# COVER SHEET

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SEC Registration Number

ORIENTAL PETROLEUM AND MINERALS CORPORATION

(Company's Full Name)

34th Floor, Robinsons Equitable Tower, ADB Avenue, OrtiGas Center, Pasig City

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

Vicente O. Caoile, Jr.
Corporate Secretary

(Contact Person)

8633-7631 local 278

(Company Telephone Number)

1 2 3 1
Month Day
(Fiscal Year)

SEC FORM - 20 - IS

(Form Type)

June 4, 2025
Month Day
(Annual Meeting)

**Preliminary Information Statement**

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

ORIENTAL PETROLEUM AND MINERALS CORPORATION

## NOTICE OF ANNUAL MEETING OF THE STOCKHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of the stockholders of **ORIENTAL PETROLEUM AND MINERALS CORPORATION** will be conducted through remote communication **at** https://bit.ly/OPMASM2025 **on Wednesday, June 04, 2025**, **11:00 AM**, pursuant to the resolution of the Board of Directors adopted in accordance with the By-Laws. The agenda of the meeting is as follows:

I. Call to order
II. Proof of due notice of meeting and determination of quorum
III. Approval of the Minutes of the Annual Meeting held on May 24, 2024
IV. Reports of Officers and Approval of the Annual Report
V. Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders' meeting until the date of this meeting
VI. Election of the members of the Board of Directors
VII. Appointment of External Auditors
VIII. Other matters
IX. Adjournment

Stockholders may participate in the meeting via remote communication. Stockholders intending to participate via remote communication must notify the Corporation by email to orientalpetroleum@opmc.com.ph **on or before May 28, 2025** and provide the following information: (1) Name; (2) Email Address; (3) Contact Number; (4) Postal Address; and (5) scanned copy of any valid government-issued identification card with photo of the stockholder.

Stockholders who wish to cast their votes may do so via the method provided for voting in absentia, or by accomplishing the proxy form to be sent together with the Information Statement. The procedures for attending the meeting via remote communication and for casting votes in absentia are explained further in the Information Statement.

Proxies on file with the Corporation will be recognized and/or used unless they have lapsed or have been specifically revoked or a new proxy is received by the Corporation.

Stockholders who wish to vote by proxy shall send the proxies via email to orientalpetroleum@opmc.com.ph or hard copies to The Office of the Corporate Secretary, 34F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City not later than by the close of business hours, five (5) working days prior to the date of meeting, viz., not later than **5:00 P.M. on May 28, 2025**. Proxies received after the cut-off date shall not be recorded for this meeting. Validation of proxies will begin on **May 28, 2025**.

Pursuant to Article II, Section 6, par. 2 of the By-Laws, nominations for the position of directors, other than Independent Directors, must be received by the Corporate Secretary at least five (5) working days before the stockholders' meeting, i.e., not later than **5:00 P.M. on May 28, 2025**. Nominations for Independent Directors must be received by **5:00 P.M. on May 05, 2025** No further nominations shall be considered or entertained after the respective cut-off dates.

Only stockholders of record as at the close of business hours on **May 5, 2025**, shall be entitled to notice of, and to vote at, this meeting

**VICENTE O. CAOILE, JR.**
Corporate Secretary

ORIENTAL PETROLEUM AND MINERALS CORPORATION

**CERTIFICATE**

I, Vicente O. Caoile, Jr., of legal age, Filipino, with office address at the 34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City, Metro Manila, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of Oriental Petroleum and Minerals Corporation (the "Corporation") with principal office address at the 34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City, Metro Manila.

2. There are no directors, independent directors or officers of the Corporation who are currently appointed in any government agency or is an employee of any government agency or its instrumentalities.

**ATTY. VICENTE O. CAOILE, JR.**
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME THIS ______ DAY OF ______ 20__ AT ______. AFFIANT EXHIBITING TO ME HIS/HER COMMUNITY TAX CERTIFICATE NO. ______ ISSUED ON ______ AT ______ HIS/HER ______ WITH TIN: 202-215-816 ______ AND

DOC NO. 103
PAGE NO. 22
BOOK NO. I
SERIES OF 2025

ATTY. NOEL JEDIDIAH D. DIZON
NOTARY PUBLIC FOR SAN JUAN CITY, METRO MANILA
Appointment No. 013 (2025-2026)
Roll of Attorney No. 88354
IBP No. 494900; 01/02/2025; Quezon City
PTR No. 1820115; 01/03/2025; San Juan, M.M.
Admitted to the Bar on December 22, 2023
Suite 2501 Atlanta Centre, 31 Annapolis St. Greenhills, San Juan City

ORIENTAL PETROLEUM AND MINERALS CORPORATION

## EXPLANATION OF AGENDA ITEMS FOR ANNUAL STOCKHOLDERS' MEEETING
**JUNE 04, 2025**

1. Call to Order

   Mr. James L. Go, Chairman of the Board of Directors, will call the meeting to Order.

2. Certification of Notice of Meeting, Determination of Quorum and Rules of Conduct and Procedures.

   The Corporate Secretary will certify the dates of publication of the notice at a newspaper of general circulation.

   The Corporate Secretary will further certify whether a quorum is present for the valid transaction of the Annual Stockholders Meeting. The holders of record of a majority of the stock of the Corporation then issued and outstanding and entitled to vote, represented by proxy or participating through remote communication or voting in *absentia* shall constitute a quorum for the transaction of business.

   The following are the rules of conduct and procedures for the meeting.

(a) Stockholders may attend the meeting by viewing the livestream at the following link: **https://bit.ly/OPMASM2025**. The meeting will be held at the 42nd Floor, Board Room, Robinsons Equitable Tower, for presiding officers and Board Members and a livestream of the meeting shall be broadcast via Microsoft Teams.

(b) Stockholders must notify the Corporation of their intention to participate in the meeting by remote communication, by sending an email to orientalpetroleum@opmc.com.ph not later than **May 28, 2025**, to be included in the determination of quorum, together with stockholders who voted in *absentia* and by proxy.

(c) Questions and comments may be sent via email prior to or during the meeting to orientalpetroleum@opmc.com.ph and shall be limited to the items in the Agenda of the meeting. Questions or comments received from stockholders on or before May 28, 2025 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.

(d) Each item in the agenda for approval of the stockholders will be shown on the screen during the livestream as the same is taken up at the meeting.

(e) Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before May 28, 2025:

   a. By sending their duly executed proxies to the Corporate Secretary by email to orientalpetroleum@opmc.com.ph or send hard copies to the Office of the Corporate Secretary with address at the 34th Floor, Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City, on or before May 28, 2025.
   b. By electronic means, subject to validation procedures; or
   c. By voting in absentia.

(f) For items on the agenda for approval, the affirmative vote of stockholders representing at least a majority of the issued and outstanding capital stock is required. Each outstanding share of stock entitles the registered holder one vote. The election of directors will be determined by plurality of votes and every stockholder shall be entitled to cumulate his votes. All votes received shall be tabulated by the Office of the Corporate Secretary and the results shall be validated by the Corporation's auditor.

(g) The meeting proceedings will be recorded in audio and video format.

3. Approval of the Minutes of the Annual Meeting of the Stockholders on May 24, 2024.

   The minutes of the meeting held on May 24, 2024 are available at the Company's website - https://opmc.com.ph/wp-content/uploads/OPMC-2024-ASM-Minutes-of-the-Meeting-of-Stockholders_24May2024.pdf.

4. Approval of Annual Report and Audited Financial Statements as of December 31, 2024.

   Copies of the Annual Report and financial statements is included in the Information Statement and is available in the Corporation's website and PSE EDGE website.

   The audited financial statements (AFS) as of December 31, 2024 will be presented for approval of the stockholders. Prior thereto, the President and Chief Operating Officer, Mr. Robert Coyiuto, Jr., and Mr. Roy Ronald C. Luis, the Vice President for Operations will deliver their report to the stockholders on the highlights of the Corporation's performance in 2024 and the outlook for 2025.

5. Ratification of the acts of the Board of Directors and Officers.

   The acts and resolutions of the Board of Directors and its committees were those taken or adopted since the annual stockholder's meeting on May 24, 2024 until June 04, 2025, contracts and transactions entered into by the Corporation, corporate governance-related actions, and other matters covered by disclosures to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE). The acts of Management were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business.

6. Election of the Board of Directors (including the Independent Directors)

   Any Stockholder, including minority stockholders, may submit to the Nomination Committee nominations to the Board of Directors not later than **May 28, 2025**, Independent Directors whose nominations must be submitted not later than **May 05, 2025**. The Nomination Committee will determine whether the nominees for the Board, including the nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board. The profiles of the nominees to the Board will be provided in the Information Statement and in the company website.

7. Election of External Auditor

   The audit Committee will endorse to the Stockholder the appointment of the external auditor for the ensuing year.

8. Consideration of such other Business as may properly come before the meeting

   The Chairman will take up items included in the agenda received from stockholders on or before May 28, 2025 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission.

9. Adjournment

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

# ORIENTAL PETROLEUM AND MINERALS CORPORATION

**WE ARE NOT SOLICITING YOUR PROXY**

Stockholders who wish to cast their votes may do so via the method provided for voting electronically, voting in absentia, or by accomplishing the proxy form provided below. The detailed procedure for casting votes in absentia shall be sent securely to the stockholders.

**PROXY AND VOTING INSTRUCTIONS**

Stockholders who wish to vote by proxy shall accomplish this form completely and clearly and must be submitted on or before May 28, 2025 via email to orientalpetroleum@opmc.com.ph or hard copy to the Office of the Corporate Secretary, 34F Robinsons Equitable Tower, ADB Avenue cor. Poveda Road, Ortigas Center, Pasig City.

Proxies must be signed by the stockholder. If the stockholder is a corporation, the proxy form must be accompanied by a Corporate Secretary's Certificate quoting the Board Resolution authorizing the person to execute the proxy. For brokers or custodian banks submitting the proxy on behalf of beneficial owners, a Certification under Oath must be attached, stating that the broker or custodian bank has obtained the written consent of the account holder.

**VALIDATION PROCESS**

All proxy forms received shall be subject to validation by the Office of the Corporate Secretary, to confirm the authenticity, completeness, and authority of the individual signing the proxy.

The validation process shall be conducted no later than May 28, 2025. Only validated proxies shall be counted for purposes of quorum and voting.

**VOTING INSTRUCTIONS**

The undersigned stockholder of ORIENTAL PETROLEUM AND MINERALS CORPORATION (the "Corporation") hereby appoints the Chairman of the Meeting as his/her/its attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the Annual Meeting of the Stockholders to be held on June 4, 2025, including any postponement or adjournment thereof.

To cast your vote, place a check mark (✓) inside the box corresponding to your chosen option: Yes, No, or Abstain for each agenda item.

If no specific voting instructions are given, or if the form is incomplete or improperly filled out, the proxy shall be voted in favor of the proposed resolutions stated in the notice and on other matters that may properly come before the meeting, in the manner recommended by the Chairman and in accordance with the Information Statement.

By submitting this proxy, the stockholder ratifies and confirms all lawful actions taken by the proxy in accordance with this authority.

**REVOCABILITY**

The stockholder has the right to revoke this proxy at any time before it is exercised.

To be effective, the revocation must be in writing and received by the Office of the Corporate Secretary at least three (3) working days before the scheduled Annual Stockholders' Meeting on June 4, 2025.

1. **Proof of Notice of the Meeting and Existence of a Quorum**

   ☐ Yes ☐ No ☐ Abstain

2. **Approval of the Minutes of the Annual Meeting of the Stockholders held on May 24, 2024**

   ☐ Yes ☐ No ☐ Abstain

3. **Approval of the Financial Statements for the preceding year**

   ☐ Yes ☐ No ☐ Abstain

4. **Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders/ meeting until the date of this meeting**

   ☐ Yes ☐ No ☐ Abstain

5. **Election of Board of Directors:**

| | Yes | No | Abstain |
|---|---|---|---|
| 1. James L. Go | ☐ | ☐ | ☐ |
| 2. Robert Coyiuto, Jr. | ☐ | ☐ | ☐ |
| 3. Lance Y. Gokongwei | ☐ | ☐ | ☐ |
| 4. Brian M. Go | ☐ | ☐ | ☐ |
| 5. Perry L. Pe | ☐ | ☐ | ☐ |
| 6. James G. Coyiuto | ☐ | ☐ | ☐ |
| 7. Benedicto T. Coyiuto | ☐ | ☐ | ☐ |
| 8. Jose Victor Emmanuel A. de Dios | ☐ | ☐ | ☐ |
| 9. Josephine V. Barcelon | ☐ | ☐ | ☐ |
| 10. Jose M. Layug, Jr. | ☐ | ☐ | ☐ |
| 11. Emmanuel C. Alcantara | ☐ | ☐ | ☐ |

6. **Appointment of external auditor**

   ☐ Yes ☐ No ☐ Abstain

7. **At his/her discretion, the proxy is authorized to vote upon such other matters as may properly come during the meeting**

   ☐ Yes ☐ No ☐ Abstain

8. **Adjournment**

   ☐ Yes ☐ No ☐ Abstain

______________________________

SIGNATURE OF STOCKHOLDER / AUTHORIZED SIGNATORY OVER PRINTED NAME

______________________________

NUMBER OF SHARES

______________________________

DATE

## SECURITIES AND EXCHANGE COMMISSION

**SEC FORM 20 – IS**
**Information Statement Pursuant to Section 20**
**of the Securities Regulation Code**

| | | | |
|---|---|---|---|
| 1. | Check the appropriate box | : | |
| | | | [X] Preliminary Information Statement |
| | | | [ ] Definitive Information Statement |
| 2. | Name of Registrant as specified in its charter | : | **ORIENTAL PETROLEUM AND MINERALS CORPORATION** |
| 3. | Province, country or other jurisdiction of incorporation or organization | : | **Metro Manila, Philippines** |
| 4. | SEC Identification Number | : | **SEC Registration No. 40058** |
| 5. | BIR Tax Identification Code | : | **TIN No. 000-483-747-000** |
| 6. | Address of principal office | : | **34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City, Metro Manila** |
| 7. | Registrant's telephone number, including area code | : | **(632) 8633-7631 to 40** |
| 8. | Date<br>Time<br>Place of the meeting of security holders | : | **June 04, 2025**<br>**11:00 AM**<br>**42nd Floor, Board Room, Robinsons Equitable Tower, for presiding officers and Board Members and for stockholders via remote communication at** https://bit.ly/OPMASM2025 |
| 9. | Approximate date on which the Information Statement, Management Report, Annual Report and other pertinent reports will be published through alternative mode of distribution through the Corporation's website and PSE Edge: | : | **May 14, 2025** |

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

| Title of Each Class | Number of Shares of Common Stock Outstanding |
| --- | --- |
| **Common Stock, P0.01 par value** | **200 Billion** |

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

**Yes** __X__ No ______

Oriental Petroleum and Minerals Corporation's common shares are listed on the Philippine Stock Exchange.

## A. GENERAL INFORMATION

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

| | | |
|---|---|---|
| Date, time and place of meeting | | **June 04, 2025**<br>**11:00 AM**<br>**42nd Floor, Board Room, Robinsons Equitable Tower, for presiding officers and Board Members and for stockholders via remote communication at** **https://bit.ly/OPMASM2025** |
| Complete mailing address of principal office | : | **34th Floor, Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Ortigas Center, Pasig City, Metro Manila** |
| Approximate date on which the Information Statement, Management Report, Annual Report and other pertinent reports will be published through alternative mode of distribution through the Corporation's website and PSE Edge: | : | **May 14, 2025** |

**Date of the Annual Meeting**

Under Section 1 of Article II, Stockholders' Meeting, of the By-Laws of the Corporation, the Annual Meeting of the Stockholders shall be held on the last working day of May of each year. However, the said provision of the By-Laws also provides that the Board of Directors may, by majority vote and for good reason, reset the annual meeting for another date, and in no case shall be later than the last working day of June of such year. In accordance with the authority provided in the By-Laws, the Board of Directors of the Corporation approved on March 18, 2025, by majority vote, the resetting of the 2025 Annual Meeting of the Stockholders from the last working day of May to June 4, 2025 to better align the Corporation's financial, management, and regulatory reporting requirements, ensuring consistency in compliance, decision-making, and operational efficiency, while also enhancing transparency in corporate governance.

**Notice of the Annual Meeting**

The Notice of the Annual Meeting of Stockholders of the Corporation will be published in the business section of two newspapers, in both online and print format, for two consecutive days, on May 12, 2025 and May 14, 2025. The Corporation will provide a copy of the Affidavit of Publication as soon as the Notice of the Annual Meeting of the Corporation is published.

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

### Item 2. Rights of Shareholders; Dissenters' Right of Appraisal

The Corporation recognizes the right of all shareholders to be treated fairly and equally whether they are controlling, minority, local or foreign. The Corporation respects the rights of shareholders as provided under the Revised Corporation Code and other laws, and as stated in its Articles of Incorporation and By-laws.

A stockholder has the right to dissent and demand payment of the fair value of his share: (1) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or of authorizing preference over the outstanding shares or of extending or shortening the term of corporate existence; (2) in case of any sale, lease, mortgage or disposition of all or substantially all the corporate property or assets; and (3) in case of any merger or consolidation.

The appraisal right may be exercised by a stockholder who has voted against the proposed corporate action which qualify as instances giving rise to the exercise of such right pursuant to and subject to the compliance with the requirements and procedure set forth under Title X of the Revised Corporation Code of the Philippines.

There are no matters to be taken up by the stockholders at the Annual Meeting of the stockholders to be held on **June 4, 2025** that may warrant the exercise of the appraisal right.

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

None of the following persons have any substantial interest, direct or indirect, in any matter to be acted upon other than election to office:

1. Directors or officers of the registrant at any time since the beginning of the last calendar year;
2. Nominees for election as a director of the registrant;
3. Associate of any of the foregoing persons.

Further, none of the Company's Directors has informed the Company in writing of their intentions to oppose any action taken by the Company at the meeting.

## B. CONTROL AND COMPENSATION INFORMATION

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

**(a) Voting securities entitled to be voted at the meeting:**

Each of the 200,000,000,000 outstanding shares of the Company is entitled to one (1) vote. Said outstanding shares, all of which are common shares, are broken down as follows:

| | |
|---|---|
| **Class "A" -** | 120,000,000,000 |
| **Class "B" -** | 80,000,000,000 |

**(b) Record date and Election of Directors:**

A stockholder entitled to vote at the meeting shall have the right to vote in person or by proxy the number of shares of stock held in his name on the stock books of the Company as of the established record date, **May 5, 2025** and said stockholder may vote such number of shares for as many 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. **Eleven (11) directors are to be elected at the annual stockholders' meeting and there are no voting trust holders or warrants.**

**(c) Security Ownership of Certain Record and Beneficial Owners and Management**

1. **Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Company's securities as of March 30, 2025**

| Title of Class | Name and Address Record/ Beneficial Owner | Amount and Nature of Ownership (Record and/or beneficial ownership) | | Citizenship | % to Total |
|---|---|---|---|---|---|
| Common | **PCD Nominee Corporation**[a]<br>Old Makati Stock Exchange Bldg.<br>Ayala Avenue, Makati City | 94,561,408,146 | Record | Filipino | 47.28% |
| Common | **JG Summit Capital Services Corp**[b]<br>43rd Floor, Robinsons-PCI Bank, ADB Ave., corner Poveda Rd. Ortigas Center Pasig City | 37,051,952,896 | Record | Filipino | 18.53% |
| Common | **R. Coyiuto Securities, Inc.**[c]<br>5th Flr., Corinthian Plaza<br>Paseo de Roxas, Makati City | 21,611,641,422 | Record | Filipino | 10.81% |
| Common | **Prudential Guarantee & Assurance Inc.** [d]<br>119C Palanca St. Legaspi Village, Makati City | 12,892,285,272 | Record | Filipino | 6.45% |

Notes:

a. PCD Nominee Corporation, a wholly owned subsidiary of Philippine Central Depository, Inc. ("PCDI"), is the registered owner of the shares in the books of the Company's transfer agent in the Philippines. The beneficial owners of such shares are PCDI's participants, who hold the shares on their behalf, and their clients. PCDI is a private company organized by the major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.

b. JG Summit Capital Services (formerly Consolidated Robina Capital Corporation) is a 100% subsidiary of JG Summit Holdings, Inc. (JGSHI). OPMC and JGSHI share the following common directors: Mr. James L. Go and Mr. Lance Gokongwei.
   - Any one of the following directors of the Company is authorized to vote: Messrs., James Go and Lance Gokongwei.
   - Indirect ownership of Mr. James Go is 2 shares and Mr. Lance Gokongwei is 3 shares.

c. R. Coyiuto Securities, Inc. is majority-owned by Mrs. Rosie Coyiuto, wife of Mr. Robert Coyiuto, Jr. Mr. Coyiuto is the President and Chief Operating Officer of Oriental Petroleum and Minerals Corp.
   - Any one of the following is authorized to vote: Ms. Rosie Coyiuto, Messrs. Samuel Coyiuto, and James Coyiuto.
   - There are no participants in the above corporation who hold more than 5% of OPMC's outstanding capital stock.

d. Prudential Guarantee and Assurance, Inc. is majority owned by the Coyiuto brothers.
   - Mr. Robert Coyiuto, Jr. is authorized to vote.

## 2. Security Ownership of Management as of March 30, 2025

| Class | Name of Beneficial Owner | Position | Amount and Nature of Beneficial Ownership (Direct) | | | % to Total | Citizenship |
|---|---|---|---|---|---|---|---|
| | | | Class A | Class B | Total | | |
| **A.** | **Named Executive Officers [1]** | | | | | | |
| Common | James L. Go* | Chairman and CEO | 2,511,000,001 | – | 2,511,000,001 | 1.2555% | Filipino |
| Common | Robert Coyiuto, Jr.* | Director, President and Chief Operating Officer | 423,977,301 | 141,687,685 | 565,664,986 | 0.2828% | Filipino |
| | | *Sub-total* | 2,934,977,302 | 141,687,685 | 3,076,664,987 | 1.5383% | |
| **B.** | **Other Directors and Executive Officers** | | | | | | |
| Common | Lance Y. Gokongwei | Director | 17,835 | – | 17,835 | ** | Filipino |
| Common | Brian M. Go | Director | 1 | – | 1 | ** | Filipino |
| Common | James G. Coyiuto | Director | 1 | – | 1 | ** | Filipino |
| Common | Benedicto T. Coyiuto | Director | 10,000 | – | 10,000 | ** | Filipino |
| Common | Perry L. Pe | Director and Asst. Corporate Secretary | 513,621 | – | 513,621 | 0.0003% | Filipino |
| Common | Jose Victor Emmanuel A. De Dios | Director | 1 | – | 1 | ** | Filipino |
| Common | Josephine V. Barcelon | Director | 100,000 | – | 100,000 | 0.0001% | Filipino |
| Common | Jose M. Layug, Jr. | Director (Independent) | 1 | – | 1 | ** | Filipino |
| Common | Emmanuel C. Alcantara | Director (Independent) | 1 | – | 1 | ** | Filipino |
| | | *Sub-total* | 641,461 | – | 641,461 | 0.0004% | |
| **All directors and executive officers as a group unnamed** | | | 2,935,618,763 | 141,687,685 | 3,077,306,448 | 1.5387% | |

[1] Chief Executive Officer and two (1) among the four (4) most highly compensated executive officers as of December 31, 2024.
*Company's executive officers
**less than 0.0001%

The other Executive Officers of the Company have no beneficial ownership over any shares of the Company as of March 31, 2025, namely:

1. Aldrich T. Javellana - Finance Advisor
2. Ma. Riana C. Infante - Chief Financial, Compliance and Investors' Relation Officer
3. Teodora N. Santiago - Treasurer
4. Roy Ronald C. Luis - VP-Operations
5. Vicente O. Caoile, Jr. - Corporate Secretary and Chief Information Officer

## 3. Shares owned by Foreigners

As of March 31, 2025, a total of **2,332,123,404** shares or about **1.17%** of the total issued and outstanding shares are owned by foreigners.

### 4. Voting Trust Holders of 5% or More

As of March 31, 2025, there are no persons holding more than 5% of a class under a voting trust or similar agreement.

### 5. Changes in Control

There has been no change in the control of the registrant since the beginning of its last calendar year.

## Item 5. Directors and Executive Officers

### A. Directors and Corporate Officers

As of March 31, 2025, the names and ages of directors and executive officers of the Company are as follows:

**Directors**

| Directors | Name | Age | Citizenship |
|---|---|---|---|
| Director, Chairman and Chief Executive Officer | James L. Go | 85 | Filipino |
| Director, President and Chief Operating Officer | Robert Coyiuto, Jr. | 73 | Filipino |
| Director | Lance Y. Gokongwei | 58 | Filipino |
| Director | Brian M. Go | 51 | Filipino |
| Director and Assistant Corporate Secretary | Perry L. Pe | 63 | Filipino |
| Director | James G. Coyiuto | 71 | Filipino |
| Director | Benedicto T. Coyiuto | 46 | Filipino |
| Director | Josephine V. Barcelon | 65 | Filipino |
| Director | Jose Victor Emmanuel A. De Dios | 60 | Filipino |
| Independent Director | Jose M. Layug, Jr. | 54 | Filipino |
| Independent Director | Emmanuel C. Alcantara | 71 | Filipino |

**Executive Officers**

| Position | Name | Age | Citizenship |
|---|---|---|---|
| Finance Adviser | Aldrich T. Javellana | 51 | Filipino |
| Chief Financial, Compliance And Investors' Relation Officer | Ma. Riana Infante | 44 | Filipino |
| Vice President - Operations | Roy Ronald C. Luis | 53 | Filipino |
| Treasurer | Teodora N. Santiago | 58 | Filipino |
| Corporate Secretary and Chief Information Officer | Vicente O. Caoile, Jr. | 52 | Filipino |

Brief discussion of the directors' and executive officers' business experience and other directorships held in other reporting companies are as follows:

***Directors***

1. ***James L. Go,*** 85, is the Chairman and Chief Executive Officer of the Company. He is also the Chairman of JG Summit Holdings, Inc., the Vice Chairman of Robinsons Retail Holdings, Inc., and a Board Advisor of Cebu Air, Inc. He is the Chairman Emeritus of Universal Robina Corporation, Robinsons Land Corporation and JG Summit Olefins Corporation. He is also the President and Trustee of the Gokongwei Brothers Foundation, Inc. He has been a Director of PLDT, Inc. since November 3, 2011, and is an Advisor to the Audit Committee and a member of the Technology Strategy and Risk Committees. He was elected a Director of Manila Electric Company on December 16, 2013, and is a member of the Executive, Finance, Nomination and Governance, Audit, Risk Management, and Related Party Transactions Committees. Mr. James L. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.

2. ***Robert Coyiuto, Jr.,*** 73, is the President, Chief Operating Officer and Director of the Company. He is also the Chairman of the Board of Prudential Guarantee & Assurance, Inc. and PGA Sompo Japan Insurance, Inc. and the Sole Importer and Distributor of Audi, Porsche, Lamborghini and Bentley. He holds the positions of Chairman and President of Calaca High Power Corporation and Pacifica 21 Holdings, Inc., Vice Chairman of National Grid Corporation of the Philippines, and First Life Financial Co., Inc., Director of Petrogen Insurance Corporation, and Independent Director of Canon (Philippines) Inc. He is a Nominee of R. Coyiuto Securities, Inc. He has a Bachelor of Science degree in Commerce from the San Beda College.

3. ***Lance Y. Gokongwei,*** 58, has been a Director of the Company since 1994. He is the President and Chief Executive Officer, and Executive Director of JG Summit Holdings, Inc. since May 14, 2018. He is the Chairman of Cebu Air, Inc., Universal Robina Corporation, and JG Summit Olefins Corporation. Effective February 1, 2025, he assumed the role of Chairman of Robinsons Land Corporation and, as of January 1, 2025, serves as a Board Adviser of Robinsons Retail Holdings, Inc. He is a Director and Vice Chairman of Manila Electric Company, Vice Chairman of Maxicare Corporation and a member of the Advisory Council of Bank of the Philippine Islands since April 2023. He is also a Director of RL Commercial REIT, Inc., Altus Property Ventures, Inc., Singapore Land Group Limited, Shakey's Asia Pizza Ventures, Inc., AB Capital and Investment Corporation, and SP New Energy Corporation. He is a Trustee and the Chairman of the Gokongwei Brothers Foundation, Inc. He holds a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.

4. ***Brian M. Go,*** 51, has been a Director of the Company since 2020. He is the Chief Finance and Risk Officer of JG Summit Holdings, Inc. since July 1, 2021. He is also a Director of JG Digital Equity Ventures, Inc., and a Board Director of Maxicare Healthcare Corporation, Maxicare Life Insurance Inc., Maxicare Health Services Inc. and Luzon International Premiere Airport Development (LIPAD). Brian started his career in New York City with Booz Allen Hamilton in the Financial Services practice, before returning to Manila working initially at DTPI (Digitel/Sun Cellular) in Corporate Planning, and later as Managing Director of the Datacom business. He worked in China from 2003 to 2013, serving as Finance Director, then Chief Financial Officer, of Ding Feng Real Estate (DFRE) group of companies. From 2007, he concurrently assumed the General Manager role for URC China, and was later General Manager for URC Malaysia/Singapore, before becoming Vice President for URC's International Trading Operations based in Singapore. Brian graduated from Harvard College in 1996. He completed an Executive MBA with Kellogg-HKUST in 2007 and is a CFA charterholder.

5. ***Perry L. Pe,*** 63, has been the Assistant Corporate Secretary of the Company since 1994 and a Director since 1995. He is also a Senior Partner of Romulo, Mabanta, Buenaventura, Sayoc, and de los Angeles; Director of Ace Saatchi & Saatchi and AG&P Manila; and President and CEO of AGP Philippines Holdings I, Inc. He serves as Honorary Consul General of Denmark to the Philippines, Cebu Office.

6. ***James G. Coyiuto***, 71, has been a Director of the Company since 2005. He is also a Director of Prudential Guarantee and Assurance, Inc., Guarantee Development Corporation and PGA, Sompo Japan Insurance Inc.

7. ***Benedicto T. Coyiuto***, 46, has been a Director of the Company since 2013. He is the President of PGA Cars, Inc. and also a Director of PGA Sompo Japan Insurance, Inc. He is the son of Mr. Robert Coyiuto, Jr.

8. ***Josephine V. Barcelon*** 65, has been a Director of the Company since 2014. She is the President / Nominee of J.M. Barcelon & Co., Inc., Holdings Company and Chief Executive Officer of the Barcelon Group of Companies.

9. ***Jose Victor Emmanuel A. De Dios***, 60, has been a Director of the Company since 2020. He is currently the President, CEO and a Member of the Board of Manila Water Company, Inc. He also serves as the Chairman of Boracay Island Water Company, Inc., Clark Water Company, Inc., and Manila Water Total Solutions Corp. He is also the President of the Manila Water Foundation, Inc., Vice-President of Laguna AAAWater Corporation, and Director of Manila Water Asia Pacific Pte. Ltd. He was also elected as a Trustee of the Philippine Disaster Resilience Foundation, Inc. and sits on the board of Phoenix Petroleum Philippines, Inc. Prior to joining Manila Water, he was Chief Executive Officer of Prime BMD Corporation. He previously served as Undersecretary at the Philippine Department of Energy, Chairman of the Philippine National Oil Company-Exploration Corp, CEO/Managing Director of Nido Petroleum Ltd and, Chairman and CEO of GE Philippines. He graduated from the Ateneo School of Law and obtained his Master of Laws degree from Harvard Law School.

