Ines Mabalacat Pampanga Property in 2021</i>		391,012,600	
Restatement in total Assets–net increase		397,640,500	
STATEMENT OF CHANGES IN EQUITY			
Retained Earnings	13,409,096,027	397,640,500	13,806,736,527
<i>Recording of initial recognition in the books of Sta. Ines Mabalacat Property (2020)</i>		6,627,900	
<i>Recognition of appraisal of Sta Ines Mabalacat Pampanga Property in 2021</i>		391,012,600	
Restatement on Equity–net increase		397,640,500	

CY 2023 errors discovered in 2024

	December 31, 2023 (As previously reported)	Restatements/ Adjustments	December 31, 2023 (As restated)
STATEMENT OF FINANCIAL POSITION			
Receivables, net	401,021,251	123,830,530	524,851,781
<i>Recognition of under-accrual of NLEX Corporation revenue share in 2023</i>		459,265	
<i>Recognition of under-accrual of SMC Skyway Stage 3 Corporation revenue share in 2023</i>		1,571,314	
<i>Recognition of under-accrual of SMC SLEX Inc. revenue in 2023</i>		122,075	
<i>Recognition of RFID deducted from NLEX Corporation Revenue share in 2023</i>		(75,893)	
<i>Recognition of under-accrual of SMC Skyway Corporation revenue share in 2023</i>		164,834	
<i>Correction on the reversal of accrual of revenue share in NLEX Corporation</i>		(4,967,750)	
<i>Recognition of under-accrual in 2023 NLEX Corporation revenue shares in 2023</i>		964,065	
<i>Recognition of over-accrual in 2023 SMC Stage 3 JV Shares</i>		(1,647,324)	
<i>Recognition of NFD No. 2023-063 re: various benefits paid to PNCC personnel in CY 2010 i.e. Anniversary bonus, clothing allowance & Exit bonus</i>		36,454,969	
<i>Recognition of NFD No. 2023-063 re: gratuity pay/benefits to the Board of Directors & Asst. Corporate Secretary in CY 2010</i>		90,784,975	

	December 31, 2023 (As previously reported)	Restatements/ Adjustments	December 31, 2023 (As restated)
Investment Property	54,126,958,000	389,980,000	54,516,938,000
<i>Recognition of 2023 appraisal of Sta Ines Mabalacat Pampanga Property</i>		<i>(7,660,500)</i>	
<i>Recognition of prior period adjustments</i>		<i>397,640,500</i>	
Restatement in total Assets—net increase		513,810,530	
STATEMENT OF CHANGES IN EQUITY			
Retained Earnings	26,444,446,923	513,810,530	26,958,257,453
<i>Recognition of prior period adjustments</i>		<i>397,640,500</i>	
<i>Recognition of NFD No. 2023-063 re: various benefits paid to PNCC personnel in CY 2010 i.e. Anniversary bonus, clothing allowance & Exit bonus</i>		<i>36,454,969</i>	
<i>Recognition of NFD No. 2023-063 re: gratuity pay/benefits to the Board of Directors & Asst. Corporate Secretary in CY 2010</i>		<i>90,784,975</i>	
<i>Adjustment to CY 2023 Net Income</i>		<i>(11,069,914)</i>	
Restatement on Equity—net increase		524,880,444	
STATEMENT OF COMPREHENSIVE INCOME			
Service and Business Income	779,859,698	(3,333,521)	776,526,177
<i>Recognition of under-accrual of NLEX Corporation revenue share in 2023</i>		<i>459,265</i>	
<i>Recognition of under-accrual of SMC Skyway Stage 3 Corporation revenue share in 2023</i>		<i>1,571,314</i>	
<i>Recognition of under-accrual of SMC SLEX Inc. revenue in 2023</i>		<i>122,075</i>	
<i>Recognition of under-accrual of SMC Skyway Corporation revenue share in 2023</i>		<i>164,834</i>	
<i>Correction on the reversal of accrual of revenue share in NLEX Corporation</i>		<i>(4,967,750)</i>	
<i>Recognition of under-accrual of 2023 NLEX Corporation revenue shares in 2023</i>		<i>964,065</i>	
<i>Recognition of over-accrual of SMC Stage 3 Corporate revenue share in 2023</i>		<i>(1,647,324)</i>	
Gains	16,978,474,915	(7,660,500)	16,970,814,415
<i>Recognition of decrease on appraised value of Sta. Ines Mabalacat Property</i>		<i>(7,660,500)</i>	
Restatement in income – net decrease		(10,994,021)	
Maintenance & Other Operating expenses	40,333,927	75,893	40,409,820
<i>Recognition of RFID deductions on NLEX Corporation revenue share in 2023</i>		<i>75,893</i>	
Restatement in Expenses-net increase		75,893	
Restatement on Net Income-net decrease		11,069,914	

The PNCC presented three Statements of Financial Position in compliance with the requirements of Philippine Accounting Standard 1, *Presentation of Financial Statements*, to include in a complete set of financial statements a statement of financial position as at the beginning of the earliest comparative period whenever the entity retrospectively applies an accounting policy or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial risk

The PNCC's principal financial instruments comprise of cash, restructured debt, and advances to and from related parties. The main purpose of these financial instruments is to finance the PNCC's operations. The PNCC has various other financial assets and liabilities, such as receivables and vouchers payable and accrued expenses (excluding statutory payables), which arise directly from its operations. The main risks arising from the PNCC's financial instruments are credit risk and liquidity risk. The PNCC's BOD and Management review and approve the policies for managing each of these risks.

The PNCC monitors market price risk arising from all financial instruments and regularly reports financial management activities and the results of these activities to the BOD.

The PNCC's risk management policies are summarized below. The exposure to risk and how it arises, as well as the PNCC's objectives, policies, and processes for managing the risk and the methods used to measure the risk, did not change from prior years.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The PNCC monitors its cash flow position, debt maturity profile, and overall liquidity position in assessing its exposure to liquidity risk. The PNCC maintains a level of cash deemed sufficient to finance its cash requirements. Operating expenses and working capital requirements are sufficiently funded through cash collections.

The extent and nature of exposures to liquidity risk and how they arise, as well as the PNCC's objectives, policies, and processes for managing the risk and the methods used to measure the risk, are the same for 2024 and 2023.

The following table summarizes the maturity profile of the PNCC's financial assets and financial liabilities as of December 31, 2024 and 2023, based on contractual undiscounted cash flows:

	2024			Total
	<1 year	>1 to <5 years	>5 years	
Financial Assets				
Cash	128,894,489	0	0	128,894,489
Other Investments	2,913,899,616	0	0	2,913,899,616
Receivables	401,676,564	2,525,031	236,261,332	640,462,927
	3,444,470,669	2,525,031	236,261,332	3,683,257,032

2024				
	<1 year	>1 to <5 years	>5 years	Total
Financial Liabilities				
Accounts payable	4,922,798	894,229	0	5,817,027
Accrued Expenses	2,646,178	14,263,247	0	16,909,425
Other accounts payable	253,410	219,511	0	472,921
Inter-agency payables	56,167,348	463,574	0	56,630,922
Customers' deposit	98,223,157	0	0	98,223,157
Deferred credits	46,716,319	0	0	46,716,319
Other financial liabilities	258,002,200	516,004,600	10,322,013,616	11,096,020,416
	466,931,410	531,845,161	10,322,013,616	11,320,790,187
Liquidity gap	2,977,539,259	(529,320,130)	(10,085,752,284)	(7,637,533,155)

2023 (As restated)				
	<1 year	>1 to <5 years	>5 years	Total
Financial Assets				
Cash	105,285,346	0	0	105,285,346
Other Investments	2,393,832,366	0	0	2,393,832,366
Receivables	425,136,400	10,370,868	89,344,513	524,851,781
	2,924,254,112	10,370,868	89,344,513	3,023,969,493
Financial Liabilities				
Accounts payable	16,909,041	0	0	16,909,041
Accrued Expenses	15,524,093	0	0	15,524,093
Other accounts payable	273,394	0	0	273,394
Inter-agency payables	43,922,648	0	0	43,922,648
Customers' deposit	0	95,167,591	25,177,608	120,345,199
Deferred credits	46,424,528	0	0	46,424,528
Other financial liabilities	258,002,400	1,032,008,800	9,548,006,816	10,838,018,016
	381,056,104	1,127,176,391	9,573,184,424	11,081,416,919
Liquidity gap	2,543,198,008	(1,116,805,523)	(9,483,839,911)	(8,057,447,426)

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The PNCC's exposure to credit risk arises from the default of the counterparties which include certain financial institutions, real estate buyers, and suppliers.

Credit risk management involves dealing only with institutions or individuals for which credit limits have been established, and with suppliers whose paying and performance capabilities are rigorously screened.

The table below shows the maximum exposure to credit risk for the components of the statements of financial position as of December 31, 2024 and 2023:

	2024	2023 (As restated)
Cash	128,894,489	105,285,346
Receivables	640,462,927	524,851,781
	769,357,416	630,137,127

As of December 31, 2024 and 2023, the aging analysis per class of receivables is as follows:

2024

	Neither Past Due Nor Impaired	Past Due But Not Impaired				Impaired Financial Assets	Total
		<30 days	30-60 days	60-90 days	>90 days		
Accounts Receivable	0	0	0	0	177,473	78,371,871	78,549,344
Interests Receivable	32,306,536	0	0	0	0	0	32,306,536
Contrib. and Premiums Receivable	0	0	0	70,000	0	0	70,000
Receivables from Joint Ventures	28,875,523	0	0	0	0	0	28,875,523
Lease receivables	17,342,964	16,479,080	15,704,178	15,450,000	136,842,605	738,545	202,557,372
Due from Nat'l Govt	0	0	0	0	0	150,000,000	150,000,000
Due from subs/assoc/ affiliates	0	0	0	0	700,082	0	700,082
Other receivables	43,114	4,000	135,711,031	0	4,371,288	7,150,917	147,280,350
	78,568,137	16,483,080	151,415,209	15,520,000	142,091,448	236,261,333	640,339,207
Due from officers and employees	58,537	0	0	7	65,176	0	123,720
	78,626,674	16,483,080	151,415,209	15,520,007	142,156,624	236,261,333	640,462,927

2023

	Neither Past Due Nor Impaired	Past Due But Not Impaired				Impaired Financial Assets	Total
		<30 days	30-60 days	60-90 days	>90 days		
Accounts Receivable	16,016,077	8,534,367	2,013,087	0	193,397	78,178,474	104,935,402
Interests Receivable	24,210,571	0	0	0	0	0	24,210,571
Contrib. and Premiums Receivable	2,800	0	0	0	0	0	2,800
Receivables from Joint Ventures	54,525,389	0	0	0	0	0	54,525,389
Lease receivables	42,595,831	0	0	0	0	8,575,557	51,171,388
Due from Nat'l Govt	150,000,000	0	0	0	0	0	150,000,000
Due from subs/assoc/ affiliates	32,370	0	67,309	0	0	855,931	955,610
Other receivables	130,088,882	1,796	2,961	0	1,608,000	7,150,918	138,852,557
	417,471,920	8,536,163	2,083,357	0	1,801,397	94,760,880	524,653,717
Due from officers and employees	127,764	0	0	0	0	70,300	198,064
	417,599,684	8,536,163	2,083,357	0	1,801,397	94,831,180	524,851,781

Fair Values

Set out below is a comparison by category of carrying amounts and fair values of all of the PNCC's financial instruments that are carried in the statements of financial position as of December 31, 2024 and 2023.

	Carrying Amount		Fair Value	
	2024	2023	2024	2023
Financial assets				
Cash	128,894,489	105,285,346	128,894,489	105,285,346
Other investments	2,913,899,616	2,393,832,366	2,913,899,616	2,393,832,366
Receivables	640,462,927	524,851,781	640,462,927	524,851,781
	3,683,257,032	3,023,969,493	3,683,257,032	3,023,969,493

	Carrying Amount		Fair Value	
	2024	2023	2024	2023
Financial liabilities				
Accounts payable	5,817,027	16,909,041	5,817,027	16,909,041
Accrued expenses	16,909,425	15,524,093	16,909,425	15,524,093
Other accounts payable	472,921	273,394	472,921	273,394
Inter-agency payable	56,630,922	43,922,648	56,630,922	43,922,648
Customers' deposit	98,223,157	120,345,199	98,223,157	120,345,199
Deferred credits/ Unearned income	46,716,319	46,424,528	46,716,319	46,424,528
Other financial liabilities	11,096,020,416	10,838,018,016	11,096,020,416	10,838,018,016
	11,320,790,187	11,081,416,919	11,320,790,187	11,081,416,919

Cash and Accounts and Other Payables – carrying amounts approximate fair values due to the relatively short-term maturities of these investments.

Receivables – carrying amounts approximate fair values due to the short-term nature of the receivables.

41. SUPPLEMENTARY INFORMATION ON TAXES

In compliance with the requirements set forth by BIR Revenue Regulations No. 15-2010, the following is the information on taxes, duties, and licenses paid or accrued during the taxable years 2024 and 2023:

- 41.1 The PNCC is a VAT-registered corporation with output VAT declaration based on the amount reflected in the Revenue Accounts as follows:

	2024	2023
Vatable Sales	738,777,944	700,043,398
Output VAT	88,653,353	84,005,208

- 41.2 The amount of input VAT claimed is broken down as follows:

	2024	2023
Balance at the beginning of the year	0	0
Current year's purchases:		
Goods for resale/manufacture or further processing	0	0
Goods other than for resale or manufacture	464,157	502,995
Capital goods subject to amortization	1,993,753	0
Capital goods not subject to amortization	57,514	0
Services lodged under cost of goods sold	0	0
Services lodged under other accounts	541,055	550,124
Claims for tax credit/refund and other adjustments	0	0
Balance at the end of the year	3,056,479	1,053,119

41.3 Other taxes and licenses:

	2024	2023
Local:		
Real estate tax	954,478	1,633,230
Mayor's permit	6,144,145	4,152,633
Philippine Stock Exchange	250,000	260,250
Community tax	21,000	21,000
	7,369,623	6,067,113
National:		
BIR Annual registration	500	500
VAT/Percentage taxes	1,276,805	362,589
	1,277,305	363,089

41.4 The amount of withholding taxes paid/accrued for the years 2024 and 2023 are as follows:

	2024	2023
Tax on compensation and benefits	7,451,017	4,499,847
Creditable withholding taxes	1,579,701	761,358
	9,030,718	5,261,205

OBSERVATIONS AND RECOMMENDATIONS

A. FINANCIAL AUDIT

1. **The financial statements of Philippine National Construction Corporation (PNCC) are materially misstated as the P5.552 billion unconverted debts remained recorded in the books of accounts as equity, instead of liability. Moreover, the provision for interest and penalties relative thereto aggregating P76.534 billion is not recognized contrary to the Philippine Accounting Standard (PAS) 37, resulting in the understatement of liabilities by P82.086 billion.**
 - 1.1 This is a reiteration of prior year's observations with updated information.
 - 1.2 Presidential Letter of Instruction (LOI) No. 1295 dated February 23, 1983, directed all concerned Government Financial Institutions (GFIs) to convert certain obligations of the Construction Development Corporation of the Philippines (CDCP) (now PNCC) into equity or common shares of stock of the latter. The full conversion of said debts to equity will result in the payment/prepayment of PNCC's various obligations. LOI No. 1295 specifically provides that "after CDCP has made the prepayments/payments required herein, CDCP shall not be required to make further payments for interest on such obligations up to, and inclusive of, December 31, 1983." Stated otherwise, if CDCP has not made the prepayments/payments required in the LOI, then PNCC shall be required to make further payments for interest on such obligations up to, and inclusive of, December 31, 1983, or until the same are paid.
 - 1.3 A substantial portion of PNCC's obligations to the GFIs, and its liabilities to certain government agencies, transferred to the National Government (NG) pursuant to LOI No. 1295, was not automatically converted into equity pending the fulfillment of the payments/prepayments as required therein. However, these obligations were recognized in the books of PNCC as part of equity, described as "Equity Adjustments-Under Rehabilitation Plan-Loans Transferred to NG" instead of liabilities, as follows:

**Table 1 – Schedule of Unconverted Debts Recognized as Equity
As of December 31, 2023**

Philippine National Bank (PNB)	P 2,865,445,000
National Development Company (NDC)	1,356,693,000
Trade and Investment Development Corporation of the Philippines (TIDCORP)/Philippine Export and Foreign Loan Guarantee Corporation (PEFLGC)	1,204,311,000
Central Bank of the Philippines (CBP)	75,654,000
Bureau of the Treasury (BTr)	39,991,000
Development Bank of the Philippines (DBP)	9,633,000
Total	P 5,551,727,000

- 1.4 As disclosed in the Notes to Financial Statements, the above-mentioned indebtedness of the PNCC remained recorded as equity, as PNCC's position is supported by the Office of the Solicitor General (OSG) opinion that the debts have been effectively converted into equity and, therefore, should no longer incur interest charges.

- 1.5 While the Office of the Government Corporate Counsel (OGCC) opined that PNCC may enter into an agreement with Privatization Management Office (PMO) for the conversion of PNCC's remaining liabilities into equity or common stock of PNCC at par value and after the completion of the equity conversion, PNCC shall no longer have any remaining obligations to NG and PMO under LOI No. 1295, subject to the approval of higher authorities as may be required by law or regulation.
- 1.6 Results of confirmation of the liabilities with the PMO and the Bureau of the Treasury (BTr) disclosed discrepancies as of December 31, 2024. Details are shown below:

**Table 2 – Results of Confirmation of Liabilities with PMO and BTr
As of December 31, 2024**

Account/GFI	Per PNCC	Per confirmation	Variance
<u>Accounts with PMO</u>			
PNB	2,865,445,000	71,013,889,131	68,148,444,131
NDC	1,356,693,000	1,789,957,988	433,264,988
TIDCORP/PEFLGC/CBP	1,279,965,000	2,771,287,193	1,491,322,193
DBP	9,633,000	3,875,874,902	3,866,241,902
Marina	0	721,531,343	721,531,343
	5,511,736,000	80,172,540,557	74,660,804,557
Conveyance of Lot 3	0	(1,515,680,000)*	(1,515,680,000)
	5,511,736,000	78,656,860,557	73,145,124,557
<u>Accounts with BTr</u>			
Advances	39,991,000	2,850,386,234	2,810,395,234
Brady bonds	0	578,470,000	578,470,000
	39,991,000	3,428,856,234	3,388,865,234
Total	5,551,727,000	82,085,716,791	76,533,989,791

*payment to GFI

- 1.7 The Audit Team noted that the variance in the amount of P73.145 billion between PNCC and PMO records pertains substantially to interest and other charges imposed by the latter.
- 1.8 The PNCC did not recognize the disputed interest charges and penalties based on the following:
- The Supreme Court (SC) itself had recognized the validity of LOI No. 1295 and that it still legally exists today;
 - The failure to convert all debts to equity is considered an administrative matter;
 - The P5.552 billion is not a debt but simply represents unissued shares of stock awaiting actual conversion to equity pursuant to LOI No. 1295, and, as such, the continued imposition of interest and penalties is not warranted; and
 - PNCC claimed that its position is supported by the OSG and the OGCC.
- 1.9 On the other hand, the P3.389 billion difference between the records of PNCC and BTr is due to the unreconciled principal amount of liabilities plus interest. Per PNCC's books, only the principal amount of P39.991 million BTr advances is recorded; however, based on the confirmation reply from BTr, it claimed that NG's advances amounted to P1.409

billion, plus interest of P1.442 billion. Moreover, for the first time since the annual confirmation with BTr, a Loans Receivable-Brady Bonds amounting to \$10 million or P578.470 million surfaced, resulting in total liabilities of P3.429 billion as of December 31, 2024.

- 1.10 The NG did not consider PNCC's unconverted debts as having been effectively converted into equity. Rather, both the PMO and the BTr treated the unconverted debts as liabilities subject to applicable interest and charges.
- 1.11 Due to differing positions, PNCC and PMO submitted the issue to the Department of Justice (DOJ) for arbitration on June 21, 2012. On February 18, 2014, the DOJ dismissed PNCC's petition against PMO and ordered it to pay its due and demandable obligation, including interest and penalties, until fully settled.
- 1.12 On March 14, 2014, PNCC filed a Motion for Reconsideration (MR), which the DOJ denied on January 22, 2015. Notice of Appeal and Appeal Memorandum were filed by PNCC with the Office of the President of the Philippines (OP) on June 26, 2015 and July 27, 2015, respectively.
- 1.13 On April 15, 2015, the Department of Finance (DOF) served a Statement of Account to PNCC, informing that the outstanding obligations of PNCC were already due and demandable, and that there was no longer any basis to consider the conversion of the subject obligations into equity under LOI No. 1295.
- 1.14 On May 19, 2022, the OP issued a Decision on the appeal of PNCC affirming DOJ's Decision and Resolution dated February 18, 2014 and January 22, 2015, respectively. On July 22, 2022, PNCC filed an MR and a supplemental MR with the OP. To date, no resolution has yet been received.
- 1.15 Moreover, considering that the Decisions of the DOJ and OP are averse to PNCC, it is imperative for PNCC to recognize a provision for the interest and penalties related to the unconverted debts, in compliance with paragraph 14 of the PAS No. 37, which states explicitly:

A provision shall be recognized when:

- (a) an entity has a present obligation (legal or constructive) as a result of a past event;*
- (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and*
- (c) a reliable estimate can be made of the amount of the obligation.*

- 1.16 The recognition of the P5.552 billion unconverted debts as part of equity and the non-recognition of unreconciled principal liabilities, interest, and other charges totaling P76.534 billion resulted in the understatement of total liabilities and overstatement of total equity by P82.086 billion. **Further, there should have been a deficit of P49.131 billion instead of retained earnings of P27.403 billion as of December 31, 2024.**

- 1.17 **We reiterated our previous year's recommendation that Management:**
- a) **Recognize the P5.552 billion unconverted debts as liability, instead of equity;**
 - b) **Reconcile and recognize the unrecorded principal liabilities as confirmed by the PMO and BTr; and**
 - c) **Provide provisions for interest, penalties, and other charges in compliance with PAS No. 37.**
- 1.18 Management explained that there is a pending appeal with the OP regarding the classification of the P5.552 billion. Although the OP has issued a decision on the matter, PNCC emphasized that it is not yet final, as an MR dated July 21, 2022, and a Supplemental Motion dated February 16, 2023, have been timely filed.
- 1.19 PNCC maintains that under LOI No. 1295, its liabilities, including the P5.552 billion, were intended to be converted into equity. Also, PNCC argued that the obligation has been extinguished by novation, if not prescription.
- 1.20 Given the pendency of the MR, Management believes that recognizing the amount as a liability at this point would be premature and could render the pending motions before the OP moot.
- 1.21 The Audit Team maintains that Management's position on the recognition of P5.552 billion as a liability is not justified. As of December 31, 2024, the OP had already affirmed the DOJ's ruling declaring the obligations due and demandable. The pending Motion for Reconsideration does not suspend the effect of this decision, which remains valid and binding until overturned with finality.
- 1.22 Moreover, the defenses of novation or prescription are legal contentions that have to be decided by a competent authority. These do not negate the requirements of PAS No. 37, which mandates the recognition of a provision when there is a present obligation, an expected outflow of resources, and a reliable estimate of the amount, which are all present in this case.
- 1.23 The confirmation replies from the PMO and BTr, which recognized the obligations and related interest charges, further affirmed the need to reflect these in PNCC's books. Thus, the continued classification of the P5.552 billion as equity and the non-recognition of interest and penalties materially misstate the financial statements.
- 1.24 In the absence of a reversal of the OP's decision, PNCC must comply with PAS No. 37 and, at the very least, disclose the obligation as a contingent liability in the Notes to Financial Statements.
- 2. A provision arising from a judgment award for Money Claims against PNCC remained unrecorded in the books, contrary to Paragraph 14 of Philippine Accounting Standard No. 37, resulting in the understatement of liabilities of at least P51.146 million, excluding applicable interest and legal costs.**
- 2.1 This is a reiteration of prior year's observations with updated information.

2.2 Paragraph 14 of the PAS 37 states that:

A provision shall be recognized when:

- (a) an entity has a present obligation (legal or constructive) as a result of a past event;*
- (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and*
- (c) a reliable estimate can be made of the amount of the obligation.*

2.3 If these conditions are not met, no provisions shall be recognized.

2.4 The claim originated from a case filed by Asiavest Merchant Bankers (M) Berhad (AMB) against PNCC. The latter was awarded a project for rural roads and bridges in Pahang, Malaysia; however, it failed to fulfill its contractual obligations because its subcontractor did not complete the project.

2.5 PNCC received unfavorable decisions from the Regional Trial Court (RTC) and the Court of Appeals (CA). Thus, PNCC elevated the case to the Supreme Court (SC).

2.6 On August 19, 2015, the SC ruled in favor of AMB. The decision became final and executory on June 2, 2016, affirming the RTC's Decision ordering PNCC to pay:

- The sum of Malaysian Ringgit (MYR)3,915,053.54 or its equivalent in Philippine peso at the bank rate of exchange (on the date of payment) plus legal interest from the date of demand until fully paid.
- The sum of P300,000 as and by way of attorney's fees; and
- Cost of suit.

2.7 AMB moved to execute the SC Decision before the RTC and Court of Appeals, but was instructed to file its money claim with the Commission on Audit (COA), which it did on February 8, 2021.

2.8 Subsequently, on April 2, 2024, PNCC Management received COA Decision No. 2023-322, dated October 26, 2023, granting the Money Claim of Asiavest Equity SDN BHD (formerly known as AMB). The dispositive portion of the COA Decision No. 2023-322 states:

Accordingly, Asiavest is entitled to the amount of MYR3,915,053.54, legal interest of 12% from the date of judicial demand on April 12, 1994 until June 30, 2013, legal interest of 6% from July 1, 2012 up to the date of finality of SC Decision on June 2, 2016 and until full payment, as compensatory damages; and sum of P300,000.00 as and by way of attorney's fees.

2.9 In CY 2023, an Audit Observation Memorandum was issued recommending the recognition of a provision. As discussed, the unfavorable Decision directing PNCC to pay a specified amount constitutes the obligating event that gives rise to a present obligation, pursuant to Par. 10 of the PAS No. 37.

2.10 In the CY 2023 Exit Conference, the Head of Corporate Legal clarified that the COA decision is not yet final, as PNCC has filed a Motion for Reconsideration (MR).

Nevertheless, appropriate adjusting journal entries will be made to recognize the unrecorded liability.

- 2.11 Further, the President/CEO initially concurred with the recommendation to reflect the provision in the Financial Statements (FS), in light of the Supreme Court's decision on the matter.
- 2.12 It was then recommended that PNCC recognize a percentage of the provision, rather than 100 per cent of the judgment award.
- 2.13 However, based on the Agency Action Plan and Status of Implementation (AAPSI) for CY 2023, Management subsequently revised its position and opted to retain the existing disclosure, citing the pending resolution of its MR before the COA Commission Proper (CP).
- 2.14 A further review of the submitted FS and the accompanying Notes to the FS for CY 2024 revealed that PNCC did not recognize any provision related to the judgment award. As a result, the reported liabilities remained understated.
- 2.15 The continued non-recognition of a provision for the judgment award, as determined by COA-CP Decision No. 2023-322 dated October 26, 2023, has led to the understatement of liabilities by MYR 3.915 million or its equivalent in Philippine peso plus legal interest of six per cent to 12 per cent and attorney's fees, contrary to PAS 37.

2.16 We recommended that Management:

- a) Evaluate and determine the appropriate amount of provision, based on the judgment award, to be recognized in the books of accounts.**

Further, we reiterated our previous year's recommendation that Management:

- b) Make the necessary adjusting journal entries to recognize the unrecorded liability; and**
- c) Henceforth, ensure the timely monitoring and recognition of provisional liabilities arising from legal cases involving PNCC.**

- 2.17 Management commented that the current/existing disclosure in the Notes to FS is proper and that there is no understatement of liabilities in its books of accounts.
- 2.18 Management averred that the claimant, Asiavest Equity SDN BHD [in Members' Voluntary Liquidation (MVL)], has no legal standing and is not the party entitled to the money claim.
- 2.19 In this regard, Management informed that, as a matter of prudence and fairness, PNCC is opposed to paying Asiavest-MVL the judgment award, more so recognizing a provision for the same in the books of account, pending the resolution of the Motion for Reconsideration on the matter.
- 2.20 While Management's position on the legal standing of AMB is noted, it must be emphasized that the obligation to pay arose from a final and executory Supreme Court

decision, and the Commission on Audit has granted the money claim through Decision No. 2023-322. Under PAS No. 37, the existence of a legal dispute over the claimant does not negate the present obligation to settle a confirmed liability.

- 2.21 Given that all the conditions for the recognition of a provision have been met, such as the existence of a legal obligation, a probable outflow of resources, and a reliable estimate, the continued non-recognition of the liability has resulted in a material understatement of PNCC's reported liabilities.

3. The accuracy of PNCC's recorded revenue share amounting to P391.357 million remitted by the Joint Venture (JV) Companies operating the NLEX, SLEX, Skyway, and Skyway Stage 3 could not be ascertained due to the absence of verifiable data or information supporting the computation of such share, affecting the faithful representation of the account in the financial statements contrary to Paragraph 15 of Philippine Accounting Standard (PAS) 1.

- 3.1 This is a reiteration of prior year's observations with updated information.

