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S. E. C. Registration Number

[illegible]

(Company's Full Name)

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

ATTY. JHOANNA JASMINE M. JAVIER-ELACIO
Contact Person

8884-9200
Company Telephone Number

1	2	3	1
Month		Day	
Fiscal Year			

SEC FORM 17-C

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2	1
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 Month Day
 Annual Meeting
 (for 2024)

Certificates of Permit to Offer Securities for Sale dated 1994, 1995, 1996, 2010, 2014, 2016, 2018, 2019, 2021, 2023 and 2024
Secondary License Type, if Applicable

Dept. Requiring this Doc.

N/A
Amended Articles Number/Section

143,889 (as of June 30, 2024)
Total No. of Stockholders

Total Amount of Debt Outstanding: P245,390 Million (as of June 30, 2024 - CONSO)

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. **October 15, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **31171** 3. BIR Tax Identification No. **000-168-801**
4. **PETRON CORPORATION**
Exact name of issuer as specified in its charter
5. **Philippines**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **San Miguel Head Office Complex, 40 San Miguel Avenue, Mandaluyong City** **1550**
Address of principal office Postal Code
8. **(63 2) 8884-9200**
Issuer's telephone number, including area code
9. **(None)**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	9,375,104,497 Shares
Preferred Stock Series 3A	13,403,000 Shares
Preferred Stock Series 3B	6,597,000 Shares
Preferred Stock Series 4A	5,000,000 Shares
Preferred Stock Series 4B	2,995,000 Shares
Preferred Stock Series 4C	6,005,000 Shares
Preferred Stock Series 4D	8,500,000 Shares
Preferred Stock Series 4E	8,330,000 Shares
PCOR Series D Bonds Due 2025	P 6.8 billion
PCOR Series E Bonds Due 2025	P 9.0 billion
PCOR Series F Bonds Due 2027	P 9.0 billion
Total Debt	P 245,390 Million (Consolidated as of June 30, 2024)

11. Indicate the item numbers reported herein: **Item 9**

Item 9 (Other Events).


Please see attached first Quarterly Progress Report for the period ended September 30, 2024 dated October 15, 2024 on the partial utilization of the proceeds from the offer and issuance of the Series 4D and Series 4E preferred shares of the Company, together with the external auditor's report dated October 15, 2024.

SIGNATURES

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

PETRON CORPORATION
Issuer

October 15, 2024
Date


JOHANNA JASMINE M. JAVIER-ELACIO
Vice President – General Counsel
and Corporate Secretary



October 15, 2024

PHILIPPINE STOCK EXCHANGE, INC.

Disclosure Department
6th Floor, PSE Tower
5th Avenue corner 28th Street
BGC, Taguig City

Attention : **Atty. Stefanie Ann B. Go**
Officer-in-Charge, Disclosure Department

SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue
Salcedo Village, Bel-air, Makati City

Attention : **Atty. Oliver O. Leonardo**
Director, Markets & Securities Regulation Department

Re : **First Quarterly Progress Report - For the Period Ended September 30, 2024**

Gentlemen:

Please be advised that as of September 30, 2024, proceeds from the offering of Petron Preferred Shares Series 4D ("PRF4E") and Series 4E ("PRF4E") have been partially utilized, as follows:

Preferred Shares Series 4D and Series 4E Gross Proceeds		Php	16,830,000,000.00
Less:	Filing Fees, Taxes, Professional Fees and Other Expenses		(6,491,412.00)
Net Proceeds		Php	16,823,508,588.00
Less:	Purchase of crude oil		(2,450,000,000.00)
Balance		Php	14,373,508,588.00

Enclosed herewith is the certification of the external auditor on the use of proceeds.

Very truly yours,


ALBERT S. SARTE

Deputy Chief Finance Officer
and Treasurer


MYRNA C. GERONIMO
Vice President and Controller



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Internet www.home.kpmg/ph
Email ph-inquiry@kpmg.com

Agreed-Upon Procedures Report on the Use of Proceeds from the Issuance of P13 Billion Preferred Shares Series 4 With Oversubscription Option of up to P4 Billion Series 4 Preferred Shares (the "Offering")

The Board of Directors and Stockholders
PETRON CORPORATION
SMC Head Office Complex
40 San Miguel Avenue
Mandaluyong City

Purpose of this Agreed-Upon Procedures Report

Our report is solely for the purpose of assisting Petron Corporation (the "Company") in complying with the requirement of The Philippine Stock Exchange (PSE) to submit an external auditor's report of findings on the accuracy of the information being represented by the Company relating to the use of proceeds from the Offering as of and for the quarter ended September 30, 2024.