10. ***Jose M. Layug, Jr.***, 54, has been a Director of the Company since 2022. He is a Senior Partner of DivinaLaw Offices and a Director of the Philippine Energy Research & Policy Institute. He previously served as Dean of the University of Makati School of Law and also taught Philippine Project Development and Finance, Property, Administrative Law and Sales to law students since 2002 at the UP College of Law and the University of Makati School of Law. He served as Chairman of the National Renewable Energy Board from 2016-2018. He was also the Undersecretary of the DOE from 2010-2012 and handled various units of the DOE, including the Renewable Energy Management Bureau, Energy Resources Development Bureau, Energy Utilization Management Bureau and Oil Industry Management Bureau. Prior to his DOE position, he was a Senior Counsel for the Negotiations and Legal Department of the Australian Strategic Business Unit of Chevron Corporation and served as the Malampaya Legal Manager of Chevron Malampaya LLC located in Manila, Philippines from 2007-2010. Before joining Chevron, he acted as international legal consultant of the Asian Development Bank and was a Senior Associate at SyCip Salazar Hernandez & Gatmaitan from 1996-2006. From 2000-2002, he worked as a Foreign Lawyer at Sullivan & Cromwell in New York, USA. He obtained his Bachelor of Science in Business Economics with cum laude honours in 1992 and his Bachelor of Laws (1996) from the University of the Philippines. He finished his Master of Laws degree with honours in 2000 (fall semester) from Cornell Law School in New York, USA. He is licensed to practice law both in the Philippines (since 1997) and in New York (since 2000) having passed both Philippine and New York State bar examinations. He is a member of the International Bar Association, Integrated Bar of the Philippines, the Association of the Bar of the City of New York and the Cornell Law School Young Alumni Committee.

11. ***Emmanuel C. Alcantara***, 71, has been a Director of the Company since 2022. He is the former Head of the Tax Services Group, General Counsel and Market Circle Leader of Sycip Gorres Velayo & Co. (SGV & Co.), where he has been a Tax Principal for 24 years. His expertise lies in general tax advisory, cross-border transactions, transfer pricing, corporate organization and reorganization, individual and corporate tax planning, and tax advocacy works. He was with SGV & Co. for 33 years (1981 to 2014). In 2011, he was named as one of the world's leading tax professionals in the newly published Guide to the World's Leading Tax Advisors and, in 2012 he was named by the Legal Media Group Inc. as one of the leading lawyers in Asia Pacific in the field of taxation. After retiring from SGV & Co. in 2014, he set up his own law office, Emmanuel C Alcantara & Associates Law Offices, specializing in tax and corporate works. He graduated with a Bachelor of Science degree in Business Administration, Major in Accounting from the University of the East in 1974 and accomplished his Bachelor of Laws degree from the San Beda College of Law in 1979. He also completed the Management Development Program of the Asian Institute of Management in 1989. In 2008, he participated in the EY Executive Program at the Kellogg School of Management in Northwestern University. Currently, he is also an Independent Director of several domestic corporations engaged in various industries and commercial activities.

***Executive Officers***

1. ***Aldrich T. Javellana***, 51, is a Finance Adviser of the Company since 2016. He is the Senior Vice President and Treasurer of JG Summit Holdings, Inc. He was appointed Senior Vice President on October 2, 2017 and has been Vice President - Treasurer of JGSHI since January 2, 2012. He is also currently an Adviser to the Board of Directors of Maxicare Life Insurance Corp. (2023 to present), and holds directorships at Liontide Holdings, Inc. (2023 to present) and JG Digital Capital Pte Ltd (2024). Prior to joining JGSHI in 2003, he worked in Corporate Finance with CLSA Exchange Capital. He graduated from De La Salle University with a degree in BS Accountancy, is a Certified Public Accountant and is a CFA charterholder.

2. ***Ma. Riana C. Infante***, 44, is the Chief Financial, Compliance and Investors' Relation Officer of the Company. She has been Chief Financial and Compliance Officer since February 16, 2016 and was appointed Investors' Relation Officer on May 27, 2024. She joined the Company in 2004 as an Accounting Manager. She is a Certified Public Accountant.

3. ***Teodora N. Santiago,*** 58, is the Treasurer of the Company since September 20, 2019. She is also currently the Head - Offshore and Short-Term Investments under Corporate Treasury of JG Summit Holdings Inc. Prior to joining JGSHI in 2005, she worked as Treasury Manager in Astoria Group and Treasury and Administration Manager in Del Monte Fresh Produce Phils., Inc. She graduated from University of Santo Tomas with a degree in BS Accountancy.

4. ***Vicente O. Caoile, Jr.***, 52, is the Corporate Secretary and Corporate Information Officer of the Company. He has been the Corporate Secretary since October 1, 2018. He is the Managing Partner of Adarlo Caoile & Associates Law Offices (ACALaw). He is also the Corporate Secretary of PGA Cars, Inc., PGA Automobile, Inc., Autoextreme Performance, Inc., and Automaxx Resources, Inc. He holds a Juris Doctor, second honors, from Ateneo de Manila University and Bachelor of Science in Commerce, Major in Legal Management from De La Salle University Manila.

5. ***Roy Ronald C. Luis,*** 53, was appointed as Vice President for Operations on June 1, 2024. He joined OPMC in 2019 as Director for Operations and Business Development. He is a licensed Geologist and an Accredited Competent Person in Geology by the Geological Society of the Philippines. He has a Master's Degree in Business Administration and a Master's Degree in Geology, both from the University of the Philippines.

**B. Independent Directors**

The Company's independent directors are Messrs. Jose M. Layug, Jr. and Emmanuel C. Alcantara. They have possessed the qualifications of independent directors as set forth in the SRC Rule 38 - Independent Director, since the time of their initial election.

The Directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified.

Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of the Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until successor shall have been elected, appointed or shall have qualified.

The following directors of the Corporation are expected to be nominated by management for re-election / election this year.

**Information required by the SEC under SRC Rule 38 as amended on the nomination and election of Independent Directors**

The following criteria and guidelines shall be observed in the pre-screening, short listing and nomination of Independent Directors:

A. DEFINITION

1. Independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of Section 17.2 of the Securities Regulation Code and includes, among others, any person who:

   1.1. Is not a director or officer or substantial stockholder of the corporation or of its related companies or any of its substantial shareholders (other than as an independent director of any of the foregoing);

   1.2. Is not a relative of any director, officer or substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;

   1.3. Is not acting as a nominee or representative of a substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders;

   1.4. Has not been employed in any executive capacity by that public company, any of its related companies or by any of its substantial shareholders within the last five (5) years;

2. When used in relation to a company subject to the requirements above:

   2.1. Related company means another company which is: (a) its holding company, (b) its subsidiary, or (c) a subsidiary of its holding company; and
   2.2. Substantial shareholder means any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

B. QUALIFICATIONS OF INDEPENDENT DIRECTORS

1. An independent director shall have the following qualifications:

   1.1. He shall have at least one (1) share of stock of the corporation;

   1.2. He shall be at least a college graduate or he shall have been engaged or exposed to the business of the corporation for at least five (5) years;

   1.3. He shall be twenty-one (21) years old up to seventy (70) years old, however, due consideration shall be given to qualified Independent Directors up to the age of eighty (80);

   1.4. He shall have proven to possess integrity/probity; and

   1.5. He shall be assiduous.

2. No person enumerated under Section II (5) of the Code of Corporate Governance shall qualify as an independent director. He shall likewise be disqualified during his tenure under the following instances or causes:

   2.1. He becomes an officer or employee of the corporation where he is such member of the board of directors/trustees, or becomes any of the persons enumerated under letter (A) hereof;

   2.2. His beneficial security ownership exceeds 10% of the outstanding capital stock of the company where he is such director;

2.3. Fails, without any justifiable cause, to attend at least 50% of the total number of Board meetings during his incumbency unless such absences are due to grave illness or death of an immediate family.

2.4. Such other disqualifications which the company's Manual on Corporate Governance provides.

C. NOMINATION AND ELECTION OF INDEPENDENT DIRECTOR/S

1. The Nomination Committee (Committee) conducts the nomination of Independent Directors/s prior to a stockholders' meeting.

2. The Committee solicits nominations for candidates to become Independent Director of the corporation.

   2.1. All nominations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

3. The Committee shall pre-screen the candidates to determine whether they are qualified per definition and listed qualifications above, General Guidelines listed in the Corporate Governance Manual, Articles of Incorporation, By Laws of the Corporation, and perceived needs of the Board of Directors and the corporation such as, but not limited to the following:

   3.1. Nature of the business of the corporations which he is a Director of

   3.2. Age of the nominee for Independent Director

   3.3. Number of directorships/active memberships and officerships in other corporations or organizations

4. The Committee shall prepare a list of all candidates and evaluate the candidates based on the required above-listed required qualifications to enable it to effectively review the qualifications of the nominees for Independent Director/s.

5. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV(A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the Commission and to all stockholders through the filing and distribution of the Information Statement or Proxy Statement, in accordance with SRC Rule 17.1(b) or SRC Rule 20, respectively, or in such other reports the company is required to submit to the Commission.

   5.1. The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

6. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders'/memberships' meeting.

**Below is the <u>preliminary</u> list of nominees for Independent Directors:**

1. **Emmanuel C. Alcantara,** 71, has been a Director of the Company since 2022. He is the former Head of the Tax Services Group, General Counsel and Market Circle Leader of Sycip Gorres Velayo & Co. (SGV & Co.), where he has been a Tax Principal for 24 years. His expertise lies in general tax advisory, cross-border transactions, transfer pricing, corporate organization and reorganization, individual and corporate tax planning, and tax advocacy works. He was with SGV & Co. for 33 years (1981 to 2014). In 2011, he was named as one of the world's leading tax professionals in the newly published Guide to the World's Leading Tax Advisors and, in 2012 he was named by the Legal Media Group Inc. as one of the leading lawyers in Asia Pacific in the field of taxation. After retiring from SGV & Co. in 2014, he set up his own law office, Emmanuel C Alcantara & Associates Law Offices, specializing in tax and corporate works. He graduated with

a Bachelor of Science degree in Business Administration, Major in Accounting from the University of the East in 1974 and accomplished his Bachelor of Laws degree from the San Beda College of Law in 1979. He also completed the Management Development Program of the Asian Institute of Management in 1989. In 2008, he participated in the EY Executive Program at the Kellogg School of Management in Northwestern University. Currently, he is also an Independent Director of several domestic corporations engaged in various industries and commercial activities..

2. **Jose M. Layug, Jr.,** 54, has been a Director of the Company since 2022. He is a Senior Partner of DivinaLaw Offices and a Director of the Philippine Energy Research & Policy Institute. He previously served as Dean of the University of Makati School of Law and also taught Philippine Project Development and Finance, Property, Administrative Law and Sales to law students since 2002 at the UP College of Law and the University of Makati School of Law. He served as Chairman of the National Renewable Energy Board from 2016-2018. He was also the Undersecretary of the DOE from 2010-2012 and handled various units of the DOE, including the Renewable Energy Management Bureau, Energy Resources Development Bureau, Energy Utilization Management Bureau and Oil Industry Management Bureau. Prior to his DOE position, he was a Senior Counsel for the Negotiations and Legal Department of the Australian Strategic Business Unit of Chevron Corporation and served as the Malampaya Legal Manager of Chevron Malampaya LLC located in Manila, Philippines from 2007-2010. Before joining Chevron, he acted as international legal consultant of the Asian Development Bank and was a Senior Associate at SyCip Salazar Hernandez & Gatmaitan from 1996-2006. From 2000-2002, he worked as a Foreign Lawyer at Sullivan & Cromwell in New York, USA. He obtained his Bachelor of Science in Business Economics with cum laude honours in 1992 and his Bachelor of Laws (1996) from the University of the Philippines. He finished his Master of Laws degree with honours in 2000 (fall semester) from Cornell Law School in New York, USA. He is licensed to practice law both in the Philippines (since 1997) and in New York (since 2000) having passed both Philippine and New York State bar examinations. He is a member of the International Bar Association, Integrated Bar of the Philippines, the Association of the Bar of the City of New York and the Cornell Law School Young Alumni Committee.

**Below is the list of the Company's Corporate Governance, Audit and Board Risk Oversight Committees:**

| **Corporate Governance Committee** | **Audit Committee** |
|---|---|
| Benedicto T. Coyiuto – Chairman | Emmanuel C. Alcantara - Chairman, Independent Director |
| James G. Coyiuto – Member | James G. Coyiuto – Member |
| Jose Victor Emmanuel A. de Dios - Member | Brian M. Go – Member |
| Jose M. Layug, Jr. - Member, Independent Director | Benedicto T. Coyiuto – Member |
| Emmanuel C. Alcantara - Member, Independent Director | Jose Victor Emmanuel A. de Dios – Member |

| **Board Risk Oversight Committee** |
|---|
| Jose M. Layug, Jr. - Chairman, Independent Director |
| Benedicto T. Coyiuto – Member |
| Brian M. Go – Member |

### C. Significant Employees

There are no persons who are not executive officers of the Corporation who are expected by the Corporation to make a significant contribution to the business.

### D. Family Relationships

1. Mr. James L. Go is the uncle of Mr. Lance Y. Gokongwei.
2. Mr. Brian M. Go is the son of Mr. James L. Go and cousin of Mr. Lance Y. Gokongwei.
3. Mr. Benedicto T. Coyiuto is the son of Mr. Robert G. Coyiuto, Jr.
4. Mr. Robert G. Coyiuto, Jr. is the brother of Mr. James G. Coyiuto.

## E. Involvement in Certain Legal Proceedings of Directors and Executive Officers

To the best of the Corporation's knowledge and belief and after due inquiry, and except as otherwise disclosed, none of the directors and officers has been involved in any bankruptcy proceeding in the past five (5) years nor have they been convicted by final judgment in any criminal proceeding, or been subject to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limited their involvement in any type of business, securities, commodities or banking activities, nor found in action by any court of administrative bodies to have violated a securities or commodities law.

## F. Trainings and Continuing Education Programs for the Directors and Key Officer

Every Director shall receive appropriate orientation when he is first appointed to the Board of Directors, in order to ensure that incoming Directors are appropriately apprised of their duties and responsibilities before beginning their Directorships.

Likewise, Management Officers shall receive appropriate orientation on his duties as a management executive and how to discharge these duties when he is first appointed to the Corporation. This will ensure that incoming Senior Management Officers are familiar with the Corporation's business and governance processes.

Each Director and key Officer shall be required to attend a training program on Corporate Governance and relevant topics every year. The training program shall ensure that Directors and key Officers are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the Company as well as Corporate Governance matters including audit, internal controls, risk management, sustainability and strategy.

The directors and key officers of the Corporation, as applicable, had attended the at least four hours of Corporate Governance Training provided by other companies.

Out of the 11 Board of Directors, 8 Directors are compliant for Corporate Governance Seminar in 2024 and the following 3 Directors are exempted:

1. Mr. James L. Go, who has been granted permanent exemption from the Corporate Governance Training requirement as stated in the Letter dated November 12, 2015 from the SEC Corporate Governance and Finance Department.
2. Mr. Perry L. Pe, who has been granted an exemption from complying with the Mandatory Continuing Legal Education requirement for the 8th Compliance Period (April 15, 2022 to April 14, 2025) as Dean, Palawan State University School of Law, pursuant to Rule 7, Section 1 (j) of Bar Matter No. 850 and Section 5 (e)(1) of the Implementing Regulations as stated in the Certificate of Exemption dated April 4, 2025 from Supreme Court of the Philippines and is valid until April 14, 2028.
3. Mr. Jose M. Layug, Jr., who has been granted an exemption from complying with the MCLE requirement for the 8th Compliance Period (April 15, 2022 to April 14, 2025) as Professor of Law for at least ten years in accredited law school (University of the Philippines College of Law), pursuant to Rule 7, Section 1 (j) of Bar Matter No. 850 and Section 5 (e)(1) of the Implementing Regulations as stated in the Certificate of Exemption dated January 14, 2025 from Supreme Court of the Philippines and is valid until April 14, 2028.

The Directors have attended the following trainings:

1. Corporate Governance Training. Topic 1: Updates on Anti-Money Laundering Act. Title 2: Ease of Paying Taxes Law conducted by Center for Global Best Practices on August 14,2024.
2. 2024 Gokongwei Group Corporate Governance Training for Directors and Officers "Building a Resilient Gokongwei Group: Corporate Governance Training on Sustainability, Cybersecurity, and Integrity" on September 10, 2024.
3. Advanced Corporate Governance Training conducted by Institute of Corporate Directors on November 15, 2024.

The Corporate Secretary attended Mandatory Continuing Legal Education (MCLE) compliance with 36 units for the period April 15, 2016-April 14, 2019) under Bar Matter No. 850, dated August 22, 2000, as amended per records and his MCLE compliance report dated November 13, 2019 and received on November 20, 2019. This Certificate of Compliance is valid until April 14, 2023, pursuant to the Supreme Court's Resolution dated 15 February 2022. The foregoing notwithstanding, the Corporate Secretary complied with the 8th MCLE Compliance Period last by attending the 10, 17, 24 February, and 3 March, 2022 synchronous online lectures conducted by the Institute for the Administration of Justice, University of the Philippines, with 36 units for the period covering April 15, 2022 and is valid until April 15, 2025.

## G. Certain Relationships and Related Transactions

1. Related Party Transactions with Subsidiaries and Affiliates

Parties are 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; and the parties are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

Affiliates are related entities of the companies by virtue of common ownership and representation to management where significant influence is apparent.

The Company in the regular conduct of its business has entered into transactions with affiliates and other related parties principally consisting of leases, insurances and regular banking transactions. Under the policy of the Company and its subsidiaries, these transactions are made substantially on the same terms as with other individuals and businesses of comparable risks. The Company has not entered into any business transactions with any of its former senior management that will result to a more or less favorable terms that will have a material effect on the Company's financial position or financial performance.

See Note 19 (Disclosure on Related Party Transactions) of the Notes to Consolidated Financial Statements filed as part of this report.

2. Directors Disclosures on Self-Dealing and Related Party Transactions

There had been no material transactions during the last two years, nor is any material transaction presently proposed, to which the Company was or is to be a party, in which any director or executive officer of the Company or owner of more than 10% of the Company's voting securities, any relative or spouse of any such director or officer who shares the home of such director or executive officer or owner or more than 10% of the Company's voting securities, is involved.

No transaction, without proper disclosure, was undertaken by the Company in which any director or executive officer was involved or had a direct or indirect material interest. None of the Company's Directors have entered into self-dealing and related party transactions with or involving the Corporation in 2024.

Directors, officers and employees of the Corporation are required to promptly disclose any business or family-related transactions with the Corporation to ensure that potential conflicts of interest are surfaced and brought to the attention of management.

## H. Appraisals and Performance Report for the Board

The attendance of the directors at the meetings of the Board of Directors held as of December 31, 2024 is as follows:

| Directors | No. of Meetings Attended/Held | Attendance Percentage |
|---|---|---|
| James L. Go | 8/8 | 100% |
| Lance Gokongwei | 8/8 | 100% |
| Perry L. Pe | 5/8 | 63% |
| Robert Coyiuto, Jr. | 8/8 | 100% |
| Benedicto T. Coyiuto | 5/8 | 63% |

| Directors | No. of Meetings Attended/Held | Attendance Percentage |
|---|---|---|
| James G. Coyiuto | 5/8 | 63% |
| Josephine V. Barcelon | 5/8 | 63% |
| Brian M. Go | 8/8 | 100% |
| Jose Victor Emmanuel de Dios | 8/8 | 100% |
| Jose M. Layug, Jr.* | 8/8 | 100% |
| Emmanuel C. Alcantara* | 8/8 | 100% |

The Board has established committees to assist in exercising its authority in monitoring the performance of the Corporation in accordance with its Revised Corporate Governance Manual, Code of Business Conduct and related SEC Circulars. The Corporate Governance Committee of the Corporation oversees the performance evaluation of the Board and its committees and management.

The incumbent members of the Audit Committee of the Corporation and their attendance at meetings since their election at the Annual Meeting of Stockholders up to present are as follows:

| Audit Committee | Position | No. of Meetings Attended/Held | Attendance Percentage |
|---|---|---|---|
| Emmanuel C. Alcantara | Chairman | 1/1 | 100% |
| Benedicto T. Coyiuto | Member | 1/1 | 100% |
| Brian M. Go | Member | 1/1 | 100% |
| Jose Victor Emmanuel de Dios | Member | 1/1 | 100% |
| James G. Coyiuto | Member | 1/1 | 100% |

The incumbent members of the Corporate Governance Committee of the Corporation and their attendance at meetings since their election at the Annual Meeting of Stockholders up to present are as follows:

| Corporate Governance Committee | Position | No. of Meetings Attended/Held | Attendance Percentage |
|---|---|---|---|
| Benedicto T. Coyiuto | Chairman | 1/1 | 100% |
| James G. Coyiuto | Member | 1/1 | 100% |
| Jose Victor Emmanuel De Dios. | Member | 1/1 | 100% |
| Jose M. Layug, Jr. | Member | 1/1 | 100% |
| Emmanuel C. Alcantara | Member | 1/1 | 100% |

The incumbent members of the Board Risk Oversight Committee of the Corporation and their attendance at meetings since their election at the Annual Meeting of Stockholders up to present are as follows:

| Board Risk Oversight Committee | Position | No. of Meetings Attended/Held | Attendance Percentage |
|---|---|---|---|
| Jose M. Layug, Jr. | Chairman | 1/1 | 100% |
| Benedicto T. Coyiuto | Member | 1/1 | 100% |
| Brian M. Go | Member | 1/1 | 100% |

The Board has established committees to assist in exercising its authority in monitoring the performance of the Corporation in accordance with its Revised Corporate Governance Manual, Code of Business Conduct and related SEC Circulars.

The Corporate Governance Committee of the Corporation oversees the performance evaluation of the Board and its committees and management. Included in the Pursuant to its mandate under the Revised Corporate Governance Manual of the Corporation, the Corporate Governance Committee shall conduct an annual self-evaluation of its performance. Based on the results of the performance assessment, the Committee shall formulate and implement plans to improve its performance. These may include the identification of relevant training needs intended to keep the members up to date with corporate governance best practices, accounting and auditing standards, as well as specific areas of concern.

**Item 6. Compensation of Directors and Executive Officers**

A. **Summary Compensation Table**

The aggregate compensation given to officers and directors of the Company for the last 2 years and projected for the ensuing year (2025) are as follows:

| | PROJECTED (2025) | | | | ACTUAL | |
|---|---|---|---|---|---|---|
| | **Salary** | **Bonus** | **Retainer Fee** | **Total** | **2024** | **2023** |
| CEO and Four (4) most highly compensated executive officers | $318,805 | $- | $6,294 | $309,041 | $309,618 | $292,035 |
| All other officers and directors as a group unnamed | 358,250 | - | 34,615 | 379,586 | 375,354 | 360,454 |

In 2024, the following constitute the Company's CEO and four most highly compensated executive officers:

1. Mr. James L. Go is the Chairman and Chief Executive Officer
2. Mr. Robert G. Coyiuto, Jr. is the President and Chief Operating Officer
3. Mr. Aldrich T. Javellana is the Finance Adviser
4. Ms. Ma. Riana C. Infante is the Chief Financial, Compliance and Investors' Relation Officer
5. Mr. Roy Ronald C. Luis is Vice President for Operations

B. **Compensation of Directors**

- Standard Arrangements

  The Company has established a policy for determining the remuneration of directors and officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates, including disallowing any director to decide his remuneration. As indicated in the Company's By Laws, other than the retainer fee/participation fee which amount to not more than 5% of profits or earnings from operations, before taxes, there are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as director for the last completed fiscal year and the ensuing year.

  In compliance with the requirements under Section 49 of the Revised Corporation Code in connection with the submission of a compensation report prepared in the form as the SEC may prescribe, the table below shows the compensation received by the directors of the Corporation for the year 2024, comprised of the retainer fees for attending the meetings, and which is incorporated in the above summary compensation table:

| **Director** | **Retainer Fee in PhP** | **Retainer Fee USD-equivalent** |
|---|---|---|
| James L. Go | PhP180,000 | USD 3,203 |
| Robert Coyiuto, Jr. | 180,000 | 3,203 |
| Lance Gokongwei | 180,000 | 3,203 |
| Brian M. Go | 180,000 | 3,203 |
| Benedicto T. Coyiuto | 180,000 | 3,203 |
| James G. Coyiuto | 180,000 | 3,203 |
| Perry L. Pe | 180,000 | 3,203 |
| Josephine V. Barcelon | 180,000 | 3,203 |
| Jose Victor Emmanuel De Dios | 180,000 | 3,203 |
| Jose M. Layug, Jr. | 180,000 | 3,203 |
| Emmanuel C. Alcantara | 180,000 | 3,203 |
| **Total** | **PhP 1,980,000** | **USD35,229** |

- Other Arrangements

  There are no other arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed fiscal year and the ensuing year.

C. **Employment Contracts and Termination of Employment and Change in control Agreement**

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

There are no compensatory plans or arrangements with respect to the named executive officers.

D. **Warrants and Options Outstanding**

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

**Item 7. Independent Public Accountants**

The accounting firm of SyCip Gorres Velayo & Co. has been the Company's independent public accountants for more than twenty (20) years. There has not been any disagreement between the Company and said accounting firm with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure. SGV is expected to send a representative to the annual meeting with an opportunity to make statements if they so desire and will be available for questions from stockholders.

There is currently a pending proposal for the replacement of SGV as the Company's independent external auditor to comply with the requirement under SRC Rule 68 mandating a maximum term of five (5) years for the Corporation's lead auditor . As of this writing, no final corporate action has been taken to finalize this proposal.

**Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There has been no disagreements with the accountants on accounting and financial disclosures.

The information on Independent Accountant and other Related Matters are incorporated by reference to the attached Management Report to stockholders as required under SRC Rule 20.

**Item 8. None**

**PART C. ISSUANCE AND EXCHANGE OF SECURITIES**

**Items 9 – 14. None**

**PART D. OTHER MATTERS**

**Item 15. Action with Respect to Reports**

The following are included in the agenda of the Annual Meeting of the Stockholders for approval of the stockholders:

1. Proof of due notice of meeting and determination of quorum
2. Approval of the Minutes of the May 24, 2024 Regular Annual Meeting of Stockholders
3. Reports of Officers and Approval of 2024 Annual Report
4. Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders' meeting until the date of this meeting
5. Election of the members of the Board of Directors

6. Appointment of External Auditors

The matters approved and recorded in the Minutes of the Annual Meeting of the Stockholders last May 24, 2024 are as follows:

1. Proof of due notice of meeting and determination of quorum
2. Approval of the Minutes of the June 28, 2023 Annual Regular Meeting of Stockholders
3. Reports of Officers and Approval of 2023 Annual Report
4. Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders' meeting until the date of this meeting
5. Election of the members of the Board of Directors
6. Appointment of External Auditors

The annual meeting of the Stockholders was held **on May 24, 2024** by remote communication and was attended by shareholders, the Board of Directors, and various officers of the Corporation. The shareholders were allowed to cast their votes on each agenda item presented to them for approval. The shareholders were also given the opportunity to ask questions, express opinion, and make suggestions on various issues related to the Corporation. Under the rules and procedures for the meeting, the stockholders were requested to send their questions or comments on the items in the Agenda by email **on or before May 17, 2024**. **No questions or comments were received on the set deadline.** The Minutes of the Annual Meeting of the Stockholders held on May 24, 2024 may be viewed and/or downloaded at https://opmc.com.ph/wp-content/uploads/OPMC-2024-ASM-Minutes-of-the-Meeting-of-Stockholders_24May2024.pdf

**At the end of the proxy validation process, votes were tabulated by the Office of the Corporate Secretary. All tabulation results for the meeting were subsequently validated by SyCip Gorres Velayo & Co.**

The results of the voting for each agenda item are as follows:

1. Proof of Notice and Determination of Quorum

   The Corporate Secretary certified that the required notice of the annual meeting was sent to the stockholders of record as of April 24, 2024 through the following methods:

   a. By publication in the business section of the Philippine Star and Business World for two consecutive days on May 2 and May 3, 2024 in both online and print formats;
   b. By posting on the website of the Corporation; and
   c. By disclosure to the Philippine Stock Exchange via PSE Edge

   A quorum was present by the presence, in person and by proxy, of shareholders entitled to vote which represent 101,353,055,046 shares or 50.68% of the total issued and outstanding shares of the Corporation.

2. Approval of Minutes of June 28, 2023 Regular Annual Stockholders' Meeting

   The minutes were approved by stockholders, in person and by proxy, holding **101,353,055,046 shares** which represent **50.68%** of the total issued and outstanding shares of the Corporation. No stockholder voted against or abstained from voting on this agenda item.

| Agenda | Votes in Favor | | Votes Against | | Votes Abstaining | |
|---|---|---|---|---|---|---|
| | Number of shares | % to Total Outstanding Shares | Number of shares | % to Total Outstanding Shares | Number of shares | % to Total Outstanding Shares |
| Approval of the 2023 Minutes of ASM | 101,353,055,046 | 50.68% | 0 | 0% | 0 | 0% |

The resolution of the stockholders, in person and by proxy, covering this agenda item can be found below:

"RESOLVED, that the Minutes of the Regular Annual Stockholders' Meeting of Oriental Petroleum and Minerals Corporation held on June 28, 2023 be hereby approved."

3. Reports of Officers, Presentation of Annual Report and Ratification of all acts and resolutions of the Board of Directors and Management

The report on the results of operations and financial performance of the Corporation for the year ended December 31, 2023 was noted and the audited financial statements for the same year and acts of the Board of Directors and Officers of the Corporation were approved by stockholders, in person and by proxy, holding **101,353,055,046 shares** which represent **50.68%** of the total issued and outstanding shares of the Corporation. No stockholder voted against or abstained from voting on this agenda item.

| Agenda | Votes in Favor | | Votes Against | | Votes Abstaining | |
|---|---|---|---|---|---|---|
| | Number of shares | % to Total Outstanding Shares | Number of shares | % to Total Outstanding Shares | Number of shares | % to Total Outstanding Shares |
| Reports of Officers, Presentation of Annual Report & Ratification of all acts and resolutions of the BOD and Management | 101,353,055,046 | 50.68% | 0 | 0% | 0 | 0% |

The resolution of the stockholders, in person and by proxy, covering this agenda item can be found below:

"RESOLVED, that the report on the results of operations and financial performance of the Corporation for the year ended December 31, 2023, the audited financial statements for the same year and all the acts of the Board of Directors and its committees, Officers and Management of the Corporation be hereby approved, confirmed and ratified."

4. Election of Board of Directors

The nominees for election as members of the Board of Directors of the Corporation received the following number of votes:

| Nominee | Votes in Favor | | Votes Against | |
|---|---|---|---|---|
| | Number of shares | % to Total Outstanding Shares | Number of shares | % to Total Outstanding Shares |
| James L. Go | 101,353,055,046 | 50.68% | 0 | 0 |
| Lance Gokongwei | 101,353,055,046 | 50.68% | 0 | 0 |
| Perry L. Pe | 101,353,055,046 | 50.68% | 0 | 0 |
| Robert Coyiuto, Jr. | 101,353,055,046 | 50.68% | 0 | 0 |
| Benedicto T. Coyiuto | 101,353,055,046 | 50.68% | 0 | 0 |
| James G. Coyiuto | 101,353,055,046 | 50.68% | 0 | 0 |
| Josephine V. Barcelon | 101,353,055,046 | 50.68% | 0 | 0 |
| Brian M. Go | 101,353,055,046 | 50.68% | 0 | 0 |
| Jose Victor Emmanuel A. De Dios | 101,353,055,046 | 50.68% | 0 | 0 |
| Jose M. Layug, Jr. | 101,353,055,046 | 50.68% | 0 | 0 |
| Emmanuel C. Alcantara | 101,353,055,046 | 50.68% | 0 | 0 |

No stockholder abstained from voting on this agenda item. The resolution of the stockholders, in person and by proxy, covering this agenda item can be found below:

"RESOLVED, that the following are hereby elected as the members of the Board of Directors of Oriental Petroleum and Minerals Corporation for the year 2024 to 2025:

1. James L. Go
2. Robert Coyiuto, Jr.
3. Lance Y. Gokongwei
4. Brian M. Go
5. Perry L. Pe
6. James G. Coyiuto
7. Benedicto T. Coyiuto
8. Josephine V. Barcelon
9. Jose Victor Emmanuel A. De Dios

And as Independent Directors:
1. Jose M. Layug, Jr.
2. Emmanuel C. Alcantara"

5. Election of External Auditors

The re-appointment of the auditing firm SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the current fiscal year 2024 was approved by stockholders holding **101,353,055,046 shares** which represent **50.68%** of the total issued and outstanding shares of the Corporation. No stockholder voted against or abstained from voting on this agenda item.

| Agenda | Votes in Favor | | Votes Against | | Votes Abstaining | |
|---|---|---|---|---|---|---|
| | Number of shares | % to Total Outstanding Shares | Number of shares | % to Total Outstanding Shares | Number of shares | % to Total Outstanding Shares |
| Appointment of SyCip Gorres Velayo & Co. as External Auditor | 101,353,055,046 | 50.68% | 0 | 0% | 0 | 0% |

The resolution of the stockholders, in person and by proxy, covering this agenda item can be found below:

"RESOLVED, that the appointment of the auditing firm SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the current fiscal year 2024 be hereby approved."