- 3.2 Paragraph 15 of PAS 1 – Presentation of Financial Statements provides that:

Financial statements shall present fairly the financial position, financial performance and cash flows of an entity. Fair presentation requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the Conceptual Framework for Financial Reporting. The application of PFRSs, with additional disclosure when necessary, is presumed to result in financial statements that achieve a fair presentation.

- 3.3 Further, Paragraph QC12 of the CFFR states that:

To be a perfectly faithful representation, a depiction would have three characteristics. It would be complete, neutral, and free from error.

- 3.4 Under the interim guidelines issued by the Toll Regulatory Board (TRB) on March 22, 2012, JV Companies are directed to remit the government's share in toll revenues to the National Treasury. Paragraph 2 of the guidelines further provides:

As subsequently agreed upon by the PNCC and TRB as an interim arrangement, ten per cent (10%) of all amounts that are supposed to be remitted by the JV companies shall be set-aside by the JV company for remittance to PNCC. The ninety per cent (90%) shall be remitted to the TRB for the National Treasury immediately.

- 3.5 In accordance with this arrangement, PNCC is entitled to 10% of toll collections remitted by the JV Companies. For CY 2024, the remittances received by PNCC are as follows:

**Table 3 – Schedule of Revenue Share Remitted to PNCC
For Calendar Year 2024**

Name of JV Companies	Revenue Share	Sharing Percentage (based on gross toll revenue)
NLEX Corporation <i>(formerly Manila North Tollways Corporation)</i>	P105,014,404	10% of 6%
SMC Skyway Corp. <i>(formerly Citra Metro Manila Tollways Corp.)</i>	37,534,344	10% of 3.5%
SMC SLEX, Inc. <i>(formerly South Luzon Tollways Corporation)</i>	41,123,778	10% of 3%
Total	P170,756,567	

- 3.6 However, the accuracy of the above revenue share cannot be validated due to the absence of detailed and verifiable documentation supporting the declared gross toll revenues. This issue has been raised in previous audits but remains unresolved.
- 3.7 To assess the validity of PNCC's share, the Audit Team reviewed the 2024 Audited Financial Statements (AFS) of NLEX Corporation and SMC SLEX, Inc., and performed a re-computation based on the reported toll revenue. The results were as follows:

**Table 4 – Variance in Revenue Share based on the obtained AFS
For Calendar Year 2024**

	NLEX Corporation	SMC SLEX, Inc.
Government Share per AFS	1,177,466,915	24,618,400,000
x PNCC rate of share in the remittable amount	10%	10%
Toll Revenue Remittable to PNCC based on AFS	117,746,692	24,618,400
Less: Actual remittance to PNCC	105,014,404	24,618,385
Difference	12,732,287	15

- 3.8 The variance in NLEX's remittance casts doubt on the accuracy and reliability of the recorded revenue share. This shows the importance of transparent, complete, and verifiable documentation to support PNCC's share. The lack of access to toll revenue data and sole reliance on figures declared by JV Companies poses a risk of undetected under-remittance to both PNCC and the National Government.
- 3.9 While the published AFS of JV Companies provide accessible source for validating reported revenues, the noted discrepancies presented the limitations of relying solely on the documents provided by JV Companies upon collection. Such issues could have been resolved had PNCC been granted access to the actual toll revenue data.
- 3.10 Inaccuracies, whether intentional or otherwise, in the declaration of toll revenue would make it difficult to detect under-remittances, affecting both PNCC and the National Treasury.
- 3.11 Similarly, PNCC's share from the Metro Manila Skyway Stage 3 (MMS Stage 3) under the Restated Second Supplement to the Business Joint Venture Agreement (BJVA) cannot be verified due to the lack of supporting documentation.
- 3.12 The agreement entitles PNCC to a 2.5% share of Net Toll Revenues for the first four years, which amounted to P220.600 million (net of VAT) for CY 2024. However, the

agreement lacks a provision requiring submission of supporting reports or documents, and no reliable verification mechanism has been established.

- 3.13 Similar to the three JV Companies, PNCC's share in the operation of MMS Stage 3 disclosed that the accuracy of the amounts could not be ascertained due to the absence of a report or any document that would serve as a basis for the 2.5 per cent revenue share. Although the remittance to PNCC was supported by a schedule/computation, the accuracy of the reported net revenue from toll operations cannot be verified/validated.
- 3.14 While the attached documents are essential to support computations made by PNCC to record the revenue share. They do not constitute conclusive evidence to be used in validating the accuracy or completeness of the representations made by the JV companies.
- 3.15 Management sent formal requests for supporting documents to JV partners as early as May 9, 2023, with follow-up communications on August 30, 2023 and January 4, 2024. However, no documents have been provided in response.
- 3.16 Further, Management expressed its intent to send another request and elevate the matter in upcoming meetings with the JV partners. Nevertheless, as of December 31, 2024, no supporting documents have been submitted.
- 3.17 The continued absence of verifiable and detailed supporting documents for these revenue computations casts doubt on the faithful representation of the reported income balances. This practice does not support the principle provided under Paragraph 15 of PAS 1 and Paragraph QC12 of the Conceptual Framework for Financial Reporting.
- 3.18 **We reiterated with modifications our previous year's recommendation that Management:**
 - a) **Make persistent efforts to obtain documents to be used as a basis for the computation of the revenue share of PNCC and to validate the same;**
 - b) **Furnish the Audit Team with subject documents and results of validation.**

Further, we recommended that Management:

 - c) **Coordinate with TRB to collectively pursue negotiations or dialogue with JV Companies to gain access to toll revenue data, which is critical in validating the remittance due to PNCC and the National Treasury; and**
 - d) **Resort to legal remedies if the JV Companies continuously ignore the request for the needed data.**
- 3.19 During the exit conference, Management explained that with respect to the remittance from the NLEX and SLEX, PNCC only has an inconsequential legal standing or "personality" to demand toll revenue data, as its 10% remittance entitlement arises merely from the Interim Guidelines issued by the TRB dated March 22, 2012. The 90% remittance is made to the National Government through TRB. Thus, it is the TRB that has the proper authority to demand access or initiate action regarding full disclosure of toll revenues.

- 3.20 Regarding the Skyway Stage 3 revenue share, the Head of Corporate Legal stated that in a recent meeting with San Miguel Corporation, PNCC's JV partner, it was clarified that details of toll revenues are available in the audited financial statements, and that there are no material issues on this matter.
- 3.21 The Head of Controllershship also noted that BIR Form 2307 and revenue computation schedules are provided with every remittance from the JV Companies. These include the gross toll revenue figures, net of toll usage and merchant fees. Moreover, any required adjustments are performed at year-end based on the final audited financial statements.
- 3.22 In the absence of direct access to actual toll revenue records, the Audit Team will rely on the documents submitted by the Joint Venture Companies, particularly the BIR-related documents, as the basis for the limited validation of the revenue share amounts recorded in PNCC's books.

4. The faithful representation of the Accounts Receivable account totaling P640.463 million as of December 31, 2024, could not be ascertained due to the discrepancy of P40.456 million between the balance per books and the confirmed balances from various debtors, contrary to PAS 1.

- 4.1 This is a reiteration of prior year's observations with updated information.
- 4.2 Paragraph 15 of PAS 1 – Presentation of Financial Statements provides that:

Financial statements shall present fairly the financial position, financial performance and cash flows of an entity. Fair presentation requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the Conceptual Framework for Financial Reporting. The application of IFRSs, with additional disclosure when necessary, is presumed to result in financial statements that achieve a fair presentation.

- 4.3 Further, paragraphs QC4 and QC12 of the Conceptual Framework for Financial Reporting state that:

If financial information is to be useful, it must be relevant and faithfully represent what it purports to represent. The usefulness of financial information is enhanced if it is comparable, verifiable, timely and understandable.

xxx. To be a perfectly faithful representation, a depiction would have three characteristics. It would be complete, neutral and free from error.

- 4.4 On January 22, 2025, confirmation requests were sent to various debtors of PNCC with total receivables of P235.786 million as of December 31, 2024. The results disclosed a P40.456 million variance, detailed as follows:

**Table 5 – Variance in Total Receivables based on the Obtained Confirmation Letter
For Calendar Year 2024**

Debtors	Per Books	Per Confirmation	Variance
SMC Skyway Stage 3 Corporation	0	22,247,467	22,247,467
Pacific Concrete Products, Inc. (PCPI)	201,768,827	193,211,906	8,556,921
SMC Skyway Corporation	15,086,156	7,667,993	7,418,163
NLEX Corporation	10,832,110	11,695,840	863,730
National Labor Relations Commission (NLRC)	5,138,369	4,254,999	883,369
SMC SLEX, Inc.	2,957,257	2,474,113	483,144
Skyway O&M Corporation (SOMCO)	2,829	0	2,829
Total	235,785,548	241,572,980	40,455,623

4.5 Examination of records and ledgers attached to the confirmations disclosed that:

1. SMC Skyway Stage 3 Corporation – The P22.247 million variance pertains to an invoice issued by PNCC to SMC Skyway Stage 3 Corporation on December 27, 2024. Instead of recording the transaction as Accounts Receivable, PNCC debited Cash, even though the actual collection was made only on January 21, 2025. This resulted in an understatement of Accounts Receivable and an overstatement of Cash as of year-end.
2. PCPI – The variance noted was due to the differences in recording methods. PNCC records receivables at gross of withholding taxes, whereas PCPI records its payables to PNCC net of withholding taxes. Furthermore, interest on past-due rental payments amounting to P1.945 million was not included in the confirmation made by PCPI.
3. SMC Skyway Corporation – The P7.418 million variance pertains to an over-accrual by PNCC of its revenue share for the period 2016 to 2024. This overstatement resulted in a discrepancy, indicating that previously recognized revenues may not have been fully realized. Proper adjustments should be made to ensure that only actual and collectible receivables are reflected in the financial statements.
4. NLRC – The variance pertains mainly to appeal bonds posted by PNCC to NLRC for various labor cases. However, these amounts were not included in the confirmed balance provided by NLRC. The discrepancy indicates that the appeal bonds may have been released or otherwise not reflected in the NLRC's records. Details of the appeal bonds are as follows:

**Table 6 – Variance in receivables based on the Obtained confirmation letter from
NLRC
For Calendar Year 2024**

Appeal Bonds and Case Nos.	Amount
Romeo Mengote vs. PNCC <i>(NLRC Case No. 01-201278-05)</i>	P500,000
Choleta Razel vs PNCC <i>(NLRC NCR Case No. 02-01241-07)</i>	248,294
Jovito Vibas vs PNCC <i>(NLRC NCR Case No. 00-03-8546-05)</i>	140,075
Bond in Elizabeth De Leon case <i>(confirmed by NLRC but not recorded in PNCC's books)</i>	(5,000)
Total	P883,369

PNCC has already fully provided an allowance for impairment losses on these appeal bonds. However, based on the review, there appears to be a lack of clarity regarding the status of these accounts. The appeal bonds were not included in the confirmed balances, and the status of these related labor cases remains unverified. Additionally, there is no available documentation indicating whether any of the bonds have been released, which may affect future derecognition in the books.

5. SMC SLEX, Inc. – The variance resulted from an over-accrual of receivables from revenue shares for JV Companies in 2018, 2020, 2021, 2022, and 2024.
- 4.6 The foregoing variances cast doubt on the accuracy and reliability of the recorded receivables, which is contrary to Paragraph 15 of PAS 1. Consequently, the faithful representation of Accounts Receivable in the financial statements is doubtful.
- 4.7 **We reiterated our previous year's recommendations that Management:**
 - a) **Direct the Controllership Department to continue with the reconciliation of the variances; and**
 - b) **Effect the necessary adjusting journal entries in the books of accounts.**

Further, we recommended that Management:

- c) **Instruct the Corporate Legal Department to coordinate with NLRC regarding the status of labor cases and resolve the issue of the discrepancy of the recorded appeal bonds; and**
- d) **Monitor regularly the status of cases with the NLRC to ensure the proper recording and disclosure of appeal bonds.**
- 4.8 Management commented that they are still in the process of reconciling the variances on all the receivables and will issue the necessary adjusting entries if warranted.
- 4.9 While the Management's reconciliation efforts are noted, discrepancies in accounts receivable totaling P40.456 million persist and continue to affect the reliability of PNCC's financial statements. Timely completion of reconciliations and proper recording of adjustments are necessary to ensure compliance with PAS 1 and to achieve a fair presentation of PNCC's financial statements.
5. **The existence, completeness, and valuation of the Property and Equipment (PE) account with a net book value of P19.265 million could not be ascertained due to the non-submission of the Report on the Physical Count of Property, Plant and Equipment (RPCPPE), affecting the faithful representation of the account in the financial statements (FS) contrary to PAS 1.**
- 5.1 Paragraph 15 of PAS 1 – Presentation of Financial Statements provides that:

Financial statements shall present fairly the financial position, financial performance and cash flows of an entity. Fair presentation requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for

assets, liabilities, income and expenses set out in the Conceptual Framework for Financial Reporting. The application of IFRSs, with additional disclosure when necessary, is presumed to result in financial statements that achieve a fair presentation.

- 5.2 The audit of the Property and Equipment account revealed that the CY 2024 RPCPPE, covering assets with a total net book value of P19.265 million, was not submitted to the Audit Team. The details are as follows:

**Table 7 – PPE Not supported by RPCPPE
For Calendar Year 2024**

Accounts	Cost	Accumulated depreciation	Net book value
Motor vehicles	42,495,154	24,481,692	18,013,462
IT equipment	5,583,922	5,326,380	257,542
Construction & heavy eqpt.	4,486,177	3,828,163	658,014
Office Equipment	2,056,843	2,056,827	16
Furniture and fixtures	1,309,960	1,309,945	15
Communications equipment	190,000	189,999	1
Sports equipment	181,802	181,698	104
Other machinery & eqpt.	5,498,431	5,162,289	336,142
Total	61,802,289	42,536,993	19,265,296

- 5.3 The RPCPPE is required under COA Circular No. 80-124 dated January 18, 1980, to be submitted to the auditor not later than January 31, covering the physical inventory conducted for the preceding year.
- 5.4 For CY 2023, the Controllership Department was able to submit the RPCPPE, but it was submitted beyond the expected timeframe, on April 8, 2024. The report for CY 2024, however, has not yet been submitted to the Audit Team, despite the conduct of the annual physical inventory count from September to December 2024.
- 5.5 Inquiry with the Controllership Department revealed that the delay in submission was due to recent personnel movements within the department. One of the accountants retired on January 31, 2025, and the employee who previously prepared the RPCPPE assumed the responsibilities of the retired staff. On February 4, 2025, a new employee was hired to fill the vacant position, and the task of preparing the RPCPPE was assigned to her. The latest update indicates that the preparation of the RPCPPE is ongoing and nearing completion.
- 5.6 The absence of this report makes it difficult for the auditors to verify the existence, completeness, and valuation of the recorded property and equipment in PNCC's books of accounts, casting doubt on the faithful representation of the account in the financial statements. Further, this exposes PNCC's property and equipment to risks of loss, misuse, or misstatement due to the inability to summarize, verify, and monitor government assets.
- 5.7 Therefore, the existence, completeness, and valuation of the Property and Equipment account with a net book value totaling P19.265 million remain doubtful due to the non-submission of the RPCPPE, preventing reconciliation and verification of the account.

5.8 We recommended that Management:

- a) Instruct the Property Officer and the Inventory Committee to expedite the preparation of the RPCPPE and submit the same to the Office of the Auditor as soon as possible; and**
- b) Initiate the early conduct of the annual physical inventory count of property and equipment to facilitate the timely preparation and submission of the RPCPPE.**

5.9 Management commented that they appreciate and agree with the observation. They committed to submit the RPCPPE on or before April 30, 2025. They also assured that the comments and recommendations are duly noted, and that they will comply with the required yearly submission of the said RPCPPE.

5.10 The Management's assurance to comply with the yearly submission requirement of the RPCPPE is acknowledged and appreciated. However, it is important that the report be submitted promptly and within the prescribed deadline to prevent delays in the audit process and to ensure effective monitoring and safeguarding of the government assets.

5.11 The Audit Team also acknowledges receipt of the soft copy of the RPCPPE by Management on April 15, 2025. Upon verification, however, the amounts reflected therein do not reconcile with the accounting records. These discrepancies prevent the Audit Team from validating the completeness and accurate valuation of the Property and Equipment account, which is essential for the faithful representation of the account under Paragraph 15 of PAS 1.

5.12 The Audit Team reiterated the importance of submitting a reconciled and validated RPCPPE that is consistent with the accounting records. Doing so is critical to enabling the accurate verification of the government assets and supporting the integrity of the audit process.

6. PNCC did not accrue the dividend income from SMC Skyway Corporation at the time of declaration, resulting in a net overstatement of the account by P7.726 million for CY 2024, contrary to Paragraph 15 of PAS 1 and Paragraph 5.7.1A of Philippine Financial Reporting Standards (PFRS) 9.

6.1 Paragraph 15 of PAS 1 – Presentation of Financial Statements provides that:

Financial statements shall present fairly the financial position, financial performance and cash flows of an entity. Fair presentation requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the Conceptual Framework for Financial Reporting. The application of PFRSs, with additional disclosure when necessary, is presumed to result in financial statements that achieve a fair presentation.

- 6.2 Further, Paragraph QC12 of the Conceptual Framework for Financial Reporting states that:

To be a perfectly faithful representation, a depiction would have three characteristics. It would be complete, neutral and free from error.

- 6.3 Moreover, Paragraph 5.7.1A of PFRS 9 provides that:

Dividends are recognized in profit and loss only when:

- (a) the entity's right to receive payment of the dividends is established;*
- (b) it is probable that economic benefits associated with the dividend will flow in the entity; and*
- (c) the amount of dividend can be measured reliably.*

- 6.4 The audit revealed that PNCC recognized dividend income only upon the receipt of cash, rather than applying the accrual principle based on the dividend declaration date. This approach is contrary to the requirements of PFRS 9, which states that dividend income should be recognized when the right to receive payment is established, specifically on the declaration date. The total dividends received from SMC Skyway Corporation in CY 2024 are as follows:

**Table 8 – Schedule of Dividends Received from SMC Skyway Corporation
For Calendar Year 2024**

Declaration Date	OR No.	Date received	No. of shares	Rate per share	Dividend (10% of total entitlement)
12/07/2023	716251	03/18/24	5,518,698	P26	P 14,348,615
03/13/2024	716783	06/24/24	5,518,698	P26	14,348,615
08/16/2024	717205	09/16/24	5,518,698	P33	18,211,703
12/03/2024	718057	12/19/24	5,518,698	P28	15,452,354
Total					P 62,361,287

- 6.5 Based on the above, the dividend income of P14.349 million received on March 18, 2024, was recorded as income in CY 2024. However, the declaration date for this dividend was made on December 7, 2023, which is when the right to recognize the dividend income was established. Given that all three criteria under PFRS 9 Paragraph 5.7.1A were met in CY 2023, the dividend income should have been accrued and recognized in that year.
- 6.6 Additionally, the Secretary's Certificate attached in the Official Receipt showed that SMC Skyway Corporation declared two dividend payouts on December 3, 2024, for earnings as of September 30, 2024. These dividends amounted to P28.00 per share, payable in December 2024, and P12.00 per share, payable in March 2025. While the December 2024 dividend was properly recognized upon receipt on December 19, 2024, the dividend payable in March 2025 was not accrued in CY 2024, despite being declared in the same resolution and meeting the recognition criteria. Since the right to receive payment was established in CY 2024, the dividend payable in March 2025 should be accrued as income in CY 2024.

- 6.7 The failure to properly recognize dividends based on the declaration date resulted in a net overstatement of dividend income in CY 2024 amounting to P7.726 million, as follows:

**Table 9 – Net Overstatement of Dividend Income
For Calendar Year 2024**

Particulars	Amount
Overstatement of Dividend Income in 2024	P14,348,615
Understatement of Dividend for Accrual in 2024	6,622,440
Net Overstatement of Dividend Income	P 7,726,175

- 6.8 The resulting misstatements in Dividend Income, arising from the failure to apply the accrual basis of accounting in recognizing dividends, are contrary to the requirements of Paragraph 5.7.1A of PFRS 9. The practice compromises the reliability and accuracy of financial reporting and raises concerns about the fair presentation of the financial statements in violation of Paragraph QC12 of the Conceptual Framework for Financial Reporting and Paragraph 15 of PAS 1.

- 6.9 **We recommended and Management agreed to:**

- a) **Make the necessary adjusting journal entries on dividend income for CY 2024;**
- b) **Enhance the review procedures over dividend income recognition to ensure that all dividends are recognized based on the date of declaration; and**
- c) **Ensure adherence to Paragraph 5.7.1A of PFRS 9 on dividend income recognition and PAS 1.**

- 6.10 Management commented that they appreciate and agree with the observation. Accordingly, the Controllershship Department will submit the necessary adjusting entries on dividend income for CY 2024. They also assured that the observations and recommendations are duly noted, and that they will comply and implement Paragraph 5.7.1A of PFRS 9 and the relevant provisions of PAS 1.

- 6.11 The Audit Team advised Management that future recognition of dividend income adheres to the accrual basis of accounting, in compliance with applicable financial reporting standards, to prevent recurrence of similar misstatements.

- 7. The Inventory account with a net realizable value of P2.444 million could not be ascertained due to the variance of P0.562 million between the balance per books and the inventory report, contrary to PAS 1, affecting the faithful representation of the account in the financial statement.**

- 7.1 This is a reiteration of prior years' observations with updated information.

- 7.2 Paragraph 15 of PAS 1 – Presentation of Financial Statements provides that:

Financial statements shall present fairly the financial position, financial performance and cash flows of an entity. Fair presentation requires the faithful representation of the effects of transactions, other events and

conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the Conceptual Framework for Financial Reporting. The application of IFRSs, with additional disclosure when necessary, is presumed to result in financial statements that achieve a fair presentation.

- 7.3 Audit of inventory account disclosed that the balance recorded in the books does not reflect the balance per the inventory report; details are as follows:

**Table 10 – Discrepancies Between Book and Inventory Report Balances
As of December 31, 2024**

Accounts	Per Books	Per inventory report	Variance*
Office Supplies Inventory	713,014	468,907	244,107
Medical, Dental & Laboratory Supplies	555,776	567,940	12,164
Fuel, Oil and Lubricants Inventory	429,138	585,531	156,393
Other supplies and materials	4,745,886	4,596,609	149,277
	6,443,814	6,218,987	561,941
Allowance for Impairment loss	(3,999,962)	(3,999,962)	0
Net Realizable Value	2,443,852	2,219,025	561,941

*absolute amount

- 7.4 The total variance of P0.562 million raises concerns on the accuracy, reliability, and faithful representation of the reported balance of the Inventory account.
- 7.5 Verification disclosed that the Report on the Physical Count of Inventories (RPCI), which serves as a primary document in validating and reconciling inventory balances, had not yet been made available to the Audit Team at the time of review.
- 7.6 Inquiry with the Controllershship Department revealed that the preparation of the RPCI is still in progress. It is noteworthy that, on May 6, 2024, Management concurred with the Audit Team's prior recommendation to submit the said report on January 31 or earlier. The continued delay in submission indicates non-compliance with the agreed timeline and further affects the reliability of the inventory report.
- 7.7 Further, in order to facilitate the verification and reconciliation of the recorded Inventory account, in the absence of the RPCI, the Audit Team had no other viable alternative but to rely on the inventory report prepared by Management for submission to the Bureau of Internal Revenue.
- 7.8 Had Management strictly enforced internal controls over inventory management, the discrepancies could have been avoided. These controls include regular reconciliation of Stock Cards maintained by the supply custodian with the Supplies Ledger Cards maintained by the Accounting Unit; accurate and prompt updating of these records upon receipt and issuance of inventory items; and the periodic conduct of physical counts of inventories with immediate reconciliation to the accounting records.
- 7.9 Therefore, the identified variances, coupled with the absence of the RPCI, cast doubt on the accuracy and reliability of the reported inventory account balance in the financial

statements. It also highlights weaknesses in internal control and inventory monitoring practices, which should be promptly addressed to ensure compliance with applicable financial reporting standards and audit regulations

7.10 We reiterated our previous year's recommendation that Management:

- a) Instruct the Inventory Committee to expedite the preparation of the Report on the Physical Count of Inventories (RPCI) and submit the same to the Audit Team; and**
- b) Ensure the reconciliation of the balances of each inventory account as reflected in the accounting records and inventory report.**

Further, we recommended that Management:

- c) Enhance internal control over inventory management in order to prevent variances between the balances per books and per inventory report; and**
- d) Ensure the timely preparation and submission of the RPCI on a semi-annual basis, in accordance with the audit requirements.**

7.11 Management commented that they fully appreciate and agree with the observation. They committed to submit the RPCI on or before April 30, 2025. They also assured that the observations and recommendations are duly noted, and that they will comply with the required yearly submission of the said RPCI.

7.12 The Audit Team acknowledged receipt of the soft copy of the RPCI submitted by Management on May 22, 2025. However, upon examination, the amounts reflected in the RPCI are not consistent with the recorded balances in the books of accounts. The identified variance of P561,941 between the accounting records and the inventory report remains unresolved. Hence, we maintained our recommendation.

B. OTHER OBSERVATIONS

8. The non-payment of concession fees to the National Government (NG) totaling P7.592 billion (principal amount of P1.060 billion and penalty charges of P6.532 billion) is not compliant with Clause 2 of the Toll Operation Agreement (TOA), resulting in annual penalty charges of at least P258 million, which negatively impacts PNCC's financial performance.

8.1 This is a reiteration of prior year's observations with updated information.

8.2 Clause 2.1.1 of the TOA entered into by and between CDCP (now PNCC) and the Republic of the Philippines, represented by the Toll Regulatory Board (TRB), in October 1977 provides that:

"PNCC shall pay or reimburse the government through the TRB for a period of 30 years a concession fee of approximately P912 million on the dates provided in the Schedule of Fees" (December 31, 1977 to December 31, 2006).

- 8.3 Clause 2.1.3 thereof provides that "if PNCC fails to pay any amount of concession fee when it falls due and the amount remains unpaid for a period of 30 days, a penalty of two (2) per cent per month of the amount due shall be charged until the amount of concession fee is fully paid." In December 1978, a Supplemental TOA was executed by the parties, amending the 30-day time frame to 365 days in the computation of penalty charges.
- 8.4 Our audit disclosed that as of December 31, 2024, PNCC have an outstanding unpaid concession fee to the NG amounting to P7.592 billion, inclusive of P6.532 billion in penalty charges. The non-payment and non-compliance with the TOA, resulted in the incurrence of penalty of two per cent (2%) per year; totaling at least P258 million annually. This recurring penalty has significantly impacted PNCC's financial performance. The TRB confirmed this balance and noted that PNCC has remitted only P487.627 million to the NG since 1985.
- 8.5 In a letter dated January 31, 2024, PNCC, in light of TRB's plan to issue the final implementing guidelines on revenue sharing in toll road projects, asserted its claim to 100% of the toll revenue share for Skyway Stage 1 and Stage 2, as these were undertaken pursuant to Presidential Decree (P.D.) No. 1894 and not under P.D. No. 1113, which expired in 2007.
- 8.6 Currently, the Interim Guidelines issued by TRB on March 22, 2012 remain in effect, which directs 90% of PNCC's share in the toll revenue from Skyway Stage 1 and Stage 2 to be remitted to the NG through TRB, while only 10% goes to PNCC. PNCC contends that this arrangement is incorrect and asserts that, since the projects were undertaken pursuant to P.D. No. 1894, it should receive the full amount of its revenue share rather than just 10%.
- 8.7 Moreover, based on previous discussions with Management, they are planning to settle the unpaid concession fees with the 90% of PNCC's revenue share that has been remitted by the SMC Skyway Corporation to the NG through the TRB, as these properly belongs to PNCC.
- 8.8 In essence, Management intends to propose an offsetting arrangement by crediting previously remitted revenues to the NG against the unpaid concession fees. Instead of a separate cash payment, the remittances amounting to billions of pesos and potentially sufficient to cover the outstanding fees would be applied to settle the liabilities.
- 8.9 To pursue this, PNCC plans to schedule a meeting with the Bureau of Treasury (BTr) to discuss the formal process of offsetting. This would allow PNCC to clear its obligations while avoiding further penalties and ensuring that its rightful revenue is properly accounted for.
- 8.10 However, despite Management's grand plan to settle its concession fee obligations through an offsetting arrangement, the proposal has yet to be formally discussed or initiated. The intended resolution, which involves crediting the remittances already made to the NG against the outstanding concession fees, remains uncertain considering that it requires the acquiescence of the NG for it to materialize. As of this date, no formal agreement or concrete steps have been taken to implement the planned offsetting.
- 8.11 In the absence of a definitive settlement plan, the TRB continues to impose an annual penalty charge of P258 million, further increasing PNCC's total liabilities.

8.12 Thus, urgent action is required to resolve the issue on concession fee liabilities. Until a resolution is reached, PNCC remains burdened with annual penalties, which negatively impact its overall financial performance.

8.13 **We recommended that Management:**

- a) **Initiate the planned meeting with the BTr to discuss the formal process of offsetting; and**
- b) **Take immediate action to implement the settlement plan to prevent the accumulation of penalties and ensure compliance with its financial obligations.**

Further, we reiterated our previous recommendation that, should the planned offsetting fail to materialize, develop a payment plan duly approved by the Board of Directors for the settlement of unpaid concession fees to NG.