Responsibilities of the Engaging Party and the Responsible Party

The Company has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The Company is responsible for the subject matter on which the agreed-upon procedures are performed.

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until September 20, 2026
IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)
BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)

R.G. Manabat & Co., a Philippine partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.



Practitioner's Responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the Philippine Standard on Related Services (PSRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Company, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed upon procedures. This agreed-upon procedures engagement is not an assurance engagement.

Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Control

We have complied with the ethical requirements in the Code of Ethics for Professional Accountants in the Philippines.

Our firm applies Philippine Standard on Quality Management (PSQM) 1, *Quality Management for Firms that Perform Audits and Reviews of Financial Statements, or Other Assurance and Related Services Engagements*, and accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Procedures and Findings

We have performed the procedures described below, which were agreed upon with the Company, on the use of proceeds from the Offering.

The results of agreed-upon procedures performed are summarized as follows:

1. We have obtained and checked the mathematical accuracy of the Company's First Quarterly Progress Report for the quarter ended September 30, 2024. No exceptions noted.
2. We have compared the list of all the disbursement in the Progress Report with the schedule of planned use of proceeds from the Offering as indicated in the Final Offer Supplement dated September 3, 2024 ("Offer Supplement") and agreed amounts to the related supporting documents such as billing or service invoices, official receipts, acknowledgment receipts, payment slip and bank statement. No exceptions noted.

As presented by the Company and based on the above procedures, the table below lists the details and amount of disbursements of the proceeds of the Offering for the quarter ended September 30, 2024:

Purpose	Disbursements		Difference	Remarks
	Allocations per Offer Supplement	Amounts per Progress Report		
Underwriting and selling fees, filing fees, taxes, legal and professional fees and other expenses	P92,470,000	P6,491,412	P85,978,588	a
Funding general corporate business, including purchase of oil	2,629,530,000	2,450,000,000	179,530,000	b
Total	P2,722,000,000	P2,456,491,412	P265,508,588	

a. Refers to the undisbursed amount as of September 30, 2024.

b. Refers to the undisbursed amount of P9,530,000 as of September 30, 2024 and noted difference between the expected gross proceeds per Offer Supplement (P17 billion) and actual gross proceeds received (P16.83 billion) amounting to P170,000,000. The full amount of the Oversubscription Option of P4 billion was not reached. As stated in the Offer Supplement, in the event of a partial exercise of the Oversubscription Option, the Company intends to prioritize the allocation of proceeds to the refinancing of existing indebtedness over the purchase of crude oil.

The table below shows the amount of disbursement per Progress Report and the actual disbursements showing the balance of proceeds as of and for the quarter ended September 30, 2024:

Purpose	Amount of Disbursement per Progress Report	Actual Disbursements	Balance as of September 30, 2024
Filing fees, taxes, professional fees and other expenses	P6,491,412	(P6,491,412)	P -
Funding general corporate business, including purchase of oil	2,450,000,000	(2,450,000,000)	-
Total	P2,456,491,382	(P2,456,491,382)	P -

3. The table below shows the remaining balance of the net proceeds as of September 30, 2024:

	Amount
Actual gross proceeds received	P16,830,000,000
Filing fees, taxes, professional fees and other expenses	(6,491,412)
Funding general corporate business, including purchase of oil	(2,450,000,000)
Total	P14,373,508,588



Out of the remaining balance, P14,200,000,000 was invested in short-term liquid investments, specifically time deposits, as of September 30, 2024, and traced and agreed amounts to the related supporting documents such as letter of instructions and email confirmation from banks. The remaining amount of P173,508,588 was traced to the Company's bank account as of September 30, 2024. No exceptions noted.

4. We have obtained written management representation and confirmed that there were no reallocations made on the Company's planned use of proceeds from the Offering or any changes in the work program as disclosed in the Offer Supplement.

R.G. MANABAT & CO.

Maria Arleene C. Yu
MARIA ARLEENE C. YU

Partner

CPA License No. 0108855

October 15, 2024
Makati City, Metro Manila