**Every resolution for approval of the stockholders in the 2024 Annual Stockholders' Meeting was introduced by a motion duly seconded through the online platform of the virtual meeting. The Chairman asked if there was any objection to every motion. Since there were no objections, all the motions were carried without a vote. The number of votes indicated here are the votes on the resolution from: (a) votes of proxies with instructions; (b) votes submitted electronically to the Corporate Secretary by email; and (c) votes of the Chairman as holder of proxies, which would have been counted if there was a voting on the resolution.

Brief description of material matters approved by the Board of Directors and Management and disclosed to the SEC and PSE since the last annual stockholders' meeting of May 24, 2024 for ratification by the stockholders:

1. Declaration of a regular cash dividend in the amount of PhP0.0005 on each common share of stock to all stockholders of record as of June 21, 2024 and payable on July 12, 2024.

2. Results of the Organizational Meeting of the Board of Directors

**Items 16.**

None

**Item 17. Amendment of Charter, By-Laws or other Documents.**

None

**Item 18.**

None

**Item 19. Voting Procedures**

**(a) The vote required for approval or election:**

The foregoing matters will require the affirmative vote of a majority of the shares of the Company present or represented and entitled to vote at the Annual Meeting. Likewise, directors shall be elected upon the majority vote of the shares present or represented and entitled to vote at the Annual Meeting.

**(b) The method by which votes will be counted:**

In accordance with Article II, Section 6 of the By-Laws, every stockholder shall be entitled to vote, person or by proxy, for each share of stock held by him which has voting power upon the matter in questions.

The election is executed through balloting or by other means approved by the stockholders, done manually. Article II, Section 7, By-Laws: A Board of Election Inspectors appointed by the Board, composed of the Corporate Secretary and two (2) members, shall determine the validity of proxies, receive votes, ballots, etc. And determine and announce the results in the election of Directors.

Sections 23 and 57 of the Revised Corporation Code provides that the Corporation may allow a stockholder to cast his vote in absentia via modes which the Corporation shall establish, taking into account the company's scale, number of shareholders or members, structure and other factors consistent with the basic right of corporate suffrage.

The votes of the stockholders registered as present in the online meeting remotely or by proxy, or voting in absentia, shall be counted electronically, and the Chairman will announce the result of the voting. Stockholders participating in the online meeting are given an electronic ballot which will allow them to vote on all items in the agenda presented for voting in the meeting. The ballots will be filled up electronically by stockholders and submitted electronically to the Corporate Secretary or her duly authorized representative/s. The valid votes will be counted by the Corporate Secretary. The Chairman will then announce the result after the counting.

**Item 20. Participation of Stockholders by Remote Communication**

In accordance with the relevant provisions of the By-Laws of the Corporation which allows meetings of the stockholders to be conducted by remote communication, subject to such guidelines as may be promulgated by the Securities and Exchange Commission, the Annual Meeting of the Stockholders of the Corporation will be held via video conferencing at ***https://bit.ly/OPMASM2025***

In order for the Corporation to properly conduct validation procedures, stockholders who have not sent their proxies or registered on the voting in absentia website who wish to participate via remote communication must notify the Corporation by email to orientalpetroleum@opmc.com.ph on or before **May 28, 2025**.

Please refer to **Annex A** for the detailed guidelines for participation via remote communication and the procedures for registration and casting votes in absentia.

**Restriction that Limits the Payments of Dividends on Common Shares**

None.

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

There are no recent sales of unregistered or exempt securities including recent issuance of securities constituting an exempt transaction. All shares of the Company are listed on the Philippine Stock Exchange.

## Market for Registrant's Common Equity and Related Stockholder Matters

### *Principal Market or Markets where the Issuer's Common Equity is Traded*

The common stock of the Company is listed on the Philippine Stock Exchange. Stock prices of the common stock are as follow:

| STOCK PRICES (in pesos) | CLASS A | | CLASS B | |
|---|---|---|---|---|
| | High | Low | High | Low |
| 2024 | | | | |
| First Quarter | 0.0097 | 0.0078 | 0.0092 | 0.0076 |
| Second Quarter | 0.0093 | 0.0080 | 0.0092 | 0.0082 |
| Third Quarter | 0.0086 | 0.0070 | 0.0085 | 0.0068 |
| Fourth Quarter | 0.0088 | 0.0067 | 0.0087 | 0.0067 |
| 2023 | | | | |
| First Quarter | 0.0120 | 0.0100 | 0.0120 | 0.0100 |
| Second Quarter | 0.0110 | 0.0092 | 0.0110 | 0.0093 |
| Third Quarter | 0.0110 | 0.0076 | 0.0099 | 0.0077 |
| Fourth Quarter | 0.0088 | 0.0073 | 0.0089 | 0.0081 |
| 2022 | | | | |
| First Quarter | 0.0130 | 0.0100 | 0.0140 | 0.0100 |
| Second Quarter | 0.0120 | 0.0100 | 0.0130 | 0.0110 |
| Third Quarter | 0.0120 | 0.0100 | 0.0130 | 0.0100 |
| Fourth Quarter | 0.0120 | 0.0098 | 0.0120 | 0.0100 |

| VOLUME (in billion shares) | CLASS A | CLASS B |
|---|---|---|
| 2024 | | |
| First Quarter | 0.695 | 0.080 |
| Second Quarter | 0.944 | 0.105 |
| Third Quarter | 1.033 | 0.331 |
| Fourth Quarter | 1.253 | 0.324 |
| 2023 | | |
| First Quarter | 0.780 | 0.118 |
| Second Quarter | 0.829 | 0.746 |
| Third Quarter | 2.000 | 0.056 |
| Fourth Quarter | 0.474 | 0.122 |
| 2022 | | |
| First Quarter | 4.192 | 1.962 |
| Second Quarter | 0.996 | 0.184 |
| Third Quarter | 1.597 | 0.778 |
| Fourth Quarter | 1.579 | 0.203 |

As of December 31, 2024, there are approximately 11,501 stockholders both for Class "A" and "B" shares. The closing stock price of the Company's shares as of March 31, 2025 is PhP0.0073 for Class A and PhP0.0074 for Class B.

***Cash Dividends***

The following are the dividends declared on the Company's common shares:

| Cash Dividend per share | Declaration Date | Record Date | Payment Date |
|---|---|---|---|
| $0.00001 or PhP0.0005 | May 24, 2024 | June 21, 2024 | July 12, 2024 |
| $0.00001 or PhP0.0005 | June 28, 2023 | July 27, 2023 | August 18, 2023 |
| $0.00001 or PhP0.0005 | June 23, 2022 | July 22, 2022 | August 16, 2022 |
| $0.00001 or PhP0.0005 | June 29, 2021 | July 28, 2021 | August 20, 2021 |
| $0.00001 or PhP0.0005 | June 25, 2020 | July 24, 2020 | August 18, 2020 |
| $0.00001 or PhP0.0005 | June 27, 2019 | July 26, 2019 | August 20, 2019 |

## CORPORATE GOVERNANCE

The Corporation adheres to the principles and practices of good corporate governance, as embodied in its Corporate Governance Manual, Code of Ethics and related SEC Circulars. Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that the Corporation observes good governance and management practices. This is to assure the shareholders that the Corporation conducts its business with the highest level of integrity, transparency and accountability.

The Corporation likewise consistently strives to raise its financial reporting standards by adopting and implementing prescribed Philippine Financial Reporting Standards (PFRSs).

The level of compliance of the Corporation to the provisions of the Corporate Governance Manual was reported and explained in the Corporate Governance Self-Rating Form submitted by the Corporation to the Securities and Exchange Commission (SEC). Deviations from the provisions of the Corporate Governance Manual were also set out in the said form submitted to the SEC.

**Additional Information as of March 31, 2025 are as follows:**

**1. Market Price and Volume for the Corporation's Common Equity for the month of March 2025:**

| | CLASS A | | CLASS B | |
|---|---|---|---|---|
| | **High** | **Low** | **High** | **Low** |
| Stock price (in pesos) | 0.0080 | 0.0072 | 0.0080 | 0.0071 |
| Volume (Main Board, in shares) | 446,000,000 | | 200,000,000 | |

The closing stock price of the Company's shares as of March 31, 2025 is PhP0.0073 for Class A and PhP0.0074 for Class B.

2. The number of shareholders of record as of March 31, 2025 was 11,492.

As of March 31, 2025, there are approximately **11,492** stockholders both for Class "A" and "B" shares.

3. List of Top 20 Stockholders as of March 31, 2025:

| | Name of Stockholders | Number of Shares Held | Percent to Total Outstanding |
|---|---|---|---|
| 1. | PCD NOMINEE CORPORATION | 94,561,408,146 | 47.28 |
| 2. | JG SUMMIT CAPITAL SERVICES CORP. | 37,051,952,896 | 18.53 |
| 3. | R. COYIUTO SECURITIES, INC. | 21,611,641,422 | 10.81 |
| 4. | PRUDENTIAL GUARANTEE & ASSURANCE, INC. | 12,892,285,272 | 6.45 |
| 5. | JAMES L. GO | 2,511,000,001 | 1.26 |
| 6. | J.G. SUMMIT HOLDINGS, INC. | 1,756,248,841 | 0.88 |
| 7. | PCD NOMINEE CORPORATION (NON-FILIPINO) | 1,304,986,112 | 0.65 |
| 8. | F & J PRINCE HOLDINGS CORP. | 1,260,888,642 | 0.63 |
| 9. | PAULINO G. PE | 935,000,000 | 0.47 |
| 10. | MARGARET S. CHUA CHIACO | 663,400,000 | 0.35 |
| 11. | TIONG KENG CHING | 622,512,998 | 0.33 |
| 12. | ROBERT COYIUTO, JR. | 565,664,986 | 0.31 |
| 13. | JAMES UY, INC. | 471,843,600 | 0.28 |
| 14. | DAVID GO SECURITIES CORP. | 452,623,823 | 0.23 |
| 15. | ERNESSON S. CHUA CHIACO | 441,600,000 | 0.22 |
| 16. | GENEVIEVE S. CHUA CHIACO | 441,600,000 | 0.22 |
| 17. | MANUEL S. CHILIP | 360,842,316 | 0.18 |
| 18. | CONSTANTINE TANCHAN | 333,025,609 | 0.17 |
| 19. | ERNESTO CHUA CHIACO &OR MARGARET S. CHUA CHIACO | 299,000,000 | 0.15 |
| 20. | SANTIAGO TANCHAN III | 298,546,547 | 0.15 |
| | | 178,836,071,211 | 89.55 |
| | OTHERS | 21,163,928,789 | 10.55 |
| | **TOTAL** | **200,000,000,000** | **100.00** |

Key Performance Indicators for the years ended December 31:

| | **2024** | 2023 | 2022 |
|---|---|---|---|
| Revenue from Petroleum Operations | **$3,106,984** | $3,020,421 | $3,506,189 |
| Petroleum Production Costs | **2,295,546** | 1,946,240 | 2,260,895 |
| Interest and Dividend Income | **4,234,205** | 4,153,130 | 3,683,609 |
| Core income (before FX gain/loss and taxes) | **3,895,005** | 3,914,429 | 3,583,793 |
| Foreign exchange gain (loss) – net | **(1,574,905)** | 375,774 | (1,886,174) |
| Net income | **1,689,157** | 3,896,582 | 1,659,970 |

The exchange rates used to convert the Group's Philippine Peso-denominated assets and liabilities into US Dollar:

| | **2024** | 2023 | 2022 |
|---|---|---|---|
| US dollar-Philippine peso exchange rate | **PhP58.014 to US$1.00** | PhP55.567 to US$1.00 | PhP56.120 to US$1.00 |

| | **2024** | 2023 | 2022 |
|---|---|---|---|
| Current Ratio | **30:1** | 29:1 | 28:1 |
| Acid Test Ratio | **29:1** | 28:1 | 27:1 |
| Debt-to-Equity Ratio | | **Not Applicable** | |
| Asset-to-Equity Ratio | **1.04:1** | 1.04:1 | 1.03:1 |
| Interest Rate Coverage | | **Not Applicable** | |
| Return on Equity | **1.94%** | 4.52% | 0.84% |
| Return on Assets | **1.88%** | 4.37% | 0.82% |
| Gross Profit Margin | **14.13%** | 21.08% | 41.31% |
| Net Working Capital Ratio | **0.31:1** | 0.27:1 | 0.19:1 |

*Figures are based on Audited Financial Statements. The manner in which the Group calculates the above indicators is as follows:*

- *Current ratios are computed by dividing current assets over current liabilities.*
- *Acid test ratios are computed by dividing current assets less inventory and prepayments over current liabilities.*
- *Percentage of debt to equity resulted from dividing total borrowings (short-term & long-term borrowings) over stockholder's equity.*
- *Percentage of asset to equity resulted from dividing total assets over total stockholder's equity.*
- *Return on equity percentage pertains to net income over average total stockholder's equity.*
- *Return on assets percentage is computed by dividing net income over average total assets.*
- *Gross profit margins are computed by dividing gross income over total revenues.*
- *Net working capital ratios are derived at by getting the difference of current assets and current liabilities divided by total assets.*

## PART II

### INFORMATION REQUIRED IN A PROXY FORM

Not Applicable.

## PART III

**ORIENTAL PETROLEUM AND MINERALS CORPORATION, AS REGISTRANT, UNDERTAKES THAT A COPY OF THIS ANNUAL REPORT ON SEC FORM 17-A SHALL BE PROVIDED WITHOUT ANY CHARGE TO ANY STOCKHOLDER WHO MAKES A WRITTEN REQUEST FOR SUCH COPY. THE REQUEST SHOULD BE ADDRESSED TO THE CORPORATE SECRETARY, 34th FLOOR ROBINSONS EQUITABLE TOWER, ADB AVENUE, ORTIGAS CENTER, PASIG CITY.**

### SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on April 25, 2025.

**ORIENTAL PETROLEUM AND MINERALS CORPORATION**
**Issuer**

**April 28, 2025**
Date

**Vicente O. Caoile, Jr.**
Corporate Secretary

**ANNEX A**

## 2025 ANNUAL STOKHOLDERS' MEETING OF ORIENTAL PETROLEUM AND MINERALS CORPORATION

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

### I. VOTING *IN ABSENTIA*

1. Stockholders as of May 5, 2025 (the "Stockholder/s") may register by email to orientalpetroleum@opmc.com.ph.

2. Upon registration, stockholders must provide the information and email the documents listed below (the file size should be no larger than 5MB):

   a. For individual Stockholders:
      i. Email address
      ii. First and Last Name
      iii. Birthdate
      iv. Address
      v. Mobile Number
      vi. Phone Number
      vii. Current photograph of the Stockholder, with the face fully visible
      viii. Valid government-issued ID
      ix. For Stockholders with joint accounts: A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account (to be uploaded under Other Documents)
      x. If holding shares through a broker, the certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.

   b. For corporate/organizational Stockholders:
      i. Email address
      ii. First and Last Name
      iii. Address
      iv. Mobile Number
      v. Phone Number
      vi. Current photograph of the individual authorized to cast the vote for the account (the "Authorized Voter")
      vii. Valid government-issued ID of the Authorized Voter
      viii. A scanned copy of the Secretary's Certificate or other valid authorization in favor of the Authorized Voter (to be uploaded under Other Documents)
      ix. If holding shares through a broker, the certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.

3. Registration shall be validated by the Office of the Corporate Secretary in coordination with the Stock Transfer Agent of the Corporation. After passing the validation process, the Stockholder will receive an email confirmation on their successful and validated registration.

4. The registered Stockholder are given an electronic ballot by email which will allow them to vote on all items in the agenda presented for voting in the meeting. The ballots will be filled up electronically by stockholders and submitted back electronically to the Office of the Corporate Secretary. All items in the agenda for approval shall be shown one at a time and the registered Stockholder may vote Yes, No, or Abstain. The vote is considered cast for all the registered Stockholder's shares.

5. Voting shall be open from May 5, 2025 to May 28, 2025.

6. The Office of the Corporate Secretary shall tabulate all votes cast *in absentia* together with the votes cast by proxy, and an independent third party will validate the results. The valid votes will

be counted by the Corporate Secretary. The Chairman will then announce the result after the counting.

7. Stockholders who register and vote on the website for voting *in absentia* are hereby deemed to have given their consent to the collection, use, storing, disclosure, transfer, sharing and general processing of their personal data by the Corporation and by any other relevant third party for the purpose of electronic voting *in absentia* for the Annual Stockholders' Meeting and for all other purposes for which the Stockholder can cast his/her/its vote as a stockholder of the Corporation.

## II. PARTICIPATION VIA REMOTE COMMUNICATION

1. Stockholders may attend the meeting on June 4, 2025, 11:00 AM. via the following livestreaming link: https://bit.ly/OPMASM2025 . The livestream shall be broadcast via Microsoft Teams, which may be accessed either on the web browser or on the Microsoft Teams app. Those who wish to view the livestream may sign in using any Microsoft account or may join the stream anonymously. Those using mobile devices or tablets may be asked to download the Microsoft Teams app before being able to view the livestream.

2. Stockholders who have **not** sent their proxies or registered ("Unregistered Stockholders") may still attend the meeting through the livestreaming link.

3. For purposes of quorum, only the following Stockholders shall be counted as present:
   a. Stockholders who have registered and voted for voting *in absentia* by May 28, 2025;
   b. Stockholders who have sent their proxies together with documents required for stockholders submitting a proxy to the Office of the Corporate Secretary via email to orientalpetroleum@opmc.com.ph by May 28, 2025;

4. Questions and comments on the items in the Agenda may be sent to orientalpetroleum@opmc.com.ph. Questions or comments received on or before May 28, 2025 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email. Stockholders are advised to send in their questions as early as possible.

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# PART I - BUSINESS AND GENERAL INFORMATION

## Item 1. Description of Business

Oriental Petroleum and Minerals Corporation (OPMC) is a Philippine corporation incorporated on December 22, 1969 with the purpose of exploring, developing and producing petroleum and mineral resources in the Philippines. As an exploration company, OPMC's operational activities depend principally on its Service Contracts with the government.

The Company, together with other oil exploration companies (collectively referred to as "a or the Contractor"), entered into a Service Contract (SC) with the Philippine Government, through the Department of Energy (DOE), for the exploration, development and exploitation of certain contract areas situated in offshore Palawan where oil discoveries were made.

The Company's petroleum revenues and production and related expenses are derived from SC 14 Contract Area. SC 14 is composed of four Blocks, Block - A (Nido), Block - B (Matinloc), Block - C (Galoc & West Linapacan) and Block - D (designated as the Retention Area). West Linapacan and Block - D are the non-producing areas. West Linapacan is currently under evaluation for re-activation after it was shut-in in 1995 due to water intrusion.

After reaching its economic limits, production in the Nido and Matinloc oilfields was terminated permanently in March 2019 and seven production wells in Nido (3 out of 5), Matinloc (3), and North Matinloc (1) were successfully plugged and abandoned in May 2019. The plug and abandonment of the two remaining wells in Nido oilfield was completed in 2020.

In February 2021, SC 14 - A Nido, B/B1 Matinloc, and D Retention Block were relinquished to the DOE. By the end of December 31, 2021, the Nido-AP/AW, Nido-BW and Matinloc platforms have been turned over to the DOE after the production wells have been plugged and abandoned, and the processing equipment and wellheads removed.

**Sale of Crude Oil Data for 2024 and 2023**

| Area | Volume (in bbls.) | | Average Selling Price (in US$/bbl.) | |
|---|---|---|---|---|
| | **2024** | 2023 | **2024** | 2023 |
| Galoc | **498,168** | 475,183 | **79.05** | 80.47 |

Production from Galoc were sold and delivered to various customers. Sale is effected through physical transfer/delivery of crude oil from offshore production site storage and processing ship to oil tanker of the buyer.

SCs and Geophysical Survey and Exploration Contracts (GSECs) are the principal properties of the Company and owned by the State.

The contractors are bound to comply in the work obligations provided in the contract with the DOE. They should provide at their own risk the financing, technology and services needed in the performance of their obligations. Failure to comply with their work obligations means that they should pay the government the amount they should have spent had they pushed through with their undertaking. Operating agreement among the participating companies governs their rights and obligations under the contract.

For the year ended December 31, 2024, the Company recorded total revenue from petroleum operations of US$3.11 million from US$3.02 million in 2023 from its share in the

Galoc operation. The slight increase in petroleum revenue was mainly due to the slightly higher volume of crude oil delivered, in view of the timing difference in shipment.

*Employees*

As of December 31, 2024, OPMC has sixteen (16) employees – eleven (11) executives, and five (5) rank and file personnel. The Company is not expecting any change in the number of employees it presently employs. The Company has not entered into any Collective Bargaining Agreements (CBA).

*Risks*

It is a common knowledge in the industry that the major risk involved in the business of oil exploration, such as OPMC, is in the success of exploration ventures. The ratio of successful exploration is estimated to be 1 out of every 400 wells explored. The Company together with its partners in the various SCs, conduct technical studies and evaluation of the areas believed to have oil reserves.

Another risk identified is when there is a decline in volume of oil and/or in oil price. The decline in production volume is a result of natural decline in the oil reserve while the decline in oil price is due to oversupply of oil in the common market. These risks are common for the industry the Company operates in.

Another risk involved in the business of oil exploration and production is the risk that accidents may occur during operations. The Company together with its partners in various SCs, continue to take precautionary measures to mitigate accidents, like oil spill. Platform personnel regularly attend safety trainings and seminars. Likewise, platforms are supplied with equipment like oil spill boom, in case oil spill happens. The Consortia, in which the Company is part of, maintain sufficient funds to cover emergencies and accidents, apart from the insurance coverage of each operation/platform.

*The Company organized three (3) wholly-owned subsidiaries:*

**a) ORIENTAL MAHOGANY WOODWORKS, INC. (OMWI)**

The Company was incorporated and started commercial operations on May 2, 1988 with the principal objective of supplying overseas manufacturers, importers and designers with high quality furniture. On March 31, 1994, the Board of Directors approved the cessation of the Company's manufacturing operations effective May 1, 1994 due to continued operating losses. The management has no definite future plans for the Company's operations.

**b) LINAPACAN OIL GAS AND POWER CORPORATION (LOGPOCOR)**

The Company was incorporated on January 19, 1993 to engage in energy project and carry on and conduct the business relative to the exploration, extraction, production, transporting, marketing, utilization, conservation, stockpiling of any forms of energy products and resources. OPMC continues to recognize revenues arising from the operations of the assigned working interest. However, all related capitalizable expenses on such working interest continue to be capitalized to the Company's assigned costs of such working interest. On the other hand, depletion of such costs is transferred to OPMC and shown as a reduction of the assigned costs.

### c) ORIENTAL LAND CORPORATION (OLC)

The Company was incorporated on February 24, 1989 as realty arm of OPMC. It has remained dormant since incorporation.

## Item 2. Properties

The principal properties of the Company consist of petroleum exploration areas in the Philippines, onshore and offshore.

Listed below are OPMC's exploration undertakings through a consortium effort with the DOE as of December 31, 2024.

| CONTRACT | LOCATION | Expiration Date | OPMC Share (%) |
|---|---|---|---|
| SC 14C1 (Galoc) | NW Palawan | December 17, 2025 | 7.78505 |
| SC 14C2 (West Linapacan) | NW Palawan | December 17, 2025 | 30.288 |

*Development and Production Petroleum Service Contract (DPPSC)*

On January 5, 2024, the Service Contract 6 and 6B (Bonita and Cadlao) Joint Venture Parties, through Nido Petroleum Philippines Pty. Ltd. (Operator), submitted a Letter of Intent with the Department of Energy (DOE) to apply for a DPPSC under DOE Circular 2023-12-0033 entitled “Guidelines on the Awarding of Petroleum Service Contracts for Development and Production.” Section 4.2 of the said Circular provides that, “An Operator of a PSC with producible petroleum reserves that would last beyond the Operator’s remaining production term, as validated by the DOE, shall have the option to apply for a DPPSC through direct negotiation with the DOE, provided, that the application be made prior to the expiration of the remaining production term.”

On January 25, 2024, the SC6 and 6B Joint Venture Parties, through its Operator, submitted the pertinent financial, technical and legal documents required under DPPSC. The SC 6B Cadlao Block has reached its 50-year contract limit and expired last February 28, 2024. OPMC held a participating interest of 4.9092% in SC6 and 6B Cadlao and Bonita Block.

On May 30, 2024, the SC6B Consortium, through its Operator, received a letter from the DOE that the Consortium is legally, financially and technically qualified to enter into a DPPSC. The DOE and the Consortium have finished negotiating the DPPSC’s terms and conditions. As of audit report date, the Cadlao DPPSC is currently in its final stage of review and evaluation.

On March 26, 2025, the Consortium, through its Operator, NPG Pty Ltd, submitted a Letter of Intent to apply for a DPPSC for the Galoc oilfield under the DOE Department Circular 2023-12-0033. The Consortium already submitted the necessary documents for the application for a DPPSC. SC 14C1 will expire on December 17, 2025. As of audit report date, the application of the renewal of SC 14C1 is in progress.

**Item 3. Legal Proceedings**

As of December 31, 2024, there are no pending material legal proceedings to which the Company is a party.

**Item 4. Submission of Matters to a Vote of Security Holders**

There were no matters submitted to a vote of security holders during the fourth quarter of the year covered by this report.

## PART II – OPERATIONAL AND FINANCIAL INFORMATION

**Item 5. Company's Common Equity, Market Price, Dividends and Related Stockholder Matters**

***Principal Market or Markets where the Issuer's Common Equity is Traded***

The common stock of the Company is listed and traded at the Philippine Stock Exchange. The high and low prices for each quarter within the last two fiscal years are as follows:

| STOCK PRICES | CLASS A | | CLASS B | |
|---|---|---|---|---|
| (in pesos) | High | Low | High | Low |
| 2024 | | | | |
| First Quarter | 0.0097 | 0.0078 | 0.0092 | 0.0076 |
| Second Quarter | 0.0093 | 0.0080 | 0.0092 | 0.0082 |
| Third Quarter | 0.0086 | 0.0070 | 0.0085 | 0.0068 |
| Fourth Quarter | 0.0088 | 0.0067 | 0.0087 | 0.0067 |
| 2023 | | | | |
| First Quarter | 0.0120 | 0.0100 | 0.0120 | 0.0100 |
| Second Quarter | 0.0110 | 0.0092 | 0.0110 | 0.0093 |
| Third Quarter | 0.0110 | 0.0076 | 0.0099 | 0.0077 |
| Fourth Quarter | 0.0088 | 0.0073 | 0.0089 | 0.0081 |
| 2022 | | | | |
| First Quarter | 0.0130 | 0.0100 | 0.0140 | 0.0100 |
| Second Quarter | 0.0120 | 0.0100 | 0.0130 | 0.0110 |
| Third Quarter | 0.0120 | 0.0100 | 0.0130 | 0.0100 |
| Fourth Quarter | 0.0120 | 0.0098 | 0.0120 | 0.0100 |

| VOLUME (in billion shares) | CLASS A | CLASS B |
|---|---|---|
| 2024 | | |
| First Quarter | 0.695 | 0.080 |
| Second Quarter | 0.944 | 0.105 |
| Third Quarter | 1.033 | 0.331 |
| Fourth Quarter | 1.253 | 0.324 |
| | | |
| 2023 | | |
| First Quarter | 0.780 | 0.118 |
| Second Quarter | 0.829 | 0.746 |
| Third Quarter | 2.000 | 0.056 |
| Fourth Quarter | 0.474 | 0.122 |
| | | |
| 2022 | | |
| First Quarter | 4.192 | 1.962 |
| Second Quarter | 0.996 | 0.184 |
| Third Quarter | 1.597 | 0.778 |
| Fourth Quarter | 1.579 | 0.203 |

As of December 31, 2024, there are approximately **11,501** stockholders both for Class "A" and "B" shares. The closing stock price of the Company's shares as of March 31, 2025 is PhP0.0073 for Class A and PhP0.0074 for Class B.

***List of Top 20 Stockholders as of December 31, 2024***

| | Name of Stockholders | No. of Common Shares Held | % to Total Outstanding (Common) |
|---|---|---|---|
| 1. | PCD NOMINEE CORPORATION | 94,226,717,804 | 47.11 |
| 2. | JG SUMMIT CAPITAL SERVICES CORP. | 37,051,952,896 | 18.53 |
| 3. | R. COYIUTO SECURITIES, INC. | 21,611,641,422 | 10.81 |
| 4. | PRUDENTIAL GUARANTEE & ASSURANCE, INC. | 12,892,285,272 | 6.45 |
| 5. | JAMES L. GO | 2,511,000,001 | 1.26 |
| 6. | J.G. SUMMIT HOLDINGS, INC. | 1,756,248,841 | 0.88 |
| 7. | PCD NOMINEE CORPORATION (NON-FILIPINO) | 1,314,162,007 | 0.66 |
| 8. | F & J PRINCE HOLDINGS CORP. | 1,260,888,642 | 0.63 |
| 9. | PAULINO G. PE | 935,000,000 | 0.47 |
| 10. | DAVID GO SECURITIES CORP. | 698,083,201 | 0.35 |
| 11. | MARGARET S. CHUA CHIACO | 663,400,000 | 0.33 |
| 12. | TIONG KENG CHING | 622,512,998 | 0.31 |
| 13. | ROBERT COYIUTO, JR. | 565,664,986 | 0.28 |
| 14. | JAMES UY, INC. | 471,843,600 | 0.24 |
| 15. | ERNESSON S. CHUA CHIACO | 441,600,000 | 0.22 |
| 16. | GENEVIEVE S. CHUA CHIACO | 441,600,000 | 0.22 |
| 17. | MANUEL S. CHILIP | 360,842,316 | 0.18 |
| 18. | CONSTANTINE TANCHAN | 333,025,609 | 0.17 |
| | ERNESTO CHUA CHIACO &/OR | | |
| 19. | MARGARET S. CHUA CHIACO | 299,000,000 | 0.15 |
| 20. | SANTIAGO TANCHAN III | 298,546,547 | 0.15 |
| | | 178,756,016,142 | 89.40 |
| | OTHERS | 21,243,983,858 | 10.60 |
| | **TOTAL** | **200,000,000,000** | **100.00** |

***Cash Dividends per Share***

The following are the dividends declared on the Company's common shares:

| Cash Dividend per share | Declaration Date | Record Date | Payment Date |
|---|---|---|---|
| $0.00001 or PhP0.0005 | May 24, 2024 | June 21, 2024 | July 12, 2024 |
| $0.00001 or PhP0.0005 | June 28, 2023 | July 27, 2023 | August 18, 2023 |
| $0.00001 or PhP0.0005 | June 23, 2022 | July 22, 2022 | August 16, 2022 |
| $0.00001 or PhP0.0005 | June 29, 2021 | July 28, 2021 | August 20, 2021 |
| $0.00001 or PhP0.0005 | June 25, 2020 | July 24, 2020 | August 18, 2020 |
| $0.00001 or PhP0.0005 | June 27, 2019 | July 26, 2019 | August 20, 2019 |

***Recent Sales of Unregistered Securities***

Not applicable. There are no recent sales of unregistered or exempt securities including recent issuance of securities constituting an exempt transaction. All shares of the Company are listed on the Philippine Stock Exchange.