8.14 Management commented that it is in the process of finalizing its plan to settle the unpaid concession fees to the National Government. It maintains that PNCC is entitled to 100% of the toll revenue share from Skyway Stages 1 and 2, as these projects were implemented under P.D. No. 1894, and not under P.D. No. 1113, which expired in 2007.

8.15 Under the Interim Guidelines issued by the TRB on March 2, 2012, 90% of PNCC's annual revenue share from these projects has been remitted to the NG through the TRB, while PNCC receives only 10%. Management contends that the 90% remitted to the NG rightfully belongs to PNCC and is sufficient to cover the unpaid concession fees.

8.16 In line with this, PNCC has written TRB and is currently arranging a meeting with the BTr to initiate discussions on the possible offsetting of unpaid obligations against the remitted revenues.

8.17 By way of rejoinder, the Audit Team acknowledges Management's recognition of the outstanding concession fee liabilities and their plan to pursue an offsetting arrangement with the NG through the BTr. However, the same proposal has been noted in prior audit discussions, yet no formal steps were taken or reported. The continued inaction not only violates Clause 2 of the TOA but also exposes PNCC to financial strain due to the compounding penalties. Thus, we maintain our recommendation.

9. Lack of a definitive action plan by the Management and Board of Directors (BOD) on the lease and development plan of the 9.9-hectare portion of the Financial Center Area (FCA) property, contrary to Section 2 of Presidential Decree (P.D.) No. 1445 resulted in continued non-utilization and loss of potential income of at least P714.255 million for CY 2024.

9.1 This is a reiteration of prior year's observations with updated information.

9.2 Section 2 of P.D. No. 1445 provides that:

It is the declared policy of the State that all resources of the government shall be managed, expended or utilized in accordance with law and regulations, and safeguarded against loss or wastage through illegal or improper

disposition, with a view to ensuring efficiency, economy and effectiveness in the operations of government. The responsibility to take care that such policy is faithfully adhered to rests directly with the chief or head of the government agency concerned.

- 9.3 PNCC owns a 12.954-hectare property known as the FCA located along Macapagal Boulevard, Pasay City. Previously, portions of the said property were leased to various lessees on a short-term basis until the expiration of lease agreements in May 2018. Thereafter, the PNCC BOD resolved not to renew the contracts to pursue a long-term lease and development plan.
- 9.4 On October 8, 2019, PNCC entered into a long-term lease contract with Pacific Concrete Products, Inc. for the development of the 3-hectare portion of the property. The remaining 9.9 hectares are still idle and unproductive, and have pending ejectment cases filed by PNCC against former lessees who continued to occupy the premises despite lease expirations.
- 9.5 To move forward with the lease and development of the remaining 9.9 hectares, the BOD passed Board Resolution dated July 10, 2019, approving the Terms of Reference (TOR) for public bidding and authorizing the President and CEO to secure clearance/approval from the Office of the President (OP). The TOR was submitted to the OP on July 18, 2019.
- 9.6 On February 26, 2020, the President and CEO wrote another letter to the OP, inquiring about the status of their request for comment/approval on the subject TOR. Subsequently, PNCC received a letter dated March 6, 2020, addressed to the Secretary of the Department of Finance (DOF), relative to the lease and development of the FCA property.
- 9.7 In CY 2023, the Audit Team issued an AQM inquiring about actions taken by Management to fast-track its request for approval of the TOR. It was also inquired whether the Management informed the new administration regarding its pending request for approval of the TOR, considering that there was a change in administration in June 2022.
- 9.8 The Management informed that a follow-up was made with the Privatization Management Office (PMO) on July 21, 2021. In the reply of PMO on July 26, 2021, it commented that:
 - i. The proposed bid price is too low for the current market;
 - ii. PNCC's legal personality to continue the development of the FCA property should be reviewed; and
 - iii. The settlement of PNCC's obligation with the various national government agencies was not reflected in the proposed lease.
- 9.9 Management also cited the issuance of Memorandum Circular (MC) No. 3 dated July 27, 2022 by the Executive Secretary, which prohibits government officials who are on hold-over capacity from entering new contracts or projects, thus, the plan to fast track the lease and development of the FCA property, was held in abeyance by the hold-over officials of PNCC. This is to give the incoming new set of appointees a free hand on the project.

- 9.10 Further, Management informed that a new set of appointive directors assumed office in January 2023 and that they still have to study and consider the comments of the PMO on the TOR, specifically the comment pertaining to PNCC's authority to continue the development of the FCA property. Accordingly, the new set of BOD was set to revisit the earlier plan to lease and develop the subject property.
- 9.11 Considering that the plan was formulated almost six (6) years ago and the status of the property is no longer the same when the TOR was prepared, it is proper for the BOD to review the lease and development strategy for the FCA property.
- 9.12 In the meantime, some progress has been made in regaining control of portions of the property previously under litigation. Specifically, in August 2023, PNCC regained control of 1.5 hectares through the enforcement of a Writ of Execution issued by the Regional Trial Court. In 2024, PNCC also regained possession of an additional 2.4 hectares that were previously leased to Ley Construction Development Corporation.
- 9.13 Despite these developments, portions of the 9.9-hectare FCA property remain idle and unutilized, pending resolution of legal cases and the absence of clear directions from the Management and the BOD. The prolonged inaction has left valuable property underutilized, incurring foregone income, contrary to the principle of efficient use of government resources.
- 9.14 In view of the above, the Management should have exerted persistent efforts to utilize the property, either for lease or development; now that it has been six years since the expiration of the previous leases, leaving portions of the property unproductive and depriving PNCC of potential income.
- 9.15 The continued idleness and failure to maximize the potential of the property is contrary to Section 2 of P.D. No. 1445, which mandates that all government resources be managed and utilized in accordance with the law, and safeguarded against loss or wastage through improper disposition, to ensure efficiency, economy, and effectiveness in government operations.
- 9.16 **We reiterated our previous year's recommendation that Management:**
- a) Establish PNCC's authority to develop the FCA property;**
 - b) Assess and develop a definitive action plan based on current property conditions (whether to proceed or withdraw from the project), for the lease and development of the 9.9-hectare FCA property;**
 - c) Proceed and initiate appropriate action to implement the BOD-approved action plan; and**
 - d) Apprise the Audit Team of the status and developments on the 9.9-hectare portion of the FCA property.**
- 9.17 Management commented that the members of the Business Development and Legal & Compliance Committees of PNCC Board discussed the TOR of FCA Property in their Joint Committee meeting held on March 26, 2025. It was noted that the assumptions in the TOR submitted to the Office of the President (OP) in 2019 may have significantly

changed over the past six years. As a result, the original assumptions may no longer be valid or relevant.

- 9.18 Part of the said TOR includes a stipulation that the winning bidder will assume responsibility to eject the illegal occupants since the proposed lease was on an "as-is-where-is" basis. However, since then, PNCC has successfully repossessed a 4.5-hectare portion of the property that was previously under litigation, and another 400 sq m portion is expected to be recovered.
- 9.19 Management informed the Audit Team that Members of the Committee suggested that, because so much has changed, it would be more prudent and appropriate to revisit and review the salient features of the TOR. Accordingly, the Committee tasked the PNCC Corporate Legal Department to conduct a review and comprehensive study of the 2019 TOR and inform the Board of its assessment.
- 9.20 Management's acknowledgement that the 2019 TOR may no longer be valid or relevant and is therefore due for a timely review and reassessment is a step in the right direction. However, it remains important for PNCC to proactively pursue the efficient utilization of the asset. Continued delays in the finalization of the TOR and in the leasing or development of the 9.9-hectare portion of the FCA property resulted in missed opportunities and the ongoing loss of potential income.
- 10. The non-collection of rental income totaling P204.185 million from Pacific Concrete Products, Inc. (PCPI) for the period December 2023 to December 2024 is contrary to the Amended Lease Contract, exposing the PNCC to credit losses.**
- 10.1 Provisions of the Amended Contract of Lease provide that:

ARTICLE III. LEASE CONSIDERATION

Section 1. Monthly Rent. xxx

The LESSEE shall pay the monthly Rental Fees on or before every fifth (5th) of the month and every month thereafter without need of demand from the LESSOR.

xxx

Section 2. Manner of Payment. Xxx...

*"No later than 60 days before the end of each year of the Lease Period, the LESSEE shall deliver 12 post-dated checks covering monthly rentals for the second year of the Lease Period. **The LESSEE shall thereafter tender the succeeding sets of 12 post-dated checks no later than 60 days before the end of the last check of the preceding set becomes due for deposit.**"*

Section 5. Default in payment. Xxx...

Continued failure by the LESSEE to pay monthly rental over the period exceeding six months shall constitute default on its part and shall be sufficient ground for the LESSOR to terminate this Agreement as provided here.

Article VI. Default Provision

Section 1. Grounds for Termination. *A party shall be entitled to terminate this agreement and give notice of such termination to the other party for any of the following events of default when applicable, and upon failure of the other party to remedy the excusable default within 120 days from receipt of written notice of it where same is not excusable due to force majeure as defined in this Agreement and/or is not any of the events of default of the LESSOR and grounds for suspension of contractual obligation by the lesser under this Agreement:*

LESSEE makes six consecutive/successive monthly delays in the payment of any of lease rental;

a. Xxx...

- 10.2 On February 20, 2004, PNCC and PCPI entered into a Contract of Lease (COL) with an Offsetting Agreement for the portion of the Financial Center Area (FCA) property with coverage of 2,000 square meters at P20 per square meter. Under the COL, PNCC agreed to offset PCPI's unpaid construction material costs amounting to P1,057,548 against the monthly rental obligation of P40,000.
- 10.3 However, PCPI was not able to put up the aforementioned plant, and PCPI proposed to amend the existing COL, seeking to expand the leased area from 2,000 to 9,000 square meters and repurpose it for the construction of a two-story commercial building for its own use and sublease. On June 28, 2005, PNCC Board of Directors (BOD) approved PCPI's proposal by virtue of Resolution No. BD-078-2005.
- 10.4 On August 8, 2005, the amended COL was signed by PNCC and PCPI. Pertinent provisions of the contract are as follows:

Table 11 – Provisions from the amended COL

Lease Term	: October 1, 2005 to May 30, 2009
Rate	: P315,000 per month or P35.00 per square meter per month
Escalation	: P5.00 per square meter annually after the 1 st year of lease
Payments	: Payable in advance within the first five days of each month
Condition	: Put up a two-story commercial building for PCPI use and for sublease.
Add'l Consideration	: Deposit equivalent to two months and three months' advance rentals Eight months from October 1, 2005 to June 1, 2006, construction period, with total nominal rent of P400,000
Renewal	: 1 st renewal for two years ending May 30, 2011 2 nd renewal for two years ending May 30, 2013 3 rd renewal for three years ending May 30, 2016

- 10.5 On June 27, 2006, PCPI, on its first payment of lease after the construction period, was delayed in payment for 21 days. Thereafter, PCPI consistently failed to make timely payments, with delays ranging from two to 128 days until the end of the original lease term on May 30, 2009. Consequently, a 24 per cent penalty was imposed per the COL.
- 10.6 On October 6, 2009, the BOD of PNCC issued BR No. BD-020-2009, granting the request of PCPI, to waive 90 per cent of the latter's accrued penalties and interest for the years 2004 to 2009 in the amount of P1,333,285.12, inclusive of VAT.

- 10.7 Despite PCPI's habitual payment delays, it submitted an unsolicited proposal on April 5, 2010, to lease an additional 80,000 square meters for a 10-year term, with an option to renew for another 10 years.
- 10.8 On March 12, 2013, the Audit Team issued an Audit Observation Memorandum (AOM) on PNCC's failure to maximize potential rental income from its FCA property in 2012. The AOM noted that as of December 31, 2012, the fair rental value of the FCA property was P181.43 per square meter. However, due to the nonrenewal of COL, the rate remained at P45.00 per square meter.
- 10.9 Based on the amended COL dated August 8, 2005, the lease rate should escalate annually as follows:

Table 12 – Schedule of Annual Lease Rate Escalation

<u>Lease Period</u>	<u>Rate</u>
Original Lease term:	
October 1, 2005 to June 1, 2006	Construction period – P400,000.00
June 2, 2005 to May 30, 2006	P35.00 per square meter
May 31, 2006 to May 30, 2007	P40.00 per square meter
May 31, 2007 to May 30, 2008	P45.00 per square meter
May 31, 2008 to May 30, 2009	P50.00 per square meter
1st renewal for two years	
May 31, 2009 to May 30, 2010	P55.00 per square meter
May 31, 2010 to May 30, 2011	P60.00 per square meter
2nd renewal for two years	
May 31, 2011 to May 30, 2012	P65.00 per square meter
May 31, 2012 to May 30, 2013	P70.00 per square meter
3rd renewal for three years	
May 31, 2013 to May 30, 2014	P75.00 per square meter
May 31, 2014 to May 30, 2015	P80.00 per square meter
May 31, 2015 to May 30, 2016	P85.00 per square meter

- 10.10 On February 10, 2015, the Audit Team issued AOM No. 15-002(2014), reiterating its previous observation that PNCC failed to maximize potential rental income from FCA property, resulting in an estimated foregone income of P446.941 million. This loss was attributed to the significant disparity between the current lease rate and the prevailing fair rental value of the property, as detailed below:

Table 13 – Fair Rental Value of PCPI

<u>Appraiser</u>	<u>Date</u>	<u>Fair Rental Value (per sq. m.)</u>
CAL-FIL Appraisal and Mngt, Inc.	May 3, 2014	P287.50
CAL-FIL Appraisal and Mngt, Inc.	September 14, 2013	287.50
Land Bank of the Philippines	December 15, 2011	181.43

- 10.11 During the Exit Conference on April 28, 2015, Management decided not to enter into any contract beyond June 2016 because, according to the then President and CEO (PCEO), it was hard to conduct public bidding for the lease of properties since the term of the lease is only for a year or less.

- 10.12 On June 2, 2016, the Head of the Administration and Property Management Division (APMD) informed PCPI of a P5.00 per square meter annual rental increase, effective from June 1, 2007 to May 31, 2016. The total unpaid rental adjustment as of May 31, 2016, including interest, amounted to P8.511 million
- 10.13 In response, the PCPI President, in a letter dated June 16, 2016, disputed the unpaid balance, claiming it was only P3.629 million based on their records. He also requested the waiver of interest charges, asserting that PCPI had consistently paid its monthly rent as billed by PNCC. Additionally, he noted that both PNCC and PCPI had inadvertently overlooked the P5.00 rental increase in the Contract of Lease.
- 10.14 On March 7, 2017, the Audit Team issued AOM No. 17-003-(2016) regarding PNCC's rental income. The audit revealed that PNCC's outstanding lease receivables amounted to P22.245 million, along with P235,945 in interest from late payments. However, the audited figures did not match the balances recorded by either PNCC or PCPI. The Audit Team recommended that PNCC reconcile its accounts with its debtors.
- 10.15 Furthermore, the Audit Team highlighted that PCPI had defaulted on rent payments for the period April 2015 to December 2016, or nearly two years.
- 10.16 On May 23 to 24, 2017, PNCC and PCPI conducted a reconciliation, during which the following issues were discussed:
- Excess area of 1,543 sq. m. occupied by PCPI as parking;
 - Rental increase from P94.60 per sq. m. per month to P155/sq. m. per month, effective June 1, 2016; and
 - Interest and penalty charges.
- 10.17 Following the reconciliation, the PCPI President wrote PNCC on May 25, 2017, addressing these matters. Regarding interest and penalty charges, he asserted that PCPI should not be held liable, as it had consistently paid its rental obligations. He also recalled that in the past transactions, PCPI had never imposed penalty interest on PNCC in the late 1990s and early 2000s, when PNCC owed PCPI P1.058 million for construction materials. Consequently, he requested a waiver of any applicable interest and penalty charges.
- 10.18 On May 29, 2017, PCPI remitted P7.603 million to PNCC for rental arrears and interest charges.
- 10.19 This ensued the negotiation and execution of a Contract of Lease (COL) covering 10,543 sq. m. for the period from June 1, 2017 to May 31, 2018, with the leased area subdivided as follows:

Table 14 – PCPI Leased Area

	Area (in sq. m.)	Rate (per sq. m.)	Monthly Rent
Covered	7,936.31	P240	1,904,714.40
Ancillary	2,606.69	P200	521,338.00
Total	10,543.00		2,426,052.40

- 10.20 To address the recurring delays in rent collection, the rental payments are to be secured by post-dated checks for periods not covered by advance rental payments. Additionally, a penalty increase of six (6) per cent was stipulated for rentals in the Ancillary Area, while the 24 per cent penalty remained for the Covered Area.
- 10.21 On February 6, 2019, the PNCC Board of Directors approved the Terms of Reference (TOR) for the long-term lease and development of the FCA. The Swiss Challenge method was selected as the preferred approach for awarding the lease. Since PCPI had already submitted a proposal to lease and develop the property, it was designated as the Original Proponent.
- 10.22 On June 13, 2019, following the recommendation of the Business Development Committee, the PNCC Board awarded the lease to PCPI due to the absence of a Swiss Challenger.
- 10.23 PNCC and PCPI subsequently entered into a COL, effective October 15, 2019, covering 30,000 sq. m. (3 hectares) in the FCA, Pasay City.
- 10.24 However, a two-year moratorium on rental fees was implemented details as follows:

As there are improvements currently in the one-hectare portion of the Leased Property, which is occupied by the LESSEE, the moratorium for rental fee pertaining to the Grace Period or the construction period of two (2) years starting from the date of effectivity of this Agreement, shall not be applicable until the said improvements have been decommissioned for commercial operation and all tenants and occupants thereon have already vacated within the construction period. Hence, during the construction period, the LESSEE shall be obliged to pay a monthly rental fee at the rate of P240.00 per square meter, per month for the said one (1)-hectare portion until the said decommissioning and vacating of all tenants and occupants...xxx

- 10.25 Under the new COL, the rental rate for the one-hectare (10,000 sq. m.) portion leased by PCPI was set at P240 per sq. m., effective October 15, 2019 to October 14, 2021.
- 10.26 Due to the pandemic, PCPI again failed to pay rent from April to August 2020. It requested a waiver of payment, which was denied. On August 6, 2020, PCPI sought a grace period for settling rental arrears and proposed resuming monthly payments in September 2020.
- 10.27 On August 28, 2020, the PNCC Board of Directors approved the request, allowing PCPI to pay its rental arrears in six equal installments, beginning January 2021 or upon the lifting of community quarantines, whichever came first.
- 10.28 On August 24, 2021, PCPI requested the implementation of interim measures to the existing COL to mitigate the continued impact of the pandemic. It proposed the following measures:
- (i) An extension of an additional one year to the original 2-year grace period ending October 2021, per section 1, Article III of the COL executed in October 2019; and

- (ii) Retention of the lease rates effective March 2020, subject to revaluation once the economic conditions indicate a correction of the real estate market.
- 10.29 On September 30, 2021, the PNCC Board of Directors approved PCPI's request for an additional one-year grace period and a one-year extension of the COL. Additionally, the Board authorized the PCEO to sign and execute the amended COL on behalf of PNCC.
- 10.30 On April 28, 2022, the Audit Team issued AOM No. 22-006 (2021), noting, among other issues, that PCPI had only paid five of the six required installments, with the final installment due in December 2021. In response, Management replied that they would discuss the matter with PCPI. PCPI settled the last installment on August 30, 2022, as evidenced by OR No. 714513.
- 10.31 On October 12, 2022, PNCC's Head of Corporate Legal requested PCPI to issue six post-dated checks covering the lease period from April 15 to October 14, 2023. Under Article III, Section 2, Paragraph 3 of the COL, the lessee is required to deliver 12 post-dated checks for the preceding year's lease.
- 10.32 However, since the first six months were already covered by advance rental, PNCC requested only six post-dated checks.
- 10.33 On November 3, 2023, due to temporary financial hardship encountered, PCPI requested to replace the checks issued for the rental payment from October 2023 to January 2024 by four checks with payments deferred for four months bearing 12 per cent interest pursuant to Section 5, Article III of the COL, as follows:

Table 15 – Initial Rental Payment Deferment Request of PCPI

Month leased	Due date	Deferred date
October 2023	10/19/2023	2/19/2024
November 2023	11/19/2023	3/19/2024
December 2023	12/19/2023	4/19/2024
January 2024	1/19/2024	5/19/2024

- 10.34 Finding the request reasonable and acceptable, PNCC requested the remittance of post-dated checks from PCPI on November 8, 2023.
- 10.35 On February 16, 2024, PCPI requested to defer rental payments for the entire fourth year of the lease, proposing to move the last check date from September 19, 2024 to January 19, 2025. PNCC collected the October 2023 rental payment on February 19, 2024. However, the November 2023 rental payment was only collected on April 30, 2024, 11 days after the deferred due date.
- 10.36 On May 9, 2024, PCPI again requested for deferment of rent payments starting December 2023 due to financial difficulties. Details are as follows:

Table 16 – Second Rental Payment Deferment Request of PCPI

Rental Payment	Due date	1st Deferment	2nd Deferment	Days delayed as of 12/31/2024
December 2023	12/19/2023	04/19/2024	09/19/2024	379
January 2024	01/19/2024	01/19/2024	10/19/2024	348
February 2024	02/19/2024	02/19/2024	10/19/2024	317
March 2024	03/19/2024	03/19/2024	11/19/2024	288
April 2024	04/19/2024	04/19/2024	11/19/2024	257
May 2024	05/19/2024	05/19/2024	12/19/2024	227
June 2024	06/19/2024	06/19/2024	01/19/2025	196
July 2024	07/19/2024	07/19/2024	01/19/2025	166
August 2024	08/19/2024	08/19/2024	02/19/2025	135
September 2024	09/19/2024	09/19/2024	02/19/2025	104

10.37 On May 14, 2024, the PCEO of PNCC directed the Treasury Department to defer only rental payments, while ensuring the collection of accrued interest. As of December 31, 2024, total interest collected amounted to P9.459 million for the period March 19 to December 18, 2024, with remaining P1.945 million in accrued interest receivables.

10.38 The continued deferment of lease rentals raises concerns about PCPI's ability to fulfill its contractual obligations. Furthermore, it reinforces the perception that PNCC is tolerating delayed rental payments, encouraging PCPI to seek further deferment.

10.39 Evident from the above, PNCC has granted multiple compromises to PCPI concerning its COL over the years, including:

- Waiver of penalties and interest
- Extension of grace periods
- Extension of the lease period
- Non-imposition of interest and penalties for failure to pay rental escalations

10.40 As observed, PCPI has consistently disregarded the terms of its COL with PNCC, including but not limited to the following:

- Consistent delay in lease payment;
- Non-application of rent escalation;
- Repeated defaults

10.41 PNCC faces significant credit risk due to the potential non-collection of lease payments from PCPI totaling P204.185 million as of December 31, 2024. Although the requested deferral of payments accrues interest, only P90 million is secured by security deposits, leaving a substantial unsecured portion and exposed to risk of possible losses.

10.42 Moreover, the COL only provide six months of non-payment before PCPI is considered in default, strict compliance of this provision could have rendered PCPI in default as early as June 19, 2024. Further, such default also constitutes sufficient grounds for the termination of the lease agreement.

10.43 On February 6, 2025, PCPI again requested deferment of monthly rental payments for the period October 2024 to September 2025, citing the exodus of POGO and the increased vacancy rate in the MOA area. This request was made despite that rental payments for the period December 2023 to September 2024, remain unsettled. The details of the deferment request are as follows:

Table 17 – Third Rental Payment Deferment Request of PCPI

Month due	Due date	Deferment	Delay (in days)
October 2024	10/19/2024	06/19/2026	606
November 2024	11/19/2024	07/19/2026	608
December 2024	12/19/2024	08/19/2026	609
January 2025	01/19/2025	09/19/2026	609
February 2025	02/19/2025	10/19/2026	608
March 2025	03/19/2025	11/19/2026	611
April 2025	04/19/2025	12/19/2026	610
May 2025	05/19/2025	01/19/2027	611
June 2025	06/19/2025	02/19/2027	611
July 2025	07/19/2025	03/19/2027	609
August 2025	08/19/2025	04/19/2027	609
September 2025	09/19/2025	05/19/2027	608

10.44 PNCC cannot continue to bear the business risks of its lessees by repeatedly deferring lease obligations. The Board of Directors and Management have a fiduciary duty to safeguard the interests of PNCC and the government, which must take precedence over the concerns of its lessees.

10.45 It is also worth mentioning that PNCC has faced persistent legal challenges from former lessees in the FCA area. Notably, PCPI even filed a lawsuit to compel PNCC to negotiate based on the Board's prior approval of its unsolicited offer to lease, an action interpreted by PCPI as a meeting of the minds.

10.46 Had PNCC enforced timely and effective collection from PCPI, it could have realized an estimated P6.704 million in additional interest income based on the average interest yield from its High Yield Savings Accounts placements. While this may be lower than the interest from deferred collection, it reflects secure returns and avoids the risks associated with delayed or uncollected payments.

10.47 By exercising its contractual rights and enforcing payment terms, PNCC could have achieved a more stable cash flow and minimized the opportunity costs arising from late rental payments.

10.48 **We recommended that Management:**

- a) **Demand the full settlement of unpaid rentals amounting to P204.185 million, including interest charges in accordance with the terms of the Amended Lease Contract. Resort to legal remedies to enforce collection, if warranted;**
- b) **Conduct a thorough financial and operational assessment of PCPI to determine its capacity to fulfill its lease obligations. This includes reviewing their payment history, financial position, and ongoing business viability; and**
- c) **If warranted by the assessment and in light of PCPI's continued non-compliance and sufficient grounds for termination, initiate the termination of the lease agreement in accordance with the provisions of the Contract of Lease to prevent further financial exposure and credit risk.**

- 10.49 Management commented that they agree with the observations and are currently in the process of studying and evaluating the recommendations provided. Also, Management informed that a meeting has been scheduled between PNCC and the PCPI to discuss and address the various issues cited, with the goal of safeguarding the rights and interests of PNCC. They committed to apprising the Commission on Audit of the outcome of this meeting.
- 10.50 Further, Management stated that they will conduct a study to assess PCPI's capacity to meet its lease obligations under the contract. They added that, should circumstances warrant, PNCC will consider terminating the contract while also demanding settlement for the unpaid rentals.
- 10.51 The Audit Team acknowledges Management's agreement with the observations and its plan to meet with PCPI to address the issues. While the option to terminate the contract and demand settlement is noted, the Audit Team urges Management to act promptly. The immediate enforcement of the lease terms should be pursued to safeguard the interest of PNCC.
- 11. PNCC did not strictly enforce the Notices of Finality of Decision (NFDs) totaling P130.010 million contrary to the dispositive portions of the respective NFDs and Item No. 7 of COA Resolution No. 2017-021 dated November 3, 2017, resulting in non-settlement of disallowed amounts, depriving PNCC of funds that could be available for its operations.**
- 11.1 This is a reiteration of prior year's observations with updated information.
- 11.2 Dispositive portion of corresponding NFDs provides:
- Accordingly, the persons liable shall pay the above amount immediately to the agency cashier, except those who may have pending appeal/petition for review/motion for reconsideration/petition for certiorari. Xxx*
- 11.3 Further, Item No. 7 of COA Resolution No. 2017-021 dated November 3, 2017, provides that:
- For persons liable who are already separated from the service for whatever reason upon finality of the COA Decision or Notice of Disallowance, or upon issuance of Notice of Finality of Decision or COA Order of Execution, their liability should be paid in full to the agency cashier.*
- 11.4 The NFD is a written notification that a decision issued by COA has become final and executory. In the previous year, 2023, the COA Commission Secretariat issued three NFDs as a result of past Notices of disallowance (NDs). The details are as follows:

Table 18 – Notices of Finality of Decision issued in 2023

NFD No.	Date	Date Served	Amount
1 2023-003	February 2, 2023	March 06, 2023	P 90,784,975
2 2023-232	June 26, 2023	August 22, 2023	2,770,288
3 2023-063	February 22, 2023	March 20, 2023	36,454,969
Total			P 130,010,232

- 11.5 In CY 2023, the Audit Team recommended that these NFDs be recorded in the PNCC's books of accounts. In compliance, the Controllership Department recognized the two previously unrecorded NFDs on April 30, 2024.
- 11.6 Despite the recognition of NFDs, it is essential to emphasize that the persons held liable are required to immediately settle the amounts due to the agency cashier, except in cases where a timely appeal, petition for review, motion for reconsideration, or petition for certiorari has been filed. In such cases, liability under the corresponding NDs have not attained finality. Furthermore, Item No. 7 of COA Resolution No. 2017-021 clearly provides that individuals who are no longer in government service shall settle their obligations in full.
- 11.7 Clearly, upon issuance of the NFDs, PNCC is authorized to demand payment from the liable individuals. Verification, however, disclosed that Management has not effectively enforced collection from individuals who are still connected with the PNCC. As regards former employees, the Corporate Legal Department has yet to issue the necessary demand letters to initiate collection procedures.
- 11.8 The updates on the aforementioned NFDs are as follows:
1. NFD No. 2023-003: A COA Order of Execution No. 2023-030 was issued on September 4, 2023. PNCC subsequently issued demand letters on March 4, 2025, and one person liable made a partial payment of P100,000 on March 18, 2025, out of the total liability of P1 million.
 2. NFD No. 2023-232: As of December 31, 2024, the Corporate Legal Department has yet to issue demand letters to the persons held liable under this NFD.
 3. NFD No. 2023-063: This consists of multiple NDs related to benefits paid to PNCC personnel in CY 2010. The breakdown of the NFD is as follows:

Table 19 – Disallowances affirmed in NFD No. 2023-063

ND Nos.	Particulars	Date	Total Amount	Due from employees	Due from COS*
11-005-(2010)	Anniversary bonus	08/32/2011	P 5,864,469	P 559,243	P 191,532
11-006-(2010)	Clothing allowance	08/25/2011	605,500	63,000	11,000
11-008-(2010)	ISO bonus	11/28/2011	5,085,000	180,000	20,000
11-009-(2010)	Exit bonus - A	12/21/2011	23,000,000	-	-
11-010-(2010)	Exit bonus - B	12/21/2011	1,900,000	-	-
Total			P36,454,969	P 802,243	P 222,532

*Contract of Service

- 11.9 Records show that a consolidated application for installment payment, signed by the corresponding employees pursuant to COA Resolution No. 2017-021, had been prepared. However, it was only filed with the COA on April 10, 2025, after a delay in submission. This application seeks approval for the installment payment scheme for disallowed benefits, in compliance with the provisions of COA Resolution No. 2017-021.

- 11.10 On June 19, 2024, the Head of Controllershship submitted a list of 676 individuals who are no longer connected with PNCC, for the issuance of demand letters. However, the list is still under review, and appropriate legal action is being prepared.
- 11.11 It is noteworthy that an individual hired under Contract of Service (COS) has started complying with NFDs by making partial payments of P4,000 and P2,000 on February 05 and March 24, 2025, respectively. As of this date, a total of P115,367 has been withheld from recently retired employees and collected P6,000 from the individual under COS, totaling P121,367.
- 11.12 While Item No. 7 of COA Resolution No. 2017-021 excludes former PNCC employees from availing of the installment payment scheme for disallowed benefits, the Treasury Department continue to receive payments from individual COS in order to reduce the outstanding amount due. On the other hand, an outstanding amount of P150,768 from another COS employee, remain unpaid.
- 11.13 Pursuant to the NFD, PNCC is duty-bound to enforce collection from all individuals who received benefits without legal basis. Thus, PNCC must pursue collection from employees and individuals under COS by demanding full payment, as per the provisions of Item No. 7 of COA Resolution No. 2017-021.
- 11.14 Failure to enforce collections as prescribed in the NFD not only deprives PNCC of funds necessary for its operations, but also hinders the agency's adherence to principles of fiscal responsibility and accountability.
- 11.15 **We reiterated our previous year's recommendation that Management take appropriate legal action to collect from persons liable who are no longer connected with PNCC.**
- Further, we recommended that Management:**
- a) Demand full payment from former employees who were rehired under COS; and**
 - b) Enforce collection from current employees upon receipt of approval or disapproval of the application for installment payment.**
- 11.16 Management commented that, for NFD No. 2023-003, and pursuant to COA Order of Execution No. 2023-030 dated September 4, 2023, the Corporate Legal Department (CLD) issued demand letters on March 4, 2025, to the liable individuals. One person made a partial payment of P100,000 out of a P1 million obligation and committed to pay the balance. The CLD is drafting reiterative demand letters for those who have yet to settle and will send them once finalized.
- 11.17 For NFD No. 2023-232, involving the disallowed Car Plan Benefit totaling P2,770,287.74, the CLD is preparing demand letters addressed to the approving/authorizing officers who are solidarily liable, and to the payees for the amounts they individually received. Copies of the demand letters will be furnished to COA after service.

- 11.18 Management commented that, for NFD No. 2023-063 involving multiple disallowances totaling P36.455 for benefits granted in CY 2010, PNCC personnel still connected with the Company filed a consolidated application for installment payment on April 10, 2025, pursuant to COA Resolution No. 2017-021. Management assured that collections will be enforced upon receipt of the COA's action on the application. It was further reported that several individuals have fully settled their obligations upon retirement, while one individual under Contract of Service has made partial payments totaling P6,000.00 as of March 2025. Management also expressed its position that COS personnel, though not regular employees, are still connected with the Company and should be allowed installment payments; however, full settlement will be strictly enforced if their contracts are not renewed. As for the 676 individuals no longer connected with PNCC, the HR Department is verifying their last known addresses, after which demand letters will be issued by the CLD.
- 11.19 Management's actions to initiate collection efforts for the NFDs are acknowledged. However, the delays in the issuance of demand letters for NFD Nos. 2023-003 and 2023-232, and the late filing of the installment application for NFD No. 2023-063, highlight the need for a more timely and proactive enforcement.
- 11.20 While Management expressed the view that COS personnel, though not regular employees, should be allowed to settle their liabilities through installment arrangements, it is to be noted that COA Resolution No. 2017-021 requires full payment from individuals who are no longer in government service. Moreover, the outstanding liabilities of the COS personnel exceed their monthly fee, making full settlement uncertain in the event that their contracts are not renewed.
- 11.21 The continued and proactive action is encouraged to ensure compliance with COA rules and to recover funds for PNCC operations.
- 12. Ten real properties classified as investment property with a carrying amount of P1.274 billion, remained idle and/or unutilized, depriving PNCC of potential income while continuously incurring maintenance expenses totaling P2.661 million for CY 2024, contrary to Section 2 of Presidential Decree (P.D.) No. 1445, thus, disadvantageous to the government.**
- 12.1 This is a reiteration of prior year's observations with updated information.
- 12.2 Section 2 of P.D. No. 1445 provides that:
- It is the declared policy of the State that all resources of the government shall be managed, expended or utilized in accordance with law and regulations, and safeguarded against loss or wastage through illegal or improper disposition, with a view to ensuring efficiency, economy, and effectiveness in the operations of government. The responsibility to take care that such policy is faithfully adhered to rests directly with the chief or head of the government agency concerned.*
- 12.3 Our audit showed that 10 real properties of PNCC are idle or unutilized while continuously incurring maintenance expenses, as shown below:

**Table 20 – Idle Investment Properties
As of December 31, 2024**

Property	Location	Lot Area (Sq. m.)	Carrying amount	Maintenance expense
1. Antipolo	Sta. Cruz & Dela Paz, Antipolo, Rizal	14,770	143,207,500	106,257
2. Bocaue	Bolakan, Bocaue, Bulacan	9,926	43,700,000	9,424
3. Tagoloan	Tagoloan, Misamis Occidental	60,620	249,475,000	60,341
4. Nasugbu	Caylaway, Nasugbu, Batangas	69	4,690,000	0
5. Porac	Manibaug Pasig, Porac, Pampanga	116,591	77,637,500	1,268,230
6. Sapang Maisac.	Sapang Maisac, Mabalacat, Pampanga	27,905	46,065,000	1,049
7. Sta. Ines	Sta. Ines, Mabalacat, Pampanga	114,965	389,980,000	269,190
8. Sta. Rita	Sta. Rita, Guiguinto, Bulacan	20,000	159,560,000	883,134
9. Tagaytay	Tolentino East, Tagaytay, Cavite	98,207	156,315,000	63,693
10 Morong	Barrio Lagundi, Morong, Rizal	2,542	4,070,000	0
Total		465,595	1,274,700,000	2,661,318

12.4 Antipolo Property

The property consists of two separate parcels of land located in Antipolo City.

- 12.5 Both lots are located in residential areas and are currently unused and serve no specific purpose. It generates no income and they continue to incur regular maintenance expenses, including P46,901 in annual association dues and real property taxes amounting to P59,356.

12.6 Bocaue Property

The property is located along the southbound side of the North Luzon Expressway between the Bocaue and Marilao exit tollgates. The land previously served as a staging area for patrol vehicles during PNCC's management of the North Luzon Tollways

- 12.7 Inspection conducted on December 9, 2024, confirmed that the property remains vacant, unutilized and unproductive. It is inaccessible, as it is fenced from NLEX and lacks established access or public road.

- 12.8 According to the Head of the Realty Management Department (RMD), the Management is planning to lease out the property on an "as is, where is" basis due to its location and the absence of a right-of-way. In CY 2024 PNCC incurred P9,424 in real property tax for the said property.

12.9 Tagoloan Property

The property with a total area of 60,620 square meters is located in Barangay Casinglot, Municipality of Tagoloan, Province of Misamis Oriental. A large portion of the property has long been occupied by informal settlers.

- 12.10 Records show that in CY 2011, the Mayor of Tagoloan expressed interest in acquiring the property. However, in CY 2012, the PNCC Board of Directors resolved to dispose the property through public bidding. Despite this resolution and subsequent intentions by Management to dispose the property, no concrete action has been taken, and the property remains undisposed and unutilized.

- 12.11 Inquiry with the President of the Homeowner's Association, revealed that they plan to inquire with the Home Development Mutual Fund (HDMF) to facilitate the acquisition of the land by the occupants, which the Head of RMD confirmed. The meeting was held

with HDMF Representatives on November 11, 2024, to discuss the acquisition of the property by the Local Government Unit of Tagoloan for housing purposes.

- 12.12 Nevertheless, the property remains unproductive as far as PNCC is concerned. It continues to incur expenses for maintenance, including real property tax payment of P60,341 in CY 2024. This persistent financial burden emphasizes the importance of urgently pursuing the property's disposal to prevent unnecessary maintenance costs.

12.13 Nasugbu Property

The property consists of two residential condominium units located within Gulod Resort, each with a floor area of 34.65 square meters, located along the Tagaytay-Nasugbu National Highway in Nasugbu, Batangas.

- 12.14 These units were acquired by PNCC from Gotesco Land Inc. (formerly Sirucon Resources Corporation) in settlement of its liabilities to PNCC in CY 2000. However, despite the lapse of more than 20 years, the Condominium Certificate of Titles (CCTs) have not been transferred under PNCC's name.

- 12.15 According to Management, the units are being maintained regularly to preserve their condition. While this indicates an intent to keep them in usable state for potential use, the properties remain unutilized, continuing to incur maintenance costs without generating any return.

12.16 Porac Property

The property covering an area of 116,591 square meters is located along the dried-up river bed of the Manibaug Pasig River in Barangay Manibaug Pasig, Porac, Pampanga. The site was previously used by PNCC as a sand quarry due to the area's abundant sand deposits.

- 12.17 It was previously leased to Tokagawa Global Corporation (TGC) for P677,777 per month for quarry operations. However, the said lease was pre-terminated effective July 6, 2022. Following the pre-termination, PNCC engaged the services of a security agency to secure the area, incurring P1.267 million in security expenses in CY 2024.

- 12.18 Inspection conducted on December 11, 2024, confirmed the presence of heavy equipment used by TGC, which were reportedly removed last year.

- 12.19 The abandoned heavy equipment should be removed, as PNCC derives no benefit from its presence, the continued incurrence of maintenance cost without compensation imposes an unnecessary financial burden on the Corporation. Management should therefore require the owner to either remove the machinery or pay rent/storage fee for parking its abandoned heavy equipment.

- 12.20 Nevertheless, the property remains idle and unutilized, with no efforts made to offer it for lease despite previous recommendations from the Audit Team to offer the said property to interested parties for quarry operations.

12.21 Sapang Maisac Property

The property is located within Barangay Sapang Maisac, Mabalacat City, Pampanga. It was once used as a quarry site by PNCC.

- 12.22 A portion of the property is gated and contains several structures, including a shanty near the entrance, used as sleeping quarters by a person entrusted by the caretaker to look after the property in his absence. Also within this section is a house with non-functional swimming pool.
- 12.23 In addition, the inspection revealed the presence of various animals, such as fighting cocks, ducks, and a pig which are being tended by the caretaker's designated helper.
- 12.24 The larger portion of the property appears suitable for agricultural activities. During the inspection, plants resembling rice were observed. Although the caretaker claimed they were merely wild grass, a closer assessment suggests that the area is being cultivated for rice farming.
- 12.25 According to Management, the property is located in an NPA-infested area who are attempting to claim and cultivate portions of the land. It appears that the cultivation activities by the caretaker's helper are intended as a means of asserting control over the land preventing its occupation by outsiders. Nonetheless, these activities do not yield any benefit for the Corporation. At present, the property remains idle and unutilized. it continues to incur maintenance costs, including an annual real property tax of P1,049 and the compensation of the caretaker.

12.26 Sta. Ines Property

The property is located in Barangay Sta. Ines, Mabalacat City, Province of Pampanga, and consists of five (5) adjoining lots with a total area of 114,965 sq. m. The majority of lots are registered under the name of the Republic of the Philippines (ROP) as a result of expropriation, while one is titled to PNCC and another to private individuals. Details are shown in the table below.

**Table 21 – TCTs of Sta. Ines Property
As of December 31, 2024**

TCT No.	Area (sq. m)	Registered owner	Registration Date
326191-R (51188-M)	98,550	Republic of the Philippines	12/16/1991
326195-R (51192-M)	12,717	Republic of the Philippines	12/16/1991
326189-R (51186-M)	2,717	Republic of the Philippines	12/16/1991
326188-R (51185-M)	618	PNCC	12/16/1991
045-2012001074	363	Enrico dela Cruz, Jr., et. Al.	01/27/2012
114,965			

- 12.27 According to the Head of RMD, the property was acquired as part of the planned right-of-way of NLEX. However, due to the re-alignment of the NLEX exit in Sta. Ines, only a portion was utilized. The rest was retained by PNCC following the turnover of NLEX to the National Government.
- 12.28 An appraisal report dated January 18, 2022, indicates that only 15,640 sq. m. of the area were used for right-of-way, specifically within TCT No. 326191-R (51188-M). An additional 1,715 sq. m. was converted as an unpaved public road. This leaves approximately 97,610 sq. m. of idle and unutilized land.

- 12.29 The inspection conducted on December 11, 2024, revealed that the majority of the property is covered with grass and scattered trees. A new barangay road has been partially constructed within the property, intended to provide access to NLEX and improve connectivity for nearby residents. However, the road currently remains incomplete due to a fence that blocks access to the expressway.
- 12.30 Inquiry with Management confirmed that the barangay road is already being used by the public. This increased accessibility may offer future opportunities for development, including potential commercial or residential use. Nonetheless, at present, the property remains largely idle and unutilized, while incurring cost of P269,190 as caretaker's compensation despite generating no revenue nor any productive output.
- 12.31 Sta. Rita Property
The property used to be the office of North Luzon Tollways, a major division of PNCC, with thirteen (13) structures that have since been neglected and are in state of continuous deterioration. In May 2022, PNCC entered into a lease agreement with San Miguel Holdings Corporation (SMHC) for the use of the property for a five-year term. However, the contract was pre-terminated just two months later, in July 2022, upon SMHC's request due to change in project priorities.
- 12.32 During inspection, presence of goats that roam freely within the premises was observed. A closer look at the structures revealed that they are already dilapidated and not suitable for use. Additionally, several private vehicles were found parked within the property. According to the caretaker, most of the vehicles belong to him while one belongs to a nearby resident.
- 12.33 The Head of RMD informed that there are plans to offer the property for lease again. However, as of this writing, the property remains idle and unutilized. Despite this, it continues to incur substantial costs, in the form of real property tax and caretaker's salary which amounted to P613,944 and P269,190 for CY 2024.
- 12.34 Tagaytay Property
The boundaries and the exact location of the property with an area of 98,207 square meters cannot be ascertained. It was only viewed from the elevated part of Tagaytay-Talisay road (the nearest developed road in the area) and perceived the property to be somewhere along the area. The property is not accessible through public roads nor does it have an access road.
- 12.35 Verification disclosed that this property remains unutilized and undeveloped, while it incurred real property tax expenses in the amount P63,693 for CY 2024.
- 12.36 Morong Property
The property is located in Brgy. Lagundi, Municipality of Morong, Province of Rizal, and comprises ten (10) separate lots with a total land area of 2,542 square meters.
- 12.37 Verification disclosed that one of the two independent appraisers did not conduct an appraisal of the property in CY 2023. According to the appraisal report, the Assessor's Office of Morong had no record of the subject property despite the submission of Certificates of Title and a Subdivision Plan that clearly identified the lots.

- 12.38 Furthermore, the report indicates that the area where the property is believed to be located is currently occupied by a different subdivision, identified as Lagundi Heights, which was developed to accommodate relocatees from Intramuros. This raises concerns about the exact location of the property and the verifiability of the lots.
- 12.39 Inquiry with the Head of RMD confirmed that, despite efforts to coordinate with the Assessor's Office, no tax map for the property can be obtained. The absence of a tax map, a crucial document for identifying property boundaries and verifying ownership, casts doubt on the existence or the exact location of the property.
- 12.40 Due to this uncertainty, PNCC is unable to utilize, manage, or benefit from the property. The lack of verifiable records and accurate boundary information prevents any form of development, disposal, or strategic planning related to the asset, thus representing a lost opportunity and potential risk to the Corporation.
- 12.41 Maintaining these properties entails recurring costs in the form of real property taxes, security/caretaker services, and other related expenses. Keeping them idle and unproductive deprives the PNCC of potential income and proves disadvantageous to the government. Proper utilization of the assets could mitigate the ongoing maintenance expenses.
- 12.42 In particular, the Porac and Sta. Rita properties present viable opportunities for lease. Based on recent lease rates, leasing out these two properties could generate an estimated income of P13.413 million annually, as detailed below:

Table 22 – Prospective Revenue from Porac and Sta. Rita Property

Property	Recent lease rate per month	Period (months)	Total
Porac property	P 677,777	12	P 8,133,324
Sta. Rita property	440,000	12	5,280,000
Total	P 1,117,777		P13,413,324

- 12.43 The continued idleness and non-utilization of these investment properties contradicts the policy of the government under Section 2 of P.D. No. 1445, which mandates that, all government resources shall be managed and utilized in accordance with law and safeguarded against loss or wastage through improper disposition, with a view to ensuring efficiency, economy and effectiveness in the government operations.
- 12.44 **We reiterated our previous recommendation that Management:**
- a) **Advertise and/or conduct public bidding for properties that are suitable for lease;**
 - b) **Expedite the transfer of titles of Nasugbu (Gulod) Property to PNCC; and**
 - c) **Strengthen the security measures for all properties to prevent further encroachment and ensure protection against illegal occupants.**

Further, we recommended that Management:

- d) Conduct a thorough review of all documents establishing the legitimacy, ownership, and exact location of the Morong and Tagaytay Properties, and actively coordinate with relevant government agencies to secure necessary records, including tax maps, to determine its exact location;**
- e) Demand from Tokagawa Global Corporation (TGC) the immediate removal of the abandoned equipment in the Porac Property, otherwise require appropriate parking or storage fees; and**
- f) Assess the current use of the Sapang Maisac Property for rice cultivation and correspondingly demand fair rental fees from those benefiting from its use, as such activities provide no direct benefit to PNCC.**

12.45 Management commented that while they aim to maximize the use and income from PNCC's properties, only two of the ten cited are currently suitable for lease. These are the Sta. Rita Property in Guiguinto, Bulacan, and Porac Property in Pampanga. The subject properties were offered to interested parties, with public bidding for Sta. Rita scheduled in May, and a lease proposal was received for Porac for sand quarry operations.

12.46 Antipolo properties are located within gated subdivisions and secured from informal settlers, but cannot be leased due to developer restrictions. Previous sale attempts in 1997, 1999, and 2015 were unsuccessful, with the 2015 sale halted by a court injunction related to the PAN with GCG.

12.47 Bocaue property was offered to MNTC and other potential lessees, but no interest was shown. Given ongoing developments in the area, management may offer the property for lease and development on an as-is-where-is basis.

12.48 Tagoloan property has been occupied by informal settlers for over 30 years, with the San Vicente Village Homeowners Association (SVHA) formed by the occupants. Previous acquisition attempts by the homeowners and local government failed. In 2023, the Tagoloan Mayor visited PNCC for an update. In 2024, Pag-IBIG Fund notified PNCC about the local government and homeowners' interest in acquiring the property, and a meeting was held, but no update has been received. The Tagoloan property was also included in the inventory of available lands submitted to the DHSUD for the Pambansang Pabahay Para Sa Pilipino Program, in compliance with EO No. 34, s. 2023, as potentially suitable for the program. Attached are the DHSUD letter and our reply for your reference.

12.49 Nasugbu property was acquired from Gotesco Land Inc. as settlement for Suricon's obligation. Legal cases involving Gulod Resort, Inc. and Land Bank affected the transfer, though the units were fully paid under a Compromise Agreement. In July 2024, Pricewave, Inc. confirmed settlement of GRI's loan with LBP and transferred all units to their name, offering a buyback option. PNCC is working on transferring the property and may sell the units through public bidding.

- 12.50 Porac property- PNCC assigned security guards to prevent unauthorized sand removal. The property was reoffered for lease, and a proposal for quarry operations has been received and is under review. Regarding heavy equipment left by TGC for repairs, PNCC has instructed them to remove it, but the equipment remains. TGC will be notified again and charged a storage fee if not removed.
- 12.51 Sapang Maisac property- The caretaker secured the property and entrusted someone else for security due to safety concerns. Structures left by the former occupant after vacating, including a shanty and a house with a non-functional swimming pool, are present. Animals are kept by the caretaker's helper, which is allowed as long as it doesn't damage the property. The management permits land cultivation to prevent unauthorized use. Further evaluation is needed to determine the best use and leasing potential.
- 12.52 Sta. Ines property is part of the NLEX ROW acquired by PNCC and registered in the name of the Republic of the Philippines. Only a portion is used for the expressway. In 2024, the Mabalacat City Government proposed a Usufructuary Agreement with PNCC to develop the property into a sports complex, park, and government office spaces. However, PNCC informed the city that it cannot enter into such an agreement since the property is registered under the National Government. PNCC has sought guidance from the Bureau of the Treasury (BTr) and is awaiting a response to pursue a usufruct agreement.
- 12.53 Sta. Rita property- The five-year lease contract between PNCC and San Miguel Holdings Corporation (SMHC) for the Sta. Rita property was pre-terminated by SMHC due to a change in project priorities. The property was then offered for lease through public bidding, but the bids on July 8 and July 22, 2024, were both unsuccessful. Another public bidding is scheduled for May 20, 2025, with the Invitation to Submit Proposal already published and the Pre-Bid Conference set for April 30, 2025.
- 12.54 Tagaytay property consists of two adjoining lots totaling 98,207 square meters. It is mountainous and forested, with unverifiable boundaries and no right-of-way. A relocation survey was conducted, but not completed due to lack of access. The property was previously offered for sale through public bidding, but no bids were received. Further study is needed to determine its best use and leasing potential.
- 12.55 Morong Property- The lots were mortgaged to CDCP in 1981, with a Certificate of Sale executed in 1982 after foreclosure proceedings. Despite previous inspections, the property remains undeveloped with no road network. A relocation survey was started in 2019 but halted due to ongoing development in the area, believed to be for an NHA housing project. Verification with the Morong Assessor's Office shows the properties are not listed in the tax map, and PINs are withheld due to unclear location. PNCC is conducting further research with the local and provincial offices, and an update will be provided once completed.
- 12.56 Management's update on the status of the ten idle and/or unutilized PNCC properties was noted. While certain constraints may currently limit the immediate lease or disposal of some properties, Management is nonetheless expected to proactively address these issues and pursue viable options to generate income and maximize the use of these assets as required under Section 2 of P.D. 1445.

13. The retention of dormant accounts totaling P10.647 billion is not compliant with the provisions of COA Circular No. 2023-008 dated August 17, 2023, regarding the write-off of long outstanding accounts.

13.1 To address the increasing number of dormant accounts in government entities, COA Circular No. 2023-008 dated August 17, 2023, was issued to provide guidelines for their proper disposition. It also aims to fast-track the cleansing of government accounts, ensuring a more accurate and reliable financial statements.

13.2 The audit revealed that PNCC has not reapplied for the writing-off of its dormant accounts since 2014. The COA Circular No. 2023-008 prescribes the guidelines for write-off not only for dormant receivables, but also for other accounts that are applicable to PNCC, including investments, inventories, deferred credits, and other assets.

13.3 As of December 31, 2024, dormant balances have been identified in the following PNCC accounts:

**Table 23 – Accounts with dormant balances
As of December 31, 2024**

	Amount	Allowance	Net	Remarks
Receivables	194,799,588	(193,763,788)	1,035,800	99% provided w/ allowance
Inventories	530,755	(530,755)	0	Fully provided w/ allowance
Financial Assets	103,500	0	103,500	Not provided w/ allowance
Inv in subsidiaries	163,993,889	(163,993,889)	0	Fully provided w/ allowance in 2010
Other investments	13,473,522	(13,473,522)	0	Fully provided w/ allowance
Other Assets				
Assets for write-off	9,615,422,219	(9,615,422,219)	0	Fully provided w/ allowance
Other Assets	651,927,115	(651,927,115)	0	Fully provided w/ allowance
Deferred charges	6,802,733	(6,802,733)	0	Fully provided w/ allowance
Total	10,647,053,321	(10,645,914,021)	1,139,300	

13.4 Receivables – P194.800 million

This account pertains to dormant receivables such as billed contract receivables, lease receivables, claims receivables, and other receivables. Billed and claims receivables totaling P117.502 million pertain to construction-related services rendered as early as 1986. Lease receivables totaling P55.567 million consist of P54.829 million from heavy equipment rental and P0.739 million from lot rental.

13.5 Inventories – P0.531 million

Dormant inventories awaiting disposal include office supplies, termite-damaged and expired medicines, common supplies, and spare parts for service vehicles. A 100% allowance for impairment losses has been provided as of December 31, 2024.

13.6 Investment in subsidiaries – P163.994 million

This pertains to investments in inactive and non-operating subsidiaries of PNCC, including DISC Contractors, Builders, and General Services, Inc., Tierra Factors Corporation, CDCP Farms Corporation, Traffic Control Products Corporation, and PNCC Skyway Corporation. Due to financial losses and capital deficiency, a 100% allowance for impairment loss has been provided.

13.7 Other Investments – P13.474 million

This account includes investments in shares of stock in corporations that are no longer operational, such as Manila Land Corporation, Managerial Resources Corporation, San Ramon Ranch, San Roque Ranch, Land Management Corporation, and others, totaling P13.474 million. An allowance for impairment losses was fully recognized in 2010 due to the remote recoverability of these investments

13.8 Assets for write-off totaling P9.615 billion

A request for write-off of these assets was first made in 2014. In a letter dated June 3, 2014, the former PNCC President and CEO requested COA's authority to write off these accounts, which had been outstanding for nearly 27 years.

13.9 Accordingly, these assets were first reflected in the Corporation's Balance Sheet as of December 31, 1987, in the amount of P9.411 billion in preparation for the Corporation's privatization plan. The Committee on Privatization approved the plan in January 1988 under Proclamation No. 50. A rehabilitation program was formulated, which included the write-off of worthless assets. Pending final approval from the President of the Philippines, these assets were transferred to a separate account, "Assets for Write-Off." In order to reflect the true financial position of the PNCC, allowance for losses was provided by the Management.

13.10 In March 2017, the request was returned by the Assistant Commissioner of Corporate Government Sector, requiring the submission of applicable relevant documents and schedules to support the request for write-off. However, no further resubmission has been made since then.

13.11 Other assets – P651.927 million

This account has remained outstanding in the PNCC's Annual Report since 2014 and has been fully covered by an allowance for impairment losses. Accordingly, Management intends to request COA's authority to write off this account once the necessary documentation is complete.

13.12 The audit disclosed that these accounts have been dormant for 10 years. Yet no action has been taken since 2017 to request their write-off under the aforementioned Circular. Retaining these accounts reduces efficiency, as time and effort are allocated in monitoring dormant balances instead of focusing on active ones. Moreover, delaying this issue may further complicate the request due to difficulty in the retrieval of supporting documents over time, and institutional knowledge may have been lost when key personnel retire or leave the organization.

13.13 Accordingly, compliance with the COA Circular does not mean that PNCC is condoning the obligations of the debtors. Management must continue to pursue all possible means to recover and monitor these long-outstanding accounts.

13.14 **We recommended that Management:**

- a) **Conduct an immediate review to determine all the accounts that qualify for write-off per COA Circular No. 2023-008;**
- b) **Prepare and submit the necessary request for write-off to COA, including all required supporting documents; and**

c) Implement a proper monitoring and review mechanism to track dormant accounts and prevent their future accumulation.

- 13.15 Management commented that they fully appreciate and agree with the observations. Accordingly, the Controllershship Department will endeavor to conduct a thorough review to identify dormant accounts that qualify for write-off. They also assured that the observations and recommendations are duly noted, and that they will strive to comply and implement the same.
- 13.16 The Audit Team noted Management's prompt acknowledgment of the observation and its commitment to address the issues raised and implement the recommendations.
- 14. The cash collaterals amounting to P71.072 million posted in favor of Investors Assurance Corporation (IAC), and the remaining P13.844 million deposited with DBP and LBP, have not been returned to PNCC despite the lapse of more than eight years from the finality of Supreme Court's (SC) decision on November 14, 2016, thereby depriving PNCC of the opportunity to utilize the funds for operation or investment purposes.**
- 14.1 This is a reiteration of prior year's observations with updated information.
- 14.2 In 2011, PNCC became a respondent in consolidated cases before the National Labor Relations Commission (NLRC) filed by Ernesto N. Valentin, et al., former employees of PNCC assigned at North Luzon Tollways, sought to recover their separation pay package differentials after being retrenched in 2005.
- 14.3 On October 17, 2011, the Labor Arbiter ruled in favor of the complainants and directed PNCC to pay P171.072 million in monetary claims. PNCC appealed before the NLRC and secured a surety bond from Investors Assurance Corporation (IAC) equal to the judgement award of P171.072 million, to suspend the execution of the decision pending appeal. The following collaterals were posted in IAC's favor to secure the bond:
- a. P90 million deposited in the LBP;
 - b. P10 million deposited in DBP; and
 - c. A check of P71.072 million to be drawn against PNCC's LBP account.
- 14.4 After several proceedings, on April 18, 2016, the SC denied the petition of Valentin et al. for money claims against PNCC. The Entry of Judgement was issued on November 14, 2016, rendering the case final and executory.
- 14.5 On December 5, 2017, the Insurance Commission (IC) issued a cease-and-desist order against IAC for failing to meet capital requirements, placing IAC under conservatorship. This resulted in the IC appointing a Conservator for the processing and payment of claims against IAC.
- 14.6 In February 2018, PNCC filed a Motion to Release bond before the NLRC, as there was no longer any award to be satisfied following the finality of SC's decision. On August 22, 2019, the NLRC-Regional Arbitration Branch (RAB) No. III resolved PNCC's Motion, the dispositive portion of which states:

WHEREFORE, premises considered, this Office Grants Respondent PNCC's Motion to Release Bond and Orders the release of all remaining collaterals with IAC less amounts already released amounting to P37,107,000.00 and any unpaid premiums owed to IAC until 14 November 2016.