***Description of Registrant's Securities***

Common Stock - all shares of stock of the Company enjoy the same rights and privileges, except that Class A shares shall be issued solely to Filipino citizens, whereas Class B shares can be issued to Filipino citizens or foreigners.

## Item 6. Management's Discussion and Analysis or Plan of Operations

The following discussion and analysis should be read in conjunction with the accompanying consolidated financial statements and notes thereto as of and for the years ended December 31, 2024, 2023 and 2022, which form part of this Report.

The Company does not expect any significant change in the number of its employees for the next twelve (12) months.

***Results of Operations***

**For the Years Ended December 31, 2024 vs. 2023**

Revenue from petroleum operations in 2024, which amounted to US$3.11 million, slightly increased by 3% from US$3.02 million in 2023. Galoc field's sale of crude oil volume for 2024 was 498,168 barrels which was slightly higher than the total sale of 475,183 barrels in 2023, which was mainly due to timing difference in shipment. Meanwhile, average price per barrel sold slightly decreased to US$79.05 in 2024 as compared to US$80.47 in 2023.

Petroleum production costs totaled US$2.30 million and US$1.95 million in 2024 and 2023, respectively. These production costs mainly include floating, production, storage and offloading (FPSO) charges, field/platform operation costs, management and technical fees, helicopter services, insurance expenses, marketing fees, repairs and maintenance and other general and administrative expenses of the Galoc consortium. These also include the cost of beginning inventory, net of ending.

Depletion and depreciation totaled US$0.37 million, which slightly decreased from US$0.44 million in 2023 due to lower volume of crude oil production. The estimated remaining proved and probable oil reserves totaled 0.40 million and 0.89 million barrels for Galoc oil field as of December 31, 2024 and 2023, respectively.

The Group has a foreign exchange (FX) exposure associated with fluctuations in the value of the Philippine Peso against the U.S. Dollar. The unfavorable closing rate of the peso from PhP55.57 to a dollar in December 2023 to PhP58.01 to a dollar in December 2024 resulted in a FX loss of around US$1.57 million in 2024. Meanwhile, the appreciation of the peso from PhP56.12 to a dollar in December 2022 to PhP55.57 to a dollar in December 2023 resulted in a FX gain of US$0.38 million in 2023. The FX exposure mainly resulted to the translated peso-denominated monetary assets and liabilities.

Interest and dividend income held steady at US$4.23 million in 2024 from US$4.15 million in 2023. This comprised of dividend received from investment in equity instruments at fair value through other comprehensive income and interest received from debt instruments at amortized cost and money market placements.

**<u>For the Years Ended December 31, 2023 vs. 2022</u>**

Revenue from petroleum operations in 2023, which amounted to US$3.02 million, decreased by 16% from US$3.61 million in 2022. The decrease in crude oil prices mainly led to the decrease in petroleum revenue. Average price per barrel decreased to US$80.47 in 2023 as compared to US$95.34 in 2022. The drop in oil prices were affected by the slow demand growth brought by inflation, interest rate hikes, and significant increase in global supply from US, Guyana and Brazil. This was despite threats of supply disruptions brought by the Ukraine- Russia War, Israel- Hamas conflict and multiple supply cuts from the OPEC+.

Petroleum production costs totaled US$1.95 million and US$1.63 million in 2023 and 2022, respectively. These production costs mainly include floating, production, storage and offloading (FPSO) charges, field/platform operation costs, management and technical fees, helicopter services, insurance expenses, marketing fees, repairs and maintenance and other general and administrative expenses of the Galoc consortium.

Depletion, depreciation and amortization totaled US$0.44 million, which slightly decreased from US$0.49 million in 2022 due to lower volume of crude oil production. The estimated remaining proved and probable oil reserves totaled 0.89 million and 1.43 million barrels for Galoc oil field as of December 31, 2023 and 2022, respectively.

The Group has a foreign exchange (FX) exposure associated with fluctuations in the value of the Philippine Peso against the U.S. Dollar. The favorable closing rate of the peso from PhP56.12 to a dollar in December 2022 to PhP55.57 to a dollar in December 2023 resulted in a FX gain of around US$0.38 million in 2023. Meanwhile, the depreciation of the peso from PhP50.77 to a dollar in December 2021 to PhP56.12 to a dollar in December 2022 resulted in a FX loss of US$3.40 million in 2022. The FX exposure mainly resulted to the translated peso-denominated monetary assets and liabilities.

Interest and dividend income reached US$4.15 million in 2023 from US$3.75 million in 2022 mainly due to higher interest rates on peso and dollar placements ranging from

3.40% p.a. to 6.38% p.a. during 2023 as against same period last year of 0.10% p.a. to 5.50% p.a. This comprised of interest received from investment in equity instruments at fair value through other comprehensive income, debt instruments at amortized cost and money market placements.

**For the Years Ended December 31, 2022 vs. 2021**

Revenue from petroleum operations in 2022, which amounted to US$3.61 million, increased by 3% from US$3.51 million in 2021. The upswing in crude oil prices mainly led to the increase in petroleum revenue. Average price per barrel increased to US$95.34 in 2022 as compared to US$69.51 in 2021. The surge in oil price was brought by recovering global demand.

Petroleum production costs totaled US$1.63 million and US$2.26 million in 2022 and 2021, respectively. Bulk of the decrease in cost of petroleum operations is the cost of petroleum inventories charged against the expense, which amounted to US$0.60 million and US$0.12 million in 2022 and 2021, respectively. These production costs mainly include floating, production, storage and offloading (FPSO) charges, field/platform operation costs, management and technical fees, helicopter services, insurance expenses, marketing fees, repairs and maintenance and other general and administrative expenses of the consortia.

Depletion, depreciation and amortization totaled US$0.49 million, which slightly decreased from US$0.73 million in 2021 due to lower volume of crude oil production. The estimated remaining proved and probable oil reserves totaled 1.43 million and 2.06 million barrels for Galoc oil field as of December 31, 2022 and 2021, respectively.

The Group has a foreign exchange (FX) exposure associated with fluctuations in the value of the Philippine Peso against the U.S. Dollar. The FX loss of US$3.40 million in 2022 from FX loss of US$1.89 million in 2021 was mainly driven by the depreciation or unfavorable movement of Philippine Peso against U.S. Dollar in respect mainly to translated peso-denominated monetary assets and liabilities.

Interest, dividend and other income reached US$3.75 million in 2022 from US$3.68 million in 2021. This comprised of interest received from investment in equity instruments at fair value through other comprehensive income, debt instruments at amortized cost and money market placements.

***Financial Position***

***As at December 31, 2024 vs. 2023***

The Company's consolidated assets at the end of 2024, which amounted to US$90.30 million, was slightly higher by US$0.47 million compared to US$89.83 million as at December 31, 2023 mainly due to cash and cash equivalents of US$22.91 million, which increased from US$17.19 million as of the end of 2023. The increase was due to net receipts from Galoc petroleum operations and investment income.

The increase in cash and cash equivalents was partly offset by the decrease in the following accounts:

- Inventory of US$0.64 million was lower compared to US$0.98 million in 2023

- Equity instruments at fair value through other comprehensive income amounted to US$18.31 million, lower than last year's US$21.21 million due to the redemption of called preferred shares by the issuing company.
- Debt instruments at amortized cost totaled US$35.24 million, 4% lower than last year's US$36.82 million due to redemption of matured bonds, offset by the acquisition of additional investments made during the year, and conversion of these peso-denominated bonds at closing rate at the year ended.
- Consolidated property and equipment amounted to US$10.88 million, slightly lower as compared to last year's US$11.32 million due to continuous depletion and depreciation charges.

Accounts and other payables of US$0.95 million was higher compared to US$0.87 million mainly due to outstanding payable from dividend declaration.

Reserve for changes in value of equity instruments at fair value through other comprehensive income account had negative reserve of US$5.07 million due to changes in market value of investments in listed preferred shares, adjusted by closing foreign exchange rate at the end of the reporting period.

***As at December 31, 2023 vs. 2022***

The Company's consolidated assets at the end of 2023, which amounted to US$89.83 million, was slightly higher by 2% or US$1.52 million compared to US$88.31 million as at December 31, 2022 due to the following movements:

- Cash and cash equivalents of US$17.19 million as of this reporting period slightly increased from US$16.37 million as of the end of 2022. The increase was due to receipts from petroleum operations and investment income, offset by acquisition of additional investments in bonds and equities, classified as debt instruments at amortized cost and equity instruments at fair value through other comprehensive income.
- Receivables of US$0.63 million was higher compared to US$0.39 million in 2022 mainly due to awaiting collection of income from dividends.
- Debt instruments at amortized cost totaled US$36.82 million, 20% higher than last year's US$30.61 million due to acquisition of additional investments in bonds made during the year.

The above-mentioned increase in assets was partly offset by the decrease in the following accounts:

- Equity instruments at fair value through other comprehensive income amounted to US$21.21 million, lower than last year's US$26.62 million due to the redemption of preferred shares by the issuing company, offset by the acquisition of additional investments in equities made during the year.
- Consolidated property and equipment amounted to US$11.32 million, slightly lower as compared to last year's US$11.75 million due to continuous depletion and depreciation charges.

Accounts and other payables of US$0.87 million was higher compared to US$0.62 million due to outstanding payable from dividend declaration.

Pension liability increased to US$0.10 million from US$0.03 million due to pension expense recognized during the year. In 2022, the Company made contributions to the retirement fund asset.

Reserve for changes in value of equity instruments at fair value through other comprehensive income account had further negative reserve of US$5.39 million due to changes in market value of investments in listed preferred shares, adjusted by closing foreign exchange rate at the end of the reporting period.

***As at December 31, 2022 vs. 2021***

The Company's consolidated assets at the end of 2022, which amounted to US$88.31 million, is 7% lower than last year's US$94.79 million due to the following movements:

- Equity instruments at fair value through other comprehensive income amounted to US$26.62 million, lower than last year's US$31.94 million attributable to the changes in the market value of investments and foreign currency rates.

- Debt instruments at amortized cost totaled US$30.61 million at the end of 2022, lower than last year's US$31.15 million due to revaluation of these peso denominated bonds at closing rate at the year ended, partially offset by additional acquisitions of investments in bonds made during the year.

- Consolidated property and equipment for the year 2022 amounted to US$11.75 million, lower as compared to last year's US$12.18 million mainly due to depletion and depreciation expenses.

The above-mentioned reductions in assets were partly offset by the increase in the following:

- Cash and cash equivalents slightly increased to US$16.37 million at the end of 2022 compared from US$16.00 million in 2021 due to receipts from petroleum operations and investments income, offset by acquisition of bonds and contributions made to the retirement fund asset.

- Crude oil inventory of US$0.91 million increased from US$0.31 million in 2021. This represents the share in the crude oil already produced and in storage but has yet to be delivered to the customers. The increase was due to higher crude oil volume in tank and storage and average crude oil prices of US$87 per barrel in 2022 against US$73 per barrel in 2021.

Accounts and other payables at the end of the year amounted to US$0.62 million, higher than last year's US$0.56 million mainly due to outstanding payable from dividend declaration.

Pension liability decreased to US$0.03 million from US$0.64 million due to contributions made to the retirement fund asset.

Reserve for changes in value of equity instruments at fair value through other comprehensive income account decreased by US$4.84 million due to the decrease in market value of investments in preferred shares, adjusted by closing foreign exchange rate at the year ended.

The causes for material changes of December 31, 2024 figures as compared to December 31, 2023 figures of the following accounts are:

| Accounts | December 31, 2024 | December 31, 2023 | Change | % | Remarks |
|---|---|---|---|---|---|
| **Financial Position** | | | | | |
| Cash and cash equivalents | **$22,914,117** | $17,186,715 | $5,727,402 | 33% | Increase was due to net receipts from Galoc petroleum operations and investments income. |
| Equity instrument at fair value through other comprehensive income | **18,308,175** | 21,212,455 | (2,904,280) | (14%) | Decrease was due to redemption of called preferred shares by the issuing company. |
| Debt instruments at amortized cost | **35,243,734** | 36,818,345 | (1,574,611) | (4%) | Decrease was due to redemption of matured bonds, offset by the acquisition of additional investments made during the year, and conversion of these peso-denominated bonds at closing rate at the year ended. |
| Property and equipment | **10,882,575** | 11,318,748 | (436,173) | (4%) | Decrease was mainly due to continuous depletion and depreciation charges and adjustment in estimate of decommissioning liability. |
| Accounts and other payables | **954,076** | 856,009 | 98,067 | 11% | Increase was mainly due to outstanding payable from dividend declaration. |
| Reserve for changes in value of equity instruments at fair value through other comprehensive income | **(5,068,828)** | (5,392,197) | 323,369 | 6% | Negative reserve was due to the changes in market value of investments in listed preferred shares, adjusted by closing foreign exchange rate at the end of the reporting period. |
| **Income Statement** | | | | | |
| Revenue from petroleum operations | **3,106,984** | 3,020,421 | 86,563 | 3% | The slight increase was due to higher volume of crude oil sold of 498K barrels in 2024 vs. 475K barrels in 2023. This was due to timing difference in shipment. Meanwhile, average price per barrel sold slightly decreased to US$79.05 in 2024 as compared to US$80.47 in 2023. |
| Petroleum production costs | **2,295,545** | 1,946,240 | 349,305 | 18% | These costs mainly include FPSO charges, field/platform operation costs and management and technical fees of the Consortium. These also include the cost of |

| Accounts | December 31, 2024 | December 31, 2023 | Change | % | Remarks |
|---|---|---|---|---|---|
| | | | | | beginning inventory, net of ending. |
| Foreign exchange gain (loss) | **(1,574,905)** | 375,774 | (1,950,679) | (519%) | This movement was due to conversion/revaluation of peso-denominated monetary assets and liabilities driven by movements of the Philippine Peso against U.S. Dollar (exchange rate of PhP58.01 in 2024 from PhP55.57 in 2023 and PhP56.12 in 2022). |
| Interest and dividend income | **4,234,205** | 4,153,130 | 81,075 | 2% | This comprised of dividend received from peso-denominated investments in equity instruments at FVOCI and interest received from debt instruments and money market placements. |

### *Key Financial Indicators*

| | **2024** | 2023 | 2022 |
|---|---|---|---|
| Revenue from Petroleum Operations | **$3,106,984** | $3,020,421 | $3,614,375 |
| Petroleum Production Costs | **2,295,546** | 1,946,240 | 1,634,386 |
| Interest and Dividend Income | **4,234,205** | 4,153,130 | 3,749,000 |
| Core income (before FX gain/loss and taxes) | **3,895,005** | 3,914,429 | 4,513,861 |
| Foreign exchange gain (loss) - net | **(1,574,905)** | 375,774 | (3,399,246) |
| Net income | **$1,689,157** | $3,896,582 | $747,251 |

The exchange rates used to convert the Group's Philippine Peso-denominated assets and liabilities into US Dollar:

| | **2024** | 2023 | 2022 |
|---|---|---|---|
| US dollar-Philippine peso exchange rate | **PhP58.014 to US$1.00** | PhP55.567 to US$1.00 | PhP56.120 to US$1.00 |

| | 2024 | 2023 | 2022 |
|---|---|---|---|
| Current Ratio | **30:1** | 29:1 | 28:1 |
| Acid Test Ratio | **29:1** | 28:1 | 27:1 |
| Debt-to-Equity Ratio | | **Not Applicable** | |
| Asset-to-Equity Ratio | **1.04:1** | 1.04:1 | 1.03:1 |
| Interest Rate Coverage | | **Not Applicable** | |
| Return on Equity | **1.94%** | 4.52% | 0.84% |
| Return on Assets | **1.88%** | 4.37% | 0.82% |
| Gross Profit Margin | **14.13%** | 21.08% | 41.31% |
| Net Working Capital Ratio | **0.31:1** | 0.27:1 | 0.19:1 |

*Figures are based on Audited Financial Statements. The manner in which the Group calculates the above indicators is as follows:*

- *Current ratios are computed by dividing current assets over current liabilities.*
- *Acid test ratios are computed by dividing current assets less inventory and prepayments over current liabilities.*
- *Percentage of debt to equity resulted from dividing total borrowings (short-term & long-term borrowings) over stockholder's equity.*
- *Percentage of asset to equity resulted from dividing total assets over total stockholder's equity.*
- *Return on equity percentage pertains to net income over average total stockholder's equity.*
- *Return on assets percentage is computed by dividing net income over average total assets.*
- *Gross profit margins are computed by dividing gross income over total revenues.*
- *Net working capital ratios are derived at by getting the difference of current assets and current liabilities divided by total assets.*

I. The Company has no knowledge of any events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

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

III. There are no significant Capital expenditures during the reporting period.

IV. There are no significant elements of income or loss that did not arise from the Company's continuing operations.

V. There are no seasonal aspects that had a material effect on the Company's financial condition or results of operation.

**Item 7. Consolidated Financial Statements**

The Audited Consolidated Financial Statements and Schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules are filed as part of this report.

**Item 8. Information on Independent Accountants and Other Related Matter**

**A. External Audit Fees and Services**

**<u>Audit and Audit-related Fees</u>**

The Company's independent public accountant is the accounting firm of Sycip Gorres Velayo & Co. The current handling partner of SGV & Co. commenced last 2023 reporting period and is expected to be rotated every five (5) years. The following table sets out the aggregate fees billed to the Company for each of the last three (3) years for professional services rendered by SyCip Gorres Velayo & Co.

| | **2024** | 2023 | 2022 |
|---|---|---|---|
| **Audit and Audit-related fees*** | | | |
| Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements | US$10,811 or PhP627,200 | US$10,279 or PhP571,200 | US$9,240 or PhP518,560 |

**(inclusive of out-of-pocket expenses and VAT)*

**The audit committee's approval policies and procedures for the services rendered by the external auditors**

The stockholders of the Company elect the external auditor during the Annual Stockholders Meeting. The Audit Committee ensures that other non-audit work provided by the external auditors is not in conflict with their functions as external auditors and ensures the compliance of the Company with acceptable auditing and accounting standards and regulations.

**B. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There were no changes in nor disagreements with accountants on accounting and financial disclosure as of the year ended December 31, 2024.

## PART III – CONTROL AND COMPENSATION INFORMATION

### Item 9. Directors and Executive Officers of the Registrant

As of December 31, 2024, the names and ages of directors and executive officers of the Company are as follows:

**Directors**

| **Position** | **Name** | **Age** | **Citizenship** |
|---|---|---|---|
| Director, Chairman and Chief Executive Officer | James L. Go | 85 | Filipino |
| Director, President and Chief Operating Officer | Robert G. Coyiuto, Jr. | 73 | Filipino |
| Director | Lance Y. Gokongwei | 58 | Filipino |
| Director | Brian M. Go | 51 | Filipino |
| Director and Assistant Corporate Secretary | Perry L. Pe | 63 | Filipino |
| Director | James G. Coyiuto | 71 | Filipino |
| Director | Benedicto T. Coyiuto | 46 | Filipino |
| Director | Josephine V. Barcelon | 65 | Filipino |

| Position | Name | Age | Citizenship |
|---|---|---|---|
| Director | Jose Victor Emmanuel A. De Dios | 60 | Filipino |
| Independent Director | Jose M. Layug, Jr. | 54 | Filipino |
| Independent Director | Emmanuel C. Alcantara | 71 | Filipino |

**Executive Officers**

| Position | Name | Age | Citizenship |
|---|---|---|---|
| Finance Adviser | Aldrich T. Javellana | 51 | Filipino |
| Chief Financial, Compliance and Investors' Relation Officer | Ma. Riana Infante | 44 | Filipino |
| Treasurer | Teodora N. Santiago | 58 | Filipino |
| Vice President - Operations | Roy Ronald C. Luis | 53 | Filipino |
| Corporate Secretary and Corporate Information Officer | Vicente O. Caoile, Jr. | 52 | Filipino |

The Company's independent directors are Messrs. Jose M. Layug, Jr. and Emmanuel C. Alcantara. They have possessed the qualifications of independent directors as set forth in the SRC Rule 38 – Independent Director, since the time of their initial election.

The Directors of the Company are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified.

Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of the Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until successor shall have been elected, appointed or shall have qualified.

The following directors of the Corporation are expected to be nominated by management for re-election / election this year.

The independent directors of the Company are elected according to SRC Rule 38 – *Independent Directors.*

A brief discussion of the directors' and executive officers' business experience and other directorships held in other reporting companies are as follows:

***Directors***

1. ***James L. Go,*** 85, is the Chairman and Chief Executive Officer of the Company. He is also the Chairman of JG Summit Holdings, Inc., the Vice Chairman of Robinsons Retail Holdings, Inc., and a Board Advisor of Cebu Air, Inc. He is the Chairman Emeritus of Universal Robina Corporation, Robinsons Land Corporation and JG Summit Olefins Corporation. He is also the President and Trustee of the Gokongwei Brothers Foundation, Inc. He has been a Director of PLDT, Inc. since November 3, 2011, and is an Advisor to

the Audit Committee and a member of the Technology Strategy and Risk Committees. He was elected a Director of Manila Electric Company on December 16, 2013, and is a member of the Executive, Finance, Nomination and Governance, Audit, Risk Management, and Related Party Transactions Committees. Mr. James L. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.

2. ***Robert Coyiuto, Jr.,*** 73**,** is the President, Chief Operating Officer and Director of the Company. He is also the Chairman of the Board of Prudential Guarantee & Assurance, Inc. and PGA Sompo Japan Insurance, Inc. and the Sole Importer and Distributor of Audi, Porsche, Lamborghini and Bentley. He holds the positions of Chairman and President of Calaca High Power Corporation and Pacifica 21 Holdings, Inc., Vice Chairman of National Grid Corporation of the Philippines, and First Life Financial Co., Inc., Director of Petrogen Insurance Corporation, and Independent Director of Canon (Philippines) Inc. He is a Nominee of R. Coyiuto Securities, Inc. He has a Bachelor of Science degree in Commerce from the San Beda College.

3. ***Lance Y. Gokongwei,*** 58, has been a Director of the Company since 1994. He is the President and Chief Executive Officer, and Executive Director of JG Summit Holdings, Inc. since May 14, 2018. He is the Chairman of Cebu Air, Inc., Universal Robina Corporation, and JG Summit Olefins Corporation. Effective February 1, 2025, he assumed the role of Chairman of Robinsons Land Corporation and, as of January 1, 2025, serves as a Board Adviser of Robinsons Retail Holdings, Inc. He is a Director and Vice Chairman of Manila Electric Company, Vice Chairman of Maxicare Corporation and a member of the Advisory Council of Bank of the Philippine Islands since April 2023. He is also a Director of RL Commercial REIT, Inc., Altus Property Ventures, Inc., Singapore Land Group Limited, Shakey's Asia Pizza Ventures, Inc., AB Capital and Investment Corporation, and SP New Energy Corporation. He is a Trustee and the Chairman of the Gokongwei Brothers Foundation, Inc. He holds a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.

4. ***Brian M. Go,*** 51, has been a Director of the Company since 2020. He is the Chief Finance and Risk Officer of JG Summit Holdings, Inc. since July 1, 2021. He is also a Director of JG Digital Equity Ventures, Inc., and a Board Director of Maxicare Healthcare Corporation, Maxicare Life Insurance Inc., Maxicare Health Services Inc. and Luzon International Premiere Airport Development (LIPAD). Brian started his career in New York City with Booz Allen Hamilton in the Financial Services practice, before returning to Manila working initially at DTPI (Digitel/Sun Cellular) in Corporate Planning, and later as Managing Director of the Datacom business. He worked in China from 2003 to 2013, serving as Finance Director, then Chief Financial Officer, of Ding Feng Real Estate (DFRE) group of companies. From 2007, he concurrently assumed the General Manager role for URC China, and was later General Manager for URC Malaysia/Singapore, before becoming Vice President for URC's International Trading Operations based in Singapore. Brian graduated from Harvard College in 1996. He completed an Executive MBA with Kellogg-HKUST in 2007 and is a CFA charterholder.

5. ***Perry L. Pe,*** 63, has been the Assistant Corporate Secretary of the Company since 1994 and a Director since 1995. He is also a Senior Partner of Romulo, Mabanta, Buenaventura, Sayoc, and Delos Angeles; Director of Ace Saatchi & Saatchi and AG&P Manila; and President and CEO of AGP Philippines Holdings I, Inc. He serves as Honorary Consul General of Denmark to the Philippines, Cebu Office.

6. ***James G. Coyiuto,*** 71, has been a Director of the Company since 2005. He is also a Director of Prudential Guarantee and Assurance, Inc., Guarantee Development Corporation and PGA, Sompo Japan Insurance Inc.

7. ***Benedicto T. Coyiuto***, 46, has been a Director of the Company since 2013. He is the President of PGA Cars, Inc. and also a Director of PGA Sompo Japan Insurance, Inc. He is the son of Mr. Robert Coyiuto, Jr.

8. ***Josephine V. Barcelon,*** 65, has been a Director of the Company since 2014. She is the President / Nominee of J.M. Barcelon & Co., Inc., Holdings Company and Chief Executive Officer of the Barcelon Group of Companies.

9. ***Jose Victor Emmanuel A. De Dios,*** 60*,* has been a Director of the Company since 2020. He is the President, Chief Executive Officer and a Member of the Board of Manila Water Company, Inc. He also serves as the Chairman of Boracay Island Water Company, Inc., Clark Water Company, Inc., and Manila Water Total Solutions Corp. He is also the President of the Manila Water Foundation, Inc., Vice-President of Laguna AAAWater Corporation, and Director of Manila Water Asia Pacific Pte. Ltd. He was also elected as a Trustee of the Philippine Disaster Resilience Foundation, Inc. and sits on the board of Phoenix Petroleum Philippines, Inc. Prior to joining Manila Water, he was Chief Executive Officer of Prime BMD Corporation. He previously served as Undersecretary at the Philippine Department of Energy, Chairman of the Philippine National Oil Company-Exploration Corp, CEO/Managing Director of Nido Petroleum Ltd and, Chairman and CEO of GE Philippines. He graduated from the Ateneo School of Law and obtained his Master of Laws degree from Harvard Law School.

10. ***Jose M. Layug, Jr.***, 54, has been a Director of the Company since 2022. He is a Senior Partner of DivinaLaw Offices and also a Director of the Philippine Energy Research & Policy Institute. He previously served as Dean of the University of Makati School of Law and also taught Philippine Project Development and Finance, Property, Administrative Law and Sales to law students since 2002 at the UP College of Law and the University of Makati School of Law. He served as the Chairman of the National Renewable Energy Board from 2016-2018. He was also the Undersecretary of the Department of Energy (DOE) from 2010-2012 and handled various units of the DOE, including the Renewable Energy Management Bureau, Energy Resources Development Bureau, Energy Utilization Management Bureau and Oil Industry Management Bureau. Prior to his DOE position, he was a Senior Counsel for the Negotiations and Legal Department of the Australian Strategic Business Unit of Chevron Corporation and served as the Malampaya Legal Manager of Chevron Malampaya LLC located in Manila, Philippines from 2007-2010. Before joining Chevron, he acted as an international legal consultant of the Asian Development Bank and was a Senior Associate at SyCip Salazar Hernandez & Gatmaitan from 1996-2006. From 2000-2002, he worked as a Foreign Lawyer at Sullivan & Cromwell in New York, USA. He obtained his Bachelor of Science in Business Economics with cum laude honours in 1992 and his Bachelor of Laws (1996) from the University of the Philippines. He finished his Master of Laws degree with honours in 2000 (fall semester) from Cornell Law School in New York, USA. He is licensed to practice law both in the Philippines (since 1997) and in New York (since 2000) having passed both Philippine and New York State bar examinations. He is a member of the International Bar Association, Integrated Bar of the Philippines, the Association of the Bar of the City of New York and the Cornell Law School Young Alumni Committee.

11. ***Emmanuel C. Alcantara,*** 71, has been a Director of the Company since 2022. He is the former Head of the Tax Services Group, General Counsel and Market Circle Leader of Sycip Gorres Velayo & Co. (SGV & Co.), where he has been a Tax Principal for 24 years.

His expertise lies in general tax advisory, cross-border transactions, transfer pricing, corporate organization and reorganization, individual and corporate tax planning, and tax advocacy works. He was with SGV & Co. for 33 years (1981 to 2014). In 2011, he was named as one of the world's leading tax professionals in the newly published Guide to the World's Leading Tax Advisors and, in 2012 he was named by the Legal Media Group Inc. as one of the leading lawyers in Asia Pacific in the field of taxation. After retiring from SGV & Co. in 2014, he set up his own law office, Emmanuel C Alcantara & Associates Law Offices, specializing in tax and corporate works. He graduated with a Bachelor of Science degree in Business Administration, Major in Accounting from the University of the East in 1974 and accomplished his Bachelor of Laws degree from the San Beda College of Law in 1979. He also completed the Management Development Program of the Asian Institute of Management in 1989. In 2008, he participated in the EY Executive Program at the Kellogg School of Management in Northwestern University. Currently, he is also an Independent Director of several domestic corporations engaged in various industries and commercial activities.

***Executive Officers***

1. ***Aldrich T. Javellana***, 51, is a Finance Adviser of the Company since 2016. He is the Senior Vice President and Treasurer of JG Summit Holdings, Inc. He was appointed Senior Vice President on October 2, 2017 and has been Vice President - Treasurer of JGSHI since January 2, 2012. He is also currently an Adviser to the Board of Directors of Maxicare Life Insurance Corp. (2023 to present), and holds directorships at Liontide Holdings, Inc. (2023 to present) and JG Digital Capital Pte Ltd (2024). Prior to joining JGSHI in 2003, he worked in Corporate Finance with CLSA Exchange Capital. He graduated from De La Salle University with a degree in BS Accountancy, is a Certified Public Accountant and is a CFA charterholder.

2. ***Ma. Riana C. Infante***, 44, is the Chief Financial, Compliance and Investors' Relation Officer of the Company. She has been Chief Financial and Compliance Officer since February 16, 2016 and was appointed Investors' Relation Officer on May 27, 2024. She joined the Company in 2004 as an Accounting Manager. She is a Certified Public Accountant.

3. ***Teodora N. Santiago***, 58, is the Treasurer of the Company since September 20, 2019. She is also currently the Head - Offshore and Short-Term Investments under Corporate Treasury of JG Summit Holdings Inc. Prior to joining JGSHI in 2005, she worked as Treasury Manager in Astoria Group and Treasury and Administration Manager in Del Monte Fresh Produce Phils., Inc. She graduated from University of Santo Tomas with a degree in BS Accountancy.

4. ***Roy Ronald C. Luis*, **53, was appointed as Vice President for Operations on June 1, 2024. He joined the Company in 2019 as Director for Operations and Business Development. He is a licensed Geologist and an Accredited Competent Person in Geology by the Geological Society of the Philippines. He has a Master's Degree in Business Administration and a Master's Degree in Geology, both from the University of the Philippines.

5. ***Vicente O. Caoile, Jr.***, 52, is the Corporate Secretary and Corporate Information Officer of the Company. He has been the Corporate Secreatry since October 1, 2018 and was appointed Corporate Information Officer on May 27, 2024. He is the Managing Partner of Adarlo Caoile & Associates Law Offices (ACALaw). He is also the Corporate Secretary of PGA Cars, Inc., PGA Automobile, Inc., Autoextreme Performance, Inc., and Automaxx Resources, Inc. He holds a Juris Doctor, second honors, from Ateneo de Manila University

and Bachelor of Science in Commerce, Major in Legal Management from De La Salle University Manila.

**Significant Employees**

There are no persons who are not executive officers of the Corporation who are expected by the Corporation to make significant contribution to the business.