- 14.7 Accordingly, PNCC became aware of the release of P37.107 million collateral to its former employees, only at this stage. The then Legal Officer of PNCC personally verified the records of cases, but the alleged receipt issued by the Sheriff was not part of the records.
- 14.8 PNCC argued that the IAC is not entitled to the premium, as the NLRC on October 15, 2012, declared the writ of execution issued by RAB III on July 17, 2012, null and void. As such, the purpose for securing the appeal bond ceased to exist, justifying PNCC's decision not to renew the bond upon its expiration on November 16, 2012.
- 14.9 On September 11, 2019, the PNCC submitted an Appeal Memorandum before the NLRC, requesting the partial reversal and setting aside of the August 22, 2019 Order and directing IAC to return the entire cash collateral of P71.072 million. PNCC cited the lack of legal and factual basis for the alleged partial satisfaction of P37.107 million and IAC's ineligibility for the premium. However, the NLRC dismissed the appeal on November 26, 2019. PNCC's Motion for Reconsideration was also denied on February 28, 2020.
- 14.10 Aggrieved, PNCC filed an instant Petition for Certiorari with the Court of Appeals (CA), assailing the NLRC Resolutions dated November 26, 2019 and February 28, 2020.
- 14.11 On April 8, 2021, the IC granted PNCC's request to release the uncontested portion of the collateral amounting to P100 million deposited in LBP and DBP, net of the alleged unpaid premiums and interests on the bond payable to IAC totaling P13.844 million.
- 14.12 On May 5, 2021, the LPB released P86.156 million to PNCC, while the balance of P3.844 million and P10 million remain deposited and restricted from withdrawal until the resolution of the issues and upon securing a clearance from the IC.
- 14.13 In the CA's Decision dated October 28, 2024, PNCC's Petition for Certiorari was granted. The NLRC Resolutions dated November 26, 2019 and February 28, 2020 were annulled and set aside. The case was remanded to the NLRC for resolution with reasonable dispatch.
- 14.14 On December 10, 2024, PNCC filed a second Reiterative Request to IC to resolve PNCC's Demand for the release of the P71.072 million cash collateral posted under IAC and to release the remaining uncontested collateral amounting to P13.844 million. However, no update has yet been received from IC.
- 14.15 As of December 31, 2024, the cash collateral amounting to P71.072 million remains with IAC despite the lapse of more than eight (8) years from the finality of SC's decision and more than five (5) years from the order of RAB III to release the bond less the amounts already released and any unpaid premiums owed to IAC.

- 14.16 Due to unresolved issues, PNCC is deprived of utilizing P71.072 million and P13.844 million. In line with this, PNCC should initially request the release of the uncontested amount of P33.965 million, while maintaining its firm position on its claim for the remaining P37.107 million. This would allow PNCC to utilize the uncontested amount of P33.965 million for use by PNCC in its operation or investment opportunities.
- 14.17 Notwithstanding the above, we acknowledge the efforts and actions of Management in pursuing its claims, reflecting its commitment to recovering the funds and protecting the Corporation's interests. However, with the issue still unresolved and the funds remain restricted, Management must continue its efforts to secure their release and put them to productive use.
- 14.18 **We reiterated our previous recommendation that Management:**
- a) **Request for the release of the uncontested amount of P33.965 million from the IAC, through the IC, without prejudice to its claim for the remaining cash collateral of P37.107 million;**
 - b) **Closely monitor the outcome of the case concerning the cash collateral amounting to P71.072 million and P13.844 million, respectively, in order that such amounts may be utilized and made available for operation or investment purposes; and**
 - c) **Inform the Audit Team of any developments regarding the release of the cash collateral.**
- 14.19 The Management commented that they have been actively pursuing the recovery of the P71.072 million cash collateral under IAC Bond No. 0015764 through legal and administrative remedies. Following the finality of the Supreme Court Decision in 2016, PNCC filed a Motion to Release Bond, which the Labor Arbiter partially granted in August 2019, allowing the release of the bond less P37.107 million and alleged unpaid premiums. PNCC contested this partial release and appealed the Labor Arbiter's order up to the Court of Appeals, which, in a Decision dated 28 October 2024, granted PNCC's petition and remanded the case to the NLRC for proper disposition. The IAC has since filed a Motion for Reconsideration, which remains pending.
- 14.20 PNCC also filed a complaint before the IC against IAC in 2019 to recover the bond amount. The IC partially released P86.156 million in 2021 but retained P13.844 million, pending the resolution of issues on unpaid premiums and the finality of the Labor Arbiter's order. PNCC reiterated its demand in December 2024, but the IC has deferred further action, citing the unresolved legality of the 2019 Labor Arbiter Order.
- 14.21 Additionally, PNCC sought assistance from the National Bureau of Investigation to probe the alleged unauthorized release of P37.107 million to the complainants. The investigation is ongoing, and PNCC continues to coordinate with the assigned NBI agent to pursue the responsible parties.
- 14.22 Management assured that they will provide updates on any developments related to the case.

14.23 While Management's efforts to recover the P71.072 million cash collateral are noted, the prolonged legal delays continue to prevent PNCC from utilizing these funds, contrary to the principles of efficient management of government resources. Thus, Management should prioritize the prompt resolution of this matter to ensure that PNCC's financial resources are not constrained.

15. The protracted recovery of cash bonds totaling P7.190 million, posted by PNCC before the National Labor Relations Commission (NLRC), despite favorable final and executory decisions rendered by the Supreme Court (SC), is contrary to Section 2 of Presidential Decree (P.D.) No. 1445, depriving PNCC of the funds that can be used for its operations.

15.1 This is a reiteration of prior year's observations with updated information.

15.2 Section 2 of P.D. No. 1445 provides that:

It is the declared policy of the State that all resources of the government shall be managed, expended or utilized in accordance with law and regulations, and safeguarded against loss or wastage through illegal or improper disposition, with a view to ensuring efficiency, economy and effectiveness in the operations of government. The responsibility to take care that such policy is faithfully adhered to rests directly with the chief or head of the government agency concerned. (emphasis supplied)

15.3 PNCC posted cash bonds with the NLRC in connection with labor cases filed by employees for the claim of certain employees' benefits. Posting of bonds, equivalent to the judgment award, is a requisite for the perfection of the appeal. The details are as follows:

**Table 24 – Labor Cases with Recoverable Bonds
As of December 31, 2024**

Title of Case	CV No.	Amount of Bond	Status	Remarks
1.Claim of Mid-year Bonus E.N. Lopez-De Leon, et al. vs. PNCC GR No. 248401 CA-GR-SP No. 139311	303514 dated 03/06/14	2,277,620	Released by NLRC to complainants on March 20, 2015 and April 14, 2015	On June 23, 2021, the SC rendered a Decision in favor of PNCC, reversing the CA Resolution and NLRC Decision for lack of merit. Entry of Judgment was issued on March 30, 2022.
2.Claim of Transportation Allowance E.N. Lopez-De Leon, et al. vs. PNCC GR No. 244710 CA-GR-SP No. 149392	404416 dated 04/13/16	637,500	Released by NLRC to complainants on June 7, 2017	SC rendered Decision dated October 7, 2019 favoring PNCC. Entry of judgment was issued on March 11, 2020.
3.Claim of Exit Bonus E.N. Lopez-De Leon, et al. vs. PNCC G.R. No. 227583 CA-G.R. SP No. 140817	506814 dated 05/28/16	3,330,000	Still in NLRC custody	PNCC won in the case per CA Decision dated May 24, 2016 and CA Resolution dated October 7, 2016. The SC second division issued Resolution dated January 25, 2017 denying the petition to assail the CA Decision and Resolution. Entry of judgment was issued on March 08, 2017.

Title of Case	CV No.	Amount of Bond	Status	Remarks
4.Claim of Gasoline & reimbursable TA F.M. Erece, et al. vs. PNCC G.R. No. 235673 CA-G.R. SP No. 146350	APV No. 01-017-16	945,000	Still in NLRC custody	SC Third Division rendered a Decision dated July 22, 2024 in favor of PNCC and likewise in CA Resolution dated November 8, 2017. Awaiting issuance of Entry of Judgment
Total		7,190,120		

15.4 Updates and summary of the cases are as follows:

15.5 1.Claim of Mid-year Bonus (MYB)

PNCC employees filed a case for the discontinuance of the MYB in 2013. The Labor Arbiter (LA) ruled in their favor, citing Article 100 of the Labor Code on non-diminution of benefits. The NLRC and Court of Appeals (CA) upheld this Decision, causing PNCC to file petition for review on certiorari with the Supreme Court (SC).

15.6 While the case was pending before the CA, the NLRC released P2.278 million in PNCC's cash bond to the complainants on March 20 and April 14, 2015. However, on June 23, 2021, the SC ruled in favor of PNCC, reversing the CA decision and dismissing the complaint.

15.7 On March 30, 2022, the SC Decision attained finality per Entry of Judgment.

15.8 On November 6, 2024, PNCC, through its statutory counsel the Office of the Government Corporate Counsel (OGCC), filed a Motion to Order Restitution of the amount of the Cash Bond before the NLRC. However, the NLRC has yet to issue a resolution on the matter.

15.9 2.Claim of Transportation Allowance

In this case, PNCC employees complained about the discontinuance of their transportation allowance, claiming that it violates Article 100 of the Labor Code. The LA and NLRC ruled in their favor, but the CA and SC later overturned these decisions, stating that the discontinuance did not constitute diminution of benefits. While pending before the CA, the NLRC released the bond to the complainants.

15.10 On October 7, 2019, the SC's Second Division issued Resolution declaring the CA decision final and executory and granting PNCC's petition to annul and set aside the 2016 Decision of the NLRC.

15.11 On December 22, 2023, PNCC, through the OGCC, sought legal action to recover the released bonds. The latter filed a Motion to Release Bond and Order Restitution with an additional prayer to impose interest until full payment for the unrecovered bonds.

15.12 The case is still with the NLRC, pending the issuance of a Resolution on the Motion to Release Bond and Order Restitution.

15.13 3.Claim of Exit Bonus

This case was filed by former employees to pursue the payment of exit bonus. PNCC posted a P3.330 million cash bond to appeal an NLRC ruling in favor of the employees. However, upon reconsideration, the NLRC reversed its decision, dismissing the claim.

- 15.14 The CA ruled in PNCC's favor on May 14, 2016, and dismissed the employees' Motion for Reconsideration on October 17, 2016.
- 15.15 On May 14, 2024, Management stated that Corporate Legal had been instructed to coordinate with the OGCC to secure the Finality and Entry of Judgment from the CA.
- 15.16 Subsequently, on November 6, 2024, PNCC, through the OGCC, filed a Motion to Release Bond before the NLRC to recover the unreleased appeal bonds. Upon reviewing the motion, it was revealed that the SC's Second Division had already issued a Resolution dated January 25, 2017, denying the employees' petition. The case had been final and executory since the issuance of the Entry of Judgement on March 8, 2017.
- 15.17 According to the OGCC's Report on the Status of Cases, No Comment or Appeal has been received, and NLRC has yet to issue a Resolution regarding this Motion. However, the said report did not reflect that the case attained finality since March 8, 2017, raising concerns on the reliability of tracking case progress or the completeness of the reports provided by the OGCC.
- 15.18 4.Claim of Driver's allowance/gasoline reimbursement
Beginning in 2011, PNCC executives were granted a monthly allowance for personal driver or fuel consumption based on a 1996 Board resolution. However, the then Audit Team issued AOMs in 2013 and 2014, finding that the allowance was grossly disadvantageous to PNCC, considering the losses with no stable source of revenues. Further, it was determined that the allowance cannot be granted in addition to service vehicles under COA Circular No. 77-61. As a result, COA recommended to discontinue the allowance and required the executives to return service vehicles.
- 15.19 Following COA's findings, PNCC stopped granting the allowance in September 2014. Aggrieved, the concerned executives filed a complaint before the NLRC. The LA granted their claim and ordered PNCC to pay the benefit totaling P0.945 million.
- 15.20 The NLRC then reversed the LA's ruling. Subsequently, the CA, in its Decision and Resolution, overturned the NLRC's Ruling, remanding the case back to them.
- 15.21 On July 22, 2024, the SC issued a Decision dismissing the complaint before the LA for lack of merit. According to PNCC, no entry of judgment has been issued by the SC.
- 15.22 Since then, Management has yet to take steps to expedite the issuance of the Entry of Judgment or to file a Motion for the Release of Bond.
- 15.23 Given the foregoing, with the issuance of Entry of Judgement for the first three cases, while the SC decided the last case in favor of PNCC mid-2024, the cases have ripened, if not overdue, for the recovery of the cash bond.
- 15.24 The protracted recovery of the bonds in the aforementioned cases is not in accordance with Section 2 of Presidential Decree (P.D.) No. 1445 requiring that all resources of the government shall be managed and utilized in accordance with law and regulations, and safeguarded against loss or wastage through illegal or improper disposition, with a view to ensuring efficiency, economy, and effectiveness in the operations of government. Had Management recovered the cash bonds, PNCC could have utilized these funds for operation or other investments to generate additional profit.

15.25 We reiterated our previous year's recommendation that Management:

- a) **Coordinate with OGCC and exert persistent efforts to recover/collect the cash bond from NLRC pertaining to Transportation allowance, Mid-year bonus, and Exit Bonus cases.**

Further, we recommended that Management:

- b) **File Motion to Release Cash Bond upon receipt of the Entry of Judgment on G.R. No. 235673 (Claim of Drivers' allowance/gasoline reimbursement); and**
- c) **Instruct the Corporate Legal Department to consistently monitor updates, decisions, and resolutions on these labor cases, and to maintain a separate Monitoring and Status Report of the cases handled by OGCC to reduce reliance on the reports provided by the latter.**

15.26 Management commented that the Corporate Legal Department (CLD), through the OGCC, had already filed the necessary motions before the NLRC for the restitution or release of the cash bonds involving the Mid-Year Bonus, Transportation Allowance, and Exit Bonus cases. However, the NLRC has yet to act on the motions filed.

15.27 For the Driver's Allowance/Gasoline Reimbursement case, Management explained that although the Supreme Court had already dismissed the complaint, the Entry of Judgment has not yet been issued. Without the Entry of Judgment, the Corporation, through the OGCC, could not proceed with the filing of the Motion to Release Bond.

15.28 The CLD has been instructed to follow up on the issuance of the Entry of Judgment and to coordinate with the OGCC for the proper filing of the motion. They assured that updates will be provided on the developments of these cases.

15.29 Management's efforts in coordination with the OGCC for the filing of the necessary motions for the restitution or release of the cash bonds are acknowledged. However, the delay in the NLRC's action continues to hinder the timely recovery of these funds, which could be utilized for PNCC's operations.

15.30 We maintain our recommendation that Management, through the OGCC, continue its efforts to follow up with the NLRC to expedite the recovery process and prevent any further delays.

16. The grant of monthly gasoline and toll reimbursement to two Legal Officers totaling P110,841 for CY 2024 is not in accordance with Chapters I and II of the Compensation and Position Classification System (CPCS) Implementing Guidelines No. 2021-01 dated January 12, 2022, and thus, without legal basis.

16.1 Section 1, Chapter I of the CPCS Implementing Guidelines No. 2021-01 provides that:

All allowances, benefits and incentives outside the CPCS being granted by the GOCCs to its officers and employees shall be discontinued upon receipt of their respective authorization.

- 16.2 Moreover, Chapter II [Allowances, Benefits, and Incentives (ABI)] of the same Guidelines states that:

Upon receipt of their respective authorization to adopt the CPCS, all the allowances, benefits, and incentives (ABIs) of GOCC officers and employees, whether they are incumbents or new hires, shall be limited to those provided under the CPCS. The grant of ABIs outside those provided under the CPCS shall be discontinued.

- 16.3 Audit of the Transportation and Travel account disclosed that two Legal Officers were regularly reimbursed for transportation-related expenses, including gasoline and toll fees. These reimbursements amounting to P5,000 per month, is recurring and thus formed part of their regular compensation package, as summarized below:

Table 25 – Reimbursement of Monthly Gasoline and Toll Costs of Legal Officers

Particulars	Amount
Gasoline Reimbursement	82,341
RFID replenishment and Toll Fee Reimbursement	28,500
Total	110,841

- 16.4 However, these transportation reimbursements are not among the standard ABIs under the CPCS and are not supported by any separate legal authority. Hence, they fall outside the scope of allowable benefits under the CPCS Implementing Guidelines No. 2021-01.
- 16.5 The continued grant of this benefit is inconsistent with the primary objective of the CPCS, which is to standardize the compensation across all officers and employees of GOCCs. With PNCC's Authority to Implement the CPCS issued on August 10, 2023, strict compliance is mandatory from that date onwards.
- 16.6 Accordingly, the continued reimbursement of transportation expenses after the implementation of CPCS is contrary to the CPCS Implementing Guidelines No. 2021-01 and, in the absence of a proper legal basis, it constitutes irregular expenditure. As such, this may be disallowed in audit pursuant to COA Circular No. 2012-003 dated October 29, 2012.
- 16.7 **We recommended that Management discontinue the reimbursement of monthly gasoline and toll expenses amounting to P5,000 per month to the concerned officers, and ensure full compliance with the CPCS Implementing Guidelines and other relevant GCG regulations.**
- 16.8 Management explained that the monthly reimbursement of P5,000 for gasoline and toll expenses granted to two Legal Officers was an existing benefit even prior to the issuance of PNCC's Authority to Implement the Compensation and Position Classification System (ATI-CPCS) dated August 10, 2023.
- 16.9 They cited the CPCS Implementing Guidelines No. 2021-01, which state that all allowances, benefits, and incentives outside the CPCS shall be discontinued only upon receipt of the ATI-CPCS. They further argued that the said reimbursement should not be considered outside the CPCS since it is treated as a Transportation Allowance,

allegedly covered under Paragraph B(6), Chapter II of the CPCS Implementing Guidelines and CPCS Circular No. 2021-006, which allows for the grant of Representation and Transportation Allowance (RATA).

- 16.10 Management also stated that the Legal Officers are not among those excluded from the coverage of CPCS Circular No. 2021-006. However, they acknowledged that the GCG has not yet issued the required career bands for PNCC, which would determine the applicable RATA rates for qualified officials and employees. In view of this, they justified the continued payment of the P5,000 monthly reimbursement as an interim measure until the GCG issues the official career band classifications.
- 16.11 Additionally, Management referred to Paragraph E, Chapter II of the CPCS Implementing Guidelines, which allows for the payment of the three-year present value of ABIs that are discontinued under the CPCS. They implied that, in the absence of RATA implementation due to pending career bands, continuing the reimbursement may be allowed temporarily.
- 16.12 The explanation of Management is duly noted. However, the reimbursement of monthly gasoline and toll expenses in the amount of P5,000 to two Legal Officers cannot be considered a valid substitute for the Transportation Allowance (TA) under the CPCS. As clarified under CPCS Circular No. 2021-006, the grant of RATA shall apply only to officers and employees with assigned career bands issued by the Governance Commission for GOCCs (GCG). Management has acknowledged that no such career bands have yet been issued by the GCG for PNCC officers, and thus, there is no basis to grant RATA or similar allowances at this time.
- 16.13 Furthermore, the amounts granted were not fixed allowances as envisioned under RATA but were reimbursements for actual expenses incurred (i.e., gasoline and toll fees).
- 16.14 Such reimbursements, which are not among the standard allowances, benefits, and incentives (ABIs) under the CPCS, require a specific legal basis to be considered valid after the effectivity of the ATI-CPCS on August 10, 2023. In the absence of such legal authority, these reimbursements are deemed outside the CPCS.
- 16.15 The provision under Paragraph E, Chapter II of the CPCS Implementing Guidelines, which allows for the payment of the three-year present value of ABIs that are discontinued, does not authorize the continued grant of said ABIs. It merely outlines the treatment of previously authorized benefits that must be discontinued upon implementation of the CPCS. Hence, this provision does not justify the supposed continuation of the monthly transportation reimbursements.
- 16.16 In view of the foregoing, the Audit Team maintains that the continued grant of gasoline and toll reimbursements after August 10, 2023, has no legal basis.
17. **PNCC did not comply with the provisions of the Department of Budget and Management (DBM) Circular Letter (CL) No. 2008-05 dated April 14, 2008, requiring the hiring of an Internal Auditor, raising significant concerns on the effectiveness of its internal control system.**

- 17.1 DBM CL No. 2008-05 dated April 14, 2008 provides guidelines to be followed by different departments, agencies, GOCCs, and GFIs in the organization of an Internal Audit Service/Unit (IAS/IAU) for purposes of strengthening internal control systems, improving existing systems and procedures, and promoting transparency and accountability in various aspects of the operations of government.
- 17.2 Under Section 2.3 of the Circular, GOCCs, whether with original charter or created through the Corporation Code, are mandated to establish an Internal Audit Unit (IAU). The Circular further outlines in Section 2.4 the essential functions of the IAS/IAU, including:
- a. Advise the Department Secretary or the Governing Board (through the Audit Committee in the case of GOCCs), on all matters relating to management control and operations audit;
 - b. Conduct management and operations performance audit of the GOCC activities and their units and determine the degree of compliance with mandates, policies, and regulations;
 - c. Reviewing and appraising systems, procedures, financial management records, and performance standards;
 - d. Analyzing management deficiencies and recommending corrective actions; and
 - e. Performing other related duties as required by the Secretary or Governing Board.
- 17.3 As per the Authorization to Implement the CPCS under EO No. 150 issued by the Governance Commission for GOCCs (GCG) to PNCC on August 10, 2013, the internal auditor position carries a job grade of 12. However, the position remained vacant since the resignation of the previous internal auditor on October 31, 2021. Since then, the PNCC failed to designate or appoint a new internal auditor, which is contrary to the DBM Circular.
- 17.4 The prolonged vacancy in this critical post has contributed to observed weaknesses in PNCC's internal control system, as reflected in various AOMs issued for CY 2024, including:
- Incomplete or inappropriate attachments to transactions;
 - Improperly accomplished trip tickets;
 - Issuance of cash advances to employees with outstanding unliquidated balances.
- 17.5 These issues indicate the absence of timely internal reviews and evaluation, lapses which could have been mitigated or prevented.
- 17.6 Aside from being required under DBM Circular Letter No. 2008-05, the lack of an internal audit function increases PNCC's exposure to the following risks:
- Weak internal controls leading to potential fraud, errors, or mismanagement.
 - Non-compliance with laws, regulations, and government policies.
 - Inefficiencies in financial and operational processes due to a lack of independent assessments.
 - Possible disallowances or audit findings from oversight agencies due to inadequate internal monitoring mechanisms.

- 17.7 **We recommended that Management comply with DBM CL No. 2008-5 by immediately hiring a qualified internal auditor to implement internal audit procedures to strengthen governance, risk management, and compliance processes.**
- 17.8 Management commented that they acknowledge the absence of a replacement for the Internal Auditor who resigned on October 31, 2021. Despite efforts, a suitable candidate has not been found. While the search for an Internal Auditor has not been actively pursued, the company has continued to operate smoothly with existing internal controls. The Internal Quality Auditors (IQA) under the ISO Certification program conduct audits, and Compliance Officers ensure adherence to government regulations. The resident COA Auditors also monitor the company and provide timely reminders for corrective actions. However, management will resume efforts to hire a qualified Internal Auditor, who will report directly to the Audit Committee or Board of Directors to strengthen governance, risk management, and compliance.
- 17.9 While Management acknowledged the vacancy in the Internal Auditor position and cited existing controls such as ISO audits, Compliance Officers, and COA oversight, these do not fully meet the requirements of DBM Circular Letter No. 2008-05. The Circular explicitly mandates establishing an Internal Audit Unit to provide assurance on internal controls, risk management, and governance.
- 17.10 The role of ISO auditors and Compliance Officers is limited in scope and is not a substitute for the broader mandate of an internal auditor. Likewise, the oversight provided by COA is external and does not replace the need for regular internal reviews.
- 17.11 Given the absence of an Internal Auditor since 2021, and the lack of active efforts to fill the position, PNCC remains non-compliant with the Circular. Thus, we maintain that Management prioritize hiring an Internal Auditor to strengthen PNCC's internal control system and ensure alignment with existing policies.
- 18. The accommodation and air fare expenses of two province-based Directors exceeded the rates prescribed under Executive Order (EO) No. 77.**
- 18.1 EO No. 77 dated March 15, 2019, provides the following provisions:

*Section 5(b). **Daily Travel Expenses (DTE)***

The maximum allowable DTE of government personnel, regardless of rank and position, shall be at the following rates:

Destination		Maximum DTE
Cluster III	National Capital Region Region IV-A Region IV-B	P2,200

*5(c). **Apportioned Travel Expenses.** The allowable DTE for travel beyond the 50-kilometer radius from the permanent official station shall be based on the following apportionment:*

Particulars	Percentage	To Cover
Day of arrival at the point of destination (regardless of time) and succeeding day/s thereof on official business	100%	Hotel/lodging (50%) Meals (30%), and Incidental expenses (20%)

*5(d). **Travel Expenses in excess of Authorized Travel Rates.** Claims for reimbursement of actual accommodation expenses in excess of the accommodation component of the DTE may be allowed, but in no case shall the difference exceed one hundred per cent (100%) of such component of the prescribed DTE rate, xxx...*

- 18.2 Further, Section 23 of GCG Memorandum Circular No. 2012-07 dated November 28, 2012, provides that:

*Sec. 23. **Fiduciaries of the State.** - Directors and Officers are fiduciaries of the State in that: (a) **they have the legal obligation and duty to always act in the best interest of the GOCC, with utmost good faith in all dealings with the properties, interests and monies of the GOCC;** and (b) they are constituted as trustees in relation to the properties, interests and monies of the GOCC.*

- 18.3 **A. A total of 25 accommodation bookings for a province-based Director, totaling P109,700, exceeded the prescribed limit.**
- 18.4 On June 8, 2022, the Board of Directors (BOD) approved Board Resolution (BR) No. BD 17-2022, amending Board Resolution No. BD 49-2017 increased the allowable accommodation expenses for directors from P2,000 to a maximum of P6,000 per day.
- 18.5 However, on April 3, 2023, the Audit Team issued AOM No. 23-001(2022) informing Management that accommodation expenses for the then four province-based directors were excessive due to unreasonably high hotel rates and prolonged stays. The Audit Team recommended that Management consider the rates indicated in EO No. 77 dated March 15, 2019, to ensure reasonable and appropriate accommodation costs.
- 18.6 In response, the Management commented that since the issuance of the EO No. 77 in 2019, there has been no change in the amount of allowed daily travel expenses (DTE). Accordingly, the effects of the pandemic on the economy have been felt in all sectors, including the increase in the cost of services, particularly the hotel rates. Management further explained that while a P2,200 rate is feasible, factors such as security, comfort, and proximity of the Director to the PNCC office, including the airport, were considered when selecting the hotel with the lowest possible price.
- 18.7 Despite the Audit Team's prior recommendation, the audit of Board Revolving Fund (BRF) revealed that PNCC continued to incur accommodation expenses exceeding the prescribed limits under EO No. 77. Moreover, in some instances, the P6,000 limit set by BR No. BD 17-2022 was also exceeded, with particular stays reaching as high as P7,500 per night. The details are as follows:

Table 26 – Accommodation Costs Beyond Prescribed Limits

	Date	Reference	Establishment	Period of Stay	Amount
1	11/07/23	OR#1476	Lime Hotel	Nov. 15 to 16, 2023	4,250
2	11/20/23	OR#1514	Lime Hotel	Nov. 23 to 24, 2023	4,250
3	11/20/23	OR#1513	Lime Hotel	Nov. 29 to 30, 2023	4,250
4	12/04/23	OR#1662	Lime Hotel	Dec. 6 to 7, 2023	4,250
5	12/06/23	OR#1701	Lime Hotel	Dec. 20 to 21, 2023	4,250
6	01/08/24	OR#1887	Lime Hotel	Jan. 10 to 11, 2024	4,250
7	01/18/24	OR#1970	Lime Hotel	Jan. 24 to 25, 2024	3,825
8	02/01/24	OR#1995	Lime Hotel	Feb. 8 to 9, 2024	4,250
9	02/21/24	SI#02158	Lime Hotel	Feb. 28 to 29, 2024	6,000
10	02/29/24	SI#01930	Lime Hotel	Mar. 7 to 8, 2024	7,500
11	03/12/24	SI#02111	Lime Hotel	Mar. 20 to 21, 2024	4,250
12	04/04/24	OR#2366	Lime Hotel	Apr. 17 to 18, 2024	4,250
13	04/22/24	OR#2440	Lime Hotel	Apr. 24 to 25, 2024	7,500
14	04/29/24	OR#2111	Lime Hotel	May 8 to 9, 2024	4,250
15	05/16/24	OR#2670	Lime Hotel	May 22 to 23, 2024	3,825
16	06/05/24	OR#2988	Lime Hotel	June 13-14, 2024	4,250
17	06/20/24	S#0064	Lime Hotel	June 26-27, 2024	3,500
18	06/28/24	OR#2923	Lime Hotel	Jul. 2 to 3, 2024	4,250
19	07/16/24	OR#2988	Lime Hotel	Jul. 24 to 25, 2024	3,500
20	07/29/24	S#0064	Lime Hotel	Jul. 31 to Aug. 1, 2024	4,250
21	08/08/24	SI#0095	Lime Hotel	Aug. 14 to 15, 2024	3,500
22	08/16/24	SI#0134	Lime Hotel	Aug 21-22, 2024	3,825
23	09/11/24	SI#0443	Lime Hotel	Sept 18-19, 2024	3,825
24	09/26/24	SI#0444	Lime Hotel	Oct. 3-4, 2024	3,825
25	10/09/24	SI#0588	Lime Hotel	Oct. 11 to 12, 2024	3,825
Total					109,700
Number of stays					25
Average					4,388

18.8 Inquiry with the employee responsible for booking accommodations revealed that the P7,500 room rates were incurred due to the unavailability of the usual room type that they regularly book. However, these explanations were not indicated in the respective liquidation reports. The absence of the preferred room does not justify the upgrade to a significantly higher-priced room. The employee in charge of bookings could have sought other hotels offering rates compliant with EO No. 77.

18.9 Alternatively, several nearby hotels offer more affordable accommodations within the allowable rates, such as:

Table 27 – Nearby Accommodation Within the Prescribed Rates

Go Hotel:	Twin - 2,189
Red Planet:	Double Room - 2,116

18.10 EO No. 77 states that the allowed hotel and lodging for government personnel, regardless of rank and position, shall be P1,100 per day within NCR. While actual accommodation expenses exceeding this amount may be allowed, the difference should not exceed one hundred percent (100%), setting the maximum allowable rate at P2,200 per day.

18.11 The average accommodation cost incurred, amounting to P4,388, is nearly twice the P2,200 prescribed limit. Considering this, these expenses may be deemed excessive pursuant to COA Circular No. 2012-003 dated October 29, 2013, which defines

excessive expenditures as unreasonable expenses or expenses incurred at an immoderate quantity or exorbitant price. It also includes expenses which exceed what is usual or proper, as well as expenses which are unreasonably high and beyond just measure or amount. They also include expenses in excess of reasonable limits. Continued incurrence may result in disallowance.

- 18.12 Furthermore, the expenses incurred for premium accommodations may not align with Section 23 of GCG MC No. 2012-07, which requires the Directors to always act in the best interest of the GOCC, with utmost good faith in all dealings with the properties, interests, and monies of the GOCC.
- 18.13 **B. Airfare with premium cabin class and higher fare rates totaling P248,324 booked for a Director is contrary to EO No. 77.**
- 18.14 Audit of the BRF revealed that a province-based Director was booked in Comfort Class for his air travel, which is the highest available cabin class for flights to and from his destination. Comfort Class offers benefits such as greater baggage allowance, higher mileage accrual, more flexible rebooking options, and additional amenities like priority services and lounge access. However, its fares are 72% to 100% higher than Economy Saver, which is the standard class used by another Director.

Table 28 – Comparison of Cabin Classes

Inclusions	Economy Supersaver	Economy Saver	Economy Value	Economy Flex	Comfort Class
Checked Baggage	Not Included	10kg	20kg	20kg	25kg
Seat Reservation	Included*	Included*	Included*	Included*	Included*
Earn Miles (PR-operated flight)	10%	50%	75%	100%	115%
Miles Upgrade	Not Eligible	Not Eligible	Not Eligible	Eligible*	Eligible*
Flexibility					
Refund Permitted	Not permitted	with a fee	with a fee	with a fee	With a fee
Change permitted	with a fee	with a fee	with a fee	No fee	No fee
Lounge Access	None	None	None	None	Included
Pricing	Below P2,000	84% higher than Supersaver	~42%-52% higher than Economy Saver	~44% > Economy value	~17%-31% > Economy value or ~72% - 100% > than Economy Saver

- 18.15 A comparison of cabin classes shows that while Comfort Class includes added perks, the Economy Saver remains the more cost-effective option, offering essential inclusions such as checked-in baggage, seat reservations, and mileage accrual at a significantly lower fare.
- 18.16 Inquiry with the employee responsible for flight bookings revealed that Comfort Class was chosen for its higher mileage accrual, seat selection, and waived rebooking fee. However, even after the application of a senior citizen discount, the fare difference remained between 39% and 58% higher than the Economy Saver.
- 18.17 EO No. 77 provides that the mode of transportation to be availed shall be the most economical and efficient in all cases. Even for official travel abroad, only economy class airfare is allowed, explicitly excluding premium economy class. Business Class may only be allowed for long flights exceeding four (4) hours without layovers and only by Department Secretaries, Undersecretaries, Assistant Secretaries, and officials of equivalent rank, subject to the approval of the Office of the President of the Philippines.

Considering these restrictions, booking a premium class for domestic travel, where the regulations are stricter, constitutes unwarranted spending.

18.18 Therefore, official travel should follow the most economical fare available to uphold fiscal responsibility and ensure the prudent use of public funds. Opting for a higher cabin class for air travel incurs additional expenses funded by public money and is deemed excessive pursuant to COA Circular No. 2012-003. Continued incurrence may result in disallowance.

18.19 **We recommended that Management:**

- a) **Limit hotel accommodations for BOD based on prescribed rates under EO No. 77;**
- b) **Align corporate policy on the daily accommodation rate with the prescribed limits pursuant to EO No. 77;**
- c) **Select the most economical and efficient mode of transportation for official travel in accordance with EO No. 77; and**
- d) **Regularly monitor and control airfare and accommodation expenses to prevent excessive costs and ensure alignment with budgetary goals.**

18.20 Management commented that they seek reconsideration of the observation in paragraph A, noting that the province-based Director no longer claims reimbursement for meals and incidental expenses during his Manila trips for Board meetings, and that hotel costs were solely for overnight accommodation and directly paid by PNCC. The chosen hotel was selected based on security, comfort, location, and appropriateness for the Director's position. While alternatives like Go Hotel and Red Planet were considered less suitable, the Director concerned has agreed to stay in a hotel that complies with the EO No. 77 rate limits.

18.21 Further, Management recognized that booking the province-based senior citizen Director in comfort class led to airfare costs 39% to 58% higher than the economy saver fare, even after applying the senior citizen discount. It also acknowledges that continued incurrence of such costs may be disallowed and affirms the importance of using the most economical fare to uphold fiscal discipline.

18.22 Furthermore, Management has informed the Audit Team that they will adhere to the recommendations stated in this AOM.

18.23 Management's request for reconsideration is duly noted. While the non-claiming of meal and incidental expenses is appreciated, the accommodation costs still exceeded the allowable rates under EO No. 77. Considerations such as security and comfort are understandable, but expenditures must remain within reasonable limits in accordance with applicable guidelines. Management's commitment to comply with the prescribed rates moving forward is acknowledged.

18.24 Regarding the airfare, Management's recognition of the cost difference for Comfort Class and its alignment with the observation is appreciated. As EO No. 77 emphasizes the use of the most economical option, adherence to this policy in future bookings is encouraged to support fiscal responsibility.

18.25 The Audit Team will monitor the Management's compliance with the recommendations.

19. The grant of taxi fare allowance totaling P38,250 is not provided under Chapters I and II of CPCS Implementing Guidelines No. 2021-01 dated January 12, 2022, issued by the GCG, thus, without legal basis.

19.1 Chapters I and II of CPCS Implementing Guidelines No. 2021-01 dated January 12, 2022, provide that:

I. BASIC SALARIES, INCLUDING STEP INCREMENTS

All allowances, benefits, and incentives outside the CPCS being granted by the GOCCs to its officers and employees shall be discontinued upon receipt of their respective authorization.

II. ALLOWANCES, BENEFITS, AND INCENTIVES

Upon receipt of their respective authorization to adopt the CPCS, all the allowances, benefits, and incentives (ABIs) of GOCC officers and employees, whether they are incumbents or new hires, shall be limited to those provided under the CPCS. The grant of ABIs outside those provided under the CPCS shall be discontinued.

19.2 On August 10, 2023, GCG issued the Authority to Implement (ATI) CPCS to PNCC, which was received on August 17, 2023. On September 13, 2023, through the recommendation of Management, the PNCC Board of Directors (BOD) approved its implementation through Board Resolution (BR) No. BD45-2023

19.3 The CPCS Implementing Guidelines No. 2021-01 provides that all allowances, benefits, and incentives not present in the CPCS under Administrative Order No. 150 s.2021 dated October 1, 2021, shall be discontinued.

19.4 Audit of expenses disbursed through PCF revealed that taxi fare allowance at the rate of P170 per day was granted to employees who rendered overtime, with at least 5 hours or until 10:00 P.M. and beyond. This benefit was intended to compensate employees for transportation expenses incurred when travelling home after overtime work.

19.5 Records show that drivers and maintenance personnel availed the taxi fare allowance 225 times from September 19, 2023 to November 5, 2024, even after the adoption of the CPCS. The total amount disbursed for this benefit was P38,250. Details are as follows:

Table 29 – Taxi Fare Allowances Granted

Employee	RL	RiC	SJ	GG	MB	BG	WR	ER	ED	RC	Total
No. of OT	71	46	40	40	11	8	4	2	2	1	225
Taxi fare rate	170	170	170	170	170	170	170	170	170	170	170
Total	12,070	7,820	6,800	6,800	1,870	1,360	680	340	340	170	38,250

19.6 Since taxi fare allowance is not included among the allowances, benefits, and incentives under the CPCS, it should have been discontinued upon receipt of the ATI. As the payment of this allowance is not authorized under CPCS Implementing

Guidelines No. 2021-01, it is deemed irregular pursuant to Section 3 of COA Circular No. 2012-003.

- 19.7 **We recommended that Management refrain from granting taxi fare allowance to employees without a legal basis and ensure faithful compliance with the provisions of E.O. No. 150, CPCS Implementing Guidelines, Authority to Implement the CPCS, and other related issuances on the grant of allowances, benefits, and incentives**
- 19.8 Management commented through the Treasury department that they agree with the observations. The payout of the taxi fare allowance from the Petty Cash Fund was immediately discontinued upon receipt of the COA's recommendation.
- 19.9 The HR Department added that the taxi fare allowance was previously granted as a transportation-related benefit prior to the implementation of the CPCS, as authorized by GCG on August 17, 2023. While they acknowledge that the benefit is not included under the CPCS, and that allowances, benefits, and incentives (ABIs) not covered by CPCS should be discontinued, the allowance continued to be granted to certain employees based on PNCC's existing internal policy.
- 19.10 Management also noted that the benefit may fall under CPCS Circular No. 2021-006 regarding the Grant of RATA, which has not yet been fully implemented pending the finalization of its implementing rules by GCG in relation to career banding.
- 19.11 Nevertheless, they assured us that they would comply by immediately discontinuing the payout of the taxi fare allowance.
- 19.12 Controllershship likewise confirmed that they will immediately implement COA's recommendation to stop the payment of the taxi fare allowance. All concerned personnel were already instructed to comply with this directive strictly.
- 19.13 The Audit Team will monitor the Management's compliance with the recommendations.
20. **The liquidation of Cash Advances (CA) from the Petty Cash Fund (PCF) is supported by invoices/receipts printed on thermal papers, some of which have already faded, is contrary to Section 43 (4) of the Presidential Decree (PD) No. 1445 and Section 2 of Bureau Internal Revenue (BIR) Revenue Regulation No. 17-2013 dated September 27, 2013, preventing preservation and verification.**
 - 20.1 Section 43 (4) of P.D. No. 1445 provides that:

The auditors in all auditing units shall have the custody, and be responsible for the safekeeping and preservation of paid expense vouchers, journal vouchers, stubs of treasury warrants or checks, reports of collections and disbursements and similar documents together with their respective supporting papers, under regulations of the Commission.
 - 20.2 Further, Section 2 of BIR Revenue Regulation No. 17-2013 dated September 27, 2013 provides that:

All taxpayers are required to preserve their books of accounts, including subsidiary books and other accounting records, for a period of ten (10) years reckoned from the day following the deadline in filing a return, or if filed after the deadline, from the date of the filing of the return, for the taxable year when the last entry was made in the books of accounts.

The term "other accounting records" includes the corresponding invoices, receipts, vouchers and returns, and other source documents supporting the entries in the books of accounts. They should also be preserved for a period of ten (10) years counted from the date of last entry in the books to which they relate.

- 20.3 Reviewing the attachments to liquidations revealed that some receipts and invoices printed on thermal paper were not photocopied to preserve details and retain accounting records. Thermal papers are prone to fading, especially when exposed to heat, light, or moisture. They become unreadable over time, making it difficult or impossible to recover transaction details after a certain period; thus, photocopying them is necessary. The accounting personnel interviewed disclosed that they previously photocopied thermal paper receipts to ensure their preservation. However, due to the large volume of attachments, they discontinued the practice, citing difficulty compiling the documents.
- 20.4 Records show that out of 1,057 receipts/invoices attached, 217 were printed on thermal paper, 29 of which were already faded and unreadable. Without proper preservation of documents, it is difficult to verify transaction details, and it limits the ability to confirm the accuracy of the reported amounts. Further, this practice violates BIR Revenue Regulation No. 17-2013, which requires taxpayers to preserve their accounting records for ten (10) years. To ensure that it can be readily produced for authorized personnel for examination, especially during BIR investigations.
- 20.5 Further, it impairs the auditor's capacity to verify the transaction during the post-audit. Thus, photocopying these documents is imperative, as it ensures the preservation of the records and will meet the required 10-year retention period of the BIR.
- 20.6 **We recommended that Management require the responsible officers and employees to immediately photocopy invoices printed on thermal paper and attach them to the liquidation of petty cash.**
- 20.7 Management commented that they fully agree with the observation and recommendation. The Cashier/ Disbursement Officer has already been advised to comply immediately and ensure that all thermal receipts are photocopied and properly attached to the liquidation documents.
- 20.8 The Audit Team will monitor the Management's compliance with the recommendations.

21. Compliance with Rules on Mandatory Government Deductions

- 21.1 For CY 2024, the appropriate premium contributions and loan amortizations were deducted from the salaries of the employees of PNCC. Employees' share, together with the employer's share, as well as the loan amortizations of employees, were remitted to

the Social Security System (SSS) (inclusive of Employees Compensation Commission contribution), the Philippine Health Insurance Commission (PHIC), and the Home Development Mutual Fund (HDMF) within the prescribed period. The remittances for CY 2024 are as follows:

SSS contribution	P	2,169,400
PHIC contribution		1,451,520
HDMF contribution		769,800
HDMF loan amortization		1,118,304
SSS loan amortization		557,597
Total	P	6,066,621

22. Gender and Development (GAD)

- 22.1 There were no GAD-related activities for the CY 2024, as the Corporation is exempted from creating a GAD Focal Point System of the GAD Committee by the Philippine Committee on Women through a Memorandum dated January 11, 2018.

23. Status of Audit Suspensions, Disallowances, and Charges

- 23.1 As of December 31, 2024, Notices of Suspension, Disallowance, and Charges issued and unsettled are summarized as follows:

	Beginning Balance (as of January 1, 2024)	Issued during the year	Settled during the year	Ending balance (as of December 31, 2024)
Notices of Suspension	0	0	0	0
Notices of Disallowance	468,551,339	0	0	468,551,339
Notices of Charge	0	0	0	0
Total	468,551,339	0	0	468,551,339

- 23.2 The unsettled disallowances are made up of 37 Notices of Disallowance (NDs) issued from CY 2011 to 2020. The status of the said NDs as of December 31, 2024, is as follows:

Particulars	Quantity	Amount (in millions)
With Cluster's decision, but under automatic review by the Commission Proper	4	172.468
NDs affirmed in the decision rendered by the COA CGS Cluster Director. Petition for Review filed with the COA Commission Proper	16	141.162
NDs with Notice of Finality of Decision and COA Order of Execution	17	154.921
Total	37	468.551

STATUS OF IMPLEMENTATION OF PRIOR YEAR'S AUDIT RECOMMENDATIONS

Out of the 37 recommendations embodied in the Calendar Year (CY) 2023 Annual Audit Report (AAR), 21 were implemented/reconsidered, and the remaining 16 were not implemented and are reiterated in Part II of this Report. Details are presented below:

REF.	OBSERVATIONS	RECOMMENDATIONS	STATUS OF IMPLEMENTATION
AAR 2023 Observation No. 1 Pages 85-88	The financial statements of PNCC are materially misstated as the P5.552 billion unconverted debts remained recorded in the books of accounts as equity, instead of liability. Moreover, the provision for interests and penalties relative thereto aggregating P72.698 billion is not recognized contrary to the Philippine Accounting Standard (PAS) 37, resulting in the understatement of liabilities by P78.250 billion.	The P5.552 billion unconverted debts be recognized as a liability in the books of accounts of PNCC, instead of equity together with the provision for the interests, penalties, and other charges amounting to P72.698 billion as of December 31, 2023, in compliance with PAS 37.	Not implemented. Reiterated in Part II, Observation No. 1 of this AAR.
AAR 2023 Observation No. 2 Pages 88-90	The unrecorded service concession assets pertaining to the Metro Manila Skyway projects of the Philippine National Construction Corporation (PNCC) resulted in the understatement of assets and liabilities, which is not in accordance with the provisions of PAS 1.	a) Adopt the applicable accounting standard for the service concession agreement where the grantor is the government; b) Determine the fair value of the service concession assets to be recognized in the books of accounts; and c) Recognize in the books of accounts the service concession assets and the related liability.	Reconsidered. Pending resolution of related issues. Reconsidered. Pending resolution of related issues. Reconsidered. Pending resolution of related issues.
AAR 2023 Observation No. 3 Pages 90-93	The completeness of PNCC's revenue share amounting to P356.684 million for CY 2023, remitted by the JV Companies operating the SLEX, NLEX, Skyway, and Skyway Stage 3, could not be ascertained due to the lack of verifiable data/information, as the basis for the computation of such share.	Pursue persistent efforts to obtain the documents used as the basis for the computation of the revenue share of PNCC and validate the same. Further, furnish the Audit Team with the subject documents and results of validation.	Not implemented. Reiterated in Part II, Observation No. 3 of this AAR.

REF.	OBSERVATIONS	RECOMMENDATIONS	STATUS OF IMPLEMENTATION
AAR 2023 Observation No. 4 Pages 93-95	Non-recognition of the provision arising from the judgment award for a money claim against PNCC resulted in the understatement of liabilities, contrary to Paragraph 14 of PAS No. 37.	Recognize a provision for a money claim against PNCC pursuant to COA CP Decision No. 2023-322 dated October 26, 2023.	Not implemented. Reiterated in Part II, Observation No. 2 of this AAR.
AAR 2023 Observation No. 5 Pages 95-98	Two out of three Notices of Finality of Decision (NFD) issued in CY 2023 with an aggregate amount of P127.240 million were not recorded in the books of accounts contrary to Section 7.2.1 of COA Circular No. 2009-006 dated September 15, 2009, and Section 15 of PAS 1, thus, fair presentation of Other Receivable is doubtful. Additionally, no NFD was enforced during the year.	a) Instruct the Controllershship Department to record the amount indicated in NFD Nos. 2023-003 and 2023-063; b) Inform the persons liable still connected with PNCC of the amount due from them and cause the collection thereof; and c) Take appropriate legal action to collect from the persons liable who are no longer connected with PNCC.	Implemented. Implemented. Not implemented. Reiterated in Part II, Observation No. 11 of this AAR.
AAR 2023 Observation No. 6 Pages 98-99	The unreconciled variances in the total amount of P19.895 million between the balance per books and confirmed balances from various debtors, cast doubt on the faithful representation of the reported Accounts Receivables-Trade amounting to P109.106 million, contrary to Paragraphs 4 and 12 of the Conceptual Framework for Financial Reporting.	a) Instruct the Controllershship Department to continue with the reconciliation of the variances; and b) Effect the necessary adjusting journal entries in the books of accounts, if warranted.	Implemented. Not implemented. Reiterated in Part II, Observation No. 4 of this AAR.
AAR 2023 Observation No. 7 Pages 100-102	The faithful representation of the balance of the Property and Equipment account could not be ascertained due to the unreconciled balance of P7.404 million between the balance per books vis-a-vis the Report on Physical Count of	a) Require the Inventory Committee to assign values to each item of property and equipment in the RPCPPE; b) Conduct periodic reconciliation of the balances of RPCPPE with	Implemented. Not implemented.

REF.	OBSERVATIONS	RECOMMENDATIONS	STATUS OF IMPLEMENTATION
	Property Plant and Equipment (RPCPPE) which is not in accordance with Paragraphs 4 and 12 of the Conceptual Framework for Financial Reporting.	the records of the Controllership Department; and c) Submit the RPCPPE on or before January 31 pursuant to COA Circular No. 2020-006.	Reiterated in Part II, Observation No. 5 of this AAR. Implemented.
AAR 2023 Observation No. 8 Pages 102-104	The faithful representation of the Inventory account with an aggregate cost of P6.935 million could not be determined due to the following: a) Non-preparation of the Report on Physical Count of Inventories (RPCI); and b) Discrepancies amounting to P1.187 million between the recorded amounts of inventories per books and per inventory report.	a) Instruct the Inventory Committee to prepare the RPCI and submit the same to the Audit Team; b) Reconcile the balances of each type of inventory account per accounting records and per inventory report; and c) Require the maintenance of Supply Ledger Cards by the Controllership Department and Stock Cards by the General Services Department to monitor closely the receipts and issuance of inventories.	Implemented. Not implemented. Reiterated in Part II, Observation No. 7 of this AAR. Implemented.
AAR 2023 Observation No. 9 Pages 105-106	The non-payment of concession fees to the National Government (NG) amounting to P7.334 billion (principal of P1.060 billion plus penalty charges aggregating P6.274 billion), is not in compliance with Clause 2 of the Toll Operation Agreement (TOA), resulting in the incurrence of annual penalty charges of at least P258 million.	a) Develop a payment plan duly approved by the Board of Directors (BOD), for the settlement of unpaid concession fees to the NG; and b) Comply with the provisions of the TOA by paying the remaining balance of the concession fees due to the NG, together with the penalty charges thereon.	Not implemented. Reiterated in Part II, Observation No. 8 of this AAR. Not implemented. Reiterated in Part II, Observation No. 8 of this AAR.

REF.	OBSERVATIONS	RECOMMENDATIONS	STATUS OF IMPLEMENTATION
AAR 2023 Observation No. 10 Pages 106-109	The 9.9-hectare of PNCC's Financial Center Area (FCA) property located in Pasay City has been idle and/or unutilized for almost six (6) years, depriving PNCC of potential income, contrary to Section 2 of Presidential Decree (PD) No. 1445.	a) Follow up with the Office of the President on the status of its request for the approval of the plan to bid out the lease and development of FCA property and the corresponding Terms of Reference, as applicable; and b) Update the Audit Team on its recent plan of action on the lease and development of the 9.9-hectare portion of the FCA Property based on the study conducted by the BOD.	Not implemented. Reiterated with updated information in Part II, Observation No. 9 of this AAR. Not implemented. Reiterated in Part II, Observation No. 9 of this AAR.
AAR 2023 Observation No. 11 Pages 109-114	Nine idle and/or unutilized real properties classified as Investment property with a fair value of P880.650 million, deprived PNCC of potential income and continuously incurred maintenance expenses totaling P2.569 million for CY 2023, contrary to Section 2 of PD No. 1445, thus, disadvantageous to the government.	a) Determine the best use of the subject properties which is the most advantageous to the corporation by developing a plan of action/disposition for each property; b) Advertise/conduct public bidding for properties that are suitable for lease; c) Expedite the transfer of titles of Nasugbu (Gulod) Property in the name of PNCC; d) Determine the value of Sta. Ines property and recognize the same in the books of accounts; and e) Establish and secure the perimeter of all the properties especially those with illegal occupants.	Not implemented. Reiterated in Part II, Observation No. 12 of this AAR. Not implemented. Reiterated in Part II, Observation No. 12 of this AAR. Not implemented. Reiterated in Part II, Observation No. 12 of this AAR. Implemented. Not implemented. Reiterated in Part II, Observation No. 12 of this AAR.

REF.	OBSERVATIONS	RECOMMENDATIONS	STATUS OF IMPLEMENTATION
AAR 2023 Observation No. 12 Pages 114-116	The cash collaterals amounting to P71.072 million posted in favor of Investors Assurance Corporation (IAC) and the remaining P13.844 million deposited with Development Bank of the Philippines (P10 million) and Land Bank of the Philippines (P3.844 million) were not yet returned to PNCC despite the lapse of more than seven years from the finality of Supreme Court's (SC) decision on November 14, 2016, thus, depriving PNCC of the use of the funds either for its operation or for investment purposes.	a) Coordinate with the Office of the Government Corporate Counsel to expedite the resolution of issues concerning the cash collateral amounting to P71.072 million so that such amount will be readily available for operation or investment purposes and to facilitate the release of the uncontested amount of P33.965 million, from IAC, through the Insurance Commission without prejudice to the filing of a separate claim for the remaining cash collateral amounting to P37.107 million; and	Implemented.
		b) Inform the Audit Team of the recent updates/developments of the case pertaining to the release of the cash collateral.	Implemented.
AAR 2023 Observation No. 13 Pages 117-119	The non-recovery of cash bonds posted by PNCC before the National Labor Relations Commission aggregating P6.245 million despite the favorable final and executory decisions rendered by the Supreme Court is not in consonance with the provisions of Section 2 of PD No. 1445.	a) Conduct periodic monitoring of cases and their status to determine appropriate legal action to be undertaken;	Reconsidered.
		b) Instruct the Head-Legal Department to file for appropriate motion for the issuance of Finality and Entry of Judgment from CA for the Exit bonus case; and	Not implemented. Reiterated in Part II, Observation No. 15 of this AAR.
		c) Exert persistent efforts to recover/collect the bond pertaining to the case on recovery of bonds on Transportation allowance and Mid-year bonus Cases.	Reconsidered.

REF.	OBSERVATIONS	RECOMMENDATIONS	STATUS OF IMPLEMENTATION
AAR 2023 Observation No. 14 Pages 119-121	Six service vehicles with an aggregate cost of P5.458 million are still recorded in the books despite the Corporation's lack of control and inability to provide proof of ownership, casting doubt on its existence and legal ownership thereof.	a) Coordinate with the Toll Regulatory Board to formalize the transfer of vehicles and derecognize these in PNCC's book of accounts; and b) Exert persistent effort to recover the service vehicle under the custody of the former Chief Operating Officer.	Implemented. Reconsidered. On the premise that the related vehicle will be returned to PNCC, as assured by Management.
AAR 2023 Observation No. 15 Pages 121-125	The implementation of step increment to 40 employees aggregating to P0.982 million for CY 2023 is contrary to Section 7 and Chapter VI(A)(2.1) of Executive Order (EO) No. 150 s. 2021, and Items 3 and 5 of the Compensation System section of Compensation and Position Classification System Implementing Guidelines of Executive Order No. 150.	a) Discontinue the implementation of step increments to the 40 employees; b) Revert the salaries of the 40 employees to Step 1 of their respective Job Grade; c) Seek clarification and approval from Governance Commission for Government-owned or Controlled Corporations on the proper implementation of step increments; and d) Henceforth, refrain from granting increases in salaries and wages of employees without a clear legal basis.	Reconsidered. Reconsidered. Implemented. Implemented.



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No: 02-5322-7696 Email Us: www.sec.gov.ph/message@sec.gov.ph

ANNEX "B"



The following document has been received:

Receiving: DONNA ENCARNADO

Receipt Date and Time: May 30, 2025 01:37:46 PM

Company Information

SEC Registration No.: 0000030939

Company Name: PHILIPPINE NATIONAL CONSTRUCTION CORPORATION

Industry Classification: F45300

Company Type: Stock Corporation

Document Information

Document ID: OST10530202583436378

Document Type: I-ACGR

Document Code: I-ACGR

Period Covered: December 31, 2024

Submission Type: Annual

Remarks: None

Acceptance of this document is subject to review of forms and contents



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

- 1. For the fiscal year ended 31 December 2024
- 2. SEC Identification Number 30939. BIR Tax Identification No. 330-058-000
- 4. Exact name of issuer as specified in its charter Philippine National Construction Corporation
- 5. Metro Manila, Philippines
Province, Country or other jurisdiction of
incorporation or organization
- 6. (SEC Use Only)
Industry Classification Code:
- 7. PNCC Complex KM 15 East Service Road, Bicutan, Parañaque City. 1700
Address of principal office Postal Code
- 8. (02) 8846-2655
Issuer's telephone number, including area code
- 9. N/A
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector	COMPLIANT	https://www.pncc.ph/home_our_company_BOD.htm	
2. Board has an appropriate mix of competence and expertise	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Criteria%20for%20Nomination,%20Election,%20Rerelection%20and%20Disqualification%20of%20Directors.pdf	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	The President of the Republic of the Philippines nominates the appointive Directors to represent the stockholdings of the government upon the recommendation of the GCG.	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/2024%20Composition%20of%20the%20Board.pdf	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	Article 5.1.c of Manual on Corporate Governance http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf http://www.pncc.ph/LINKS/PDFs/CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf	While there is no Board Charter yet, the Corporate Governance Committee Charter provides that the committee shall be responsible for the director's continuing education and management succession plan.