**Involvement in Certain Legal Proceedings of Directors and Executive Officers**

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

**Family Relationships**

1. Mr. James L. Go is the uncle of Mr. Lance Y. Gokongwei.
2. Mr. Brian M. Go is the son of Mr. James L. Go and cousin of Mr. Lance Y. Gokongwei.
3. Mr. Benedicto T. Coyiuto is the son of Mr. Robert G. Coyiuto, Jr.
4. Mr. Robert G. Coyiuto, Jr. is the brother of Mr. James G. Coyiuto.

**Item 10. Executive Compensation**

The aggregate compensation given to officers and directors of the Company for the last 2 years and projected for the ensuing year (2024) are as follows:

| | **PROJECTED (2025)** | | | | **ACTUAL** | |
|---|---|---|---|---|---|---|
| | **Salary** | **Bonus** | **Directors' Fee** | **Total** | **2024** | **2023** |
| CEO and Four (4) most highly compensated executive officers | $318,805 | $- | $6,294 | $325,099 | $309,618 | $292,035 |
| All other officers and directors as a group unnamed | 358,250 | - | 34,615 | 392,865 | 375,354 | 360,454 |

In 2024, the following constitute the Company's CEO and four most highly compensated executive officers:

1. Mr. James L. Go is the Chairman and Chief Executive Officer
2. Mr. Robert G. Coyiuto, Jr. is the President and Chief Operating Officer
3. Mr. Aldrich T. Javellana is a Finance Adviser
4. Ms. Ma. Riana C. Infante is the Chief Financial, Compliance and Investors' Relation Officer
5. Mr. Roy Ronald C. Luis is the Vice President-Operations

*Standard Arrangements*

Other than payment of reasonable per diem, there are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed year and ensuing year.

*Other Arrangements*

There are no other arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed year and ensuing year.

*Terms and Conditions of any Employment Contract or any Compensatory Plan or Arrangement between the Company and the Executive Officers*

None.

*Outstanding Warrants or Opinions Held by the Company's CEO, the Executive Officer and Directors*

None.

**Item 11. Security Ownership of Certain Record and Beneficial Owners and Management**

As of December 31, 2024, the Company is not aware of anyone who beneficially owns in excess of 5% of the Company's common stock except as set forth in the table below.

**1. Security Ownership of Certain Record and Beneficial Owners**

| Class | Name and Address Record/ Beneficial Owner | Amount and Nature of Ownership (Record and/or beneficial ownership) | | Citizenship | % to Total |
|---|---|---|---|---|---|
| Common | PCD Nominee Corporation[a]<br>Old Makati Stock Exchange Bldg.<br>Ayala Avenue, Makati City | 94,226,717,804 | Record | Filipino | 47.11% |
| Common | JG Summit Capital Services Corp[b]<br>43rd Floor, Robinsons-PCI Bank,<br>ADB Ave., corner Poveda Rd.<br>Ortigas Center Pasig City | 37,051,952,896 | Record | Filipino | 18.53% |
| Common | R. Coyiuto Securities, Inc.[c]<br>5th Flr., Corinthian Plaza<br>Paseo de Roxas, Makati City | 21,611,641,422 | Record | Filipino | 10.81% |
| Common | Prudential Guarantee & Assurance Inc.[d]<br>119C Palanca St. Legaspi Village,<br>Makati City | 12,892,285,272 | Record | Filipino | 6.45% |

Notes:

a. PCD Nominee Corporation, a wholly owned subsidiary of Philippine Central Depository, Inc. ("PCDI"), is the registered owner of the shares in the books of the Company's transfer agents in the Philippines. The beneficial owners of such shares are PCDI's participants, who hold the shares on their behalf, and their clients. PCDI is a private company organized by the major institutions actively participating in the Philippine capital markets to implement an automated book-entry system of handling securities transactions in the Philippines.

b. JG Summit Capital Services Corp (formerly Consolidated Robina Capital Corporation) is a 100% subsidiary of JG Summit Holdings, Inc. OPMC and JGSHI share the following common directors: Mr. James L. Go and Mr. Lance Gokongwei.
   - Any one of the following directors of the Company is authorized to vote: Messrs., James Go, Lance Gokongwei.
   - Indirect ownership of Mr. James Go is 2 shares and Mr. Lance Gokongwei is 3 shares.

c. R. Coyiuto Securities, Inc. is majority-owned by Mrs. Rosie Coyiuto, wife of Mr. Robert Coyiuto, Jr. Mr. Coyiuto is the President and COO of OPMC.
   - Any one of the following is authorized to vote: Ms. Rosie Coyiuto, Messrs. Samuel Coyiuto, and James Coyiuto.
   - There are no participants in the above corporation who hold more than 5% of OPMC's outstanding capital stock.

d. Prudential Guarantee & Assurance, Inc. is majority-owned by Coyiuto Brothers.
   - Mr. Robert Coyiuto, Jr. is authorized to vote.

## 2. Security Ownership of Management as of December 31, 2024

| Class | Name of Beneficial Owner | Position | Amount and Nature of Beneficial Ownership (Direct) | | | % to Total | Citizenship |
|---|---|---|---|---|---|---|---|
| | | | Class A | Class B | Total | | |
| **A.** | **Named Executive Officers [1]** | | | | | | |
| Common | James L. Go* | Chairman and CEO | 2,511,000,001 | – | 2,511,000,001 | 1.2555% | Filipino |
| Common | Robert G. Coyiuto, Jr.* | Director, President and COO | 423,977,301 | 141,687,685 | 565,664,986 | 0.2828% | Filipino |
| | | *Sub-total* | 2,934,977,302 | 141,687,685 | 3,076,664,987 | 1.5383% | |
| **B.** | **Other Directors and Executive Officers** | | | | | | |
| Common | Lance Y. Gokongwei | Director | 17,835 | – | 17,835 | ** | Filipino |
| Common | Brian M. Go | Director | 1 | – | 1 | ** | Filipino |
| Common | Perry L. Pe | Director and Asst. Corporate Secretary | 513,621 | – | 513,621 | 0.0003% | Filipino |
| Common | James G. Coyiuto | Director | 1 | – | 1 | ** | Filipino |
| Common | Benedicto T. Coyiuto | Director | 10,000 | – | 10,000 | ** | Filipino |
| Common | Jose Victor Emmanuel A. De Dios | Director | 1 | – | 1 | ** | Filipino |
| Common | Josephine V. Barcelon | Director | 100,000 | – | 100,000 | 0.0001% | Filipino |
| Common | Jose M. Layug, Jr. | Director | 1 | – | 1 | ** | Filipino |
| Common | Emmanuel C. Alcantara | Director | 1 | – | 1 | ** | Filipino |
| | | *Sub-total* | 641,461 | – | 641,461 | 0.0004% | |
| | **Total** | | 2,935,618,763 | 141,687,685 | 3,077,306,448 | 1.5387% | |

[1] Chief Executive Officer and one (1) among the four (4) most highly compensated executive officers as of December 31, 2024.
*Company's executive officers
**less than 0.0001%

The other Executive Officers of the Company have no beneficial ownership over any shares of the Company as of December 31, 2024, namely:

1. Aldrich T. Javellana - Finance Advisor
2. Ma. Riana C. Infante - Chief Financial Officer and Compliance Officer
3. Teodora N. Santiago - Treasurer
4. Roy Ronald C. Luis - Vice President, Operations
5. Vicente O. Caoile, Jr. - Corporate Secretary

## 3. Voting Trust holders of 5% or More

As of December 31, 2024, there are no persons holding more than 5% or a class under a voting trust or similar agreement.

## 4. Changes in Control

There has been no change in the control of the registrant since the beginning of its calendar year.

## Item 12. Certain Relationships and Related Transactions

A. Directors Disclosures on Self-Dealing and Related Party Transactions

There had been no material transactions during the last two years, nor is any material transaction presently proposed, to which the Company was or is to be a party, in which any director or executive officer of the Company or owner of more than 10% of the Company's voting securities, any relative or spouse of any such director or officer who shares the home of such director or executive officer or owner or more than 10% of the Company's voting securities, is involved.

No transaction, without proper disclosure, was undertaken by the Company in which any director or executive officer was involved or had a direct or indirect material interest. None of the Company's Directors have entered into self-dealing and related party transactions with or involving the Corporation in 2024.

Directors, officers and employees of the Corporation are required to promptly disclose any business or family-related transactions with the Corporation to ensure that potential conflicts of interest are surfaced and brought to the attention of management.

B. Related Party Transactions with Subsidiaries and Affiliates

Parties are 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; and the parties are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

Affiliates are related entities of the companies by virtue of common ownership and representation to management where significant influence is apparent.

The Company in the regular conduct of its business has entered into transactions with affiliates and other related parties principally consisting of leases. Under the policy of the Company and its subsidiaries, these transactions are made substantially on the same terms as with other individuals and businesses of comparable risks. The Company has not entered into any business transactions with any of its former senior management that will result to a more or less favorable terms that will have a material effect on the Company's financial position or financial performance.

As at December 31, 2024, the Company has an existing lease agreement with an affiliate covering the office space it occupies, which is renewable annually.

See Note 19 (Disclosure on Related Party Transactions) of the Notes to Consolidated Financial Statements filed as part of this report.

# PART IV. CORPORATE GOVERNANCE

## Item 13. Corporate Governance

The Board of Directors, officers, employees and stockholders of the Company believe that corporate governance is a necessary component of sound strategic business management and will therefore undertake every effort necessary to create awareness of and implement good corporate governance within the organization.

The Company upholds its commitment to doing business in accordance with good corporate governance and the highest ethical standards of always acting in good faith and in the best interest of all stakeholders. This is to assure the shareholders that the Company conducts its business with the highest level of integrity, transparency and accountability. This is embodied in its Articles of Incorporation, By-Laws, Revised Corporate Governance Manual and Code of Business Conduct.

The Company complies with corporate governance standards enshrined in the Securities and Exchange Commission's ("SEC") Code of Corporate Governance for Publicly-Listed Companies, among other SEC regulations and applicable laws. It likewise continuously seeks to improve and strengthen its corporate governance practices through policy engineering and implementation. Moreover, the Company consistently strives to raise its financial reporting standards by adopting and implementing prescribed Philippine Financial Reporting Standards (PFRSs).

To know more about the Company's corporate governance and compliance programs and initiatives, please refer to the Corporate Governance Section in the annexed Sustainability Report.

**Item 14. Sustainability Report**

Oriental Petroleum and Minerals Corporation has prepared its Sustainability Report covering the period January 1, 2024 to December 31, 2024. Please refer to the attached Sustainability Report.

**PART V. EXHIBITS AND SCHEDULES**

**Item 15. Exhibits and Reports on SEC Form 17-C**

**(a) Exhibits**

None.

**(b) Reports on SEC Form 17-C**

The following is a list of disclosures filed by Oriental Petroleum and Minerals Corporation under SEC Form 17-C during 2024:

| Date of Report | Item Reported / Description |
|---|---|
| February 1, 2024 | Change in Directors and/or Officers (Retirement of a Senior Officer) |
| March 12, 2024 | Material Information - Exploration Permit Applications (EXPA) No. 248-XIII in Libjo, Dinagat Islands converted to Exploration Permit (EP) |
| May 24, 2024 | Declaration of Cash Dividend |
| May 24, 2024 | Results of Annual Stockholders' Meeting |
| May 24, 2024 | Results of Organizational Meeting of Board of Directors |
| May 24, 2024 | Change in Directors and/or Officers (Election of an Officer) |

**SIGNATURES**

Pursuant to the requirements of Section 17 of the 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 CITY OF SAN JUAN on the APR 1 5 of 2025, 2025.

**ORIENTAL PETROLEUM AND MINERALS CORPORATION**
Issuer

By:

**James L. Go**
Chairman and Chief Executive Officer
Signed: April 14, 2025

**Robert Coyiuto, Jr.**
President and Chief Operating Officer
Signed: April 14, 2025

**Ma. Riana C. Infante**
Chief Financial, Compliance and Investors' Relation Officer
Signed: April 14, 2025

**Vicente O. Caoile, Jr.**
Corporate Secretary and Corporate Information Officer
Signed: April 14, 2025

Subscribed and sworn to before this APR 1 5 day of 2025 2025, affiants executed to me their CTC / government issued identification cards as follows:

| Names | Passport No. | Date of Issue |
|---|---|---|
| James L. Go | P2019464B | June 20, 2019 |
| Robert Coyiuto, Jr. | P7236639A | May 19, 2018 |
| Ma. Riana C. Infante | P0139536C | May 18, 2022 |
| Vicente O. Caoile, Jr. | P2148769B | May 14, 2019 |

**Notary Public**

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Series of 2025.

ATTY. NOEL JAMIDAN D. DIZON
NOTARY PUBLIC FOR SAN JUAN CITY, METRO MANILA
Appointment No. 013 (2025-2026)
Roll of Attorney No. 88354
IBP No. 494500; 01/02/2025; Quezon City
PTR No. 1920115; 01/03/2025; San Juan, M.M.
Admitted to the Bar on December 22, 2023
Suite 2501 Atlanta Centre, 31 Annapolis St. Greenhills, San Juan City

**ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES**
**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES**

# ORIENTAL PETROLEUM AND MINERALS CORPORATION

## STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR CONSOLIDATED FINANCIAL STATEMENTS

The management of **Oriental Petroleum and Minerals Corporation and Subsidiaries** is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2024, 2023 and 2022, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

**James L. Go**
Chairman of the Board and
Chief Executive Officer
Signed: April 14, 2025

**Robert Coyiuto, Jr.**
President and
Chief Operating Officer
Signed: April 14, 2025

**Ma. Riana C. Infante**
Chief Financial,
Compliance and
Investors' Relation Officer
Signed: April 14, 2025

APR 15 2025

Signed this 14th day of April 2025

APR 15 2025

SUBSCRIBED AND SWORN to before this ___ day of ____ 2025 affiants executed to me their respective Passport as follows:

| Name | Government ID No. | Date of Issue | Place of Issue |
|---|---|---|---|
| James L. Go | P2019464B | June 20, 2019 | DFA NCR Central |
| Robert Coyiuto, Jr. | P7236639A | May 19, 2018 | DFA Manila |
| Ma. Riana C. Infante | P0139536C | May 18,2022 | DFA Manila |

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Series of 2025.

**Notary Public**

ATTY. NOEL JEDIDIAH D. DIZON
NOTARY PUBLIC FOR SAN JUAN CITY, METRO MANILA
Appointment No. 013 (2025-2026)
Roll of Attorney No. 88354
IBP No. 494900; 01/02/2025; Quezon City
PTR No. 1820115; 01/03/2025; San Juan, M.M.
Admitted to the Bar on December 22, 2023
Suite 2501 Atlanta Centre, 31 Annapolis St. Greenhills, San Juan City

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
sgv.ph

# INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
Oriental Petroleum and Minerals Corporation
34th Floor, Robinsons Equitable Tower
ADB Avenue, Ortigas Center, Pasig City

## Report on the Audit of the Financial Statements

### Opinion

We have audited the consolidated financial statements of Oriental Petroleum and Minerals Corporation and its Subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2024, and notes to the consolidated financial statements, including material accounting policy information.

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

### Basis for Opinion

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

### Key Audit Matters

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

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

*Impairment Testing of Wells, Platforms and Other Facilities*

As of December 31, 2024, the carrying value of the Group's wells, platforms and other facilities of Service Contract (SC) 14C2 amounted to $10.28 million. The Group is significantly affected since SC 14C2 continues to be a non-producing block and its license to operate is nearing expiration. In the event that an impairment indicator is identified, the assessment of the recoverable amount of the wells, platforms and other facilities requires significant judgment and involves estimation and assumptions about future production levels and costs, as well as external inputs such as oil prices and discount rates. Hence, such assessment is a key audit matter in our audit.

The disclosures in relation to wells, platforms and other facilities are included in Notes 5, 8 and 10 to the consolidated financial statements.

*Audit response*
We involved our internal specialist in evaluating the methodologies and the assumptions used. These assumptions include future production levels and costs as well as external inputs such as oil prices and discount rates. We compared the key assumptions used such as future production levels and oil prices against the estimated reserves report by the respective operator of SC 14C2 and published oil prices, respectively. We compared the future production costs against the work program and budget duly approved by the joint operation and regulatory agency. We tested the parameters used in the determination of the discount rate against market data. We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is most sensitive; specifically those that have the most significant effect on the determination of the recoverable amount of wells, platforms and other facilities.

**Other Information**

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

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

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Jennifer D. Ticlao.

SYCIP GORRES VELAYO & CO.

Jennifer D. Ticlao

Jennifer D. Ticlao
Partner
CPA Certificate No. 109616
Tax Identification No. 245-571-753
BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026
BIR Accreditation No. 08-001998-110-2023, September 12, 2023, valid until September 11, 2026
PTR No. 10465392, January 2, 2025, Makati City

April 14, 2025

## ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

**(In U.S. Dollars)**

| | December 31 | |
|---|---|---|
| | **2024** | 2023 |
| **ASSETS** | | |
| **Current Assets** | | |
| Cash and cash equivalents (Notes 6 and 20) | **$22,914,117** | $17,186,715 |
| Current portion of investment in debt securities (Notes 9 and 20) | **5,041,886** | 6,028,758 |
| Receivables (Notes 7 and 20) | **582,520** | 625,164 |
| Crude oil inventory (Note 8) | **635,154** | 975,698 |
| Other current assets | **26,573** | 28,153 |
| Total Current Assets | **29,200,250** | 24,844,488 |
| **Noncurrent Assets** | | |
| Debt instruments at amortized cost, net of current portion (Notes 9 and 20) | **30,201,848** | 30,789,587 |
| Equity instruments at fair value through other comprehensive income (FVOCI) (Notes 9 and 20) | **18,308,175** | 21,212,455 |
| Property and equipment (Notes 8 and 10) | **10,882,575** | 11,318,748 |
| Net pension asset (Note 16) | **1,082** | – |
| Other noncurrent assets (Note 11) | **1,708,174** | 1,664,305 |
| Total Noncurrent Assets | **61,101,854** | 64,985,095 |
| | **$90,302,104** | $89,829,583 |
| **LIABILITIES AND EQUITY** | | |
| **Current Liabilities** | | |
| Accounts and other payables (Notes 12 and 20) | **$954,076** | $856,009 |
| Income tax payable | **14,488** | 9,442 |
| Total Current Liabilities | **968,564** | 865,451 |
| **Noncurrent Liabilities** | | |
| Provision for plug and abandonment (Note 8) | **1,123,055** | 1,085,812 |
| Net pension liability (Note 16) | **–** | 96,238 |
| Deferred tax liabilities - net (Note 17) | **1,098,235** | 997,139 |
| Total Noncurrent Liabilities | **2,221,290** | 2,179,189 |
| Total Liabilities | **3,189,854** | 3,044,640 |
| **Equity** | | |
| Capital stock (Note 13) | **82,268,978** | 82,268,978 |
| Subscriptions receivable (Note 13) | **(277,710)** | (277,710) |
| Capital in excess of par value (Note 13) | **3,650,477** | 3,650,477 |
| Retained earnings | **5,647,252** | 5,675,865 |
| Reserve for changes in value of equity instruments at fair value through other comprehensive income (Note 9) | **(5,068,828)** | (5,392,197) |
| Remeasurement gains on pension liability - net (Note 16) | **225,267** | 149,291 |
| Cumulative translation adjustment | **666,814** | 710,239 |
| Total Equity | **87,112,250** | 86,784,943 |
| | **$90,302,104** | $89,829,583 |

*See accompanying Notes to Consolidated Financial Statements.*

## ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME

**(In U.S. Dollars)**

| | Years Ended December 31 | | |
|---|---|---|---|
| | **2024** | 2023 | 2022 |
| **REVENUE FROM PETROLEUM OPERATIONS** (Note 8) | **$3,106,984** | $3,020,421 | $3,614,375 |
| **COST OF PETROLEUM OPERATIONS** | | | |
| Petroleum production costs (Notes 8 and 12) | **2,295,545** | 1,946,240 | 1,634,386 |
| Depletion, depreciation and amortization (Notes 8 and 10) | **372,380** | 437,332 | 486,931 |
| | **2,667,925** | 2,383,572 | 2,121,317 |
| **GROSS INCOME** | **439,059** | 636,849 | 1,493,058 |
| **GENERAL AND ADMINISTRATIVE EXPENSES** (Note 14) | **745,386** | 816,260 | 692,074 |
| **OTHER INCOME** | | | |
| Interest income (Notes 6 and 9) | **3,036,857** | 2,643,153 | 2,013,773 |
| Dividend income (Note 9) | **1,197,348** | 1,509,977 | 1,735,227 |
| Other income (charges) (Note 15) | **(32,873)** | (59,290) | (36,123) |
| | **4,201,332** | 4,093,840 | 3,712,877 |
| **INCOME BEFORE INCOME TAX AND FOREIGN EXCHANGE GAIN OR LOSS** | **3,895,005** | 3,914,429 | 4,513,861 |
| Foreign exchange gain (loss) - net | **(1,574,905)** | 375,774 | (3,399,246) |
| **INCOME BEFORE INCOME TAX** | **2,320,100** | 4,290,203 | 1,114,615 |
| **PROVISION FOR (BENEFIT FROM) INCOME TAX** (Note 17) | | | |
| Current | **536,389** | 500,560 | 401,647 |
| Deferred | **94,554** | (106,939) | (34,283) |
| | **630,943** | 393,621 | 367,364 |
| **NET INCOME** | **$1,689,157** | $3,896,582 | $747,251 |
| **Basic/Diluted Earnings Per Share** (Note 18) | **$0.000008** | $0.000019 | $0.000004 |

*See accompanying Notes to Consolidated Financial Statements.*

## ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

**(In U.S. Dollars)**

| | Years Ended December 31 | | |
|---|---|---|---|
| | **2024** | 2023 | 2022 |
| **NET INCOME** | **$1,689,157** | $3,896,582 | $747,251 |
| **OTHER COMPREHENSIVE INCOME (LOSS)** | | | |
| *Item to be reclassified to profit or loss in subsequent periods* | | | |
| Changes in cumulative translation adjustment | **(43,425)** | (991) | 10,482 |
| *Items not to be reclassified to profit or loss in subsequent periods:* | | | |
| Movements in reserve for fluctuation in value of Equity instruments at fair value through other comprehensive income (Note 9) | **323,369** | (824,428) | (4,836,274) |
| Remeasurement gains (losses) on pension liability - net of tax (Note 16) | **75,976** | (18,941) | 32,127 |
| | **355,920** | (844,360) | (4,793,665) |
| **TOTAL COMPREHENSIVE INCOME (LOSS)** | **$2,045,077** | $3,052,222 | ($4,046,414) |

*See accompanying Notes to Consolidated Financial Statements.*

## ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

**(In U.S. Dollars)**

| | Capital Stock (Note 13) | Subscriptions Receivable (Note 13) | Capital in Excess of Par Value (Note 13) | Retained Earnings | Reserve for Changes in Value of Equity Instruments at FVOCI (Note 9) | Remeasurement Gains (Losses) on Pension Liability - Net (Note 16) | Cumulative Translation Adjustment | Total |
|---|---|---|---|---|---|---|---|---|
| | | | | **For the Year Ended December 31, 2024** | | | | |
| **Balances as at January 1, 2024** | **$82,268,978** | **($277,710)** | **$3,650,477** | **$5,675,865** | **($5,392,197)** | **$149,291** | **$710,239** | **$86,784,943** |
| Net income | – | – | – | **1,689,157** | – | – | – | **1,689,157** |
| Other comprehensive income (loss) | – | – | – | – | **323,369** | **75,976** | **(43,425)** | **355,920** |
| Total comprehensive income (loss) | – | – | – | **1,689,157** | **323,369** | **75,976** | **(43,425)** | **2,045,077** |
| Cash dividends (Note 13) | – | – | – | **(1,717,770)** | – | – | – | **(1,717,770)** |
| **Balances as at December 31, 2024** | **$82,268,978** | **($277,710)** | **$3,650,477** | **$5,647,252** | **($5,068,828)** | **$225,267** | **$666,814** | **$87,112,250** |
| | | | | For the Year Ended December 31, 2023 | | | | |
| Balances as at January 1, 2023 | $82,268,978 | ($277,710) | $3,650,477 | $3,573,359 | ($4,567,769) | $168,232 | $711,230 | $85,526,797 |
| Net income | – | – | – | 3,896,582 | – | – | – | 3,896,582 |
| Other comprehensive income (loss) | – | – | – | – | (824,428) | (18,941) | (991) | (844,360) |
| Total comprehensive income (loss) | – | – | – | 3,896,582 | (824,428) | (18,941) | (991) | 3,052,222 |
| Cash dividends (Note 13) | – | – | – | (1,794,076) | – | – | – | (1,794,076) |
| Balances as at December 31, 2023 | $82,268,978 | ($277,710) | $3,650,477 | $5,675,865 | ($5,392,197) | $149,291 | $710,239 | $86,784,943 |
| | | | | For the Year Ended December 31, 2022 | | | | |
| Balances as at January 1, 2022 | $82,268,978 | ($277,710) | $3,650,477 | $4,661,509 | $268,505 | $136,105 | $700,748 | $91,408,612 |
| Net income | – | – | – | 747,251 | – | – | – | 747,251 |
| Other comprehensive income (loss) | – | – | – | – | (4,836,274) | 32,127 | 10,482 | (4,793,665) |
| Total comprehensive income (loss) | – | – | – | 747,251 | (4,836,274) | 32,127 | 10,482 | (4,046,414) |
| Cash dividends (Note 13) | – | – | – | (1,835,401) | – | – | – | (1,835,401) |
| Balances as at December 31, 2022 | $82,268,978 | ($277,710) | $3,650,477 | $3,573,359 | ($4,567,769) | $168,232 | $711,230 | $85,526,797 |

*See accompanying Notes to Consolidated Financial Statements.*

## ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

**(In U.S. Dollars)**

| | Years Ended December 31 | | |
|---|---|---|---|
| | **2024** | 2023 | 2022 |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | |
| Income before income tax | **$2,320,100** | $4,290,203 | $1,114,615 |
| Adjustments for: | | | |
| Unrealized foreign exchange losses (gains) - net | **1,571,928** | (372,888) | 3,326,627 |
| Interest income (Notes 6 and 9) | **(3,036,857)** | (2,643,153) | (2,013,773) |
| Dividend income (Note 9) | **(1,197,348)** | (1,509,977) | (1,735,227) |
| Depletion, depreciation and amortization expenses (Notes 8 and 10) | **372,380** | 437,332 | 486,931 |
| Pension expense (Note 16) | **45,885** | 37,995 | 53,625 |
| Accretion of interest expense (Note 15) | **37,243** | 59,290 | 36,123 |
| Operating income before working capital changes | **113,331** | 298,802 | 1,268,921 |
| Changes in operating assets and liabilities: | | | |
| Decrease (increase) in: | | | |
| Receivables | **(6,542)** | 1,375 | 1,221,754 |
| Crude oil inventory | **340,544** | (63,880) | (599,724) |
| Other current assets | **1,580** | 577 | (19,061) |
| Decommissioning fund asset | **(34,516)** | (32,924) | – |
| Increase (decrease) in: | | | |
| Accounts and other payables | **249** | (32) | 23,506 |
| Cash flows generated from operations | **414,646** | 203,918 | 1,895,396 |
| Payment of retirement contribution | – | – | (562,198) |
| Income tax paid | **(531,343)** | (488,611) | (401,349) |
| Net cash flows generated from (used in) operating activities | **(116,697)** | (284,693) | 931,849 |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | |
| Dividends received | **1,201,966** | 1,375,372 | 1,835,077 |
| Interest received | **3,081,425** | 2,543,121 | 1,978,515 |
| Proceeds from redemption/sale/maturity of: | | | |
| Equity instruments at fair value through other comprehensive income (Note 9) | **6,816,795** | 5,779,750 | 1,779,867 |
| Debt instruments at amortized cost (Note 9) | **5,764,698** | – | 3,817,814 |
| Acquisitions of/additions to: | | | |
| Debt instruments at amortized cost (Note 9) | **(5,527,690)** | (5,913,342) | (6,455,193) |
| Equity instruments at fair value through other comprehensive income (Note 9) | **(3,589,146)** | (1,199,845) | (1,291,240) |
| Deferred exploration costs (Note 11) | **(9,353)** | (1,207) | (73,343) |
| Property and equipment (Notes 8 and 10) | **(2,628)** | – | (126,024) |
| Net cash flows provided by investing activities | **7,736,067** | 2,583,849 | 1,465,473 |
| **CASH FLOWS FROM A FINANCING ACTIVITY** | | | |
| Payment of cash dividends | **(1,619,952)** | (1,552,379) | (1,741,674) |
| **NET INCREASE IN CASH AND CASH EQUIVALENTS** | **5,999,418** | 746,777 | 655,288 |
| **EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS** | **(272,016)** | 68,916 | (285,376) |
| **CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR** | **17,186,715** | 16,371,022 | 16,001,110 |
| **CASH AND CASH EQUIVALENTS AT END OF YEAR** (Note 6) | **$22,914,117** | $17,186,715 | $16,371,022 |

*See accompanying Notes to Consolidated Financial Statements.*

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(In U.S. Dollars)**

## 1. Corporate Information and Status of Operations

Oriental Petroleum and Minerals Corporation (the Parent Company) and its subsidiaries (collectively referred to as “the Group”) were organized under the laws of the Republic of the Philippines to engage in oil exploration and development activities. The Parent Company was incorporated on December 22, 1969.

On March 26, 2018, during the special meeting of its stockholders, the stockholders ratified the amendments of the Second and Fourth Articles of the Articles of Incorporation (AOI) to engage in the business of power generation and exploration, development, utilization and commercialization of renewable energy resources. The amendments to the AOI were approved by the Securities and Exchange Commission (SEC) on July 4, 2018.

The Parent Company’s principal office is located at 34th Floor, Robinsons Equitable Tower, ADB Avenue, Ortigas Center, Pasig City. The Parent Company’s shares are listed in the Philippine Stock Exchange (PSE) on October 14, 1970.

Service Contract (SC) 14

On December 15, 1975, pursuant to Section 7 of the Oil Exploration and Development Act of 1972 (Presidential Decree 87 dated November 21, 1972), the Parent Company, together with other participants (collectively referred to as the Consortium), entered into a service contract with the Philippine Government through the Petroleum Board, now the Department of Energy (DOE) for the exploration, exploitation and development of the contract area in offshore Northwest of Palawan Island, Philippines, which was amended from time to time. This contract area includes the Nido Block, Matinloc Block, West Linapacan Block and Galoc Block where significant hydrocarbon deposits were discovered.

The contract areas (i.e., Blocks A, B, B1, C1, C2 and D) covered by SC 14 are situated offshore Northwest of Palawan Island, Philippines. In 2020, Blocks A, B, B1 and D were already turned over to the DOE upon the oilfields reaching their economic limits and after plug and abandonment of the production well. Crude oil production in the West Linapacan Oilfield in Block C2 was shut-in in 1996 due to a significant decline in crude oil production caused by increasing water intrusion.

The Group continually conducts technical evaluation activities of the said area and submits work program and budget to DOE. Further, the Parent Company participates in the production of Galoc field. Total production from this field is modest but enough to cover operating and overhead expenses of SC 14C1.

The Galoc oilfield located in Block C was declared commercial on June 22, 2009 with effectivity on June 19, 2009.

In December 2010, the DOE extended the term of SC 14 for another 15 years or up to December 17, 2025. On December 12, 2024, the Joint Venture Partners of SC14C2 agreed that prior to the expiration of SC14C2 in December 2025, an application for a Development and Production Petroleum Service Contract (DP PSC) will be submitted to the DOE.

SC 14C1 - Galoc
As at December 31, 2024 and 2023, the total cumulative production of the Galoc oilfield has reached 24.60 million and 24.06 million barrels of oil, respectively, since the start of production in October 2008. Production initially came from two (2) wells, Galoc-3, and Galoc-4 (Phase 1, 2008-2013) then followed by additional two wells Galoc-5 and Galoc-6 (Phase-2, 2014-Present). The Galoc-4 well ceased production due to technical problems and has been shut-in since February 2019.