2. Company has an orientation program for first time directors.	COMPLIANT	Articles 5.1.c, 5.1.f.8, 5.2.c.5 of Manual on Corporate Governance http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf http://www.pncc.ph/LINKS/PDFs/CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf	
3. Company has relevant annual continuing training for all directors.	COMPLIANT	Article 5.2.c.5 of Manual on Corporate Governance http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf https://www.pncc.ph/LINKS/PDFs/2024%20Trainings%20Attended%20by%20Directors.pdf	
Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	Article 5.1.d of Manual on Corporate Governance http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf	

Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	COMPLIANT	Article 5.1.d of Manual on Corporate Governance http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf Article 5.1.d of the Rev. Manual of Corp. Governance adopts a policy on board diversity. PNCC being a GOCC, the President of the Republic appoints members of the Board upon the recommendation of the GCG.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	http://www.pncc.ph/cg_seal.htm#CorpSec https://www.pncc.ph/LINKS/PDFs/Curriculum-Vitae-Dela-Cruz-John-Benedick-R..pdf	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	PNCC's Corporate Secretary is Atty. John Benedick R. Dela Cruz while the Compliance Officer is Atty. Ilie Lionel B. Gramata Refer to appointment of Corporate Secretary https://www.pncc.ph/LINKS/PDFs/2024%20May%2008%20Resignation%20and%20Appointment%20of%20Corporate%20Secretary.pdf	

		Refer to appointment of Compliance Officer https://www.pncc.ph/LINKS/PDFs/2023%2004April%2018%20Appointment%20of%20Compliance%20Officer%20&%20Assistant%20Compliance%20Officer.pdf	
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/2024%20Composition%20of%20the%20Board.pdf	
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/eCertificate_CGOP%20for%20GOCCs_March%209,%202023_John%20Benedick%20R.%20Dela%20Cruz.jpg	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	http://www.pncc.ph/cg_seal.htm#Access	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	Refer to appointment of Compliance Officer https://www.pncc.ph/LINKS/PDFs/2023%2004April%2018%20Appointment%20of%20Compliance%20Officer%20&%20Assistant%20Compliance%20Officer.pdf	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	Article 5.1.f of Manual on Corporate Governance details the duties and functions http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf	
3. Compliance Officer is not a member of the board.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/2024%20Composition%20of%20the%20Board.pdf	

4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	Certificate of Participation in Corporate Governance Training https://www.pncc.ph/images/IlieGramaCorpGovCertificate.jpg	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	Refer to accomplishments of the Board for 2023 https://www.pncc.ph/LINKS/PDFs/2024%20Accomplishment%20of%20Directors.pdf	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	The Board through the Performance Negotiation Agreement (PAN) Committee oversees the development, review and approval of the company's business objectives. PNCC's specific, measurable, achievable, realistic and timely corporate objectives were incorporated in its Performance Scorecard as approved by GCG. https://www.pncc.ph/LINKS/PDFs/2024%20Board%20Reso%20PES%202024%20Approval.pdf	

2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	The Board through the PAN Committee oversees, reviews, and monitors the implementation of the company's business objectives and strategy. Minutes of PAN Committee meeting when accomplishment on strategic measures on Performance Scorecard was presented by Management https://www.pncc.ph/LINKS/PDFs/2024%20PAN%20Committee%20Meeting%20-%20201Q%20PES%20Monitoring%20Report.pdf#page=2 https://www.pncc.ph/LINKS/PDFs/2024%20PAN%20Committee%20Meeting%20-%20202Q%20PES%20Monitoring%20Report.pdf#page=4 https://www.pncc.ph/LINKS/PDFs/2024%20PAN%20Committee%20Meeting%20-%20203Q%20PES%20Monitoring%20Report.pdf https://www.pncc.ph/LINKS/PDFs/2024%20PAN%20Committee%20Meeting%20-%20204Q%20PES%20Monitoring%20Report.pdf	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	http://www.pncc.ph/home_our_company_mission.htm	

2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/PAN%20Committee%20Charter.pdf As part of the PAN Committee responsibility stated in the PAN Committee Charter: "Assist the Board and Management in the development of an effective strategic planning process and planning calendar to realize the vision and accomplish the mission of PNCC." Periodic meeting of the PAN Committee is being held to monitor the accomplishment of Management to set strategic measures in the GCG approved Performance Scorecard.	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	The PNCC's Chairman of the Board is Mr. Herculano C. Co, appointed on January 16, 2023.	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	NOT APPLICABLE	Board of Directors	There is no succession planning program for directors as the President of the Republic of the Philippines appoints the appointive directors upon recommendation of the GCG.
	NOT APPLICABLE	Key Officers and Management	The implementation of CPCS approved by GCG, the Company is constrained to formulate a policy on succession planning program for its key officers and management.
2. Board adopts a policy on the retirement for directors and key officers.	NOT APPLICABLE	Board of Directors	The company has no policy on the retirement for directors. This is governed by certain EO's.

	COMPLIANT	For Officers The company has a Retirement Plan for all employees including the key officers.	The Governance Commission for GOCCs (GCG) in a letter dated December 18, 2024, the GCG opined that "PNCC's Retirement Plan may be continued to be implemented by the PNCC even after the effectivity of the CPCS."
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company	NOT APPLICABLE		There is no alignment of remuneration of key officers and Board members. EO 24 governs the remunerations of the board members while the CPCS provides a standardized compensation package and index of occupational services, position titles and salary grades for GOCCs in accordance with Sections 8
2. Board adopts a policy specifying the relationship between remuneration and performance.	NOT APPLICABLE		Refer to no. 1 of Recommendation 2.5
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	NOT APPLICABLE		Refer to no. 1 of Recommendation 2.5
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	NOT APPLICABLE		Refer to no. 1 of Recommendation 2.5
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	NOT APPLICABLE		Refer to no. 1 of Recommendation 2.5
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy	NOT APPLICABLE		While there is no board nomination and election policy, being a GOCC, the GCG makes a shortlist of the nominees for members of the appointive directors to represent the shareholdings of the government to be nominated by the President of the Philippines.
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.			
3. Board nomination and election policy includes how the company accepted			

nominations from minority shareholders. 4. Board nomination and election policy includes how the board shortlists candidates. 5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.			
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	NOT APPLICABLE		The President of the Philippines appoints the directors upon the recommendation of the GCG.
Optional: Recommendation to 2.6			
Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	NOT APPLICABLE		The Company does not use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors. Refer to comments above.
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions. 2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions. 3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	Company's policies and procedures for review approval or ratification, monitoring and recording of RPT between among its parent, joint ventures, subsidiaries, associates, affiliates, etc. is detailed in Related Party Transactions http://www.pncc.ph/LINKS/PDFs/Policy-on-Related-Party-Transactions.pdf	
Supplement to Recommendation 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and	COMPLIANT	Company's policies and procedures for review approval or ratification,	

categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.		monitoring and recording of RPT between among its parent, joint ventures, subsidiaries, associates, affiliates, etc. is detailed in Related Party Transactions http://www.pncc.ph/LINKS/PDFs/Policy-on-Related-Party-Transactions.pdf	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	NOT COMPLIANT	There was a scheduled stockholders' meeting in 2024, however, due to lack of quorum, majority of non-related party shareholders did not approve specific types of related party transactions.	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Section 6.01 of PNCC's By-Laws http://www.pncc.ph/LINKS/PDFs/PNC%20By-Laws.pdf	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Result of internal assessment of the performance of Management. https://www.pncc.ph/LINKS/PDFs/2024%20Directors%20Performance%20Appraisal%20Report.pdf	The Board utilizing the GCG's IPED (Internet-based Performance Evaluation of Directors) assessed the performance of the President being an Executive Director of the Company. Aside from the GCG's IPED, there was an internal appraisal done.
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		The Board approved the QMS where there's a procedure in monitoring the performance of Management including Objectives and Targets, Management Review.

2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf	
3. Board approves the Internal Audit Charter.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT		There is a Risk and Opportunities procedure Management Procedure to effectively identify, monitor, assess and manage key business risks.
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT		The President and CEO being the Quality Management Representative of the Quality Management System reports to the Board in regard the key business risks.
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	NON-COMPLIANT		There is no Board Charter. However, the Board is governed by its By-Laws, the Rev. Manual of Corp. Governance and GCG Manual of Corp Governance for GOCCs and the Rev. Corporation Code.
2. Board Charter serves as a guide to the directors in the performance of their functions.			
3. Board Charter is publicly available and posted on the company's website.			
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	NON-COMPLIANT		There is no insider trading policy.

Optional Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	NOT APPLICABLE		There is no policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates. However, as GOCC, the company is not allowed to grant loans to directors.
2. Company discloses the types of decision requiring board of directors' approval.	COMPLIANT	All decisions of the Board which considered to be material information to its stakeholders are disclosed to the PSE and SEC. https://www.pncc.ph/SEC_Filings_Current_2024.htm Moreover, all decisions of the Board are disclosed in the company's website as Accomplishment of the Board https://www.pncc.ph/LINKS/PDFs/2024%20Accomplishment%20of%20Directors.pdf	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	http://www.pncc.ph/cg_board_committees.htm	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit	COMPLIANT	http://www.pncc.ph/cg_board_committees.htm	

processes, and compliance with applicable laws and regulations.			
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	NON-COMPLIANT		The Chairman and majority of the audit committee are not independent Directors. There are no independent directors.
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	http://www.pncc.ph/home_our_company_BOD.htm#Mercado http://www.pncc.ph/home_our_company_BOD.htm#Avancena https://www.pncc.ph/LINKS/PDFs/Resume_Herculano-C.-Co-jr..pdf https://www.pncc.ph/LINKS/PDFs/Resume_Mariano-Jesus-S.-Averia.pdf https://www.pncc.ph/LINKS/PDFs/Resume_Alex-Limuaco-Sembrano.pdf https://www.pncc.ph/LINKS/PDFs/Resume_Oscar-T.-Zaldivar.pdf	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	http://www.pncc.ph/home_our_company_BOD.htm#Mercado	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	There is a meeting of the Audit Committee with COA on December 4, 2024, without anyone from Management. https://www.pncc.ph/LINKS/PDFs/2024%20AUDIT%20COMMITTEE%20W-O%20MANAGEMENT%20REP%20MINUTES%20120424.pdf	

Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	COMPLIANT	The Audit Committee has 9 meetings in 2024. https://www.pncc.ph/LINKS/PDFs/2024%20Audit%20Committee%20Attendance.pdf	
2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	Article 5.3.b.12 of Revised Manual on Corporate Governance http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf#page=19	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	Article 5.3.C of Revised Manual on Corporate Governance http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf#page=19 http://www.pncc.ph/cg_board_committees.htm	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	NON-COMPLIANT	http://www.pncc.ph/cg_board_committees.htm	There are no independent directors.
3. Chairman of the Corporate Governance Committee is an independent director.	NON-COMPLIANT		The Chairman is not an independent director.
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	COMPLIANT	The Corporate Governance Committee has 12 meetings in 2024. https://www.pncc.ph/LINKS/PDFs/2024%20Corporate%20Governance%20Committee%20Attendance.pdf	
Recommendation 3.4			
1. Board establishes a separate Board Risk	COMPLIANT		There is no separate BROCC. However, the

Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.			Audit Committee performs the functions of the BROC (par. 5.3.b.13, Rev. Manual of Corp. Governance 2017.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	NOT APPLICABLE		There are no independent directors in the Company.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	COMPLIANT		There is no separate BROC. However, The Audit Committee performs the functions of the BROC (par. 5.3.b.13, Rev. Manual of Corp. Governance 2017. The Chairman of the Audit Committee is not the Chairman of the Board.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT		All members of the Audit Committee were in-charge of the enterprise risk management have relevant knowledge and experience on risk and risk management.
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	COMPLIANT	Corporate Governance Charter http://www.pncc.ph/LINKS/PDFs/CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf	There is no separate Related Party Transactions (RPT) Committee. However, the Corporate Governance Committee performs the functions of Related Party Transactions (RPT) Committee.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	NON COMPLIANT		There are no independent directors elected.
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Audit Committee Charter http://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf	

		Finance Committee Charter http://www.pncc.ph/LINKS/PDFs/Finance%20Committee%20Charter.pdf Corporate Governance Charter http://www.pncc.ph/LINKS/PDFs/CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf PAN Committee Charter http://www.pncc.ph/LINKS/PDFs/PAN%20Committee%20Charter.pdf Business Development Committee Charter http://www.pncc.ph/LINKS/PDFs/Business%20Eco%20Dev%20Com%20Charter.pdf Legal and Compliance Committee Charter http://www.pncc.ph/LINKS/PDFs/Legal%20Committee%20Charter.pdf	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	Refer to Committee Evaluation Report for 2024 https://www.pncc.ph/LINKS/PDFs/2024%20Directors%20Performance%20Appraisal%20Report.pdf	The Board established criteria for evaluating the performance of the Committees
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	Refer to No. 1 of Recommendation 3.6	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing	COMPLIANT	<u>Board</u> The Board has an average of 99.62% attendance in board meetings.	The Director who joined via video conferencing is asked to state his location, the device he is using for the videoconference, that he can clearly see

conducted in accordance with the rules and regulations of the Commission.		https://www.pncc.ph/LINKS/TRANSPARENCY%20SEAL/2024%20Attendance%20of%20Directors.pdf	and hear his fellow directors and that he received the Agenda and materials within the threshold period all in compliance with SEC Memorandum Circular 6-2020
	COMPLIANT	<u>Committees</u> Audit Committee has an average of 100% attendance in its meetings in 2024. https://www.pncc.ph/LINKS/PDFs/2024%20Audit%20Committee%20Attendance.pdf Finance Committee has a 100% attendance in its meeting in 2024. https://www.pncc.ph/LINKS/PDFs/2024%20Finance%20Committee%20Attendance.pdf Corporate Governance Committee has a 100% attendance in its meetings in 2024. https://www.pncc.ph/LINKS/PDFs/2024%20Corporate%20Governance%20Committee%20Attendance.pdf PAN Committee has a 98.41% attendance in its meetings in 2024. https://www.pncc.ph/LINKS/PDFs/2024%20PAN%20Committee%20Attendance.pdf Legal and Compliance Committee has 100% attendance in its meetings	

		in 2024. https://www.pncc.ph/LINKS/PDFs/2024%20Legal%20&%20Compliance%20Committee%20Attendance.pdf Business Development Committee has 100% attendance in its meetings in 2024. https://www.pncc.ph/LINKS/PDFs/2024%20Business%20Development%20Committee%20Attendance.pdf	
	COMPLIANT	<u>Shareholders</u>	There is was an annual stockholders meeting held in 2024, however, due to lack of quorum, no business has been transacted and no decision has made.
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	http://www.pncc.ph/cg_seal.htm#Access	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT		
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/Directorship%20in%20other%20GOCCs%20and%20PLCs.pdf	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT		

Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	COMPLIANT	The company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	
2. Company schedules board of directors' meetings before the start of the financial year.	COMPLIANT	http://www.pncc.ph/cg_seal.htm#Schedules	
3. Board of directors meet at least six times during the year.	COMPLIANT	The Board has 24 meetings in 2024. https://www.pncc.ph/LINKS/TRANSPARENCY%20SEAL/2024%20Attendance%20of%20Directors.pdf	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	NOT APPLICABLE		Sec.5.07.QUORUM -A majority of the Directors shall constitute a quorum xxx.(By-Laws)
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	NON-COMPLIANT		There are no independent directors
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	NOT APPLICABLE		There are no independent directors
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT		There are no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	NOT APPLICABLE		There are no independent directors. However, this is provided in Section 5.5. Rev. Manual of Corp. Governance 2017.

2. The company bars an independent director from serving in such capacity after the term limit of nine years.	NOT APPLICABLE		There are no independent directors
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	NOT APPLICABLE		There are no independent directors
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	The Chairman of the Board is Herculano C. Co, Jr. while the President and Chief Executive Officer is Atty. Miguel E. Umali https://www.pncc.ph/home_our_company_BOD.htm	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Roles%20and%20Deliberables%20of%20Chairman%20&%20President.pdf	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	NOT APPLICABLE		There are no independent directors.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	COMPLIANT		There is no transaction with a director with material interest affecting the corporation.
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	COMPLIANT		The non-executive directors (NEDs) have a separate meeting with COA and heads of the internal audit, compliance and risk functions, without any executive present.
2. The meetings are chaired by the lead independent director.	NOT APPLICABLE		There is no independent director.

Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	COMPLIANT		
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	The Board assesses its performance as a whole through the GCG's Corporate Governance Scorecard Report.	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT	http://www.pncc.ph/cg_seal.htm#Appraisal	
3. The individual members conduct a self-assessment of their performance.	COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		
		Aside from the GCG's assessment, the Board assessed its performance through the company's appraisal https://www.pncc.ph/LINKS/PDFs/2024%20Directors%20Performance%20Appraisal%20Report.pdf	
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	The GCG serves as the external facilitator in assessing the annual performance of the Board through its internet-based Performance Evaluation for Directors. http://www.pncc.ph/cg_seal.htm#Appraisal	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	http://www.pncc.ph/cg_seal.htm#Appraisal	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	http://www.pncc.ph/contact_us.htm	

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	http://www.pncc.ph/cg_cced.htm	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT		
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT		
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	http://www.pncc.ph/cg_cced.htm	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	http://www.pncc.ph/cg_cced.htm	The Code of Business Conduct and Ethics is applicable to Board and officers and employees.
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.			There is an internal auditor appointed for proper and efficient implementation and monitoring of compliance with company internal policies.
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other	NON-COMPLIANT		There is no Policy on Corporate Disclosures. However, the company discloses timely and material reports to the SEC and PSE.

stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.			
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	COMPLIANT	http://www.pncc.ph/transparency.htm	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	COMPLIANT	http://www.pncc.ph/cg_erm.htm	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	NON-COMPLIANT		There is no policy requiring directors or officers to disclose/report to the company any dealings in the company's shares. However, there are no deals by directors or officers in the company's shares.
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.			
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share	COMPLIANT		There was no trading of corporation shares as it was suspended by the PSE. There are no trades of the corporation's shares by directors and officers.

buy-back program).			
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	http://www.pncc.ph/home_our_company_BOD.htm	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	http://www.pncc.ph/home_our_company_MANCOM.htm	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Remuneration%20Policy%20and%20Structure%20for%20Executive%20and%20Non.pdf	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	NON-COMPLIANT		The Disclosure Policy of the company is a work in progress.
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	NON-COMPLIANT		
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm#RPT www.pncc.ph/LINKS/PDFs/Policy-on-Related-Party-Transactions.pdf	
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm#RPT	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm#RPT	

conflict of interests.			
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm#RPT	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	COMPLIANT	The company is bound by PSE and SEC rules on disclosures. All material fact or event that occurred were disclosed in the company website: https://www.pncc.ph/SEC_Filings_Current_2024.htm	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT		The Board appoints independent appraisers to evaluate the fairness of the transaction price on disposal of assets. A management Bids and Awards Committee (BAC) is also appointed to process company transactions in accordance with pertinent laws, rules and regulations.
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	COMPLIANT		There is no such agreement.
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf	
2. Company's MCG is submitted to the SEC			

and PSE.			
3. Company's MCG is posted on its company website.			
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf	The Revised Manual of Corporate Governance 2017 was filed with the SEC and PSE on 31 May 2017.
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	COMPLIANT	http://www.pncc.ph/SEC_Filings_Annual_Report.htm	
a. Corporate Objectives			
b. Financial performance indicators			
c. Non-financial performance indicators			
d. Dividend Policy			
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of <u>each</u> member of the board of directors			
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	COMPLIANT	http://www.pncc.ph/SEC_Filings_Annual_Report.htm	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.			

4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.			
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).			

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf par. 5.3.b.12, Rev. Manual of Corp Governance 2017 http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT		There is nothing to report.

Supplement to Recommendation 9.1

1. Company has a policy of rotating the lead audit partner every five years.	NOT APPLICABLE		COA is the statutory auditor of PNCC being a GOCC, thus it is responsible for rotating the lead auditor.

Supplement to Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT		There are no non-audit services performed by COA.
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Audit%20Committee%20Charter.pdf par. 5.3.b.7 Rev. Manual of Corp. Governance 2017	There are no non-audit services performed by COA.

Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT		There are no non-audit services performed by COA.
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	NOT APPLICABLE	Being a GOCC, COA is the company's statutory Auditor. In its letter, COA informed that it cannot be subject to the SEC-OGA SOAR Inspection Program as COA is not a private auditing firm which needs such accreditation.	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).			
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	NON-COMPLIANT		There is no Disclosure Policy.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT		The company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	COMPLIANT	Page 19 OF FOI MANUAL http://www.pncc.ph/LINKS/PDFs/PNC%20FOI%20Manual.pdf#page=19#page=19	There are no public, material and relevant information to its shareholders and other investors for dissemination to require such media and analysts' briefing.
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	COMPLIANT	www.pncc.ph	

a. Financial statements/reports (latest quarterly)	COMPLIANT	https://www.pncc.ph/SEC_Filings_Q_2024.htm	
b. Materials provided in briefings to analysts and media	COMPLIANT	https://www.pncc.ph/SEC_Filings_Curent_2024.htm	
c. Downloadable annual report	NON-COMPLIANT		No Audited Financial Statements yet as the COA audit is on-going for FY 2024
d. Notice of ASM and/or SSM	COMPLIANT	https://www.pncc.ph/SEC_Filings_Curent_2024.htm	
e. Minutes of ASM and/or SSM	COMPLIANT	https://www.pncc.ph/SEC_Filings_MO_ASM_2020.htm	
f. Company's Articles of Incorporation and By-Laws	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/Amended%20Articles%20of%20Incorporation%2021November2016.pdf	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	COMPLIANT	www.pncc.ph	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	http://www.pncc.ph/cg_erm.htm	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	http://www.pncc.ph/cg_erm.htm Key risks the company is currently facing and how the company manages the key risks https://www.pncc.ph/LINKS/PDFs/2024%20Risks.pdf	The Company implements Risks and Opportunities Management Procedure thru its Quality Management System.
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes	NON-COMPLIANT		There is no formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed which includes appropriate

appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.			training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/2024%20Risks.pdf	The Risk and Opportunities Register of the MIS Department has been established to address IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	http://www.pncc.ph/cg_erm.htm	An Internal Quality Audit Team has been appointed in-charge of assessing the effectiveness of the Company's quality management system and overall performance in regard to compliance with planned arrangement.
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT		Financial audit is being handled by the COA audit team while the process audit is being handled by the Lead Internal Quality Auditor who leads the Internal Quality Audit Team.
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.			
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT		There is no internal audit activity outsourced by the corporation.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT		There is no separate risk management function set up by the company. The Internal Quality Audit Team performs such functions.
Supplement to Recommendation 12.4			
1. Company seeks external technical	NOT		There is no need for external technical

support in risk management when such competence is not available internally.	APPLICABLE		support in risk management.
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT		In lieu of Chief Risk Officer (CRO), the Lead internal Quality Auditor performs such function.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.			
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT		
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Article 8 of Revised Manual on Corporate Governance http://www.pncc.ph/LINKS/PDFs/AMENDED%20REVISED%20MANUAL%20ON%20CORPORATE%20GOVERNANCE%20MANUAL%202017.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	COMPLIANT	Section 4.05 of Amended By-Laws http://www.pncc.ph/LINKS/PDFs/PNC%20By-Laws.pdf	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	Seventh Article of the Amended Articles of Incorporation http://www.pncc.ph/LINKS/PDFs/Amended%20Articles%20of%20Incorporati	

		on%2021November2016.pdf	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	COMPLIANT	Section 4.05 of Amended By-Laws http://www.pncc.ph/LINKS/PDFs/PNC%20By-Laws.pdf	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	COMPLIANT	Section 4.02 of Amended By-Laws http://www.pncc.ph/LINKS/PDFs/PNC%20By-Laws.pdf	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm	
7. Company has a transparent and specific dividend policy.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT		There was an ASM in 2024. The COA and Stock Transfer Agent representative performs such functions.
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT		The 2024
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	COMPLIANT	The notice of meeting sent out to stockholders contained the following information: a. Profile of directors b. Information on Auditors c. Proxy document https://www.pncc.ph/LINKS/PDFs/202	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)			
b. Auditors seeking appointment/re-			

appointment		4%20PNCC 20-IS-Amended-Definitive-for-ASM-21-November-2024.pdf	
c. Proxy documents			
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/2024%20PNCC 20-IS-Amended-Definitive-for-ASM-21-November-2024.pdf	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/2024%20PNCC 20-IS-Amended-Definitive-for-ASM-21-November-2024.pdf	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.			
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/2024%20PNCC 20-IS-Amended-Definitive-for-ASM-21-November-2024.pdf	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT		
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	http://www.pncc.ph/ir_investor_relations_program.htm	
2. IRO is present at every shareholder's meeting.	COMPLIANT		The President/CEO is the IRO.
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or	NON-		There is no anti-takeover measures or

similar devices that may entrench ineffective management or the existing controlling shareholder group.	COMPLIANT		similar devices.
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	NON-COMPLIANT		As of December 31, 2024, the total number of shares owned by the public is 22,902,172 or 13.12%
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT		Shareholders can engage with the company beyond ASM thru Citizen's Charter, FOI procedures, company's website and social media account of the company
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	NON-COMPLIANT		There is no electronic voting in absentia at the ASM.
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/RELEVANT-INTERESTED-PARTIES.pdf	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	http://www.pncc.ph/contact_us.htm	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is	COMPLIANT	The company adopts RA 9285 in resolving conflicts and differences with key stakeholders.	

settled in a fair and expeditious manner.			
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	COMPLIANT		
2. Company respects intellectual property rights.	COMPLIANT		
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	COMPLIANT	www.pncc.ph/cg_csr.htm	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	COMPLIANT	The company adopts Section 49.2 of the IRR of RA 9184 in selection of suppliers/contractors	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	The Board approved and adopted the Quality Management System (QMS) in its pursuit of ISO certification.	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	NOT APPLICABLE		There is no reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	http://www.pncc.ph/cg_company_policies.htm	
3. Company has policies and practices on training and development of its employees.	COMPLIANT	http://www.pncc.ph/cg_seal.htm#Mechanism	

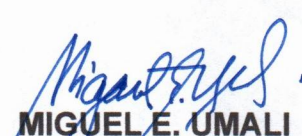
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	http://www.pncc.ph/cg_cced.htm	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	https://www.pncc.ph/LINKS/PDFs/2024%20Performance%20Enhancing%20Mechanism%20for%20Employee%20Participation.pdf	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	http://www.pncc.ph/cg_cced.htm	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/WHISTLEBLOWING-POLICY.pdf	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/WHISTLEBLOWING-POLICY.pdf	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	http://www.pncc.ph/LINKS/PDFs/WHISTLEBLOWING-POLICY.pdf	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the	COMPLIANT	http://www.pncc.ph/cg_csr.htm	

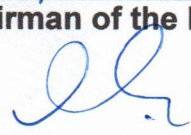
advancement of the society where it operates.			
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development.	COMPLIANT	http://www.pncc.ph/cg_csr.htm	
2. Company exerts effort to interact positively with the communities in which it operates			

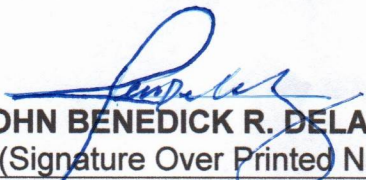
Pursuant to the requirements of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Reports is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Paranaque on 26 May 2025.

SIGNATURES


HERCULANO C. CO, JR.
 (Signature Over Printed Name)
Chairman of the Board


MIGUEL E. UMALI
 (Signature Over Printed Name)
President / Chief Executive Officer


ILIE LIONEL B. GRAMATA
 (Signature Over Printed Name)
Compliance Officer


JOHN BENEDICK R. DELA CRUZ
 (Signature Over Printed Name)
Corporate Secretary

The Annual Stockholders Meeting held in 2024 had no quorum thus no Independent Director had been elected.

27 MAY 2025

SUBSCRIBED AND SWORN to before me this _____, affiant(s) exhibiting to me their government issued ID, as follows:

NAME	GOVT ID NO	DATE EXPIRATION	PLACE OF ISSUE
HERCULANO C. CO, JR.	DL N0777014601	11/29/2032	PASIG
MIGUEL E. UMALI	DL N0489117970	09/29/2033	QUEZON CITY
ILIE LIONEL B. GRAMATA	DL N0195181680	02/21/2034	QUEZON CITY
JOHN BENEDICK R. DELA CRUZ	DL N0112015284	03/18/2033	LAS PIÑAS

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 Page No. 66
 Book No. 06
 Series of 2025

ATTY. JOSE MARI ANGELO A. DIONIO, CPA
 Notary Public for Paranaque City
 1st Floor, No. 64 Doña Soledad Avenue,
 Barangay Don Bosco, Paranaque City
 Not. Com. No. 264-2025, Until December 31, 2026
 Lifetime Member No. 015111; 06/13/2016; Pasig City
 PTR No. 3739832; 01/02/2025; Paranaque City
 Roll No. 66641
 MCLE No. VIII-0032290; 04/14/2028

SUSTAINABILITY REPORTING

Contextual Information

Company Details	
Name of Organization	PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
Location of Headquarters	BRGY. SAN MARTIN DE PORRES, BICUTAN, PARANAQUE CITY
Location of Operations	BICUTAN, PARANAQUE CITY MACAPAGAL, PASAY CITY
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	PHILIPPINE NATIONAL CONSTRUCTION CORPORATION
Business Model, including Primary Activities, Brands, Products, and Services	GENERAL CONTRACTING BUSINESS
Reporting Period	JANUARY 1, 2024 - DECEMBER 31, 2024
Highest Ranking Person responsible for this report	PRESIDENT AND CEO

**If you are a holding company, you could have an option whether to report on the holding company only or include the subsidiaries. However, please consider the principle of materiality when defining your report boundary.*

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics. ¹
PNCC's Materiality Process is a work in progress in line with the Sustainability Frameworks, standards and best practices guided by its Quality Management System and Performance Scorecard as required by the Governance Commission for GOCCs. PNCC's existing Quality Management System (QMS) has been established pursuant to ISO 9001:2015 standard which adopts the process approach and risk-based thinking in developing, implementing and improving the effectiveness of its QMS. The Plan-Do-Check-Act cycle has been applied to all its processes. The PNCC's QMS determined the external and internal issues that are relevant in its strategic direction and affect its ability to achieve the intended results. In understanding the organization, it considered the issues arising from legal, technological, competitive, market, cultural, social and economic environments, whether international, national, regional or local. While the Performance Scorecard as required by the Governance Commission for GOCCs was based on Organizational Performance Indicator Framework (OPIF) and Major Final Outputs (MFO) which later migrated to Performance Evaluation System (PES) framework. The PES required PNCC to determine its Charter Statement consists of Vision, Mission and Core Values consistent with PNCC's mandate and adds value to the strategy of its stakeholders. Further, the PES likewise required PNCC to build the strategy map that describes the connection between and among the objectives arranged in order to build value to the stakeholders of PNCC. The strategic objectives which grouped by strategic perspective viz Social Impact, Stakeholder/Customer, Finance, Internal Process and Learning and Growth define what major thrusts the PNCC will pursue to achieve its vision.

¹ See [GRI 102-46](#) (2016) for more guidance.

ECONOMIC

Economic Performance

Direct Economic Value Generated and Distributed

Disclosure	Amount	Units
Direct economic value generated (revenue)	889,306,833	PhP
Direct economic value distributed:		
a. Operating costs	288,414,650	PhP
b. Employee wages and benefits	76,319,373	PhP
c. Payments to suppliers, other operating costs	288,414,650	PhP
d. Dividends given to stockholders and interest payments to loan providers	None	PhP
e. Taxes given to government	182,317,546	PhP
f. Investments to community (e.g. donations, CSR)	62,791	PhP

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
PNCC management takes proactive steps to ensure that sound strategic business management mechanisms are in place to maximize business opportunities, in order to benefit all its stakeholders in accordance with Transparency, Materiality and Completeness. PNCC's compliance with the abovementioned principles allows it to publish accurate and reliable information and reports on its business and other financial dealings, which undergo rigorous and comprehensive auditing processes from internal and external auditors.	Employees, JVCs, depositing banks, lessees	PNCC management encourages a strong culture of compliance throughout the company and its dealings, in accordance with the principles of Transparency, Materiality and Completeness. Auditing is employed and institutionalized throughout the company through its Board Audit Committee. The Board Audit Committee enhances the oversight capabilities of the management over the company's financial reporting process, the system of internal control, the audit process and monitoring compliance with laws and regulations and the code of conduct. In addition, the Board is assisted by Compliance Officer and Assistant Compliance Officer to ensure the adherence of every member of the company to corporate principles and best practices.

What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Financial Risk PNCC's principal financial instruments comprise of cash and cash equivalents, restructured debt and advances to and from related parties. The main purpose of these financial instruments is to finance the operations. PNCC has various other financial assets and liabilities such as receivables and vouchers payable and accrued expenses (excluding statutory payables), which arise directly from its operations. The main risks arising from financial instruments are credit risk and liquidity risk. Liquidity Risk Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. Credit Risk Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to a financial loss. PNCC's exposure to credit risk arises from default of the counterparties which include	Creditors, suppliers, employees, lessees, JVCs Creditors, suppliers, employees Real estate buyers, suppliers	The company's Quality Management System implements risk-based thinking principle of the ISO standard which on an annual basis identifies, assesses and addresses potential risks and opportunities that could impact the company's business, thereby ensuring that the business objectives will continue to be achieved. PNCC monitors market price risk arising from all financial instruments and regularly report financial management activities and the results of these activities to the Board of Directors. To address the financial risks identified, PNCC has employed the following mitigating measures: PNCC monitors its cash flow position, debt maturity profile and overall liquidity position in assessing its exposure to liquidity risk. PNCC maintains a level of cash deemed sufficient to finance its cash requirements. Operating expenses and working capital requirements are sufficiently funded through cash collections. Management deals only with institutions or individuals for which credit limits have been established and with suppliers which paying and performance capabilities are rigorously screened.

certain financial institutions, real estate buyers and suppliers		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Opportunities related to material topic are the following: Joint Venture Agreement for Tollway Development under PNCC franchise (PD 1894)	JVCs	PNCC conducts due diligence in evaluating proposals for tollway development
New contract of Lease from Investment Properties	Lessees	Management conducts due diligence in evaluating rental proposals and development for real properties
Money Placements of the monies derived from revenue shares and dividends on Joint Venture Partners	Depository Banks	• Comparing rates with other depository banks and haggling for above board rates • Implementation of strict internal controls in monitoring the maturities

Climate-related risks and opportunities²

Governance	Strategy	Risk Management	Metrics and Targets
PNCC through its Safety, Health and Environment Committee commits to safeguard the safety and health of its employees, contractors and all stakeholders and to preserve the environment in undertaking its operations and activities.	Allocate budget for Calamity Preparedness Measures to mitigate effects of physical risks	The Safety, Health and Environment unit of the company undertakes to be vigilant on present weather condition and prepare measures to carry out in case of occurrence of risk	Adoption of metrics and targets provided for in Contingency Planning Guidebook by the National Disaster Risk Reduction Management Council and National Security Council
Compliance with Republic Act No. 10121	Development of Disaster Risk Reduction and Management Plan by adopting the Contingency Planning Guidebook	The company shall conduct Risk Hazard Assessment as provided for in the Contingency Planning Guidebook	Adoption of metrics and targets provided for in Contingency Planning Guidebook by the National Disaster Risk Reduction Management Council and National Security Council

² Adopted from the Recommendations of the Task Force on Climate-Related Financial Disclosures. The TCFD Recommendations apply to non-financial companies and financial-sector organizations, including banks, insurance companies, asset managers and asset owners.

Recommended Disclosures			
<i>Describe the board's oversight of climate-related risks and opportunities</i>	<i>Describe the climate-related risks and opportunities the organization has identified over the short, medium and long term</i>	<i>Describe the organization's processes for identifying and assessing climate-related risks</i>	<i>Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management</i>
The Board Audit Committee performs the functions of the Board Risk Oversight. On a yearly basis, all risks and opportunities including the climate-related risks and opportunities are being reviewed together with the corresponding actions mitigating the impact of the identified risks.	There is an on-going determination whether the identified climate-related risks and opportunities are short, medium or long-term.	There is an existing Risk and Opportunities Management procedures being implemented by PNCC's Quality Management System. The said procedure will be harmonized with the conduct of Risk Hazard Assessment as provided for in the Contingency Planning Guidebook.	The company shall adopt the metrics and targets provided for in Contingency Planning Guidebook by the National Disaster Risk Reduction Management Council and National Security Council.
<i>Describe management's role in assessing and managing climate-related risks and opportunities</i>	<i>Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy and financial planning</i>	<i>Describe the organization's processes for managing climate-related risks</i>	<i>Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets</i>
PNCC Management through its Quality Management System (QMS) has identified the risks and opportunities including the climate-related risks and opportunities. The QMS has built in control mechanisms to respond effectively in case of natural disaster. Through these, the management is able to create and deploy appropriate risk-mitigation measures	Climate-related risks are accounted and considered in relation to all risk-events identified within the company. The identification, planning, implementation, monitoring, and evaluation of all climate-related risks. There is an on-going review and enhancement on the strategies to address climate-related risks for implementation in 2026.	There is an on-going enhancement of the existing processes for managing the climate-related risks in line with the requirements set forth by National Disaster Risk Reduction Management Council and National Security Council.	The company shall adopt the metrics and targets provided for in Contingency Planning Guidebook by the National Disaster Risk Reduction Management Council and National Security Council.

to ensure that the company's business continues, and the impact of the said risks are mitigated and well-managed.			

Procurement Practices

Proportion of spending on local suppliers

Disclosure	Quantity	Units
100% of procurement budget used for company's operations is spent on local suppliers	100	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
By purchasing at local businesses, it helped create jobs locally, contributed to improved public infrastructure	employees, community, suppliers, government agencies	Part of PNCC's Quality Management System is the Procurement procedure which describes procurement policies, responsibilities, goals and targets in compliance with RA 9184 or the Government Procurement Act of 2003.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Conflict with contractor – unwillingness of contractor to sign contract technical capacity - specification of requirement is not technically viable Financial capacity – requirement no longer a priority	Employees, suppliers, contractors	Mitigate the effect of the risk, strict adherence to existing policies and procedures
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
When businesses purchase goods and services from local suppliers: • they support the growth of the local economy and create jobs for community • faster and more predictable delivery times • contribute to the general capacity of the country	Local suppliers, community, local government unit	Good communication with local suppliers, up-to-date payment of payables

Anti-corruption

Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to	None	%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to	None	%
Percentage of directors and management that have received anti-corruption training	None	%
Percentage of employees that have received anti-corruption training	None	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
This will result in financial damage. Examples of such is a damaged reputation of the business, which causes fewer business opportunities. Following this loss of finances, the damage to morale will affect employee productivity. A loss in productivity leads to further losses in profits.	Shareholders, employees, Directors	PNCC has developed two codes, the "PNCC Codes of Conduct" and the "PNCC Code of Employee Discipline (CCED)". It contains the preambular portion or the "Declaration of Principles", which details out the requirements for the successful implementation of the Codes. It starts with the commitment of the management in providing for just and lawful conditions of employment, and complemented by the principles that should govern employees as they uphold the interests of the company. Meanwhile, the Board of Directors, by adopting the Manual of Corporate Governance 2017 and provisions of GCG's Code of Corporate Governance, the company is committed to observe the principles of fairness, accountability and transparency. The Board of Directors believes that this will significantly enhance PNCC's corporate governance systems and make it an able partner in national development.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Engagement in unethical or illegal activities, such as offering or accepting bribes in order to gain an	Employees, Board of Directors, suppliers, Joint Venture Partner, Local	Strict implementation of "No Gift Policy" Implementation of Good Corporate Governance Policies - Ethics

unfair advantage or manipulate a situation	Government Unit, Regulatory Agencies	
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
• Legal Compliance (Anti-Bribery and Anti-Corruption laws) • Allocation of resources effectively to prevent losses due to fines, legal fees and operational disruption • Bribery and Corruption Risk Assessment	Employees, Board of Directors, suppliers, Joint Venture Partner, Local Government Unit, Regulatory Agencies	• Legal Compliance • Demonstrating commitment to ethical practices through a risk assessment to enhance competitive advantage • Training and Awareness

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	0	#
Number of incidents in which employees were dismissed or disciplined for corruption	0	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	0	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
There is no impact since it did not occur	No affected stakeholder	The Code of Conduct lays out the management expectations of ethical conduct or behavior of employees covered thereby. The Code of Employee Discipline, on the other hand, enumerates the violations of the Code of Conduct and the penalties or sanctions for each violation. Management maintains its inherent right to discipline or dismiss employees for any offense or violation contained in the Code.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
• Fiduciary Risks (fraud or theft) • Legal Risks (Law violation) • Safety Risks (Increasing likelihood of accidents or illness) • Operational Risks (Viability to achieve objectives) • Information Risks (hiding or withholding important data) • Reputational Risks	Employees, Investors, Directors	The company has implemented Risk and Opportunities Management Procedure which aimed at defining the processes involved in identifying, analyzing, evaluating, monitoring and addressing risks and opportunities.

• Procurement Risks (Bid rigging, manipulated tender specifications) • Human Resources (Conflict of interest, recruitment biases)		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Improvement of processes and asset management	Employees, Investors, Directors	The company has implemented Risk and Opportunities Management Procedure which aimed at defining the processes involved in identifying, analyzing, evaluating, monitoring and addressing risks and opportunities.

ENVIRONMENT

Resource Management

Energy consumption within the organization:

Disclosure	Quantity	Units
Energy consumption (renewable sources)	0	GJ
Energy consumption (gasoline)	584.58	GJ
Energy consumption (LPG)	0	GJ
Energy consumption (diesel)	496.28	GJ
Energy consumption (electricity)	175,560	KWh

Reduction of energy consumption

Disclosure	Quantity	Units
Energy reduction (renewable sources)	0	GJ
Energy reduction (gasoline)	+446.158	GJ
Energy reduction (LPG)	N/A	GJ
Energy reduction (diesel)	4.75	GJ
Energy reduction (electricity)	1,160	KWh

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Protection of environment, land and water resources, financial resources	Employees, Board of Directors, community, lessees	The PNCC takes its part in addressing or lessening the company's contribution in the Green House Effect, the major reason of the rising temperature all over the world. The company implements the following measures: • 3-year re-fleeting program. To lessen the smoke emission of the company's service vehicles, we adopt the Department of Budget Management (DBM) the 3-year re-fleeting program. PNCC is now on its 3rd year of implementation of acquiring new vehicles. The acquisition of new vehicles is aimed at replacing 20+ year-old vehicles with new ones that are more cost-effective, fuel efficient, environment friendly and at par with the improvements and developments in the automotive industry and relevant technology. • Regular preventive maintenance of vehicles and equipment such as air

		conditioning unit and generator sets) • Use of energy-efficient lighting and equipment • Optimization of perimeter lighting using solar panels • Turning off devices and equipment when not in use
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
• Financial losses due to high prices of resources (gasoline, diesel) • Power interruptions in situation of prolonged power interruptions brought about by natural catastrophes such as intense typhoons and extreme flooding, the fuel consumption may be affected due to the increased usage of generator sets to maintain and support business operations	Employees, Board of Directors, community	The company implements regular preventive maintenance of generator set to guarantee maximum fuel efficiency.

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Utilization of renewable sources to lessen gasoline/diesel consumption, research and evaluation of use of solar panel to lessen electricity consumption	Employees, Board of Directors, community	Due diligence on use of renewable sources

Water consumption within the organization

Disclosure	Quantity	Units
Water withdrawal	No data	Cubic meters
Water consumption	2,523	Cubic meters
Water recycled and reused	No data	Cubic meters

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Water consumption has minimal impact on PNCC since its water usage is mainly for domestic use.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach

There is no significant risk identified.

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
There is no significant opportunity identified.		

Materials used by the organization

Disclosure	Quantity	Units
Materials used by weight or volume		
• Renewable	N/A	kg/liters
• non-renewable	N/A	kg/liters
Percentage of recycled input materials used to manufacture the organization's primary products and services		%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The company is not into manufacturing input materials to render service to its customers	N/A	N/A
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The company is not into manufacturing input materials to render service to its customers	N/A	N/A
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The company is not into manufacturing input materials to render service to its customers	N/A	N/A

Ecosystems and biodiversity (whether in upland/watershed or coastal/marine)

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	None	
Habitats protected or restored	None	
IUCN ³ Red List species and national conservation list species with habitats in areas affected by operations	None	

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The company does not own, lease protected areas and areas of high biodiversity value outside protected areas	N/A	N/A
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The company does not own, lease protected areas and areas of high biodiversity value outside protected areas	N/A	N/A
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The company does not own, lease protected areas and areas of high biodiversity value outside protected areas	N/A	N/A

Environmental impact management

Air Emissions

GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions	No data	Tonnes CO ₂ e
Energy indirect (Scope 2) GHG Emissions	No data	Tonnes CO ₂ e
Emissions of ozone-depleting substances (ODS)	No data	Tonnes

³ International Union for Conservation of Nature

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
PNCC's operation do not have significant emissions since it is in leasing of real properties.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Air pollutants

Disclosure	Quantity	Units
NO _x	N/A	Kg
SO _x	N/A	Kg
Persistent organic pollutants (POPs)	N/A	Kg
Volatile organic compounds (VOCs)	N/A	Kg
Hazardous air pollutants (HAPs)	N/A	Kg
Particulate matter (PM)	N/A	Kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
PNCC's operation do not have significant air pollutants since it is in leasing of real properties.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Solid and Hazardous Wastes

Solid Waste

Disclosure	Quantity	Units
Total solid waste generated	No data	Kg
Reusable	No data	Kg
Recyclable	No data	Kg
Composted	No data	Kg
Incinerated	No data	Kg
Residuals/Landfilled	No data	Kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
PNCC's operation do not have significant solid and hazardous wastes since it is in leasing of real properties.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated	No data	Kg
Total weight of hazardous waste transported	No data	Kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
PNCC's operation do not have significant hazardous wastes since it is in leasing of real properties.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Effluents

Disclosure	Quantity	Units
Total volume of water discharges	No data	Cubic meters
Percent of wastewater recycled	No data	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
PNCC's operation do not have significant water discharges since it is in leasing of real properties.		

What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
N/A		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
N/A		

Environmental compliance

Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	None	PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	None	#
No. of cases resolved through dispute resolution mechanism	None	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>There is no known impact on non-compliance with environmental laws and regulations</i>	N/A	N/A
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Non-compliance with environmental laws and regulation</i>	<i>Employees, Board of Directors, Regulatory Agencies</i>	<i>Environmental Risk Assessment (ERA)</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Implementation of Environmental Risk Assessment Action Plan Budget Allocation</i>	<i>Employees, Board of Directors, Regulatory Agencies</i>	<i>Implementation of Action Plan on identified risks based on ERA</i>

SOCIAL

Employee Management

Employee Hiring and Benefits

Employee data

Disclosure	Quantity	Units
Total number of employees ⁴	54	
a. Number of female employees	20	#
b. Number of male employees	34	#
Attrition rate ⁵	2/54*100%	Rate 3.7
Ratio of lowest paid employee against minimum wage	None	Ratio

Employee benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS	Y	6	6
PhilHealth	Y	0	2
Pag-ibig	Y	12	10
Parental leaves	Y		10
Vacation leaves	Y	18	29
Sick leaves	Y	0	3
Medical benefits (aside from PhilHealth))	N	N/A	N/A
Housing assistance (aside from Pag-ibig)	N	N/A	N/A
Retirement fund (aside from SSS)	N	N/A	N/A
Further education support	N	N/A	N/A
Company stock options	N	N/A	N/A
Telecommuting	N	N/A	N/A
Flexible-working Hours	N	N/A	N/A
(Others)	N	N/A	N/A

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
As one of the core values of the company which is professionalism, PNCC employees are honest, transparent and compliant with ethical standards.	Employees	To ensure that employees possess professionalism in all their dealings, the company has implemented Competency Framework which defines the skills, conduct, and qualities of an employee for each position in the company. On a

⁴ Employees are individuals who are in an employment relationship with the organization, according to national law or its application ([GRI Standards 2016 Glossary](#))

⁵ Attrition are = (no. of new hires – no. of turnover)/(average of total no. of employees of previous year and total no. of employees of current year)

		yearly basis, all required competencies for each position are being assessed. The result of the assessment is used as basis for intervention should the required competencies are not met. Moreover, PNCC adheres to the policies of the Department of Labor and Employment (DOLE). PNCC being a Government-Owned and Controlled Corporation (GOCC) under the ambit of Governance Commission for GOCCs (GCG) implements Compensation and Position Classification System (CPCS) that attracts, retains and motivates competent and dedicated employees.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
• Increasing health risk, risk protection and well-being benefit cost • Pension financial risks • Administration and fiduciary • Legal and compliance • Benefit decision making and accountability	Employees	The company has implemented Quality Management System (QMS) which conforms to ISO 9001:2015 standard that is certified in 2024. Each process and procedure of the QMS identified the operational risks and action plan has been determined corresponding to said risks. Internal audits are being conducted in a yearly basis to ensure that every employee conforms and adheres to its policies and procedures.
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The toll road projects in the pipeline where the company is a joint partner will result to revenue stream for the company for the next 30 years. Hence, the company will continue to provide ways for the employees to enjoy continued employment and benefits.	Employees	The continued improvement of the Compensation and Position Classification System (CPCS) will attract, retain and motivate competent and dedicated employees.

Employee Training and Development

Disclosure	Quantity	Units
Total training hours provided to employees		
a. Female employees	516	hours
b. Male employees	412	hours
Average training hours provided to employees		
a. Female employees	11.21	hours/employee
b. Male employees	10.3	hours/employee

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The company employs competent employees to support the business goals. The success of the company depends on its ability to hire, retain and educate an effective workforce with the required skills, knowledge and competencies to serve its customers and accomplished the corporate goals. Thus, it needs to provide proper and adequate training and development programs for its employees	Employees	The company provides internal and external trainings to its employees. These focus on technical and behavioral programs. Trainings are provided based on the results of competency assessment, statutory and regulatory requirements.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Failure to maintain a qualified and competent workforce will impair the company's ability to provide quality customer service, execute its business strategies and compliant with statutory and regulatory requirements.	Employees	The provision of trainings to its employees ensures that it maintain qualified and competent workforce.
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The company implements a regular performance and competency evaluation to improve its employees performance.	Employees	The company conducts an annual performance and competency assessment for each employee using standards in evaluation from improvement of skills, work performance and adherence to corporate values.

Labor-Management Relations

Disclosure	Quantity	Units
% of employees covered with Collective Bargaining Agreements	None	%
Number of consultations conducted with employees concerning employee-related policies	None	#
What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The company does not have any collective bargaining agreement with any employee and none of its employees belong to a union.	Employees	The company has yet to determine the processes to manage the impact
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The company recognizes the need for employees to have a clear and safe grievance mechanism in order to maintain a good and collaborative working environment.	Employees	It makes sure to establish a clear framework in addressing grievances in the workplace through an established internal procedure for complaints. Such grievances are dealt with promptly, fairly and in accordance with company policy.
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The company encourages employee participation in the realization of its goals and objectives. This provides an opportunity for the improvement of its services.	Employees	The company implements a monthly meeting for each organizational unit in which employee's concerns, thoughts, suggestions and recommendations are being heard.

Diversity and Equal Opportunity

Disclosure	Quantity	Units
% of female workers in the workforce	19	33%
% of male workers in the workforce	37	66%
Number of employees from indigenous communities and/or vulnerable sector*	None	#

**Vulnerable sector includes, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
PNCC is a company which actively promotes and practices equal employment opportunities.	Employees	In accordance with the policies of the Department of Labor and Employment (DOLE), the company has institutionalized a non-discrimination policy in its recruitment and hiring process. No applicant is discriminated or preferred on the basis of gender, age, disability, educational attainment, race, and religion.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
There is no significant risk identified.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
There is no significant opportunities in the company's organizational structure now. There is a plan to reorganize, however, the organization which include hiring of additional manpower but has to be approved by the Governance Commission for Government-Owned and Controlled Corporations (GCG). Once approved, it is only then that the company can provide more opportunities for employment.		

Workplace Conditions, Labor Standards, and Human Rights

Occupational Health and Safety

Disclosure	Quantity	Units
Safe Man-Hours	720,420.79	Man-hours
No. of work-related injuries	None	#
No. of work-related fatalities	None	#
No. of work related ill-health	None	#
No. of safety drills (Earthquake drill)	1	

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
There are employees involved in the transportation and repairs and maintenance of furniture, fixtures and building facilities. As such, the company has established its Occupational Health and Safety Management in place.	Employees, Board of Directors, contractors, suppliers, community, regulatory agencies	Strict compliance with workplace condition policies, labor standards and human rights law
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Work-related injuries, fatalities	The company has yet to determine the affected stakeholders of the risks	The company has yet to determine the processes to be undertaken to manage the risks
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
There is no significant opportunities identifies		

Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor	None	#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the company policy
Forced labor	Y	Corporate Social Responsibility policy
Child labor	Y	Corporate Social Responsibility policy
Human Rights	Y	Corporate Social Responsibility policy

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
No known impact on labor laws and human rights violation	Employees and Board of Directors	Strict compliance with labor and human rights law, Labor Laws and Human Rights Risk Assessment
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Human rights violation in operation	Employees and Board of Directors, lessees	Strict compliance with labor and human rights, Formulation of Action Plan on identified risks
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Compliance with labor and human rights laws	Employees and Board of Directors, lessees	Strict compliance with labor and human rights, Formulation of Action Plan on identified risks

Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy:

The company adopts the provision of RA 9184 and its Implementing Rules and Regulations (IRR), thus prequalification of suppliers is based on their registration and accreditation with PhilGeps. All purchases of the company through bidding can only be sourced from PhilGeps-accredited suppliers.

Do you consider the following sustainability topics when accrediting suppliers?

Topic	Y/N	If Yes, cite reference in the supplier policy
Environmental performance	Y	PhilGeps registration / accreditation
Forced labor	Y	PhilGeps registration / accreditation
Child labor	Y	PhilGeps registration / accreditation
Human rights	Y	PhilGeps registration / accreditation
Bribery and corruption	Y	PhilGeps registration / accreditation

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The company ensures that its employees' human rights are protected. It has policies to prevent discrimination and allow grievances through its Whistle-blowing policies and Complaint Handling procedures.	Employees	The company has created and implemented a comprehensive Code of Conduct and Employee Discipline to address violations, grievances, and ensure that transparency and proper conduct are consistently observed and adhered to within the company and for all of its dealings.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The company's Risk Framework identifies that non-compliance to labor laws and human rights puts the company at risk of being penalized with infringement of labor laws and court charges.	Employees	To eliminate or mitigate the risks posed by possible instances of human rights violation and harassment in the workplace, the company proactively informs employees on the policies and procedures which are also in line with the country's labor laws.
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
There is no significant opportunity identified.		

Relationship with Community

Significant Impacts on Local Communities

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable)*	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for the community	Mitigating measures (if negative) or enhancement measures (if positive)
The company has yet to determine the significant impact on local communities.					

**Vulnerable sector includes children and youth, elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E)*

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: _____

Certificates	Quantity	Units
FPIC process is still undergoing	N/A	#
CP secured	N/A	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
No known impact identified as the company's operation is in leasing of property.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
There is no risks identified.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
There is no opportunities identified.		

Customer Management

Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction	94.66%	N

Health and Safety

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	None	
No. of complaints addressed	None	

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The company was able to deliver Satisfactory Services to its internal and external customers. The Client Satisfaction Measurement (CSM) is an Anti-Red Tape Authority (ARTA) required survey instrument to gauge how satisfied citizens are with the government services, particularly those related to reducing red tape. This measurement helps ARTA identify areas for improvement in government processes and service delivery	Internal and external clients of the company	The company was able to satisfy its customers due to its innovative and consistently high-quality approach towards its business and stakeholders.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
There is no significant risk identified.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The company will continue to implement CSM as a way to identify more opportunities for improvement	Internal and External Clients	Continuous feedback and improvement is an integral part of the company. Through the CSM, the company was able to improve its performance on revised processes and procedures to further satisfy the clients.

Marketing and labelling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labelling*	None	
No. of complaints addressed	None	

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
-	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Not Applicable</i>	<i>Not Applicable</i>	<i>Not Applicable</i>

Customer privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	None	#
No. of complaints addressed	None	#
No. of customers, users and account holders whose information is used for secondary purposes	None	#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>There is no impact since it does not occur</i>	<i>None</i>	<i>In case of occurrence, the company has provided a facility in its website wherein a customer can report illegal and unethical acts and behavior concerning employees, officers and members of the Board. All reports will be handled with strict confidentiality. Moreover, customer complaints can also be submitted through email, feedback form online or personal.</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Loss of trust and credibility, increase customer chur and lower referrals and ratings</i>	<i>Lessees, JV partners, employees</i>	<i>The company conducts an annual customer satisfaction survey to determine the satisfaction rating from customers. In this way, employees with direct interaction with customers will be trained and empowered to handle customers with respect, courtesy and competence.</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>Customer satisfaction enhancement, service upgrade, improvement of policies and procedures, boost customer communication, positive impact on company image</i>	<i>Lessees, JV partners, employees</i>	<i>With the implementation of Customer Satisfaction Survey through the ARTA required Client Satisfaction Measurement, customer satisfaction will be enhanced.</i>

Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	None	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<i>No impact to the company as no data breach occurred</i>	<i>Employees</i>	<i>Strict implementation of firewall policy and adherence to local area and internet control guidelines</i>
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<i>Loss of data, loss of data integrity, operation disruption, unrealized ROI</i>	<i>Employees, customers</i>	<i>Risk assessment and formulation of action plans on identified risks</i>
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
<i>The company has yet to determine the opportunities</i>	<i>The company has yet to determine the affected stakeholders of the opportunities</i>	<i>The company has yet to determine the processes to be undertaken to manage the opportunities</i>

UN SUSTAINABLE DEVELOPMENT GOALS

Product or Service Contribution to UN SDGs

Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach to Negative Impact
Leasing of real properties	The company has yet to determine the contribution to UN SDGs	The company has yet to determine the negative impact of contribution	The company has yet to determine the processes to undertake to manage the negative impact
Tollway development project			

* None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.