An attempt was made in late September to early October 2021 to restore production of the Galoc-4 well by Nitrogen Gas (N2) lifting. However, the attempt was unsuccessful and the well failed to flow oil to the surface. Decision was then made to permanently shut-in the Galoc-4 well.

In September 2022, G3 well also ceased flowing and was permanently shut in ready for plug and abandonment.

As at December 31, 2024 and 2023, the Group holds participating interest of 7.78505% in the Galoc Block.

*Galoc Mid-Area*
In October 2016, the Galoc Block Consortium approved the drilling of Galoc-7 to test the Mid Galoc Prospect, which is estimated to contain oil resources of 6.2 million to 14.6 million barrels.

On November 8, 2016, the DOE approved the Galoc-7 drilling program, with an estimated budget amounting to US$31 million. Galoc Production Company (GPC), drilled the Galoc-7 well and a sidetrack, Galoc-7ST, from March to April 2017 using the drillship Deepsea Metro I. The wells encountered 7-12 meters of net sand, which is below the prognosed thickness. In view of this, and in consideration of low fuel prices, the Consortium decided to temporarily suspend all activities related to a possible Phase III development and concentrate its efforts in optimizing oil production at the Galoc Field in order to sustain profitability and prolong the field's economic life.

*Change in Galoc Block Operatorship*
In mid-2018, there was a new Operator for the Galoc Block. In a Sale Purchase Agreement, Bangchak Corporation Public Co. (Thailand) which holds the 55.88% interest shares of GPC-1 and Nido Petroleum (Galoc) Pty Ltd. in the Galoc Block, sold their share to Tamarind Galoc Pte. Ltd.

Tamarind Galoc Pte. Ltd. is headquartered in Kuala Lumpur, Malaysia. Tamarind initiated several projects which include production optimization, conduct of a more refined well test, renegotiate lease contract with the owners of the FPSO "Rubicon Intrepid", renegotiate terms of the helicopter contract with INAEC, and conduct feasibility studies for the fabrication of a Condensate Recovery Unit to be installed at the FPSO "Rubicon Intrepid".

*Notice of Termination of Lease on FPSO*
On March 25, 2020, the Rubicon Offshore International (ROI), owner of the Floating Production Storage Offloading (FPSO) tanker, gave a Notice of Termination to GPC 1 and other members of the Consortium. The termination notice covered the period 25 March 2020 to 24 September 2020, or for 6 months.

After receipt of the Notice of Termination, GPC 1 started making plans for the disconnection of the FPSO from the Galoc Oilfield site. However, the FPSO disconnection was not implemented or carried out because a new strategy was developed to continue production operations in the Galoc Oilfield.

i. *Continuation of Production Operations: During Transition Period from August 2020 to January 2021*

Upon the initiative of the GPC 1, an alternative strategy was developed to continue production operations even before the end of the Termination Notice.

GPC 1 brokered the purchase of ROI's FPSO Rubicon Intrepid by its mother company, Tamarind Resources Pte. Ltd., through a separate entity, Upstream Infrastructure Holdings (UIH). The purchase was effective August 1, 2020.

Under the new ownership and management, the storage tanker was renamed "Intrepid Balanghai" from "Rubicon Intrepid". An agreement was also formed with Three60 Energy to provide the operational and management (O&M) services of the FPSO storage tanker. GPC 1 also arranged a new bareboat charter between UIH and the Galoc Joint Venture at minimal rates.

ii. *Continuation of Production Extension Period: February 1, 2021 to September 30, 2022*

To further continue production operations in the Galoc Oilfield beyond the 6-month Transition Period, a new alliance was formed with Three60 Energy, an established international offshore operator. Three60 Energy is an independent specialist service provider with headquarters in Aberdeen, Scotland and has branch offices in Kuala Lumpur, Malaysia and Singapore. It has been engaged to provide the Operations and Management (O&M) of the FPSO for 18 months.

After the extension period, UIH and Tamarind Resources continue to supervise the operations of ROI andThree60 Energy. GPC 1's FPSO Operations Advisor has been mobilized to assure and control the activities and work force of ROI and Three60 Energy.

iii. *Withdrawal of GPC 2 / KUFPEC*

On September 14, 2020, GPC 2/Kuwait Foreign Petroleum Exploration Company (KUFPEC), communicated their withdrawal from SC14C1 - Galoc Block Joint Venture. KUFPEC, before notice of withdrawal, held a working interest of 26.4473% in SC - 14C1, Galoc Block.

As a result of KUFPEC's withdrawal, their working interest was allocated to the remaining partners.

The Parent Company, together with LOGPOCOR, chose not to accept the pro rata interest and remained at a combined 7.78505% working interest.

Similarly, the Operator - GPC 1 elected not to get their allocated interest from KUFPEC and maintained their working interest at 33%. They passed on their allocation to Nido Production Galoc (NPG), a sister company of GPC 1 under Tamarind Resources Pte. Ltd.

The Department of Energy has acknowledged KUFPEC's withdrawal from SC-14C1, Galoc Block.

iv. *Resignation of GPC 1 as Operator*

On December 23, 2020, Galoc Production Company - 1 (GPC1) announced their resignation as Operator of SC-14C1, Galoc Block and assigned their working interest to NPG Pty. Ltd. Nido Production Galoc Co. (NPG), a sister company under Tamarind Resources Pte. Ltd., has assumed the role as the new Operator.

v. *Acquisition of NPG and UIH by Matahio Energy*

On January 5, 2023, Matahio Energy completed its acquisition of NPG and UIH. Matahio Energy holds projects in Southeast Asia and New Zealand. The Sale and Purchase Agreements for both transactions were signed in March 2022.

On March 26, 2025, the Consortium, through its Operator, NPG Pty Ltd, submitted a Letter of Intent to apply for a Development and Production Petroleum Service Contract (DPPSC) for the Galoc oilfield under the DOE Department Circular 2023-12-0033. The Consortium already submitted the necessary documents for the application for a DPPSC. SC14C1 will expire on December 17, 2025.

As at December 31, 2024 and 2023, provision for plug & abandonment costs recognized by the Group amounted to $1.12 million and $1.09 million, respectively, with respect to the decommissioning plan for SC 14C1 - Galoc Block (see Note 12).

<u>SC 14C2 - West Linapacan</u>
West Linapacan A (WLA) Field lies at a water depth of 340 meters and was first drilled in 1991. It started production in May 1992 from 3 wells and 4 sidetrack wells. Total production amounted to 8.5 million barrels when the field was shut-in in 1996 due to high water intrusion. The WLA Field produced for 43 months.

Pitkin Petroleum Plc. had a 58.29% interest in this SC pursuant to a farm-in agreement signed in May 2008.

In February 2011, Pitkin farmed-out half of the 58.29% interest to Resources Management Associates Pty Ltd. of Australia (RMA). This transfer of interest was approved by the DOE in July 2011. The transfer of operatorship to RMA was approved by the DOE in April 2012. The Farmors continued to be carried free up to commercial first oil production. RMA carried technical studies that will lead to the drilling and re-development of the WLA structure. An independent third-party assessment was also commissioned to determine the range of recoverable reserves from the structure. In March 2015, the farm-in agreement with RMA was terminated and Pitkin returned all of its participating interest to the original parties to the SC.

On January 7, 2020, the Parent Company and other members of the Consortium entered into a Sale and Purchase Agreement (SPA) and Farm-Out Agreement (FOA) with Desert Rose Petroleum Ltd (DRPL).

However, DRPL failed to meet its obligations and the SPA and FOA were deemed rescinded/ terminated on July 1, 2021. With the SPA and FAO with DRPL terminated, SC-14C2 West Linapacan Block reverted back to the original joint venture partners with Philodrill Corporation as Operator.

In 2022, the Consortium received proposals from Nido Petroleum Ltd. (Nido) and Matahio Energy to re-develop the field. After considering both proposals, the Consortium agreed that the offer of Nido will be more advantageous. Negotiations are still on-going for Nido to increase its participating interest in West Linapacan. In return, Nido Petroleum will carry free the Farming-out Filipino Partners in the cost of Drilling and the EWT up to declaration of field commerciality.

SC14C2 is currently in its final year and will expire on December 17, 2025. Current activity involves the preparation for the redevelopment of the West Linapacan-A field. The Consortium have allocated portion of the 2025 work program and budget to prepare a revised static model for a resimulation of the dynamic model for the West Linapacan-A. The result will be the basis of the Plan of Development which will also include the well plan and design.

As at December 31, 2024 and 2023, the Group holds participating interest of 30.288% in West Linapacan. As of audit report date, the Consortium is preparing the necessary documents for the application for a DPPSC.

SC 6 and 6B Cadlao and Bonita Block
SC 6B Bonita Block is part of the retained area of the original SC 6 granted in 1973. The 10-year exploration period and the subsequent 25-year production period initially expired last February 2009 and extended for another 15 years by DOE in 2009 (see Note 11).

The DOE approved last 19 December 2022 the:

- The reassignment of interest to the SC-6B Joint Venture after the exit of Manta Oil Co. (MOCL) from SC-6B.
- The Deed of Assignment (DOA) of participating interest in SC-6B and transfer of Operatorship from Philodrill Corporation to Nido Petroleum Phil Ltd. This is in compliance with the related Farm In Agreement (FIA).
- The new participating interest of the Group after the withdrawal of MOCL and transfer of operatorship to Nido Petroleum decreased to 4.9092%, which was previously 16.364%.

On December 7, 2023, the Department of Energy (DOE) has released the Department Circular (DC) No. DC2023-12-0033 “Guidelines on the Awarding of Petroleum Service Contracts for Development and Production”, whereas this circular emphasizes that an operator may apply for a Development and Production Petroleum Service Contracts through direct negotiation with DOE, provided, that the application be made prior to the expiration of the remaining production term. The SC 6B production term reached its 50-year contract limit and expired last February 28, 2024. OPMC held a participating interest of 4.9092% in SC6 and 6B Cadlao and Bonita Block.

The Consortium applied for a Development and Production Service Contract covering the present Cadlao Block. On December 27, 2023, the Consortium submitted the Plan of Development for the Cadlao Field.

Further, in January 2024, the Consortium submitted a Letter of Intent and pertinent financial, technical and legal documents to apply for a development and production petroleum service contract under DC 2023-12-0033.

On May 30, 2024, the SC6B Consortium, through its Operator, received a letter from the DOE that the Consortium is legally, financially and technically qualified to enter into a DPPSC. The DOE and the Consortium have finished negotiating the DPPSC’s terms and conditions.

As of audit report date, the Cadlao DPPSC is currently in its final stage of review and evaluation.

Participating Interests
As at December 31, 2024 and 2023, the Parent Company and Linapacan Oil Gas and Power Corporation (LOGPOCOR) have the following participating interests in the various SCs (in percentage):

| | 2024 | 2023 |
|---|---|---|
| SC 14 (Northwest Palawan) | | |
| Block C1 (Galoc) | **7.78505** | 7.78505 |
| Block C2 (West Linapacan) | **30.288** | 30.288 |

Among the other operations of the Group, the suspension of the production activities in the West Linapacan Oilfield raises uncertainties as to the profitability of the petroleum operations for the said oilfield. The profitability of petroleum operations related to the said oilfield is dependent upon discoveries of oil in commercial quantities as a result of the success of redevelopment activities thereof.

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

Basis of Preparation
The consolidated financial statements of the Parent Company and its wholly-owned subsidiaries, namely Linapacan Oil Gas and Power Corporation (LOGPOCOR), Oriental Mahogany Woodworks, Inc. (OMWI) and Oriental Land Corporation (OLC), collectively referred to as the "Group", which include the share in the assets, liabilities, income and expenses of the joint operations covered by the SCs as discussed in Note 1 to the consolidated financial statements, have been prepared on a historical cost basis, except for equity instruments at fair value through other comprehensive income (FVOCI) that have been measured at fair value and crude oil inventory which is valued at net realizable value (NRV).

The consolidated financial statements are presented in U.S. Dollars, the Parent Company's functional and presentation currency. All values are rounded to the nearest dollar, except when otherwise indicated.

For consolidation purposes, the financial statements of the Subsidiaries (OMWI and OLC) whose functional currency is Philippine Peso are translated to U.S. Dollars using the prevailing rate as of the reporting date for consolidated statement of financial position accounts and the weighted average rate for the reporting period for the consolidated statement of income and statement of comprehensive income accounts. The exchange differences arising from the translation are recognized in other comprehensive income (OCI), until disposal at which time the cumulative translation adjustment recognized in OCI is included in the consolidated statement of income.

Any other differences in the comparative amounts from the amounts in the consolidated financial statements for the year ended December 31, 2023 are solely the result of reclassifications for comparative purposes and are not material.

Statement of Compliance
The consolidated financial statements have been prepared in compliance with PFRS Accounting Standards.

Basis of Consolidation
The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiaries as at December 31, 2024 and 2023 and for the years ended December 31, 2024, 2023 and 2022. The subsidiaries are all incorporated in the Philippines.

| | | Effective Percentage of Ownership | |
|---|---|---|---|
| **Subsidiaries** | **Principal Activity** | **2024** | 2023 |
| LOGPOCOR | Oil exploration and development | **100%** | 100% |
| OMWI | Furniture manufacturing and distribution | **100%** | 100% |
| OLC | Real estate | **100%** | 100% |

As at December 31, 2024 and 2023, OMWI and OLC have ceased their operations.

The financial statements of LOGPOCOR, OMWI and OLC are prepared for the same reporting year as the Parent Company, using consistent accounting policies.

## 3. Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following new accounting pronouncements starting January 1, 2024. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

The new accounting pronouncements do not have significant impact to the consolidated financial statements, unless otherwise indicated:

- Amendments to Philippine Accounting Standard (PAS) 1, *Classification of Liabilities as Current or Non-current*
  The amendments clarify:

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

- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
  The amendments specify how a seller-lessee measures the lease liability arising in a sale and leaseback transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use retained.

- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*
  The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

<u>Standards and Interpretations Issued but not yet Effective</u>
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on the Group's consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

*Effective beginning on or after January 1, 2025*
- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of Exchangeability*

*Effective beginning on or after January 1, 2026*
- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Annual Improvements to PFRS Accounting Standards
  - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
  - Amendments to PFRS 7, *Gain or Loss on Derecognition*
  - Amendments to PFRS 9, *Lease Derecognition of Lease Liabilities and Transaction Price*
  - Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
  - Amendments to PAS 7, *Cost Method*

*Effective beginning on or after January 1, 2027*
- PFRS 18, *Presentation and Disclosure in Financial Statements*
- PFRS 19, *Subsidiaries without Public Accountability*

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

## 4. Summary of Material Accounting Policies

<u>Presentation of Consolidated Financial Statements</u>
The Group has elected to present all items of recognized income and expense in two statements: a statement displaying components of profit or loss (consolidated statements of income) and a second statement beginning with profit or loss and displaying components of other comprehensive income (consolidated statements of comprehensive income).

<u>Foreign Currency-Denominated Transactions and Translations</u>
The consolidated financial statements are presented in U.S. Dollar, which is the Parent Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are initially recorded in the functional currency rate ruling at the date of the transaction. However, monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency exchange rate prevailing at the reporting date. Exchange gains or losses arising from foreign currency translations are charged or credited to the consolidated statements of income.

All differences are taken to the consolidated statement of income with the exception of differences on foreign currency borrowings that provide, if any, a hedge against a net investment in a foreign entity. These are taken directly to equity until disposal of the net investment, at which time they are recognized in the consolidated statement of income. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

On consolidation, the assets and liabilities of subsidiaries with a different functional currency are translated into U.S. Dollar at the rate of exchange prevailing at the reporting date and their statements of income are translated at the average exchange rates for the year. The exchange differences arising on the translation for consolidation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in the consolidated statement of income.

Cash and Cash Equivalents
Cash includes cash on hand and in banks. Cash in banks are stated at face amount and earn interest at the prevailing bank deposit rates. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of changes in value.

Short-term Investments
Short-term investments are placements in time deposits and other money market instruments with original maturities of more than three months but less than one year.

Financial Instruments
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

*Financial Assets*
Initial Recognition and Measurement
Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through OCI (FVOCI), and fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group's initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI) on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at FVTPL, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The Group's business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at FVOCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent Measurement
For purposes of subsequent measurement, the Group's financial assets are classified in the following categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets at FVOCI with no recycling of cumulative gains and losses (equity instruments)
- Financial assets at FVTPL

As of December 31, 2024 and 2023, the Group's financial assets pertain to financial assets at amortized cost (debt instruments) and financial assets designated at fair value through OCI (equity instruments).

*Financial assets at amortized cost (debt instrument)*
Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in the consolidated statement of income when the asset is derecognized, modified or impaired. Financial assets at amortized cost are subsequently measured using the (EIR) method and are subject to impairment. Gains and losses are recognized in consolidated statement of income when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost includes cash and cash equivalents, receivables and debt instruments at amortized cost.

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

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

As of December 31, 2024 and 2023, the Group elected to classify irrevocably its quoted equity instruments under this category (see Note 9).

Impairment of financial assets
The Group recognizes an expected credit losses (ECL) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash and cash equivalents and debt instruments at amortized costs, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the internal credit rating of the debt instrument. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due. The probability of default and loss given defaults are publicly available and are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. To estimate the ECL for cash and cash equivalents, short-term and long-term investments and debt instruments, the Group uses the ratings published by a reputable rating agency.

For receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

*Financial Liabilities*
Initial Recognition and Measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement
For purposes of subsequent measurement, financial liabilities are classified in two categories:
- Financial liabilities at FVTPL
- Financial liabilities at amortized cost (loans and borrowings)

*Financial liabilities at amortized cost (Loans and borrowings)*
This is the category most relevant to the Group. After initial recognition, loans and borrowings and payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated statements of income when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated statements of income.

The Group's financial liabilities under this category includes accounts and other payables.

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 primarily derecognized (i.e., removed from the Group's consolidated statements of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

*Financial liability*

A financial liability is derecognized when the obligation under the liability is discharged or cancelled 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 the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of income.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously. The Group assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Company and all of the counterparties.

Fair Value Measurement

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

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

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

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

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.

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

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Crude Oil Inventory
Crude oil inventory is carried at NRV at the time of production. NRV is the estimated Brent oil selling price less cost to sell. The estimated selling price is the market value of crude oil inventory for the reporting month adjusted taking into account fluctuations of price directly relating to events occurring after the end of the reporting period to the extent that such events confirm conditions existing at the end of the reporting period. Estimated cost to sell is the cost incurred necessary to complete the sale (e.g., freight charges, transportation costs, etc.). The share in the ending crude oil inventory is not recognized as revenue and charged against share in costs and operating expenses.

Property and Equipment
Transportation equipment, office furniture and equipment and leasehold improvement are carried at cost less accumulated depreciation and any impairment in value.

The initial cost of property and equipment comprises its construction cost or purchase price and any directly attributable costs of bringing the property and equipment to its working condition and location for its intended use. Subsequent costs are capitalized as part of these assets only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the items can be measured reliably. All other repairs and maintenance are charged against current operations as incurred. Wells, platforms and other facilities are carried at cost less accumulated depletion and any impairment in value.

In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment.

When assets are retired or otherwise disposed of, the cost of the related accumulated depletion and depreciation and amortization and provision for impairment losses, if any, are removed from the accounts and any resulting gain or loss is credited or charged against current operations.

Depreciation of property and equipment, other than wells, platforms and other facilities, commences once the assets are put into operational use and is computed on a straight-line basis over the estimated useful lives (EUL) of the assets as follows:

| | Years |
|---|---|
| Transportation equipment | 6 |
| Office furniture and equipment | 5-10 |
| Leasehold improvement | 5 |

The EUL and depletion and depreciation, residual values and amortization methods are reviewed periodically to ensure that the period and methods of depletion and depreciation and amortization are consistent with the expected pattern of economic benefits from items of property and equipment.

Depletion and depreciation of an item of property and equipment begins when it becomes available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

Depletion and depreciation ceases when an item of property and equipment is fully depleted or depreciated or at the earlier of the date that the item is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with PFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, and the date the asset is derecognized. The Group uses the unit-of-production method in depleting its wells, platforms and other facilities, hence the charge can be zero while there is no production.

When assets are retired or otherwise disposed of, the cost and related accumulated depletion, and depreciation, and any allowance for impairment are removed from the accounts and any gain or loss resulting from their disposals is recognized in the consolidated statement of income.

The asset's reserves, useful lives and depletion and depreciation methods are reviewed periodically to ensure that the periods and methods of depletion and depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

Fully depreciated assets are retained in the account until they are no longer in use and no further depreciation is charged to current operations.

<u>Other Noncurrent Assets</u>
*Deferred Exploration Costs*
The Group follows the full cost method of accounting for exploration costs determined on the basis of each SC area. Under this method, all exploration costs relating to each SC are deferred pending determination of whether the contract area contains oil and gas reserves in commercial quantities. The exploration costs relating to the SC area where oil and gas in commercial quantities are discovered are subsequently capitalized as "Wells, platforms and other facilities" shown under the "Property and equipment" account in the consolidated statement of financial position upon commercial production. When the SC is permanently abandoned or the Group has withdrawn from

the consortium, the related deferred oil exploration costs are written off. SCs are considered permanently abandoned if the SCs have expired and/or there are no definite plans for further exploration and/or development.

Interest in Joint Arrangements

PFRS Accounting Standards defines a joint arrangement as an arrangement over which two or more parties have joint control over the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities (being those that significantly affect the returns of the arrangement) require unanimous consent of the parties sharing control.

*Joint Operations*

A joint operation is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangement.

In relation to its interests in joint operations, the Group recognizes its:

- Assets, including its share of any assets held jointly
- Liabilities, including its share of any liabilities incurred jointly
- Revenue from the sale of its share of the output arising from the joint operation
- Share of the revenue from the sale of the output by the joint operation
- Expenses, including its share of any expenses incurred jointly.

Impairment of Nonfinancial Assets

The Group assesses at each reporting date whether there is an indication that the Group's property and equipment and deferred exploration costs may be impaired. If any such indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. Recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less cost to sell and its value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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.

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 indication exists, the Group makes an estimate of recoverable amount. 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 depletion, depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statements of income unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

Equity

*Capital Stock*

Capital stock is measured at par value for all shares subscribed, issued and outstanding. When the Group issues more than one class of stock, a separate account is maintained for each class of stock and the number of shares issued. When the Group issues shares in excess of par, the excess is recognized in the "Capital in excess of par value" account; any incremental costs incurred directly attributable to the issuance of new shares are treated as deduction from it. If additional paid-in capital is not sufficient, the excess is charged against retained earnings.

*Subscriptions Receivable*

Subscriptions receivable represents the amount for which the shares were subscribed but not fully paid.

*Retained Earnings*

Retained earnings represents cumulative balance of profit and losses of the Group and with consideration of any changes in accounting policies and errors applied retrospectively.

Earnings Per Share (EPS)

EPS is determined by dividing net income by the weighted average number of shares outstanding for each year after retroactive adjustment for any stock dividends declared.

Other Comprehensive Income (OCI)

OCI are items of income and expense that are not recognized in profit or loss for the year in accordance with PFRS Accounting Standards. The Group's OCI pertains to reserve for fluctuation in value of FVOCI, remeasurement gains (losses) on pension liability and cumulative translation adjustment. Reserve for fluctuation in value of FVOCI and remeasurement gains (losses) on pension liability cannot be recycled to consolidated statements of income in the subsequent period. Upon derecognition, the cumulative translation adjustment is recycled to consolidated statements of income.

Revenue Recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

*Revenue from Petroleum Operation*

Revenue from petroleum operation is recognized at a point in time when the control of the goods has transferred from the Consortium Operator, on behalf of the sellers, to the buyer at the delivery point. Revenue is measured at the fair value of the consideration received or receivable.

The revenue recognized from the sale of petroleum products pertains to the Group's share in revenue from the joint operations. The revenue sharing is accounted for in accordance with PFRS 11, *Joint Arrangements.*

*Interest Income*

Interest income is recognized as it accrues using the EIR method, the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of that financial asset.

*Dividend Income*
Dividend income is recognized when the Group's right to receive the dividend is established, which is generally when the shareholders approve the dividend.

Costs and Expenses
Cost of services and general and administrative expenses are recognized in the consolidated statement of income when decrease in future economic benefits related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably. These are recognized:

(a) on the basis of a direct association between the costs incurred and the earning of specific items of income;
(b) on the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association can only be broadly or indirectly determined; or
(c) immediately when expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify or cease to qualify, for recognition in the consolidated statements of financial position as an asset.

*Petroleum Production Cost*
Petroleum production cost represents costs that are directly attributable in recognizing revenue from petroleum operations.

*General and Administrative Expenses*
General and administrative expenses constitute the costs of administering the business and are recognized when incurred.

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

Income Taxes
*Current income tax*
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax is recognized in the consolidated statements of income, except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case the tax is also recognized in other comprehensive income or directly in equity, respectively. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

*Deferred Income Tax*
Deferred income tax is provided, using the balance sheet liability, on all temporary differences, with certain exceptions, at reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

- when the deferred tax liability arises from the initial recognition of goodwill or 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
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carryforward of unused tax credits from excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT) and net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused tax credits from excess 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; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

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

Deferred tax assets and liabilities are measured at the tax rate 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.

Accordingly, deferred tax relating to other comprehensive income and equity items are recognized directly in equity and other comprehensive income, respectively.

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.

Retirement Benefit Liability

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- Service costs
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

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

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

Net interest on the net defined benefit liability or asset is recognized as expense or income in the consolidated statements of income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to consolidated statements of income in subsequent periods. All remeasurements recognized in OCI account "Remeasurement gains (losses) on pension liabilities" are not reclassified to another equity account in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Operating Segments

The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The Group's business and only operating segment pertains to oil exploration and development. Business segments involved in furniture manufacturing and distribution and real estate have ceased operations.

Provisions

Provisions are recognized only when the Group has: (a) 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. 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 reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of the resources embodying economic benefits will be required to settle the obligation, the provision is reversed.

Events After the Reporting Date
Post year-end events up to the date of auditor's report that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are non-adjusting events are disclosed in the notes to consolidated financial statements when material.

## 5. Material Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in compliance with PFRS Accounting Standards requires the Group to make judgments, estimates and assumptions that affect the amount reported in the consolidated financial statements and accompanying notes. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in estimates are reflected in the consolidated financial statements, as they become reasonably determinable.

Judgments, estimates and assumptions 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.

Judgment
In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which has the most significant effect on the amounts recognized in the consolidated financial statements.

*Determination and Classification of a Joint Arrangement*
Judgment is required to determine when the Group has joint control over an arrangement, which requires an assessment of the relevant activities and when the decisions in relation to those activities require unanimous consent. The Group has determined that the relevant activities for its joint arrangements are those relating to operations and capital decisions of the arrangement.

Judgment is also required to classify a joint arrangement. Classifying the arrangement requires the Group to assess their rights and obligations arising from the arrangement. Specifically, the Group considers:

- The structure of the joint arrangement - whether structured through a separate vehicle
- When the arrangement is structured through a separate vehicle, the Group considers the rights and obligations arising from:

  a. The legal form of the separate vehicle;
  b. The terms of the contractual arrangement; and
  c. Other facts and circumstances (when relevant).

This assessment often requires significant judgment, and a different conclusion on joint control and also whether the arrangement is a joint operation or a joint venture, may materially impact the accounting treatment for each assessment.

As at December 31, 2024 and 2023, there has been no change in the Group's joint arrangement classification and remains to be in the form of a joint operation.

*Determination of Functional Currency*
The entities within the Group determine the functional currency based on economic substance of underlying circumstances relevant to each entity within the Group. The determination of functional currency was based on the primary economic environment in which each of the entities generates and expends cash. The Parent Company and LOGPOCOR's functional currency is the US Dollar while the functional currency of OMWI and OLC is the Philippine Peso.

As at December 31, 2024 and 2023, the Group's cumulative translation adjustment amounted to \$0.67 million and \$0.71 million, respectively.

*Provisions and Contingencies*
In the normal course of business, the Group is subject to certain exposure and claims by third parties. The Group does not believe that this exposure will have a probable material effect on the Group's financial position. It is possible, however, that future results of operations could be materially affected by changes in the judgment and estimates or in the effectiveness of the strategies relating to this exposure.

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

*Estimation of Provision for ECLs of Receivables*
The Group uses a provision matrix to calculate ECLs for its receivables and debt instruments measured at amortized cost, in line with the simplified approach in calculating ECL. The provision rates are based on days past due of each counterparty that have similar loss pattern.

The provision matrix is initially based on the Group's historically observed default rates. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product and inflation rate) are expected to deteriorate over the next year which can lead to an increased number of defaults of the counter parties, the historical default rates are adjusted. At every reporting date, the historically observed default rates are updated and changes in the forward-looking estimates are analyzed.

The assessment of the correlation between historical observed default rates, forecasted economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecasted economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of the counter party's actual default in the future.

No provision for ECL on the Group's receivables were recognized in 2024, 2023 and 2022. The carrying value of receivables amounted to \$0.58 million and \$0.63 million as at December 31, 2024 and 2023, respectively (see Note 7).

*Estimating Provision for Plug and Abandonment Costs*
Significant estimates and assumptions are made in determining the provision for decommissioning. Factors affecting the ultimate amount of liability include estimates of the extent and costs of decommissioning activities, technological changes, regulatory changes, cost increases, and changes in discount and foreign exchange rates. Those uncertainties may result in future actual expenditure differing from the amounts currently provided.

The Group recognized provision for plug and abandonment costs amounting to $1.12 million and $1.09 million as at December 31, 2024 and 2023, respectively with respect to the decommissioning plan for SC 14C1 - Galoc Block (see Note 12). There were no plug and abandonment costs incurred in 2024 and 2023 as SC 14C1, the sole operating block, is not yet due for plugging and abandonment.

*Estimation of Oil Reserves*
The estimation of oil reserves requires significant judgment and assumptions by management and engineers and has a material impact on the consolidated financial statements, particularly on the depletion of wells, platforms and other facilities and impairment testing. There is the inherent uncertainty in estimating oil reserve quantities arising from the exercise of significant management judgment and consideration of inputs from geologists/engineers and complex contractual arrangements involved as regards the Group's share of reserves in the service contract area. This reserve estimate also depends on the amount of reliable geological and engineering data available at the time of the estimate and the interpretation of these data.

Estimates of reserves for undeveloped or partially developed fields are subject to greater uncertainty over their future life than estimates of reserves for fields that are substantially developed and depleted. As a field goes into production, the amount of proved and probable reserves will be subject to future revision once additional information becomes available. As those fields are further developed, new information may lead to revisions.

The estimated remaining proved and probable oil reserves totaled to 0.40 million and 0.89 million barrels for Galoc oil field as of December 31, 2024 and 2023, respectively. Meanwhile, SC 14C2 remains without production, thus depletion charge is nil in 2024, 2023 and 2022.

All proved and probable reserve estimates are subject to revision, either upward or downward, based on new information, such as from development drilling and production activities or from changes in economic factors, including product prices, contract terms or development plans. Estimates of reserves for undeveloped or partially developed fields are subject to greater uncertainty over their future life than estimates of reserves for fields that are substantially developed and depleted. As those fields are further developed, new information may lead to revisions.

The carrying values of wells, platforms and other facilities amounted to $10.79 million and $11.20 million as of December 31, 2024 and 2023, respectively. The Group recognized depletion expense amounting to $0.34 million, $0.40 million and $0.47 million in 2024, 2023, and 2022 respectively (see Notes 8 and 10).

*Impairment of wells, platforms and other facilities of SC14C2*
Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value-in-use calculation is based on a discounted cash flows (DCF) model. The cash flows are derived from the budget for the next seven years for SC 14C2 in 2024 and 2023, and do not

include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested.

The calculation of value-in-use for the Wells, Platforms and Other Facilities of SC 14C2 is most sensitive to the forecasted oil prices which are estimated with reference to external market forecasts of Brent crude prices; volume of resources and reserves which are based on resources and reserves report prepared by third parties; capital expenditure, production and operating costs which are based on the Group's historical experience, approved work programs and budgets, and latest life of well models; and discount rate which were estimated based on the industry weighted average cost of capital (WACC), which includes the cost of equity and debt after considering the gearing ratio. The pre-tax discount rates applied to cash flow projections are 10.90% and 11.10% as at December 31, 2024 and 2023, respectively. The key assumptions used to determine the recoverable amount for this CGU are disclosed and further explained in Note 10.

No impairment losses were recognized in 2024, 2023, and 2022 for SC 14C2. The carrying values of wells, platforms and other facilities of SC 14C2 amounted to $10.28 million, as of December 31, 2024 and 2023, out of the $10.79 million and $11.20 million total balance of the Group's wells, platforms and other facilities as of December 31, 2024 and 2023, respectively (see Note 10).

*Estimating Retirement Benefit Expense*
The cost of pension and the present value of the pension obligation are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These assumptions are described in Note 16 and include among others, the determination of the discount rate, salary increase rate and employee turnover rate. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. Salary increase rate is based on expected future inflation rates for the specific country and other relevant factors and employee turnover rate is based on Group's experience on employees resigning prior to their retirement.

Pension (asset)/liability amounted to ($1,082) and $96,238 as at December 31, 2024 and 2023, respectively (see Note 16).

*Assessing Recoverability of Deferred Income Tax Assets*
Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which the deductible temporary differences can be utilized. The Group's assessment on the recognition of deferred tax assets on deductible temporary differences is based on the projected taxable income in the succeeding periods. This projection is based on the Company's past results and future results of operations.

As at December 31, 2024 and 2023, the Group has recognized deferred income tax assets amounting to $0.84 million and $0.79 million, respectively (see Note 17).

*Assessing Recoverability of Deferred Oil Exploration Costs*
The Group assesses impairment on deferred exploration costs when facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. Deferred oil exploration costs are reviewed for impairment whenever circumstances indicate that the carrying amount of an asset may not be recoverable.

Facts and circumstances that would require an impairment assessment as set forth in PFRS 6, *Exploration for and Evaluation of Mineral Resources, are as follows:*

- The period for which the Group has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed in full from successful development or by sale.

Key inputs and assumptions used in the assessment are as follows:

- Estimated reserves – which are based on oil resources reports based on the information gathered from seismic and geological data, analyses and evaluation activities;
- Pre-tax discount rate of 10.90% in 2024 and 11.10% in 2023 – which represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is derived from the Group's weighted average cost of capital (WACC), with appropriate adjustments made to reflect the risks specific to the CGU and to determine pre-tax rate. The WACC takes into account both debt and equity. Adjustments to discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate; and
- Oil prices of $75/bbl in 2024 and 2023 – which are estimated with reference to external market forecasts of Brent and WTI crude prices.

The Group used a weighted average scenario probability in its calculation of value in use.

As at December 31, 2024 and 2023, the carrying values of deferred oil exploration costs amounted to $0.66 million. No impairment losses were recognized in 2024, 2023 and 2022 (see Note 11).

## 6. **Cash and Cash Equivalents**

| | **2024** | 2023 |
|---|---:|---:|
| Cash on hand | **$178** | $180 |
| Cash in banks | **7,716,726** | 1,450,756 |
| Cash equivalents | **15,197,213** | 15,735,779 |
| | **$22,914,117** | $17,186,715 |

Cash in banks earn interest at the prevailing bank deposit rates. Cash equivalents are made for varying periods of up to three (3) months depending on the immediate cash requirements of the Group and earn interest at the prevailing short-term deposit rates ranging from 4.88% to 6.38% and 3.40% to 6.38% per annum in 2024 and 2023, respectively.

Interest income earned from cash in banks and short-term deposits amounted to $0.92 million, $0.72 million and $0.22 million in 2024, 2023 and 2022, respectively.

There are no cash restrictions on the Group's cash balance as at December 31, 2024 and 2023.

7. **Receivables**

| | **2024** | 2023 |
|---|---|---|
| Due from operators (Note 8) | **$61,249** | $54,707 |
| Interest receivable | **318,684** | 363,252 |
| Dividends receivable | **202,587** | 207,205 |
| | **$582,520** | $625,164 |

Due from operators represent the excess of proceeds from crude oil liftings over the amounts advanced by the contract operator for the Group's share in exploration, development and production expenditures.

Due from operators are noninterest-bearing and are generally on 1 to 30-day terms. There are no past due nor impaired receivables as at December 31, 2024 and 2023.

Interest receivable pertains to interest income to be received by the Group in relation to its debt instruments at amortized cost.

Dividends receivable pertains to cash dividends to be received by the Group in relation to its quoted equity instruments at FVOCI (see Note 9).

8. **Interest in Joint Operations**

The Group's interests in the joint operations in the various SCs, and any liabilities incurred jointly with the other partners, as well as the related revenue and expenses of the joint operations, which are included in the consolidated financial statements, are as follows:

| | **2024** | 2023 |
|---|---|---|
| Current assets: | | |
| Due from operators (Note 7) | **$61,249** | $54,707 |
| Crude oil inventory | **635,154** | 975,698 |
| | **696,403** | 1,030,405 |
| Noncurrent assets: | | |
| Property and equipment (Note 10) | | |
| Wells, platforms and other facilities | **89,567,682** | 89,557,624 |
| Less accumulated depletion, depreciation and amortization | **(78,706,995)** | (78,364,495) |
| Adjustment to remeasure decommissioning asset | **(66,421)** | 10,058 |
| Decommissioning fund (Note 11) | **943,946** | 909,430 |
| Deferred exploration costs (Note 11) | **662,844** | 662,844 |
| | **12,401,056** | 12,775,461 |
| Non-current liabilities: | | |
| Provision for plug & abandonment (Note 8) | **(1,123,055)** | (1,085,812) |
| | **$11,974,404** | $12,720,054 |

| | 2024 | 2023 | 2022 |
|---|---|---|---|
| Revenue from petroleum operations | **$3,106,984** | $3,020,421 | $3,614,375 |
| Cost of petroleum operations: | | | |
| Petroleum production costs | **2,295,545** | 1,946,240 | 1,634,386 |
| Depletion, depreciation and amortization expenses (Note 10) | **372,380** | 437,332 | 486,931 |
| | **2,667,925** | 2,383,572 | 2,121,317 |
| | **$439,059** | $636,849 | $1,493,058 |

Petroleum production costs consist of the share in the costs incurred in relation to the floating, production, storage and offloading (FPSO), operations management, general and administrative, supply vessel, insurance expenses, marketing fees and freight costs, training and scholarship fund, repairs and maintenance, and the charges related to the net realizable value of inventories.

## 9. **Investments**

Equity Instruments at FVOCI

Equity instruments at FVOCI represent equity instruments in quoted shares carried at fair value as at the end of the reporting period.

The total carrying value of the Group's equity instruments at FVOCI amounted to $18.31 million and $21.21 million as at December 31, 2024 and 2023, respectively.

Movement in the reserve for changes in value of equity instruments at FVOCI are as follows:

| | 2024 | 2023 |
|---|---|---|
| Balances at beginning of year | **($5,392,197)** | ($4,567,769) |
| Fair value changes during the year | **323,369** | (824,428) |
| Balances at end of year | **($5,068,828)** | ($5,392,197) |

The carrying values of equity instruments at FVOCI have been determined as follows:

| | 2024 | 2023 |
|---|---|---|
| Balances at beginning of year | **$21,212,455** | $26,616,788 |
| Additions | **3,589,146** | 1,199,845 |
| Redemption/disposal | **(6,816,795)** | (5,779,750) |
| Fair value changes during the year | **323,369** | (824,428) |
| Balances at end of year | **$18,308,175** | $21,212,455 |

Dividend income earned and received from equity instruments at FVOCI amounted to $1.20 million, $1.51 million and $1.74 million in 2024, 2023 and 2022, respectively.

Debt Instruments at Amortized Cost

In 2024, the Group acquired various fixed rate bonds from corporate bond issuers and government securities amounting to $5.53 million (₱321.51 million). The various bonds pay interest at rates ranging from 6.25% to 6.97% per annum and will mature starting April 30, 2027 to June 24, 2031.

In 2023, the Group acquired various fixed rate bonds from government securities amounting to $5.91 million (₱334.38 million). The various bonds pay interest at rates ranging from 5.75% to 6.13% per annum and will mature starting August 22, 2028 to April 11, 2029.

In 2022, the Group acquired various fixed rate bonds from corporate bond issuers and government securities amounting to $6.46 million (₱336.51 million). The various bonds pay interest at rates ranging from 4.77% to 6.80% per annum and will mature starting February 18, 2027 to July 4, 2029.

In 2021, the Group acquired various fixed rate bonds from corporate bond issuers amounting to $6.74 million (₱336.65 million). The various bonds pay interest at rates ranging from 3.60% to 8.50% per annum and will mature starting May 4, 2025 to December 2, 2028.

In 2019, the Group acquired various fixed rate bonds from corporate bond issuers amounting to $13.47 million (₱700.00 million). The various bonds pay interest at rates ranging from 4.70% to 5.10% per annum and will mature starting June 28, 2021 to May 6, 2026.

The carrying values and movements of investments in bonds, classified as debt instruments at amortized cost, are as follows:

| | **2024** | 2023 |
|---|---|---|
| Balances at beginning of year | **$36,818,345** | $30,613,863 |
| Additions | **5,527,690** | 5,913,342 |
| Redemption | **(5,764,698)** | – |
| Unrealized foreign exchange gain (loss) | **(1,337,603)** | 291,140 |
| | **35,243,734** | 36,818,345 |
| Less: current portion | **5,041,886** | 6,028,758 |
| | **$30,201,848** | $30,789,587 |

Interest income earned from investments in debt instruments at amortized costs amounted to $2.12 million, $1.92 million and $1.80 million in 2024, 2023 and 2022, respectively.

## 10. Property and Equipment

| | **2024** | | | |
|---|---|---|---|---|
| | **Wells, Platforms and Other Facilities** (Notes 1 and 8) | **Transportation Equipment** | **Office Improvement, Furniture and Equipment** | **Total** |
| **Cost** | | | | |
| Balances at beginning of year | **$89,567,682** | **$271,037** | **$142,955** | **$89,981,674** |
| Additions | **–** | **–** | **2,628** | **2,628** |
| Change in estimate of decommissioning liability | **(66,421)** | **–** | **–** | **(66,421)** |
| Balances at end of year | **89,501,261** | **271,037** | **145,583** | **89,917,881** |
| **Accumulated Depletion, Depreciation and Amortization** | | | | |
| Balance at beginning of year | **78,364,495** | **248,947** | **49,484** | **78,662,926** |
| Depletion, depreciation and amortization (Note 8) | **342,500** | **5,994** | **23,886** | **372,380** |
| Balances at end of year | **78,706,995** | **254,941** | **73,370** | **79,035,306** |
| **Net Book Values** | **$10,794,266** | **$16,096** | **$72,213** | **$10,882,575** |

| | 2023 | | | |
|---|---|---|---|---|
| | Wells, Platforms and Other Facilities (Notes 1 and 8) | Transportation Equipment | Office Improvement, Furniture and Equipment | Total |
| Cost | | | | |
| Balances at beginning of year | $89,557,624 | $271,037 | $142,955 | $89,971,616 |
| Change in estimate of decommissioning liability | 10,058 | – | – | 10,058 |
| Balances at end of year | 89,567,682 | 271,037 | 142,955 | 89,981,674 |
| Accumulated Depletion, Depreciation and Amortization | | | | |
| Balance at beginning of year | 77,961,191 | 238,809 | 25,596 | 78,225,594 |
| Depletion, depreciation and amortization (Note 8) | 403,304 | 10,140 | 23,888 | 437,332 |
| Balances at end of year | 78,364,495 | 248,947 | 49,484 | 78,662,926 |
| Net Book Values | $11,203,187 | $22,090 | $93,471 | $11,318,748 |

In 2024 and 2023, the Group performed impairment test for the Wells, Platforms and Other Facilities of SC 14C2 since it continues to be a non-producing block and its license to operate is nearing expiration.

*Impairment test of SC 14C2 – West Linapacan*
The recoverable amount of the Wells, Platforms and Other Facilities of SC 14C2 as at December 31, 2024 and 2023 has been determined based on a value-in-use calculation using cash flow projections from work program and budget approved by senior management covering a seven-year period as at those years. The work program and budget for the immediately succeeding year as at December 31, 2024 and 2023 were duly approved by the DOE. The pre-tax discount rates applied to the cash flow projections were 10.90% and 11.10% as of December 31, 2024 and 2023, respectively. As a result of this analysis, the management has not recognized any impairment for the Wells, Platforms and Other Facilities of SC 14C2 as at December 31, 2024 and 2023.

## 11. **Other noncurrent assets**

| | **2024** | 2023 |
|---|---|---|
| Deferred exploration costs | **$764,228** | $754,875 |
| Decommissioning fund | **943,946** | 909,430 |
| | **$1,708,174** | $1,664,305 |

Deferred exploration costs
The full recovery of the deferred oil exploration costs incurred in connection with the Group's participation in the acquisition and exploration of petroleum concessions is dependent upon the discovery of oil and gas in commercial quantities from the respective petroleum, concessions and the success of the future development thereof. Deferred exploration costs primarily relate to SC 6.

| | **2024** | 2023 |
|---|---|---|
| Cadlao and Bonita Block – Oil Field (Note 8) | **$642,180** | $642,180 |
| Zambales and Dinagat Islands – Nickel | **101,383** | 92,030 |
| Others (Note 8) | **20,665** | 20,665 |
| | **$764,228** | $754,875 |

*SC 6 and 6B Cadlao and Bonita Block*
SC 6B Bonita Block is part of the retained area of the original SC 6 granted in 1973. The 10-year exploration period and the subsequent 25-year production period expired last February 2009.

In 2009, a 15-year extension period for the Bonita Block was requested from and subsequently granted by the DOE.

In 2018, one of the joint venturers, Phinma Energy Corporation (formerly, Trans-Asia Oil & Energy Corporation), relinquished its participating interest of 14.063% and assigned this to the remaining partners. The relinquishment and assignment of interest was approved by the DOE.

An in-house evaluation completed by the Operator, The Philodrill Corporation, in early 2016 shows the East Cadlao Prospect has marginal resources which cannot be developed on a "stand-alone" basis. However, it remains prospective being near the Cadlao Field, which lies in another contract area. In view of this, the Consortium has requested for the reconfiguration of SC 6B to append the Cadlao Field for possible joint development in the future. On March 14, 2018, the DOE approved the annexation of SC 6 to SC 6B. Subsequently, a seismic reprocessing program over East Cadlao and Cadlao Field will now be undertaken.

On October 17, 2019, Philodrill, as the current operator of the SC 6B, received DOE's approval for the transfer of 70% participating interest of the members of the consortium in SC 6B to Manta Oil Company Ltd. (MOCL / Manta Oil). As a result, the Parent Company's interest in SC 6B decreased to 4.909%.

In 2020, the work program and budget for the calendar year 2021 was submitted and approved by the DOE. However, the preparation and submission of a new Plan of Development (POD) was delayed due to the COVID-19 pandemic which caused travel restrictions and lockdowns. The POD should have been submitted by the 1st Quarter of 2021 for DOE evaluation. A request by Manta Oil was made to the DOE for an extension for the submission of the new Cadlao POD. The extension request was granted up to December 2021.

In 2021, MOCL was unable to submit to the DOE a new Plan of Development (POD) for the shut-in Cadlao Oilfield as well as proof of financial capability.

On December 2, 2021 Manta Oil issued a "Mutual Release of Claims" followed on December 6, 2021 by a "Notice of Withdrawal" re-assigning and transferring back to the Farmors / Joint Venture Partners their original participating interests in Bonita / Cadlao Block.

With restoration of the original participating interests to the SC-6B Consortium, the Philodrill Corporation resumed the role as the Operator of the contract area.

In a Partners' Meeting held on December 13, 2021, Nido Petroleum Pty Ltd, one of the JV Partners, indicated in their proposal the following:

1. Increase its participating in SC-6B
2. Propose a Work Program & Budget (WP&B) for the calendar year 2022
3. Plan for an appraisal drilling of well(s) including the conduct of an Extended Well Test (EWT) in the Cadlao Field.

The increase will be by way of the other partners assigning up to 70% of their original interest to Nido Petroleum. Finally, a Deed of Assignment (DOA) of interest was drawn up and was submitted to the DOE for evaluation and approval.

Under the proposed FIA the assigning partners will be carried free by Nido Petroleum in the proposed 2022 Work Program & Budget, cost of appraisal drilling and EWT as well as implementation of the new Plan of Development. The carry free is up to the declaration of field commerciality.

The DOE approved last 19 December 2022 the following:

- The reassignment of interest to the SC-6B Joint Venture after the exit of Manta Oil Co. (MOCL) from SC-6B.
- The Deed of Assignment (DOA) of participating interest in SC-6B and transfer of Operatorship from Philodrill Corporation to Nido Petroleum Phil Ltd. This is in compliance with the related Farm In Agreement (FIA).
- The new participating interest of the Group after the withdrawal of MOCL and transfer of operatorship to Nido Petroleum decreased to 4.9092%, which was previously 16.364%.

Nido planned to drill the appraisal well and conduct the EWT in 2nd quarter of 2023. However, drilling has been pushed back due to challenges in rig availability. New schedule for the drilling is 2nd Quarter of 2024.

On December 7, 2023, the Department of Energy (DOE) has released the Department Circular (DC) No. DC2023-12-0033 “Guidelines on the Awarding of Petroleum Service Contracts for Development and Production”, whereas this circular emphasizes that an operator may apply for a Development and Production Petroleum Service Contracts through direct negotiation with DOE, provided, that the application be made prior to the expiration of the remaining production term. The SC 6B production term reached its 50-year contract limit and expired last February 28, 2024.

The Consortium applied for the renewal of the SC6B and submitted the Plan of Development on December 27, 2023.

Further, in January 2024, the Consortium submitted a Letter of Intent and pertinent financial, technical and legal documents to apply for a development and production petroleum service contract under DC 2023-12-0033.

On May 30, 2024, the SC6B Consortium, through its Operator, received a letter from the DOE that the Consortium is legally, financially and technically qualified to enter into a DPPSC. The DOE and the Consortium have finished negotiating the DPPSC’s terms and conditions.

As of audit report date, the Cadlao DPPSC is currently in its final stage of review and evaluation.

In 2024 and 2023, the Group performed impairment test for the deferred exploration costs since the service contract has already expired last February 28, 2024, and is currently being applied for a Development and Production Service Contract.

The recoverable amount of the deferred oil exploration cost as at December 31, 2024 and 2023 has been determined to be higher than its carrying value, based on a value-in-use calculation using cash flow projections approved by senior management covering a seven-year period. The pre-tax discount rate applied to cash flow projections is 10.90% and 11.10% in 2024 and 2023, respectively. As a result of this analysis, management has not recognized any impairment for the deferred exploration costs.

The calculation of value-in-use for the deferred exploration costs is most sensitive to the forecasted oil prices which are estimated with reference to external market forecasts of Brent crude prices; volume of resources and reserves which are based on resources and reserves report prepared by the operations team; capital expenditure, production and operating costs which are based on the consortium operator's historical experience, approved work programs and budgets, and latest life of well models; and discount rate which were estimated based on the industry weighted average cost of capital (WACC), which includes the cost of equity and debt after considering the gearing ratio. The pre-tax discount rate applied to cashflow projections are 10.90% and 11.10% on December 31, 2024, and 2023 respectively.

As at December 31, 2024 and 2023, the carrying value of deferred exploration costs on SC6B amounted to $0.66 million.

*Exploration Permit Applications for Nickel and Other Associated Metals in Zambales and Dinagat Islands*
As of December 31, 2024, the Group continues to secure Exploration Permits (EP) for nickel and other associated metals. OPMC has submitted applications to the Mines and Geosciences Bureau (MGB)- Regional Office No. III for five (5) areas in Zambales with a total area of approximately 13,816 hectares. OPMC has also submitted two applications to the MGB Regional Office No. XIII covering 863 hectares in Dinagat Islands.

In 2022, all five areas in Zambales were already designated by MGB Regional Office No. III as EXPAs No. 000231-III, EXPA No. 000232-III, EXPA No. 000233-III, EXPA No. 000240-III and EXPA No. 000241-III. MGB Regional Office No XIII also designated one area in Dinagat Islands as EXPA No. 000248- XIII.

The Department of Environment and Natural Resources (DENR) has granted the clearance to Mines and Geosciences Bureau Central Office (MGB CO) to approve and convert the EXPA No. 248-XIII in Libjo, Dinagat Islands (with total area of 358 hectares) of Oriental Petroleum and Minerals Corporation (OPMC or the Parent Company) to an Exploration Permit (EP).

On March 12, 2024, the Parent Company formally accepted and signed the EP in the MGB CO at North Avenue, Diliman, Quezon City.

As at December 31, 2024 and 2023, the carrying values of deferred exploration costs amounted to $0.76 million and $0.75 million, respectively. In 2024 and 2023, the Group capitalized deferred nickel exploration costs amounting to $0.10 million and $0.09 million, respectively.

Decommissioning fund
On July 27, 2021, the Group received a Decommissioning Plan from the operator of SC 14C1 which provides for the terms upon which the wells, offshore installations, offshore pipelines and the Floating Production Storage and Offloading (FPSO) facility used in connection with the joint operations in respect of the Galoc Development shall be decommissioned and abandoned. As of December 31, 2024 and 2023, the decommissioning fund amounted to $0.94 million and $0.91 million, respectively (see Note 12).

12. **Accounts and Other Payables**

| | 2024 | 2023 |
|---|---|---|
| Accounts payable | **$135,692** | $134,354 |
| Dividends payable | **788,110** | 690,292 |
| Subscriptions payable | **24,240** | 25,307 |
| Others | **6,034** | 6,056 |
| | **$954,076** | $856,009 |

Accounts payable mainly consist of unpaid legal and consulting fees. These are noninterest-bearing and are normally settled in 30 to 60-day terms. These also include income taxes due.

Dividends payable include amounts payable to the shareholders of the Parent Company.

Others include statutory payables.

Provision for Plug and Abandonment

*Galoc*

On July 27, 2021, the Group received a Decommissioning Plan from the operator of SC 14C1 which provides for the terms upon which the wells, offshore installations, offshore pipelines and the Floating Production Storage and Offloading (FPSO) facility used in connection with the joint operations in respect of the Galoc Development shall be decommissioned and abandoned.

The Group has recognized provision for plug & abandonment amounting to $1.12 million and $1.09 million as of December 31, 2024 and 2023, respectively, which represents the present value of the Group's share in the decommissioning liability. The discount rate used on the determination of present value are 5.82% and 5.83% as of December 31, 2024 and 2023.

On March 26, 2025, the Consortium, through its Operator, NPG Pty Ltd, submitted a Letter of Intent to apply for a Development and Production Petroleum Service Contract (DPPSC) for the Galoc oilfield under the DOE Department Circular 2023-12-0033. The Consortium already submitted the necessary documents for the application for a DPPSC. SC14C1 will expire on December 17, 2025.

The latest third-party independent report of THREE60 Energy dated February 7, 2025, indicates that the Galoc oil field has an additional 877,000 (3C) barrels of oil recoverable up to April 2028. The decommissioning activities for Galoc is expected to commence after the end of field life, hence the provision is recognized under non-current liabilities. The Group recognized accretion expense amounting to $0.04 million, $0.06 million, $0.04 million in 2024, 2023 and 2022, respectively.

Under the decommissioning plan, each party to the consortium has a liability to fund a percentage of the decommissioning cost equal to the party's percentage interest. Accordingly, the Group funded the decommissioning fund asset of the Joint Operation as of December 31, 2024 and 2023 amounting to $0.94 million and $0.91 million, respectively (see Notes 8 and 11).

## 13. Capital Stock

Under the existing laws of the Republic of the Philippines, at least 60% of the Parent Company's issued capital stock should be owned by citizens of the Philippines for the Parent Company to own and hold any mining, petroleum or renewable energy contract area. As at December 31, 2024, total issued and subscribed capital stock of the Parent Company is 98.83% Filipino and 1.17% non-Filipino while as at December 31, 2023, it is 98.85% Filipino and 1.15% non-Filipino.

As at December 31, 2024 and 2023, this account consists of:

| | |
|---|---|
| Class A - \$0.0004 (₱0.01) par value | |
| Authorized - 120 billion shares | |
| Issued and outstanding - 120 billion shares | \$49,361,387 |
| Class B - \$0.0004 (₱0.01) par value | |
| Authorized - 80 billion shares | |
| Issued and outstanding - 80 billion shares | 32,907,591 |
| | 82,268,978 |
| Subscriptions receivable | |
| Subscribed - 475.97 million shares | (277,710) |
| Capital in excess of par value | 3,650,477 |
| | \$85,641,745 |

All shares of stock of the Parent Company enjoy the same rights and privileges, except that Class A shares shall be issued solely to Filipino citizens, whereas Class B shares can be issued either to Filipino citizens or foreign nationals. There were no issuances of additional common shares in 2024 and 2023. The Parent Company's track record of capital stock follows:

| | No. of shares registered | Issue/offer price | Date of SEC approval | No. of holders as of yearend |
|---|---|---|---|---|
| Listing by way of introduction | 10,000,000,000 | ₱0.01 | Mar. 24, 1970 | |
| Additions: | 2,500,000,000 | 0.01 | Mar. 23, 1981 | |
| | 37,500,000,000 | 0.01 | Aug. 5, 1988 | |
| | 50,000,000,000 | 0.01 | Nov. 14, 1989 | |
| | 100,000,000,000 | 0.01 | May 31, 1995 | |
| December 31, 2015 | 200,000,000,000 | | | 11,859 |
| Deduct: Movement | – | | | (32) |
| December 31, 2016 | 200,000,000,000 | | | 11,827 |
| Deduct: Movement | – | | | (121) |
| December 31, 2017 | 200,000,000,000 | | | 11,706 |
| Deduct: Movement | – | | | (74) |
| December 31, 2018 | 200,000,000,000 | | | 11,632 |
| Deduct: Movement | – | | | (29) |
| December 31, 2019 | 200,000,000,000 | | | 11,603 |
| Deduct: Movement | – | | | (9) |
| December 31, 2020 | 200,000,000,000 | | | 11,594 |
| Deduct: Movement | – | | | (25) |
| December 31, 2021 | 200,000,000,000 | | | 11,569 |
| Deduct: Movement | – | | | (24) |
| December 31, 2022 | 200,000,000,000 | | | 11,545 |
| Deduct: Movement | – | | | (21) |
| December 31, 2023 | 200,000,000,000 | | | 11,524 |
| Deduct: Movement | – | | | (23) |
| **December 31, 2024** | **200,000,000,000** | | | **11,501** |

*Cash Dividends*
The following are the dividends declared on the Company's common shares:

| Cash Dividend per share | Cash Dividend Amount | Declaration Date | Record Date | Payment Date |
|---|---|---|---|---|
| $0.00001 or PhP0.0005 | $1,717,770 | May 24, 2024 | June 21, 2024 | July 12, 2024 |
| $0.00001 or PhP0.0005 | $1,794,076 | June 28, 2023 | July 27, 2023 | August 18, 2023 |
| $0.00001 or PhP0.0005 | $1,835,401 | June 23, 2022 | July 22, 2022 | August 16, 2022 |

As of December 31, 2024 and 2023, retained earnings available for dividend declaration amounted to $4.70 million and $4.97 million, respectively.

## 14. General and Administrative Expenses

| | **2024** | 2023 | 2022 |
|---|---|---|---|
| Staff costs | **$612,546** | $572,783 | $556,788 |
| Professional fees | **37,343** | 38,129 | 31,973 |
| Rent (Note 19) | **30,135** | 28,055 | 29,447 |
| Transportation and communication | **12,058** | 15,165 | 19,719 |
| Association & Membership Fees | **11,774** | 11,431 | 10,855 |
| Messengerial services | **8,275** | 9,642 | 9,828 |
| Taxes and licenses | **4,264** | 60,813 | 6,166 |
| Utilities | **1,079** | 1,836 | 1,534 |
| Advertising and publication | **1,349** | 1,552 | 3,255 |
| Insurance | **868** | 1,070 | 952 |
| Entertainment, amusement and recreation | **628** | 496 | 160 |
| Bank charges | **239** | 256 | 361 |
| Others | **24,828** | 75,032 | 21,036 |
| | **$745,386** | $816,260 | $692,074 |

Others include Philippine Depository and Trust Corporation (PDTC) fees, filing fees, office supplies, seminar and trainings, storage and handling fees, and repairs and maintenance.

## 15. Other Income (Charges)

In 2024 and 2023, other charges pertain to the accretion interest of the asset retirement obligation amounting to $0.03 million and $0.06 million, respectively, related to Galoc.

## 16. **Retirement Plan**

The Group has a funded, noncontributory defined benefit type of retirement plan covering substantially all of its employees. The benefits are based on defined contribution formula with a minimum lump-sum guarantee of one (1) month for every year of service up to 20 years and 1.5 months in excess of 20 years.

Under the existing regulatory framework, Republic Act (RA) 7641, The Retirement Pay Law, requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided, however, that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan. The Group's retirement plan meets the minimum retirement benefit specified under RA 7641. The Group updates the actuarial valuation every year by hiring the services of a third party professionally qualified actuary. The latest actuarial report was for the year ended December 31, 2024.

Components of pension expense in the consolidated statements of income included in general and administrative expenses under 'Staff costs' account are as follows:

| | **2024** | 2023 | 2022 |
|---|---|---|---|
| Current service cost | **$40,264** | $35,633 | $38,310 |
| Net interest cost on defined benefit obligation | **5,620** | 2,362 | 14,955 |
| Total pension expense | **$45,884** | $37,995 | $53,265 |

Changes in the present value of defined benefit obligation follow:

| | **2024** | 2023 |
|---|---|---|
| Balances at beginning of year | **$704,716** | $597,762 |
| Current service cost | **40,264** | 35,633 |
| Interest cost on defined benefit obligation | **41,091** | 42,938 |
| Foreign currency translation adjustment | **(30,006)** | 4,075 |
| Remeasurement losses (gains) arising from: | | |
| Experience adjustments | **(59,830)** | (7,578) |
| Financial assumptions | **645** | 31,886 |
| Benefits paid directly from book reserve | **(37,950)** | – |
| Balances at end of year | **$658,930** | $704,716 |

| | **2024** | 2023 |
|---|---|---|
| Fair value of plan assets at beginning of period | **$608,478** | $564,884 |
| Interest income on plan assets | **35,471** | 40,613 |
| Foreign currency translation adjustment | **(26,058)** | – |
| Remeasurement gain/(loss) | **42,186** | 2,981 |
| Fair value of plan assets at end of period | **$660,077** | $608,478 |

Retirement benefit obligation as presented in the consolidated statements of financial position:

| | 2024 | 2023 |
|---|---|---|
| Present value of defined benefit obligation | **$658,930** | $704,716 |
| Fair value of plan assets | **(660,077)** | (608,478) |
| Effect of the Asset Ceiling | **65** | – |
| Retirement benefit obligation (pension asset) | **($1,082)** | $96,238 |

The amount of remeasurement gains (losses) recognized in OCI:

| | 2024 | 2023 |
|---|---|---|
| Remeasurement gain/(loss) on retirement benefits liability | **$101,301** | ($25,255) |
| Income tax effect | **25,325** | (6,314) |
| | **$75,976** | ($18,941) |

The table below shows the movement analysis of remeasurement gain (loss) on retirement benefits liability in the statements of financial position as at December 31, 2024 and 2023:

| | 2024 | 2023 |
|---|---|---|
| Balance at beginning of year | **$149,291** | $168,232 |
| Remeasurement gain (loss) arising from actuarial changes | **75,976** | (18,941) |
| Balance at end of year | **$225,267** | $149,291 |

The principal actuarial assumptions used in determining the pension liability for the Group's plan follow:

| | 2024 | 2023 |
|---|---|---|
| Rate of salary increase | **5.70%** | 5.70% |
| Discount rate | **6.07%** | 6.09% |

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of the end of the reporting period, assuming all other assumptions were held constant:

| | Increase (decrease) | Effect on defined benefit obligation 2024 | 2023 |
|---|---|---|---|
| Discount rates | +100 basis points | **($30,276)** | ($30,487) |
| | -100 basis points | **34,620** | 34,671 |
| Future salary increases | +1.00% | **$34,402** | $34,459 |
| | -1.00% | **(30,647)** | (30,867) |

It should be noted that the changes assumed to be reasonably possible at the valuation date are open to subjectivity, and do not consider more complex scenarios in which change other than those assumed may be deemed to be more reasonable.

Shown below is the maturity analysis of the undiscounted benefit payments as of December 31, 2024 and 2023:

| | 2024 | 2023 |
|---|---|---|
| Less than 1 year | **418,351** | $422,766 |
| More than 1 year to 5 years | **60,693** | 130,683 |
| More than 5 years | **315,523** | 332,191 |

The average duration of the defined benefit obligation is 4.9 years and 4.6 years as of December 31, 2024 and 2023, respectively.

## 17. Income Tax

Provision for (benefit from) income tax consists of:

| | 2024 | 2023 | 2022 |
|---|---|---|---|
| Current | | | |
| MCIT | **$14,488** | $9,442 | $6,364 |
| Final Tax | **521,901** | 491,118 | 395,283 |
| | **536,389** | 500,560 | 401,647 |
| Deferred | **94,554** | (106,939) | (34,283) |
| | **$630,943** | $393,621 | $367,364 |

The Group's net deferred tax liabilities as of December 31, 2024 and 2023 are detailed below:

| | 2024 | 2023 |
|---|---|---|
| *Profit or loss* | | |
| Deferred tax assets on: | | |
| Provision for plug and abandonment | **$280,764** | $271,453 |
| NOLCO | **337,401** | 337,400 |
| Unamortized past service cost | **97,474** | 111,399 |
| Pension liability | **75,360** | 73,823 |
| Excess of MCIT over RCIT | **30,410** | – |
| | **821,409** | 794,075 |
| Deferred tax liability on: | | |
| Excess of book over tax base of property and equipment | **(1,670,383)** | (1,490,193) |
| ARO asset | **(20,325)** | (21,258) |
| Unrealized foreign exchange gain | **(153,847)** | (229,999) |
| | **(1,844,555)** | (1,741,450) |
| Deferred tax liabilities – net | **(1,023,146)** | (947,375) |
| *Other Comprehensive Income* | | |
| Deferred tax liability | | |
| Remeasurement on pension liability | **(75,089)** | (49,764) |
| Net Deferred tax liabilities | **($1,098,235)** | ($997,139) |

The Group did not recognize any deferred tax asset for excess MCIT over RCIT amounting to $21,841 as at December 31, 2023.

NOLCO

On September 30, 2020, the BIR issued Revenue Regulations (RR) No. 25-2020 implementing Section 4(bbbb) of "Bayanihan to Recover As One Act" which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

The Group has incurred NOLCO which can be claimed as deduction from the regular taxable income for the next three (3) consecutive taxable years, as follows:

| Year Incurred | Amount | Expired | Balance | Expiry Year |
|---|---|---|---|---|
| 2019 | $1,930,543 | ($1,930,543) | $– | December 31, 2022 |
| 2022 | 124,154 | – | 124,154 | December 31, 2025 |
| 2023 | 194,467 | – | 194,467 | December 31, 2026 |
| 2024 | 69,685 | – | 69,685 | December 31, 2027 |
| | $2,249,164 | ($1,930,543) | $388,306 | |

The Group has incurred NOLCO which can be claimed as deduction from the regular taxable income for the next five (5) consecutive taxable years pursuant to the Bayanihan to Recover As One Act.

| Year Incurred | Amount | Applied/Expired | Balance | Expiry Year |
|---|---|---|---|---|
| 2020 | $1,030,982 | $– | $1,030,982 | December 31, 2025 |

Excess of Minimum Corporate Income Tax over RCIT

On June 20, 2023, the Bureau of Internal Revenue issued Revenue Memorandum Circular (RMC) No. 69-2023 reverting the Minimum Corporate Income Tax (MCIT) rate to 2% of gross income effective July 1, 2023 pursuant to Republic Act (RA) No. 11534, otherwise known as the "Corporate Recovery and Tax Incentives for Enterprises (CREATE)" Act. MCIT rate was previously reduced from 2% to 1% effective July 1, 2020 to June 30, 2023 upon the effectivity of CREATE Act in 2021.

Consequently, the Company recognized MCIT using the effective rate of 1.5% in 2023 in accordance with RMC 69-2023.

As of December 31, 2023, the Parent Company's Minimum Corporate Income Tax (MCIT) due was higher than RCIT. The difference of MCIT over RCIT can be claimed as deduction against RCIT due for the next three (3) consecutive years pursuant to Section 27€ of the National Internal Revenue Code, as follows:

| Year Incurred | Amount | Additions | Applied/ Expired | Balance | Expiry Year |
|---|---|---|---|---|---|
| 2024 | $– | $14,488 | $– | $14,488 | December 31, 2027 |
| 2023 | 9,558 | – | – | 9,558 | December 31, 2026 |
| 2022 | 6,364 | – | – | 6,364 | December 31, 2025 |
| 2021 | 6,035 | – | (6,035) | – | December 31, 2024 |
| | $21,957 | $14,488 | ($6,035) | $30,410 | |

The reconciliation of the statutory income tax rate to the effective income tax follows:

| | 2024 | 2023 | 2022 |
|---|---|---|---|
| Statutory income tax rate | **25.00%** | 25.00% | 25.00% |
| Tax effects of: | | | |
| Nondeductible expense | **22.97** | 10.18 | 122.12 |
| Interest income subjected to final tax | **(7.88)** | (2.94) | (11.86) |
| Income exempt from tax | **–** | (13.76) | (63.38) |
| Dividend income | **(12.90)** | (8.80) | (38.92) |
| Changes in unrecognized deferred tax assets | **–** | (0.51) | – |
| Effective income tax rate | **27.19%** | 9.17% | 32.96% |

## 18. Basic/Diluted Earnings Per Share

The Group’s earnings per share were computed as follows:

| | 2024 | 2023 | 2022 |
|---|---|---|---|
| Net income | **$1,689,157** | $3,896,582 | $747,251 |
| Divided by weighted average number of common shares outstanding | **200,000,000,000** | 200,000,000,000 | 200,000,000,000 |
| | **$0.000008** | $0.000019 | $0.000004 |

There were no outstanding potentially dilutive common shares for the years ended December 31, 2024, 2023 and 2022.

## 19. Related Party Transactions

Parties are 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; and the parties are subject to common control. Related parties may be individuals or corporate entities.

The Group’s material related party transactions (MRPT) pertaining to transactions made with the same related party, which are, individually or in aggregate over a twelve (12) – month period amounting to ten percent (10%) or higher of the Group’s total consolidated assets based on its latest audited financial statements shall be reviewed by the Group’s audit committee before the transaction is executed and commenced. If not identified beforehand, the MRPT shall be immediately reviewed by the Audit Committee upon its identification

All individual MRPTs shall be approved by at least two-thirds (2/3) vote of the Board of Directors, with at least a majority of the Independent Directors voting to approve the MRPT. In case that a majority of the Independent Directors’ vote is not secured, the MRPT may be ratified by the vote of the stockholders representing at least two thirds (2/3) of the outstanding capital stock. Aggregate RPT transactions within a twelve (12) – month period that meets or breaches the materiality threshold shall require the same Board approval.

The amounts and the balances arising from the significant related party transactions are as follows:

| | 2024 | | | |
|---|---|---|---|---|
| | **Amount/ Volume** | **Outstanding Balance** | **Terms** | **Conditions** |
| Entities under common control of JGSHI | | | | |
| a. Rent (Note 14) | **$30,135** | **$–** | **Noninterest-bearing payable on demand** | **Unsecured** |

| | 2023 | | | |
|---|---|---|---|---|
| | Amount/ Volume | Outstanding Balance | Terms | Conditions |
| Entities under common control of JGSHI | | | | |
| a. Cash and cash equivalents (Note 6) | $- | $4,168,380 | Interest-bearing at prevailing market rate; 5.00% to 5.80% per annum; due and demandable | No impairment |
| Interest income | 42 | – | – | – |
| b. Rent (Note 14) | 28,055 | – | Noninterest-bearing payable on demand | Unsecured |

a. The Group has money market placements with an affiliated bank, a subsidiary of a stockholder.

b. The Group entered into a lease agreement with an affiliate covering the office space it occupies, which is renewable annually. The Group applied the 'short-term lease' and lease of 'low-value assets' recognition exemption for these leases. Total rental expense recognized in general and administrative expenses under the consolidated statements of comprehensive income under these lease agreements amounted to $30,135, $28,055, and $29,447 in 2024, 2023 and 2022, respectively.

Compensation of key management personnel of the Group follows:

| | **2024** | 2023 | 2022 |
|---|---|---|---|
| Short-term employee benefits | **$309,618** | $292,036 | $282,807 |
| Post-employment benefits | **42,550** | 34,172 | 49,287 |
| | **$352,168** | $326,208 | $332,094 |

## 20. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise of cash in banks and cash equivalents, receivables, equity instruments at FVOCI, debt instruments at amortized costs and accounts and other payables (excluding statutory liabilities). The main objectives of the Group's financial risk management are as follow:

- to identify and monitor such risks on an ongoing basis;
- to minimize and mitigate such risks; and
- to provide a degree of certainty about costs.

The main risks arising from the Group's financial instruments are liquidity, credit, foreign currency, and equity price risk.

The Group's risk management policies are summarized below:

*a) Liquidity risk*

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Group seeks to manage its liquidity profile to be able to finance its operations, capital expenditures and service maturing debts.

The Group monitors its cash flow position and overall liquidity position in assessing its exposure to liquidity risk. The Group maintains a level of cash and cash equivalents deemed sufficient to finance operations and to mitigate the effects of fluctuation in cash flows.

As of December 31, 2024, and 2023, all financial liabilities are expected to mature within one (1) year. All commitments up to a year are either due within the time frame or are payable on demand.

The table below summarizes the maturity profile of the Group's financial assets and liabilities based on remaining undiscounted contractual obligations:

| | **2024** | | | |
|---|---|---|---|---|
| | **On Demand** | **Less than a year** | **One year or more** | **Total** |
| **Financial Assets** | | | | |
| Cash in banks and cash equivalents | **$22,913,939** | **$–** | **$–** | **$22,913,939** |
| Receivables: | | | | |
| Due from operators | – | **61,249** | – | **61,249** |
| Interest receivable | – | **318,684** | – | **318,684** |
| Dividend receivable | – | **202,587** | – | **202,587** |
| Investments: | | | | |
| Equity instruments at FVOCI | – | – | **18,308,175** | **18,308,175** |
| Debt instruments at amortized cost | – | **5,041,886** | **30,201,848** | **35,243,734** |
| **Other Financial Liabilities** | | | | |
| Accounts and other payables* | **948,042** | – | – | **948,042** |
| Net financial assets | **$21,965,897** | **$5,624,406** | **$48,510,023** | **$76,100,326** |

**Excludes statutory payables*

| | 2023 | | | |
|---|---|---|---|---|
| | On Demand | Less than a year | One year or more | Total |
| **Financial Assets** | | | | |
| Cash in banks and cash equivalents | $17,186,535 | $- | $- | $17,186,535 |
| Receivables: | | | | |
| Due from operators | – | 54,707 | – | 54,707 |
| Interest receivable | – | 363,252 | – | 363,252 |
| Dividends receivable | – | 207,205 | – | 207,205 |
| Investments: | | | | |
| Equity instruments at FVOCI | – | – | 21,212,455 | 21,212,455 |
| Debt instruments at amortized cost | – | 6,028,758 | 30,789,587 | 36,818,345 |
| **Other Financial Liabilities** | | | | |
| Accounts and other payables* | 849,953 | – | – | 849,953 |
| Net financial assets | $16,336,582 | $6,653,922 | $52,002,042 | $74,992,546 |

**Excludes statutory payables*

Correspondingly, the financial assets that can be used by the Group to manage its liquidity risk consist of cash and cash equivalents, and receivables of December 31, 2024 and 2023, which are usually on demand or collectible within a term of 30 days.

b) *Credit risk*

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group trades only with its dealers. Receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. As of December 31, 2024 and 2023, the Group only has trade receivables from the operator of SC 14C1 pertaining to sales of crude oil not yet distributed to consortium members. The Group does not expect a probability of default, given that the receivable is supported by a distribution agreement from the consortium operator.

The investment of the Group's cash resources is managed to minimize risk while seeking to enhance yield. The holding of debt instruments at amortized cost exposes the Group to credit risk of the counterparty, with a maximum exposure equal to the carrying amount of the financial assets, if the counterparty is unwilling or unable to fulfill its obligation. Credit risk management involves entering into transactions with counterparties that have acceptable credit standing.

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy and are considered to be with very low credit risk.

The Group's debt investments measured at amortized cost comprise solely of quoted bonds that are graded in the top investment category (Very Good and Good) by credit rating agencies and therefore, are considered to be low credit risk investments.

The table below shows the maximum exposure to credit risk for the components of the consolidated statements of financial position:

| | **2024** | 2023 |
|---|---|---|
| Financial assets at amortized cost | | |
| Cash in banks and cash equivalents | **$22,913,939** | $17,186,535 |
| Due from operators | **61,249** | 54,707 |
| Interest receivable | **318,684** | 363,252 |
| Dividends receivable | **202,587** | 207,205 |
| Debt instruments at amortized cost | **35,243,734** | 36,818,345 |
| | **$58,740,193** | $54,630,044 |

c) *Foreign currency risk*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's principal transactions are carried out in Philippine Peso and its exposure to foreign currency exchange risk arises from purchases in currencies other than the Group's functional currency. The Group believes that its profile of foreign currency exposure on its assets and liabilities is within conservative limits in the type of business in which the Group is engaged.

The Group's foreign exchange risk results primarily from movements of U.S. Dollar against other currencies. As a result of the Group's investments and other transactions in Philippine Peso, the consolidated statements of income can be affected significantly by movements in U.S. Dollars.

The following table shows the foreign currency-denominated assets and liabilities expressed in Philippine Peso (PHP) and their U.S. Dollar (USD) equivalents as of December 31:

| | **2024** | | 2023 | |
|---|---|---|---|---|
| | **In PHP[1]** | **In USD** | In PHP[1] | In USD |
| **Financial Assets** | | | | |
| Cash and cash equivalents | **₱696,664,094** | **$12,008,557** | ₱463,693,517 | $8,344,764 |
| Dividend receivable | **11,752,874** | **202,587** | 11,513,778 | 207,205 |
| Interest receivable | **13,289,318** | **228,539** | 15,068,365 | 271,175 |
| Equity instruments at FVOCI | **1,062,130,493** | **18,308,175** | 1,178,712,465 | 21,212,455 |
| Debt instruments at amortized cost | **1,754,560,000** | **30,243,734** | 1,768,050,000 | 31,818,345 |
| | **3,538,396,779** | **60,991,592** | 3,437,038,125 | 61,853,944 |
| **Other Financial Liabilities** | | | | |
| Accounts and other payables | **55,163,176** | **968,564** | 47,397,218 | 856,009 |
| Net foreign currency- denominated assets | **₱3,483,233,603** | **$60,023,028** | ₱3,389,640,907 | $60,997,935 |

[1] *The exchange rates used as of December 31, 2024 and 2023 are $0.01718 to ₱1 and $0.01800 to ₱1, respectively.*

The following table demonstrates sensitivity to a reasonably possible change in the Philippine Peso exchange rate, with all other variables held constant, of the Group's income before income tax in 2024, 2023 and 2022. There is no other impact on the Group's equity other than those already affecting income.

The sensitivity is based on the historical volatility of exchange rate of US Dollar against Philippine Peso during the current year. The analysis is based on the assumption that current year's volatility will be the same in the following year.

| | Change in PHP rate | Effect on income before income tax |
|---|---|---|
| **2024** | **+1.95%** | **$1,210,348** |
| | **-2.14%** | **(1,328,169)** |
| 2023 | +1.68% | $1,203,190 |
| | -1.14% | (815,064) |
| 2022 | +2.48% | $1,511,384 |
| | -1.85% | (1,128,062) |

d) *Equity price risk*

Equity price risk is the risk that the fair values of investments in quoted equity securities could decrease as a result of changes in the prices of equity indices and the value of individual stocks. The Group is exposed to equity securities price risk because of investments held by the Parent Company, which are classified in the consolidated statements of financial position as equity instruments at FVOCI.

The following table shows the sensitivity of the Group's equity (through OCI) from changes in the carrying value of the Group's equity instruments at FVOCI due to reasonably possible changes in the Philippine Stock Exchange index (PSEi), with all other variables held constant. The analysis links PSEi changes, which proxies for general market movements, to individual stock prices through adjusted betas of each individual stock. Betas are coefficients depicting the sensitivity of individual stock prices to market movements.

The sensitivity is based on the historical volatility of PSEi for the current year. The analysis is based on the assumption that current year's PSEi volatility will be the same in the following year.

| | Percentage Change in PSEi | Effect on OCI |
|---|---|---|
| **2024** | **+0.87%** | **$15,644** |
| | **-0.87%** | **(15,644)** |
| 2023 | +11.90 | $73,580 |
| | -11.90 | (73,580) |
| 2022 | +20.6% | $43,037 |
| | -20.6% | (43,037) |

Capital Management

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating in order to support its business and maximize shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Parent Company may adjust the dividend payment to shareholders or issue new shares.

The Group considers its capital stock (net of any subscription receivable) and retained earnings which amounted to $91.29 million and $91.32 million as of December 31, 2024 and 2023, respectively, as its capital employed. No changes were made in the objectives, policies or processes during the years ended December 31, 2024 and 2023.

Fair Values
Due to the short-term nature of the transactions, the carrying values of cash in banks and cash equivalents, receivables, accounts and other payables (excluding statutory liabilities) approximate the fair value.

The fair value of the equity instruments at FVOCI that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business as of the reporting date.

The fair value of the debt instruments at amortized cost that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business as of the reporting date. Fair value of debt instruments at amortized cost measured under Level 1 amounted to $35.33 million and $36.05 million, while its carrying amounts are $35.24 million and $36.82 million as at December 31, 2024 and 2023, respectively (see Note 9).

Fair Value Hierarchy
The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

As at December 31, 2024 and 2023 set out below is table of financial assets measured under Level 1. There has been no transfer from Level 1 to Level 2 or 3 categories in 2024, 2023 and 2022

| | **2024** | | |
|---|---|---|---|
| | **Fair value measurement using** | | |
| | **Quoted prices in active market (Level 1)** | **Significant observable inputs (Level 2)** | **Significant unobservable inputs (Level 3)** |
| **Equity instruments at FVOCI** | **$18,308,175** | **$–** | **$–** |

| | 2023 | | |
|---|---|---|---|
| | Fair value measurement using | | |
| | Quoted prices in active market (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Equity instruments at FVOCI | $21,212,455 | $– | $– |

## 21. Operating Segment

Operating segments are components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision-makers who are the Chief Executive Officer and Chief Operations Officer, in deciding how to allocate resources and in assessing performance. Generally, financial information is reported on the basis that is used internally for evaluating segment performance and allocating resources to segments. The Group only operates in one geographical location, thus, no information on geographical segments is presented.

The Group derives its revenues only from the participating interests in various SCs of the Parent Company and LOGPOCOR, with segment assets and liabilities amounting to $86.80 million and $2.06 million, respectively, as of December 31, 2024 and $86.35 million and $2.06 million. respectively as of December 31, 2023. Segment's revenue and net income amounted to $3.11 million and $1.69 million, respectively, in 2024, to $3.02 million and $3.90 million, respectively, in 2023, $3.61 million and $0.75 million, respectively, in 2022. Segment assets and segment liabilities exclude deferred tax assets and liabilities.

## 22. **Subsequent Events**

*Application for Development and Production Petroleum Service Contract (DPPSC) – SC 14C1 Galoc Block*

On March 26, 2025, the Consortium, through its Operator, NPG Pty Ltd, submitted a Letter of Intent to apply for a Development and Production Petroleum Service Contract (DPPSC) for the Galoc oilfield under the DOE Department Circular 2023-12-0033. The Consortium already submitted the necessary documents for the application for a DPPSC. SC 14C1 will expire on December 17, 2025.

As of audit report date, the application of the renewal of SC 14C1 is in progress.

SGV
Building a better working world

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**INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES**

The Board of Directors and Stockholders
Oriental Petroleum and Minerals Corporation
34th Floor, Robinsons Equitable Tower
ADB Avenue, Ortigas Center, Pasig City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Oriental Petroleum and Minerals Corporation and its Subsidiaries (the Group) as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024, included in this Form 17-A, and have issued our report thereon dated April 14, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for the purpose of complying with Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Jennifer D. Ticlao

Jennifer D. Ticlao
Partner
CPA Certificate No. 109616
Tax Identification No. 245-571-753
BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026
BIR Accreditation No. 08-001998-110-2023, September 12, 2023, valid until September 11, 2026
PTR No. 10465392, January 2, 2025, Makati City

April 14, 2025

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**INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

The Board of Directors and Stockholders
Oriental Petroleum and Minerals Corporation
34th Floor, Robinsons Equitable Tower
ADB Avenue, Ortigas Center, Pasig City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Oriental Petroleum and Minerals Corporation and its Subsidiaries (the Group) as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated April 14, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2024 and 2023 and for each of the three years in the period ended December 31, 2024 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Jennifer D. Ticlao

Jennifer D. Ticlao
Partner
CPA Certificate No. 109616
Tax Identification No. 245-571-753
BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026
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PTR No. 10465392, January 2, 2025, Makati City

April 14, 2025

## ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES

## INDEX TO THE SUPPLEMENTARY SCHEDULES

## ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES

## SUPPLEMENTARY INFORMATION AND DISCLOSURES REQUIRED ON REVISED SRC RULE 68

**DECEMBER 31, 2024**

Schedule A. Financial Assets

The Group's financial assets include investments in quoted equity securities and corporate bonds.

Below is the detailed schedule of financial assets in equity securities and corporate bonds of the Group as of December 31, 2024:

| Name of Issuing Entity and Association of Each Issue | Amount Shown in the Consolidated Statements of Financial Position | Value Based on Market Quotation at end of year | Income Received and Accrued |
|---|---|---|---|
| **Debt Instruments at Amortized Cost** | | | |
| Various | $35,243,734 | $– | $2,117,901 |
| **Equity Instruments at Fair Value through Other Comprehensive Income** | | | |
| Various | 18,308,175 | 18,308,175 | 1,197,348 |
| Total | $53,551,909 | $18,308,175 | $3,315,249 |

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (other than related parties)

The Group has no receivable from directors, officers, employees, related parties and principal stockholders above ₱1 million ($17,237) or 0.02% of total consolidated assets as of December 31, 2024.

Schedule C. Amounts Receivable from Related Parties which are Eliminated During the Consolidation of Financial Statements

Below is the schedule of receivables (payables) with related parties, which are eliminated in the consolidated financial statements as of December 31, 2024.

| | Balance at beginning of period | Additions | Amounts collected | Amounts written-off | Current | Non-current | Balance at end of period |
|---|---|---|---|---|---|---|---|
| Linapacan Oil, Gas and Power Corporation | ($19,652,424) | ($19,174) | $– | $– | $– | ($19,671,598) | ($19,671,598) |
| Oriental Land Corporation | (7,022) | 296 | – | – | – | (6,726) | (6,726) |
| Oriental Mahogany Woodworks, Inc. | 83,309 | (3,514) | – | – | – | 79,795 | 83,309 |
| | ($19,576,137) | ($22,392) | $– | $– | $– | ($19,598,529) | ($19,595,015) |

Schedule D. Long-term Debt

The Group has no long-term debt as of December 31, 2024.

Schedule E. Indebtedness to Related Parties (Long-Term Loans from Related Companies)

The Group has no outstanding liabilities to related parties as of December 31, 2024.

Schedule F. Guarantees of Securities of Other Issuers

The Group does not have guarantees of securities of other issuers as of December 31, 2024.

Schedule G. Capital Stock

| 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 | Number of shares held by related parties | Directors, Officers and Employees | Others |
|---|---|---|---|---|---|---|
| Common Shares | 200,000,000,000 | 200,000,000,000 | – | 73,312,128,431 | 3,077,306,448 | 123,610,565,121 |

***Reconciliation of Retained Earnings Available for Dividend Declaration***

For the reporting period ended December 31, 2024

**Oriental Petroleum and Minerals Corporation**

34th Floor, Robinsons Equitable Tower, ADB Avenue, Ortigas Center, Pasig City

| | | |
|---|---|---|
| **Unappropriated Retained Earnings, as adjusted to available for dividend distribution, beginning** | | **$4,970,561** |
| **Add: Category A : Items that are directly credited to Unappropriated Retained Earnings** | | |
| Reversal of Retained Earnings Appropriation | – | |
| Effect of restatements or prior period adjustments | – | – |
| **Less: Category B: Items that are directly debited to Unappropriated Retained Earnings** | | |
| Dividend declaration during the reporting period | 1,717,770 | |
| Retained Earnings appropriated during the reporting period | – | 1,717,770 |
| **Unappropriated Retained Earnings, as adjusted** | | **3,252,791** |
| **Add/Less: Net income for the current year** | | 1,767,337 |
| **Less: Category C.1 : Unrealized income recognized in the profit or loss during the reporting period (net of tax)** | | |
| Unrealized foreign exchange gain, except those attributable to cash and cash equivalents | | 273,713 |
| Sub-total | | 273,713 |
| **Add: Category C.2: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)** | | |
| Realized foreign exchange gain, except those attributable to cash and cash equivalents | – | |
| Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS | – | – |
| **Add: Category C.3: Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)** | | |
| Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents. | – | |
| Sub-total | – | – |
| **Adjusted Net Income/Loss** | | **1,493,624** |
| **Add: Category D: Non actual losses recognized in profit or loss during the reporting period (net of tax)** | | |
| Depreciation on revaluation increment | – | – |

| | | |
|---|---|---|
| **Add/less: <u>Category E:</u> Adjustments related to relief granted by the SEC and BSP** | | |
| Total amount of reporting relief granted during the year | – | |
| Amortization of the effect of reporting relief | – | – |
| **Less: <u>Category F:</u> Other items that should be excluded from the determination of the amount available for dividends distribution** | | |
| Net movement of treasury shares (except for reacquisitions or redeemable shares) | – | |
| Net movement of deferred tax assets not considered in the reconciling items under the previous categories | (44,755) | |
| Others | – | (44,755) |
| **Total Retained Earnings, end of the reporting period available for dividend declaration** | | **$4,701,660** |

## ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES

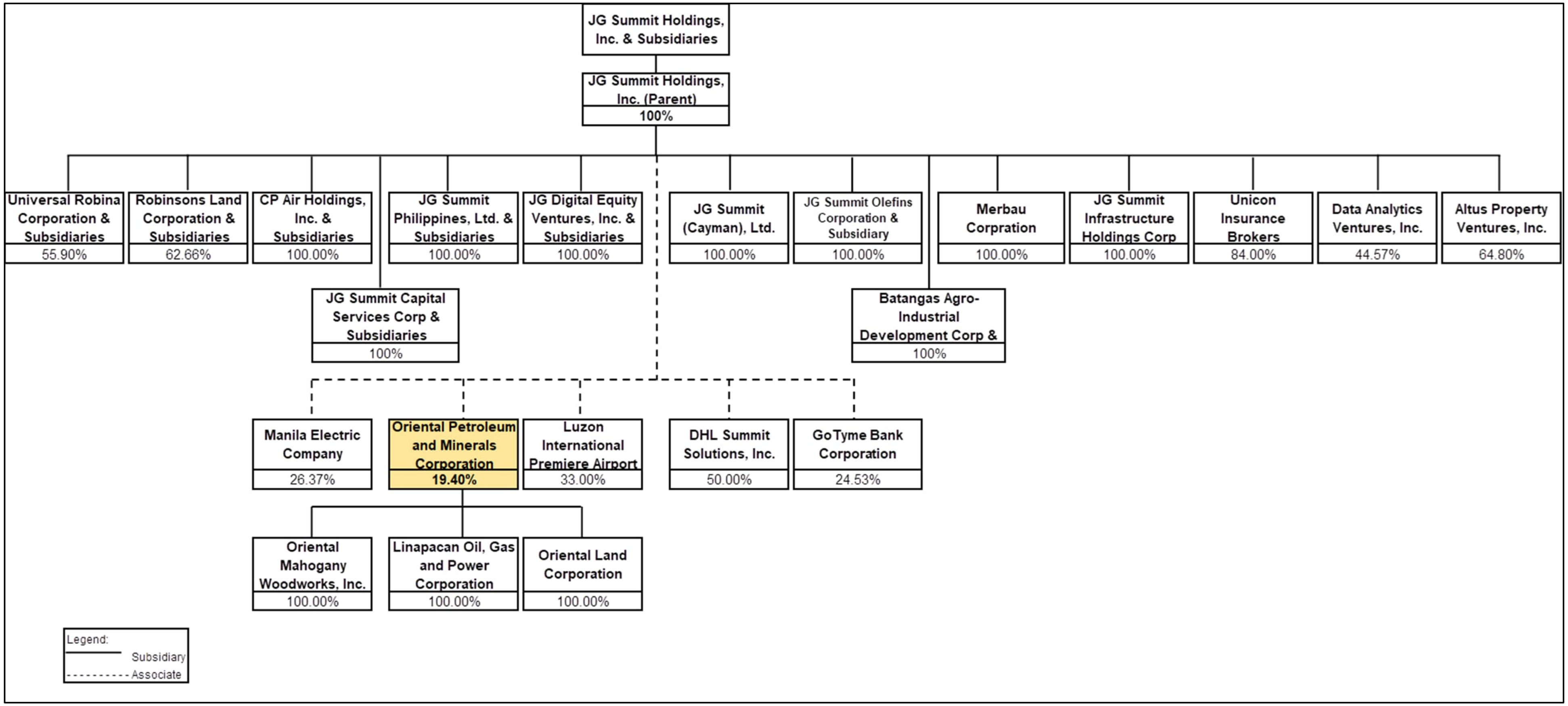
## ANNEX 68-E. SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

Below are the financial ratios that are relevant to the Group for the years ended December 31, 2024 and 2023:

| Financial ratios | | 2024 | 2023 |
|---|---|---|---|
| Current ratio | Current assets (CA) / Current liabilities (CL) | **30.15:1** | 28.71:1 |
| Acid test ratio | Current assets (CA) – Inventory – Prepayments / Current liabilities (CL) | **29.46:1** | 27.55:1 |
| Solvency ratio | | | |
| Debt-to-equity ratio | | **Not Applicable** | |
| Asset-to-equity ratio | Total assets / Total equity | **1.04:1** | 1.04:1 |
| Interest rate coverage ratio | | **Not Applicable** | |
| Return on equity | Net income / Average equity | **1.94%** | 4.52% |
| Return on assets | Net income / Average assets | **1.88%** | 4.37% |
| Gross profit margin | Gross income / Total Revenue | **14.13%** | 21.08% |
| Net working capital ratio | CA – CL / Total assets | **0.31:1** | 0.27:1 |

**ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES**

**MAP OF THE RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP**
**FOR THE YEAR ENDED DECEMBER 31, 2024**



## ORIENTAL PETROLEUM AND MINERALS CORPORATION AND SUBSIDIARIES

## External Auditor Fee-Related Information

**DECEMBER 31, 2024**

Below are the audit and non-audit fees (exclusive of out-of-pocket expenses and VAT) of the Group for the years ended December 31, 2024 and 2023:

| | **2024** | 2023 |
|---|---|---|
| Total audit fees | **$9,653** | $9,178 |
| Non-audit service fees | | |
| Agreed upon procedure services – Tabulation of votes | **698** | 714 |
| Total non-audit fees | | |
| Total audit and non-audit fees | **$10,351** | $9,892 |